

**To: Interfood Shareholding Company**

***Re: Notice on public tender of shares in Interfood Shareholding Company***

Dear Sir/Madam,

Pursuant to official letter No. 5997/UBCK-PTTT dated 26 September 2013 of the State Securities Commission of Vietnam (“SSC”) guiding Endera Holdings Pte. Ltd. (“**Endera**”) on its proposed acquisition of shares in Interfood Shareholding Company (“**IFS**”) via a public tender, the SSC has no objection to the public tender to be carried out by Endera via Viet Capital Securities Joint Stock Company (“**VCSC**”) as the agent for the purpose of protecting rights and interests of minority shareholders and ensuring the transparency, publicity in the market. Therefore, Endera will start to acquire, in form of a public tender, 3,780,710 shares, equivalent to 12.98% of the outstanding shares of IFS with the tender content and implementation schedule as follows:

- 1) Offering organization: Endera Holdings Pte. Ltd.
- 2) Business registration certificate number: 201318445G
- 3) Core business line: investment company
- 4) Name of target company: Interfood Shareholding Company
- 5) Relationship between offering organization and target company: None
- 6) Number and ratio of shares held by the offering organization in target company: None
- 7) Number and ratio of shares offered to acquire: 3,780,710 shares (representing 12.98% of the total outstanding shares of the target company)
- 8) The proposed offer price: VND 9,500 per share
- 9) Source of capital for implementing the public tender: loan capital from the shareholder
- 10) Determination of conversion price (in case of swap shares): None
- 11) Purpose of the public tender: the offering party wishes to acquire shares in IFS by making a public tender according to the applicable regulations through Viet Capital Securities Corporation as the agent to execute the public tender to ensure the transparency and fairness to all shareholders of IFS, and to offer to buy shares from minority shareholders who wish to sell shares in IFS;
- 12) Proposed timeline for implementation and completion of the public tender: From 08/01/2014 to 17/02/2014
- 13) Conditions for withdrawal of the public tender:
  - The number of shares registered for sale does not meet the minimum ratio which the offering organization announces in the application for registration of the public tender

- Target company increases or reduces the number of voting shares via a share split or consolidation or via conversion of preference shares
  - Target company reduces its shareholding capital
  - Target company issued additional shares in order to increase the charter capital
  - Target company sells all or a part of its assets or an operational section
  - Target company is dissolved
- 14) Payment term and method: the offering organization will carry out the payment in accordance with guidance of the Vietnam Securities Depository
- 15) Securities company appointed to act as the agent for implementing the public tender:

**Viet Capital Securities Joint Stock Company**

Address: Level 15, Bitexco Financial Tower, 2 Hai Trieu, District 1, Ho Chi Minh City, Vietnam

Telephone: 3914 3588

Fax: 3914 3209

Website: vcsc.com.vn

- 16) Implementation schedule is enclosed to this letter.

We hereby submit this letter to notify you of the content and implementation schedule of the public tender of shares in Interfood Shareholding Company.

Singapore, 27.1.12.....2013

For and on behalf of

  
**ENDERA HOLDINGS PTE. LTD.**

**Pang Tze Wei**

Step	Scope	Done by	Timeline
01	Endera to send tender offer documents to IFS	Endera	T
02	Target's BOD to give opinion on the tender offer to the shareholders and the SSC in writing with majority of the BOD's signatures (if there are other opinions, then such opinions should be included in the letter)	IFS	T+1 to T+10
03	VCSC to send an official letter of appointment of VCSC as an agent to make tender offer to the VSD. This letter is to be signed by the representatives of both VCSC and Endera	VCSC	T+1 to T+2
04	Endera to announce on 1 newspaper or 1 online newspaper in 3 consecutive issues within 7 days after the SSC's acceptance	Endera	T+1 to T+7
05	Sellers to register to sell shares with VCSC. Determine number of shares to be purchased by each seller	Sellers	T+8 to T+37
06	VCSC to send notice to sellers on number of shares Endera will buy from each seller	VCSC	T+38 to T+40
07	VCSC to transfer the money to the VSD's account	VCSC	T+38 to T+42
08	On behalf of the sellers who have securities accounts at the VSD's custody members, these custody members will submit a necessary dossier for stock transfer to the VSD	VCSC and other securities companies	T+38 to T+42
09	The VSD to transfer the money to the VSD's custody members and complete the transfer of shares	VSD	T+43 to T+44
10	The VSD's custody members to transfer the money to respective sellers' account	VCSC and other securities companies	T+45 to T+47
11	Endera to report the result of the tender offer to the SSC and carry out public announcement	Endera	T+48 to T+52