

Hanoi, 16th December 2021

Số: 02/ĐHĐCĐ2021/TT

STATEMENT

(Re: settlement of treasury shares)

To: **GENERAL SHAREHOLDERS' MEETING**

Pursuant to :

- Business Law adopted by National Assembly of Socialist Republic of Vietnam on 17th June 2020;
- Charter of Everpia JSC and Internal regulations on Corporate Governance;
- ASM 2021's resolution no. 01/ĐHĐCĐ2021/NQ dated 23rd April 2021.

The Annual General Meeting of Shareholders on April 23, 2021 approved 03 options for settlement of treasury shares: i) Offering to existing shareholders, ii) Employee Stock Ownership Plan, iii) Stock dividend for existing shareholders.

Under the authorization of General Meeting of Shareholders, Board of Directors issued the Resolution No. 006/2021/HĐQT/NQ dated October 19, 2021 and submitted to State of Securities Commission ("SSC") on using treasury shares to give to employee and pay dividends in shares.

On November 16, 2021, State Securities Commission responded in writing that using treasury share to pay stock dividend is inconsistent with current regulations. Therefore, Board of Directors would like to revise, amend and supplement the plan for settlement of treasury shares as follows:

Article 1. Canceling the plan of using treasury shares to pay dividends in shares as approved in Article 6 of Annual Shareholders Meeting Resolution no. 01/ĐHĐCĐ2021/NQ dated April 23rd, 2021

Article 2: Approve the plan on using treasury shares to give to shareholders

- Stock : Everpia JSC stock
- Type : Common stock
- Par value : VND 10,000/stock
- Total issued shares : 41.979.773 shares
- Number of outstanding shares : 38.047.973 shares
- Treasury shares : 3.931.800 shares
- Total number of treasury shares expected to be used for distribution to shareholders: **3.043.837 shares**
- Estimated payment ratio: **8%**



- Subject: Existing shareholders on the list as at the closing date to have right of receiving shares provided by Vietnam Securities Depository.
- Form: give treasury shares to existing shareholders
- Implementation: Shareholders are received shares at the rate mentioned above, the right of receiving shares is not allowed to transfer
- Method of fractional shares settlement: The number of treasury shares to give will be rounded down to the unit digit, the decimal shares (if any) will not be given to shareholders and used to sell to employees according to the resolution of Board of Directors
For example: At the record date, shareholder A owns 2.157 shares. So he will receive: $2.157 \times 8\% = 172,56$ shares. According to the principle of round down method, the actual number of stock is 172 shares. The remained of 0,56 shares will not be distributed to shareholders, it will be used to sell to employees according to the resolution of the Board of Directors.
- Capital source: using undistributed profit after tax and share premium
- Approve on the authorization of ASM to BOD and Legal representative to decide related issues, including:
 - Actively implementing and explaining document on using treasury shares to distribute to shareholders to State Securities Commission and other authorities. And, proactively adjust the entire plan and other relevant documents at the request of the State Securities Commission and other authorities.
 - Select the closing date, appoint a securities company to conduct the transaction, and approve relevant documents to implement the plan.

Article 3. Change Option 2 at Article 6, ASM's resolution no. 01/DHĐCĐ2021/NQ dated Apr. 23rd, 2021 from "issuing shares to employees from treasury shares" into "sell treasury shares to employee"

1. Stocks and the number of shares used

- Stock : Everpia JSC stock
- Type : Common stock
- Par value : VND 10,000/stock
- Total issued shares : 41.979.773 shares
- Number of outstanding shares : 38.047.973 shares
- Treasury shares : 3.931.800 shares
- Total number of treasury shares expected to be used: 887.963 shares + decimal shares from plan on using treasury shares to give to shareholders
- Offering price: 10.000VND/shares

2. Purposes

- Motivate employees to achieve target and contribute to the Company in future

- Encourage and enhance the roles, responsibilities and interests of employees to share the Company's goal and success
- Attract and keep key and new employees

3. Subject for sale: Sell to employee

4. Number of investors: less than 100 people

5. Criteria for selecting investors: existing employees have good working performance, are chosen by BOM considering contribution on Everpia and new employee who will contribute in the future

6. Capital use plan: supplementing working capital to serve business activities

7. Distribution method and implementation: following Regulation on offering shares to employees

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

9. Authorization: The General Shareholders Meeting authorizes the Board of Directors and Legal representative to:

- Actively implement and Adjust the Plan if necessary
- Decide the detail Offering regulation
- Decide List of employees and specific number of shares to be distributed to each employee based on the criteria and principles of allocation mentioned on Regulation
- Settlement plan in case the shares are not distributed at all
- Sign contracts, agreements and other documents related to the distribution and control of shares during the restriction period
- Perform all other work necessary to complete the release.

Article 4. This resolution is adopted in the form of consulting written opinions of shareholders, effective from the signing date. The Board of Directors, Audit Committee, Board of Management and relevant entities, individuals are responsible for implementation.

Yours sincerely.

To:

- Above;
- Save: VP PL

**On behalf of BOARD OF DIRECTORS
CHAIRMAN**



CHO YONG HWAN

