

**AGENDA OF THE ANNUAL GENERAL ASSEMBLY OF SHAREHOLDERS IN 2014
INTERFOOD SHAREHOLDING COMPANY**

Scope of jobs

- Procedure before meeting:
 - Report of checking eligible shareholders
 - Introduction of Representative, Chairman board and secretary board
- Welcome the guest and registration on the shareholders book
- Opening, pass through the meeting agenda
 - 1) Report of the business operation result in 2013
 - 2) Report of the investigation and activities of Supervisory Board in 2013
 - 3) of external auditor to the finance statement of the Company in 2013
 - 4) Report of allocation and payment of dividend and remuneration for members of the Board and Supervisory Board in 2013
 - 5) Report of the activities of the Board in 2013
 - 6) Plan of business operation in 2014
 - 7) Plan of turnover from 2014 to 2023
 - 8) Proposal about regulation on corporate governance
 - 9) Proposal for increase of charter capital by private placement of shares
 - 10) Proposal for adding the objectives of the Company, amending some articles of the Company Charter and investment certificate of the Company
 - 11) Re-appointment of the Chairman cum General Director
 - 12) Appointment of replacing member of the Board
 - 13) Request for the approval from General Shareholders Assembly to concerning matters and other arising matters (if any)

Contents requested for approval from General Shareholders Assembly:

I/ Re-appointing Chairman cum General Director and appointing replacing member of the Board

1. Re-appointment of Chairman cum General Director

Candidate	Position	Tenure
- Mr. Michio Nagabayashi	Chairman cum General Director	2014-2015

2. Appointment of replacing members of the Board

Candidate	Position	Tenure
- Mr. Takayuki Morisawa	Member	2014-2015

II/ Contents requested for approval from General Shareholders Assembly that approved by the Board:

1. REQUESTED to accept content of the financial statement for the year ending 2013 of Interfood Shareholding Company that audited by KPMG Limited in Vietnam

2. REQUESTED to approve that the Company does not declare and allocate dividend for year 2013 due for losses arisen from business activities in 2013.

3. REQUESTED to approve that the Company does not declare and pay remuneration fees for the members of the Board and Supervisory Board for year 2013.

4. REQUESTED to approve the business operation plan of the Company for the year 2014 in which net turnover will be about 1.271 billion VND (increased about 28% comparing to 2013) and loss before tax in 2014 is about 147,3 billion VND.

5. REQUESTED to approve the authorization for the Board to adopt contents of the Regulation on Corporate Governance of Interfood Shareholding Company in 2014 replacing the regulation on Corporate Governance has been issued in 2009.

6. REQUESTED to approve the increase of the Company's charter capital with not exceed 711.409.920.000 VND (in equivalence to 71.140.992 shares), to adopt the plan of increasing and using the charter capital by private placement for less than 100 investors, the issuing time is not earlier than July 2014. The actual additional charter capital will be based on the actual results of issuing shares (Attached Plan to increase of the Company's charter capital by private placement of shares)

7. REQUESTED to approve adding the objectives of the Company for processing milk and milk products, amending some articles of the Company Charter, amending the investment certificate of the Company in accordance with the actual results of increasing Charter capital under the approved plan and concerning regulations; The Board is authorized to approve the content of amending Company Charter and amending Investment Certificate of the Company stipulated at the Resolution of AGM-2014 and do not require re-approval from the General Assembly of Shareholders. Mr. Michio Nagabayashi - Chairman of the Board is authorized to sign acceptance of the amending charter (Attached Draft of amending some articles of the Company Charter)

8. REQUESTED to approve the long-term plan of business operations of the Company from 2014 to 2023 on the revenue scale expected to reach USD188 million / stable year for the Company's core business fields to promote the maximum designed production capacity, as follows:

- Processing agricultural produce and aquatic products into canned, dried, frozen, salted, vinegary products;
- Production of biscuits, snack;
- Processing fruit-juice, beverage (included: fruit-juice and beverage with none-carbonated or carbonated and without or with low alcohol (less than 10%)) and purified water;
- Processing milk and milk products;
- Producing package used for food and beverage.

The detailed annual business plan of the Company will be decided by the Board yearly in accordance with the actual operation situation of the Company and the development plan of the Group.

9. REQUESTED to approve that the Board of Directors of the Company is authorized to execute all necessary procedures and documentation concerning the above-mentioned Resolutions as well as obtaining the necessary approval from the Government authority agencies for these Resolutions take effect.

- New arising matters: if any
- tea break
- To pass through the minute and resolutions of the shareholders' general assembly
- The end

For Interfood Shareholding Company
(Signed and sealed)

Mr. Michio Nagabayashi
Chairman