



Dong Nai, 28 Jan 2015

SITUATIONS ON CORPORATE GOVERNANCE
Year 2014
(FOR INFORMATION DISCLOSURE PURPOSE)

To: - State securities Commission

- **Name of company: INTERFOOD SHAREHOLDING COMPANY**
- **Address: Lot 13, Tam Phuoc Industrial Zone, Bien Hoa, Dong Nai**
- **Tel: 0613511138**
- **Fax: 0613512498**
- **Charter capital: 711.409.920.000 VNĐ**
- **Stock code: IFS**

I. Activities of the Board –(BOM)(Report of year 2014):

1. Meetings of the Board:

No	Member of the Board	Position	Meeting attendance	%	Reason no attendance
1	Mr. Michio Nagabayashi	Chairman	12	100%	
2	Ms. Nguyễn Thị Kim Liên	Member	12	100%	
3	Mr. Hiroshi Fujikawa	Member	12	100%	
4	Mr. Toru Yamasaki	Member	12	100%	
5	Mr. Takayuki Morisawa	Member	12	100%	

2. Activities of the supervision of BOM towards Director (General Director):

First 06 months of 2014

* To consider situation of activities in quarter I & II/2014 and prepare for activities of quarter III & IV/2014;

* Public tender of the company's shares;

* Business plan in 2014, audited finance statement in 2013, organization of the annual general assembly of shareholders in 2014, regulation on corporate governance, increase of charter capital and investment certificate;

- * Changing key members, adding the objectives, amending company charter and business scale of the company;
- * Leasing the workshop, office and processing agreement with Avafood Shareholding Company;
- * Appointing the independent audit firm for the financial years 2014-2015.

Last 06 months of 2014

- * To consider situation of activities in quarter III & IV/2014 and prepare for activities of quarter I & II/2015.
- * Issuance of shares for the eligible investor and using proceeds from shares issuance.
- * Changing key members.

3. Activities of Sub-committees are under BOM:

First 06 months of 2014

- * Organization of the annual general assembly of shareholders in 2014;
- * Closing the banking accounts, appointing the key members and banking authorized signatures;
- * Appointment of the manager and authorized signature of the company's branch in Ha Noi.
- * Short term loan facilities granting by Kirin.

Last 06 months of 2014

- * Changing address of the branch in Ha Noi.

II. Resolutions/decisions of the Board and Shareholders Assembly (Report of year 2014):

No	Resolution No	Date	Content
1	RBM140117	17/01/2014	Public tender of the company's shares;
2	RBM140220	20/02/2014	Business plan in 2014, audited finance statement in 2013, organization of the annual general assembly of shareholders in 2014, regulation on corporate governance, increase of charter capital and investment certificate;
3	RBM140321	21/03/2014	Changing key members, adding the objectives, amending company charter and business scale of the company;
4	AGM-2014	10/04/2014	Resolution of the annual general assembly of shareholders in 2014.

5	RBM140414	14/04/2014	Closing the banking accounts, appointing the key member and banking authorized signatures;
6	RBM140424	24/04/2014	Appointment of the manager and authorized signature of the company's branch in Ha Noi;
7	RBM140428	28/04/2014	Leasing the workshop, office and processing agreement with Avafood Shareholding Company;
8	RBM140520	20/05/2014	Appointing the independent audit firm for the financial years 2014-2015.
9	RBM140617	17/06/2014	Short term loan facilities granting by Kirin.
10	RBM140728	28/07/2014	Issuance of shares for the eligible investor and using proceeds from shares issuance.
11	RBM140915	15/09/2014	Changing key members.
12	RBM141027	27/10/2014	Changing address of the branch in Ha Noi.
13	RBM141112	12/11/2014	Private placement of shares.

III. Changing the list of relevant persons of public company under the provisions of Clause 34, Article 6 of the Law on Securities (Report of year 2014):

1/ First 06 months of 2014

a/ Resolution of BOM No: RBM140321 dated 21 Mar 2014

To approve to appoint Mr. Yoshihisa Fujiwara Passport No.TR1350962 issued date: 18/02/2014 at: Japan - as the Director/General Manager of Factory of the Company for tenure 2014-2016 as well as authorized Mr. Yoshihisa Fujiwara to take over all tasks, responsibilities and as the legal authorized signature of the Company dealing at Government entities, or any other entity (commercial or otherwise) (if any) that handed over from Mr. Kazufumi Nagashima in compliance with provisions of Laws, regulations of the Company, effective from 24/03/2014.

b/ Resolution of the Annual General Assembly of Shareholders in 2014 No: AGM-2014 dated 10 April 2014

Based on result and legality of the election of the Chairman cum General Director and replacement members of the Board of Interfood Shareholding Company, the Assembly has approved to appoint the candidates for positions as below:

- **Chairman cum General Director**

Candidate	Position	Tenure
- Mr. Michio Nagabayashi	Chairman cum General Director	2014-2015

- **Appointment of the Board's member replacing Mr. Pang TW**

Candidate	Position	Tenure
- Mr. Takayuki Morisawa	Member	2014-2015

c/ Resolution of BOM No: RBM140414 dated 14 Apr 2014

- To approve to appoint Ms. Huỳnh Thanh Thủy - IC No. 024437487, issued date: 26/8/2005, at: Hồ Chí Minh City - as the Accounting & Finance Manager of the Company, effective from 17/04/2014;

d/ Resolution of BOM No: RBM140424 dated 24 Apr 2014

- Mr. Mitsuo Mashimo - Passport No.TK1899039 issued on 25th May 2010 at Japan - is appointed as Manager of the Branch of Interfood Shareholding Company in Hanoi ("The Branch"), a legal authorized signatory of the Branch dealing at the Government entities, the Bank or any other entities (commercial or otherwise) in compliance with provisions of Laws, regulations of the Company and Charter of the Branch with effective from 01st Jun 2014 onwards.

2/ Last 06 months of 2014

Resolution of BOM No: RBM140915 dated September 15th 2014

- To approve the resignation letter of Mr. Hidefumi Matsuo for position of the Director/ General Manager of Administration of Interfood Shareholding Company ("The Company") and representative of the Company's contributed capital at Avafood Shareholding Company ("Ava");
- To approve to appoint Mr. Takayuki Morisawa - Passport No.TK5209610 issued date: 18th Aug 2011 at: Japan - as the Director/ General Manager of Administration of the Company for tenure 2014-2016 as well as authorized Mr. Takayuki Morisawa to take over all tasks, responsibilities and as the legal authorized signature of the Company dealing at Government entities, or any other entity (commercial or otherwise) (if any) that handed over from Mr. Hidefumi Matsuo in compliance with provisions of Laws, regulations of the Company effective from 24/09/2014;
- To approve to appoint Mr. Yutaka Ogami - passport No.TH5379976 issued date 29/02/2008 at Japan - as the representative of the Company's contributed capital at Avafood Shareholding Company as well as authorized Mr. Yutaka Ogami to take over all tasks, responsibilities and as the legal authorized signature of the Company dealing at Government entities, or any other entity (commercial or otherwise) (if any) that handed over from Mr. Hidefumi Matsuo relating to the representative of the Company's contributed capital at Ava in compliance with provisions of Laws, regulations of the Company effective from 24/09/2014;

IV. Transactions of internal shareholders and affiliated Persons (Report of year 2014)

1. List of internal shareholders and affiliated Persons:

No	Name of organization / individual	Securities trading account (if any)	Position in company (if any)	ID/ Passport/ business license No	ID/ Passport/ business license date	Place of issue	Address	Number of shares owned at maturity	Percentage of ownership shares at maturity	Reason
A	Board of Management (BOM)									
1	Mr. Michio Nagabayashi		Chairman							Mr. Michio Nagabayashi has been approved to appoint as chairman of the Board cum General Director of Interfood Shareholding Company by AGM-2014 based on Resolution No. AGM-2014 dated Apr 10 th 2014.
2	Ms. Nguyen Thi Kim Lien	003C306355-SSI	Member of BOM cum information disclosure authorized person					12.000	0,017%	
3	Mr. Takayuki Morisawa		Member of BOM							Mr. Takayuki Morisawa has been approved to appoint as member of the Board of Interfood Shareholding Company by AGM-2014 based on Resolution No. AGM-2014 dated Apr 10 th 2014.
4	Mr. Toru Yamasaki		Member of BOM							
5	Mr. Hiroshi Fujikawa		Member of BOM							Mr. Hiroshi Fujikawa is Managing Director –Kirin Holdings Singapore Pte, Ltd (a subsidiary of Kirin Holdings Company, Limited owned 94.69% shares of IFS)

B	Board of Director (BOD)									
1	Mr. Michio Nagabayashi		General Director							
2	Mr. Kazufumi Nagashima		Director/General Manager of factory							Effective from Mar 24 th 2014 onwards, Mr. Kazufumi Nagashima resigned from the position of member of the BOD and Director/General Manager of Factory of the Company based on Resolution of BOM No: RBM140321 dated 21 Mar 2014.
3	Ms. Nguyen Thi Kim Lien	003C306355-SSI	Director/General Manager of Finance							(Filled in information at item A , section 2)
4	Mr. Hidefumi Matsuo		Director/General Manager of administration							Effective from Sep 24 th 2014 onwards, Mr. Hidefumi Matsuo resigned from the position of member of the BOD and Director/General Manager of administration of the Company and representative of the Company's contributed capital at Avafood Shareholding Company based on Resolution No. RBM140915 dated Sep 15 th 2014.
5	Mr. Takayuki Morisawa		Director/General Manager of administration							Mr. Takayuki Morisawa has been approved to appoint as Director/General Manager of administration effective from Sep 24 th 2014 onwards based on Resolution No. RBM140915 dated Sep 15 th 2014.

6	Mr. Yutaka Ogami		Director/ Finance Controller							<p>Mr. Yutaka Ogami has been approved to appoint as member of the BOD of Interfood Shareholding Company effective from January 1st 2014 onwards based on Resolution No. RBM131210 dated December 10th 2013.</p> <p>Mr. Yutaka Ogami has been approved to appoint as the representative of the Company's contributed capital at Avafood Shareholding Company effective from Sep 24th 2014 onwards based on Resolution No. RBM140915 dated Sep 15th 2014.</p>
7	Mr. Taiichiro Iizumi		Director/ General Manager of Sales and Marketing							<p>Mr. Taiichiro Iizumi has been approved to appoint as member of the BOD of Interfood Shareholding Company effective from January 1st 2014 onwards based on Resolution No. RBM131210 dated December 10th 2013.</p>
8	Mr. Yoshihisa Fujiwara		Director/General Manager of factory							<p>Mr. Yoshihisa Fujiwara has been approved to appoint Director/General Manager of factory of Interfood Shareholding Company effective from Mar 24th 2014 onwards based on Resolution of BOM No: RBM140321 dated 21 Mar 2014.</p>
C	Supervisory board									
1	Ms. Thai Thu Thao		Chief of SB							
2	Mr. Osamu Harada		Member of SB							

3	Mr. Akira Shimizu		Member of SB							
D	Chief Accountant									
1	Mr. Nguyen Hong Phong		Chief accountant							
E	Other management officers									
1	Mr. Mitsuo Mashimo		Manager of the Branch in Hanoi							Mr. Mitsuo Mashimo has been approved to appoint as Manager of the Branch in Hanoi effective from Jun 1 st 2014 onwards based on Resolution of BOM No: RBM140424 dated 24 Apr 2014.
2	Ms. Huỳnh Thanh Thùy		Accounting & Finance Manager							Ms. Huỳnh Thanh Thùy has been approved to appoint as Accounting & Finance Manager of Interfood Shareholding Company effective from Apr 17 th 2014 onwards based on Resolution of BOM No: RBM140414 dated 14 Apr 2014
3	Mr. Yoshino Osamu		Manager of the Branch in Hanoi							Effective from Jun 1 st 2014 onwards, Mr. Yoshino Osamu resigned from the position of Manager of the Branch of Interfood Shareholding Company in Hanoi based on Resolution of BOM No: RBM140424 dated 24 Apr 2014..
4	Ms. Tran Thi Ái Tam		Company's secretary							

2. **Transactions of shares:**

First 06 months of 2014: (No arising)

Last 06 months of 2014:

a/ Resolution of BOM No: RBM140728 dated July 28th 2014

To approve the issuance of 21,000,000 shares (par value at VND 10,000 per share) of the Company to the eligible investor at the selling price of VND 10,000 per share via private placement method.

b/ Interfood Shareholding Company has successfully issued 21,000,000 shares at the selling price of VND 10,000 per share by private placement on December 18th 2014 as per official letter No.7210/UBCK-QLPH dated 29 Dec 2014 of SSC.

3. **Other transactions (Transactions of internal shareholders / major shareholders and affiliated Persons with Company):**

First 06 months of 2014

a. Report of major shareholder: Endera Holdings Pte. Ltd, has bought 3,026,997 outstanding shares of Interfood Shareholding Company under report on public tender result dated 26 Feb 2014.

b. Report on transaction result of founding shareholders and major shareholders: Trade Ocean Holdings Sdn. Bhd has transferred total holding shares of 16.684.646 shares to Kirin Holdings Company, Limited as per Resolution of the 1st Extraordinary General Assembly of Shareholders in 2013 dated 10th Sept 2013 of Interfood Shareholding Company and Kirin Holdings Company, Limited became a founding shareholder of the Company under amending Investment certificate No. 472033000328 dated 14 May 2014.

Last 06 months of 2014

a/ Report of major shareholder: Kirin Holdings Company, Limited has registered for the purchase of 21,000,000 shares of Interfood Shareholding Company through plan of private placement as per Notice of transaction of shares dated November 17th 2014.

b/ Report of major shareholder: Kirin Holdings Company, Limited has bought 21,000,000 shares as per Report on transaction result of shares dated December 17th 2014.

V. Matters need the other attention (Report of year 2014):

First 06 months of 2014: (No arising)

Last 06 months of 2014: (No arising)

Chairman of BOM

(Signed and sealed)

MICHIO NAGABAYASHI