FM-SC-02 Rev: 00

BIEN BAÎN KIEM TRA YÎKIEN ÑONG GOP CUÂ COLÑONG QUA VIEC GÖLTHÖ LAIN 1 NAM 2008

VEÀVIEIC GIAIM VOIN GOIP TAIL COING TY COIPHAIN BAO BÌ THỚIC PHAIM QUOIC TEÁ PHAIT HAINH THEIM COIPHIEIU, CHUYEIN ÑOIL COING TY COIPHAIN BAO BÌ THỚIC PHAIM QUOIC TEÁSANG COING TY TRAICH NHI EIM HỚIU HAIN, CHOIN COING TY KI EIM TOAIN CHO NAIM TAIL CHÍNH 2008 VAIÑI EIU CHÆNH MUÍC TI EIU LỚII NHUAIN NAIM 2008

MINUTE OF CHECKING SHAREHOLDERS' OPINION BY LETTER 1<sup>ST</sup> TIME IN 2008
ON THE DISPOSAL OF CAPITAL CONTRIBUTION AT INTERFOOD PACKAGING
SHAREHOLDING COMPANY, ON ISSUING ADDITIONAL SHARES, CONVERSION
OF INTERFOOD PACKAGING SHAREHOLDING COMPANY TO LIMITED
COMPANY, APPOINTMENT OF AUDITOR FOR FISCAL YEAR 2008 AND
ADJUSTMENT OF PROFIT TARGET IN 2008

Căn cứ theo tình hình gửi, nhận và trả lời thư của các cổ đông theo thư xin ý kiến cổ đông về việc giaim voin goip tại Cong Ty Coả Phain Bao Bì Thöc Phaim Quoic Teá phait Hanh theim coả phieiu, chuyein noi coing ty Coả phain bao bì thöc phaim quoic teá sang coing ty traich nhiệm hoiu hain, choin coing ty kieim toain cho naim tại chính 2008 vai nieiu chạnh muc tieiu lôi nhuain naim 2008, hôm nay, ngày 11 tháng 12 năm 2008, Ban kieim phieiu xin thoing baib ket quai kieim tra vai thoing ket phieiu noing goip yi kiein cuia coả noing nhỏ sau: (Based on situation of sending, receiving and replying letter of shareholders on the disposal of capital contribution at Interfood Packaging Shareholding Company, on issuing additional shares, conversion of Interfood Packaging Shareholding Company to Limited Company, appointment of auditor for fiscal year 2008 and adjustment of profit target in 2008; today: 11/12/2008, Checking Board for Shareholders' approved slip announce the result as below:

1. Toing soi coi phain ñai gôi xin hoi yì kiein (Number of shares were sent letter for approval): 29,140,984:

## Trong noù (In which):

- Toing soácoaphain ñöôic nieim yet (Total listed shares): 6,875,359 bao goim (Included):
  - . Tong soácoaphain nööc nieim yet nailou kyi (Total custody listed shares): 6,400,959
  - . Toing soácoaphain nööc nieim yet chöa löu kyù (Total custody unlisted shares): 474,400
- Coả noing saing laip choa nöớc pheip nieim yet coả phieiu (The founding shareholders were not allowed to list their shares): 22,265,625
- 2. Keit quai chaip thuain baing vain bain cuia coi ñoing (Approval result by letter of shareholders):

Sai ñìa cha, böu ñiein khoing göi thö ñöôic (*The post office returned letters back due to wrong address*): 217,869 coaphain (*shares*), chieim (*about*) 0.75%.

Naigoi thö nhöng böu ñiein trailai do ngöði nhain ñaichuyein ñi nói khaic, ñein giao nhieiu lain nhöng ngöði nhain khoing coilóinhai (*The company has sent letter but the post office* 

returned back due to the receivers have moved to other address, post officer has snt many times but the receivers' absent from home): 60,994 coaphain (shares), chiefin (about) 0.21%

Naiñoing goip yùkiein (Shareholders have replied): 28,862,121 coiphain (*shares*), chiein (*about*) 99.04% bao goim (*include*):

- Ñai nhain thö nhöng khoing trai lôi, coi nhö ñoing yì (Received letter without answer were considered as agreed): 2,178,079 coiphain (shares) chieim (about) 7.47%.
- Ñai nhain thö vai trai lôi ñoing goip yì kiein (Received letter and replied): 26,684,042 coiphain (shares) chieim (about) 91.57%
- 3. Caic coi noing nai noing goip caic noil dung (The Shareholders have approved the contents):
- 1. QUYEAT ÑÔNH coing ty ñoing yùnhöông lail vieit ñaiu tö tail Coing ty CoâPhain Bao Bì Thöic Phaim Quoit Teá(IPS) baing caith bain 70% (Baiy möôi phain traim) coâphain phoâthoing giaùtrò VND10,000 moil coâphain cho ngöôi mua vôil vieit cain nhait kyîlöôing hay giaùñöôit xait ñình valiñaim phain bôil Hoil ñoing quain trì. Phain chuyein nhöôngnhaim taing voin hoait ñoing cuia coing ty. Sau khi hoain tait vieit chuyein nhöông, IPS seilailmoil coing ty liein keit vôil 20% coâphain phoâthoing giaùtrì VND10,000 moil coâphain naim giöilbôil coing ty.

Noing yù
- Noing yù
- Khoing ñoing yù
0
coiphain, chiem: 100%
coiphain, chiem: 0%

RESOL VED 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.

- Agreed: 28,862,121 shares, about: 100% - Disagreed: 0 shares, about: 0%

2. QUYEM ÑÔNH chấp thuain chuyein noi coing ty Coaphain bao bì thốc phaim quoic teasang coing ty traich nhiệm hồu hạn, hay bat coùvain neàgì liên quan nein việt chuyein noi naiy.

Noing yù
 Khoing ñoing yù
 28,862,121 coaphain, chieim: 100%
 coaphain, chieim: 0%

RESOLVED to approve the conversion of Interfood Packaging Shareholding Company to Limited Company or any matter related the conversion per se.

- Agreed: 28,862,121 shares, about: 100%- Disagreed: 0 shares, about: 0%

3. QUYEAT ÑÒNH chaip thuain phait hanh theim coaphleiu môi khoảng vöốt quai 10% voin ñie ù leacoing với việt uiy quyển ñai nöốc chaip thuain troôic ñaiy, (10% coaphleiu phait hanh theim ñai

nöớc Ñaii hoi coảnoing thöông niein lain 1 naim 2007) toing coing 20% coảphieù phait hanh môi trong voin neu leavôi giaicai phoông thốc vaithôi gian phait hanh seido Hoi noing quain trì xaic nồnh. Vieic uiy quyein nay coùhieù lốc trong vong 1 naim keảtốingay quyei nồnh chaip thuain baing thổ cuia coảnoing lain 1 naim 2008.

Noing yì 28,807,591 coaphain, chieim: 99.81%
Khoing noing yì 54,530 coaphain, chieim: 0.19%

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 1st Resolution of letter / written approval of shareholders in 2008.

- Agreed: 28,807,591 shares, about: 99.81%- Disagreed: 54,530 shares, about: 0.19%

4. QUYER N\(\tilde{N}\) H cha n\(\tilde{n}\) inh Coing ty TNHH Pricewaterhousecoopers Viet Nam Iam coing ty kieim toain n\(\tilde{n}\) ich coing ty trong naim tai ch\((thin)\) 2008.

Nong yù
 Khong nong yù
 28,862,121 coaphain, chiem: 100%
 coaphain, chiem: 0%

RESOLVED that appointment of Pricewaterhousecoopers Vietnam Ltd. as the independent auditor of the Company for the physical year 2008.

- Agreed: 28,862,121 shares, about: 100%- Disagreed: 0 shares, about: 0%

5. QUYELT ÑONH ñieù chanh lai muic tieù lôi nhuain cuia coing ty trong naim 2008 khoaing tör 30% - 50% lôi nhuain thu ñuôic trong naim 2007 do lai suat ngain haing varcaic chi phí hoait ñoing taing cao gaiy ra bôi laim phait cao tail Vieit nam varvieic thay ñoi chính saich cuia nhar nöôic veàquain lyùtair chính tiein teil

Noing yù 28,861,401 coaphain, chiem: 100%
Khoing ñoing yù 720 coaphain, chiem: 0%

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

- Agreed: 28,861,401 shares, about: 100%
 - Disagreed: 720 shares, about: 0%

Bien ban nay nöôc laip van luic 10h00 ngay 11/12/2008 tại văn phong chính cuna Cong ty: loà 13, khu cong nghiện Tam phước, huyện Long thanh, tỉnh Đồng nai (*This minute was passed* 

thought at 10h00 am on Dec 11st 2008 at head office of the company: lot 13, Tam phuoc Industrial Zone, Long Thanh District, Dong nai Province).

Xait nhain bôi *(Confirmed by):* Đã ký (Signed)

Ohg (*Mr.*) Dan So Giang Tröong ban (*Chief of Checking Board*)

Đã ký (Signed)

Ohg (*Mr.*) Nguyen Hong Phong Thanh vien (*Member*)

Đã ký (Signed)

Ban (Ms.) Phaim Thì Kim Loan Thanh viein (Member)