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**VIETNAM MANUFACTURING AND EXPORT PROCESSING (HOLDINGS) LIMITED**

**越南製造加工出口(控股)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 422)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of shareholders of Vietnam Manufacturing and Export Processing (Holdings) Limited (the "Company") will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong at 10:30 a.m. on Monday, 25 June 2012 (or immediately after the annual general meeting of the Company convened on the same day, if earlier) for the purpose of considering and, if thought fit, passing the following ordinary resolution:

**ORDINARY RESOLUTION**

"THAT the proposed annual cap for the year ending 31 December 2012 (details of which have been set out in the circular of the Company dated 1 June 2012) in respect of the transactions under the agreement dated 9 November 2009, entered into between the Company and Sanyang Industry Co., Limited. ("Sanyang") in relation to the exclusive distributorship by the Company and its subsidiaries (the "Group") of motorbikes and related parts manufactured by Sanyang and its subsidiaries in all of the member countries of the Association of South East Asian Nations, including Brunei Darussalam, Cambodia, Indonesia, Laos, Malaysia, Myanmar, the Philippines, Singapore, Thailand and Vietnam (excluding Vietnam, in which the Company is only entitled to re-sell such motorbikes to customers solely for use in exhibitions) be and are hereby approved, confirmed and ratified."

By order of the Board of

**VIETNAM MANUFACTURING AND EXPORT  
PROCESSING (HOLDINGS) LIMITED**

**Chang Kwang Hsiung**

Chairman

Hong Kong, 1 June 2012

Notes:

1. For determining the entitlement to attend and vote in the EGM, the register of members of the Company will be closed from 21 June 2012 to 25 June 2012 (both days inclusive) during which period no transfer of shares of the Company will be registered. In order to qualify for the attendance of the EGM, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 20 June 2012.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time fixed for holding of the meeting or any adjourned meeting.
4. In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), Sanyang, the ultimate controlling shareholder of the Company, its subsidiaries and associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolution.
5. The ordinary resolution set out above will be determined by way of poll.
6. As at the date of this notice, the Directors comprised four executive Directors, namely Mr. Chang Kwang Hsiung, Mr. Chou Ken Yuan, Mr. Wang Ching Tung and Mr. Yu Wen Lung, two non-executive Directors, namely Mr. Chiang Shih Huang and Mr. Chiu Ying Feng, and three independent non-executive Directors, namely Ms. Lin Ching Ching, Mr. Shen Hwa Rong and Mr. Wei Sheng Huang.