

**RESOLUTION**  
**2<sup>nd</sup> EXTRAORDINARY SHAREHOLDERS' MEETING 2016**

Today, on 28<sup>th</sup> Oct. 2016, the Extraordinary Shareholders' Meeting 2016 was held at Hung Yen Branch, with the attendance of 74 shareholders representing 23.399.135 shares accounted for 56% of total shares with voting right (41,979,773 shares).

After a thorough discussion, the Extraordinary Shareholders' Meeting is unanimously to decide the following issues:

**DECISION**

**Article 1. Approved on issuance plan of Korean Depositary Receipt ("KDR") in Korean Securities Market:**

1. Type of securities : Depositary 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 amendment and supplementation of Company Charter to recognize new charter capital

- Approve on the supplementary registering, depository and issuance 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.

**Article 2. Amend Clause 8 Article 5 of Company Charter**

Regarding to convertible bond and bond with warrant: Shareholders will approve on bond issuing method.

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.

**Article 3.** This Resolution is adopted in full text at 2nd Extraordinary Shareholder Meeting 2016 of Everpia JSC at 10:25 the same day with rate of approval: 100% of total number of voting shares.

*To:*

- Shareholders
- BOD's members;
- AC members;
- Management

**Pp. SHAREHOLDER MEETING  
CHAIRMAN**



**LEE JAE EUN**

