

Hung Yen, 23rd April 2021

No.: 01/ĐHĐCĐ2021/TT

STATEMENT

(Re: Approval of issues within the authority of Annual Shareholders' Meeting 2021)

To: ANNUAL SHAREHOLDERS' MEETING

Pursuant to:

- Business Law adopted by National Assembly of Socialist Republic of Vietnam on 17th Jun 2020;
- Charter of Everpia JSC and Internal regulations on Corporate Governance;
- Consolidated financial statements of 2020 audited by Ernst & Young Vietnam Ltd;

To create the legal foundation and facilitate the corporate governance for the highest benefit of shareholders, the Board of Directors would like to present the following issues to the Annual Shareholders' Meeting 2021 for approval:

1. Separate financial statements and Consolidated financial statements of 2020 audited by Ernst & Young Vietnam Co., Ltd.

(Consolidated FS is attached in Annual Report 2020. Please visit our website for more information: <http://www.everpia.vn/everon/ir/financial-statement.aspx>)

2. Report of Board of Directors

3. Report of Board of Supervisors

4. 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 decide the detail plan to ensure the right and benefit of shareholders;
- Management fund allocation: 5% of profit after tax, authorizing the Board of Director and the Board of Management uses the Management fund based on the need of 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**

5. Business plan for 2021:

Unit: mil.VND

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

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

6.1. Current situation

- Total number of current treasury shares: 3,981,800 shares. These shares were purchased before 01st Jan 2021.
- According to Clause 4, Article 310 Decree 155/2020/NĐ-CP effective from 1st Jan 2021, Public company whose treasury shares purchased before the effective date of Law on Securities no. 54/2019/QH14 (01st Jan 2021) may sell treasury stocks and use treasury shares as bonus shares in accordance with the old Law on Securities. The above companies are not allowed to repurchase their own shares until completing the settlement of the previously purchased treasury shares.
- Therefore, BOD proposes the settlement of current treasury shares by the following options.

6.2. Options for settlement of treasury shares

1. Offering to existing shareholders

- Total number of treasury shares expected to be sold: maximum 3,810,000 shares
- Offering price: 10,000 VND/share
- Subscription ratio: authorize BOD to decide the detailed ratio in the balance the other options, to ensure the highest benefit for shareholders and the Company
- Transfer restriction: Not applicable
- Time of execution: Authorize BOD to decide according to market conditions and capital needs of Everpia

2. Employee Stock Ownership Plan (ESOP)

- Total number of treasury shares to offer: maximum 1,000,000 shares
- Offering price: 10.000VND/ cổ phần
- Transfer restriction time: 1 year from the issuance ending date
- Time of execution: within 1 year from the date of ASM's approval and after accepted by SSC

3. Stock dividend for existing shareholders

- Total number of treasury shares expected to be used for stock dividend: 3.931.800 shares
- Payment ratio: 10% (shareholder owns 10 shares will have right to receive 1 new shares)
- Time of execution: within 1 year from the date of ASM's approval and after accepted by SSC
- Issuance object: Existing shareholders on the closing list at the closing date provided by Vietnam Securities Depository in accordance with the law.

6.3. General authorization

Authorize to Board of Directors to decide on details of each option, use 01 or mixed between the options approved by ASM to ensure the highest benefit for shareholders and Company.

Details of 03 options are discribed in Appendix 1.

7. Plan on repurchasing shares

- 7.1. Purpose:** The news on pandemic, monetary policies, inflation, trade war, etc may result in negative impact to stock market, that can affect the EVE stock price, even while the Company's business performance is stable and effective. Therefore, to protect the benefit fit

of shareholders, Board of Directors proposes ASM to approve the repurchase of EVE shares and reducing Charter capital depending on market movements in 2021.

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

7.3. Transaction method: order matching or put through.

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

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

7.6. 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

7.7. 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

7.8. 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 GSM.

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

- Reason: due to personal business, she cannot arrange enough time to fully follow the Action plans set by Board of Directors for remaining term
- Date of resignation: From 30th Mar 2021

9. Amend the Company charter to adapt to the new provisions of Law on Enterprise, Law on Securities and other related regulations.

Kindly refer to Appendix 2

10. Approve the new Internal policy on Corporate Governance to adapt to the new provisions of Law on Enterprise, Law on Securities and other related regulations

Kindly refer to Appendix 3

11. Approve the Operation regulation of Board of Directors, and Operation regulation of Board of Supervisors, to adapt to the new provisions of Law on Enterprise, Law on Securities and other related regulations

Kindly refer to Appendix 4 and 5

12. List of independent audit firm for Financial Statements 2020 and authorize the Board of Directors, the Management to choose the most suitable one with competitive price and good quality.

- Ernst & Young Vietnam LTD.
- PricewaterhouseCoopers Vietnam LTD.
- Deloitte Vietnam LTD.
- KPMG Vietnam LTD.

13. Basic remuneration paid for independent members of 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.

Sent:

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

**BOARD OF DIRECTOR
CHAIRMAN**
(signed and stamped)

CHO YONG HWAN