

# ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2018 INTERFOOD SHAREHOLDING COMPANY

## VOTING FORM

Head quarter's address: Lot 13, Tam Phuoc Industrial Zone, Tam Phuoc Commune, Bien Hoa city, Dong Nai province

Enterprise Registration Certificate No. 3600245631 issued the Enterprise Registration Division - Dong Nai province Department of Planning and Investment, the 1<sup>st</sup> registration dated November 16, 1991, the 4<sup>th</sup> amendment dated March 19, 2018.

Please mark (X) to the box corresponding to "Agree", "Disagree", or "Abstain" toward the voting subjects.

No.	Contents to vote	Agree	Disagree	Abstain
1	Approve to adopt the Report of business operation results in 2017 of the Company.			
2	Approve to adopt the Financial Statement for the fiscal year 2017 of the Company audited by KPMG Vietnam.			
3	Approve to adopt the Report of the Board of Management ("BOM") of the Company about the operation results of the BOM and each BOM member in 2017.			
4	Approve to adopt the Report of the Supervisory Board ("SB") about the operation results of the Company, performance result of the BOM and General Director ("GD") in 2017.			
5	Approve that the Company will not declare and allocate dividend in 2017 and retain all profit arising from business activities in 2017 to supplement the Company's working capital.			
6	Approve that the Company will not declare and pay remuneration for the members of the BOM and SB in 2017.			
7	Approve to adopt the Business plan in 2018 of the Company pursuant to which the expected gross sales is VND 1,658 billion (increase of 9% compared to the gross sales in 2017) and profit before tax in 2018 is about VND 100 billion.			
8	Approve to amend Article 8 of Resolution of the Annual General Meeting of Shareholders in 2009 No. AGM090928 dated September 28, 2009 as follows: "Approve for the Company to acquire the "Wonderfarm" trademark and other trademarks that the Company is lending from Wonderfarm Biscuits and Confectionery Sdn. Bhd which are registered in various countries and regions worldwide and approve these transactions which involves related third parties; authorize the General Director of the Company to decide terms, conditions and other necessary proceduces for this acquisition with maximum transfer price equivalent to USD 200,000 and terminate the lending of above said trademarks in compliance with Company's regulations and applicable laws."			
9	Approve for the Company to adjust the internal loan facilities without collateral with total credit limit equivalent to USD 8,200,000 (US Dollar eight million two hundred thousand only) granted to Avafood Shareholding Company reducing to USD 5,000,000 (US Dollar five million only) appropriate with the operating situation of Avafood Shareholding Company; detail of each internal loan facility will be approved by the BOM separately in compliance with the Company's regulations and Vietnamese law.			
10	Approve the remuneration fees for members of the BOM and SB, tenure 2016 – 2020, as follows: I. Net remuneration fees for members of the BOM and SB: - Board of Management : 5,000,000 VND/ member/ month - Supervisory Board: + Chief of Supervisory Board : 5,000,000 VND/ member/ month + Member of Supervisory Board : 3,000,000 VND/ member/ month Remuneration fees for members of the BOM and SB shall be paid twice/ year. II. To authorize the BOM to decide the declaration and payment of yearly remuneration fees for members of the BOM and SB mentioned at item I above depending on the situation of business result of the Company.			

	III. To authorize the BOM to fix at its discretion the salary, compensation and benefit (as remuneration) for its executive members annually for the fiscal year ending Dec 31 <sup>st</sup> . IV. At each AGM, the BOM shall report the remuneration fees for members paid for the fiscal year ending December 31 <sup>st</sup> .																																	
11	Approve the contents of the Company Charter in 2018 (“Charter 2018”) prepared according to Decree 71/2017/NĐ-CP dated June 6, 2017 replacing the Company Charter issued in 2016 (“Charter 2016”). The Chairman of the BOM of the Company is authorized to sign for issuing this Charter 2018.																																	
12	Approve the contents of the Internal Rules of Corporate Governance in 2018 (“Internal Rules 2018”) prepared according to Decree 71/2017/NĐ-CP dated June 6, 2017 replacing the Internal Rules of Corporate Governance issued in 2015 (“Internal Rules 2015”). The Chairman of the BOM of the Company is authorized to sign for issuing this Internal Rules 2018.																																	
13	Approve to adopt the resignation of Mr. Toru Yamasaki from the position as Chairman of the BOM cum GD of the Company tenure 2017-2018 and approve to appoint Mr. Yutaka Ogami, BOM member, passport no. - issued on July 19, 2017 by Consulate-General of Japan in HCMC as Chairman of the BOM cum GD of the Company tenure 2017-2018 (replacing Mr. Toru Yamasaki) and tenure 2018-2019.																																	
14	Approve to adopt the resignations of Mr. Toru Yamasaki, Mr. Hajime Kobayashi and Mr. Hirotsugu Otani from the position of BOM members; the resignation of Mr. Koji Kodama from the position of SB member and approve to appoint replacing members of the BOM and the SB as follows:																																	
	<table border="1"> <thead> <tr> <th>Name</th> <th>Passport no.</th> <th>Issue date</th> <th>Issue place</th> <th>Position</th> <th>Tenure</th> </tr> </thead> <tbody> <tr> <td>Mr. Takeshi Fukushima</td> <td>-</td> <td>8/9/2017</td> <td>Consulate-General of Japan in HCMC</td> <td>BOM member</td> <td>2016-2020</td> </tr> <tr> <td>Mr. Osamu Harada</td> <td>-</td> <td>12/8/2016</td> <td>Embassy of Japan in Myanmar</td> <td>BOM member</td> <td>2016-2020</td> </tr> <tr> <td>Mr. Shinro Fujita</td> <td>-</td> <td>23/11/2016</td> <td>Consulate-General of Japan in Sao Paulo</td> <td>BOM member</td> <td>2016-2020</td> </tr> <tr> <td>Mr. Yasuomi Ouchi</td> <td>-</td> <td>8/11/2017</td> <td>Ministry of Foreign Affairs of Japan</td> <td>SB member</td> <td>2016-2020</td> </tr> </tbody> </table>	Name	Passport no.	Issue date	Issue place	Position	Tenure	Mr. Takeshi Fukushima	-	8/9/2017	Consulate-General of Japan in HCMC	BOM member	2016-2020	Mr. Osamu Harada	-	12/8/2016	Embassy of Japan in Myanmar	BOM member	2016-2020	Mr. Shinro Fujita	-	23/11/2016	Consulate-General of Japan in Sao Paulo	BOM member	2016-2020	Mr. Yasuomi Ouchi	-	8/11/2017	Ministry of Foreign Affairs of Japan	SB member	2016-2020			
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15	Approve to amend content of the Enterprise Registration Certificate, Investment Registration Certificate of the Company according to concerning contents of this Resolution and the practice of current laws.																																	
16	Approve that the Board of Directors (“BOD”) of the Company is authorized to execute all necessary procedures and documentation of the Company, its subsidiary and affiliates concerning the above mentioned Resolutions, including the acquisition of the trademarks from Wonderfarm Biscuits and Confectionery Sdn. Bhd, the adjustment of internal loan facilities without collateral to Avafood Shareholding Company and other decisions in this Resolution; as well as obtaining the necessary approvals from the authority bodies for this Resolution to take effect.																																	
17	This Resolution is valid on the date of signing until the new Resolution from the General Assembly of Shareholders to replace or modify the content of this Resolution. The BOM, the BOD and relevant individuals have responsibility to execute this Resolution.																																	

Name of shareholder: \_\_\_\_\_ Confirmed by: \_\_\_\_\_  
Nationality: \_\_\_\_\_ (Sign and full name)  
ID card/ Passport no. (for individual): \_\_\_\_\_  
Issue date: \_\_\_\_\_ Issue place: \_\_\_\_\_  
Enterprise Registration Certificate no (for organization) \_\_\_\_\_  
Issue date: \_\_\_\_\_ Issue place: \_\_\_\_\_  
Address: \_\_\_\_\_ Name of shareholder (authorized representative of organization)/ The proxy  
Tel no.: \_\_\_\_\_  
Shareholder code: \_\_\_\_\_  
Number of shares owned per each kind: \_\_\_\_\_  
Number of votes: \_\_\_\_\_ Date: \_\_\_\_\_