

MINUTES
2nd EXTRAORDINARY SHAREHOLDERS' MEETING 2016
EVERPIA JSC

Name of the Company : Everpia Joint Stock Company
Address : Noi Thuong Residential Area, Duong Xa Commune, Gia Lam, Hanoi
Business Registration : 0101402121 first certified on 27th Apr 2007, 17th amendment on 5th Oct 2016
Meeting time : 9:25 – 10:25 on 28th Oct 2016
Meeting place : Everpia Branch in Hung Yen (Tan Quang Commune, Van Lam District, Hung Yen Province)
Meeting content : Shareholders' Meeting has discussed and got approval on these following contents:

- Issuing Depositary Receipt in Korean Securities Market
- Amendment of Company Charter

Chairman : Mr. Lee Jae Eun – BOD's Chairman
Vote Checking Board : Ms. Nguyen Thi Bao Ngoc and Ms. Tran Thi Loan
Secretary : Ms. Nguyen Thi Phuong Thanh
Number of attendances: 74 shareholders and authorised persons have attended the meeting, made up of 23.399.135 shares, equivalent to 56% of total voting shares.

I. MEETING HAPPENING

A- MEETING OPENING

1. Ms. Nguyen Thi Bao Ngoc has represented the Status Verification team announce the Report on Shareholder Status Verification:
 - Total voting shares: 41.979.773 shares
 - Number of shareholders attending is 74 owning shareholders, represent for 23.399.135 shares, accounted for 56% total of voting shares.
2. Ms. Dinh Thi Thanh Nhan- on behalf of Board of Directors reports the Shareholders' Meeting to approve on list of Presidium, Secretary and Meeting agenda by raising up voting card. Shareholders' Meeting has approved by 100%
 - 2.1. The Presidium includes:
 - Mr. Lee Jae Eun – Chairman of BOD – Chairman
 - Mr. Cho Yong Hwan – Member of BOD
 - Mr. Nguyen Van Dao – Member of BOD

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- 2.2. Secretary
 - Ms. Nguyen Thi Phuong Thanh – Legal Manager
- 2.3. Status Verification team
 - Ms. Nguyen Thi Bao Ngoc – Accounting Manager
- 2.4. Meeting agenda
 - Attending shareholders carry out the voting and approve on meeting contents

B- APPROVAL ON MEEETING STATEMENT

Each shareholder is provided a Voting Card, including Depository Registration number, number of voting shares (both ownership and authorisation) and have stamped by the Company. Shareholders carry out their voting (respectively: agree, disagree, no idea) for a content by raising up their voting card. Mr. Lee Jae Eun – Chairman of BOD, has represented the Presidium to read Meeting Statement and ask for voting:

I. Approved on issuance plan of Korean Depository Receipt (“KDR”) in Korean Securities Market:

1. Type of securities : Depository Receipts listed in Korean Securities Market
2. Type of share issuing : Ordinary shares
3. Par value : 10.000VND/ share
4. Expected scale of the issuance: maximum 15.000.000 shares
5. Objective of issuance : buy land and build new factory in Khoai Chau commune, Hung Yen province and supplement operating capital for the Company
6. Method of issuance : KDR will be issued by Korean Securities Depository (KSD) based on the underlying shares issued and deposited at Vietnam Securities Depository (VSD)
7. Number of times issuing: KDR will be issued only one time
8. Expected issuing time : within 1st half of 2017 and could be changed according to Board of Directors’ Resolution
9. Conversion between KDR and underlying shares: The underlying shares can be fundamentally used for the issuance of KDR, and vice versa, KDR can be cancelled and converted into underlying shares.
10. Other issues
 - a. Shareholders’ Meeting approves that underlying shares custodian will not have to do the public purchasing offer when they get the underlying shares as a deposit, which may lead to the fact that the custodian owns more than 25% of total outstanding shares;
 - b. Regarding to new underlying shares for KDR, shareholders:
 - Approve on not implementing priority to buy new shares which respectively equal owning share ratio of each shareholder related to the issuance of KDR;
 - Approve on the increase of charter capital being equivalent to total value of shares owned by shareholders;
 - Approve on the amendment and supplementation of Company Charter to recognize new charter capital

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- Approve on the supplementary registering, depository of new shares via Vietnam Securities Depository (VSD) and authorize the BOD to actively implement and complete all related procedures.
- c. Authorize and give permission for Board of Directors to implement these following tasks:
 - Decide offering price of new shares based on the principle that offering price will not be lower than book value recorded at the latest Financial Report or average reference price of 30 prior continuous trading sessions;
 - Decide total number of issuing shares and issuing time; completing issuing document sent to State Securities Commission of Vietnam (SSC). In case that the SSC requests the Company of any amendment and supplementation, the BOD will have right to do the amendment or supplementation based on SSC's recommendation;
 - Decide method and period of payment collected from the offering;
 - Determine detail method of capital use, which gained from the issuance, and report to Shareholders at the nearest Shareholders' meeting;
 - Choose consulting organization supporting for the issuance;
 - Negotiate and decide detail terms and conditions, to sign contract and carry out agreements relating to the KDR issuance;
 - Implement procedure to adjust Business Certificate after the completion of share issuance
 - Decide and carry out other necessary tasks considered important relating to the KDR issuance.

Voting result:

- Agree: 20.186.610 shares - Rate: 86.27% of total attending shares
- Disagree: 3.203.025 shares - Rate: 13.69% of total attending shares
- No idea: 9.500 shares - Rate: 0.04% of total attending shares

II. Amendment and supplementation of Company Charter

No.	Current provision	Proposal of amendment	Reason
1	<p>Clause 8 Article 5. Charter Capital, shares, founding shareholders</p> <p>The Company can be able to issue other types of securities after getting the approval of Shareholders through written document as well as in accordance with the law and regulation on securities market.</p>	<p>Regarding to convertible bond and bond with warrant: Shareholders will approve on bond issuing method.</p> <p>Regarding to other types of bonds and securities: Board of Directors will approve on the issuing method, based on company organizational structure and objective of the issuance.</p>	<p>Amend the Charter in accordance with current law and regulation on offering and additional issuing.</p>

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Voting result:

- Agree:	20.203.610 shares	- Rate:	86.34%	of total attending shares
- Disagree:	3.188.025 shares	- Rate:	13.62%	of total attending shares
- No idea:	7.500 shares	- Rate:	0.04%	of total attending shares

C- MEETING DISCUSSION

1. Mr. Lee Jae Eun – Chairman holds the discussion on contents of the Meeting.
2. The discussion among attendances: The content was regarding to the issuance of KDR on Korean Securities Market. All questions from shareholders have been fully answered and explained.

Question 1: How effective the method of capital mobilization would be through the issuance of KDR?

We chose to issue KDR on Korean Securities Market to diversify ways of capital mobilization and maximize value of the Company. Moreover, if we want to issue KDR, we'll not only need an international-standard financial statement but also our corporate governance has to comply with international rules and standards, either. That is to say, every single activities of the Company would be much more transparent. It will contribute to bring more benefit to shareholders and be considered as the basis for company's development in long-term.

Question 2: I don't completely understand the way of issuing KDR. Which banks will be competent to carry out this issuance?

The overall process will be: EVE will issue new shares and deposit the shares at Vietnam Securities Depository (VSD). Then, Korean Securities Depository (KSD) will be the organization receiving total number of underlying shares and carry out the issuance of KDR. The entire KDR will be deposited in a bank designated by KSD

Question 3: As far as I know, the P/E of textile companies in Korea is around 18x. Why didn't the Company set the offering price be 1.5x, compared to the current market price?

The expected offering price is set according to law and regulations in Vietnam. When KDR has been issued, the higher offering price is, the more benefit for shareholders and company can gain. We choose to carry out the offering in Korean Securities Market under the method of firm commitment, that is to say, if the total number of shares can not be completely sold out to investors, then the securities companies will be responsible to buy back all remaining shares. Therefore, we would like to negotiate more in detail about the offering price, with the underwriting organization, after our Financial Statement is completely formulated under the international standard that ensures the maximum benefit for shareholders and the Company.

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D- 10 MINUTES MEETING BREAK

II. APPROVE ON THE MINUTES AND RESOLUTION

Ms. Nguyen Thi Phuong Thanh representing the Secretary read Meeting Minutes and Resolution in front of all shareholders. Shareholders have approved by 100% of total attending shares.

The Minutes has 06 pages, made and approved at 10.25 am

Hung Yen, 28th Oct 2016

Secretary



NGUYEN THI PHUONG THANH

CHAIRMAN



M.S.D.N: 0101402181-C.T.
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CỔ PHẦN
EVERPIA
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