



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 2014  
No.: 001-2014/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 2014**

**ID No:**

**To:**

**ID/ B. Registration No.:**

**No. of shares holding:**

**Address:**

The Board of Management (“the Board”) of Interfood Shareholding Company cordially invites you to attend the Annual General Assembly of Shareholders in 2014 (“AGM-2014”).

+ Time: 8:30 a.m. Date: 10 April 2014

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

**Agenda:**

- 1) Report of the business operation result in 2013
- 2) Report of the investigation and activities of Supervisory Board in 2013
- 3) Report 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) Regulation on corporate governance
- 9) Increase of charter capital by private placement of shares
- 10) Adding the objectives of the Company, amending some articles of the Company Charter and amending investment certificate
- 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).

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 Board of Interfood Shareholding Company no later than 09 April 2014.

Please see details of procedure and contents relating to AGM-2014 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 2014 (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**

(Signed and sealed)

MICHIO NAGABAYASHI

**Annual General Assembly of Shareholders in 2014**  
**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	To approve the appointment of the Chairman cum General Director					
	<b>Candidate</b>				<b>Position</b>	<b>Tenure</b>
	Mr. Michio Nagabayashi				Chairman cum General Director	2014-2015
2	To approve the appointment of the replacing members of the Board					
	<b>Candidate</b>				<b>Position</b>	<b>Tenure</b>
	Mr. Takayuki Morisawa				Member	2014-2015
3	To accept content of the financial statement for the year ending 2013 of Interfood Shareholding Company that audited by KPMG Limited in Vietnam.					
4	To approve that the Company does not declare and allocate dividend for year 2013 due for losses arisen from business activities in 2013.					
5	To approve that the Company does not declare and pay remuneration fees for the members of the Board and Supervisory Board for year 2013.					
6	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.					
7	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: <ul style="list-style-type: none"> <li>- Processing agricultural produce and aquatic products into canned, dried, frozen, salted, vinegary products;</li> <li>- Production of biscuits, snack;</li> <li>- 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;</li> <li>- Processing milk and milk products;</li> <li>- Producing package used for food and beverage.</li> </ul> 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.					
8	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.					
9	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).					
10	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).					
11	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.					

**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**

**Name of Shareholder (or authorized representative if organization)**

**Business Registration No. (if organization):**

**Address:**

**Telephone Number:**