



PROPOSAL TO AMEND SOME ARTICLES OF THE COMPANY CHARTER AND INVESTMENT CERTIFICATE OF INTERFOOD SHAREHOLDING COMPANY APPROVED ON 10TH APR 2013

Pursuant to:

- Pursuant to the Enterprise Law in 2005;
- Pursuant to the Charter of Interfood Shareholding Company ;
- Resolution No. RBM130723 dated 23/07/2013 of the Board of Interfood Shareholding Company.

The Board of Interfood Shareholding Company (the “Company”) would like to propose the 1st Extraordinary General Assembly of Shareholders to approve to amend some articles in the Company Charter approved by the Annual General Assembly of Shareholders dated 10th Apr 2013 and amend Investment Certificate of the Company, as below:

1. Amending some articles in the Company Charter

The articles have been approved	Proposed to amend
<p>Clause 1 Article 5:</p> <p>The Company’s Charter capital is 291,409,920,000 VND (Two hundred and ninety one billion, four hundred and nine million, nine hundred and twenty thousand VND only).</p> <p>The total Charter capital of the Company is divided into 29,140,992 shares with the par value of one share is VND 10,000 (ten thousand).</p>	<p>Clause 1 Article 5:</p> <p>The Company’s Charter capital is VND _____ (_____ VND only).</p> <p>The total Charter capital of the Company is divided into _____ shares with the par value of one share is VND 10,000 (ten thousand).</p>
<p>Point o clause 2 article 14:</p> <p>Signing of contracts by the Company or branches with the persons prescribed in Article 120.1 of the Enterprise Law with value being equal to or higher than 20% of the total value of assets of the Company and its branches stated in the most recent financial statements audited.</p>	<p>Point o clause 2 article 14:</p> <p>Signing of contracts by the Company or branches with the persons prescribed in Article 120.1 of the Enterprise Law with value being equal to or higher than 50% of the total value of assets of the Company and its branches stated in the most recent financial statements audited.</p>
<p>Clause 11 Article 27:</p> <p>Voting by majority: The Board shall adopt all resolutions and decisions on the basis of the approval of a majority of the members of the Board present (over 50%). Where the number of votes for and against is equal, the vote of the Chairman of the Board is the decisive vote.</p>	<p>Clause 11 Article 27:</p> <p>Voting by majority: The Board shall adopt all resolutions and decisions on the basis of the approval of a majority of the members of the Board present (over 50%). Where the number of votes for and against is equal, the vote of the Chairman of the Board is the decisive vote; in the case of the Chairman of the Board may not vote, the opinion of the Supervisory Board is consulted and decided.</p>
<p>Point a and b clause 4 article 35:</p> <p>a. For contracts valued at less than twenty percent (20%) of the total asset value recorded in the most recent financial report, the key elements of the contract or transaction as well as the relationships and interests of the management officers or Board members have been reported to the Board or relevant sub-committee. At the same time, the Board or that sub-committee which has permitted the performance of such contract or transaction honestly by a majority of votes of the Board members without relevant interests;</p> <p>b. For contracts valued greater than 20% of the total asset value recorded in the most recent financial report, the key elements of the contract or transaction as well as the relationship and interests of the management officers or Board members are announced to the shareholders having no relevant benefits with the right to vote on that issue, and those shareholders have voted for the contract or transaction;</p>	<p>Point a and b clause 4 article 35:</p> <p>a. For contracts valued at less than fifty percent (50%) of the total asset value recorded in the most recent financial report, the key elements of the contract or transaction as well as the relationships and interests of the management officers or Board members have been reported to the Board or relevant sub-committee. At the same time, the Board or that sub-committee which has permitted the performance of such contract or transaction honestly by a majority of votes of the Board members without relevant interests;</p> <p>b. For contracts valued equal to or greater than 50% of the total asset value recorded in the most recent financial report, the key elements of the contract or transaction as well as the relationship and interests of the management officers or Board members are announced to the shareholders having no relevant benefits with the right to vote on that issue, and those shareholders have voted for the contract or transaction;</p>

Appendix 1 attached clause 5 Article 5 was approved:

Item	Name	Registered residential address for individual or head office for organization	Class of share	Number of shares	Value of shares (VND 1,000)	ID Card/ Passport no./ Business registration certificate number/ Certificate of incorporation number
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1	Trade Ocean Holdings Sdn. Bhd	c/o Level 21, Suite 21.01 The Gardens South Tower Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur, Malaysia	Ordinary	16,684,646	166,846,460	Co. No. 230481-X
2	Indochina Beverage Holdings Ltd	Palm Grove House, P.O. Box 438, Road Town, Tortola, British Virgin Islands.	Ordinary	5,499,840	54,998,400	1632058
3	Yau Hau Jan	1034, Lorong Shariff, 05200 Alor Setar, Kedah, Malaysia	Ordinary	81,139	811,390	A15695242

Proposed to amend, subject to the approval of all relevant governmental authorities:

Item	Name	Registered residential address for individual or head office for organization	Class of share	Number of shares	Value of shares (VND 1,000)	ID Card/ Passport no./ Business registration certificate number/ Certificate of incorporation number
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1	Kirin Holdings Company, Limited	10-2, Nakano 4-chome, Nakano-ku, Tokyo Japan	Ordinary	22,184,486	221,844,860	0100-01-034768
2	Yau Hau Jan	1034, Lorong Shariff, 05200 Alor Setar, Kedah, Malaysia	Ordinary	81,139	811,390	A15695242

Note: The actual charter capital, number of shares and percentage of shares holding by the founding shareholders stipulated at paragraph 1 and paragraph 5 of Article 5 of the Charter will be adopted by the Board after completion of the private placement of new shares issued under the plan approved in EGM-2013-1.

2. Amending Investment Certificate:

The Board proposed EGM-2013-1 to approve for amending investment certificate of the Company corresponding to the adjustments of the Company Charter proposed to approve above, including: Charter capital, number of shares and founding shareholder structure and relevant legal provisions.

**For the Board of Directors
Interfood Shareholding Company**

(signed and sealed)

Michio Nagabayashi
Chairman cum General Director