Executive Council Meeting Report 2016
of
Souvanny Home Center Public Company
("Company")

Time and Location

The meeting took place on 7 April 2016 at 14.00h, 8th Floor of Lao Security Exchange, Phonethanneua Village, Saysettha District, Vientiane Capital, Lao PDR.

Before opening the meeting

The Chairman of the Executive Council Mr. Ounh LASOUKANH chaired the Common Shareholders' Meeting 2016. It was taken part in by 57 participants and 25 representatives, which totally said to be 82 persons holding 149,969,600 shares or ranging of 90.90 % of the total shares paid by the company in accordance with the quorum and regulations of the company. Then Mr. Chairman opened the meeting officially and assigned the MC to introduce directors and relevant officials who attended the meeting as in the following details:

(1.) Members of the Executive Council who attended the meeting:

1.1.	Mr. Ounh LASOUKANH	Position:	Chairman of the Executive Council, Board of Internal Inspection Committee and Independent Members;
1.2.	Mr. Waddana SOUKBANDITH	Position:	Vice Chairman of the Executive Council, Board of Management and Managing Director;
1.3.	Mr. Phannola SOUKBANDITH	Position:	Vice Chairman of the Executive Council, Management and Vice Managing Director, in charge of Finance;
1.4.	Mr. Khamkong LIEMPHRACHANH	Position:	Member of the Executive Council, Internal Inspection Committee and Independent Member;
1.5.	Mr. Padith VONGSENA	Position:	Member of the Executive Council, Internal Inspection Committee, Board of Risk Management and Independent Member;
1.6.	Mr. Kotsana SOUKBANDITH	Position:	Member of the Executive Council, Management and Vice Managing Director, in charge of Operation and;
1.7.	Mrs. Paphatsone SOUKBANDITH	Position:	Member of Management.

Mr. Witoon SURIYAWANAKUL and Mr. Varith CHINTANAVANH were busy, so they were not able to attend the meeting.

(2.) Relevant Officials

2.1. Mr. Seangaloun VILAYSARN	Representative from Lao Security Exchange Management Committee;
2.2. Mr.Suphon KHARPHOYDEE	Representative from APM (Lao) Co., Ltd;
Mr. Souliya THUMTHILA	
2.3. Mr. Niti PANYAVISITKUL	Representative from PriceWaterHouse
Mrs. Valailack SOUVANVALAIKONE	Coopers(Lao) Co., Ltd and on behalf of the external accounting auditor;
2.4. Mrs. Aphone TANCHAMRATH	Representative from Lao Primier International Law Co., Ltd,
Mrs. Navika CHALEUNKITCHATHONE	Representative from Souvanny Home Center Public Company, on behalf of the Inspection Committee of the meeting and voting;
2.5. Mr. Bounthom FONGVILATH	Representative from Souvanny Home Center Public Company, on behalf of the Inspection Committee of the meeting and voting;
2.6. Mrs. Phonethip KHENNAVONG	Minor Shareholder of Souvanny Home Center Public Company, on behalf of the Inspecton Committee of the meeting and voting;
2.7. Mr. Phaivanh SENGPHACHANH	Representative from the Lao Security Exchange Management Committee, on behalf of the Monitoring and Evaluation Committee of the Shareholders' Meeting;
2.8. Mr. SOUDSANYA PHENGDY	Representative from Lao Security Exchange, on behalf of the Monitoring and Evaluation Committee of the Shareholders' Meeting;
2.9.Mr. Inthilath THAMMAVONG	Minor Shareholder of Souvanny Home Center Public Company.

After that, the MC reported the agendum for that day and explained how to vote for the attendants, as follows:

(1.) Agendum:

(1.1.) To consider and adopt the Common Shareholders' Meeting Report 2015;

(1.2.) To consider and adopt the Business Performance Report of the company 2016 and Financial Report of the company 2016;

(1.3.) To consider and adopt the Company Business Plan for 2017;

(1.4.) To consider and approve the Dividend Payment from the business performance of the company 2016;

(1.5.) To consider and appoint the external accconting auditor and determine the wage for the external auditor for 2017;

(1.6.) To consider and adopt the appointment of directors whose tenure is terminated;

(1.7.) To consider and approve the remuneration for a member of the company Executive Council;

(1.8.) To consider and approve the additional objectives of the company;

(1.9.) To consider and approve the modification of the enterprise registration certificate, company rules and regulatory documents and;

(1.10.) Others (If applicable).

(2.) Voting:

- A shareholder is entitled to be voted equivalently to the rest of shareholders, which held by the shareholder equivalently to one vote.
- At each vote, the MC would ask a question if there was a shareholder who disagreed or disapproved.

  In case of disagreement or disapproval, please put the cross (✖) and write a name and surname in the voting card for that vote on the bar code of each shareholder, which was distributed before the meeting by the officials and it must be raised highly until the voting card was collected by the officials in order to bring for the vote counting for that vote and the shareholder should not raise the vote card. It is deemed that only the shareholder has the resolution to agree with the proposal at the meeting.

  If a shareholder raises the voting card, it is deemed that it was agreed with the proposal for consideration unless the shareholder did not make a mark in Power of Attorney. It stated clearly that it would be recorded as disagreement, which would be noted by the company.

- For a shareholder who has been assigned to be a representative to attend the meeting and vote required by the shareholders as stated in the Power of Attorney, the company took the votes as stated in the Power of Attorney to record the votes in advance. When the voters register, in order to facilitate the representatives, the representatives do not have to vote again at that meeting.

(3.) Counting the vote results:

- Voting result at each agenda will be counted and it will be done based on the disagreement of the shareholders at the meeting and assigned representatives who attended the meeting, as recorded by the company in advance by deducting from the total shares of the shareholders who took part in the meeting and voted for each agenda.
- The Chairman will announce the voting result at each agenda in the meeting after each agenda is ended dividing how many votes they agreed and disagreed into the percentage (%). In case a shareholder does not agree after it is announced and acknowledged by the meeting, the company will not take such votes for counting again.

Next, the Chairman continued the Common Shareholders' Meeting 2016 by reporting each agenda, as follows:

Agenda 1. To consider and adopt the Common Shareholders' Meeting 2015

The Chairman proposed to the meeting to consider and adopt the Common Shareholders' Meeting Report 2015. It was attended by 30 participants and 55 representatives, which totally said to be 85 persons holding 157,713,500 shares or ranging of 95.5% of the total shares paid by the company in accordance with the quorum and regulations of the company as detailed in the following agendum:

- Agenda 1. To consider and adopt the business performance report 2015 of the company and the Financial Report 2015 of the company.
  Resolution: The meeting agreed to adopt the Business Performance Report 2015 and Financial Report 2015.
- Agenda 2. To consider and adopt the Business Plan for 2016.
  Resolution: The meeting agreed to adopt the company Business Plan for 2016.
- Agenda 3. To consider and authorize the company Business Plan for 2016 to Executive Council.
  Resolution: The meeting agreed to authorize the company Business Plan for 2016 to the Executive Council.
- Agenda 4. To consider and approve the dividend payment from the business performance of the company 2015.
  Resolution: The meeting agreed to approve the dividend payment from the business performance of the company 2015 for the shareholders listed in the shareholding book on the closing date of 25 March 2016 at the rate of 45 Kip/Share, which totally said to be 7,425,000,000 Kip and calculated to be 50 % of the net profit after deducting the reserve as defined on the payment date of 6 May 2016.
- Agenda 5. To consider and approve the authorization for the Executive Council in paying the dividend during 2016.
  Resolution: The meeting agreed to authorize for the Executive Council in paying the dividend for 2016 and informed the Shareholders' Meeting to adopt the next Shareholders' Meeting.
- Agenda 6. To consider and appoint the external accounting auditor and determine the wage for external auditor for 2016.
  Resolution: The meeting agreed to appoint PriceWaterHouseCoopers (Lao) Co., Ltd as the external auditor of the company for 2016 at the wage of 50,000 USD.
- Agenda 7. To consider and adopt the appointment of directors replacing the ones who retired.
  Resolution: The meeting agreed to adopt the appointment of Mr. Namphol MALIXAY, Mr. Witoon SURIYAWANAKUL and Mrs. Paphatsone SOUKBANDITH as Managing Directors to replace the ones who retired by having the same tenure of the directors who retired.
- Agenda 8. To consider and approve the modification of the enterprise registration certificate, company rules and regulatory documents of the company.
- Agenda 8.1 To consider and approve the modification of the enterprise registration certificate and company rules regarding branches of the company.

Resolution: The meeting agreed to modify the registration documents of the company regarding the branch expansion by providing the information based on the agreement of the meeting, including the approval of authorization for the Executive Council in operating a business regarding the modification of the registration documents until its completion including the authorization of individuals for such operation.

- Agenda 8.2 To consider and approve the modification of the regulatory documents regarding directors.

Resolution: The meeting agreed to modify the registration documents of the company regarding the directors by providing the information based on the agreement of the meeting and the approval of authorization for the Executive Council in order to enable a business operation regarding the modification of the registration documents of the company until its completion including the authorization of individuals for such operation.

- Agenda 8.3 To consider and approve the modification of the company rules regarding prohibitions for the directors.

Resolution: The meeting agreed to modify the company rules regarding the prohibitions for the directors by giving details of modification based on the agreement of the Lao Security Exchange Management Committee and the approval of authorization for the Executive Council in order to enable a business operation regarding the modification of the registration documents of the company until its completion including the authorization of individuals for such operation.

- Agenda 9. To consider and approve the land concession contract to adopt the branch expansion of the company.
- Agenda 9.1 To consider and agree the votes of the shareholders who are direct stakeholders about voting.

Resolution: The meeting agreed that the shareholders are entitled to be voted as directors in Agenda 9.

- Agenda 9.2 To consider and approve the land concession contract to adopt the branch expansion of the company.

Resolution: The meeting agreed to permit the company to operate its business, such as: the land concession contract to expand five (5) branches of the company, namely Xokyai, Paksan, Pakse, Savannakhet and Khammuane branches and their directors.

All of these were considered and agreed by the Executive Council thoroughly at the Shareholders' Meeting and the Shareholders' Meeting Report for 2015 was also considered and adopted.

After the Chairman of the Executive Council briefed Agenda 1, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

Apart from that, the MC proposed to the meeting to consider and adopt the Common Shareholders' Meeting Report 2015. In this Agenda, the meeting will adopt the votes with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters who attended the meeting comparatively and an agreement of 149,969,600 votes or 100% of the total voters who attended the meeting.

Resolution: The Common Shareholders' Meeting Report 2015 was adopted.

Agenda 2. To consider and adopt the Business Performance Report 2016 and the Financial Report 2016 of the company.

The Chairman of the Executive Council asked the meeting to consider and adopt the Business Performance Report and Financial Report 2016 through the consideration of the Executive Council and audited by the external auditor by having the company to disclose the business performance report and the financial report 2016 of the company in the websites of the company and Lao Security Exchange with the important information which will be reported by the Vice Managing Director, in charge of Finance, Mr. Phannola SOUKBANDITH, as follows:

The total income of the company in 2015 was 327,356,036,020 million Kip, which consisting of the income of 326,134,856,381 million Kip from sales and 1,221,179,639 million Kip from services. It indicated that in 2016, the income went down to 274,023,501,981 million Kip, which consisting of the income of 273,050,292,557 million Kip from sales and 973,209,424 million Kip from services. It showed that the income decreased to the rate of 16% from 2015 income due to the company improved its IT system and situation of highly-competitive markets. The net profit of the company in 2015 was 18,428,195,782 million Kip and the net profit in 2016 was 8,141,487,097 million Kip. In 2015, it had the net profit of 5.7% and in 2016, it had the net profit of 3% of the total income. The main cause that the net profit of the company reduced was because the company's administration cost was higher and the profit income from the exchange rate was lower. The total assets on 31 December 2015 was 522,209,101,377 million Kip. On 31 December 2016, it increased to 535,904,649,928 million Kip. Having such assets was because the company has constructed more buildings and purchased materials for new branches, namely Xokyai and Paksan branches. At the same time, the stock increased based on the expansion of those branches. For the total debt, it also went up from 57,144,647,839 million Kip to 65,244,514,047 million Kip; the main debt was a kind of circle debt for products and loan from the financial institutions. On 31 December 2015, the total capital from the shareholders was 465,064,453,538 million Kip. On 31 December 2016, it increased to 470,660,135,881 million Kip. This happened because the company deducted more reserve in accordance with the laws and other reserves, but the net profit went down when compared to 2015. The collected profit reduced from 151,300,105,001 million Kip to 150,388,294,678 million Kip due to the drop of sales and more administration costs for the preparation of the business expansion.

All this, the Executive Council considered and agreed thoroughly and the meeting considered and adopted the Business Performance Report and Financial Report for 2016.

After the Vice Managing Director of Finance briefed Agenda 2, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and adopt the Business Performance Report and the Financial Report for 2016. In this Agenda, the meeting will vote and adopt the votes with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters who attended the meeting and an agreement of 149,969,600 votes or 100% of the total voters who attended the meeting.

Resolution: The Business Performance Report and Financial Report for 2016 were adopted.

Agenda 3. To consider and adopt the Company Business Plan for 2017.

The Chairman proposed the business plan of the company for 2017 to the meeting thoroughly by having the main details of the business performance with sales figure in 2016, which accorded with the Managing Director Mr. Waddana SOUKBANDITH's explanations, as follows:

For the sales in 2017, the company plans to create a sale figure to reach the set goals: Old branch reaches 5% and new branch reaches 30% by expanding more merchandise groups, such as: Goods for homes and gardens including electric appliances and bar steel, electric utensils, door and window hinges and other goods. Also, the company will focus on the satisfaction of customers at the rate of 95% by serving them effectively in the areas of human resources, merchandise handing over-shipping, advertising and marketing**.** The company plans to recognize Souvanny Home Center Public Company throughout Vientiane Capital at the rate of 90% and in other provinces at the rate of 70%, at the same time, it will make the products at Exhibition Fair recognized in Vientiane Capital at the rate of 70% and 50% in the provinces by increasing the distribution channels via social media like Website, Facebook, Line, Instagram, YouTube, Poster, Brochures, Mobile System, radio and so on. Moreover, the company plans to increase the number of products, such as:

- Daily facilities such as utensils, bedding, etc.
- Goods for agriculture including, but unlimited, such as fertilizer, pesticide and materials to focus on the agriculture, etc.
- Bicycles and materials regarding the bicycles;
- Office supplies; and
- Offerings such as incense stick, candles, bed and bucket-decorated offerings, etc.

In order to increase a large number of products in line with the objectives, Souvanny Home Center Public Company meets the requirements of the customers by One stop service in the fields of construction materials and complete decorations. After it was norminated as a Public Company, it has changed a lot. In 2017, it will effectively change its sale system, new branch opening and it will stress on the importance of its human resources by upgrading knowledge and ability of the staff through training courses to make them work effectively e.g. the salesmen will have more knowledge and understand about each type of goods provided by a qualified expert. For investment, the company plans to expand more branches in response to the requirements of the customers. In 2017, the company plans to expand more 5 branches, as follows:

No.	Location	Land Area	Period
1	Xokyai Village, Xaythany District, Vientiane Capital (Road 450)	12,000 m^2 for product exhibition and 13,000 m^2 for warehouse	Launching on the latest date 30 January 2017
2	Kang Village, Pakse District, Champasack Province	12,000 m^2 for product exhibition 6,000 m^2 for warehouse	Launching in the end of 2017
3	Namngiep Village, Paksan District, Borlikhamxay Provice	7,500 m^2 for product exhibition and 7,500 m^2 for warehouse	Launching in the end of 2017
4	Phonephim Village, Thakhek District, Khammuane Province	10,000 m^2 for product exhibition and 4,750 m^2 for warehouse	Launching in the beginning of 2018
5	Phonesangneua Village, Kaisone Phomvihane District, Savannakhet Province	13,000 m^2 for product exhibition and 3,000 m^2 for warehouse	Launching in the beginning of 2018

For the organizational strategy in 2017, the company will improve and focus on using the technology to assist the sale services by applying ERP, which will utilize the management system and connect the management work with each branch effectively and the company will continue to develop the management system in accordance with ISO 2015 for its management of each branch.

In accordance with the Revised Law on Enterprise, Ref. No. 46/NA, Dated 26 December 2013, it determines the business operation of the company, which shall be adopted by the Shareholders' Meeting in reference to the document in Agenda 3 , including the business dissemination of the company for such operation in the websites of the company and Lao Security Exchange.

All this, the Executive Council and Board of Directors considered thoroughly and agreed with the meeting to adopt the Business Plan for 2017.

After the Managing Director briefed Agenda 3 , an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and adopt the Business Plan for 2017. In this Agenda, the meeting must vote with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement 149,969,600 votes or 100% of the total voters who attended the meeting.

Resolution: The Business Plan for 2017 was adopted.

Agenda 4. To consider and approve the Business Performance Report of the company 2016.

The Chairman informed the meeting that from the Business Performance Report and the Financial Report 2016 were adopted by the Shareholders' Meeting in Agenda 2, it indicated that in 2016, the company had the net profit from the business performance at the amount of 8,141,487,097 Kip when deducting for reserve in line with the regulations and the collected reserve at the total rate of 20% as net profit, it was 6,513,189,677 Kip, so it was proposed to pay the dividend for the shareholders listed

in the shareholding book on the closing date of 9 March 2017 at the rate of 20 Kip/Share. The dividend which must be paid is 3,256,594,838 Kip, calculating 50% of the net profit after deducting for reserve in accordance with the regulations and the collected reserve which determined the date to pay on 3 May 2017.

After the Chairman of the Executive Council reported, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

All that, the MC proposed to the meeting to consider and approve the payment of dividend from the business performance for 2016. In this Agenda, the meeting must vote with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 149,969,600 votes or 100% of the total voters who attended the meeting.

Resolution: The payment of dividend from the business performance of the company in 2016 was approved for the shareholders listed in the shareholding book on the closing date of 9 March 2017 at the rate of 20 Kip/Share. The total dividend which must be paid is 3,256,594,838 Kip, calculating 50% of the net profit after deducting for reserve in accordance with the regulations and the collected reserve which determines the date to pay on 3 May 2017.

Agenda 5. To consider and appoint the external accounting auditor and determine the wage for the external auditor in 2017.

The Chairman of the Executive Council announced the meeting regarding the Revised Law on Enterprise, Ref. No. 46/NA, Dated 26 December 2013 and the Notice of the Lao Security Exchange Management Committee, which determines that the company that registers a security exchange must have an external auditor, approved by the Lao Security Exchange Management Committee through the agreement of the Shareholders' Meeting before proposing it to PriceWaterHouseCoopers (Lao) Sole Co., Ltd as the external auditor of the company in 2017 with the wage of 50,000 USD. Due to PriceWaterHouseCoopers (Lao) Sole Co., Ltd has been the external auditor for the company since the share was declared for public, it has much experience, thoroughness, honest duties and it is the auditing company in line with the standards and trusted at the international level. For the wage, it is appropriate for auditing work of the company. To ensure the accuracy and transparency of the audit, it is very necessary to have overseas experts. Of this, PriceWaterHouseCoopers (Lao) Sole Co., Ltd has been the external auditor of the company for 3 years continuously, from 2014 until the present.

After the Chairman of the Executive Council reported, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and appoint the external auditor and determine the wage for the auditor in 2017. In this Agenda, the meeting must vote with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 149,969,600 votes or 100% of the total voters who attended the meeting.

Resolution: PriceWaterHouseCoopers (Lao) Sole Co., Ltd was approved to be the external auditor of the company in 2017 with wage rate of 50,000 USD.

Agenda 6. To consider the appointment of directors to replave the ones whose tenure is terminated

The Chairman of the Executive Council informed the meeting about nine (9) directors of the company, namely:

1. Mr. Ounh LASOUKANH
2. Mr. Waddana SOUKBANDITH
3. Mr. Phannola SOUKBANDITH
4. Mr. Khamkong LIEMPHRACHANH
5. Mr. Padith VONGSENA
6. Mr. Witoon SURIYAWANAKUL
7. Mr. Varith CHINTANAVANH
8. Mr. Kotsada SOUKBANDITH
9. Mrs. Paphatsone SOUKBANDITH

All directors have already implemented their duties for the company for two (2) years and their tenure at the company is terminated in accordance with the Law on Enterprise, it is necessary to elect new directors to implement the tasks on behalf of the company in the future. Concerning this, the shareholders were notified and an opportunity was opened for the shareholders who hold from 5% up to have an entitle to nominate their names to vote for directors following the announcement. Regarding the nomination for a member of the Executive Council at the Common Shareholders' Meeting 2016, it was disseminated in the website of the Lao Security Exchange, but there was not a name of the shareholders or group of Shareholders. Therefore, the Executive Council proposed the meeting to re-elect the old Board of Directors as the following agendum:

Agenda 6.1 To consider the appointment of Mr. Waddana SOUKBANDITH as the Managing Director of the company

Due to the Vice Chairman of the Executive Council is the Managing Director and shareholder. In this Agenda, it is deemed that he is a stakeholder regarding the vote in accordance with the Revised Law on Enterprise, Ref. No. 46/NA, Dated 26 December 2013, Article 146 (4), it is limited to have right in voting and in order to vote fairly and transparently, Mr. Waddana SOUKBANDITH was requested to leave the meeting temporarily.

The Chairman read the biography of Mr. Waddana SOUKBANDITH as specified in the Annex regarding the consideration of Agenda 6.
After the Chairman of the Executive Council read the biography of Mr. Waddana SOUKBANDITH, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and adopt the re-appointment of Mr. Waddana SOUKBANDITH. In this Agenda, the meeting must vote with over a half of the total votes who attend the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 121,445,160 votes or 100% of the total voters who attended the meeting.

Resolution: To agree and adopt the re-appointment of Mr. Waddana SOUKBANDITH as the Managing Director with 2 years tenure on the date the Common Shareholders' Meeting 2016 is held.

Agenda 6.2 To consider the appointment of Mr. Phannola SOUKBANDITH as the Managing Director of the company

Due to Mr. Phannola SOUKBANDITH is the Managing Director and shareholder. In this Agenda, it is deemed that he is a stakeholder regarding the vote in accordance with the Revised Law on Enterprise, Ref. No. 46/NA, Dated 26 December 2013, Article 146 (4), it is limited to have right in voting and in order to vote fairly and transparently, Mr. Phannola SOUKBANDITH was requested to leave the meeting temporarily.

The Chairman read the biography of Mr. Phannola SOUKBANDITH as specified in the Annex regarding the consideration of Agenda 6.
After the Chairman of the Executive Council read the biography of Mr. Phannola SOUKBANDITH, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and adopt the re-appointment of Mr. Phannola SOUKBANDITH. In this Agenda, the meeting must vote with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 123,125,020 votes or 100% of the total voters who attended the meeting.

Resolution: To agree and adopt the re-appointment of Mr. Phannalo SOUKBANDITH as the Managing Director with 2 years tenure on the date the Common Shareholders' Meeting 2016 is held.

Agenda 6.3 To consider the appointment of Mr. Padith VONGSENA as the Managing Director of the company

The Chairman read the biography of Mr. Padith VONGSENA as specified in the Annex regarding the consideration of Agenda 6 . In considerating this Agenda, due to Mr. Padith VONGSENA holds a share of 50% in VPS Accounting Service Co., Ltd, which violates the Article 7 of Decision redarding the Executive Council of a registered office, Ref. No. 0024/LSXMC, Dated 26 October 2016, it prohibits a managing director who is an independent member of shareholders in an enterprise with over 50% of such company share unless the Shareholders' Meeting accepts his qualifications.

However, the Shareholders' Meeting considered that VPS Accounting Service Co., Ltd is a company which provides accounting auditing services, but is not or has never been an auditor or operated illegally before which affects the views sharing independently as a Managing Director and independent member of his own. In addition to its accounting auditing experience, it will make the person become an expert on taking care of the accounting of the company on behalf of a minor shareholder. Thus, the meeting proposed that if Mr. Padith VONGSENA continues to take a post of a Managing Director, his qualifications must be accepted.

After the Chairman of the Executive Council read the biography of Mr. Padith VONGSENA, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and adopt the re-appointment of Mr. Padith VONGSENA. In this Agenda, the meeting must vote with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 149,969,600 votes or 100% of the total voters who attended the meeting.

Resolution: To agree and adopt the re-appointment of Mr. Padith VOMGSENA as the Managing Director with 2 years tenure on the date the Common Shareholders' Meeting 2 0 1 6 is held. His qualifications are accepted even he has a share of 50% in VPS Accounting Service Co., Ltd.

Agenda 6.4 To consider the appointment of Mr. Khamkong LIEMPHRACHANH as the Managing Director of the company

The Chairman read the biography of Mr. Khamkong LIEMPHRACHANH as specified in the Annex regarding the consideration of Agenda 6.
After the Chairman of the Executive Council read the biography of Mr. Khamkong LIEMPHRACHANH, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and adopt the re-appointment of Mr. Khamkong LIEMPHRACHANH. In this Agenda, the meeting must vote with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 149,969,600 votes or 100% of the total voters who attended the meeting.

Resolution: To agree and adopt the re-appointment of Mr. Khamkong LIEMPHRACHANH as the Managing Director with 2 years tenure on the date the Common Shareholders' Meeting 2016 is held.

Agenda 6.5 To consider the appointment of Mr. Witoon SURIYAWANAKUL as the Managing Director of the company

The Chairman read the biography of Mr. Witoon SURIYAWANAKUL as specified in the Annex regarding the consideration of Agenda 6.

After the Chairman of the Executive Council read the biography of Mr.Witoon SURIYAWANAKUL, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and adopt the re-appointment of Mr. Witoon SURIYAWANAKUL. In this Agenda, the meeting must vote with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 149,969,600 votes or 100% of the total voters who attended the meeting.

Resolution: To agree and adopt the re-appointment of Mr. Witoon SURIYAWANAKUL as the Managing Director with 2 years tenure on the date the Common Shareholders' Meeting 2016 is held.

Agenda 6.6 To consider the appointment of Mr. Varith CHINTANAVANH as the Managing Director of the company

The Chairman read the biography of Mr. Varith CHINTANAVANH as specified in the Annex regarding the consideration of Agenda 6.
After the Chairman of the Executive Council read the biography of Mr. Varith CHINTANAVANH, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and adopt the re-appointment of Mr. Varith CHINTANAVANH. In this Agenda, the meeting must vote with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 149,969,600 votes or 100% of the total voters who attended the meeting.

Resolution: To agree and adopt the re-appointment of Mr. Varith CHINTANAVANH as the Managing Director with 2 years tenure on the date the Common Shareholders' Meeting 2016 is held.

Agenda 6.7 To consider the appointment of Mr. Kotsada SOUKBANDITH as the Managing Director of the company

Due to Mr. Kotsada SOUKBANDITH is the Managing Director and shareholder. In this Agenda, it is deemed that he is a stakeholder regarding the vote in accordance with the Revised Law on Enterprise, Ref. No. 46/NA, Dated 26 December 2013, Article 146 (4), it is limited to have right in voting and in order to vote fairly and transparently, Mr. Kotsada SOUKBANDITH was requested to leave the meeting temporarily.

The Chairman read the biography of Mr. Kotsada SOUKBANDITH as specified in the Annex regarding the consideration of Agenda 6.
After the Chairman of the Executive Council read the biography of Mr. Kotsada SOUKBANDITH, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and adopt the re-appointment of Mr. Kotsada SOUKBANDITH. In this Agenda, the meeting must vote with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 123,125,020 votes or 100% of the total voters who attended the meeting.

Resolution: To agree and adopt the re-appointment of Mr. Kotsada SOUKBANDITH as the Managing Director with 2 years tenure on the date the Common Shareholders' Meeting 2016 is held.

Agenda 6.8 To consider the appointment of Mrs. Paphatsone SOUKBANDITH as the Managing Director of the company

Due to Mrs. Paphatsone SOUKBANDITH is the Managing Director and shareholder. In this Agenda, it is deemed that he is a stakeholder regarding the vote in accordance with the Revised Law on Enterprise, Ref. No. 46/NA, Dated 26 December 2013, Article 146 (4), it is limited to have right in voting and in order to vote fairly and transparently, Mrs. Paphatsone SOUKBANDITH was requested to leave the meeting temporarily.

The Chairman read the biography of Mrs. Paphatsone SOUKBANDITH as specified in the Annex regarding the consideration of Agenda 6.
After the Chairman of the Executive Council read the biography of Mrs. Paphatsone SOUKBANDITH, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and adopt the re-appointment of Mrs. Paphatsone SOUKBANDITH. In this Agenda, the meeting must vote with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 149,129,600 votes or 100% of the total voters who attended the meeting.

Resolution: To agree and adopt the re-appointment of Mrs. Paphatsone SOUKBANDITH as the Managing Director with 2 years tenure on the date the Common Shareholders' Meeting 2016 is held.

Agenda 6.9 To consider the appointment Mr. Ounh LASOUKANH as the Managing Director of the company

Due to the Chairman of the Executive Council is the Managing Director, so in considerating this Agenda, Mr. Waddana SOUKBANDITH, Vice Chairman of the Executive Council continued the meeting.

The Vice Chairman read the biography of Mr. Ounh LASOUKANH as specified in the Annex regarding the consideration of Agenda 6.
After the Vice Chairman of the Executive Council read the biography of Mr. Ounh LASOUKANH, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and adopt the re-appointment of Mr. Ounh LASOUKANH. In this Agenda, the meeting must vote with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 149,969,600 votes or 100% of the total voters who attended the meeting.

Resolution: To agree and adopt the re-appointment of Mr. Ounh LASOUKANH as the Managing Director with 2 years tenure on the date the Common Shareholders' Meeting 2016 is held.

Agenda 7. To consider and approve the remuneration of the Executive Council Members of the company

The Vice Chairman of the Executive Council informed that meeting in reference to the Revised Law on Enterprise, Ref. No. 46/NA, Dated 26 December 2013, Article 154, it determines that "rights and duties of the Shareholders' Meeting are to define the yearly interest, meeting allowance and/or salaries of the company directors". Previously, it was agreed by the Executive Council Meeting because the company has just been a public company and registered in the Lao Security Exchange to ease the operation and business, but the company must change a lot and this change causes more costs, so it proposed to the meeting to adopt the remuneration of the Executive Council Members based on the old rate as follows:

1. Travel allowances for attending the meeting each time
   - Chairman of the Executive Council 1,500,000 Kip per 1 time;
   - Vice Chairman of the Executive Council Member 1,000,000 Kip per time; and

- Member of the Executive Council 1,000,000 Kip per 1 time.

2. Salaries of the Executive Council Members, especially independent members
   - Chairman of the Executive Council 6,000,000 Kip/Month/Person;
   - Vice Chairman of the Executive Council Members 5,000,000 Kip/Month/Person; and
   - Member of the Executive Council 5,000,000 Kip/Month/Person.

After the Vice Chairman of the Executive Council reported, an opportunity was opened for the shareholders and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and approve the remuneration of the Executive Council Members of the company. In this Agenda, the meeting must vote with over a half of the total voters who attended the meeting.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 149,969,600 votes or 100% of the total voters who attended the meeting.

Resolution: To approve the remuneration of the Executive Council Members based on the old rate, as follows:

1. Travel allowances for attending the meeting each time
   - Chairman of the Executive Council 1,500,000 Kip per 1 time;
   - Vice Chairman of the Executive Council Member 1,000,000 Kip per 1 time; and
   - Member of the Executive Council 1,000,000 Kip per 1 time.
2. Salaries of the Executive Council Members, especially independent members
   - Chairman of the Executive Council 6,000,000 Kip/Month/Person;
   - Vice Chairman of the Executive Council Member 5,000,000 Kip/Month/Person; and
   - Member of the Executive Council 5,000,000 Kip/Month/Person

Agenda 8. To consider and approve the additional objectives of the company

The Vice Chairman of the Executive Council informed that due to the cost of construction materials in the Lao PDR is increasing and going competitive, if a distributor has much and sufficient goods, it will become a good option for buyers including the policies of the company, which requires the company to become the center of construction materials and Home Center. A customer who comes to only our store is able to buy all types of goods at One-Stop Shop. Therefore, it proposed to add more goods, especially the following items:

1. Daily facilities such as utensils, bedding, etc.
2. Goods for agriculture including, but unlimited, such as fertilizer, pesticide and materials to focus on the agriculture, etc.
3. Bicycles and materials regarding the bicycles;
4. Office supplies and;
5. Offerings such as incense stick, candles, bed and bucked-decorated offerings, etc.

Adding more goods for distribution must add more objectives of the company in the registration documents of the company, so it proposed to add more five (5) objectives above or any clause based on the Enterprise Registration and Management Department, Ministry of Industry and Commerce

and/or relevant sectors. It agrees with the company to have the objectives and able to distribute the above goods.
After the Chairman of the Executive Council reported, an opportunity was opened for the shareholders to share their views and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and approve the additional objectives of the company. In this Agenda, the meeting must vote with at least 2/3 of the participants and 80% of the shareholders who have already paid.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total voters and an agreement of 149,969,600 votes or 100% of the total voters or 90.90% of the paid shares.

Resolution: More objectives of the company for distributing goods were approved, as follows:

1. Daily facilities such as utensils, bedding, etc.
2. Goods for agriculture including, but unlimited, such as fertilizer, pesticide and materials to focus on the agriculture, etc.
3. Bicycles and materials regarding the bicycles;
4. Office supplies and;
5. Offerings such as incense stick, candles, bed and bucked-decorated offerings, etc.

Or any clause in accordance with the Enterprise Registration and Management Department, Ministry of Industry and Commerce and/or relevant sectors to agree with the objectives of the company and able to distribute the goods above.

Agenda 9. To consider and approve the modification of the enterprise registration certificate, company rules and registration documents of the company.

The Vice Chairman of the Executive Council informed the meeting that in reference to the Revised Law on Enterprise, Ref. No. 46/NA, Dated 2 6 Decemeber 2013, Article 149, it states that "Any modification of the company rules is an issue which must set a specific resolution for the Shareholders' Meeting". Therefore, when the Shareholders' Meeting agreed to appoint Mr. Varith CHINTANAVANH as the Managing Director of the company based on Agenda 6.6 and agreed to add more objectives of the company based on Agenda 8, which describes the list of Managing Directors and objectives in the rules and registration documents of the company, it must vote for such modification as detailed in the company documents.

Due to the objectives and directors of the company, specified in the company rules, the company must amend the registrattion documents to make all data comply with the actual essence of the meeting.

After the Vice Chairman of the Executive Council reported, an opportunity was opened for the shareholders and they are able to ask if there are some questions.

- No question from the shareholders.

After that, the MC proposed to the meeting to consider and approve the modification of the enterprise registration certificate and company rules. In this Agenda, the meeting must vote with at least 2/3 of the total voters and 80% of the paid shares.

After such matter was considered, the meeting had a disagreement of 0 vote or 0% of the total votes and an agreement of 149,969,600 votes or 100% of the total votes who attend the meetingm, calculating 90.90% of the total shares paid by the company.

Resolution: To approve the modification of the registration documents of the company by providing the agreement of this meeting.

No more matters to notify the meeting to consider, the Chairman closed the meeting at 16:00h.

(Mr. Ounh LASOUKANH)
Chairman of the Executive Council

It has been validated by:

(Mr. Waddana SOUKBANDITH)
Vice Chairman of the Executive Council

(Mr. Phanola SOUKBANDITH)
Vice Chairman of the Executive Council