

**Separate financial statements**  
**Quarter 1 - 2012**

**Interim separate financial statements**  
Quarter 1 - 2012

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## Report of the Board of Directors

The Board of Directors submits the Separate financial statements of Interfood Shareholding Company (“the Company”) for the period ended 31 March 2012.

### Results

The results of the Company for the period ended 31 March 2012 are set out in the Separate statement of income.

### Financial indicators of the business

	Unit	31-03-2012	2011
<b>Assets structure and capital structure</b>			
<b>Assets structure</b>			
Fixed assets/total assets	%	<b>48.40</b>	50.99
Current assets/total assets	%	<b>51.60</b>	49.01
<b>Capital structure</b>			
Liabilities/total resources	%	<b>78.42</b>	76.93
Owner’s equity/total resources	%	<b>21.58</b>	23.07
<b>Liquidity</b>			
Total assets/liabilities	times	<b>1.28</b>	1.30
Current ratio	times	<b>0.75</b>	0.73
Quick ratio	times	<b>0.08</b>	0.08
<b>Profitability</b>			
<b>Profit (Loss)/net sales</b>			
Profit (Loss) before tax/net sales	%	<b>(2.36)</b>	(2.36)
Profit (Loss)/net sales	%	<b>(2.36)</b>	(2.36)
<b>Profit (Loss)/total assets</b>			
Profit (Loss) before tax/total assets	%	<b>(0.62)</b>	(0.64)
Net profit (loss)/total assets	%	<b>(0.62)</b>	(0.64)
Net profit (loss)/owner’s equity	%	<b>(2.86)</b>	(2.78)

### Boards of Management and Directors

The members of the Boards of Management and Directors during the year and to the date of this report were:

<b>Board of Management:</b>		Appointed:	Resigned:
Michio Nagabayashi	Chairman	31-05-2011	
Ryoichi Yonemura	Member	14-03-2011	
Hiroshi Fujikawa	Member	14-03-2011	
Nguyen Thi Kim Lien	Member	15-08-2006	
Pang Tze Wei	Member	28-08-2010	

<b>Board of Director:</b>		Appointed:	Resigned:
Michio Nagabayashi	General Director	23-05-2011	
Hajime Kobayashi	Director/General Manager of Corporate Planning	23-05-2011	
Kazufumi Nagashima	Director/General Manager of Factory	23-05-2011	
Hidefumi Matsuo	Director/Finance Controller	23-05-2011	
Nguyen Thi Kim Lien	Director/ General Manager of Finance	15-08-2006	

### Statement of Boards of Directors

The Board of Directors is responsible for ensuring that the separate financial statements are properly drawn up so as to give a true and fair view of the financial position of the Company as at 31 March 2012, and of the results of its operations and its cash flows for the year in accordance with Vietnamese Accounting Standards and System and in compliance with relevant statutory requirements. When preparing the separate financial statements, the Board of Directors is required to:

- adopt appropriate accounting policies which are supported by reasonable and prudent judgements and estimates and then apply them consistently;
- comply with the disclosure requirements of Vietnamese Accounting Standards and System;
- maintain adequate accounting records and an effective system of internal control;
- prepare the financial statements on a going concern basis unless it is inappropriate to assume that the Company will continue its operations in the foreseeable future; and;
- control and direct effectively the Company in all material decisions affecting its operations and performance and ascertain that such decisions and/or instructions have been properly reflected in the financial statements.

The Board of Directors is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Board of Directors confirms that the Company has complied with the above requirements in preparing the separate financial statements.

On behalf of the Board of Directors

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Michio Nagabayashi  
Chairman, General Director  
Dong Nai province, Vietnam

# Separate balance sheet

	Notes	Code	USD	31 March 2012 VND million	USD	31 December 2011 VND million
<b>ASSETS</b>						
<b>Current assets</b>						
<b>Cash and cash equivalents</b>						
Cash	<a href="#">6</a>	111	2,180,839	45,423	1,966,861	40,966
<b>Accounts receivable</b>						
Trade accounts receivable		131	448,978	9,351	416,546	8,676
Prepayments to suppliers		132	490,274	10,211	226,336	4,714
Receivables from related parties	<a href="#">35</a>	134	8,333,460	173,569	8,338,485	173,674
Other receivables	<a href="#">7</a>	135	4,431	92	4,431	92
Provision for doubtful debts		139	-	-	-	-
		130	9,277,143	193,224	8,985,798	187,156
<b>Inventories</b>						
Inventories	<a href="#">8</a>	141	7,736,269	161,131	6,598,018	137,424
Provision for decline in inventory value	<a href="#">8</a>	149	-	-	-	-
		140	7,736,269	161,131	6,598,018	137,424
<b>Other current assets</b>						
Short term prepaid expenses		151	14,472	301	3,323	69
Taxes receivable from the state budget	<a href="#">9</a>	154	120,024	2,500	106,907	2,227
Other current assets		158	37,555	782	41,884	872
		150	172,051	3,583	152,114	3,168
		100	19,366,302	403,361	17,702,791	368,714
<b>Fixed assets</b>						
<b>Tangible fixed assets</b>						
<i>Cost</i>	<a href="#">10</a>	221	11,222,104	233,734	11,523,110	240,003
<i>Accumulated depreciation</i>			(12,407,136)	(258,416)	(12,030,139)	(250,564)
<b>Construction in progress</b>	<a href="#">11</a>	230	361,912	7,538	340,673	7,096
		220	11,584,016	241,272	11,863,783	247,099
<b>Long term investments</b>						
Investments in subsidiaries			4,500,000	93,726	4,500,000	93,726
Investments in associates	<a href="#">12</a>	252	-	-	-	-
			4,500,000	93,726	4,500,000	93,726
<b>Other non-current assets</b>						
Long term prepaid expenses		261	26,408	550	-	-
Deferred tax assets	<a href="#">14</a>	262	2,054,327	42,788	2,054,327	42,788
		260	2,080,735	43,338	2,054,327	42,788
		200	18,164,751	378,335	18,418,110	383,612
		270	37,531,053	781,697	36,120,901	752,326

	Notes	Code	USD	31 March 2012 VND million	USD	31 December 2011 VND million
<b>RESOURCES</b>						
<b>Liabilities</b>						
<b>Current liabilities</b>						
Short term borrowings and debts	<a href="#">15</a>	311	20,000,000	416,560	19,000,000	395,732
Trade accounts payable	<a href="#">16</a>	312	4,669,737	97,261	3,102,650	64,622
Advances from customers		313	261,267	5,442	151,256	3,150
Taxes payable to state budget	<a href="#">17</a>	314	18,813	392	136,574	2,845
Payable to employees		315	330,908	6,892	336,314	7,005
Accrued expenses payable	<a href="#">18</a>	316	559,059	11,644	414,678	8,637
Intercompany payable		317	-	-	-	-
Other payables	<a href="#">19</a>	319	37,694	785	1,093,089	22,767
		310	25,877,478	538,976	24,234,561	504,757
<b>Long term liabilities</b>						
Long term deposits		331	1,255	26	1,255	26
Long term borrowings and debts	<a href="#">20</a>	334	3,430,928	71,459	3,430,928	71,459
Provision for severance allowance		336	121,868	2,538	122,802	2,558
		330	3,554,051	74,024	3,554,985	74,043
			29,431,529	613,000	27,789,546	578,801
<b>Owners' equity</b>						
<b>Capital sources and funds</b>						
Share capital	<a href="#">21</a>	411	18,313,995	381,444	18,313,995	381,444
Share premium	<a href="#">22</a>	412	4,082,759	85,036	4,082,759	85,036
Accumulated profit/(loss)		416	(14,297,230)	(297,783)	(14,065,399)	(292,954)
		440	8,099,524	168,697	8,331,355	173,525
			37,531,053	781,697	36,120,901	752,326

**Off balance sheet items**

	31 March 2012	31 December 2011
<b>Foreign currencies</b>		
Million Vietnam Dong	351,215	5,427
Euro	380	383

Date: 24 April 2012

*(Signed and Sealed)*

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 Michio Nagabayashi  
 Chairman, General Director

*(Signed)*

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 Nguyen Hong Phong  
 Chief Accountant

## Separate statement of income

	Notes	Code	Quarter 1 - 2012 USD	Quarter 1 - 2011 USD	YTD 2012 USD	YTD 2011 USD
Gross sales	<a href="#">23</a>	1	10,127,024	13,003,175	10,127,024	43,888,800
Less deductions:	<a href="#">23</a>	2	(301,039)	(337,110)	(301,039)	(1,148,305)
Net sales		10	9,825,985	12,666,065	9,825,985	42,740,495
Cost of sales	<a href="#">24</a>	11	(7,971,940)	(9,937,081)	(7,971,940)	(36,255,137)
Gross profit		20	1,854,045	2,728,984	1,854,045	6,485,358
Income from financial activities	<a href="#">25</a>	21	46,903	1,055,254	46,903	1,934,318
Expenses for financial activities	<a href="#">26</a>	22	(101,093)	(1,202,308)	(101,093)	(2,507,506)
<i>Including: interest expense</i>		23	(96,013)	(390,350)	(96,013)	(1,366,496)
Selling expenses	<a href="#">27</a>	24	(1,759,597)	(1,960,640)	(1,759,597)	(7,146,315)
General and administration expenses	<a href="#">28</a>	25	(314,789)	(444,206)	(314,789)	(1,622,376)
Operating loss		30	(274,531)	177,084	(274,531)	(2,856,521)
Other income	<a href="#">29</a>	31	124,354	10,641	124,354	116,998
Other expenses	<a href="#">30</a>	32	(81,654)	(57,887)	(81,654)	(539,290)
Profit (loss) before tax		50	(231,831)	186,857	(231,831)	(3,278,813)
Current corporate income tax	<a href="#">32</a>	51	-	-	-	-
Deferred corporate income tax	<a href="#">32</a>	52	-	(75,670)	-	(80,723)
Profit(loss) after tax			(231,831)	111,187	(231,831)	(3,359,536)
Earning(loss) per share	<a href="#">35</a>	70	(0.008)	0.004	(0.008)	(0.115)

Date: 24 April 2012

*(Signed and Sealed)*

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Michio Nagabayashi  
Chairman, General Director

*(Signed)*

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Nguyen Hong Phong  
Chief Accountant

## Separate statement of income-VND

	Notes	Code	Quarter 1 - 2012 VND million	Quarter 1 - 2011 VND million	YTD 2012 VND million	YTD 2011 VND million
Gross sales	<a href="#">23</a>	1	210,926	246,176	210,926	914,116
Less deductions:	<a href="#">23</a>	2	(6,270)	(6,382)	(6,270)	(23,917)
Net sales		10	204,656	239,794	204,656	890,199
Cost of sales	<a href="#">24</a>	11	(166,040)	(188,129)	(166,040)	(755,122)
Gross profit		20	38,616	51,665	38,616	135,077
Income from financial activities	<a href="#">25</a>	21	977	19,978	977	40,288
Expenses for financial activities	<a href="#">26</a>	22	(2,106)	(22,762)	(2,106)	(52,226)
Including: interest expense		23	(2,000)	(7,390)	(2,000)	(28,461)
Selling expenses	<a href="#">27</a>	24	(36,649)	(37,119)	(36,649)	(148,843)
General and administration expenses	<a href="#">28</a>	25	(6,556)	(8,410)	(6,556)	(33,791)
Operating loss		30	(5,718)	3,353	(5,718)	(59,496)
Other income	<a href="#">29</a>	31	2,590	201	2,590	2,437
Other expenses	<a href="#">30</a>	32	(1,701)	(1,096)	(1,701)	(11,232)
Profit (loss) before tax		50	(4,829)	3,538	(4,829)	(68,291)
Current corporate income tax	<a href="#">32</a>	51	-	-	-	-
Deferred corporate income tax	32	52	-	(1,433)	-	(1,681)
Profit(loss) after tax			(4,829)	2,105	(4,829)	(69,972)
Earning(loss) per share	<a href="#">35</a>	70	(0.000)	0.000	(0.000)	(0.002)

Date: 24 April 2012

*(Signed and Sealed)*

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Michio Nagabayashi  
Chairman, General Director

*(Signed)*

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Nguyen Hong Phong  
Chief Accountant



## Separate statements of cash flows

	Code	31 March 2012		31 December 2011	
		USD	VND million	USD	VND million
<b>Cash flows from operating activities</b>					
Profit/Loss before tax	1	(231,831)	(4,829)	(3,278,813)	(68,291)
Adjustments for:		-	-		
Depreciation and amortisation	2	376,997	7,852	1,522,395	31,708
Increase in provisions	3	-	-	(170,987)	(3,561)
Gain on foreign currency translation	4	-	-	(3,559)	(74)
Loss from disposal investments	5	-	-	70,029	1,459
Interest expense	6	96,013	2,000	1,366,496	28,461
Interest income	7	-	-	(521,910)	(10,870)
<b>Operating profit/(loss) before adjustments to working capital</b>	<b>8</b>	<b>241,179</b>	<b>5,023</b>	<b>(1,016,349)</b>	<b>(21,169)</b>
Change in accounts receivable	9	(300,133)	(6,251)	(1,219,490)	(25,400)
Change in inventory	10	(1,138,251)	(23,707)	1,030,789	21,469
Change in accounts payable	11	641,983	13,371	(933,389)	(19,441)
Change in prepaid expenses	12	(37,557)	(782)	3,340	70
Interest paid	13	(96,013)	(2,000)	(1,273,666)	(26,528)
<b>Cash generated from operating activities</b>	<b>20</b>	<b>(688,792)</b>	<b>(14,346)</b>	<b>(3,408,765)</b>	<b>(70,998)</b>
<b>Cash flows from investing activities</b>					
Acquisition of fixed assets and investment CIP	21	(97,230)	(2,025)	(275,531)	(5,739)
Proceeds from disposal of investments and fixed a:	22	-	-	-	-
Interest income received		-	-	10,522	219
Additional investment in associate	25				
<b>Net cash inflows/(outflows) from investing ac:</b>	<b>30</b>	<b>(97,230)</b>	<b>(2,025)</b>	<b>(265,009)</b>	<b>(5,520)</b>
<b>Cash flows from financing activities</b>					
Loan proceeds	33	1,000,000	20,828	44,717,957	931,386
Debt repayments	34	-	-	(39,195,053)	(816,355)
<b>Net cash inflows/(outflows) from financing ac</b>	<b>40</b>	<b>1,000,000</b>	<b>20,828</b>	<b>5,522,904</b>	<b>115,031</b>
<b>Net increase/(decrease) in cash</b>	<b>50</b>	<b>213,978</b>	<b>4,457</b>	<b>1,849,130</b>	<b>38,514</b>
<b>Cash and cash equivalents at beginning of the</b>	<b>60</b>	<b>1,966,861</b>	<b>40,966</b>	<b>117,731</b>	<b>2,452</b>
Effects of changes in foreign exchange rates	61	-	-	-	-
<b>Cash and cash equivalents at year end</b>	<b>70</b>	<b>2,180,839</b>	<b>45,423</b>	<b>1,966,861</b>	<b>40,966</b>

Date: 24 April 2012

*(Signed and Sealed)*

\_\_\_\_\_  
 Michio Nagabayashi  
 Chairman, General Director

*(Signed)*

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 Nguyen Hong Phong  
 Chief Accountant

# Notes to the Separate financial statements

## 1 Nature of operations

Interfood Shareholding Company (formerly Interfood Processing Industry Ltd) (“the Company”) was established in the Socialist Republic of Vietnam as a majority owned subsidiary by Trade Ocean Holdings Sdn Bhd, a company incorporated in Malaysia, for a period of 50 years pursuant to Investment Licence No. 270/GP, dated 16 November 1991.

After the initial investment license, there were a series of amendments as follows:

. Investment Licence No. 270 CPH/GP dated 9 August 2005 which allowed the Company to convert into a shareholding company with foreign owned capital under the name of Interfood Shareholding Company with a total investment capital and charter capital of USD 30,000,000 and USD 13,000,000, respectively. The Company’s total number of shares was 13,000,000 with par value of USD 1 per share and held by four founding shareholders;

. Investment Licence No. 270 CPH/GPDC2 dated 15 June 2006 allowing the Company to change the par value of its shares from USD 1 per share to VND 10,000 per share and the Company’s charter capital was changed from USD 13,000,000 to VND 206,636,000 thousand. As a result, the total shares of the Company changed from 13,000,000 shares with par value of USD 1 per share to 20,663,600 shares with par value of VND 10,000 per share;

. Investment Licence No. 270 CPH/GCND3 dated 23 August 2006 allowed the Company to increase its charter capital to VND 242,841,600 thousand. The total shares of the Company increased to 24,284,160 by registering and issuing 3,620,560 new shares.

On 17 October 2006, the Company listed the 3,620,560 new shares (stock code: IFS) mentioned above on the Ho Chi Minh City Securities Trading Centre after receiving Listing Licence No. 61/UBCK-GPNY issued by the State Securities Commission on 29 September 2006. According to the Listing Licence, the founding shareholders were also allowed to sell 2,108,912 shares held by them to the public. The number of shares listed totalled 5,729,472.

Under the Investment Certificate No. 472033000328 dated 28 November 2007 issued by the Board of Management of Dong Nai Industrial Zone, the total investment capital of the Company is VND 1,444,500 million, equivalent to USD 90 million. The charter capital of the Company is VND 291,409,920 thousand. The total shares of the Company were increased to 29,140,992 with par value of VND 10,000 per share. An additional 4,856,832 new shares were issued and registered, in which 1,145,887 shares were allowed to be listed bringing the total to 6,875,359 shares being listed.

On 11 March 2011, Trade Ocean Holdings Sdn Bhd, which holds approximately 57.25% of the total outstanding shares of the Company, was acquired by Kirin Holdings Company Limited (“Kirin”). Kirin, a public company listed on the Tokyo Exchange, is one of the largest beverage companies in the region. Kirin is now the new ultimate parent company.

In addition, under the resolution of the 1st Extraordinary General Assembly of Shareholders dated 30 July 2011, the Company will delist its shares currently listed on Ho Chi Minh City Stock Exchange. However, as at 31 December 2011, the Company has not yet submitted the application to the Stock Exchange.

The principal activities of the Company are to process agricultural and aquatic products into canned, dried, frozen, salted, and pickled products and the production of biscuits and snack food, carbonated fruit juice and fruit juice with 5% alcohol content, bottled filtered water and PET bottle; to manufacture packaging for foods and beverages.

As at 31 March 2012, the Company had 808 employees (2011: 674 employees).

## 2 Fiscal year and currency

### Fiscal year

The Company’s fiscal year end is 31 December.

### Currency and foreign exchange

As approved by the Ministry of Finance in its Official Letter No. 550 TC/CDKT dated 5 September 1998, the Company uses the United States Dollar (USD) as its reporting currency in the preparation and presentation of its separate financial statements.

Transactions arising in currencies other than the reporting currency are translated at exchange rates in effect on the transaction dates. Monetary assets and liabilities denominated in currencies other than the reporting currency are translated at the exchange rates in effect at the balance sheet date. Translation gains and losses and expenses relating to foreign exchange transactions arising thereafter are recorded in the statement of income.

However according to the Official letter No.627/UBCK-QLPH dated 16 April 2008 of the State Securities Commission of Vietnam, the separate financial statements of the Company must be presented in Vietnam Dong for statutory filing purpose. Consequently, the Company converted the financial statements to Vietnam Dong using the exchange rate published by the State Bank of Vietnam of VND 20,828/USD (2010: VND18,932/USD).

### **3 Basis of preparation of Separate financial statements**

#### **3.1 Basis of preparation**

The Separate financial statements have been prepared in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System, and relevant statutory requirements of the Ministry of Finance, which may differ in some material respects from International Financial Reporting Standards and the generally accepted accounting principles and standards of the country of the reader. Accordingly, the Separate financial statements are not intended to present the financial position and results of operations and cash flows in accordance with generally accepted accounting principles and practices in countries or jurisdictions other than The Socialist Republic of Vietnam and furthermore their use is not designed for those who are not informed about Vietnam's principles, procedures and practices.

#### **3.2 Accounting system and form of records**

The Company uses the general journal method to record its transactions.

#### **3.3 Separate financial statements**

This set of financial statement is the separate financial statements of Interfood Shareholding Company. The consolidated financial statements of the Company and its subsidiaries are to be prepared by the management in accordance with the requirements of Vietnamese Accounting Standards and System and presented separately.

### **4 Accounting policies**

#### **4.1 Cash and cash equivalents**

Cash and cash equivalents include cash on hand and cash in bank.

#### **4.2 Inventory**

Inventory is accounted for using the perpetual method and valued at the lower of cost and net realizable value. Cost of finished goods and work in progress, calculated on a weighted average basis, is composed of materials, direct labour and production overhead. Cost of raw material, tools and supplies is valued at purchase and related costs. Net realizable value comprises estimated sales proceeds less selling expenses. A provision for decline is recorded where cost exceeds net realizable value.

#### **4.3 Accounts receivable**

Accounts receivable are carried at invoice value less a provision for doubtful debts in an amount that reflects the extent to which it is estimated that the accounts will not be collected in full.

#### **4.4 Tangible fixed assets**

Tangible fixed assets are valued at historical cost less accumulated depreciation. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets as follow:

Plant and machinery	10 – 15 years
Motor vehicles	6 years
Office equipment	10 years

The above depreciation rates are not consistent with the guidelines under Decision 203/2009/TT-BTC dated 20 October 2009. However the Company obtained permission from the Ministry of Finance to depreciate based on the depreciation rates above through official letter No. 2536/TC-TCDN dated 20 March 2003.

Gains or losses from disposals are determined by comparing the net proceeds from disposal with the carrying amounts of the assets sold and are recognised as income or expense in the income statement.

Depreciation of assets which are not in use was recognised as part of “Other expense”.

#### **4.5 Construction in progress**

Construction in progress represents the costs of new ERP software during the period of installation. No depreciation is recognized until the construction and installation is complete and until the asset is available for its intended use at which time the related costs are transferred to tangible fixed assets.

#### **4.6 Investment in subsidiaries**

Subsidiaries are all entities (including special purpose entities) over which the Company has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights.

In the Company’s separate financial statements, investments in subsidiaries are accounted for at cost.

#### **4.7 Borrowing costs**

Borrowing costs comprising interest and related costs are recognised as an expense in the period in which they are incurred, except for borrowings costs relating to the acquisition of tangible fixed assets that are incurred during the period of construction and installation of the assets, which are capitalised as a cost of the related assets.

#### **4.8 Revenue**

Revenue from sale of goods is recognised in the Separate statement of income when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognized if there are significant uncertainties regarding the ultimate receipt of the proceeds, the reasonable estimation of the associated costs of the sale or the possibility of the return of the goods.

Interest income is recognised in the Separate statement of income on a time-proportion basis using the effective interest method.

#### **4.9 Provision**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

#### **4.10 Operating leases**

Leases wherein substantially all the rewards and risks of ownership of assets remain with the leasing company are accounted for as operating leases. Rental payments applicable to such leases are recorded in the results of operations as incurred.

#### **4.11 Income taxes**

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the Separate balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate based on the taxable profit for the year.

All changes to current tax assets or liabilities are recognised as a component of tax expense in the Separate statement of income.

Deferred income taxes are calculated using the liability method on temporary differences. This involves the comparison of the carrying amounts of assets and liabilities in the Separate financial statements with their respective tax bases. In addition, tax losses available to be carried forward as well as other income tax credits to the Company are assessed for recognition as deferred tax assets.

Deferred tax liabilities are always provided for in full. Deferred tax assets are recognised to the extent that it is probable that they will be able to be offset against future taxable income.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the Separate balance sheet date.

Most changes in deferred tax assets or liabilities are recognised as a component of tax expense in the Separate statement of income. Only changes in deferred tax assets or liabilities that relate to a change in value of assets or liabilities that is charged directly to equity are charged or credited directly to equity.

#### 4.12 Earnings/loss per share

The Group presents basic earnings/loss per share (EPS) for its ordinary shares and this is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

#### 4.13 Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

#### 4.14 Segment report

The Group identifies its operating segments based on market segments where the risks and returns are different in each of the markets. For all periods presented, the Group operated in two segments: domestic sales and export sales. In addition, there are two main kinds of product: Drinks and Biscuits.

### 5 Going concern assumption

The separate financial statements have been prepared assuming that the Company will continue as a going concern notwithstanding the fact that the Company's current liabilities exceeded current assets by USD 6,511,176 as at 31 March 2012 (31 December 2011: USD6,531,770).

The Company's continued existence as a going concern is dependent on the continued financial support of its parent company and ultimately on its ability to operate profitably. The parent company issued a formal undertaking to provide financial support in connection with third party undertakings and relief from related party financial obligations.

Accordingly, the Separate financial statements do not include any adjustments relating to the recoverability and classification of recorded assets amounts or to amounts and classifications of liabilities that may be necessary if the Company is unable to continue as a going concern.

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### 6 Cash and cash equivalents

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Cash on hand	6,138	128	9,014	188
Cash in banks	2,174,701	45,295	1,957,847	40,778
	<b>2,180,839</b>	<b>45,423</b>	<b>1,966,861</b>	<b>40,966</b>

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### 7 Other receivables

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Other receivables	4,431	92	4,431	92
	<b>4,431</b>	<b>92</b>	<b>4,431</b>	<b>92</b>

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### 8 Inventories

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Raw materials	1,960,366	40,831	1,874,081	39,033
Tools and supplies	272,923	5,684	410,135	8,542
Work in progress	1,544,745	32,174	618,363	12,879
Finished goods	3,958,234	82,442	3,695,438	76,969
	<b>7,736,269</b>	<b>161,131</b>	<b>6,598,018</b>	<b>137,424</b>
Provision for decline in inventory value	-	-	-	-
	<b>7,736,269</b>	<b>161,131</b>	<b>6,598,018</b>	<b>137,424</b>

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### 9 Taxes and amounts receivable from the State Budget

The outstanding balance including an amount of US\$106,907 represents over- payment of the Company's corporate income tax made for the year 2007. The amounts will be net off with tax liabilities or tax filings in the succeeding years.

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### 10 Tangible fixed assets

	Building USD	Machinery & Equipment USD	Motor vehicles USD	Office equipment USD	Total USD
<b>Historical cost</b>					
01/01/2012	-	22,829,655	501,033	222,561	23,553,249
Acquisition	-	10,546	53,086	12,358	75,991
Transfer from CIP	-	-	-	-	-
Disposals	-	-	-	-	-
31/03/2012	-	22,840,201	554,119	234,919	23,629,240
31 March 2012 (VND million)	-	475,716	11,541	4,893	492,150
<i>Fully depreciated</i>	-	1,124,509	329,272	37,930	1,491,711
<i>Fixed assets not in use (**)</i>	-	5,204,853	193,237	58,082	5,456,172
<b>Accumulated depreciation</b>					
01/01/2012	-	(11,455,449)	(428,034)	(146,656)	(12,030,139)
Charge for the year	-	(365,261)	(7,157)	(4,579)	(376,997)
Disposals	-	-	-	-	-
31/03/2012	-	(11,820,710)	(435,191)	(151,235)	(12,407,136)
31 March 2012 (VND million)	-	(246,202)	(9,064)	(3,150)	(258,416)
<i>Fixed assets not in use (**)</i>	-	(3,641,421)	(193,068)	(55,159)	(3,889,648)
<b>Net book value</b>					
01/01/2012	-	11,374,206	72,999	75,905	11,523,110
31/03/2012	-	11,019,492	118,928	83,684	11,222,104
31 March 2012 (VND million)	-	229,514	2,477	1,743	233,734
<i>Fixed assets not in use (**)</i>	-	1,563,432	169	2,923	1,566,524

(\*\*) Those assets had been moved from the old factory located in the central of Bien Hoa City to new one located in Tam Phuoc Industrial Park, Bien Hoa City. The Company has insufficient demand to warrant bringing these assets into use at the present time.

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#### 11 Construction in progress

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Opening balance	340,673	7,096	188,896	3,934
Additions during the year	21,239	442	161,613	3,366
Disposal	-	-	(9,836)	(205)
Closing balance	361,912	7,538	340,673	7,096
Including:				
ERP software	361,912	7,538	340,673	7,096
Others	-	-	-	-
	361,912	7,538	340,673	7,096

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#### 12 Investment in subsidiaries

	31 March 2012		% equity held	
	USD	31 Dec 2010	31 March 2012	31 Dec 2010
	USD	USD	USD	VND million
Avafood Shareholding company	4,500,000	4,500,000	90%	90%
	4,500,000	4,500,000	-	-

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#### 14 Deferred tax assets

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Deferred tax assets	2,054,327	42,788	2,054,327	42,788

This pertains to the deferred income tax recognized in 2008 relative to the Company's net loss reported for that year.

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#### 15 Short term borrowings and debts

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million

Loans from Kirin Holding LTD (3)	20,000,000	416,560	19,000,000	395,732
	<b>20,000,000</b>	<b>416,560</b>	19,000,000	395,732

(3) Loans from Kirin Holding Limited	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Denominated in USD	20,000,000	416,560	19,000,000	395,732
	<b>20,000,000</b>	<b>416,560</b>	19,000,000	395,732

In 2011, the Company entered into several revolving loan agreements amounting to USD 19 millions with Kirin Holdings Company Ltd, the ultimate parent company. The credit facility is subject to interest based on the base rate plus 1% per annum. The base interest rate is equal to the London Inter-Bank Offered Rate for US Dollars published and released to the market at approximately 11:00 AM London time two London Banking Days before the commencement of the Interest period. The applicable interest rates of these loans range from 1.425% to 1.749%. All these loans will mature in 2012.

In November 2011, the Company entered into another revolving loan agreement with Kirin Holdings Company Ltd amounting to USD 6 millions. The facility is subject to interest based on the same base rate above plus 1% per annum. The amount of USD 1million was partially released to the Company in January 2012.

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#### 16 Trade accounts payable

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Payable to suppliers	4,394,719	91,533	2,517,994	52,445
Payable to related parties (Note 39)	275,018	5,728	584,656	12,177
	<b>4,669,737</b>	<b>97,261</b>	<b>3,102,650</b>	<b>64,622</b>

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#### 17 Taxes and amounts payable to state budget

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Value added tax	-	-	98,116	2,044
Personal income tax	11,792	246	19,729	411
Import, export tax	2,203	46	-	-
Other taxes	4,819	100	18,729	390
	<b>18,813</b>	<b>392</b>	<b>136,574</b>	<b>2,845</b>

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#### 18 Accrued expenses payable

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Transportation	197,180	4,107	143,072	2,980
Trade discounts	40,283	839	46,723	973
Others	321,596	6,698	224,884	4,684
	<b>559,059</b>	<b>11,644</b>	<b>414,678</b>	<b>8,637</b>

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#### 19 Other payables

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Dividend payable (Note 35)	24,265	505	24,265	505
Trade union, social and health insurance	13,403	279	8,004	167
Other payable	26	1	1,060,820	22,095
	<b>37,694</b>	<b>785</b>	<b>1,093,089</b>	<b>22,767</b>

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#### 20 Long term borrowings and debts

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Loan from Trade Ocean Holdings Sdn Bhd	3,430,928	71,459	3,430,928	71,459
	<b>3,430,928</b>	<b>71,459</b>	<b>3,430,928</b>	<b>71,459</b>

Loan from Trade Ocean Holdings Sdn Bhd

Previously it was a converted five year shareholder loan under a loan agreement dated 30 July 2009. The loan bears interest at SIBOR three months less 1%. On February 28, 2011, Trade Ocean Holdings Sdn Bhd (“TOH”), parent company, and The Company and Mr Pang Tee Chiang (“PTC”) entered into a Loan Novation Agreement whereby TOH has agreed to assume the rights and obligations of the USD3,430,928 loan PTC had extended to the company.

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**21 Owner's equity**

	Share capital	Share premium	Undistributed earnings	Total
	USD	USD	USD	USD
Prior year's opening balance	18,313,995	4,082,759	(10,705,863)	11,690,891
Prior year's net profit/loss	-	-	(3,359,536)	(3,359,536)
Prior year's closing balance	18,313,995	4,082,759	(14,065,399)	8,331,355
31 December 2011 (VND million)	381,444	85,036	(292,954)	173,525
Current year's opening balance	18,313,995	4,082,759	(14,065,399)	8,331,355
Current year's net profit/loss			(231,831)	(231,831)
Current year's closing balance	18,313,995	4,082,759	(14,297,230)	8,099,524
31 March 2012 (VND million)	381,444	85,036	(297,783)	168,697

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**22 Paid-in capital**

The Company's charter capital is VND291,409,840 thousand (equivalent US\$18,313,995), which is divided into 29,140,984 ordinary shares with par value of VND10,000 each.

	31 March 2012		USD equivalent
	Number of shares	VND'000	
Authorized	29,140,992	291,409,920	<b>18,314,000</b>
Issued and fully paid	29,140,984	291,409,840	<b>18,313,995</b>

Details of shareholders as at 31 March 2012 are as follows:

	Number of shares		Total	Par value VND'000	Equivalent capital amount	
	Listed shares	Unlisted shares			VND'000	%
Trace Ocean Holding	-	16,684,646	<b>16,684,646</b>	10	<b>166,846,460</b>	57.25%
Indochina Beverage		5,499,840	<b>5,499,840</b>	10	<b>54,998,400</b>	18.87%
Yau Hau Jan	-	81,139	<b>81,139</b>	10	<b>811,390</b>	0.28%
Public shareholders	6,875,359	-	<b>6,875,359</b>	10	<b>68,753,590</b>	23.59%
	6,875,359	22,265,625	<b>29,140,984</b>		<b>291,409,840</b>	<b>100%</b>

On 5 March 2012, the Vietnam Securities Depository approved the transfer of 5,499,840 unlisted shares (equivalent to 18.87% of equity interest) from Mr. Pang Tee Chiang, the former General Director, to Indochina Beverage Holdings Ltd., a company established in The British Virgin Isles. Approval was given to amend the Investment Certificate dated 22 April 2011 granted by The Board of Management of Dong Nai Industrial Zone.

Details of shareholders as at 31 December 2011 are as follows:

	Number of shares		Total	Par value VND'000	Equivalent capital amount	
	Listed shares	Unlisted shares			VND'000	%
Trace Ocean Holding	-	16,684,646	<b>16,684,646</b>	10	<b>166,846,460</b>	57.25%
Pang Tee Chiang	606,984	5,499,840	<b>6,106,824</b>	10	<b>61,068,240</b>	20.96%
Yau Hau Jan	-	81,139	<b>81,139</b>	10	<b>811,390</b>	0.28%
Public shareholders	6,268,375	-	<b>6,268,375</b>	10	<b>62,683,750</b>	21.51%
	6,875,359	22,265,625	<b>29,140,984</b>		<b>291,409,840</b>	<b>100%</b>

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**23 Net sales**

Revenue	Q1-2012		Q1-2011	
	USD	VND million	USD	VND million



**Interfood Shareholding Company**

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Domestic sales	9,629,454	200,562	12,511,003	236,858
Export sales	497,570	10,363	492,171	9,318
	<b>10,127,024</b>	<b>210,926</b>	<b>13,003,175</b>	<b>246,176</b>
Sales deduction:				
Sales allowance	(296,033)	(6,166)	(328,964)	(6,228)
Sales return	(5,005)	(104)	(8,146)	(154)
	<b>9,825,985</b>	<b>204,656</b>	<b>12,666,065</b>	<b>239,794</b>
<b>Net sales</b>	<b>9,825,985</b>	<b>204,656</b>	<b>12,666,065</b>	<b>239,794</b>

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**24 Cost of goods sold**

	Q1-2012		Q1-2011	
	USD	VND million	USD	VND million
Cost of goods sold for domestic sales	7,560,546	157,471	9,489,411	179,654
Cost of goods sold for export sales	411,394	8,569	447,670	8,475
	<b>7,971,940</b>	<b>166,040</b>	<b>9,937,081</b>	<b>188,129</b>

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**25 Income from financial activities**

	Q1-2012		Q1-2011	
	USD	VND million	USD	VND million
Interest income from bank deposits	5,602	117	3,220	61
Interest income from loan to a related party (Note 33)	-	-	254,375	4,816
Realised gains from foreign exchange	-	-	797,659	15,101
Unrealised gains from foreign exchange	41,301	860	-	-
	<b>46,903</b>	<b>977</b>	<b>1,055,254</b>	<b>19,978</b>

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**26 Expenses for financial activities**

	Q1-2012		Q1-2011	
	USD	VND million	USD	VND million
Interest expense	96,013	2,000	390,350	7,390
Realised foreign exchange losses	5,080	106	804,079	15,223
Unrealised foreign exchange losses	-	-	-	-
Other finance expenses	-	-	7,879	149
	<b>101,093</b>	<b>2,106</b>	<b>1,202,308</b>	<b>22,762</b>

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**27 Selling expenses**

	Q1-2012		Q1-2011	
	USD	VND million	USD	VND million
Transportation expense	469,372	9,776	614,859	11,641
Salary	542,744	11,304	450,473	8,528
Sale commission and promotion	578,867	12,057	758,976	14,369
Depreciation	7,157	149	6,731	127
Office rental fee	27,757	578	34,193	647
Other expenses	133,700	2,785	95,408	1,806
	<b>1,759,597</b>	<b>36,649</b>	<b>1,960,640</b>	<b>37,119</b>

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**28 General and administration expenses**

	Q1-2012		Q1-2011	
	USD	VND million	USD	VND million
Salary	143,817	2,995	199,571	3,778
Depreciation expenses	4,113	86	5,015	95
Office expenses	52,088	1,085	51,450	974
Bank charges	5,198	108	8,221	156
Outside services expenses	19,797	412	16,267	308
Consultant fee	80,378	1,674	120,331	2,278
Others	9,398	196	43,353	821
	<b>314,789</b>	<b>6,556</b>	<b>444,206</b>	<b>8,410</b>

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**29 Other income**

	Q1-2012		Q1-2011	
	USD	VND million	USD	VND million

**Interfood Shareholding Company**

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Other income	124,354	2,590	10,641	201
	124,354	2,590	10,641	201

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**30 Other expenses**

	Q1-2012		Q1-2011	
	USD	VND million	USD	VND million
Write-off unaccounted accounts receivable and prepayment	5,400	112	-	-
Depreciation of idle assets	76,254	1,588	57,019	1,079
Others	-	-	868	16
	81,654	1,701	57,887	1,096

**31 Cost by element**

	Q1-2012		Q1-2011	
	USD	VND million	USD	VND million
Raw materials	7,730,726	161,016	7,663,733	159,620
Labour cost	998,592	20,799	974,162	20,290
Depreciation and amortisation	300,743	6,264	381,364	7,943
Outside service costs	1,128,180	23,498	1,331,967	27,742
Other costs	1,022,903	21,305	1,037,894	21,617
	11,181,145	232,881	11,389,120	237,213

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**32 Corporate income tax**
**Interfood Shareholding Company**

The Company is liable to corporate income tax at the rate of 15% for a period of 12 years from 1994, the year it commenced commercial operations. Thereafter, from 2006 onwards the Company is subject to income tax at the rate of 25%.

According to Decree No. 24/2007/NĐ-CP dated 14 February 2007 (which replaced Decree No. 164/2003/NĐ-CP dated 22 December 2003), the Company is entitled to tax incentives in relation to the relocation of its business activities out of an urban area. In 2006, the Company relocated one of its production lines from Bien Hoa City to Tam Phuoc Industrial Zone, Biên Hòa City. As at the end of year 2009, the company has completed for the relocation the remaining production lines from Bien Hoa City to Tam Phuoc Industrial Zone.

As a result, profit derived from this line is exempt from Corporate income tax for 2 years and a reduction of 50% for the following 6 years.

Also as stated in this Decree, the Company is entitled to tax incentives in relation to investments made in new production lines that are qualified under this Decree. The tax incentives include one year of exemption from Corporate income tax and a reduction of 50% for the following four years applied to profit derived from the new production lines

In accordance to Letter No. 11924/TC-CST dated 20 October 2004 issued by the Ministry of Finance, the Company is entitled to a 50% reduction for two years after listing its shares in Ho Chi Minh City Securities Trading Centre. The Company has completed the registration with the tax authority to apply the incentives commencing from 2007.

	Year ended 31 March 2012		Year ended 31 December 2011	
	USD	VND million	USD	VND million
Accounting profit/loss before tax	(231,831)	(4,829)	(3,278,813)	(68,291)
<b>Permanent difference</b>				
- Expenses without appropriate supporting document	-	-	3,184	66
- Fee for the Board of Management	-	-	5,761	120
- Depreciation of idle assets	76,254	1,588	313,138	6,522
- Administration Penalty	-	-	86,626	1,804
<b>Temporary difference</b>				
- Accrued expenses	559,059	11,644	414,678	8,637
- Unrealized loss from foreign exchange difference	-	-	-	-
- Severances allowances	-	-	35,822	746
<b>Less: Adjustments for decreasing profit before tax</b>				
- Accrued expenses recognized from prior years	(414,678)	(8,637)	(436,093)	(9,083)
- Unrealised loss on foreign exchange difference in the price	-	-	(5,019)	(105)
Taxable Profit (loss) from normal business	(11,196)	(233)	(2,860,716)	(59,583)
Less: Gain on capital assignment	-	-	-	-
<b>Taxable profit for normal operating activities</b>	(11,196)	(233)	-	-
Income tax expenses at tax rate of 25%	-	-	-	-
Tax incentive on income from incremental investment and relocation	-	-	-	-

**Interfood Shareholding Company**

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Income tax expense from normal operating activities	-	-	-	-
Corporate income tax expenses from disposal of capital assignment	-	-	-	-
Corporate income tax expense	-	-	-	-
Utilization of taxable loss carried forward	-	-	-	-
Total corporate income tax expenses for the current year	-	-	-	-
<b>Total corporate income tax expenses for the current year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Tax losses can be carried forward to offset future years' taxable income up to five years from the year in which they were incurred. The actual amount of accumulated losses that can be carried forward is subject to the result of tax audit carried out by the local tax authorities. Tax losses available for offset against future taxable income are as follows:

Year	Status of tax audit	Tax losses USD	Utilised USD	Expired USD	Tax losses carried forward USD	Year of expiration USD
2008	Not yet performed	(13,074,272)	1,207,060	-	(11,867,212)	2013
2009	Not yet performed	(29,892)	-	-	(29,892)	2014
2010	Not yet performed	-	-	-	-	-
2011	Not yet performed	(2,860,716)	-	-	(2,860,716)	2015
2012	Not yet performed	(231,831)	-	-	(231,831)	2016
		<b>(16,196,711)</b>	<b>1,207,060</b>	<b>-</b>	<b>(14,989,651)</b>	

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**33 Related party transaction and balances**

During the year, the following transactions with related parties were recorded:

Related parties	Relation	Transaction	Payable	Loan
Kirin Holding Limited	Ultimated	Converted other payable to short-term loan		1,000,000
	Parent	Loan interest	96,013	-
	Company	Secondment fee	84,452	-
Vietnam Kirin Beverage Company	Affiliate	Purchase	723,151	-
		Processing fee	269,986	-

At 31 March 2012, the following balances were outstanding with related parties:

Related parties	Relation	Transaction	Payable	Loan
Kirin Holding Limited	Ultimated	Short-term loan		20,000,000
	Parent	Loan interest	188,842	-
	Company	Secondment fee	84,839	-
Trade Ocean Holdings Sdn Bhd	Parent	Long-term loan		3,430,928
Vietnam Kirin Beverage Company	Affiliate	Purchase	179,051	
		Processing fee	95,508	
			<b>548,240</b>	<b>23,430,928</b>

**34 Segmental information**

At 31 March 2012, management determined the following reportable segments by categories of sales: (1) domestic sales and (2) export sales. The Company analyses segment revenue and cost of sales.

The segment results for Q1-2012 are as follows:

	Domestic USD	Export USD	Total USD
Sales revenue - net	9,328,415	497,570	9,825,985
Cost of sales	(7,560,546)	(411,394)	(7,971,940)
Gross profit	1,767,869	86,176	1,854,045
Gross profit - VND Million	36,821	1,795	38,616

The segment results for Q1-2011 are as follows:

	Domestic USD	Export USD	Total USD
Sales revenue - net	12,174,434	491,631	12,666,065
Cost of sales	(9,489,411)	(447,670)	(9,937,081)

Gross profit	2,685,023	43,961	2,728,984
Gross profit - VND Million	55,924	916	56,839

Management also determined the following reportable segments by categories of products: (1) drinks, (2) biscuits and (3) others. The Company analyses segment revenue and cost of revenue.

**The segment results for Q1-2012 are as follows:**

	Drinks USD	Biscuits USD	Others USD	Total USD
Sales revenue - net	8,674,830	310,409	840,745	9,825,985
Cost of sales	(7,291,761)	(364,001)	(316,178)	(7,971,940)
Gross profit	<b>1,383,069</b>	<b>(53,592)</b>	<b>524,568</b>	<b>1,854,045</b>
Gross profit - VND Million	28,807	(1,116)	10,926	38,616

**The segment results for Q1-2011 are as follows:**

	Drinks USD	Biscuits USD	Others USD	Total USD
Sales revenue - net	11,613,803	289,160	763,102	12,666,065
Cost of sales	(8,944,367)	(338,334)	(654,380)	(9,937,081)
Gross profit	<b>2,669,436</b>	<b>(49,174)</b>	<b>108,722</b>	<b>2,728,984</b>
Gross profit - VND Million	55,599	(1,024)	2,264	56,839

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**35 Profit/Loss per share and dividends**

Basic loss per share is shown below:

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Profit/(Loss) attributable to shareholders of the Company	<b>(231,831)</b>	<b>111,187</b>	(231,831)	(3,359,536)
Weighted average number of ordinary shares on issue	<b>29,140,984</b>	<b>29,140,984</b>	29,140,984	29,140,984
Basic loss per share	<b>(0.008)</b>	<b>0.004</b>	(0.008)	(0.115)

No dividend was declared in 1st quarter of 2012. As at 31 March 2012, the 2007 dividends payable amounting to USD24,265 was not paid and included in the other payables (Note 22).

**36 Board of Director and Management's remuneration**

During the year, the members of Board of Director and Management received remuneration as follows :

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Salary	<b>100,107</b>	<b>2,085</b>	322,917	6,726
	100,107	2,085	322,917	6,726

**37 Commitments**

As at 31 March 2012, the Company was committed under non cancellable operating lease agreements in the following amounts:

	31 March 2012		31 December 2011	
	USD	VND million	USD	VND million
Within the next year	<b>315,743</b>	<b>6,576</b>	343,054	7,145
Within two to five years	<b>1,108,334</b>	<b>23,084</b>	1,148,730	23,926
Above five years	<b>730,398</b>	<b>15,213</b>	1,129,722	-
	<b>2,154,475</b>	<b>44,873</b>	2,621,506	31,071

The Separate financial statements were approved by the Board of Directors on 24 April 2012

*(Signed and Sealed)*

*(Signed)*

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Michio Nagabayashi  
Chairman, General Director

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Nguyen Hong Phong  
Chief Accountant