



No: 01/ĐHĐCĐ2021/NQ

Hung Yên, 23rd April 2021

RESOLUTION OF ANNUAL GENERAL SHAREHOLDERS' MEETING 2021

Today, on 23rd April 2021, at Hung Yen branch, the Annual Shareholders' Meeting 2021 of Everpia JSC was conducted with attendance of 65 shareholders who owned and represented for 25,612,480 shares, accounting for 67.3% of total shares with voting rights.

After a thorough meeting, the General Shareholders have agreed on the following issues:

DECISIONS

Article 1. Approve the Separate financial statement and Consolidated financial statement of 2020 audited by Ernst & Young Vietnam Co., Ltd.

Approval rate: 100 % of total attending shares

Article 2. Approve the Report of Board of Directors.

Approval rate : 100% of total attending shares.

Article 3. Approve the Report of Board of Supervisors.

Approval rate : 100% of total attending shares.

Article 4. Approve the 2020 profit distribution plan: Cash dividend and Management fund

- Dividend by cash: 10% of par value (VND 1,000/stock), authorize the Board of Directors to decide the time & detailed distribution plan to ensure the right and benefit of shareholders.
- Management fund allocation: 5% of net profit after tax, authorize the Board of Management and Board of Directors to use the Management fund based on the Company operation to ensure the most effective business results;
- If ASM and BOD decide to use treasury shares for stock dividend, this dividend will be counted to the 2020 profit distribution

Approval rate: 100% of total attending shares

Article 5. Approve the business plan for 2021:

Unit: VND million

	Yr. 2020	% sales	Plan yr. 2021	% sales	Increase
Net revenue	855,358		1,060,000		24%
Net profit after tax	42,057	4.9%	75,000	7.1%	78%

Approval rate: 100% of total attending shares

Article 6. Settlement options for the treasury shares purchased before 01/01/2021

1.1. Settlement Options

Option 1: Offering to existing shareholders

I. Issuing plan

1. Total number of treasury shares expected to be sold: maximum 3,810,000 shares
2. Expected selling rate (number of selling shares on total shares): maximum 9.1%
3. Offering method: sell to existing shareholders named in the list of EVE's shareholders as at the closing date to exercise the right to purchase shares
4. Subscription ratio: authorize BOD to decide the detailed ratio in the balance to the other options (if any), to ensure the highest benefit for shareholders and the Company.
5. Processing with odd stocks (if any): the number of shares sold to existing shareholders will be rounded down to the unit. The decimal fraction (if any) will be cancelled
6. Execution time: Authorize BOD to decide according to market conditions and capital needs of Everpia
7. Offering price: 10,000 VND/share
8. Processing with the remaining of shares from existing shareholders that do not carry out the purchasing right: Offer to largest investor at offering price
9. Transfer restriction: not applicable
10. Method of transferring ownership from Everpia to shareholders: follow instructions/regulations/ decisions of Vietnam Securities Depository Center (VSD), State Securities Commission (SSC) and Ho Chi Minh City Stock Exchange (HSX).
11. Authorize BOD and/or the Legal Representative of the Company to add up, explain and complete relevant documents and be entitled to perform all related works in order that SSC and government authorities approve the plan of issuing shares.
12. BOD will report the above issuance plan at the nearest ASM

II. Capital use plan

1. Additional capital gained from selling treasury shares will be allocated to: i) invest into fixed asset, ii) expand market share and product categories.
2. The specific plan of using this capital will be decided by BOD and BOM on the basis of ensuring Everpia interests and ensuring compliance with relevant legal regulations.

Option 2: Employee Stock Ownership Plan

I. Issuing plan

1. Purposes
 - Motivate employees to achieve the 2021 target
 - Encourage and enhance the roles, responsibilities and interests of employees to share the Company's goal and success.
2. Beneficiaries: key employees with outstanding performance
List of eligible employees decided by BOD based on specific criteria
3. Method of distribution: the general principle to distribute stocks will be determined by the combination between individual performance (achievements in the year, successful

performance of assigned work, individual contribution) and company performance (business growth and business efficiency improvement)

4. Total number of shares expected to issue: maximum 1mil shares

5. Offering price: 10,000 VND/share

6. Transfer restriction: 1 year from the finalization date of issuance

The staff who stops working at EVE within the transfer restriction time must transfer back to the Company all given shares at buying price and pay penalties (if any) according to Company's decision.

7. Transaction method: share purchase agreement between Everpia and staff in the eligible list or by the method guided by SSC, HSX and VSD

8. Ownership transfer: follow instructions/ regulations/ decisions of VSD, SSC and HSX.

9. Timing: Within a year after the ASM's approval and after getting approval of SSC

II. Capital use plan

1. Additional capital gained from selling treasury shares will be allocated to: i) launch new product items, ii) expand the business operations

2. The specific plan of using this capital will be decided by BOD and BOM on the basis of ensuring Everpia interests and ensuring compliance with relevant legal regulations.

Option 3: Pay stock dividend

1. Total number of treasury shares expected to be used for stock dividend: 3,931,800 shares

2. Estimated payment ratio: 10% (shareholder owns 10 shares will have right to receive 1 new shares)

3. Execution time: Within a year after the ASM's approval and after getting approval of SSC

4. Subject to issue: Existing shareholders on the list as at the closing date to have right of receiving stock dividend provided by Vietnam Securities Depository.

5. Implementation: The distribution of stock dividend will be implemented according to the right execution method, the right of receiving shares is not allowed to transfer.

6. Approve on the authorization of ASM to BOD to decide related issues, including:

a) Choosing issuance time, completing issuance document and submitting to SSC. In case that SSC requests any amendment or supplementation, the BOD will have right to do the amendment or supplementation based on SSC's requirement.

b) Choosing suitable time of closing date as well other timelines related to the implementation of stock issuance.

c) Make suitable plan to handle the remaining treasury shares that are not fully distributed.

1.2. Authorization

The General Shareholders Meeting authorizes the Board of Directors to:

1. Adjust the Plan if the Board of Directors deems it necessary within the share quantity limit of each plan

2. Decide further details on the basis of the plan approved by the ASM to submit documents to competent authorities.

3. Decide the details within its authority stated in each option;

4. Use one option or mix these options

5. Decide the plan to settle the unused treasury shares (if any)
6. Implement all the procedures in accordance with the law; decide the contents of documents submitted to SSC, VSD, HSX.
7. Decide all the issues, implement all the necessary procedures to successful execution of the settlement plans.
8. Allow the re-authorization to Chairman or CEO to execute the above authorized work.

Approval rate: 99.7% of total attending shares

Article 7. Approve plan on repurchasing shares

7.1. No of shares expected to repurchase: 3,000,000 (Three million) shares

7.2. Transaction method: order matching or put through.

7.3. Principles of determining prices and trading volume: comply with relevant laws and regulations of the Ho Chi Minh City Stock Exchange

7.4. Source of capital: share premium and/or other sources as prescribed by law

7.5. Time of execution: authorize to BOD to decide the execution time depending on market situation, within the period from the date approved by ASM to the next ASM

7.6. Relevant legal procedures after completing the repurchase:

- Update Company's Charter to reduce the charter capital in accordance with the approved plan
- Adjust number of outstanding voting shares with SSC, HSX and VSD
- Reduce Charter capital in ERC

7.7. Authorize BOD to decide and perform the following tasks:

- Decide details within contents approved by the ASM, including: execution time, volume of repurchase, principles for determining price (price range), transaction method, source of capital and other related issues
- Select Securities Company to carry out repurchase transaction
- Decide and implement all legal procedures related to stock repurchase, including: finalizing detail plans and documents for repurchasing shares; report the repurchasing result to government authorities and disclose information; adjust the number of voting shares; reduce charter capital; and other procedures as required by law.
- Decide and implement all the necessary issues and procedures related to shares repurchase and charter capital reduction within the scope approved by ASM.

Approval rate: 100% of total attending shares

Article 8. Approve the resignation of BOD member – Ms. Le Thi Thu Hien

Approval rate: 100% of total attending shares

Article 9. Approve the amendment of the Company charter

Approval rate: 100% of total attending shares

Article 10. Approve the new Internal policy on Corporate Governance

Approval rate: 100% of total attending shares

Article 11. Approve the Operation regulation of Board of Directors, and the Operation regulation of Board of Supervisors.

Approval rate: 100% of total attending shares

Article 12. Approve the list of independent audit firms for Financial statements 2021 and authorize the Board of Directors and Managements to select the most suitable one with competitive price and good quality

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

Approval rate: 100% of total attending shares

Article 13. Approve the basic remuneration paid for independent Board of Directors and Board of Supervisors members in 2021: 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.

Approval rate: 100% of total attending shares

To:

- Board of Directors
- Board of Supervisors
- Board of Management
- Shareholders

On behalf of GENERAL SHAREHOLDERS
CHAIRMAN



LEE JAE EUN

