

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are explained in the section headed "Glossary of Technical Terms".

"AFTA"	ASEAN Free Trade Area
"Application Form(s)"	the WHITE or YELLOW application form(s)
"Articles of Association" or "Articles"	the articles of association of the Company as currently adopted
"ASEAN"	the Association of South East Asian Nations, a multi-national organisation established to promote economic co-operation and development among member countries (such member countries are currently Brunei Darussalam, Cambodia, Indonesia, Laos, Malaysia, Myanmar, the Philippines, Singapore, Thailand and Vietnam)
"associate(s)"	has the meaning set out in the Listing Rules
"Board"	the board of Directors of the Company
"Business Day"	any day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business
"Capitalisation Issue"	the issue of 673,440,000 Shares to be made upon the capitalisation of certain sums standing to the credit of the share premium account of the Company as referred to in the paragraph headed "Written resolutions of the Shareholders passed on 24 November 2007" in Appendix VI to this prospectus
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Broker Participant"	a person admitted to participate in CCASS as a broker participant
"CCASS Custodian Participant"	a person admitted to participate in CCASS as a custodian participant
"CCASS Investor Participant"	a person admitted to participate in CCASS as an investor participant, who may be an individual or joint individuals or a corporation
"CCASS Participant"	a CCASS Broker Participant or a CCASS Custodian Participant or a CCASS Investor Participant

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“Chen Family”	Mr. Chen Yu I (程有義), Mr. Chen Hui Yei (程輝彥), Mr. Chen Luo Shu Mei (程羅淑美), Mr. Chen Jian Shing (程健成), Mr. Chen Chen Ji Xing (程吉慶), Mr. Chen Pak Hon (程柏翰), Mr. Chen Long Hua (程龍華), Mr. Chen Man Zhi (程敏哲) and Mr. Chen Wu Zhao (程吳招), all of whom are Independent Third Parties
“Chen Family Companies”	companies incorporated in Taiwan and other jurisdictions which are controlled by the Chen Family and are Independent Third Parties
“Chinda”	Chinda Investment Company Limited (慶達投資股份有限公司), a company incorporated in Taiwan on 23 January 1987 and a subsidiary of Sanyang in which it holds a 88.16% shareholding as at 30 September 2007, the remaining 11.84% shareholding being held by the Huang Family
“Chinfon”	Chinfon Global Corporation (慶豐環宇股份有限公司), a company incorporated in Taiwan on 27 September 1978, which is controlled by the Huang Family and which held a 10.48% shareholding in Sanyang as at 30 September 2007
“Chinlead”	Chinlead International Corporation (慶澧股份有限公司), a company incorporated in Taiwan on 28 October 1961, which is controlled by the Huang Family
“Chin Zong”	Chin Zong Trading Co., Ltd. (慶融貿易股份有限公司), a company incorporated in Taiwan on 6 July 2007 and a wholly-owned subsidiary of the Company
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Company” or “VMEPH”	Vietnam Manufacturing and Export Processing (Holdings) Limited (越南製造加工出口(控股)有限公司) (formerly known as Gold Way Holdings Corporation), an exempted company with limited liability incorporated in the Cayman Islands on 20 June 2005
“controlling shareholder”	has the meaning set out in the Listing Rules
“CQS”	C.Q.S. Molds Inc., a wholly foreign-invested enterprise incorporated in Vietnam on 14 June 2002, which is 70% owned by VMEP and 30% owned by C.Q.S. May’s

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“C.Q.S. May’s”	C.Q.S. May’s, a company incorporated in Vietnam on 19 January 2001, which holds a 30% interest in CQS and is 83.2% owned by Mrs. Chang Hsiu Mei (張琇梅), 10% owned by Mr. Lawrence Dale Thompson and 6.8% owned by Mr. Tai Shing Yu (戴勝裕), all of whom are Independent Third Parties
“Deed of Non-competition”	the deed of non-competition dated 26 November 2007 made by Sanyang, Mr. Huang Shi Hui and each of the executive and non-executive Directors in favour of the Company, further details of which are set out in the section headed “Relationship with the Sanyang Group”, as supplemented by a deed dated 3 December 2007 among the same parties
“Director”	a director of the Company
“EUR”	euro, the single currency of any member state of the European Union that adopts or has adopted the euro as its lawful currency in accordance with legislation of the European Union relating to the European Economic and Monetary Union
“Exclusive Territory”	all of the ASEAN countries, including Brunei Darussalam, Cambodia, Indonesia, Laos, Malaysia, Myanmar, the Philippines, Singapore, Thailand and Vietnam
“GDP”	gross domestic product
“Global Coordinator”, “Sponsor”, “Bookrunner”, “Lead Manager” or “BNP Paribas”	BNP Paribas Capital (Asia Pacific) Limited, a licensed corporation for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined in the SFO
“Global Offering”	the Hong Kong Public Offering and the International Placing
“Group”	the Company and its subsidiaries (VMEP, VCFP, CQS and Chin Zong)
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HK\$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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“Hong Kong Offer Shares”	the 22,692,000 Shares being offered under the Hong Kong Public Offering, subject to adjustment as described in the section headed “Structure of the Global Offering”
“Hong Kong Public Offering”	an offer of Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering”) at the Offer Price, on the terms and subject to the conditions described in the section headed “Structure of the Global Offering – The Hong Kong Public Offering” and in the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters listed in the section headed “Underwriting – Underwriters – Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 5 December 2007 relating to the Hong Kong Public Offering and entered into by, among others, the Company, the Global Coordinator and the Hong Kong Underwriters, as further described in the section headed “Underwriting – Underwriting Arrangements”
“Huang Family”	Mr. Huang Shi Hui (黃世惠), Mr. Huang Ching Yu (黃景宇) (son of Mr. Huang Shi Hui), Mr. Huang Su Shiong (黃世雄) (brother of Mr. Huang Shi Hui) and Mr. Huang Chieh Yu (黃介宇) (nephew of Mr. Huang Shi Hui), and their immediate family members and companies in which any one of them individually or together with members of their immediate families hold more than 50% of the voting rights
“IFRSs”	the International Financial Reporting Standards, which include International Accounting Standards (IASs) and interpretations promulgated by the International Accounting Standards Board (IASB)
“Independent Third Party/(ies)”	person(s) or entity/(ies) who/which are not connected persons of the Company within the meaning of the Listing Rules
“Indopark”	Indopark Holdings Limited, a company incorporated in Mauritius on 6 July 2005 with limited liability, which is indirectly wholly-owned by Merrill Lynch and which holds a 10% shareholding in the Company prior to the Global Offering
“International Placing”	the conditional placing of the International Placing Shares by the International Placing Underwriters with professional and institutional investors and other investors expected to have a sizeable demand for the Shares, as further described in the section headed “Structure of the Global Offering”

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“International Placing Shares”	the 204,228,000 Shares being initially offered at the Offer Price in the International Placing, together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option (subject to reallocation as described in the section headed “Structure of the Global Offering”)
“International Placing Underwriters”	the underwriters of the International Placing as listed on the International Underwriting Agreement
“International Underwriting Agreement”	the underwriting agreement expected to be entered into on or before 11 December 2007 by, <i>inter alia</i> , the Company and the International Placing Underwriters in respect of the International Placing, as further described in the section headed “Structure of the Global Offering — The International Placing”
“Issuing Mandate”	the general unconditional mandate given to the Directors by the Shareholders relating to the issue of new Shares, further details of which are contained in the paragraph headed “Written resolutions of the Shareholders passed on 24 November 2007” in Appendix VI to this prospectus
“Latest Practicable Date”	26 November 2007, being the last practicable date for the inclusion of certain information in this prospectus prior to its publication
“Light Truck Business”	the manufacture and assembly of automobiles and light trucks and the manufacture of related parts as, previously, proposed to be carried out by the Group through its then subsidiary, Sanyang Motor Vietnam Co., Ltd. (“ SMV ”), in accordance with an investment licence received from the Vietnamese government
“Listing”	the listing of, and dealings in, the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date on which dealings in the Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Merrill Lynch”	Merrill Lynch & Co., Inc., a corporation established on 27 March 1973 and existing under the laws of the State of Delaware, the United States, which is the indirect holder of the entire issued share capital of Indopark

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“MFN”	Most-Favoured-Nation, a WTO principle whereby a member of the WTO generally is not permitted to discriminate among its trading partners in trade-related matters and is required to grant to all its trading partners that are members of the WTO the benefits granted to any of its trading partners
“New Shares”	a total of 175,680,000 Shares being offered by the Company, excluding Shares which may be issued pursuant to the Over-allotment Option
“NT\$”	New Taiwan dollars, the lawful currency of Taiwan
“Offer Price”	the final offer price per Offer Share (exclusive of a brokerage fee of 1%, the SFC transaction levy of 0.004% and the Stock Exchange trading fee of 0.005%) of not more than HK\$4.64 and expected to be not less than HK\$3.61, such price to be agreed upon by the Company (for itself and on behalf of the Selling Shareholders) and the Global Coordinator (on behalf of the Underwriters) on or before the Price Determination Date
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares, collectively, and where relevant, together with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by the Company to the Global Coordinator, subject to the terms and conditions of the International Underwriting Agreement, pursuant to which the Company may be required to issue up to an additional 34,038,000 new Shares (representing 15% of the Shares initially being offered under the Global Offering) to cover, among other things, over-allocations in the International Placing, details of which are described in the section headed “Information about this Prospectus and the Global Offering – Over-allotment and Stabilisation”
“PIT”	personal income tax imposed by the Vietnamese government on high-income individuals whose annual income is at least equivalent to VND60,000,000, in the case of Vietnamese, or VND96,000,000, in the case of foreigners
“PRC” or “China”	the People’s Republic of China but, for the purposes of this prospectus and for geographical reference only (unless otherwise indicated), excluding Taiwan, the Macau Special Administrative Region of the PRC and Hong Kong
“Price Determination Agreement”	the agreement to be entered into between the Company (for itself and on behalf of the Selling Shareholders) and the Global Coordinator (on behalf of the Underwriters) on the Price Determination Date to record and fix the Offer Price

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“Price Determination Date”	11 December 2007, at which time the Offer Price will be determined for the purpose of the Global Offering
“Principal Share Registrar”	Butterfield Fund Services (Cayman) Limited
“QIBs”	qualified institutional buyers, within the meaning of Rule 144A
“Receiving Banker”	Standard Chartered Bank (Hong Kong) Limited
“Regulation S”	Regulation S under the U.S. Securities Act
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to the Directors by the Shareholders, further details of which are contained in the paragraph headed “Written resolutions of the Shareholders passed on 24 November 2007” in Appendix VI to this prospectus
“Research and Development and Technical Support Services Agreement”	the agreement dated 26 November 2007 and entered into between the Company and Sanyang, pursuant to which Sanyang and its associates will provide research and development and technical support services to the Group, further details of which are set out in the section headed “Connected Transactions”
“Rule 144A”	Rule 144A under the U.S. Securities Act
“Sale Shares”	the 51,240,000 Shares being offered for sale by the Selling Shareholders
“Sanyang”	Sanyang Industry Co., Limited, a company incorporated in Taiwan on 14 September 1961, which is listed on the Taiwan Stock Exchange and was 39.3% owned by the Huang Family as at 30 September 2007 and which is a controlling shareholder of the Company
“Sanyang Group”	Sanyang and its subsidiaries other than the Group
“Sanyang Licensed Technology”	the technology, know-how, trade secrets and production information which Sanyang has licensed to VMEP and which Sanyang will continue to license to VMEP pursuant to the Technology Licence Agreement
“SARS”	Severe Acute Respiratory Syndrome
“Selling Shareholders”	SYI and Indopark
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time

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“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Shareholders on 24 November 2007, the principle terms of which are summarised under the section headed “Share Option Scheme” in Appendix VI to this prospectus
“Shareholder(s)”	the holder(s) of Shares
“Shareholders’ Agreement”	the shareholders’ agreement dated 4 May 2006 among the Company, Sanyang, SYI and Indopark as supplemented by a supplemental agreement dated 22 November 2007 among the same parties
“Shares”	shares in the share capital of the Company, with a par value of HK\$0.01 each, for which an application has been made for listing and permission to deal on the Main Board of the Stock Exchange and which are subscribed for and will be traded in Hong Kong dollars
“Stock Borrowing Agreement”	the agreement expected to be entered into by the Global Coordinator and SYI in respect of the borrowing of up to 34,038,000 Shares from SYI by the Global Coordinator to cover over-allocations in the International Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“subsidiary”	has the meaning set out in section 2 of the Companies Ordinance
“substantial shareholder”	has the meaning set out in the Listing Rules
“SYI”	SY International Ltd., a company incorporated in Samoa on 1 November 2005 with limited liability, which owns 90% of the Company and is a wholly-owned subsidiary of Sanyang
“SYM Agreement”	the agreement dated 26 November 2007 and entered into between Sanyang and the Company, pursuant to which Sanyang has granted the Company the right to require Sanyang to grant the Company an exclusive licence to use the “SYM” trade mark in connection with the manufacture and sale of SYM motorbikes and related parts within the Exclusive Territory provided that such motorbikes and related parts must be produced by using technology developed by the Company or any of its subsidiaries
“Taiwan Listing Rules”	the rules published by the Taiwan Stock Exchange which govern the pre-listing and post-listing activities of companies intending to list or companies listed on the Taiwan Stock Exchange

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“Taiwan Stock Exchange”	the Taiwan Stock Exchange Corporation
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“Teamworld”	Teamworld Industries Corporation (鼎豪實業股份有限公司), a company incorporated in Taiwan on 24 October 1979 and controlled by the Huang Family
“Technology Licence Agreement”	the agreement dated 26 November 2007 and entered into between Sanyang and VMEP, pursuant to which Sanyang has granted an exclusive licence to VMEP to continue to use the Sanyang Licensed Technology in connection with the manufacture and sale of SYM motorbikes and related parts in the Exclusive Territory, further details of which are set out in the section headed “Connected Transactions”
“Three Brothers”	Three Brothers Machinery Industry Company Limited, a company incorporated in Taiwan on 24 December 2005 which, as at 30 September 2007, was 50% owned by Chinda and 50% owned by the Chen Family Companies and the Chen Family, collectively
“Track Record Period”	the period from 1 January 2004 through 30 June 2007
“Trade Marks Licence Agreement”	the agreement dated 26 November 2007 and entered into between the Company and Sanyang, pursuant to which Sanyang has granted an exclusive licence to the Company to continue to use the “SYM” trade mark in the Exclusive Territory and the trade marks of certain product names of motorbikes in Vietnam in connection with the manufacture and sale of SYM motorbikes and related parts, further details of which are set out in the section headed “Connected Transactions”
“Underwriters”	the International Placing Underwriters and the Hong Kong Underwriters
“Underwriting Agreements”	the International Underwriting Agreement and the Hong Kong Underwriting Agreement
“U.S.” or “United States”	the United States of America
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

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“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VAT”	value added tax, a tax imposed on the increased value of goods or services that is generated during the process of production, circulation and consumption of such goods or services
“VCFP”	Vietnam Casting Forge Precision Limited, a wholly foreign-invested enterprise incorporated in Vietnam on 12 April 2002 and a wholly-owned subsidiary of VMEP
“Vietnam”	the Socialist Republic of Vietnam
“Vietnamese government”	the central government of Vietnam, including all governmental subdivisions (including regional or local government entities)
“VMEP”	Vietnam Manufacturing and Export Processing Co., Limited, a wholly foreign-invested company incorporated in Vietnam on 25 March 1992 and a wholly-owned subsidiary of the Company
“VMEP Holdings Distributorship Agreement”	the agreement dated 26 November 2007, entered into between the Company and Sanyang, pursuant to which the Company has been appointed by Sanyang as the exclusive distributor in the Exclusive Territory of certain products manufactured by Sanyang and its associates, further details of which are set out in the section headed “Connected Transactions”
“VMEP Holdings Parts Sales Agreement”	the agreement dated 26 November 2007, entered into between the Company and Sanyang, pursuant to which the Group will sell motorbike parts to Sanyang and its associates, further details of which are set out in the section headed “Connected Transactions”
“VMEP Holdings Purchase Agreement”	the agreement dated 26 November 2007, entered into between the Company and Sanyang, pursuant to which the Group will purchase motorbike parts from Sanyang, further details of which are set out in the section headed “Connected Transactions”
“VMEP Holdings VTBM Purchase Agreement”	the agreement dated 26 November 2007, entered into between the Company and VTBM, pursuant to which the Group will purchase motorbike parts from VTBM, further details of which are set out in the section headed “Connected Transactions”
“VND”	Vietnamese dong, the lawful currency of Vietnam

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“VTBM”	Vietnam Three Brothers Machinery Industry Co., Limited, a wholly foreign-invested enterprise incorporated in Vietnam on 5 September 2002, which is 31% owned by VMEP and 69% owned by Three Brothers
“WTO”	World Trade Organisation

Unless otherwise specified, statements contained in this prospectus assume no exercise of the Over-allotment Option. See the section headed “Underwriting”.

Unless otherwise specified, translations of U.S. dollars into Hong Kong dollars and U.S. dollars into New Taiwan dollars in this prospectus are for the purpose of illustration only and are based on the following rates:

US\$1.00 : HK\$7.80

US\$1.00 : NT\$32.50

No representation is made that any amounts in Hong Kong dollars, New Taiwan dollars or U.S. dollars can be or could have been converted on the relevant dates at the above rates or any rates at all.