



MINUTES
ANNUAL SHAREHOLDERS' MEETING 2018
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 11:50 a.m on 20th Apr 2018

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 in ASM
- Report of Audit Committee in ASM
- Separate financial statements and Consolidated financial statements of 2017 audited by Ernst & Young Vietnam Co., Ltd.
- Distribution plan for the accumulated profit until 31/12/2017
- Business plan for 2018
- List of independent auditing companies for Financial Statements 2018
- Amendment of Company Charter according to decree No 71/2017/NĐ-CP issued on Jun 6th 2017 guiding about company governance for listed companies
- Approval the internal regulations on Corporate Governance which amended according to new law and regulations applied to public companies
- Plan on issuing convertible bonds without collateral to international market
- Chairman of BOD can concurrently hold the position of General Director
- Basic remuneration paid for independent Board of Directors and Audit Committee members in 2018
- Dismiss Board of Director member: Mr. Nguyen Khac Hung
- Dismiss Audit Committee member: Mr. Kim Kyoung Rok
- Elect new BOD and AC members

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

Secretary : Mr. Tran Thanh Liem and Ms. Bui Thanh Huyen

Number of attendances: 80 shareholders and authorised persons have attended the meeting, made up of 23,070,964 shares, equivalent to 58.34% 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: 39,547,973 shares
- Number of shareholders attending is 80 owning shareholders, represent for 23,070,964 shares, accounted for 58.34% total of voting shares.

2. Mr. Phan Hong Nam - 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%.

According to the Resignation letter of Mr. Nguyen Khac Hung and Mr. Kim Kyong Rok, General Shareholders approved by 100% to add the content of Dismissing the membership of BOD of Mr. Nguyen Khac Hung, dismissing AC membership of Mr. Kim Kyong Rok and electing new BOD and AC member into the Meeting Statement.

2.1. The Presidium includes:

- Mr. Lee Jae Eun – Chairman of BOD – Chairman
- Mr. Cho Yong Hwan – Member of BOD
- Mr. Yu Sung Dae – Member of BOD

2.2. Secretary

- Mr. Tran Thanh Liem – B2B Manager – Head of Board
- Ms. Bui Thanh Huyen – Planning Manager – 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 – Planning assistant Manager - Member

2.4. Meeting agenda

- Business performance report in 2017 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 2017 and Plan 2018
5. Mr. Truong Tuan Nghia on behalf of Audit Committee reported Audit Committee activities in 2017

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:

Question 1: EVE have missed the business target in term of revenue and profit for many years. In my opinion, the Company should set up a clear incentive and penalty regime for BOD and Management on this issue.

Answer: This is a very good idea. We will discuss in more details in the next quarterly meeting of BOD and report to shareholders at the soonest time.

Question 2: In 2017, the Company had issued 150 bil. of bond for Vietcombank. In 2018, the Company plans to issue USD 12 million convertible bond for Korean partner in addition. So, what is your investment plan in coming time?

Answer: In 2017, the Company issued corporate bond for Vietcombank with the interest rate at 7.8%/year. The expected interest rate for the bonds issued to Korean market is 1%/year. Hence, the Company can save the interest expense. After successful issuance, we will terminate the Vietcombank bond and carry out the investment activities as described in the issuance plan.

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:	23,098,854 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:	23,098,854 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 2017 audited by Ernst & Young Vietnam Co., Ltd. (Detail is sent to shareholders as in Meeting document)

Voting result:

- Agree:	22,948,384 shares	- Rate:	99.3%	of total attending shares
- Disagree:	..... shares	- Rate:	.....%	of total attending shares
- No idea:	150,470 shares	- Rate:	0.7%	of total attending shares

4. Profit distribution plan: 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;
- Undistributed profit: 287.320.287.406 VND, in which:
 - Profit after tax 2017 : 48.373.146.019 VND
 - Undistributed profit before 2017 : 238.947.141.387 VND

Voting result:

- Agree:	21,803,394 shares	- Rate:	94.39%	of total attending shares
- Disagree:	1,295,460 shares	- Rate:	5.61%	of total attending shares
- No idea:	..... shares	- Rate:	.....%	of total attending shares

5. Business plan for 2018:

(Unit: Mil. VND)

Items	Yr. 2017	% sales	Plan yr. 2018	% sales	Increase
Sales	994,425		1,150,000		15.6%
Net profit after tax	50,919	5.1%	115,000	10.0%	125.8%

Voting result:

- Agree:	22,891,224 shares	- Rate:	99.1%	of total attending shares
- Disagree:	..... shares	- Rate:	.....%	of total attending shares
- No idea:	207,630 shares	- Rate:	0.9%	of total attending shares

6. List of independent auditing companies for Financial Statements 2018 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 Vietnam Co., LTD

Voting result:

- Agree:	23,098,854 shares	- Rate:	100%	of total attending shares
- Disagree:	..... shares	- Rate:	.....%	of total attending shares
- No idea:	..... shares	- Rate:	.....%	of total attending shares

7. Amendment of Company charter in accordance with the decree No 71/2017/NĐ-CP issued on Jun 6th 2017 guiding on company governance for listed companies (Detail is sent to shareholders as in Meeting document)

Voting result:

- Agree:	21,746,234 shares	- Rate:	94.1%	of total attending shares
- Disagree:	1,295,460 shares	- Rate:	5.6%	of total attending shares
- No idea:	57,160 shares	- Rate:	0.2%	of total attending shares

8. Approved the internal regulations on Corporate Governance which amended according to new law and regulations applied to public companies (Detail is sent to shareholders as in Meeting document)

Voting result:

- Agree:	22,948,384 shares	- Rate:	99.3%	of total attending shares
- Disagree:	150,470 shares	- Rate:	0.7%	of total attending shares
- No idea:	..... shares	- Rate:	.....%	of total attending shares

9. Approve the plan on issuing convertible bonds without collateral to international market (Detail is sent to shareholders as in Meeting document)

Voting result:

- Agree:	21,803,394 shares	- Rate:	94.39%	of total attending shares
- Disagree:	1,295,460 shares	- Rate:	5.61%	of total attending shares
- No idea:	..... shares	- Rate:	.....%	of total attending shares

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

Voting result:

- Agree:	21,948,122 shares	- Rate:	95.02%	of total attending shares
- Disagree:	1,144,990 shares	- Rate:	4.96%	of total attending shares
- No idea:	150,470 shares	- Rate:	0.02%	of total attending shares

11. Basic remuneration paid for independent Board of Directors and Audit Committee

members in 2018: 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:	21,953,822 shares	- Rate:	95.0429%	of total attending shares
- Disagree:	1,144,990 shares	- Rate:	4.9569%	of total attending shares
- No idea:	42 shares	- Rate:	0.0002%	of total attending shares

12. Approve the dismissal of Board of Directors' member: Mr. Nguyen Khac Hung.

Voting result:

- Agree:	23,093,112 shares	- Rate:	99.98%	of total attending shares
- Disagree:	..... shares	- Rate:	.....%	of total attending shares
- No idea:	5,742 shares	- Rate:	0.02%	of total attending shares

13. Approve the dismissal of Audit Committee's member: Mr. Kim Kyoung Rok

Voting result:

- Agree:	23,093,112 shares	- Rate:	99.98%	of total attending shares
- Disagree:	..... shares	- Rate:	.....%	of total attending shares
- No idea:	5,742 shares	- Rate:	0.02%	of total attending shares

14. Approve the number of BOD member for additional voting is 01 (one) person.

List of BOD members under accumulative voting result:

No.	Full name	No. of voting shares
1	Mr. Le Kha Tuyen	21,953,864

15. Approve the number of AC member for additional voting is 01 (one) person.

List of AC members under accumulative voting result:

No.	Full name of candidates	No. of voting shares
1	Mr. Ko Tae Yeon	21,953,864

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 07 pages, made and approved at 11.50 am on 20th Apr 2018.

Secretary



TRAN THANH LIEM

Hung Yen, 20th April 2018



CHAIRMAN
CÔNG TY
CỔ PHẦN
EVERPIA
H. H. GIA LAM - P.

LEE JAE EUN