

MINUTES
ANNUAL SHAREHOLDERS' MEETING 2017
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 : 9:15 a.m to 11:30 a.m on 21st Apr 2017
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:

- Report of Board of Directors and Audit Committee in GSM
- Separate financial statements and Consolidated financial statements of 2016 audited by Ernst & Young Vietnam Co., Ltd.
- Profit distribution plan 2016
- Business plan for 2017
- Expanding business scope
- List of independent auditing companies for Financial Statements 2017
- Chairman of BOD can concurrently hold the position of General Director
- Basic remuneration paid for independent Board of Directors and Audit Committee members in 2017
- Transaction with related party – Texpia JSC
- Elect BOD and Audit Committee members for the term 2017 – 2021

Chairman : Mr. Lee Jae Eun – BOD's Chairman

Vote Checking Board :

1. Ms. Nguyen Thi Bao Ngoc - Head of Board
2. Ms. Tran Thi Loan - Member
3. Mr. Tran Tien Tung – Member
4. Mr. Tran Quang Tuan - Member

Secretary : Mr. Tran Thanh Liem and Ms. Hoang Thi Van

Number of attendances: 89 shareholders and authorised persons have attended the meeting, made up of 26,795,239 shares, equivalent to 64% 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 89 owning shareholders, represent for 26,795,239 shares, accounted for 64% total of voting shares.
2. Mr. Ngo Van Tuan- on behalf of Board of Directors reports the Shareholders' Meeting to approve on list of Presidium, Secretary, Vote Checking Board 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
 - 2.2. Secretary
 - Mr. Tran Thanh Liem – B2B Manager – Head of Board
 - Ms. Hoang Thi Van – Staff of Legal department – Member
 - 2.3. Vote Checking Board
 - Ms. Nguyen Thi Bao Ngoc – Accounting Deputy Director – Head of Board
 - Ms. Tran Thi Loan – Accounting Manager – Member
 - Mr. Tran Tien Tung – Member
 - Mr. Tran Quang Tuan - Member
 - 2.4. Meeting agenda
 - Business performance report in 2016 of BOD and Management
 - Report of Audit Committee activities
 - Approval on issues
3. Mr. Lee Jae Eun gave opening speech on behalf of Board of Directors
4. Ms. Dinh Thi Thanh Nhan on behalf of BOD and Management reported Business performance in 2016 and Plan 2017
5. Mr. Truong Tuan Nghia on behalf of Audit Committee reported Audit Committee activities in 2016

B- DISCUSSION

1. Mr. Lee Jae Eun – Chairman held the discussion of meeting content at GSM
2. Meeting discussion at GSM

Mr. Lee Jae Eun – Chairman has answered and explained all shareholders' questions

C- APPROVAL ON MEETING 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:

1. Report of Board of Directors in GSM *(Detail is sent to shareholders as in Meeting document)*

Voting result:

- Agree:	26,795,239 shares	- Rate:	100%	of total attending shares
- Disagree:	..... shares	- Rate:	.....%	of total attending shares
- No idea:	..... shares	- Rate:	.....%	of total attending shares

2. Report of Audit Committee in GSM *(Detail is sent to shareholders as in Meeting document)*

Voting result:

- Agree:	26,795,239 shares	- Rate:	100%	of total attending shares
- Disagree:	..... shares	- Rate:	.....%	of total attending shares
- No idea:	..... shares	- Rate:	.....%	of total attending shares

3. Separate financial statements and Consolidated financial statements of 2016 audited by Ernst & Young Vietnam Co., Ltd. *(Detail is sent to shareholders as in Meeting document)*

Voting result:

- Agree:	26,795,239 shares	- Rate:	100%	of total attending shares
- Disagree:	..... shares	- Rate:	.....%	of total attending shares
- No idea:	..... shares	- Rate:	.....%	of total attending shares

4. Profit distribution plan 2016: Cash dividend and Management fund

- Dividend by cash: 10% of par value (VND1,000/stock), authorize the Board of Directors decide the detail plan so that to ensure the right and benefit of shareholders;
- Management fund allocation: 5% of profit after tax. Authorizing the Management, Board of Director uses the Management fund based on the Company operation so that to ensure the most effective business results;
- Retain profit after allocation: VND 43,154,311,963

Voting result:

- Agree:	26,423,174 shares	- Rate:	98.6%	of total attending shares
- Disagree:	372,065 shares	- Rate:	1.4%	of total attending shares
- No idea:	..... shares	- Rate:	.....%	of total attending shares

5. Business plan for 2017:

(Unit: Mil. VND)

Items	Yr. 2016	% sales	Plan yr. 2017	% sales	Increase
Sales	863,914.6		1,100,000		27.3%
Net profit after tax	89,614.8	10.4%	150,000	13.6%	67.4%

Voting result:

- Agree: 26,448,999 shares - Rate: 98.7% of total attending shares
- Disagree: 346,240 shares - Rate: 1.3% of total attending shares
- No idea: shares - Rate:% of total attending shares

6. Expanding business scope:

Carry out Im-Exporting right, retail and wholesale (includes distribution right) of products, as follow:

- Textiles, woven products, ready-made items, clothing, and other household products;
- Carpets, rugs, curtain, netting, wall and floor cover made by all kinds of material;
- Luggage, handbags, purses, made by all kinds of material;
- Perfumes, cosmetics, cleaning and polishing preparations;
- Electrical household appliances, lighting equipment, other rest household articles and decorations in specialized stores;
- Games and toys and other similar items .

Authorizing the Board of Directors 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.

Voting result:

- Agree: 26,795,239 shares - Rate: 100% of total attending shares
- Disagree: shares - Rate:% of total attending shares
- No idea: shares - Rate:% of total attending shares

7. List of independent auditing companies for Financial Statements 2017 and authorize the Board of Directors, the Management to choose the most suitable one with competitive price and good quality.

- Ernst & Young Vietnam Co., LTD
- PricewaterhouseCoopers Vietnam Co., LTD
- Deloitte Vietnam Co., LTD
- KPMG Vetnam Co.,LTD

Voting result:

- Agree: 26,795,239 shares - Rate: 100% of total attending shares
- Disagree: shares - Rate:% of total attending shares
- No idea: shares - Rate:% of total attending shares

8. Chairman of BOD can concurrently hold the position of General Director.

Voting result:

- Agree: 26,038,779 shares - Rate: 97.2% of total attending shares
- Disagree: 756,460 shares - Rate: 2.8% of total attending shares
- No idea: shares - Rate:% of total attending shares

9. Basic remuneration paid for independent Board of Directors and Audit Committee members in 2017: average amount VND 7.2 mil./person/month. Total expenses (includes remuneration, working activities' expenses, bonus, etc.) must not exceed VND3.6 bil.

Authorizing the Board of Directors to decide the specific remuneration for each individual based on their contribution toward the Company.

Voting result:

- Agree: 26,795,239 shares - Rate: 100% of total attending shares
- Disagree: shares - Rate:% of total attending shares
- No idea: shares - Rate:% of total attending shares

10. Transaction with related party – Texpia JSC, including loans, guarantees or credits with maximum value of 6% of total asset as at the latest Financial Statements. Authorizing Board of Director, Management to decide the specific loan, guarantee amount, the term and condition for each transactions; to sign and implement the related contract or agreements.

Voting result:

- Agree: 20,088,439 shares - Rate: 100% of total attending shares
- Disagree: shares - Rate:% of total attending shares
- No idea: shares - Rate:% of total attending shares

11. Approve on BOD members for the term 2017 – 2021, including 06 people

List of BOD members under accumulative voting result:

No.	Full name of members	Number of vote
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No.	Full name of members	Number of vote
1	Mr. Lee Jae Eun	27,173,977
2	Mr. Cho Yong Hwan	26,123,761
3	Mrs. Lê Thị Thu Hiền	28,084,144
4	Mr. Yu Sung Dae	25,821,584
5	Mr. Park Sung Jin	25,905,584
6	Mr. Nguyễn Khắc Hùng	27,908,354

12. Approve on Audit Committee members for the term 2017 – 2021, including 03 people

List of AC members under accumulative voting result:

No.	Full name of candidates	Current position
1	Mr. Trương Tuấn Nghĩa	28,368,664
2	Mr. Kim Kyoung Rok	26,000,509
3	Mr. Choi Hyung Joon	25,997,899

10-minute meeting break

II. APPROVE ON THE MINUTES AND RESOLUTION

Mr. Tran Thanh Liem 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 11.30 am on 21st Apr 2017

Hung Yen, 21st April 2016

Secretary



TRAN THANH LIEM

CHAIRMAN



LEE JAE EUN

Everpia JSC

Head office and factory

Đông Yên, Yên Lãng District, Hòa Bình City, Vietnam

Tel: 034 4327 6190 Fax: 034 4327 6192

THE SOCIALIST REPUBLIC OF VIETNAM

Independence- Freedom- Happiness

Hung Yen, 21st Apr, 2017

No.:01/DHĐCĐ2017/NQ

RESOLUTION ANNUAL SHAREHOLDERS' MEETING

Today, on 21st Apr 2017, the Annual Shareholders' Meeting 2017 was held at Hung Yen Branch, Everpia JSC with the attendance of 89 shareholders representing 26,794,239 shares accounted for 64% of total shares with voting right.

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

DECISION

Article 1. Approve report of Board of Directors in GSM

Approval rate: 100% of total voting shares

Article 2. Approve report of Audit Committee in GSM

Approval rate: 100% of total voting shares

Article 3. Approve the Financial Statements and Consolidated Financial Statements of 2016 audited by Ernst & YongVietnam Co., Ltd.

Approval rate: 100% of total voting shares

Article 4. Profit distribution plan 2016: Cash dividend and Management fund

- Dividend by cash: 10% of par value (VND1,000/stock). Authorize the Board of Directors decide the time and detail plan so that to ensure the right and benefit of shareholders;
- Management fund allocation: 5% of profit after tax. Authorizing the Board of Directors and Management use the Management fund based on Company's operation so that to ensure the most effective business results;
- Retain profit after allocation: VND 43,154,311,936

Approval rate: 98.6% of total voting shares.

Article 5. Approve the business plan for 2017: Sales is VND 1,100bil. and Net profit after tax is VND 150bil.

Approval rate: 98.7% of total voting shares.

Article 6. Approve to Expanding business scope

Carry out Im-Exporting right, retail and wholesale (includes distribution right) of products, as follow:

- Textiles, woven products, ready-made items, clothing, and other household products;
- Carpets, rugs, curtain, netting, wall and floor cover made by all kinds of material;
- Luggage, handbags, purses, made by all kinds of material;
- Perfumes, cosmetics, cleaning and polishing preparations;
- Electrical household appliances, lighting equipment, other rest household articles and decorations in specialized stores;
- Games and toys and other similar items .

Authorizing the Board of Directors 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.

Approval rate: 100% of total voting shares.

Article 7. Approve the list of independent auditing companies for Financial Statements 2017 and authorize the Board of Management to choose the most suitable one:

- Ernst & Young Vietnam Co., LTD
- Price Waterhouse Coopers Vietnam Co., LTD
- Deloitte Vietnam Co., LTD
- KPMG Vietnam Co., LTD

Approval rate: 100% of total voting shares.

Article 8. Approve to appoint Chairman of BOD concurrently holds the position of the General Director of Everpia JSC.

Approval rate: 97.2% of total voting shares.

Article 9. Approve the basic remuneration paid for independent Board of Directors and Audit Committee members in 2017: average amount VND 7.2 mil./person/month and total expenses (includes remuneration, working activities' expenses, bonus, etc.) must not exceed VND3.6 bil.

Authorizing the Board of Directors decide the specific remuneration for each individual based on contribution toward company.

Approval rate: 100% of total voting shares.

Article 10. Approve on transaction with related party – Texpia JSC, including loans, guarantees or credits with maximum value of 6% of total asset as at the latest Financial Statements. Authorizing Board of Director, Management to decide the specific loan, guarantee amount, the term and condition for each transactions; to sign and implement the related contract or agreements.

Approval rate: 100% of total voting shares.

Article 11. Approve on list of BOD members for the term 2017 -2021

1. Mr. Lee Jae Eun
2. Mr. Cho Yong Hwan
3. Mrs. Lê Thị Thu Hiền
4. Mr. Yu Sung Dae
5. Mr. Park Sung Jin
6. Mr. Nguyễn Khắc Hùng

Article 12. Approve on list of BOD members for the term 2017 -2021

1. Mr. Truong Tuan Nghia
2. Mr. Kim Kyoung Rok
3. Mr. Choi Hyung Joon

Article 13. This Resolution is adopted in full text at Annual Shareholder Meeting 2017 of Everpia JSC at 11.30am the same day with rate of approval: 100% of total the number of voting shares.

To:
- BOD members
- The Management
- AC members
- Shareholders

**Pp. BOARD OF DIRECTORS
CHAIRMAN**

LEE JAE EUN

