



大國際食品股份有限公司
 INTERFOOD SHAREHOLDING COMPANY
 CÔNG TY CỔ PHẦN THỰC PHẨM QUỐC TẾ

(MST: 3600245631)

Dong Nai, date 23 month 08 year 2013
 No.: 001-2013/TM-ĐHCĐBT

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 1st EXTRAORDINARY 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 1st Extraordinary General Assembly of Shareholders in 2013 (“EGM-2013-1”).

- Time: 8:30 a.m; Date: 10th Sept 2013
- Venue: Office of Interfood Shareholding Company, Address: Lot 13, Tam Phuoc IZ, Bien Hoa City, Dong Nai Province, Vietnam.

Agenda:

- Shares transfer of the founding shareholders;
- Increase of the Company's charter capital;
- Amending some articles of Company's Charter issued on 10th Apr 2013 and amending Investment Certificate of the Company;
- Appointment of a replacing Supervisory Board's member;
- Request for the approval from General Shareholders Assembly to 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 15:00 p.m dated 09th Sept 2013.

Please see details of procedure and contents relating to EGM-2013-1 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 09th Sept 2013 (Attn. Ms. Tran Thi Ai Tam, Tel: + 84-8 3993 9898, Fax: +84-8 3936 911 2~3).

Document enclosed:

- Voting form
- Resolution of BOM No.RBM130723 dated 23/07/2013
- Resolution of BOM No.RBM130814 dated 14/08/2013
- Proxy letter to attend EGM-2013-1

Yours truly.

**For Interfood Shareholding Company
 Chairman**

(Signed and sealed)

MICHIO NAGABAYASHI

The 1st Extraordinary General Assembly of Shareholders in 2013
Interfood Shareholding Company
Date: 10th Sept 2013

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	Agreed	Dis-agreed	Abstained																				
1	<p>To accept the requirement of transferring shares of founding shareholders, in which: Trade Ocean Holdings Sdn. Bhd. ("TOH") and Indochina Beverage Holdings Ltd. ("IBH") transferring all their shares in the Company at the present time to Kirin Holdings Company, Limited ("KH"); approve the restructure of the founding shareholders of the Company, subject to the approval of all relevant governmental authorities, as below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Item</th> <th style="text-align: center;">Founding shareholders</th> <th style="text-align: center;">Number of shares</th> <th style="text-align: center;">Ratio (%)</th> </tr> </thead> <tbody> <tr> <td colspan="2" style="text-align: center;">Founding shareholders</td> <td style="text-align: center;">22,265,625</td> <td style="text-align: center;">76.41%</td> </tr> <tr> <td style="text-align: center;">1</td> <td>Kirin Holdings Company, Limited</td> <td style="text-align: center;">22,184,486</td> <td style="text-align: center;">76.13%</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Yau Hau Jan</td> <td style="text-align: center;">81,139</td> <td style="text-align: center;">0.28%</td> </tr> <tr> <td colspan="2" style="text-align: center;">Total Company' shares</td> <td style="text-align: center;">29,140,992</td> <td style="text-align: center;">100%</td> </tr> </tbody> </table>	Item	Founding shareholders	Number of shares	Ratio (%)	Founding shareholders		22,265,625	76.41%	1	Kirin Holdings Company, Limited	22,184,486	76.13%	2	Yau Hau Jan	81,139	0.28%	Total Company' shares		29,140,992	100%			
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Founding shareholders		22,265,625	76.41%																					
1	Kirin Holdings Company, Limited	22,184,486	76.13%																					
2	Yau Hau Jan	81,139	0.28%																					
Total Company' shares		29,140,992	100%																					
2	<p>To approve the increase of the Company's charter capital with not exceed 501,409,920,000 VND (in equivalence to 50,140,992 shares), to adopt the plan of increasing and using the charter capital by private placement for less than 100 investors. The actual additional charter capital will be based on the actual results of issuing shares (Attached Proposal to increase of the Company's charter capital by private placement of shares pursuant to the Resolution of the Board No. RBM130723 dated 23/07/2013).</p>																							
3	<p>To approve to amend some articles of Company's Charter issued on 10 Apr 2013 as below:</p> <p>3.1 The clause 11 article 27 of the Company's Charter is amended as below: "Voting by majority: The Board shall adopt all resolutions and decisions on the basis of the approval of a majority of the members of the Board present (over 50%). Where the number of votes for and against is equal, the vote of the Chairman of the Board is the decisive vote; in the case of the Chairman of the Board may not vote, the opinion of the Supervisory Board is consulted and decided".</p> <p>3.2 The point o clause 2 article 14 of the Company's Charter is amended as below: "Signing of contracts by the Company or branches with the persons prescribed in Article 120.1 of the Enterprise Law with value being equal to or higher than 50% of the total value of assets of the Company and its branches stated in the most recent financial statements audited."</p> <p>3.3 The point a and b clause 4 article 35 of the Company's Charter is amended as below: "a. For contracts valued at less than fifty percent (50%) of the total asset value recorded in the most recent financial report, the key elements of the contract or transaction as well as the relationships and interests of the management officers or Board members have been reported to the Board or relevant sub-committee. At the same time, the Board or that sub-committee which has permitted the performance of such contract or transaction honestly by a majority of votes of the Board members without relevant interests; b. For contracts valued equal to or greater than 50% of the total asset value recorded in the most recent financial report, the key elements of the contract or transaction as well as the relationship and interests of the management officers or Board members are announced to the shareholders having no relevant benefits with the right to vote on that issue, and those shareholders have voted for the contract or transaction;"</p>																							

4	To approve that the Board is authorized to approve the content of the amending Company Charter and amending Investment Certificate of the Company in accordance with the actual results of increasing Charter capital under Proposed Resolution 2 mentioned above and other decisions at EGM-2013-1 without requirement for re-approval from the General Assembly of Shareholders. Mr. Michio Nagabayashi - Chairman of the Board is authorized to sign acceptance of the amending charter (Draft amending Company Charter is posting at the Company's website: www.wonderfarmonline.com).			
5	To approve that the Board of Directors of the Company is authorized to execute all necessary procedures and documentation concerning the Resolution at EGM-2013-1 as well as obtaining the necessary approval from the authority bodies for this Resolution takes 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 _____

Business Registration No. (if organization):

Address:

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

Telephone Number:

Date: /09/2013