



No: 01/ĐHĐCĐ2021/NQ

Hung Yên, 23<sup>rd</sup> April 2021

## **DRAFT RESOLUTION OF ANNUAL GENERAL SHAREHOLDERS' MEETING 2021**

Today, on 23<sup>rd</sup> April 2021, at Hung Yen branch, the Annual Shareholders' Meeting 2021 of Everpia JSC was conducted with attendance of ..... shareholders who owned and represented for ..... shares, accounting for .....% 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: ..... % of total attending shares*

**Article 2.** Approve the Report of Board of Directors.

*Approval rate : ..... % of total attending shares.*

**Article 3.** Approve the Report of Board of Supervisors.

*Approval rate : ..... % 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: ..... % of total attending shares*

**Article 5.** Approve the business plan for 2021:

*Unit: VND million*

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

*Approval rate: ..... % of total attending shares*

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

***03 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.

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

*Approval rate: ..... % 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 GSM.

*Approval rate: ..... % of total attending shares*

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

*Approval rate: ..... % of total attending shares*

**Article 9.** Approve the amendment of the Company charter

*Approval rate: ..... % of total attending shares*

**Article 10.** Approve the new Internal policy on Corporate Governance

*Approval rate: ..... % of total attending shares*

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

*Approval rate: ..... % of total attending shares*

**Article 8.** Approve the list of independent audit firms for Financial statements 2020 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: ..... % of total attending shares*

**Article 9.** 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: ..... % of total attending shares*

To:

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

**On behalf of. GENERAL SHAREHOLDERS  
CHAIRMAN**

**CHO YONG HWAN**