



大國際食品股份公司

(MST: 3600245631)

INTERFOOD SHAREHOLDING COMPANY
CÔNG TY CỔ PHẦN THỰC PHẨM QUỐC TẾ

Dong Nai, date 21 month 03 year 2013

No.: 001-2012/TM-DHCĐTN

INVITATION LETTER

Head office address: Lot 13, Tam Phuoc IZ, Bien Hoa City, Dong Nai, Vietnam

Business Registration No.: 472033000328

Issued by: Dong Nai Industrial Zones Authority_on 28/11/2007

RE: THE ANNUAL GENERAL ASSEMBLY OF SHAREHOLDERS IN 2013

ID No:

To:

ID/ B. Registration No.:

No. of shares holding:

Address:

The Board of Management (“BOM”) of Interfood Shareholding Company cordially invites you to attend the Annual General Assembly of Shareholders in 2013 (“AGM-2013”).

+ Time: 8:30 a.m. Date: 10 April 2013

+ Venue: Company’s office, Address: lot 13, Tam Phuoc Industrial Zone, Bien Hoa City, Dong Nai Province, VN.

Agenda:

- 1) Report of the business operation result in 2012
- 2) Report of the investigation and activities of Control board in 2012
- 3) Report of external auditor to the finance statement of the Company in 2012
- 4) Report of allocation and payment of dividend and remuneration for members of BOM and Control board in 2012
- 5) Report of the activities of BOM in 2012
- 6) Explanation of delisting of the Company’s stock listing on HOSE in 2013
- 7) Plan of business operation in 2013
- 8) Report of the internal off shore loan with Kirin Holdings Company. Limited
- 9) Proposal on appointing the independent audit firm for the financial years 2014 - 2015
- 10) Proposal of amending Charter of the Company in according to Circular No. 121/2012/TT-BTC dated 26/07/2012
- 11) Re-appointment of the Chairman cum General Director
- 12) Appointment of the replacing Control board member
- 13) Remuneration of members of the Board and Control Board tenure 2013-2015
- 14) Request for the approval from General Shareholders Assembly to concerning matters and other arising matters (if any)

Eligible shareholders unable to attend in person may wish to (i) appoint a representative to attend and to vote on his/her/its behalf by completing the attached Proxy Letter or (ii) fill out the attached Voting Form and return to the BOM of Interfood Shareholding Company no later than 09 April 2013.

Please see details of procedure and contents relating to AGM-2013 on the website of the company (<http://www.wonderfarmonline.com>) and confirm your attendance of the Assembly to the company before 15.00 pm on 07 April 2013 (Attn. Ms. Tran Thi Ai Tam, Tel: + 84-8 3993 9898, Fax: +84-8 3936 911 2~3).

Yours truly,

For Interfood Shareholding Company
Chairman

MICHIO NAGABAYASHI

**Annual General Assembly of Shareholders in 2013
Interfood Shareholding Company**

VOTING FORM

Head office address: Lot 13, Tam Phuoc IZ, Bien Hoa City, Dong Nai, Vietnam

Business Registration No.: 472033000328

Issued by: Dong Nai Industrial Zones Authority, on 28/11/2007

| No. | Proposed Resolution | Agree | Object | Abstain |
|-----|---|-------|--------|---------|
| 1 | Accept the content of the financial statement for the year ending 2012 of Interfood Shareholding Company that audited by KPMG Limited in Vietnam. | | | |
| 2 | To approve that the company does not declare and allocate dividend for year 2012 due for losses arisen from business activities in 2012. | | | |
| 3 | To approve that the Company will not declare and pay remuneration fees for the members of BOM and Control Board for year 2012. | | | |
| 4 | Accept decision of the competent authorities on delisting the Company's stocks at HOSE, as well as approval of the transfer of the Company's stocks into trading at Vietnam Securities Depository ("VSD"). Mr. Michio Nagabayashi - Chairman of the Board - is authorized to perform all necessary procedures and works for this Resolution taking effect. | | | |
| 5 | Approve the business operation plan of the company for the year 2013 in which turnover increases about 12% comparing to 2012 and ratio of profit before tax and turnover in 2013 is about 3%. | | | |
| 6 | To approve for the Company to increase the offshore internal loan facilities without collateral from Kirin Holdings Company. Limited with total value of USD42,000,000 (In words: US Dollars Forty Two Million only.) for adding operation capital of the Company and its subsidiary. Details of each internal loan facility will be approved by the Board separately in compliance with the Company's Charter and Vietnam Law. | | | |
| 7 | To approve that the Board of Management is authorized to select the suitable independent audit firm accepted by State Securities Commission for the physical years 2014 and 2015 of the company and its subsidiary | | | |
| 8 | To approve contents of the Charter of Interfood Shareholding Company issued in 2013, replacing the Company's Charter has been issued in 2007 and subsequent amendments. Mr. Michio Nagabayashi - Chairman of the Board - is authorized to sign acceptance of this charter (attach content to the Charter of the Interfood Shareholding Company issued in 2013) | | | |
| 9 | To approve the remuneration fees of members of the Board and Control Board for the tenure 2013 - 2015 ("member fees"), as below: 9.1. Net member fees of the Board and Control Board: <ul style="list-style-type: none"> ■ Member fees of the Board: 5,000,000 VND /member/ month ■ Member fees of the Control Board: + Chief of the Control Board: 5,000,000 VND /member/ month | | | |

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|----|---|--|--|--|
| | <p>+ Member of the Control Board: 3,000,000 VND /member/ month</p> <p>■ Member fees of the Board and Control Board shall be paid twice per year</p> <p>9.2. To authorize the Board to fix at its discretion the salary, compensation and benefit (as remuneration) for its executive members for the yearly financial year ending 31st December.</p> <p>9.3. The Board shall at each AGM report the remuneration of the Board's members paid for the Financial year ending 31st December.</p> | | | |
| 10 | <p>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 decisions take effect.</p> | | | |

Name of shareholder:

On behalf of the shareholder

Shareholder code:

Number of shares in each type/class:

Number of votes:

Nationality:

ID Card No. (if individual):

issued by _____ on _____

Business Registration No. (if organization):

Address:

Name of Shareholder (or authorized representative if organization)

Telephone Number: