Lao people's Democratic Republic
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No. 516 /PCD

Vientiane Capital, Date: 18 MAY 2020

LETTER OF INVITATION

To: Shareholders of Phousy Construction and Development Public Company
Subject: Invitation to the Annual General Meeting of Shareholders for the year 2019

- Pursuant to the resolution of the 3rd Board of Directors meeting for the year 2020 of Phousy Construction and Development Public Company. No 507, Dated 04 May 2020.

Phousy Construction and Development Public Company (PCD) is honored to invite the shareholders of PCD to attend the Annual General Meeting of Shareholders for the year 2019 on 29 May 2020 at 02:30 p.m. (The Registration will be available at 01:00 p.m.) At the 12nd floor of Continental Plaza Hotel, Nongbuathong-tai Village, Sikhottabong District, Vientiane Capital, Lao PDR. In order to consider and approve the issues as indicated in the agenda attached herewith.

Due to the pandemic of COVID-19. Therefore, to prevent and intercept the outbreak, to be confirmed the well-being and safety of attendees. PCD will set up a screening point for all attendees and making social distancing. PCD is encourage shareholders to appoint an independent director of PCD as a proxy (with attach questions in advance) to attend, vote and ask questions at the meeting. In case of Shareholders or proxies who have a fever over 37.5°C or respiratory symptoms. Attendees are required to wear face masks for the entire duration of the meeting.

Shareholders can download the letter of invitation from Lao Securities Exchange website at http://www.lsx.com.la in case of proxy, please kindly complete required in proxy form and attach a copy of personal ID or passport with your signature. Scanned and delivered to PCD by Email: info@pcdlao.com or by fax: (856-21) 265394 or derivered to the company secretary (856-20) 2240 7393 during the office hours before the day of the Meeting.

Please be informed and we hope that you will give cooperation.

Sincerely yours,
Chairman of Board of Directors

Phousy Construction and Development Public Company

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Phousy Construction and Development Public Company

The Documents of the Annual General Meeting of Shareholders for the year 2019

On Friday, 29 May 2020
The Registration at 01:00 pm
At the 12th floor of Continental Plaza Hotel,
Nongbuathong-tai Village, Sikhottabong District,
Vientiane Capital, Lao PDR.
Tel :+856 (21) 265 394

The Attachments

1. Agenda for The Annual General Meeting of Shareholders for the year 2019 (Attachment 1);
2. Minutes of the Annual General Meeting of Shareholders for the year 2018 (Attachment 2);
3. The Annual Report and The Audited Financial Statements of the company for the year 2018 (Attachment 3);
4. Curriculum Vitae of the Board of Directors and Independent Directors (Attachment 4);
5. Form for Proxy (Attachment 5);
6. Documents and evidences required to be presented prior to attending the meeting, proxy registration and voting at the shareholders' meeting (Attachment 6);
7. Map of the meeting place (Attachment 7).

Remarks:

1. Shareholders shall obtain the invitation letter and related documents, starting from 18 May 2020 at LSX Building 4th floor, Settlement and Depositary Department, Phonethan Village, Saysettha District, Vientiane Capital. Tel: (+85621) 454361-4.
2. For the shareholders who wishes to attend the Meeting yourselves, please present your ID card or Passport (incase a Foreigner shareholder) on the meeting date to identify yourselves for attending the meeting.
3. The Shareholders who will authorize a representative to attend the meeting and vote on their behalf, shall complete and provide signature on the proxy (attachment 5).
4. Any shareholder's proxy to attend the meeting must present the documents and evidences to identify himself/herself for attending the meeting, according to the detail specified in the (attachment 6) attached hereto, and submit to the Chairman of the Meeting and/or a person authorized by the Chairman before attending the Meeting.
5. In case shareholders shall provide to independent director of company to attend and cast votes on your behalf, please complete the information and sign on the proxy form then tick (✓) in the □ in front the name of one of the directors as provided in the proxy form and please submit all related documents of proxy from to PCD, a company secretary, at the 3rd floor of Continental Plaza Hotel, Nongbuathong-tai Village, Sikhottabong District, Vientiane Capital, Lao PDR and Please deliver to the company before 29 May 2020.
6. If you have any doubt or question relation to the proxy, please contact us Tel: (+856-21) 265 394 or (+856-20) 2240 7393 Mr. Kethsana CHANTHAVONG, during the office hours.

Attachment 1

Agenda for the Annual General Meeting of Shareholders for the year 2019 of Phousy Construction and Development Public Company

Agenda 1: Considering and endorsing the Minutes of the Annual General Meeting of Shareholders for the year 2018

Supporting Information: The Minutes of the Annual General Meeting of Shareholders for the year 2018 held on 28th February 2020 that the meeting has been reviewing all activities with the minute of the meeting correctly. The detail was enclosed herewith as **attachment 2**.

Board of Directors' opinion: The BOD have been clearly reviewing and agreed the meeting of shareholders to consider and approve this agenda.

Voting: The law on enterprises stipulates that this agenda must be approved by the votes for more than half of the total votes in the meeting.

Agenda 2: Considering and endorsing the PCD's business performance report for the year 2019 and the audited financial statements for the year 2019

Supporting Information:

I. The business Performance for the year 2019 has detailed as follows:

- **Marketing**

Currently, PCD is one of the top four finalists whose submitted bidding document for the Southern Highway Road project with an approximated project value of 4 billion US Dollars, It is currently in the process of surveying the corridors and designing a valuation plan to submit to the project owner and prepare to sign a construction contract in the next phase. We are also looking for international partners and partners to develop real estate projects by constructing a 4-5-star hotel in Vientiane, Luang Prabang, and a newly refurbished villa for 200,000 low-income individuals across the country.

- **Tax**

The State Tax in the Year 2019

Item	Details	Total value (kip)
1	Value Added Tax	596,549,478
2	Payroll Tax	42,943,000
3	Profit Tax	143,172,635
	Total	**782,665,113**

- **Human Resource Management**

31/12/2019 total number of staff as 177 staffs, PCD has been completes Social Security for all employees and wellbeing aspect so that staffs can rest assure that they and their families are being taken care off including annual health check, working hours and holidays in accordance to the Lao Labor Law.

❖ **The Operation Result compared to the year 2019 Plan**

No.	Project name	Compare to planned of 2019	
1	Road improvement Brokeo to Luangnamtha Province	0%	Not yet operation (the government has delayed for the proposed project to list on the budget plan of 2020-2021)
2	Road improvement Attapeu Province	0%	Not yet operation (On processing of the reporting to the government approve for a budgeting before construction)
3	Road improvement Brokeo Province	0%	Not yet operation (the provincial governor has separated into mini-portion for a new provincial budget)
4	Road improvement Luangphabang Province	0%	Not yet operation (On processing of budget approval from the government, this project will be listed on new budget of 2020-2021)

II. The financial statements for the year 2019 has detailed as follows:

Description	2019	2018
Total assets (Million LAK)	675.643	669.615
Total liabilities (Million LAK)	166.770	150.755
Total shareholders' equity (Million LAK)	508.873	518.860
Total revenue (Million LAK)	5.590	0
Net profit (Million LAK)	(9.986)	(283.421)
Net profit attributable to equity holders (LAK/Share)	(17,16)	(486,98)

Details of the draft financial statements for the year 2019 as **attachment 3.**

Board of Directors' opinion: The BOD have been clearly reviewing and agreed the meeting of shareholders to consider and approve this agenda.

Voting: The law on enterprises stipulates that this agenda must be approved by the votes for more than half of the total votes in the meeting.

Agenda 3: Considering that there's no dividend payments for the year 2019

Supporting Information: Pursuant to the enterprises law, No 46/NA, dated 26 December 2013 on the article 155 stipulated "Distribution of Dividend" a company shall not distribution of dividend when the company sustains accumulated loss from the previous year. For the year 2019 the company loss LAK 9.986 million.

Board of Directors' opinion: The BOD have been clearly reviewing and agreed the meeting of shareholders to consider and approve this agenda.

Voting: The law on enterprises stipulates that this agenda must be approved by the votes for more than half of the total votes in the meeting.

Agenda 4: Considering and endorsing the PCD's business plan for the year 2020

Supporting Information: In 2020, PCD has signed 3 new contacts of the road improvement and continues operating 2 old projects. PCD expected the budget investment LAK 31.479 million and the construction target LAK 56.898 million, Detail as follows:

Units: million LAK

No.	Project name	Budget Investment	Construction Target
1	Road improvement Brokeo to Luangnamtha Province	6.581	11.545
2	Road improvement Attapeu Province	8.104	14.472
3	Road improvement Luangphabang Province	3.694	6.482
4	Road wearing course improvement Luangphabang Province	3.400	8.234
5	Road construction Double Bituminous Surface Treatment Ban Ou to Ban Sibounhuang, Luangphabang District, Luangphabang Province	9.700	16.165
Total amount		**31.479**	**56.898**

Board of Directors' opinion: The BOD have been clearly reviewing and agreed the meeting of shareholders to consider and approve this agenda.

Voting: The law on enterprises stipulates that this agenda must be approved by the votes for more than half of the total votes in the meeting.

Agenda 5: Considering and endorsing the appointment of the independent auditors for the year 2020

Supporting Information: Pursuant to the enterprises law, No 46/NA, dated 26 December 2013 on the article 154 stipulated "Right and Duties of shareholders meeting to appoint the independent auditor and determination of its fees" the BOD agreed to propose the annual general meeting of shareholders to consider for appointing PricewaterhouseCoopers (Laos) Ltd (PWC) to be the independent auditor for the year 2020 and the fees shall be not exceeding of USD 35.000. PWC is international trust and standard. The fees from the previous years as follows:

Year	The independent auditors	Remuneration (USD)
2017	Price Water House Cooper (Lao) Co., Ltd.	45.000
2018	Price Water House Cooper (Lao) Co., Ltd.	32.390
2019	Price Water House Cooper (Lao) Co., Ltd.	35.690

Board of Directors' opinion: The BOD have been clearly reviewing and agreed the meeting of shareholders to consider and approve this agenda.

Voting: The law on enterprises stipulates that this agenda must be approved by the votes for more than half of the total votes in the meeting.

Agenda 6: Considering and endorsing the new Board of Directors from 2020-2022

Supporting Information: Pursuant to the PCD's Articles of Association (AOA) and Agreement on Board of Directors, No. 10/LSC, Dated 26 April 2019. Members of BOD have

the term of 2 years and the appointment of BOD's members must be approved by the Shareholders' Meeting. The current BOD has completed the term of office. PCD agreed the meeting of shareholders to approve the new BOD's members from 2020-2022 as named below:

1. Mr. Sithong phommachit — Chairman
2. Mr. Bounmy Manivong — Vice Chairman/ Independent Director
3. Mr. Nanthalath Thilakoun — Director / Independent Director
4. Mr. Sitha Phommachit — Director
5. Mr. Phoukhong Ouanlamany — Director

Curriculum Vitae of the Board of Directors as **attachment 4.**

Board of Directors' opinion: The BOD have been clearly reviewing and agreed the meeting of shareholders to consider and approve this agenda.

Voting: The law on enterprises stipulates that this agenda must be approved by the votes for more than half of the total votes in the meeting.

Attachment 2

Lao people's Democratic Republic
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No. 238 - -

Vientiane Capital, Date: 13 MAR 2020

Meeting minutes of The Annual General Meeting of Shareholders for the year 2018

Phousy Construction and Development Public Company hosted the Annual General Meeting of Shareholders for the year 2018 on 28 February 2020 at 14:30 pm, at the Meeting room on 8th Floor, Lao Securities Exchange building, Kamphengmeuang Road (T4), Phonthan Village, Saysettha District, Vientiane Capital. The meeting chaired by Mr. Sitha Phommachith Director/CEO. The meeting was attended by 13 actual shareholders and 147 proxies attending the meeting or equal to 160 shareholders, holding the total share of 572.648.000 shares or 98.39 % of the total paid-up shares of the Company. This formed a quorum which complied with the enterprise Law and the Articles of Association of the Company.

The host introduced the meeting participants as follows:

1.	Mr. Sitha Phommachith	Director/CEO
2.	Mr. Nanthalath Thilakun	Director / Independent Director
3.	Mr. Phoukhong Ouanlamany	Director

Mr. Sithong Phommachith, Chairman and Mr. Khanthongvong Dalavong, Vice Chairman/ Independent Director cannot joined this meeting due to they are in a business trip. Therefore, the chairman has appointed Mr. Sitha Phommachith to act as chair the meeting on his behalf.

In the meeting, there're a representatives from Lao Securities Commission Office, Lao Securities Exchange, The Shareholders Inspection Committee and voting, The Monitor and Evaluate Committee, Deputy Directors and Internal Audit committee of the company.

The host informed the instructing of vote, Vote Counting and publicizing the result of vote to the shareholders.

Subsequently, The Chairman has officially opened the meeting and reported about the agenda content with the following details:

Agenda 01: Report of the result on resolution of previous Annual General Meeting of Shareholders

The Chairman reported to the meeting about the result on resolution of Annual General Meeting of Shareholders for the year 2017 details as follows:

- Agenda 1,3,4,6,7,8 were successfully implemented as per the Meeting approvals;
- Agenda 2: Annual General Meeting of Shareholders approved the business plan of 2018 which is incompletely figure as planned due to the previous project of PCD has delayed payment from the owner as contract. The Company has delayed to invest in order to manage the risk of investing, these issue took the company's plan incompletely as Annual General Meeting of Shareholders for the year 2017 approved.
- Agenda 5: Annual General Meeting of Shareholders approved the appointment of the external auditor for 2018 which is determined the fee of 118,000 USD within 3 years (2018-2020), averaging of 39,333 USD per year based on the initially contract. Regarding to the actual project, PCD has been operation with a lack figure as initially planned. Therefore, PCD has signed the contract year by year. In 2018, the fee of external audit is 32,390 USD.

This agenda is only informing to shareholders without voting required.

After that, The Chairman has reported and encouraged all of the shareholders to share their opinions and nobody.

Agenda 02: Considering and endorsing the Minutes of the Annual General Meeting of Shareholders for the year 2017

The Chairman reported the Minutes of the Annual General Meeting of Shareholders for the year 2017 held on 25th April 2018 to the meeting that the meeting has been reviewing all activities with the minute of the meeting correctly.

After that, The Chairman has reported and encouraged all of the shareholders to share their opinions and nobody.

The Chairman proposed that the meeting to consider and approve this agenda

Resolution: the meeting has thoroughly considered and the unanimous resolution as follow:

- Approved: 572.624.000 votes, equivalent to 100 % of the total votes that attended the meeting.

Agenda 03: Considering and endorsing the PCD's business performance report for the year 2018 and the audited financial statements for the year 2018

The Chairman reported to the meeting as followings:

I. The business Performance of the company for the year 2018 has detailed as follows:

1. Human Resource Management: PCD has been focusing on training skill of the staff and exchange their knowledge and experience sharing both domestic and international. PCD has been placing emphasis on the living quality of staffs by organizing survey and requirements on social insurance and wellbeing aspect so that staffs can rest assure that they and their families are being taken care off including annual health check.
2. Marketing: PCD is one of the top four finalists whose submitted bidding document for the Southern Highway Road project with an approximated project value of 4 billion US Dollars and we are apart from bidding for this highway road project. PCD is working on our real estate portfolio by aiming to build a 4-5 stars hotel in both Vientiane Capital and Luang Prabang Province. PCD is already being alert on bidding for ADB and WB in mega infrastructure development projects.
3. Tax: PCD has been paid of tax for the year 2018 with a total value of LAK 16.524.000.

II. The audited financial statements for the year 2018:

Description	2018	2017
Total assets (Million LAK)	669.615	946.844
Total liabilities (Million LAK)	150.755	142.090
Total shareholders' equity (Million LAK)	518.860	804.754
Total revenue (Million LAK)	0	45.384
Net profit (Million LAK)	(283.421)	6.725
Net profit attributable to equity holders (LAK/Share)	(486,98)	16,56

After that, The Chairman has reported and encouraged all of the shareholders to share their opinions and nobody.

The Chairman proposed that the meeting to consider and approve this agenda.

Resolution: the meeting has thoroughly considered and the unanimous resolution as follow:

- Approved: 572.624.000 votes, equivalent to 100 % of the total votes that attended the meeting.

Agenda 04: Considering that there's no dividend payments for the year 2018 due to the Company loss from the business operation

The Chairman reported to the meeting: Pursuant on enterprises law, No 46/NA, dated 26 December 2013 on the article 155 stipulated "Distribution of Dividend" a company shall not distribution of dividend when the company sustains accumulated loss from the previous year.

After that, The Chairman has reported and encouraged all of the shareholders to share their opinions with the following suggestions.

- Miss Narissara SORNJAIDEE, representatives from Mr. Kraiwal KADAVANICH, Thai shareholder ask the queries why PCD has organized the BOD meeting at the hotel, but organized the Annual General Meeting of Shareholders at the Lao Stock Exchange building, How did different between organizing at the hotel and Lao Stock Exchange building disbursements?

- The Chairman informed that why PCD has organized the BOD meeting at the hotel due to the 3rd of the Continental Plaza Hotel is the PCD's office and this hotel is ownership under the PCD group, it's a new hotel and PCD planned to be organize the Annual General Meeting of Shareholders for the year 2019 at this hotel, the disbursement is safer than Lao Stock Exchange Building.

The Chairman proposed that the meeting to consider and approve this agenda.

Resolution: the meeting has thoroughly considered and the unanimous resolution as follow:

- Approved: 572.647.800 votes, equivalent to 99,99997% of the total votes that attended the meeting.
- Unapproved: 200 votes, equivalent to 0,00003% of the total votes that attended the meeting.

Agenda 05: Considering and endorsing the PCD's business plan for the year 2019

The Chairman reported to the meeting: PCD has signed the road improvement contract 3 years with the project owner (2019-2021) 4 projects. In 2019, PCD expected to run a business which will be increased PCD's total revenue approximately of 289.244 million LAK, Detail as follows:

No	Project Name	Project Value 2019 (Million LAK)	Project Value 2019-2021 (Million LAK)
1	Road Improvement Borkeo Province to Luangnamtha Province	90.985	275.713
2	Road Improvement Attapeu Province	109.160	330.787
3	Road Improvement Borkeo Province	38,.21	126.638
4	Road Improvement Luangphabang Province	51.078	154.782
Total		**289.244**	**887.920**

After that, The Chairman has reported and encouraged all of the shareholders to share their opinions and nobody.

The Chairman proposed that the meeting to consider and approve this agenda.

Resolution: the meeting has thoroughly considered and the unanimous resolution as follow:

- Approved: 572.648.000 votes, equivalent to 100 % of the total votes that attended the meeting.

Agenda 06: Considering and endorsing the appointment of the independent auditors for the year 2019

The Chairman reported to the meeting: Pursuant on enterprises law, No 46/NA, dated 26 December 2013 on the article 154 stipulated "Right and Duties of shareholders meeting to appoint the external auditor and determination of its fees" the BOD agreed to propose the annual general meeting of shareholders to consider for appointing the Price Water House Cooper (Lao) Co., Ltd. (PWC) to be the external auditor and the remuneration of the independent auditors for the year 2019 shall be not exceeding of USD 35.690. PWC had service to PCD from 2015 – 2018, PWC has shown satisfactory performance in terms of auditing which has experienced. The team were understanding well of their job, deeper detail in reviewing and its international trust and standard is well-known. The remuneration of the independent auditors as follows:

Year	The independent auditors	Remuneration (USD)
2016	Price Water House Cooper (Lao) Co., Ltd.	47.000
2017	Price Water House Cooper (Lao) Co., Ltd.	45.000
2018	Price Water House Cooper (Lao) Co., Ltd.	32.390
2019	Price Water House Cooper (Lao) Co., Ltd.	35.690

After that, The Chairman has reported and encouraged all of the shareholders to share their opinions with the following suggestions.

- Miss Narissara SORNJAIDEE, representatives from Mr. Kraiwal KADAVANICH, Thai shareholder ask the queries:

1. Regarding to the table, Why the auditing fee for the year 2019 is more expensive than year 2018 while the PCD can be safer in previously auditing fee
2. In Lao PDR, how long is taken servicing for one external auditor? As the same Thailand, over 5 years shall be changed

- The Chairman informed that:

1. The auditing fee is safer, but a monor figure increased as the year 2019, regarding to the contract with the external auditor, we are expected that there will be a huge of papers due to the PCD will update the accounting system to be IFRS and the fee must be based on actually papers occur, but not exceeding to the contract.
2. 5 years shall be changed to a new auditor

The Chairman proposed that the meeting to consider and approve this agenda.

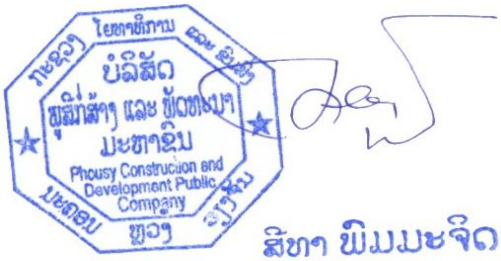
Resolution: the meeting has thoroughly considered and the unanimous resolution as follow:

- Approved: 572.648.000 votes, equivalent to 100 % of the total votes that attended the meeting.

The Chairman informed to the Meeting that all agendas were completely considered and approved and proposed the Shareholders to provide additional comments and suggestions which is nobody comment.

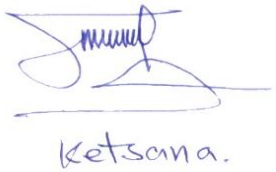
The meeting has no a new agenda to approve, the Chairman has officially declared to close the meeting at 15:30 pm on the same day.

Chairman of the Meeting



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Minutes takers



Ketsana.

Note: The meeting minutes of Annual General Meeting of Shareholders for the year 2018 shall use the Lao language as the original

Attachment 3

Draft Financial Statements for the year 2019

Construction and Development Public Company

ent of financial position
As at 31 December 2019

Assets	Notes	2019 Million LAK	2018 Million LAK
Current assets			
Cash and cash equivalents	3	195	54
Trade and other receivables, net	4	192,058	185,588
Inventories		319	322
Other current assets	5	7,675	4,073
Total current assets		**200,247**	**190,037**
Non- current assets			
Property plant and equipment, net	6	474,530	478,712
Intangible assets, net		5	5
Long-term borrowing to related party and other	7	861	861
Total Non-current assets		**475,396**	**479,578**
Total assets		**675,643**	**669,615**
Liabilities and equity			
Liabilities			
Current liabilities			
Trade and other payables	8	56,982	48,150
Current portion of long-term borrowings - financial institutions	9	38,422	38,422
Current portion of long-term borrowings - related parties	9	4,200	3,200
Profit tax payable	10	8,486	8,481
Other current liabilities	11	46,880	40,617
Total current liabilities		**154,970**	**138,870**
Non- current liabilities			
Long-term borrowings – related parties	9	11,800	11,885
Total Non-current liabilities		**11,800**	**11,885**
Total liabilities		**166,770**	**150,755**
Equity			
Authorised share capital		582,000	582,000
Share premium	12	12,540	12,540
Retained earnings			
Appropriated legal reserve	13	11,572	11,572
Unappropriate		(97,238)	(87,252)
Total equity		**508,874**	**518,860**
Total liabilities and equity		**675,643**	**669,615**

Draft

Mr. Sitha PHOMMACHITH
Managing Director
Date: xx May 2020

Mr. Anolay SIHARATH
Chief Financial Officer
Date: xx May 2020

The accompanying notes on pages 9 to 24 from an integral part of these financial statements.

Phousy Construction and Development Public Company

Statement of income
For the year ended 31 December 2019

	Notes	2019 Million LAK	2018 Million LAK
Revenue from construction		5,590	-
Cost of sale	15	(3,507)	-
Gross profit		**2,083**	-
Other income		3,414	3,903
Impairment loss	15	-	(267,390)
Administrative expenses	15	(7,346)	(11,271)
Foreign exchange loss		(44)	(358)
Interest expenses	16	(7,944)	(8,305)
Loss before income tax expenses		**(9,837)**	**(283,421)**
Profit tax expenses	17	(149)	-
Net loss for the year		**(9,986)**	**(283,421)**
Earnings per share			
Basic earnings (loss) per share	18	(17.16)	(486.98)

Draft

Mr. Sitha PHOMMACHITH
Managing Director
Date: xx May 2020

Mr. Anolay SIHARATH
Chief Financial Officer
Date: xx May 2020

The accompanying notes on pages 9 to 24 from an integral part of these financial statements.

Phousy Construction and Development Public Company

Statement of cash flow
For the year ended 31 December 2019

	Notes	2019 Million LAK	2018 Million LAK
Cash flow from operating activities:			
Loss before income tax for the year		(9,837)	(283,421)
Adjustments to reconcile net profit to net cash			
Foreign exchange loss		-	(2,029)
Depreciation charges	6	4,182	3,848
Amortisation charges		-	5
Interest expense	16	7,944	8,305
Allowance for doubtful account expenses	4,15	-	266,091
Impairment loss	6,15	-	1,299
Operating loss before working capital changes		**2,289**	**(5,902)**
Changes in working capital:			
- Trade and other receivables		(6,470)	5,011
- Inventories		2	(300)
- Other current assets		(3,602)	(2,702)
- Other non-current assets		-	957
- Trade and other accounts payable		8,832	5,307
- Other current liabilities		(1,682)	6,095
Cash generated from operations		(631)	8,466
Income tax paid		(143)	(193)
Net cash generate from operating activities		**(774)**	**8,273**
Cash flows from investing activities :			
Purchase of fixed assets	6	-	(33)
Purchases of intangible assets		-	(10)
Net cash used in investing activities		**0**	**(43)**
Cash flows from financing activities :			
Proceeds from borrowing	9	10,515	10,585
Repayments of borrowings	9	(9,600)	(8,800)
Dividend paid	14	-	(611)
Interest paid		-	(9,890)
Net cash from financing activities		**915**	**(8,715)**
Net (decrease) in cash and cash equivalents		141	(486)
Cash and cash equivalent at the beginning of the year	3	54	540
Effect of exchange rate changes on cash and cash equivalent		-	-
Cash and cash equivalent at the end of the year	3	**195**	**54**
Significant non cash items			
Addition PPE from offset AR-Phousy Group	6	-	4,069
Accrued dividend for initiative shareholders	14	-	1,863
Repayment Loan with offset AR-GoL	9	-	2,578

Draft

Mr. Sitha PHOMMACHITH
Managing Director
Date: xx May 2020

Mr. Anolay SIHARATH
Chief Financial Officer
Date: xx May 2020

The accompanying notes on pages 9 to 24 from an integral part of these financial statements.

Statement of changes in equity
For the year ended 31 December 2019

	Notes	Share capital	Share premium	Legal reserve	Unappropriate retained earnings/(deficit)	Total
		Million LAK	Million LAK	Million LAK	Million LAK	Million LAK
Opening balance 1 January 2018		582,000	12,540	11,572	198,642	804,754
Dividend paid	14	-	-	-	(2,473)	(2,473)
Loss for the year		-	-	-	(283,421)	(283,421)
Ending balance 31 December 2018		**582,000**	**12,540**	**11,572**	**(87,252)**	**518,860**
Opening balance 1 January 2019		582,000	12,540	11,572	(87,252)	518,860
Loss for the year		-	-	-	(9,986)	(9,986)
Ending balance 31 December 2019		**582,000**	**12,540**	**11,572**	**(97,238)**	**508,874**

Draft

Mr. Sitha PHOMMACHITH
Managing Director
Date: xx May 2020

Mr. Anolay SIHARATH
Chief Financial Officer
Date: xx May 2020

The accompanying notes on pages 9 to 24 from an integral part of these financial statements.

Attachment 4

CURRICULUM VITAE



Mr. Sithong Phommachith
Position: Chairman
Jommany Village, Saysettha District, VTE
Tel: (856-20) 99996666
Date of Birth: 02 January 1974
Nationality: Lao.
Email: Sithong6666@hotmail.com

QUALIFICATION

2018	Doctorate's Degree in Business Administration from Chiang Mai University, Thailand.
2014	Master of Business Administration, Sengsavanh College, Vientiane, Lao PDR.
2000	Bachelor of Mathermatics, Luangprabang Teacher Training College.

WORK EXPERIENCE

2001-2005	Project Site Manager of Phousy Luang Prabang Road & Bridge Construction Sole Company Limited.
2005-2013	Director of Phousy Luangprabang Road & Bridge Construction Sole Company Limited.
2013-Present	Chairman of phousy Group Sole Company Limited/ Director of LUANG PRABANG LAOS HOLDING PTE.LTD
2014-Present	Director of Phousy Lao Petroleum Sole Company Limited
2015-Present	Shareholder of Petro Smart Trading Company Limited 49%
2016-Present	Chairman of Phousy Construction and Development Public Company.

CURRICULUM VITAE



Mr. Bounmy Manivong
Position: Vice Chairman/Independent Director
Phonsinuan Village, Sisattanak District, VTE
Tel: (856-20) 99949399
Date of Birth: 14 April 1954
Nationality: Lao

QUALIFICATION

1997-1998	Certificate in the field of Political and Public Administration from National Academy of Political and Public Administration, Vientiane, Laos.
1984	Diploma from the national academy of political and public Administration, Vietnam.
1977-1978	Certificate in the field of Customs-Tax from Luangprabang College of Finance, Luangprabang Province, Laos.

WORK EXPERIENCE

2014	Deputy Minister of Ministry of Industry and Commerce
2009-2011	Permanent Secretary of permanent Secretary Office, Ministry of Industry and Commerce
2001-2009	Director General of Trade Promotion and Development Department, Ministry of Industry and Commerce

1998-2001	Member committee and Chief of Cabinet of Lao Nation Leading Committee Office for Rural Development and Poverty Eradication, Government Office
1993-1997	Vice Provincial Governor of Luangprabang Province
1982-1993	Chief of Financial Department, Luangprabang Province
1979-1982	Director General of Luangprabang College of Finance, Luangprabang Province
1975-1979	Chief of Customs-Tax Division, Finance Department, Luangprabang Province
1973-1975	Financial Officer at Vietnam-China Border of Finance Department, Luangprabang Province
1968-1972	Budget Planning Officer at Finance Department of Luangprabang Province

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CURRICULUM VITAE



MR. NANTHALATH THILAKOUN
Position: Independent Director
Viengkham Village, Sikottabong District, VTE
Tel: (856-20) 56110372
Date of Birth: 05 January 1970
Nationality: Lao
Email: thirakul@hotmail.com

QUALIFICATION

- Diploma of Business Administration, Fanshawe College, United Kingdom.

WORK EXPERIENCE

2016 – Present	Independent Director of Phousy Construction and Development Public Company
2011 – 2016	Director of Consultant – Accounting Company
2009 – 2011	Director of Petroff Communication
2001 – 2003	Manager of Canada Life Insurance

CURRICULUM VITAE



Mr. Sitha Phommachit
Position: Director/CEO
Houyhong Village, Chanthabuly District, VTE
Tel: (856-20) 99996668
Date of Birth: 25 March 1984
Nationality: Lao.
Email: sithaphc9999@yahoo.com

QUALIFICATION

2013-2015	Master of Business Administration, Rattana Business Administration College.
2003-2007	Bachelor of Education, Major in physics, Faculty of Education, National University of Laos.
2004-2006	Diploma of Business Administration, Settha Business Administration College.

WORK EXPERIENCE

2018 – Present	Director/CEO of Phousy Construction and Development Public Company.
2016 – 2018	Director of Phousy Construction and Development Public Company.
2006 –2016	Deputy Director of Phousy Luangprabang Road & Bridge Construction Sole Company Limited.

CURRICULUM VITAE



MR. PHOUKHONG OUANLAMANY.
Position: Director
Nonkhor-Tai Villege, Saysettha District, VTE.
Tel: (856-20) 2222 4861.
Date of Birth: 12 March 1976.
Nationality: Lao.
Email: phoukhonghai@gmail.com

QUALIFICATION

2006-2007	Master of International Trade, Universite' de Paris-Sorbonne Paris IV, France.
2005-2006	Master of Business Administration, National Academic of Politics and Public Administration (NAPPA), International course, Vientiane Capital, Laos.
1999-2000	Advance Diploma in Business Administration, National Academic of Politics and Public Administration (NAPPA), International course, Vientiane Capital, Laos.
1999 (6 Months)	Unity School of Management and Education, Vientiane Capital, Laos.
1999 (5 Months)	Certificate of Financial Accounting at Rattana Business Administration College, Vientiane Capital, Laos.
1993-1998	Bachelor of Letters, Majoring in French language, Faculty of Letter, National University of Laos.
1990-1993	Pakse High School, Champasak province, Laos.

WORK EXPERIENCE

January 2018 – Present	Phousy Group Company / Phousy Construction and Development Public Company, Assistant Chairman of Phousy Group Company.
December 2012 – June 2017	Ministry of Finance, Customs Department, Customs and Trade Facilitation Project (CTFP), Project Analyst (Consultant) of World Bank.
July 10 – November 2012	Phonesack Group Co., Ltd Human Resources Manager based in Headquarter Office.
June 09 – July 2010	Phonesack Group Co., Ltd (Khamkeut Saen-Oudom Mine Prpject) Human Resources Manager based in mine site.
January 09 - May 2009	Phonesack Group Co., Ltd Project Coordinator & Administration Supervisor.
May 08 - December 08	Enterprise & Development Consultant Co;Ltd (EDC) Consultant/Trainer.
June 08 – May 09	Lao America College, Part time Instructor of Marketing (Retail Marketing and Strategy Marketing).
July 07 – April 08	Societe Shell Du Laos, Transport and Order Fulfillment Manager.
Feb 03 – October 04	Soutsaka Institution of Management and Technology Deputy Director.
January 02 – December 02	Luamit & Hyokwant Business Co;Ltd, Manager.

August – November 01	Inside Asia (Market Research Consultancy) Office Manager.

TRAINING COURSE

24-25 April 2017	Participated in the training on Practical aspects of preparation and managing infrastructure and civil works contracts at the world bank office.
09-10 June 2015	Participated in the training of procurement of goods and work by using the world bank policies and guideline at Settha Palace Hotel.
17-18 June 2014	Participated in the training of procurement of goods and work by using the world bank policies and guideline at Lao Plaza Hotel.
12 Nov - 24 Dec 11	Participated in MS Office including Word-Excel in advance Level at Lao Singapore College.
18-20 May 2011	Participated in MS Office Project 2007, Managing Project in Bangkok (Thailand).
Nov 08 (17-23)	Participated in Honda Foundation Joint Conference on entrepreneurship in Asia, Organized Asia Productivity Organization (APO), Tokyo, Kyoto, Japan.
Dec 07 (7 days)	Training on Safety Supervisor in Workplace, Shell Company Limited, Thailand.
April- May 05	Course of Entrepreneurs at Lao-Indian Development Center; Vientiane capital, Laos.
2000 (7 days)	Study Tour at Asian Institute of Technology (AIT), Thailand.

CURRICULUM VITAE OF INDEPENDENT DIRECTOR

MR. KHANTHAVONG DALAVONG.
Tarnmixay Village, Xaythany District, VTE.
Tel: (856-20) 55599153.
Date of birth: 10 June 1961.
Nationality: Lao.
Email: khanthavong1958@gmail.com



QUALIFICATION

- Master of Mathematic at Volgograd University, Russia.
- Master of Business Administration at Khonkaen University, Thailand.
- Bachelor of Construction at Volgograd University, Russia.
- Bachelor of Mathematic at Volgograd University, Russia.
- Bachelor of Music at Moscow Music University, Russia.
- Bachelor of Industrial Management, Russia.
- Bachelor of Media at RECSAM University.
- Diploma of Mathematic at Teacher Training School No.3

WORK EXPERIENCE

2015 to present	Vice chairman, Independent of Phousy Construction and development Public Company.
2015 to present	Consultant (International Organization Standardization: ISO) / National Standard verification and quality investigation institute.
2006-2016	Secretary/ Lao National chamber of Commerce and Industry.
2004-2006	Training Course Expertise (Project Management) of Ministry of Education.
2000-2004	Director at Factory of Xiangkoaun steel and Factory of Sangkasi phonthan.
1999-2000	Head of Business Administration Department (Business Instructor).
1990-1999	Head of Natural Sciences Institution of Teacher Development Institution.
1990-1993	Head of Mathematic department (Mathematic Instructor) of Teacher Training School Dongdok.
1981-1983	Head of Natural Sciences (Mathematic Instructor) Of Teacher Training School No. 3.
1976-1978	Head of Hmong Tribe instruction (Mathematic Teacher) of Viengxay Education Center.

TRAINING/COURSE

- Methodology of education course and textbooks, Sinakarin Virote University.
- Principle of Industrial and risk management, GORIMBO institution.
- Qualitative control and inspection, Institute of Industrial Promotion.
- Intellectual Property Rights Management, the Geneva Institution

CURRICULUM VITAE OF INDEPENDENT DIRECTOR

MR. NANTHALATH THILAKOUN



Position: Independent Director
Viengkham Village, Sikottabong District, VTE
Tel: (856-20) 56110372
Date of Birth: 05 January 1970
Nationality: Lao
Email: thirakul@hotmail.com

QUALIFICATION

- Diploma of Business Administration, Fanshawe College, United Kingdom.

WORK EXPERIENCE

2016 – Present	Independent Director of Phousy Construction and Development Public Company
2011 – 2016	Director of Consultant – Accounting Company
2009 – 2011	Director of Petroff Communication
2001 – 2003	Manager of Canada Life Insurance

Attachment 5

PROXY

Written at……

Date…..... month…… year…….

(1) I/We…….. Nationality……, date, month and year of birth…… ID card number or ID Passport Reside at……..…..Road……..Village……..…… District…… Province ……..……. Nation ……..

(2) Being a shareholder of Phousy Construction and development Public Company by Holding the ordinary shares in the total amount of……..……. shares, which are equivalent to the same voting right

(3) Hereby appoint (tick ✓ in the box)

☐ (3.1) Mr. /Ms. ……..…….……. Age…….…… years, ID card Or ID passport…… resides at….……Road.……..… Village…… District……..... Province……. Nation…….or

☐ (3.2) Mr. Khanthavong Dalavong , Age 59 years, Village Tarnmixay District Xaythanee Province Vientiane Nation Lao or

☐ (3.3) Mr. Nanthalath Thilakhoun , Age 50 Village Viengkham District Sikottabong Province Vientiane Nation Lao

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the Year 2019 at 13:00 pm, At the 12th floor of Continental Plaza Hotel, Nongbuathong-tai Village, Sikhottabong District, Vientiane Capital, Lao PDR or any adjournment at any date, time and place there of

(4) I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

☐ To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects;

☐ To grant my/our proxy to votes as per my/our intention and consider and vote on my/our behalf in some agendas as he/she may deem appropriate in all respects;

☐ To grant my/our proxy to vote as per my/our intention.

Agenda 1: Considering and endorsing the Minutes of the Annual General Meeting of Shareholders for the year 2018

☐ Approve ☐ Disapprove

Agenda 2: Considering and endorsing the PCD's business performance report for the year 2019 and the audited financial statements for the year 2019

☐ Approve ☐ Disapprove

Agenda 3: Considering that there's no dividend payments for the year 2019

☐ Approve ☐ Disapprove

Agenda 4: Considering and endorsing the PCD's business plan for the year 2020

☐ Approve ☐ Disapprove

Agenda 5: Considering and endorsing the appointment of the independent auditors for the year 2020

☐ Approve ☐ Disapprove

Agenda 6: Considering and endorsing the new Board of Directors from 2020-2022

☐ Approve ☐ Disapprove

(5) Voting of the proxy in any agenda that is not as specified in this Proxy shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified, it shall be deemed approved.

(7) Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention (s) specified in the Proxy, shall be deemed as having been carried out by myself/ourselves in all respects.

Grantor	Proxy
Signed……..	Signed …….
(…….……)	(…….)

Remark:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. Pursuant to the Law on Notary (Amended) No. 11/NA, dated 26 November 2009, in order for the appointment by the shareholder to the proxy to have legal effect, this Proxy must be notarized with the court. In this regard, the Company will not take any responsibility in the case where the Proxy submitted to the Company has not been registered with the Notary Office, Ministry of Justice.
3. The proxy must present to the officers at registration desk his/her valid ID card, or family book or passport (in case of foreign investor) together With the copies of the Same documents of the shareholder, this Proxy, and the Invitation to the Meeting.

Attachment 6

Documents and Evidence required being Presented Prior to Attending the Meeting, Proxy, Registration and Voting at the Shareholders' Meeting

For your convenience for the registration process to attend the Annual General Meeting of shareholders for the year 2019 of Phousy Construction and Development Public Company, the shareholders or proxies who will attend the Meeting shall bring the invitation to the Meeting, registration form and proxy form for the registration.

The Company reserves the rights to allow only the Shareholders or the proxies who have proper and complete documents to attend the Meeting.

1. Valid documents and Evidence required to be presented by the shareholders or proxies to attending the Meeting

1.1. Shareholders who are natural Persons

1.1.1. Shareholders attending the Meeting themselves shall present valid documents issued by governmental authorities, e.g. the identification card or passport (foreign shareholders), including the evidence of name or last name change (if any).

1.1.2. Shareholders appointing a proxy to attend the Meeting. A proxy shall present the documents as follows:

(1) A proxy form as attached to the invitation to the Meeting, which has been duly completed and signed by the shareholders and proxy.

(2) A copy of valid document of the shareholder issued by governmental authorities as specified on Item 1.1.1 which has been certified true and correct by the shareholders.

(3) Valid document of the proxy issued by governmental authorities e.g. the identification card or passport (for foreign proxy), the evidence of name or last name change (if any).

1.2. Shareholders who are juristic persons

1.2.1. Representatives of shareholders (authorized directors) attending the meeting themselves, shall present the documents as follows:

- Valid Documents of the representatives of the shareholders (authorized directors) issued by governmental authorities, e.g. the identification card or passport for foreign representatives of the shareholder (authorized director), including the evidence of the name or last name (if any)
- Copies of Foreign Investment License (if any), the Enterprise Registration Certification (Affidavit), the Article of Association and the Tax certificate (of the last year) of the shareholder specifying that the representatives of the juristic person attending the

Meeting are duly authorized to represent the shareholder, which have been certified true and correct by the representatives of the shareholder (authorized director)

1.2.2. Shareholders appoint a proxy to attend the Meeting. A proxy shall provide the documents as follows:

- A proxy form as attached to the invitation to the Meeting which has been duly complete and signed by the shareholder and the proxy (authorized directors)
- Copies of Foreign Investment License (if any), the Enterprise Registration Certification (Affidavit), the Article of Association and the Tax certificate (of the last year) of the shareholder specifying that the representatives of the juristic person are duly authorized to represent the shareholders, which have been certified true and correct by the representatives of the shareholder (authorized directors)
- Copies of Valid documents of the representatives of shareholder (authorized directors) issued by governmental authorities Item 1.2.1(1), which have been certified true and correct by the representatives of the shareholder (authorized directors)
- Valid document of the proxy issued by governmental authorities that not expire, e.g. the identification card or passport (for foreign proxy, including the evidence of the name or last name (if any)

1.2.3. In case of the Shareholders who are foreign juristic persons

(1) Please follow the instructions Item 1.2.1 or 1.2.2 as the case may be.

(2) Documents of foreign juristic persons shall be translated in to Lao or English and such translation shall be certified by the representatives (authorized directors) of such foreign juristic persons.

2. Proxy

Shareholders who are unable to attend the Meeting themselves, may appoint a proxy to attend the meeting on the shareholders' behalf by proceeding as follows:

2.1. Appoint any person or one of the directors of Company to attend and vote the Meeting on the shareholders' behalf by specifying the name and details the proxy or marking (✓) in the □ in front of the name of one of the directors as provided in the proxy form to be the proxy to attend the Meeting.

2.2. Return the duly complete proxy form to PCD, a company secretary and Please deliver to the company before 29 May 2020 or at least an hour before the Meeting starts for verification of documents.

In this regard, shareholders may not split shares to appoint several proxies to split votes in the Meeting. Each of the shall authorize the proxy to cast the votes equaling to the same number of shares held by such shareholder, and shall not appoint only parts of the shares held by such shareholders.

3. Registration

The Company will start the registration process for attending the Annual General Meeting of Shareholders for the Year 2019 of Phousy Construction and Development Public Company 2 hours before the meeting starts or from 13:00 a.m. on 29 May 2020, at the Meeting room on At the 12th floor of Continental Plaza Hotel, Nongbuathong-tai Village, Sikhottabong District, Vientiane Capital, Lao PDR Please refer to the map attached.

In each agenda, the company will temporarily suspend the registration process before voting or will re-open the registration again after the completion of vote counting.

4. Voting and Vote Counting Result

4.1. Voting regulation

(1) One share is entitled to one vote. Shareholders shall only cast the votes equaling to the same number of shares held

(2) The company will prepare ballots for every agenda which requires vote. In this regard, the company will distribute the ballots to the shareholders and proxies at the time of registration. **Except** for the case of proxy in which the voting has been clearly specified in the proxy form, the company will not distribute the ballots to the proxy who register after the meeting has commenced will receive only the ballots for the remaining agenda.

4.2. Vote Counting Result

In casting votes in each agenda, the Chairman will ask if anyone disapproves in order to save time of the shareholders and proxies as a whole. The shareholders and the proxies who approve shall not put a mark in the ballots, while the shareholders and the proxies who disapprove or abstained shall put a mark (✓) in the □ disapprove box or abstained box and sign the ballots and raise their hands to deliver the ballots to the company's staff members for vote counting. Except for case of proxy in which the voting has been clearly specified in the proxy form, the company will record such votes at the time of the registration.

In this regard, in the event that the shareholders and proxies submit their disapproval or abstained ballots after the Chairman has announced the voting result of each agenda to the Meeting, the Company will disregard such disapproval votes or abstained votes.

4.3. Vote Counting and Announcement of Voting Result

Prior to the commencement of the Meeting, Managing Director of the company shall explain the vote counting procedures to the Meeting. The Company will counting the votes and inform the voting result to the Meeting before each agenda is finished.

The company will deduct the disapproval votes or abstained votes from the total votes, the remaining votes will be deemed as approval votes.

Attachment 7

Map of the meeting place

