FM-SC-01 Rev: 00

RESOLUTION OF MANAGEMENTS' BOARD OF INTER FOOD SHAREHOLDING COMPANY

ON DECLARATION OF 1ST DIVIDEND, BONUS SHARES IN 2007, EXPANSION OF BUSINESS DOMAIN AND RE-REGISTRATION OF INVESTMENT ACTIVITIES

NGHÒ QUYEÍT HON ÑONG QUAIN TRÒ

COING TY COIPHAIN THOIC PHAIM QUOIC TEIL
VEÌLKEI KHAI COITOIC LAIN 1, COIPHLEIU THOOING NAIM 2007,
MOIROING MUIC TLEIU KINH DOANH VAINAING KYÜLAİL HOAIT ÑOING ÑAIU TO

Resolution No (Quyett ñonh sot): RBM070615 (REVISED)

Member of the Managements' Board (Thanh vien Hoi Ñong Quan trò):

- Mr. (Ohg) Pang Tee Chiang
- Mr. (Ohg) Yau Hau Jan
- Ms. (Ba) Nguyen Thi Kim Lien
- Ms. (Ba) Pang Tze Yi
- Mr. (Ohg) Teng Po Wen
- Mr. (Ohg) Teng Po Wen

Chairman (Chuùtùch)
Member (Thanh vien)
Member (Thanh vien)
Member (Thanh vien)
Member (Thanh vien)

Based on Investment Law and Enterprise Law issued on 29/11/2005 of SR of Vietnam Cain coùtheo Luait Ñaiu to vai Luait Doanh nghieip ban hainh ngaiy 29/11/2005 cuia noôic Coing hoai Xai Hoi Chuinghia Vieit nam.

Based on resolutions of 1st annual general assembly of shareholder dated 25 April, 2007 of Interfood Shareholding Company

Cain coùtheo quyet ñình Ñail hoil coliñoing thoông niein làin 1 naim 2007 ngay 25/04/2007 vaitình hình sain xuat kinh doanh naim 2007 cuia coing ty coliphain thoic phaim quoic tei

Pursuance to proposal of the Chairman of Board of Management with regard declaration of interim dividend for shareholders of first six months in 2007 based on the company business operation from 2007 to 2012

Chieu theo ñeàxuat cuia oing chuitich Hoi ñoing quain trì veàkeâkhai coitöic cho coiñoing 6 thaing ñaiu naim 1007 cain còihoait ñoing sain xuat kinh doanh cuia coing ty trong tòi 2007 ñein 2012

The resolution No.RBM070615 dated. 15/06/2007 will be changed as below Quyet ñinh soiRBM070615 ngay 15/06/2007 ñööic thay ñoi nhö sau:

Ordinary resolution (Nghì quyeit thoàng thöông)

1. RESOLVED that the company will issue bonus shares to shareholders from the share premium account for every 5 shares of VND10,000 per share held to be entitled for 1 bonus share of VND10,000 per share as following detail:

- Purpose: Issuance of 4,856,832 new shares of VND10,000 per share derived from share premium reserve account subsequent to after 1 year from the time of IPO exercise from June to July, 2006.

- Condition:

- + The issuance of bonus share shall be for every 5 shares held be entitled to 1 new bonus share or shall be proportioned issued to shareholders on the basis of 20% new bonus shares for every existing shares held as at the last date fixed from the list of registered shareholders entitled to bonus shares,
- + Legally the company is not allowed to pay back capital to our shareholders unless we obtained approval from EGM as well as approving authorities or court order, that is to say we made a capital reduction. As for odd lot (shares) we leave to our shareholders to sale at the open market under odd lot transactions. The company agree to re-purchase bonus shares from the odd lot shares of the shareholders with the buying price is par value at 10,000 VND per share
 - + The shareholders do not allowed transferring bonus shares
- Time: last date fixed from the list of registered shareholders entitled to bonus shares shall be 31/07/2007 (or depend to the approval of Authority body).
- Legal capital fund for issuing bonus shares: from shares premium fund of the IPO from 15/05/2006 to 17/07/2006.

QUYE/IT ÑÌNH coing ty seiphait hanh coiphieiu thöôing cho coiñoing töinguoin thaing dö voin coi phain cho moi 5 (nain) coiphieiu meinh giai\(\text{VND10,000}\) nain giöisei\(\text{noi}\)) coiphieiu thöôing meinh giai\(\text{VND10,000}\) theo chi tieit nhờ sau:

- Muc ñích: Phait hanh 4,856,832 coaphieu môi meinh giaù 10,000 VND töunguoin döi tröithaing dö voin coaphain sau moit naim keatouthôi ñieim keat thuic ñôit phait hanh lain ñaiu ra coing chuing thöic hiein touthaing 6 ñein thaing 7 naim 2006.

- Ñieù kiein:

- + Phait hanh coaphieu thöôing cho moi 5 coaphieu nam giöiseiñöôic moi coaphieu thöôing môi hay phait hanh cho coañoing theo ta leadoia trein cô sôi 20% coaphieu thöôing môi cho moi coaphieu nam giöitaii ngay cuoi cung chot danh saich coañoing ñaing kyùhöôing coaphieu thöôing.
- + Veàphöông diein phaip lyùcoing ty khoing ñöôic quyein traùlail voin cho coảñoing ngoại tröicoing ty nhain ñöôic sối chaip thuain cuia Ñail hoi coảñoing cuing nhỏ chaip thuain cuia cô quan coùthaim quyein hoaic leinh cuia toanain, ñieiu ñoùnoil lein coing ty laim giaim voin. Vì vaiy ñoi vôil caic coả phieiu lei coing ty ñoing yùcho coảñoing bain lail tail thù tröông môidöôil caic giao dùch coảphieiu lei Coing ty ñoing yùmua lail coảphieiu thöông töil coả phieiu lei cuia caic coả ñoing vôil giaù mua baing meinh giaùlai 10,000 VND trein moil coáphieiu
- + Coảnong khoảng nöôic quyen chuyen nhöông coáphieú thöông
- Thôi gian thốc hiện: ngay cuối cung chot danh saich coả nóng nöớc höông coả phiếu thöông lai31/07/2007 (hoặc phủi thuốc vào sối chấp thuẩn cuất cổ quan coù thain quyển)

- Nguơn von hôp pháp neiphait hanh coiphieu thöông: töunguơn tháng dö von coiphan pháit hanh làn nau ra cong chung töungay 15/05/2006 nen ngay 17/07/2006
- 2. RESOLVED that the charter capital of the company will increase VND 48,568,320,000 (about 20%) from VND 242,841,600,000 to VND 291,409,920,000 (in equivalence of increment from USD15,300,000 to USD18,314,000) and total shares of the company will change from 24,284,160 shares to 29,140,992 shares at per par value VND10,000 per share QUYEÑ ÑNH chap thuan von ñieu leicuia coing ty seitaing 48,568,320,000 VND (khoaing 20%) töi 242,841,600,000 VND lein VND 291,409,920,000 (töông ñöông taing töi USD15,300,000 lein USD18,314,000) vai soá coá phain cuia coing ty sei thay ñoi töi 24,284,160 coá phain thanh 29,140,992 coáphain meinh giai 10,000 VND moit coáphain
- 3. RESOLVED that the investment capital of the company will increase USD60,000,000 from USD30,000,000 to USD90,000,000 to meet the requirement of business expansion of the company.

QUYEÁT ÑÒNH chaip thuain voin ñaiu tö cuia coing ty seitaing USD60,000,000 törUSD30,000,000 lein USD90,000,000 ñeirnaip öing nhu caiu mòirroing sain xuait kinh doanh cuia coing ty.

- 4. RESOLVED approve proposal of the Chairman of Managing Board on declaration of 1st interim dividend of shareholders for first 6 months in 2007 as below:
- Rate of dividend for first 6 months in 2007 will be 8% (in equivalence with 16% per annual) applied for total shareholders of the Company,
- Dividend of first 6 months in 2007 will be paid buy money

 QUYENT NONH chaip thuain ñeàxuait cuia chuûtôch Hoi ñoing quain trò keâkhai coâtôic taim thôi lain 1 cho coâñoing trong 6 thaing ñaiu naim 2007, nhö sau:
- Tư leácoátóic trong 6 thaing ñaiu naim 2007 laú8% (Töông ñöông 16% moit naim) aip duing cho tait caicaic coảnoing cuia coing ty.
- Coâtöic cuia 6 thaing ñaiu naim 2007 seīnööic trailbaing tiein

thôi gian hoait ñoing döi kien van khoaing cuoi naim 2007.

- 5. RESOLVED that the company will invest in two new canning fruit juice lines with production capacities of 700 cans per minute located at lot 13, Tam phuoc Industrial Zone, Long thanh District, Dong nai province. Total estimated investment capital is about USD5 million, while estimated operation period starts about year 2007 ending. QUYENT NONH chaip thuain cho coing ty não râu tổ môi hai daiy chuyen sain xuat nöỏic trai caiy nồng hoip với coing suat sain xuat lan 700 lon trein 1 phuit tai Loù 13, Khu coing nghiệp Tam phoòic, huyen Long thanh, tạnh Nong nai, Toing voin nâu tổ dỡi kiển khoảng 5 (naim) triều Dollars Myệt
- 6. RESOLVED that the company will upgrade the some current canning and PET bottle fruit juice lines to expand the production capacities and diversify products located at lot 13, Tam phuoc Industrial Zone, Long thanh District, Dong nai province, total estimated investment capital is about USD800,000; estimated operation period starts about year 2007 ending. QUYENT NONH chap thuan cho coing ty nööc naing cap moit soádaiy chuyen sain xuat nööc trail caiy noing hoip vanchai PET neinaing coing suat sain xuat vanna dang hoaisain phain, tail Loi 13,

Khu coing nghiệp Tam phöôic, huyen Long thanh, tạnh Noing nai. Toing voin ñaiu tö dõi kien khoaing 800,000 Dollars Myi thôi gian hoait ñoing döi kien van khoaing cuoi nain 2007.

- 7. RESOLVED that Interfood Shareholding Company being the foreign investment capital shareholding company established as per decree No. 38/2003/ND-CP dated. 15/04/2003 of the Government will re-register its activities into Shareholding Company complying with the Investment Law and Enterprise Law issued on 29/11/2005 of SR of Vietnam. QUYENT NONH chaip thuain cho Coing ty coaphain thöic phaim quoic tealancoing ty coaphain coùvoin ñaiu tö nöòic ngoair thanh laip theo nghò ñònh soá38/2003/ND-CP ngany 15/04/2003 cuia chính phui ñöòic ñaing kyùlair hoair ñoing thanh Coing ty coaphain tuain thuùtheo Luair Ñaiu tö van Luair Doanh nghieip ban hanh ngany 29/11/2005 cuia nöòic Coing hoan Xair Hoir Chuinghóa Vieir nam.
- 8. RESOLVED that the company will expand its business activities to include investments in production of packaging, real estate, financial, commercial and trading activities in additional to the present principal activities of as governed by the Investment Licences. The additional business activities are subject to the approval of shareholders and relevant authorities. The Board of Director of the company is authorized to send letters to all shareholders requesting for their approval to incorporate into the company charter the above concerning resolutions as well as seeking approval from the relevant authorities. QUYENT NÜNH chap thuan cho coing ty nööc mõiroing hoait noing sain xuat kinh doanh bao goim naiu tö trong caic hoait noing sain xuat bao bì, nòa oic, tai chính, thöông mail vankinh doanh nööc boisung trong caic hoait noing chính theihiein trong giaiy pheip naiu tö. Vieic boisung caic hoait noing sain xuat kinh doanh phai nööc chap thuain bôi coi noing vancaic cô quan coù thain quyen liein quan. Ban giaim noic coing ty nööc uiy quyen gôi van bain nein tai caù coi noing neixin yù kien chap thuain nein trong nieù leicong ty noi vôi caic quyet nình liein quan neiu trein noing thôi xin chap thuain töncaic cô quan coù thaim quyen liein quan.
- 9. RESOLVED that the company has stabled a representative office in Ho Chi Minh City in view of the company expansion of new business activities. The BOM is authorised to source for suitable land area with intent to invest in an office building with option to retain, rent or selling certain part of the proposed building.
- QUYENT NONH Coing ty ñaúthainh laip vain phoing ñail diein tail thainh phoù Hoù Chí Minh trein quan ñieim môi roing caic muic tieiu sain xuait kinh doanh môi cuia coing ty.. Hoi ñoing quain trì ñoòic uiy quyein tìm kieim diein tích ñait phuuhôip ñeù ñaiu tö moit cao oic vain phoing ñoòic quyein löia choin vieic gioù lail, cho thueù hay bain phain con lail cuia cao oic ñaūñeù xuait.
- 10. RESOLVED to agree to relocate all production lines at the factory at Bien Hoa City, Dong nai province as following details:
 - To relocate part of production lines to Tam phuoc Industrial Zone, Long thanh District, Dong nai Province before year 2010,
 - The rest of the production lines will be contributed to the above-mentioned new shareholding company in Northern Vietnam as part of the capital contribution of Interfood Shareholding Company.
- -be authorized to the Board of Directors of the company to plan and implement total method of relocation and investment to the new company of the current production lines at the factory at Bien Hoa City, Dong nai province as well as to submit a plan to the authority bodies for

approval and implementation of a project to convert the use of total land area at No. 9, Road 5, Tan tien sub district, Bien Hoa City, Dong nai Province from manufacturing to commercial and/or residential.

QUYEAT ÑÌNH ñoàng yùdi dôi toan boäcaic daiy chuyein sain xuat taii nhanmaiy taii thanh phoáBiein hoan tanh Ñoàng nai chi tiết như sau:

- Di dời 1 phần các dây chuyển sản xuất về khu cong nghiệp Tam phöôic, huyển Long thanh, tạnh Nong nai troôic nam 2010,
- Các dây chuyền sản xuất còn lại được đầu tư vào công ty cồ phần mới tại miền Bắc Việt nam như là một phần vốn góp của Công ty cổ phần thực phẩm quốc tế.

uyiquyen cho Ban giam ñoic coing ty laip keihoaich döi ain trình caic cô quan choic naing xin chaip thuain vai thoic hiein dòi ain chuyen ñoi muic ñích soi duing cuia toan boi diein tích ñait tail Soi 9, ñöông 5, phoông Tain tiein, Thanh phoiBiein hoail tanh Ñoing nai toilsain xuait sang xaiy doing trung tain thoông mail, chung co

11. This Resolution is made on the date of 24th Aug 2007 at office of the Company: Lot 13 Tam phuoc Industrial Zone, Long Thanh district, Dong nai Province.

Nghì quyet nay nöớc lap ngay 24/08/2007 tai Van phong Cong ty: loi 13, khu cong nghiệp Tam phoôc, huyen Long thanh. Tạnh Ñong nai

Confirmed by (Xaic nhain bôi):

Mr. Pang Tee Chiang Chairman (Chuîtòch)