



Everpia JSC
 Head office and factory:
 Duong xa, Gia Lam District, Hanoi City, Vietnam
 Tel: (84-4) 827 6490 Fax: (84-4) 827 6492

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hung Yen, 20th April 2018

No.: 01/ĐHDCD2018/TT

APPENDIX 3.

Plan on issuing convertible bonds without collateral to international market

Dear: Shareholders

The Board of Directors would like to propose Shareholders' Meeting plan on issuing convertible bond through private placement plan in 2018, as follows:

I. General information about Issuer

1. Issuer : Everpia Joint Stock Company
2. Head office : Noi Thuong Residential Area, Duong Xa Commune, Gia Lam District, Hanoi
3. Tel : 04.38276490 Fax: 04.38276492
4. Business Registration No. 0101402121 registered for the first time on April 27th, 2007, amended on September 7th, 2017 by Ha Noi Department of Planning and Investment.
5. Charter capital: 419,797,730,000 VND
6. Legal representative: Mr. Lee Jae Eun - General Director of the Company
7. Main business lines of the company:
 - Distribution right (wholesale) kinds of machinery, raw materials and the products in production and business industry non-woven cloth, filter cloth, felt, quilts, bedding cover, pillow, mattress, sleeping bag backpack, handbag, underwear, and other garment products according to the regulation of Vietnamese law;
 - To carry out import and distribute (include wholesale, retail) furniture made of wood and other material, tools used for kitchen, toilet, office, indoor decoration, home furnishing products and/or other items which has similar purposes with code HS 3924, 7013, 4419, 7323, 6911, 6912, 6913, 9403, 9401.
8. Financial status and business performance of the Company in the last 3 years 2015 - 2017
 - Some consolidated financial indicators of the Company

Unit: mil. VND

No	Indicator	Year 2015	Year 2016	Year 2017
1	Owners' equity	907.003	959.649	916.522
	Share capital	279.865	419.798	419.798

	Share premium	191.000	203.073	203.073
	Treasury shares	-10.491	0	49.000
	Other funds belonging to owners' equity	9.949	12.055	12.968
	Undistributed earnings	436.788	324.896	329.414
2	Total assets	1.108.020	1.114.827	1.276.449
3	Net profit after tax	113.543	89.615	50.919
4	Debt/equity	0.22	0.16	0.37

- Some separate financial indicators of the Company

Unit: mil. VND

No	Indicator	Year 2015	Year 2016	Year 2017
1	Owners' equity	913.569	973.696	925.132
	Share capital	279.865	419.798	419.798
	Share premium	191.000	203.073	203.073
	Treasury shares	(10.491)	0	(49.000)
	Other funds belonging to owners' equity	9.950	12.055	13.373
	Undistributed earnings	443.245	338.770	337.888
2	Total assets	1.112.475	1.125.809	1.293.028
3	Net profit after tax	118.138	97.031	45.519
4	Debt/equity	0,22	0,16	0,40

II. Purpose of bond issuance (plan on use of raised capital)

The Issuer is going to use the Bond for the following purposes:

(i) Launch new product items

(ii) Expand the business operations, details as follows:

- Payment of opening fees for new agents, showrooms;
- Pay for upgrading agent facilities;
- Pay the cost of hiring a brand representative;
- Pay for PR, marketing activities;

(iii) Investment in machinery and equipment, fixed assets for production and business activities.

III. Bond issue

Securities	Everpia Joint Stock Company Convertible Bond 2018 (<i>Bond</i>) Code of Bond: EVE_CB_2018
Type of Bond	Convertible, non-secured Bond, issued in foreign markets
Subject of issue	- Criteria for selecting investors: Foreign investors (institution or individual) with strong financial strength, can support the Company in terms of capital - Name of expected investor: RHINOS VIETNAM CONVERTIBLE BOND PRIVATE INVESTMENT FUND NO.4, under RHINOS ASSET MANAGEMENT CO., LTD.'s management
Offering method	Private issuing
Time for issue	In 2018
Denominated currency and payment	US dollar
Total nominal value	Value is 12,000,000 (<i>Twelve million USD</i>)
Form, nominal value, total bond number	Bonds are issued as book-entry securities. 11 bonds will have a nominal value of USD 1,000,000 each 10 bonds will have a nominal value of USD 100,000 each
Offer price	100% of nominal value
Coupon rate	1% per annum
Yield to Maturity	In case the bondholders do not exercise their right to convert, the issuer will pay the original debt at the compounded rate of 3.5% per annum.
Interest payment period	Every 06 months. The interest payment period begins on the issuance date.
Maturity	05 (five) years from the issuance date
Conversion period	After 1 year from the issuance date to 1 month before maturity, all or part of the issued bonds will be converted into EVE shares Share will be listed on the Ho Chi Minh Stock Exchange after the conversion

Conversion price	Authorize BOD to negotiate the best price for shareholders and companies. The conversion price will be negotiated on the basis of higher than the weighted average price of the EVE shares on the HOSE for the 20 (twenty) consecutive trading days ending on the date immediately prior to the signing date of BOD's resolution.
Conversion ratio	Equal to the par value of the bond in VND divided by the conversion price.
Conversion price adjustment	If EVE price declined below conversion price due to any reason (<i>Ex. Issuing new shares, stock dividend, etc...</i>) conversion price could be adjusted not lower than 70% of original conversion price.
Conversion price adjustment period	Every 3 months during conversion period
Put option of bond holders	After full 03 (three) years upon the Issuing date, every 3 months, bond holders own the right to request issuers to buy back partial or entire issued bond ("Put option") by sending 1 month notice to issuers prior to the expected repurchasing date. In this case, the issuer has to buy back the bond and pay the interest with 3.5% yearly compound rate.
Other right of bond holders	Nominate one person as member of the Board of Directors for the term of 5 (five) years. <i>(Shareholders agree to authorize the Board of Directors to select suitable candidates for long-term development goals of the Company and approve from the shareholders in the nearest meeting.)</i>
Call option of largest shareholder	After full 01 (one) year upon the Issuing date until 1 month before maturity date, every 3 months, the largest shareholder or his nominee own the right to buy back maximum of 30% total issued bonds ("Call option") by sending 1 month notice to bond holders prior to the expected repurchasing date. In this case, the largest shareholder or his nominee will buy back with 4% yearly compounded interest rate more.
Collateral	Bonds are issued in the form of no collateral
Plan of preparing payment sources of bond principal and interest	Expected from the production and business activities of the Company and other legal revenues (if any) of the Company to ensure the full and timely payment of interests when the bonds mature or for the redemption of the Bonds before maturity and for payment of other

obligations of the Issuer against and in connection with the Bonds

Financial risk control	The company issues convertible bonds in USD, so paying interest or redeeming bonds will also be made in USD. Fluctuation in USD and VND exchange rate will affect the amount that the Company must pay to bondholders. However, with the stable revenue from business activities, the profit sharing from the subsidiaries, associates and other efficient projects that the company is investing will ensure that the company has enough cash to pay interest on bonds and redeem bonds.
Legal firm (<i>expected</i>)	BAE, KIM & LEE (Vietnam)
Taxes	The income related to the Bonds is taxable income in accordance with Vietnam Law
Law	Vietnamese Law

IV. Issuing market, analyzing conditions of the issuing market and the fulfillment of requirements at the issuing market

- The Company issues Bonds on Korea's market. Compared with the primary bond market in Asia, the most prominent financial markets are the Singapore and Hong Kong markets. As discussed below, the Company concludes that the bond issuance rates on these markets are still higher than the Korean market on which the Company plans to issue bonds.
- Bond market in Singapore: Singapore is rated by Standard & Poor's at AAA (highest rank) for long-term debt and A-1 + (highest rank) for short-term debt. Some of the bonds have been issued successfully on the Singapore market recently as follows:

Issue party	Term	Coupon rate (%/year)	Currency
ICBC Singapore	03 years	1.875	USD
Lincoln Financing Holdings Pte. Limited	05 years	7.375	USD
Temasek Holdings	08 years	1.5	USD
StarHub	10 years	3.55	USD
PSA International	10 years	2.5	USD

- Another developed market in Asia is Hong Kong market which is rated by Standard & Poor's at AAA (highest rank) for long-term debt and A-1 + (highest rank) for short-term debt. Some

of the bonds recently issued successfully on Hong Kong market are as follows:

Issue party	Term	Coupon rate (%/year)	Currency
Road King Infrastructure	03 years	5	USD
Regal Hotels International	05 years	3.875	USD
CSI Properties	05 years	4.875	USD
Sun Hung Kai Properties	10 years	2.3	HKD
AIA Group	10 years	2.923	USD

- For Korea's Bond Issuance Market: Korea's bond market is rated by the Standard & Poor's at AA (third highest rank) for long-term debt and A-1+ (highest rank) for short-term debt. Some of the bonds issued successfully in the Korean market recently are as follows:

Issue party	Term	Coupon rate (%/year)	Currency
Samsung C&T	03 years	1.736	KRW
KEXIM	05 years	2.125	USD
Kia Motors	05 years	2.625	USD
SBC	10 years	2.236	USD
Korea Gas Corp	10 years	2.325	USD

- According to Standard & Poor's announcement dated June 6, Vietnam's credit ratings is maintained at 'BB-' for long-term debts and at 'B' for short-term debts, with a view of upgrading to 'stable'. In addition, Vietnam's long-term credit rating in ASEAN has been upgraded to 'axB B+' from the previous 'axBB'. Vietnam's short-term rating in ASEAN is maintained at 'axB'.
- Based on the above references and analysis, the issuer believes that issuing bonds on the Korean market to Korean investors is favorable and feasible for the time being.

Article 2. Authorization and execution clause

- After the plan of issuance convertible bond ("CB") being approved by Annual Shareholders Meeting, Shareholders authorize the Board of Directors to make decision on:

- Negotiate and decide any issues relating to the CB issuance, including but not limit to: (i) decision on detailed terms and conditions of CB, time of issuance, actual issuing volume, conversion price, list of potential investors, relevant expenses regarding the issuance; (ii) Negotiate and decide any issues relating to the usage of the capital raised from CB issuance, the implementation and arranging the capital to repay the CB; (iii) Decide the negotiation, signing and implementing the contracts, agreements and relevant documents related to CB issuance; (iv) Decide the amendment

of issuance plan and other relevant documents (if any); and (vi) Decide any incurring issues related to CB.

- (ii) Select the consultant party (if necessary), carry out all the necessary procedures to successfully issue CB and finish the CB registration as regulated by law.
- (iii) Complete all procedures of increasing charter capital corresponding with the conversion result after finish CB to shares; Amend the Company charter according to the increased charter capital after finish the conversion.

- If State Securities Commission and the State Bank have some special requirements, the Board of Directors is authorized to get shareholders' opinion by writing.

Sent:

- *Above;*
- *Save: VP PL*

Pp BOARD OF DIRECTOR
CHAIRMAN
(signed and stamped)
LEE JAE EUN