



Dong Nai, 30 July 2013

## SITUATIONS ON CORPORATE GOVERNANCE

First 6 months of year 2013  
(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: 291.409.920.000 VNĐ
- Stock code: IFS

### I. Activities of the board of management - BOM (Report of First 6 months of year 2013):

1. Meetings of the board of management:

No	Member of the board of Management	Position	Meeting attendance	%	Reason no attendance
1	Mr. Michio Nagabayashi	Chairman	3	100%	
2	Mr. Pang Tze Wei	Member	3	100%	
3	Mr. Toru Yamasaki	Member	3	100%	
4	Mr. Hiroshi Fujikawa	Member	3	100%	
5	Ms. Nguyen Thi Kim Lien	Member	3	100%	

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

\* To consider situation of activities in quarter I & II/2013 and prepare for activities of quarter III & IV/2013.

\* Organization of the annual general assembly of shareholders in 2013, remuneration of the board and control board, dividend in 2012, re-appointment of the members of directors' board (tenure 2013-2016), appointment of replacement control board member (tenure 2013-2015).

\* Business and production plan in 2013, finance support from the major shareholders.

\* The audited finance statement in 2012, appointment of independent audit firm, changing company charter, delisting and trading the company's stocks after delisting at HOSE, appointing the replacement control board member tenure 2013-2015.

### **3. Activities of Sub-committees are under BOM:**

\* Organization of the annual general assembly of shareholders in 2013

## **II. Resolutions/decisions of the board of management (Report of First 6 months of year 2013):**

<b>No</b>	<b>Resolution No</b>	<b>Date</b>	<b>Content</b>
1	RBM130220	20/02/2013	Organization of the annual general assembly of shareholders in 2013, remuneration of the board and control board, dividend in 2012, re-appointment of the members of directors' board (tenure 2013-2016), appointment of replacement control board member (tenure 2013-2015).
2	RBM130301	01/03/2013	Business and production plan in 2013, finance support from the major shareholders.
3	RBM130325	25/03/2013	The audited finance statement in 2012, appointment of independent audit firm, changing company charter, delisting and trading the company's stocks after delisting at HOSE, appointing the replacement control board member tenure 2013-2015.
4	AGM-2013	10/04/2013	Resolution of the annual general assembly of shareholders in 2013.

## **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 First 6 months of year 2013):**

### **A/ Resolution of BOM No: RBM120220 dated 20 Feb 2013**

RESOLVED to approve re-appointment of the members of the Directors' Board of Interfood Shareholding Company for tenure 2013-2016, as below:

<u>Name of members of Directors' Board</u>	<u>Position</u>	<u>Tenure</u>
- Mr. Michio Nagabayashi	General Director	2013-2016
- Mr. Kazufumi Nagashima	Director/ General Manager of Factory	2013-2016
- Ms. Nguyen Thi Kim Lien	Director/ General Manager of Finance	2013-2016
- Mr. Hidefumi Matsuo	Director/ General Manager of Administration	2013-2016
- Mr. Takaaki Suemitsu	Director/ General Manager of Sales and Marketing	2013-2016

(In which: Mr. Michio Nagabayashi – Chairman of the Board cum General Director – is appointed annually by the General Assembly of Shareholders).

RESOLVED to approve and propose AGM-2013 adopting that Mr. Michio Nagabayashi is re-appointed as the Chairman cum General Directors of the Company for tenure 2013 – 2014.

RESOLVED to propose AGM-2013 adopting the appointment of a new Control Board member replaced for Mr. Hajime Kobayashi resigned, tenure 2013 – 2015.

**B/ Resolution of the Annual General Assembly of Shareholders in 2013 No: AGM-2013 dated 10 April 2013**

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

**- Chairman cum General Director**

<b>Candidate</b>	<b>Position</b>	<b>Tenure</b>
- Mr. Michio Nagabayashi	Chairman cum General Director	2013-2014

**- Replacement members of Control Board**

<b>Candidate</b>	<b>Position</b>	<b>Tenure</b>
- Mr. OSAMU HARADA	Member	2013-2015
- Mr. TAKAHIRO KATO	Member	2013-2015

**IV. Transactions of internal shareholders and affiliated Persons (Report of First 6 months of year 2013):**

**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
<b>A</b>	<b>Board of Management (BOM)</b>									
1	Mr. Michio Nagabayashi		Chairman							
2	Ms. Nguyen Thi Kim Lien		Member of BOM cum information disclosure authorized person					12.000	0,041%	
3	Mr. Pang Tze Wei		Member of BOM							
4	Mr. Toru Yamasaki		Member of BOM							
5	Mr. Hiroshi Fujikawa		Member of BOM							
<b>B</b>	<b>Board of Director (BOD)</b>									
1	Mr. Michio Nagabayashi		General Director							

2	Mr. Kazufumi Nagashima		Director/General Manager of factory							
3	Ms. Nguyen Thi Kim Lien		Director/General Manager of Finance							(Filled in information at item A , section 2)
4	Mr. Hidefumi Matsuo		Director/General Manager of administration							
4.1	Trade Ocean Holdings Sdn.Bhd.(TOH)- ( <u>Affiliated Company towards Mr . Hidefumi Matsuo )</u>		Founding Shareholder					16.684.646	57,25%	Mr. Hidefumi Matsuo as the Company's new authorized representative for the capital contributed of the Company at IFS as Directors' circular resolution in writing passed pursuant to the Company's articles of association of TOH(Trade Ocean holdings SDn.BHD.) dated 13/03/2013.
5	<i>Mr. Takaaki Suemitsu</i>		Director/ General Manager of Sales and Marketing							
<b>C</b>	<b>Control board</b>									
1	Ms. Thai Thu Thao		Chief of CB							
2	Mr. Osamu Harada		Member of CB							The Annual General Assembly of Shareholders in 2013 has approved to appoint Mr. Osamu Harada for position as member of control Board on 10 April 2013.

3	Mr. Takahiro Kato		Member of CB							The Annual General Assembly of Shareholders in 2013 has approved to appoint Mr. Takahiro Kato for position as member of control Board on 10 April 2013.
<b>D</b>	<b>Chief Accountant</b>									
1	Mr. Nguyen Hong Phong		Chief accountant							
<b>E</b>	<b>Other management officers</b>									
1	Mr. Sasaki Kazuhiro		Finance Controller							
2	Ms. Tran Thi Thuy Nga		Accounting & Finance Manager							
3	Mr. Yoshino Osamu		Manager of the Branch in Hanoi							
4	Ms. Tran Thi Ái Tam		Company's secretary							

2. **Transactions of shares: (No arising)**
  
3. **Other transactions: Transactions of internal shareholders/major shareholders and affiliated Persons with Company**
  - a. According to report of related person – Mr. Pang Tze Wei – Member of BOM reported to trading result of Indochina Beverage Assets Limited bought 7,800 listed shares of Interfood Shareholding Company as his announcement on transaction of shares dated 09 April 2013.
  
  - b. According to report of related person – Mr. Pang Tze Wei – Member of BOM reported to trading result of Indochina Beverage Assets Limited bought 43,140 listed shares of Interfood Shareholding Company as his announcement on transaction of shares dated 26 April 2013.

**V. Matters need the other attention (Report of First 6 months of year 2013): No arising**

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

**MICHIO NAGABAYASHI**