FM-SC-01 Rev: 00

RESOLUTION OF MANAGEMENTS' BOARD OF INTERFOOD SHAREHOLDINGCOMPANY ON DISPOSAL OF CAPITAL CONTRIBUTION AT INTERFOOD PACKAGING SHAREHOLDING COMPANY, ON ISSUING ADDITIONAL SHARES, APPOINTMENT OF AUDITOR FOR PHYSICAL YEAR 2008 AND ADJUSTMNET OF PROFIT TARGET IN 2008 NGHÒ QUYEIT HOIL ÑOING QUAIN TRÒ COING TY COLPHAIN THỚIC PHAIM QUOIC TELL VEIGIAIM VOIN GOIP TAIL COING TY COLPHAIN BAO BÌ THỚIC PHAIM QUOIC TELL PHAIT HAINH THEIM COLPHIEIU, CHOIN COING TY KIEIM TOAIN CHO NAIM TAIL CHÍNH 2008 VAIÑI EIU CHENH MUIC TIEIU LÔIL NHUAIN NAIM 2008

Resolution No (Quyet ñonh soi): RBM081031

Member of the Managements' Board (Thanh vien Hoi Nong Quan trì):

- Mr. (Ohg) Pang Tee Chiang
- Mr. (Ohg) Yau Hau Jan
- Ms. (Ba) Nguyen Thi Kim Lien
- Ms. (Ba) Pang Tze Yi
- Mr. (Ohg) Teng Po Wen
Chairman (Chuìtùch)
Member (Thanh viein)
Member (Thanh viein)
Member (Thanh viein)
Member (Thanh viein)

Due to finance crisis situation on the world, high inflation in Vietnam and the Government policy on the controlling credit increment affective to the raising fund for investment expansion of Interfood Shareholding Company (the Company)

Do tình hình khung hoaing tín dung trein theágiôit, laim phait cao taiti Vieit nam vauchính saich cuia nhaunöòicñoit vôit vieic kieim soait taing tröòing tín dung ainh höòing ñein vieic tìm kieim nguoin voin cho nhu caiu môiroing ñaiu tö cuia coing ty coiphain thöic phaim quoic teá(Coing ty)

To stabilise the current core business and maintain the earning of the Company in the coming years

Ñeảon nònh lai hoait nong sain xuat kinh doanh chính vauduy trì lôi nhuain cho Cong ty trong caic naim sau .

The original resolution (Nghì quyet thoing thöông)

1. RESOLVED that the company agreed to dispose of the investment at Interfood Packaging Shareholding Company (IPS) by sales of 70% (Seventy percent) ordinary share of VND10,000 each per share to the buyer(s) at consideration or pricing to be determined and negotiated by the Board of Management. The rational of disposal is to rise fund for the company working capital. Upon completion of disposal IPS shall be an associated company via 20% of ordinary shares of VND10,000 each per share hold by the company.

QUYENT NONH coing ty noing yùnhöông lai vieit naù tö tai Coing ty CoiPhain Bao Bì Thöt Phaim Quoit Tei (IPS) baing caith bain 70% (Baiy möôi phain traim) coiphain phoithoing giaùtrò VND10,000 moi coiphain cho ngöôi mua vôi vieit cain nhat kyōlöông hay giaùnöôt xait nònh vaṇnam phain bôi Hoi noing quain trò. Phain chuyein nhöôngnhaim taing voin hoait noing cuia coing ty. Sau khi hoan tai vieit chuyein nhöông, IPS sei lai moit coing ty liein keit vôi 20% coi phain phoi thoing giaù trò VND10,000 moi coiphain naim giöibôi coing ty.

- 2. RESOLVED to approve the conversion of Interfood Packaging Shareholding Company to Limited Company or any matter related the conversion per se QUYEAT NONH chấp thuain chuyein noi coing ty Coiphain bao bì thöc phaim quoic teisang coing ty traich nhiệm höu hạn. hay bat côivain neigì liein quan nein vieic chuyein noi naiy
- 3. RESOLVED to approve the issuance of new shares not exceeding 10% of the charter capital in addition to the early approved mandate (10% new issuing shares approval at the 1<sup>st</sup> annual General Assembly of Shareholders in 2007 dated. 25/04/2007), in total 20% issuance of new shares of the charter capital of this date at issuing price, manner & timing to be determined by the Board of Management. This mandate have a validity period of one year duration as of herewith date on the 1<sup>st</sup> Resolution of letter / written approval of shareholders in 2008

QUYEAT NONH chaip thuain phati hanh theim coaphieiu môit khoing vôôit quai 10% voin ñieiu leacoing vôit vieit uity quyein ñati ñôc chaip thuain tröcit ñaty, (10% coaphieiu phati hanh theim ñati ñoc Nati hoit coañoing thoong niein lain 1 naim 2007) toing coing 20% coaphieiu phati hanh môit trong voin ñeiu leavôit giait cait phoong thoit vait thôit gian phati hanh seido Hoit ñoing quain trì xait ñình. Vieit uity quyein naity coùhieiu loit trong voing 1 naim keatoingaity quyeit ñình chaip thuain baing tho cuia coañoing lain 1 naim 2008

- 3. RESOLVED that appointment of Pricewaterhousecoopers Vietnam Ltd. as the independent auditor of the Company for the physical year 2008.
- QUYEAT  $\tilde{N}$  $\tilde{O}NH$  cha  $\tilde{n}$  $\tilde{o}$  $\tilde{n}$  $\tilde{o}$  $\tilde{n}$  $\tilde{o}$  $\tilde{n}$  $\tilde{o}$  $\tilde{n}$  $\tilde{o}$  $\tilde{$
- 4. RESOLVED to revise profit target of the company in 2008 by 30% 50% of profit earning in 2007 due to high increment of banking loan interest and higher operation cost caused by the high inflation and changing policies of the Government on management of financing and currency

QUYENT NONH ñieù chanh laii muic tieù lôii nhuain cuia coing ty trong naim 2008 khoaing tör30% - 50% lôii nhuain thu ñuôic trong naim 2007 do lai suat ngain hang varcaic chi phí hoait ñoing taing cao gaiy ra bôi laim phait cao tail Vieit nam varvieic thay ñoi chính saich cuia nharnöòic veà quain lyùtair chính tiein tei

5. RESOLVED to Board of Director of Interfood Shareholding Company execute all necessary procedures to get the permission of the shareholders by writing for the above concerning articles from Shareholders of Interfood Shareholding Company

QUYEAT NONH uiy nhieim cho Ban giaim ñoic Coing ty Coi Phain Thöic Phaim Quoic Teáthöic hiein

moil thuûtuic cain thieit ñeâxin yùkien coâñoing baing thö veànhöing quyet ñùnh liein quan neiu trein .

This Resolution is made on the date of 31<sup>st</sup> Oct 2008 at office of the Company: Lot 13, Tam phuoc Industrial Zone, Long Thanh District, Dong nai Province.

Nghì quyet nay ñöôic laip ngay 31/10/2008 tail Vain phoing Coing ty: Loi 13 Khu Coing nghieip Tam phöôic, Huyein Long thainh, Tanh Ñoing nai

Confirmed by (Xaic nhain bôi): (Signed and chopped) (Ñaikyivanñoing daiu)

Mr. Pang Tee Chiang Chairman (Chuitich)