

**PROPOSAL TO INCREASE OF THE COMPANY’S CHARTER CAPITAL  
BY PRIVATE PLACEMENT OF SHARES**

*Pursuant to:*

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

The BOD of Interfood Shareholding Company (“The Company”) would like to propose the Board and the Annual General Assembly of Shareholders in 2014 (“AGM-2014”) to adopt the increase of charter capital of the Company and the plan of increasing and using charter capital by private placement of shares, as below:

**A. INCREASE OF CHARTER CAPITAL**

- . Total charter capital proposed to increase: 210 billion VND
- . Capital increase method: Private placement of shares for less than 100 investors
- . Purpose: Loan restructuring and additional working capital of the Company

**B. PLAN OF INCREASING AND USING THE CHARTER CAPITAL**

**I. THE SHARES INSUANCE PLAN UNDER PRIVATE PLACEMENT**

<b>Item</b>	<b>Description</b>	<b>Conditions</b>
1	Type of shares to be issued:	Ordinary shares
2	Par value:	VND 10,000/share
3	Number of shares to be issued:	21,000,000 shares
4	Total par value of issuance:	210,000,000,000 VND
5	Issuance method:	Private placement
6	Subjects to be offered the shares:	The eligible investors subjected to offer the Shares: Offshore and local institutions (regardless of major shareholders, minority shareholders, insiders, related parties and other investors) that have good financial ability, capability to contribute to the business activities of the Company and commitment to the long-term benefit of the Company.
7	Conditional eligible investors:	The investors as the institutions defined in Clause 17, Article 4, Article 120 of the Law on Enterprises, Clause 2 Article 20 and Clause 4 Article 35 of the Charter of the Company approved on 10 <sup>th</sup> Sept 2013.
8	Number of investors:	Less than 100 investors
9	Issuance price:	Not lower than VND 10,000 /share
10	Term of payment:	Cash, cash equivalent or net-off with the liabilities of the Company
11	Minimum number of shares to be issued for each investor:	21,000,000 shares
12	Limitation to transfer:	The investors subscribing shares are not allowed to transfer such shares within 01(one) year from the completion date of the issuance of new shares.
13	To deal with shares that shall not be purchased:	The Board shall decide to offer to other investors the un-purchased shares as per form and conditions in compliance with the conditions of issuance above but un-limitation of quantity offered for each investor.

## **II. REGISTRATION OF ADDITIONAL DEPOSITORY OF THE SHARES ISSUED**

Total shares issued under the approved plan mentioned in chapter I above is approved for registration of additional depository at the Vietnam Securities Depository Centre ("VSD") after completion of shares issuance.

## **III. THE PLAN OF USING THE PROCEEDS FROM THE SHARES ISSUANCE**

The proceeds raised from the shares issuance will be used for purpose of loan restructuring and additional working capital of the Company.

## **IV. AUTHORIZING TO THE BOARD**

The Board of the Company is authorized on decision and execution of all necessary procedures and documentation concerning to the private placement of shares stipulated at this issuance plan which do not require re-approval from the next General Assembly of Shareholders of the Company, as below:

1. Performance of issuance of Shares under private placement, included:
  - . To choose the advisor (if any), to choose the specific investors; to decide the number of issuance shares and issuance price for each investor; to choose the appropriate timing of issuance and to perform the shares distribution to the selected investors
  - . Offering the shares under the approved plans, including the supplement, adjustment, completion or change of the plan as required by the State authority agencies to ensure the Company's capital raising is carried out legally.
  - . In case of issuance of shares to the conditional eligible investors defined in item 7 of chapter I above that satisfying all terms and conditions of this issuance plan, the Board is not required to obtain the re-approval from the General Assembly of Shareholders of the Company in the selection, decision of issuing volume and price, distribution, entering into the agreement, performance of the other relating procedures and documents with the condition that the issuance price shall not be lower than the price offered by the other investors with similar conditions.
2. Handling the rest of shares not purchased (if any): Number of shares not purchased in compliance with Chapter I above will be distributed by the Board to others in the form and conditions complying with the plan for the private placement of shares stipulated at Chapter I mentioned above but un-limitation of number of shares to be issued for each investor.
3. To perform the registration of additional depository of total shares issued under the approved plan mentioned in chapter I above at the Vietnam Securities Depository Centre ("VSD") after completion of shares issuance.
4. To decide on using the proceeds from the offering of shares for the purpose of loan restructuring and supplement working capital of the Company.
5. To amend the Company's Charter and register to adjust the investment certificate of the Company in accordance with the result of shares issued as per this plan.

The BOD respectfully requests that the Board and the General Assembly of shareholders to consider and approve.

Yours truly  
For the Board of Management  
(Signed and sealed)

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**MICHIO NAGABAYASHI**  
Chairman cum General Director