

Số/No.: 270423-01TB/EVPL

Hà Nội, ngày 27 tháng 04 năm 2023
Ha Noi, 27th April 2023

**CÔNG BỐ THÔNG TIN
TRÊN CÔNG THÔNG TIN ĐIỆN TỬ CỦA
ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ
SGDCK TP.HCM**

**DISCLOSURE OF INFORMATION ON THE
STATE SECURITIES COMMISSION'S
PORTAL AND HOCHIMINH STOCK
EXCHANGE'S PORTAL**

Kính gửi/ To: - Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission*
- Sở Giao dịch chứng khoán TP.HCM/ *Hochiminh Stock Exchange*

- Tên tổ chức / *Organization name*: Công ty cổ phần Everpia/ *Everpia JSC*
- Mã chứng khoán/ *Securities Symbol*: EVE
- Địa chỉ trụ sở chính/ *Address*: Dương Xá, Gia Lâm, Hà Nội
- Điện thoại/ *Telephone*: 024.38276490
- Fax: 024.38276492
- Người thực hiện công bố thông tin/ *Submitted by*: Yu Sung Dae
Chức vụ/ *Position*: Người được ủy quyền Công bố thông tin

Authorized person on Information

Loại thông tin công bố : ☐ định kỳ ☐ bất thường ☒ 24h ☐ theo yêu cầu
Information disclosure type: ☐ *Periodic* ☐ *Irregular* ☒ *24 hours* ☐ *On demand*

Nội dung thông tin công bố (*)/ *Content of Information disclosure (*)*:

Biên bản họp và Nghị quyết của Đại hội đồng cổ đông thường niên 2023/ *The Resolution and Minutes of Annual Shareholder's Meeting 2023*.

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 27/04/2023 tại đường dẫn: <https://everpia.vn/thong-tin-cong-bo-tt5.html>

This information was disclosed on Company on 27/04/2023, available at: <https://everpia.vn/thong-tin-cong-bo-tt5.html>

Tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố./

I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation./

Đại diện tổ chức
Organization representative

Người UO CBTT
Party authorized to disclose information



YU SUNG DAE



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THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No: 01/ĐHĐCĐ2023/NQ

Hung Yen, 27th April 2023

RESOLUTION OF ANNUAL GENERAL SHAREHOLDERS' MEETING 2023

Today, on 27th April 2023, at Hung Yen branch, the Annual Shareholders' Meeting 2023 of Everpia JSC was conducted with attendance of 93 shareholders who owned and represented for 31,265,563 shares, accounting for 74.48% 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 2022 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 2022 profit distribution plan: Cash dividend and Management fund

- Dividend by cash: 11% of par value (VND 1,100/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;

Approval rate: 98,24 % of total attending shares

Article 5. Approve the business plan for 2023:

Unit: VND million

	FY2022	% sales	Plan FY2023	% sales
Net revenue	1,021,675		1,100,000	
Net profit	91,829	9.0%	55,000	5.0%

Approval rate: 98,24% of total attending shares

Article 6. Approve the list of independent audit firms for Financial statements 2023 and authorize the Board of Directors and Managements to select the most suitable one with competitive price and good quality



- Ernst & Young Vietnam
- Price Waterhouse Coopers Vietnam
- Deloitte Vietnam
- KPMG Vietnam

Approval rate: 100% of total attending shares

Article 7. Approve the basic remuneration paid for independent Board of Directors and Board of Supervisors members in 2023: 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

Article 8. Approve the resignation letter of Mr. Park Sung Jin under accumulative voting result including:

Approval rate: 100% of total attending shares

Article 9. Approve the additional member of the Board of Directors for the term 2022-2026 under accumulative voting result including:

1. Mr. Lee Bang Hyun

Article 10. This Resolution is adopted in full text at Annual Shareholders' Meeting 2023 of Everpia JSC at 11:45 a.m on the same day with the rate of approval of 100% of total attending shares with voting rights.

To:

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

On behalf of, **GENERAL SHAREHOLDERS**
CHAIRMAN



LEE JAE EUN





Everpia JSC

Head office and factory:

Duong Xa, Gia Lam District, Hanoi City, Vietnam

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MINUTES OF
THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS
EVERPIA JOINT STOCK COMPANY

Company name : Everpia Joint Stock Company

Headquarters : Noi Thuong Residential Area, Duong Xa Commune, Gia Lam District, Hanoi

Company code : 0101402121 first registered on April 27th, 2007, registered for 18th change on April 6th, 2020.

Time : From 09:00 a.m to 11h45 a.m on April 27th, 2023

Meeting venue : Everpia Joint Stock Company's Branch in Hung Yen (Tan Quang Commune, Van Lam District, Hung Yen Province)

Agenda and contents of the general meeting: The General Meeting discussed and approved the following contents:

- Audited financial statement and consolidated financial statement 2022 by Ernst & Young Vietnam Co., Ltd;
- The Board of Directors' report ("BOD") at the General Meeting;
- The Board of Supervisors' report ("BOS") at the General Meeting;
- 2022 profit distribution plan;
- 2023 business plan;
- Approval of remuneration for the BOD and BOS in 2023.
- List of independent auditing companies for Financial Audit in 2023 and the BOD and Board of Management authorization to select a company that ensures service quality and competitive prices;
- Approval of the resignation letter of Mr. Park Sung Jin
- Electing additional members of the BOD for the term 2022-2026.

Chair of the meeting : Mr. Lee Jae Eun – BOD member cum CEO

Secretary of the meeting : Ms. Quach Thi Hong Phuong – Head of the Internal Audit Department

Vote Counting Committee :

1. Ms. Nguyen Thi Bao Ngoc – Head of the Vote Counting Committee
2. Ms. Tran Thi Loan – Head of the Accounting Department – Vice-chairperson of the Vote Counting Committee
3. Ms. Le Hanh Phuc – Planning staff - Member

The number of shareholders attending: 93 shareholders attending in person, voting electronically and/or through a proxy, representing 31,265,563 shares, accounting for 74.48% of the total number of the voting shares.

I. THE CONTENT OF THE GENERAL MEETING

A. Contents to be presented and reported at the general meeting

1. Ms. Nguyen Thi Bao Ngoc, on behalf of the Committee of checking Shareholders' eligibility, presented the report on checking Shareholders' eligibility results as follows:

- The total number of voting shares of the company: 41,979,773 shares.
- Shareholders attending the meeting are 93 shareholders owning and representing 31,265,563 shares, accounting for 74.48% of the total number of voting shares.

2. Ms. Dinh Thi Thanh Nhan - on behalf of the BOD proposed the General Meeting approve the list of the Presiding Committee, Meeting Secretary, Vote Counting Committee, and the Meeting Agendas by raising ballots. The General Meeting of Shareholders unanimously approved it with a ratio of 100%.

2.1 The Presiding Committee includes:

1. Mr. Lee Jae Eun – BOD member cum CEO – Chairperson of the Presiding Committee
2. Mr. Yu Sung Dae – BOD member cum S. Director
3. Mr. Le Kha Tuyen – independent BOD member

2.2 Secretariat

1. Ms. Quach Thi Hong Phuong – Head of the Internal Audit Department – Head of Secretariat
2. Ms. Hoang Thu Hien – Assistant Manager of Innovation Department – Vice-chairperson of the Secretariat

2.3 Vote Counting Committee

1. Ms. Nguyen Thi Bao Ngoc – Deputy Director in charge of the Accounting Department – Chairperson of the Vote Counting Committee
2. Ms. Tran Thi Loan – Head of the Accounting Department – Vice-chairperson of the Vote Counting Committee
3. Ms. Le Hanh Phuc – Planning Staff - Member

2.4 Meeting Agenda

- Reported on business performance in 2022 and business plan in 2023 of the BOD and Board of Management
 - Reported on the BOD's performance evaluation
 - Reported on the BOS's performance evaluation
 - Approved the statements
 - Elected the additional BOD members for the term 2022-2026
 - Approved of the voting results for additional members of the BOD
 - Approved the Minutes and Resolution of the 2023 Annual General Meeting of Shareholders
3. Mr. Lee Jae Eun presented on behalf of the Presiding Committee
 4. Ms. Dinh Thi Thanh Nhan reported the business performance in 2022 and the business plan in 2023 on behalf of the BOD and the Board of Management.
 5. Mr. Le Kha Tuyen reported on the BOD's performance evaluation on behalf of the BOD
 6. Mr. Truong Tuan Nghia reported the performance of the BOS in 2022.

B. DISCUSSION

Mr. Lee Jae Eun - Chairman of the General Meeting chaired the discussion of the reports and statements contents at the General Meeting.

Question 1: The revenue target in 2023 increased compared to 2022 but the profit target significantly decreased, the Company please clarify this issue.

→Answer: 2023 Profit will be affected by two main reasons: i) depreciation expense for the new factory in Giang Dien with a value of about VND 10 billion; ii) expenses for the Everon rebranding project, which mainly focuses on the activity of opening 2 new flagship stores in Hanoi and Ho Chi Minh City and brand promotion activities with a total estimated cost of VND 36 billion. Similar with many other long-standing brands, Everon now has to deal with the problem of gradually losing its leading position and connection with young customers. A new Everon that still maintains the core values that consumers know, and at the same time brings new and more in tune with Millennials' consumers is absolutely essential. Everpia will make every effort so that these investments will soon be reflected in revenue and profit results in the coming years.

Question 2: In 2023, the increase in expense leads to the reduction of profits, when will the company expect to payoff and gain profit in this investment. What is the profit margin plan in the upcoming years?

→Answer: The investment in flagship stores is expected to pay off after 3 years and 2 months. The company expects a 2024 profit margin of 7%, and a profit of 10% by 2027.

Question 3: The company's current cash and cash equivalents are VND 400 billion. Does the company have any plan to use this money to invest in production? If not, does the Company have the intention to use this money to pay shareholders?

→ **Answer:** Based on the financial statements, the company has about VND 450 billion. Loans to invest in the construction of Giang Dien factory are about VND 200 billion. The remaining amount is to reserve for future investment activities and to maintain the strong financial health. In case of the source of cash is reasonable, the Company may consider a plan to buy back shares to increase value for shareholders.

Question 4: Is the investment of VND 40 billion with Mirae Asset Fund safe or not? Is it an open-end fund or what? Recently, there has been news about risks in borrowing and lending activities of the Funds, is the fund facing any similar problems now?

→ **Answer:** Everpia coroperates with Mirae Asset Fund to establish Mirae Asset Opportunity Fund – Mirae Asset Vietnam Opportunity Fund (“MAOF”). The purpose of this investment is not purely for financial purposes but also to expand the Everon ecosystem. Our goal for Everon is to substantially boost sales via online channels while simultaneously offering direct retail products. Mirae Asset Fund is an investment fund with rich experience in startup investment in Korea. Mirae Asset Fund in Vietnam will work closely with the Korean office as well as other office in Asia to search for and evaluate startup projects in Vietnam. In details, there are projects that can help Everpia's business, including applying technology for the retail chain, improving customer experience, connecting and managing supply chain system. Together with Mirae Asset, we believe that the due diligence process will be properly implemented and potential risks will be effectively managed.

In terms of financial performance, in 2022, MAOF has brought VND 1.2 billion in profit to Everpia.

Question 5: The increase in expenses is mainly due to the factory construction and relocation? Has the company received any compensation from the regulator?

→ **Answer:** The Company made the decision to relocate and convert the function of Bien Hoa Industrial Park. We have sent many documents but currently there is no response whether it can be supported or not.

Question 6: Everon is a good and reputable brand in the market, but EVE is being forgotten. The current P/B of 0.6 and P/E of 6.4 times indicate that EVE is much below its book value. We, the shareholders, are willing to support the company to perform better in IR activities.

→ **Answer:** We are open to shareholders' opinions so that the company's IR activities can be implemented more proactively and effectively. Since we are a manufacturing firm, we aim to

concentrate more on the activities related to production and operations to provide genuine value to each share. We hope that investors will continue to have faith in us.

C. Voting, election, and vote counting results

Mr. Lee Jae Eun - Chairman of the General Meeting, on behalf of the Presiding Committee, explained the content of the statement and asked shareholders for opinions on each issue.

The Vote Counting Committee was in charge of counting votes, and Ms. Nguyen Thi Bao Ngoc announced the vote counting results on behalf of the Vote Counting Committee.

The number of shareholders attending in person, and voting electronically and/or through a proxy is 93 shareholders, representing 31,265,563 shares, accounting for 74.48% of the total number of voting shares. The voting results for each item are as follows:

1. The total number of collected ballots: 93 representing 30,609,363 shares, accounting for 74.48 % of the voting shares of attending shareholders (of which 76 people vote by proxy)
2. The total number of uncollected votes: 0 representing 0 shares, accounting for 0% of the voting shares of attending shareholders.

1. **Approval of the separate financial statement and consolidated financial statement of 2022 audited by Ernst & Young Vietnam Co., Ltd.** (The financial statement was posted on the company's website at <http://www.everpia.vn/>; and was sent directly to each shareholder).

Voting results:

- Agree :	31,265,563 shares	- Ratio :	100%	of the shares of attending shareholders
- Disagree :	0 share	- Ratio :	0 %	of the shares of attending shareholders
- Empty vote:	0 share	- Tỷ lệ :	0 %	of the shares of attending shareholders

2. **Approval of the BOD's Report at the General Meeting** (Detailed content of the report was sent directly to each shareholder at the meeting document)

Voting results:

- Agree :	31,265,563 shares	- Ratio :	100%	of the shares of attending shareholders
- Disagree :	0 share	- Ratio :	0%	of the shares of attending shareholders
- Empty vote:	0 share	- Ratio :	0 %	of the shares of attending shareholders

3. Approval of the BOS's Report at the General Meeting (Detailed content of the report was sent directly to each shareholder at the meeting document)

Voting results:

- Agree : 31,265,563 shares - Ratio : 100% of the shares of attending shareholders
- Disagree : 0 share - Ratio : 0 % of the shares of attending shareholders
- Empty vote: 0 share - Ratio : 0 % of the shares of attending shareholders

4. Approval of the profit distribution plan in 2022: cash dividends and management fund deduction

- Cash dividend: 11% of par value (1,100 VND/ 1 share), and concurrently authorized the BOD to prepare a detailed distribution plan to ensure the best interests of shareholders.
- Management fund allocation: 5% of net profit after tax, authorize the Board of Management and BOD to use the Management fund based on the Company operation to ensure the most effective business results;

Voting results:

- Agree : 30,714,563 shares - Ratio : 98.24% of the shares of attending shareholders
- Disagree : 0 share - Ratio : 0 % of the shares of attending shareholders
- Empty vote: 551,000 shares - Ratio : 1.76% of the shares of attending shareholders

5. 2023 Business Plan

(Unit: VND million)

Items	FY2022	% sales	Plan FY2023	% sales
Sales	1,021,675		1,100,000	
Net profit after tax	91,829	9.0%	55,000	5.0%

Voting results:

- Agree : 30,714,563 shares - Ratio : 98.23% of the shares of attending shareholders

- | | | | | |
|---------------|----------------|-----------|-------|---|
| - Disagree : | 0 share | - Ratio : | 0 % | of the shares of attending shareholders |
| - Empty vote: | 551,000 shares | - Ratio : | 1.76% | of the shares of attending shareholders |

6. **The basic remuneration paid for independent Board of Directors and Board of Supervisors members in 2022:** average amount VND 7.2 mil./person/month. Total expenses (includes remuneration, working activities' expenses, bonus, etc.) must not exceed VND 3.6 bil. Authorizing the Board of Directors to decide the specific remuneration for each individual based on their contribution toward the Company.

Voting results:

- | | | | | |
|---------------|-------------------|-----------|------|---|
| - Agree : | 31,265,563 shares | - Ratio : | 100% | of the shares of attending shareholders |
| - Disagree : | 0 share | Ratio : | 0% | of the shares of attending shareholders |
| - Empty vote: | 0 share | Ratio : | 0% | of the shares of attending shareholders |

7. **The list of independent audit firms** for Financial statements 2023 and authorize the Board of Directors and Management 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

Voting results:

- | | | | | |
|---------------|-------------------|-----------|------|---|
| - Agree : | 31,265,563 shares | - Ratio : | 100% | of the shares of attending shareholders |
| - Disagree : | 0 share | Ratio : | 0% | of the shares of attending shareholders |
| - Empty vote: | 0 share | Ratio : | 0% | of the shares of attending shareholders |

8. **Resignation of HDQT member: Approving the resignation letter of Mr. Park Sung Jin**

Voting results:

- | | | | | |
|--------------|-------------------|-----------|--------|---|
| - Agree : | 28,151,653 shares | - Ratio : | 90.04% | of the shares of attending shareholders |
| - Disagree : | 0 share | Ratio : | 0% | of the shares of attending shareholders |

- Empty vote: 3,113,910 shares Ratio : 9.96% of the shares of attending shareholders

D. Elected the additional BOD members for the term 2022-2026

- The total number of collected ballots: 93 represents 31,265,563 shares, equivalent to 74.48% votes.
- Number of valid ballots: 93 represents 31,265,563 shares, equivalent to 74.48% votes, accounting for 100% of the voting shares of attending shareholders.
- Number of invalid ballots: 0 represents 0 shares, accounting for 0 the number of voting shares of attending shareholders.

No.	Content	Number of ballots	Ratio (%)
1	Mr Lee Bang Hyun	28,151,653	90%

The meeting took a 10-minute break.

II. APPROVED THE MINUTES AND RESOLUTION OF THE GENERAL MEETING

On behalf of the Meeting Secretary, Ms. Quach Thi Hong Phuong presented the Minutes and Resolutions before the meeting. The General Meeting voted to approve with the rate of 100% of the voting shares of attending shareholders

This Minutes consisted of 8 pages, was made and approved at 11:45 a.m on the same day.

Meeting Secretary

QUACH THI HONG PHUONG

Hung Yen, April 27th, 2023

LEE JAE EUN

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VOTE COUNTING MINUTES

BOARD OF DIRECTORS ELECTION

EVERPIA JOINT STOCK COMPANY

Pursuant to the Charter and operation of EVERPIA Joint Stock Company approved by the Shareholders at the Annual General Meeting of Shareholders on April 27th, 2023.

The Vote Counting Committee consists of the following member:

- | | | |
|----------------------------|---|-------------------------------------|
| 1. Ms. Nguyen Thi Bao Ngoc | – | Head of the Vote Counting Committee |
| 2. Ms. Tran Thi Loan | – | Member |
| 3. Ms. Le Hanh Phuc | – | Member |

Based on the list of nominations and self-nominations for the Board of Directors members of EVERPIA Joint Stock Company - including the following names:

1. Mr. LEE BANG HYUN

The Vote Counting Committee made the announcement and the list of nominations and self-nominations for the Board of Directors members has been approved by the Shareholders. The number of Board of Directors members to be elected is 01 members.

The Vote Counting Committee disseminated the election regulations and principles before the General Meeting; election results will be calculated according to the number of shares owned or represented by each shareholder who officially attended.

The Vote Counting Committee distributed the election ballots, supervised the voting process, collected the ballots, and counted votes. The specific vote counting results are as follows:

1. The total number of distributed ballots: 21 ballots, representing 31,265,563 shares, accounting for 100% of total voting shares.
2. The total of collected ballots: 21 ballots

Including:

- Number of valid ballots: 21 ballots
- Number of invalid ballots: 0 ballots

The voting results are as follows:

List of nomination and self-nomination for Board of Directors members for the term 2022 - 2026:



No.	Full name	Total number of ballots	Ratio
1	Mr. Lee Bang Hyun	28,151,653	90%

Based on the vote-counting results, the approved election regulations, the Company's Charter, and operation; Mr/Ms with the following names has been elected to the Board of Directors of EVERPIA Joint Stock Company for the term 2022-2026:

List of additional candidates elected to the Board of Directors for the term 2022 – 2026:

No.	Full name	Total number of ballots	Ratio
1	Mr. Lee Bang Hyun	28,151,653	90%

The Vote Counting Minutes consists of 2 pages, completed at 11h30 on April 27, 2023, and approved publicly before the General Meeting.

ON BEHALF OF THE VOTE-COUNTING COMMITTEE
HEAD OF THE VOTE COUNTING COMMITTEE



NGUYEN THI BAO NGOC,

