



**Everpia JSC**

*Head office and factory:*

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SOCIALIST REPUBLIC OF VIETNAM

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## MINUTES ANNUAL SHAREHOLDERS' MEETING 2019 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 27<sup>th</sup> Apr 2007, 17<sup>th</sup> amendment on 5<sup>th</sup> Oct 2016  
Meeting time : 9:05 a.m to 10:55 a.m on 19<sup>th</sup> Apr 2019  
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 2018 audited by Ernst & Young Vietnam Co., Ltd.
- Distribution plan for the net profit after tax in 2018
- Business plan for 2019
- List of independent auditing companies for Financial Statements 2019 and authorize the Board of Directors, Board of Management to choose the company that ensures the quality of service, competitive price.
- Chairman of BOD can concurrently hold the position of General Director
- Basic remuneration paid for independent Board of Directors and Audit Committee members in 2019

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. Đinh Thị Vi and Mr. Tran Tien Tung

Number of attendances: 75 shareholders and authorised persons have attended the meeting, made up of 25.974.789 shares, equivalent to 68.3% 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: 38,047,973 shares
  - Number of shareholders attending is 75 owning shareholders, represent for 25,974,789 shares, accounted for 68.3% total of voting shares.
2. Ms. Dinh Thanh Nhan - on behalf of Board of Directors reports the Shareholders' Meeting to approve on list of Presidium, Secretary 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
    - Mr. Yu Sung Dae – Member of BOD
  - 2.2. Secretary
    - Ms. Dinh Thi Vi –Manager of Legal– Head of Board
    - Mr. Tran Tien Tung- Planning assistant manager- Member
  - 2.3. Meeting agenda
    - Business performance report in 2018 of BOD and Management
    - Report of Audit Committee activities
    - Approval on issues
    - Approval on Minutes and Resolution of ASM
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 2018 and Plan for 2019.
5. Mr. Truong Tuan Nghia - on behalf of Audit Committee reported Audit Committee activities in 2018

### B- DICUSSION

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

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

**Question 1: Currently, the company has 17 showrooms. Does the company plan to open more?**

**Answer:** *In 2019, we plan to open 10 new showrooms. In the provinces from Da Nang to the South such as Da Lat, Phan Thiet, Vung Tau, Nha Trang; instead of opening new agents, we will open a showroom, this strategy not only aims to develop the business system but also to increase Everon's brand value.*



**Question 2: How much is the contract value with Kim Tae Hee and when is the contract valid?**

**Answer:** The Brand representation contract signed with Kim Tae Hee is valid until September 2020. The amount expected to be spent on advertising activities at VND28bil. includes all the cost related to Kim Tae Hee, in that: Advertising contract, TVC making film, 2 album bedding sheets. In the contract signed with Kim Tae Hee, there is a clause about confidentiality of remuneration so we cannot answer about the detail amount.

**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:	25,974,789 shares	- Rate:	100%	of total attending shares
- Disagree:	0 shares	- Rate:	0%	of total attending shares
- No idea:	0 shares	- Rate:	0%	of total attending shares

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

- Agree:	25,974,789 shares	- Rate:	100%	of total attending shares
- Disagree:	0 shares	- Rate:	0%	of total attending shares
- No idea:	0 shares	- Rate:	0%	of total attending shares

**3. Separate financial statements and Consolidated financial statements of 2018 audited by Ernst & Young Vietnam Co., Ltd. (Detail is sent to shareholders as in Meeting document)**

Voting result:

- Agree:	25,974,789 shares	- Rate:	100%	of total attending shares
- Disagree:	0 shares	- Rate:	0%	of total attending shares
- No idea:	0 shares	- Rate:	0%	of total attending shares

**4. Profit distribution plan for 2018: 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: : 34.353.801.923 VND

Voting result:

- Agree: 25,974,789 shares - Rate: 100% of total attending shares
- Disagree: 0 shares - Rate: 0% of total attending shares
- No idea: 0 shares - Rate: 0% of total attending shares

**5. Business plan for 2019:**

*(Unit: Mil. VND)*

Items	Yr. 2018	% sales	Plan yr. 2019	% sales	Increase
Sales	1.180.720		1.300.000		10,1%
Net profit after tax	76.212	6,5%	100.000	7,7%	31,2%

Voting result:

- Agree: 25,959,559 shares - Rate: 99.9% of total attending shares
- Disagree: 15,230 shares - Rate: 0.1% of total attending shares
- No idea: 0 shares - Rate: 0% of total attending shares

**6. List of independent auditing companies for Financial Statements 2019 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: 25,974,789 shares - Rate: 100% of total attending shares
- Disagree: 0 shares - Rate: 0% of total attending shares
- No idea: 0 shares - Rate: 0% of total attending shares

7. **Chairman of BOD can concurrently hold the position of General Director.**

Voting result:

- Agree: 25,974,789 shares - Rate: 100% of total attending shares
- Disagree: 0 shares - Rate: 0% of total attending shares
- No idea: 0 shares - Rate: 0% of total attending shares

8. **Basic remuneration paid for independent Board of Directors and Audit Committee members in 2019:** 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: 25,974,789 shares - Rate: 100% of total attending shares
- Disagree: 0 shares - Rate: 0% of total attending shares
- No idea: 0 shares - Rate: 0% of total attending shares

10 minutes for short break time

**II. APPROVE ON THE MINUTES AND RESOLUTION**

Ms. Dinh Thi Vi 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 05 pages, made and approved at 10.55 am on 19<sup>th</sup> Apr 2019.

*Hung Yen, 19<sup>th</sup> April 2019*

Secretary

CHAIRMAN



DINH THI VI



LEE JAE EUN