

Date: 19/03/2014

**PROPOSAL FOR ADDING THE OBJECTIVES, AMENDING SOME ARTICLES OF THE  
 COMPANY CHARTER AND INVESTMENT CERTIFICATE  
 OF INTERFOOD SHAREHOLDING COMPANY**

*Pursuant to:*

- *The Enterprise Law in 2005*
- *The Charter of Interfood Shareholding Company*

The Board of Directors of Interfood Shareholding Company (the “Company”) would like to propose the Board and the annual General Assembly of Shareholders in 2014 (“AGM-2014”) to approve for adding the objectives, amending some articles in the Company Charter approved by the 1<sup>st</sup> Extraordinary General Assembly of Shareholders in 2013 dated 10th Sept 2013 and amend Investment Certificate of the Company, as below:

**1. Amending some articles in the Company Charter**

<b>The articles have been approved</b>	<b>Proposed to amend</b>
<p><b>Article 3: The objectives of the Company</b></p> <p>1.The Company’s business fields are processing of agricultural products and aquatic products into canned, dried, frozen, salted, vinegary products; producing biscuits, snack, none carbonated and carbonated fruit-juice; processing none-carbonated beverage, carbonated beverage with or without low alcohol (less than 10%), pure water; producing package used for food and beverage; performance of the right to distribute products made from agricultural products, aquatic products, kinds of biscuits, confectionery, beer and beverage with none-carbonate, carbonate and low alcohol.</p> <p>2.The Company’s objectives are to mobilize and effectively use capital from domestic and overseas investors for development of the business of processing of agricultural products and aquatic products into canned, dried, frozen, salted, vinegary products; producing biscuits, snack, none carbonated and carbonated fruit-juice; processing none-carbonated beverage, carbonated beverage with or without low alcohol (less than 10%), pure water; producing package used for food and beverage; performance of the right to distribute products made from agricultural products, aquatic products, kinds of biscuits, confectionery, beer and beverage with none-carbonate, carbonate and low alcohol for the purposes of maximizing profits, creating more jobs, increasing dividends for the shareholders, contributing to the State Budget and developing the Company.</p>	<p><b>Article 3: The objectives of the Company</b></p> <p>1.The Company’s business fields are processing of agricultural products and aquatic products into canned, dried, frozen, salted, vinegary products; producing biscuits, snack; processing fruit-juice and beverage with none-carbonated or carbonated, with or without low alcohol (less than 10%), pure water; processing milk and milk products; producing package used for food and beverage; performance of the right to distribute products made from agricultural products, aquatic products, kinds of biscuits, confectionery, beer and beverage with none-carbonate, carbonate and low alcohol.</p> <p>2.The Company’s objectives are to mobilize and effectively use capital from domestic and overseas investors for development of the business of processing of agricultural products and aquatic products into canned, dried, frozen, salted, vinegary products; producing biscuits, snack; processing fruit-juice and beverage with none-carbonated or carbonated, with or without low alcohol (less than 10%), pure water; processing milk and milk products; producing package used for food and beverage; performance of the right to distribute products made from agricultural products, aquatic products, kinds of biscuits, confectionery, beer and beverage with none-carbonate, carbonate and low alcohol for the purposes of maximizing profits, creating more jobs, increasing dividends for the shareholders, contributing to the State Budget and developing the Company.</p>
<p><b>Clause 1 Article 5:</b></p> <p>The Company’s Charter capital is 501.409.920.000 VND (Five hundred and 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 50.140.992 shares with the par value of one share is VND 10,000 (ten thousand).</p>	<p><b>Clause 1 Article 5:</b></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><b>Point e clause 3 article 30:</b></p> <p>On October 31 each year, the General Director must present the Board for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five (5) year financial plan.</p>	<p><b>Point e clause 3 article 30:</b></p> <p>By the end of February each year, the General Director must present the Board for approval the detailed business plan for the fiscal year on the basis of meeting the requirements of the appropriate budget.</p>

**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 AGM-2014.

**2. Amending Investment Certificate:**

The Board of Directors proposed the Board and AGM-2014 to approve for amending investment certificate of the Company corresponding to the adjustments of the Company Charter proposed to approve above.

**For the Board of Directors**  
**Interfood Shareholding Company**  
(Signed and sealed)

---

Michio Nagabayashi  
Chairman