



No.:02/ĐHĐCĐ2016/NQ

Hung Yen, 24th Jun, 2016

RESOLUTION EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING 2016

Today, on 24th Jun 2016, the Extraordinary General Shareholders' Meeting 2016 was held at Hung Yen Branch, with the attendance of 19 shareholders representing 16.957.452 shares accounted for 60,6% of total shares with voting right (27,986,518 shares).

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

DECISION

1. Article 1. Approve on "Profit distribution plan 2015: stock dividend":

1.1. Profit distribution plan 2015: stock dividend

- Rate : 50% (per 02 shares in hold, a shareholder can receive 01 new shares), authorize the Board of Management to decide the detailed plan and schedule for execution of related procedures.
- Capital of issuing: Retained earnings on Audited Consolidated Financial Statement of Everpia JSC date 31st Dec 2015.
- Expected number of issuing share : 13,993,259 shares
- Par value : 10,000 VND
- Charter capital after issuing : 419,797,770,000 VND

1.2. Plan for issuing stock to pay dividend as below:

- Name of share : Everpia JSC Stock (Stock code: EVE)
- Type of share : Common share
- Par value : 10.000 VND
- Number of issued shares : 27.986.518 shares
- Number of outstanding shares : 27.986.518 shares
- Number of treasury shares : 0 shares
- Expected number of issuing share : 13.993.259 shares
- Total issuing amount based on par value : 139.932.590.000 VND
- Charter capital after issuing : 419.797.770.000 VND
- Issuing rate (*Expected number of issuing share / Number of outstanding shares*): 50%



- Capital source of issuing: Retained earnings on Audited Consolidated Financial Statement of Everpia JSC date 31st Dec 2015. Expected capital amount for stock dividend is 139,932,590,000 VND, in which, non-distributed after tax profit of parent company on Audited Consolidated Financial Statement date 31/12/2015 is 436,787,936,102 VND. Therefore, the Company has sufficient capital amount to implement stock dividend plan 2015 with exercise rate 50%.
- Subject to issue: Existing shareholders on the list as at the record date to have right of receiving stock dividend 2015 that was provided by Vietnam Securities Depository.
- Implementation: Shareholders receiving stock dividend will be implemented by their right, the right of receiving shares that are not allowed to transfer.
- Exercise rate: 2:1 (On the record date, shareholder owns 01 share will have 01 right vote to receive stock and each 02 right vote will be equal to 01 new issuing shares)
- Method of fractional shares settlement: The number of bonus issuing shares to pay dividend will be rounded down to the unit digit, the decimal amount (if any) will be deleted.

For example: At the record date, shareholder A owns 2,157 shares. So he will receive: $2,157 \times 50\% = 1078.5$ shares. According to the principle of round down method, the actual number of stock dividend that shareholder A will receive is 1,078 shares. The remained of 0.5 shares will be deleted.

- Time of implementation: After getting approval of General Shareholder Meeting and State Securities Commission of Vietnam (expected time: 3rd Quarter, 2016).

a. Approve on supplementary registering, depository and issuance

General Shareholder Meeting approves on the supplementary registering, depository and issuance of new shares to pay dividend via Vietnam Securities Depository (VSD) and register for listing these supplementary shares at Hochiminh Stock Exchange (HOSE), authorize the Board of Management to actively implement and complete all related procedures.

b. Approve on the authorization of GSM to BOM to decide related issues, including:

Choosing time of issuing, completing stock issuing document and sending to State Securities Commission (SSC). In the case that SSC requests the Company of any amendment of supplementation, the BOM will have right to do the amendment or supplementation based on SSC's recommendation.

- Choosing suitable time of closing date as well other timelines related to the implementation of stock issuance as regulated.
- Implementing procedures to adjust Business Certificate after the completion of stock issuance.
- Implementing the amendment, supplementation of related terms and conditions in Company Charter after the completion of the issuance.

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- Apart from the contents mentioned above, GSM approves on authorizing BOM to decide other related issues arising during the implementation of stock issuance.

1.3 This will replace the decision of paying stock dividend at Article 5, General Shareholder Meeting's Resolution no. 01/DHDCD2016/NQ

Article 2. Increase the total investment capital of the project as registered at Investment Certificate No. 2184172861 issued by Hanoi Development and Planning Dept., first issuance on 27th Apr 2007, 16th amendment on 21th Sep 2015, from 500 bil VND up to 1,500 bil VND

Authorize the Board of Management to decide the detailed plan and schedule for execution of related procedures until the completion as law and government's regulation.

Article 3. Expand business scope: To carry out trade and distribute (include wholesale, retail), import – export fabric, sew product, shoes and other products used for family purpose.

No.	Business	Code
1	Wholesale of shoes in all kinds of material	46414
2	Wholesale of fabric	46411
3	Wholesale of other products used for family purpose	4649
4	Wholesale of suitcases, bags, purses and wallets, authentic leather and faux leather, etc.	46491
5	Wholesale of ceramic and glass products	46494
6	Wholesale of electrical appliances, bulb and light, kettle, hair-dryer	46495
7	Wholesale of perfumes, cosmetics, anti-bacteria products: soaps, shampoo, body wash, etc.	46493
8	Wholesale of other products used for family purpose that have not clearly allocated: needles and thread, umbrellas, brushes, etc.	46499

Authorizing the Board of Management to decide any other related issues, amend the particular business line (if necessary), and carry out any necessary procedures until completion of expanding business scope in accordance with relevant laws.

Article 4. Dismiss the right as a Audit Committee's member of Mr. Suh Seung Chul, according to his resignation letter on 3rd Jun 2016

Article 5. Elect Mr. Yu Sung Dae as new Audit Committee member replacing Mr. Suh Seug Chul

Article 6. This Resolution is adopted in full text at Extraordinary General Shareholder Meeting 2016 of Everpia JSC at 10:00 the same day with rate of approval: 100% of total number of voting shares.

To:

- BOM members;
- BOD;
- AC members;
- Shareholders

**Pp. GENERAL SHAREHOLDER MEETING
CHAIRMAN**



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