FM-SC-01 Rev : 00

RESOLUTION OF MANAGEMENTS' BOARD OF INTER FOOD SHAREHOLDING COMPANY ON DECLARATION OF 1ST DIVIDEND, BONUS SHARES IN 2007, EXPANSION OF BUSINESS DOMAIN AND RE-REGISTRATION OF INVESTMENT ACTIVITIES

NGHÒ QUYE T HOI ÑONG QUAN TRÒ
CONG TY CO PHAN THÖC PHAM QUOC TE
VE KE KHAI CO TÖC LAN 1, COPHIEU THÖÔNG NAM 2007,
MÔ RONG MUC TIEU KINH DOANH VA ÑANG KY LAI HOAT ÑONG ÑAU TÖ
Resolution No (Quyet ñònh so)*: RBM070615*

Member of the Managements' Board *(Thanh vien Hoi Ñong Quan trò):*

- Mr. *(Ong)* Pang Tee Chiang	Chairman *(Chu tòch)*
- Mr. *(Ong)* Yau Hau Jan	Member *(Thanh vien)*
- Ms. *(Ba)* Nguyen Thi Kim Lien	Member *(Thanh vien)*
- Ms. *(Ba)* Pang Tze Yi	Member *(Thanh vien)*
- Mr. *(Ong)* Teng Po Wen	Member *(Thanh vien)*

Based on Investment Law and Enterprise Law issued on 29/11/2005 of SR of Vietnam
Can cö theo Luat Ñau tö va Luat Doanh nghiep ban hanh ngay 29/11/2005 cua nöôc Cong hoa Xa Hoi Chu nghóa Viet nam.

Based on resolutions of 1st annual general assembly of shareholder dated 25 April, 2007 of Interfood Shareholding Company
Can cö theo quyet ñònh Ñai hoi co ñong thöôøng nien lan 1 nam 2007 ngay 25/04/2007 va tình hình san xuat kinh doanh nam 2007 cua cong ty co phan thöc pham quoc te

Pursuance to proposal of the Chairman of Board of Management with regard declaration of interim dividend for shareholders of first six months in 2007 based on the company business operation in 2007
Chieu theo ñe xuat cua ong chu tòch Hoi ñong quan trò ve ke khai co töc cho co ñong 6 thang ñau nam nam 2007 can cö hoat ñong san xuat kinh doanh cua cong ty trong nam 2007

Ordinary resolution (Nghò quyet thong thöôøng)

1. RESOLVED that the company will issue bonus shares to shareholders from the share premium account for every 5 shares of VND10,000 per share held to be entitled for 1 bonus share of VND10,000 per share as following detail:

- Purpose: Issuance of 4,856,832 new shares of VND10,000 per share derived from share premium reserve account subsequent to after 1 year from the time of IPO exercise from June to July, 2006.

- Condition:

+ The issuance of bonus share shall be for every 5 shares held be entitled to 1 new bonus share or shall be proportioned issued to shareholders on the basis of 20% new bonus shares for every existing shares held as at the last date fixed from the list of registered shareholders entitled to bonus shares,

+ Legally the company is not allowed to pay back capital to our shareholders unless we obtained approval from EGM as well as approving authorities or court order, that is to say we made a capital reduction. As for odd lot (shares) we leave to our shareholders to sale at the open market under odd lot transactions. The company agree to re-purchase bonus shares from the odd lot shares of the shareholders with the buying price is par value at 10,000 VND per share

+ The shareholders do not allowed transferring bonus shares

- Time: last date fixed from the list of registered shareholders entitled to bonus shares shall be 31/07/2007 (or depend to the approval of Authority body).

- Legal capital fund for issuing bonus shares: from shares premium fund of the IPO from 15/05/2006 to 17/07/2006.

QUYET ÑÒNH cong ty se phat hanh co phieu thöông cho co ñong tö nguon thang dö von co phan cho moi 5 (nam) co phieu menh gia VND10,000 nam giö se ñöôc 1 (mot) co phieu thöông menh gia VND10,000 theo chi tiet nhö sau:

- *Muc ñích: Phat hanh 4,856,832 co phieu môi menh gia 10,000 VND tö nguon dö trö thang dö von co phan sau mot nam ke tö thôi ñiem ket thuc ñôt phat hanh lan ñau ra cong chung thöc hien tö thang 6 ñen thang 7 nam 2006.*

- *Ñieu kien:*

  + Phat hanh co phieu thöông cho moi 5 co phieu nam giö se ñöôc mot co phieu thöông môi hay phat hanh cho co ñong theo tæ le döa tren cô sô 20% co phieu thöông môi cho moi co phieu nam giö tai ngay cuoi cung chot danh sach co ñong ñang ky höông co phieu thöông.

  + Ve phöông dien phap ly cong ty khong ñöôc quyen tra lai von cho co ñong ngoai trö cong ty nhan ñöôc sö chap thuan cua Ñai hoi co ñong cung nhö chap thuan cua cô quan co tham quyen hoac lenh cua toa an, ñieu ño noi len cong ty lam giam von. Vì vay ñoi vôi cac co phieu le, cong ty ñong y cho co ñong ban lai tai thò tröông mô döôi cac giao dòch co phieu le. Cong ty ñong y mua lai co phieu thöông tö co phieu le cua cac co ñong vôi gia mua bang menh gia la 10,000 VND tren mot co phieu

  + Co ñong khong ñöôc quyen chuyen nhöông co phieu thöông

- *Thôi gian thöc hien: ngay cuoi cung chot danh sach co ñong ñöôc höông co phieu thöông la 31/07/2007 (hoac phu thuoc vao sö chap thuan cua cô quan co tham quyen)*

- *Nguon von hôp phap ñe phat hanh co phieu thöông: tö nguon thang dö von co phan phat hanh lan ñau ra cong chung tö ngay 15/05/2006 ñen ngay 17/07/2006*

2. RESOLVED that the charter capital of the company will increase VND 48,568,320,000 (about 20%) from VND 242,841,600,000 to VND 291,409,920,000 (in equivalence of increment from USD15,300,000 to USD18,314,000) and total shares of the company will change from 24,284,160 shares to 29,140,992 shares at per par value VND10,000 per share
QUYET ÑÒNH chap thuan von ñieu le cua cong ty se tang 48,568,320,000 VND (khoang 20%) tö 242,841,600,000 VND len VND 291,409,920,000 (töông ñöông tang tö USD15,300,000 len USD18,314,000) va so co phan cua cong ty se thay ñoi tö 24,284,160 co phan thanh 29,140,992 co phan menh gia 10,000 VND mot co phan

3. RESOLVED that the investment capital of the company will increase USD30,000,000 from USD30,000,000 to USD60,000,000 to meet the requirement of business expansion of the company.
QUYET ÑÒNH chap thuan von ñau tö cua cong ty se tang USD30,000,000 tö USD30,000,000 len USD60,000,000 ñe ñap öng nhu cau mô rong san xuat kinh doanh cua cong ty.

4. RESOLVED approve proposal of the Chairman of Managing Board on declaration of 1st interim dividend of shareholders for first 6 months in 2007 as below:
- Rate of dividend for first 6 months in 2007 will be 8% (in equivalence with 16% per annual) applied for total shareholders of the Company,
- Dividend of first 6 months in 2007 will be paid buy money
QUYET ÑÒNH chap thuan ñe xuat cua chu tòch Hoi ñong quan trò ke khai co töc tam thôi lan 1 cho co ñong trong 6 thang ñau nam 2007, nhö sau:
- Tæ le co töc trong 6 thang ñau nam 2007 la 8% (Töông ñöông 16% mot nam) ap dung cho tat ca cac co ñong cua cong ty.
- Co töc cua 6 thang ñau nam 2007 se ñöôc tra bang tien

5. RESOLVED that the company will invest a new canning fruit juice line with production capacities of 500 cans per minute located at lot 13, Tam phuoc Industrial Zone, Long thanh District, Dong nai province, total estimated investment capital is about USD3 million, estimated operation period starts about year 2007 ending.
QUYET ÑÒNH chap thuan cho cong ty ñöôc ñau tö môi mot day chuyen san xuat nöôc trai cay ñong hop vôi cong suat san xuat la 500 lon tren 1 phut tai Lo 13, Khu cong nghiep Tam phöôc, huyen Long thanh, tænh Ñong nai,Tong von ñau tö dö kien khoang 3 (ba) trieu Dollars My, thôi gian hoat ñong dö kien vao khoang cuoi nam 2007.

6. RESOLVED that the company will upgrade the some current canning and PET bottle fruit juice lines to expand the production capacities and diversify products located at lot 13, Tam phuoc Industrial Zone, Long thanh District, Dong nai province, total estimated investment capital is about USD800,000; estimated operation period starts about year 2007 ending.
QUYET ÑÒNH chap thuan cho cong ty ñöôc nang cap mot so day chuyen san xuat nöôc trai cay ñong hop va chai PET ñe nang cong suat san xuat va ña dang hoa san pham, tai Lo 13, Khu cong nghiep Tam phöôc, huyen Long thanh, tænh Ñong nai,Tong von ñau tö dö kien khoang 800,000 Dollars My, thôi gian hoat ñong dö kien vao khoang cuoi nam 2007.

7. RESOLVED that Interfood Shareholding Company being the foreign investment capital shareholding company established as per decree No. 38/2003/ND-CP dated. 15/04/2003 of the Government will re-register its activities into Shareholding Company complying with the Investment Law and Enterprise Law issued on 29/11/2005 of SR of Vietnam.
QUYET ÑÒNH chap thuan cho Cong ty co phan thöc pham quoc te la cong ty co phan co von ñau tö nöôc ngoai thanh lap theo nghò ñònh so 38/2003/ND-CP ngay 15/04/2003 cua chính phu ñöôc ñang ky lai hoat ñong thanh Cong ty co phan tuan thu theo Luat Ñau tö va Luat Doanh nghiep ban hanh ngay 29/11/2005 cua nöôc Cong hoa Xa Hoi Chu nghóa Viet nam.

8. RESOLVED that the company will expand its business activities to include investments in production of empty can and empty tin, real estate, financial, commercial and trading activities in additional to the present principal activities of as governed by the Investment Licences. The additional business activities are subject to the approval of shareholders and relevant authorities.. The Board of Director of the company is authorized to send letter to all shareholders requesting for their approval to incorporate into the company charter for the above concerning resolutions as well as seeking approval from the relevant authorities.
QUYET ÑÒNH chap thuan cho cong ty ñöôc mô rong hoat ñong san xuat kinh doanh bao gom ñau tö trong cac hoat ñong san xuat lon rong va hop rong, ñòa oc, tai chính. thöông mai va kinh doanh ñöôc bo sung trong cac hoat ñong chính the hien trong giay phep ñau tö.Viec bo sung cac hoat ñong san xuat kinh doanh phai ñöôc chap thuan bôi co ñong va cac cô quan co tham quyen lien quan. Ban giam ñoc cong ty ñöôc uy quyen gôi van ban ñen tat ca co ñong ñe xin y kien chap thuan ñe hôp nhat trong ñieu le cong ty ñoi vôi cac quyet ñònh lien quan neu tren ñong thôi xin chap thuan tö cac cô quan co tham quyen lien quan..

9. RESOLVED that the company will relocate its head quarter to Ho Chi Minh City in view of the company expansion of new business activities.. The Board of Director of the company is authorized to rent an office space to facilitate operation of head office. The BOM is authorised to source for suitable land area with intention to construct a building as company head office for which an option to retain, rent or selling certain part of the proposed building..
QUYET ÑÒNH chap thuan cho cong ty ñöôc chuyen van phong chính ve thanh pho Ho Chí Minh tren quan ñiem mô rong cac muc tieu san xuat kinh doanh môi cua cong ty. Uy quyen cho Ban giam ñoc cong ty thue nôi ñat van phong ñe thuan tien cho sö hoat ñong cua tru sô chính. Hoi ñong quan trò ñöôc uy quyen tìm kiem dien tích ñat phu hôp ñe xay döng cao oc ñe lam tru sô chính cua cong ty va löa chon viec giö lai, cho thue hay ban phan con lai cua cao oc ña ñe xuat.

10. RESOLVED to agree to relocate all production lines at the factory at Bien Hoa City, Dong nai province to Tam phuoc Industrial Zone, Long thanh District, Dong nai Province before year 2010, be authorized to the Board of Director of the company will plan submitted the authorities bodies for approval and implement project to transfer using purpose of total land area as at No. 9, Road 5, Tan tien sub district, Bien Hoa City, Dong nai Province from manufacturing to building commercial centre, apartment building.
QUYET ÑÒNH ñong y di dôi toan bo cac day chuyen san xuat tai nha may tai thanh pho Bien hoa, tænh Ñong nai ve khu cong nghiep Tam phöôc, huyen Long thanh, tænh Ñong nai tröôc

nam 2010, uy quyen cho Ban giam ñoc cong ty lap ke hoach dö an trình cac cô quan chöc nang xin chap thuan va thöc hien dö an chuyen ñoi muc ñích sö dung cua toan bo dien tích ñat tai So 9, ñöông 5, phöông Tan tien, Thanh pho Bien hoa, tænh Ñong nai tö san xuat sang xay döng trung tam thöông mai, chung cö

11. This Resolution is made on the date of 15th Jun 2007 at office of the Company: Lot 13 Tam phuoc Industrial Zone, Long Thanh district, Dong nai Province.
Nghò quyet nay ñöôc lap ngay 15/06/2007 tai Van phong Cong ty: lo 13, khu cong nghiep Tam phöôc, huyen Long thanh.Tænh Ñong nai

Confirmed by *(Xac nhan bôi):*

_____
Mr. Pang Tee Chiang
Chairman *(Chu tòch)*