



Dong Nai, 24 July 2012

SITUATIONS ON CORPORATE GOVERNANCE Quarter II/ 2012

To: - State securities Commission
- HCM Stock Exchange

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

Meetings of the board of management: Quarter II, 2012

No	Member of the board of Management	Position	Meeting attendance	%	Reason no attendance
1	Mr. Michio Nagabayashi	Chairman	07	100%	
2	Mr. Pang Tze Wei	Member	07	100%	
3	Mr. Ryoichi Yonemura	Member	0	0%	The resignation letter of Mr. become effective from 12 April 2012 onwards, Mr. Ryoichi Yonemura resigned from the position of member of the Board of Management of Interfood Shareholding Company.
4	Mr. Toru Yamasaki	Member	04	60%	Mr. Toru Yamasaki has been approved to appoint member of the Board of Management of Interfood Shareholding Company and become effective from 12 April 2012 onwards based on Resolution No.AGM-2012 dated 12 April 2012.
5	Mr. Hiroshi Fujikawa	Member	07	100%	
6	Ms. Nguyen Thi Kim Lien	Member	07	100%	

- Activities of the supervision of BOM towards BOD:

- * To consider situation of activities in quarter I/2012, II/2012 and prepare for activities of quarter III/2012.
- * Organization of AGM-2012.
- * Appointing the manager, authorizing person to keep, manage and use the seal of the company's branch in Ha Noi.
- * Appointment of external auditors for years 2012 - 2013.
- * The right to use the trademark of "ICE+" and "LATTE" and contribution of the marketing expenditure from KHSPL.

- Activities of Sub-committees are under BOM:

- * Organization of AGM-2012.
- * Opening banking accounts of the company's branch in Ha Noi.
- * Opening banking accounts of the company in Dong Nai province.
- * Renewal of short term loan facilities granting by Kirin (USD18.5 million).
- * Short term loan facilities granting by Kirin (USD9 million).

II. Resolutions of the board of management:

No	Resolution No	Date	Content
1	RBM120411-1	11/04/2012	Appointing the manager, authorizing person to keep, manage and use the seal of the company's branch in Ha Noi.
2	RBM120411-2	11/04/2012	Opening banking accounts of the company's branch in Ha Noi
3	RBM120411-3	11/04/2012	Opening banking accounts of the company in Dong Nai province.
4	RBM120503	03/05/2012	Appointment of external auditors for years 2012 - 2013.
5	RBM120526	26/05/2012	Renewal of short term loan facilities granting by Kirin (USD18.5 million).
6	RBM120605	05/06/2012	Short term loan facilities granting by Kirin (USD9 million).
7	RBM120611	11/06/2012	The right to use the trademark of "ICE+" and "LATTE" and contribution of the marketing expenditure from KHSPL.

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

The resignation letter of Mr. become effective from 12 April 2012 onwards, Mr. Ryoichi Yonemura resigned from the position of member of the Board of Management of Interfood Shareholding Company.

Based on result and legality of the election of the new additional members of the Managing Board and Control Board of Interfood Shareholding Company, the Assembly has approved to appoint the additional members of Managing Board as below:

Members of the Managing Board.	Position	Tenure
Mr. TORU YAMASAKI	Member	2012-2015
Ms. NGUYEN THI KIM LIEN	Member	2012-2015

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

The transactions of major shareholders:

1. Kirin Holdings Company, Limited (KH) has acquired additional shares in Interfood Shareholding Company (IFS) on June 7, 2012. KH increased its shares in IFS to 80.37% (equivalent to 23.421.955 shares) through TOH acquired all outstanding shares in Indochina Beverage Holdings, which holds 23.12% (equivalent to 6.737.309 shares) of the total outstanding shares of IFS.

There are no significant changes at IFS in Vietnam as a result of this transaction, as TOH and IBH remain the founding shareholders of IFS, and both TOH and IBH continue to support IFS and its business.

2. According to report of major shareholder - GRANDE INDIGO GLOBAL LTD, on 27 June 2012 GRANDE INDIGO GLOBAL LTD brought 1.938.327 shares from INDOCHINA BEVERAGE ASSETS LIMITED.

V. Matters need the other attention: No arising

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

MICHIO NAGABAYASHI