

No: 03/ĐHĐCĐ2016/TT

## **STATEMENT**

*(On approval of issues within the competence of Extraordinary Shareholders' Meeting 2016)*

### **To: SHAREHOLDERS**

#### **Pursuant to:**

- *Business Law No. 68/2014/QH13 adopted by National Assembly of Socialist Republic of Vietnam on 26<sup>th</sup> November 2014;*
- *Law of Securities No.70/2006/QH11 adopted by National Assembly of Socialist Republic of Vietnam on 29<sup>th</sup> June 2006 and its amendment and supplementation No. 62/2010/QH12 adopted by National Assembly of Socialist Republic of Vietnam on 24<sup>th</sup> November 2010;*
- *Circular 162/2015/TT-BTC guiding on public offering, adopted by Ministry of Finance on 26<sup>th</sup> October 2015;*
- *Charter of Everpia JSC approved by General Shareholders' Meeting on 15<sup>th</sup> Apr 2016;*
- *Resolution of Board of Directors no. 012/2016/HĐQT/NQ dated Oct. 17<sup>th</sup>, 2016 on the issuance plan of Korean Depository Receipt*

To create the legal foundation as well as conditions to administer company for the highest benefit of shareholders, the Board of Directors would like to present the following issues to the Extraordinary Shareholders' Meeting 2016:

#### **I. Approved on issuance plan of Korean Depository Receipt ("KDR") in Korean Securities Market:**

1. Type of securities : Depository Receipts listed in Korean Securities Market
2. Type of share issuing : Ordinary shares
3. Par value : 10.000VND/ share
4. Expected scale of the issuance: maximum 15.000.000 shares
5. Objective of issuance : buy land and build new factory in Khoai Chau commune, Hung Yen province and supplement operating capital for the Company
6. Method of issuance : KDR will be issued by Korean Securities Depository (KSD) based on the underlying shares issued and deposited at Vietnam Securities Depository (VSD)
7. Number of times issuing: KDR will be issued only one time
8. Expected issuing time : within 1st half of 2017 and could be changed according to Board of Directors' Resolution

9. Conversion between KDR and underlying shares: The underlying shares can be fundamentally used for the issuance of KDR, and vice versa, KDR can be cancelled and converted into underlying shares.

10. Other issues

- a. Shareholders' Meeting approves that underlying shares custodian will not have to do the public purchasing offer when they get the underlying shares as a deposit, which may lead to the fact that the custodian owns more than 25% of total outstanding shares;
- b. Regarding to new underlying shares for KDR, shareholders:
  - Approve on not implementing priority to buy new shares which respectively equal owning share ratio of each shareholder related to the issuance of KDR,
  - Approve on the amendment and supplementation of Company Charter to recognize new charter capital
  - Approve on the supplementary registering, depository and issuance of new shares via Vietnam Securities Depository (VSD) and authorize the BOD to actively implement and complete all related procedures.
- c. Authorize and give permission for Board of Directors to implement these following tasks:
  - To decide offering price of new shares based on the principle that offering price will not be lower than book value recorded at the latest Financial Report or average reference price of 30 prior continuous trading sessions;
  - To decide total number of issuing shares and issuing time; completing issuing document sent to State Securities Commission of Vietnam (SSC). In case that the SSC requests the Company of any amendment and supplementation, the BOD will have right to do the amendment or supplementation based on SSC's recommendation;
  - To decide method and period of payment collected from the offering;
  - To determine detail method of capital use, which gained from the issuance, and report to Shareholders at the nearest Shareholders' meeting;
  - To choose consulting organization supporting for the issuance;
  - To negotiate and decide detail terms and conditions, to sign contract and carry out agreements relating to the KDR issuance;
  - To implement procedure to adjust Business Certificate after the completion of share issuance
  - To decide and carry out other necessary tasks considered important relating to the KDR issuance.

## II. Amendment and supplementation of Company Charter

No.	Current provision	Proposal of amendment	Reason
1	<p><b>Clause 8 Article 5. Charter Capital, shares, founding shareholders</b></p> <p>The Company can be able to issue other types of securities after getting the approval of Shareholders through written document as well as in accordance with the law and regulation on securities market.</p>	<p>After getting shareholders' approval, the Company can be able to issue convertible bond, bond with warrant, and other types of securities. The Company can issue guaranteed bond and non-guaranteed bond when getting approval of Board of Directors.</p>	<p>Amend the Charter in accordance with current law and regulation on offering and additional issuing.</p>

Note:

*Sent:*

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

**Pp. BOARD OF MANAGEMENT  
CHAIRMAN**

**LEE JAE EUN**