



Dong Nai, 23 August 2011

SITUATIONS ON CORPORATE GOVERNANCE Quarter II/ 2011

To: - State securities Commission
- HCM Stock Exchange

I. Activities of the board of management (BOM):

Meetings of the board of management: Quarter II, 2011

No	Member of the board of Management	Position	Meeting attendance	%	Reason no attendance
1	Ông Pang Tee Chiang	Chairman	04	50%	The resignation letter of Mr. Pang Tee Chiang become effective from 31st May 2011 onwards, Mr. Pang Tee Chiang will resign from the position of Chairman of the Managing Board cum General Director and from the position of member of the Board of Management of Interfood Shareholding Company.
2	Ông Michio Nagabayashi	Chairman	06	75%	Mr. Michio Nagabayashi has been approved to appoint chairman of Managing Board cum General Director become effective from 31 st May 2011 onwards based on Resolution No.RBM110516 dated 16 May 2011.
3	Ông Pang Tze Wei	Member	08	100%	
4	Ông Ryoichi Yonemura	Member	08	100%	
5	Ông Hiroshi Fujikawa	Member	08	100%	
6	Bà Nguyễn Thị Kim Liên	Member	08	100%	

- Activities of the supervision of BOM towards BOD:

* To consider situation of activities in quarter I & II/2011 and prepare for activities of quarter III/2011.

* To consider business result in 2010, business plan in 2011, appointment of members of board of management and board of directors, delisting shares of the company that listing at HOSE.

* Appointment of capital delegator of the Company at Avafood Shareholding Company and organization of extraordinary general assembly of Shareholders in 2011.

* Internal loan granted to Avafood Shareholding Company.

- Activities of Sub-committees are under BOM:

* Short term loan facilities were granted by Viet A Bank.

* Termination of activities of its representative office in Da Nang city.

* Short term loan facilities were granted by Kirin Holdings Company, Limited (USD7.000.000).

* Short term loan facilities were granted by Kirin Holdings Company, Limited (USD3.000.000).

* Changing authorized signatures of banking accounts.

* To prepare 01st EGM 2011.

II. Resolutions of the board of management:

No	Resolution No	Date	Content
1	RBM110426	26/04/2011	Approval of the short term loan facilities were granted by Viet A Bank.
2	RBM110428	28/04/2011	Termination of activities of its representative office in Da Nang city.
3	RBM110516	16/05/2011	Business result in 2010, business plan in 2011, appointment of members of board of management and board of directors, delisting shares of the company that listing at HOSE.
4	RBM110525	25/05/2011	Approval of the short term loan facilities were granted by Kirin Holdings Company, Limited (USD7.000.000).
5	RBM110601	01/06/2011	Approval of the short term loan facilities were granted by Kirin Holdings Company, Limited (USD3.000.000).
6	RBM110610	10/06/2011	Changing authorized signatures of banking accounts.
7	RBM110616	16/06/2011	Appointment of capital delegator of the Company at Avafood Shareholding Company and organization of extraordinary general assembly of Shareholders in 2011.
8	RBM110630	30/06/2011	Internal loan granted to Avafood Shareholding Company.

III. Changing member of the board of management and the board of directors:

Whereas:

- *The Charter of Interfood Shareholding company approved In 2007 and amended by the annual general assembly of shareholders in 2009.*
- *The resignation letter from Mr. Pang Tee Chiang dated 16/05/2011 stating his intentions to resign from the Board of Management and the Board of Directors of the Company*
- *The resignation letter from Mr. Pang Tze Wei dated 16/05/2011 stating his intentions to resign from the Board of Directors of the Company.*

Board of Management has resolved and approved the following matters:

1. RESOLVED to approve the resignation letter of Mr. Pang Tee Chiang; Mr. Pang Tee Chiang will resign from the position of General Director effective from 23rd May 2011 onwards and from the position of Chairman of the Board of Management of the Company effective from 31st May 2011 onwards.
2. RESOLVED to remove the authorization given to Mr. Pang Tee Chiang as legal representative, a legal authorized signatory and banking accounts holder of the Company and its branches / dealing offices at government entities, banks, or any other entities (commercial or otherwise) effective from 31st May 2011 onwards.
3. RESOLVED to approve the resignation letter of Mr. Pang Tze Wei; Mr. Pang Tze Wei will resign from the position of Deputy General Director effective from 23rd May 2011 onwards.
4. RESOLVED that Mr. Michio Nagabayashi is appointed as General Director of the Company replaced for Mr. Pang Tee Chiang with effective from 23rd May 2011
5. RESOLVED that Mr. Michio Nagabayashi is appointed as Chairman of the Managing Board and authorised as legal representative, a legal authorized signatory and banking accounts holder of the Company and its branches / dealing offices at government entities, banks, or any other entities (commercial or otherwise) effective from 31st May 2011 onwards.
6. RESOLVED to appoint new members of the Board of Directors of the Company effective from 23/05/2011, as following:
 - Mr. Hajime Kobayashi
 - Mr. Kazufumi Nagashima
 - Mr. Hidefumi Matsuo
7. RESOLVED that the position, tenure of members of the Board of Management and the Board of Directors of Interfood Shareholding Company as below:

List of members of the Board of Management.	Position	Tenure
- Mr. Michio Nagabayashi	Chairman	2011-2015
- Mr. Ryoichi Yonemura	Member	2011-2015
- Mr. Hiroshi Fujikawa	Member	2011-2015
- Ms. Nguyen Thi Kim Lien	Member	2009-2012
- Mr. Pang Tze Wei	Member	2010-2013

List of members of the Board of Directors.	Position	Tenure
- Mr. Michio Nagabayashi	General Director	2011-2013
- Mr. Hajime Kobayashi	Director	2011-2013
- Mr. Kazufumi Nagashima	Director	2011-2013
- Ms. Nguyen Thi Kim Lien	Director	2009-2012
- Mr. Hidefumi Matsuo	Director	2011-2013

IV. Transactions of internal shareholders/ major shareholders and affiliated Persons

- The other transactions (transactions of internal shareholders/ major shareholders and affiliated Persons): No arising.

V. Matters need the other attention: No arising

**Chairman of BOM
(Signed and sealed)**

MICHIO NAGABAYASHI