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No. 419 - - /PCD

Vientiane Capital, Date: 11 MAY 2023

The Minutes of the Annual General Shareholders' Meeting of for the year 2022 of Phousy Construction and Development Public Company

The Annual General Shareholders' Meeting for the year 2022 of Phousy Construction and Development Public Company (PCD) was held on 27th April 2023 at 10:10 am, at the 12th floor of Continental Plaza Hotel, Nongbuathong-tai Village, Sikhottabong District, Vientiane Capital. The meeting was attended by 20 shareholders, in which 7 shareholders attended the meeting in person and 13 shareholders attended the meeting as proxies, holding the total of 546,573,300 shares, equivalent to 93.91% of the total paid-up shares of the Company.

The host introduced each of Board of Directors and the relevant officers attending the meeting as followed:

Board of Directors		**Position**
1. Mr. Sitha PHOMMACHITH	:	Director / Chief Executive Officer;
2. Mr. Nanthalath THILAKUN	:	Independent Director (Joined the online meeting).

Ph.D Sithong PHOMMACHITH, Chairman; Mr. Bounmy MANYVONG, Vice Chairman/ Independent Director; and Mr. Phoukhong OUANLAMANY, Director were not available to attend the meeting. Therefore, Mr. Sitha PHOMMACHITH Director/CEO was appointed as the chairman of the meeting.

Furthermore, there were representatives of Lao Securities Commission Office, Lao Securities Exchange and PriceWaterhouseCooper (Lao) Sole Co., Ltd (PWC) attended the meeting.

The host informed the agenda, instruction for vote procedure and counting as the following:

Agenda:

Agenda 1: Considering and endorsing the Minutes of the Annual General Shareholders' Meeting for the year 2021;
Agenda 2: Considering and endorsing the PCD's business performance report and the audited financial statements for the year 2022;
Agenda 3: Considering and endorsing the net profit for the year 2022 to be allocated to the legal reserves and endorsing that there's no dividend payment;
Agenda 4: Considering and endorsing the PCD's business plan for the year 2023;
Agenda 5: Considering and endorsing the appointment of the external auditor for the year 2023;
Agenda 6: Considering and endorsing the term for extension of the current Board of Directors;

Process of Voting:

- Each shareholder is entitled to the votes equaling to the number of shares held by them, whereby one share is entitled to one vote;
- In casting votes in each agenda, the Chairman of the meeting will ask If any shareholders disapproved;
    - If the shareholders who disapprove shall put a mark ✓ in the disapproved box □ in the ballots and raise hand up for the company's staff to collect the vote counting card; and for the shareholders who do not raise the hand up shall be deemed that they have approved as proposed to the meeting;
- In the case of any shareholders have appointed the proxies to attend the Meeting and to cast the votes as specified by the shareholders in the Proxy Form, the Company has already recorded such votes at the registration for the convenience of the proxies. The proxies are not required to put any mark in the ballots.

Vote Counting:

- In vote counting of each agenda, the disapproval votes of the shareholders attending the Meeting and by proxy which the Company recorded the votes at the registration will be deducted from the amount of the total shares of the shareholders attending the Meeting and casting the votes in each agenda.

- The Chairman will announce the voting results of each Agenda to the Meeting after the vote casting of each agenda is completed by specifying the numbers and percentages of the approval votes and the disapproval votes. The company will not count the disapproval vote of the shareholders who submit the ballots after the Chairman has announced the voting results of each agenda to the meeting.

In case of the shareholders or the proxies have any question of each agenda, please raise hand up and introduce yourself that you're a shareholder or the proxy in order to record in the minutes of the Annual General Shareholders' Meeting for the year 2022. And again, in accordance with the relevant rules and regulations, I would like to notify that the observers are not allowed to have comments on the agenda of the meeting today.

After that, Mr. Sitha PHOMMACHITH, Chairman of the meeting officially opened and proceed the meeting according to the agenda of the Annual General Shareholders' Meeting of 2022 as per details following:

Agenda 1: Considering and endorsing the Minutes of the Annual General Shareholders' Meeting for the year 2021

The chairman of the meeting reported to the meeting about the Minutes of the Annual General Shareholders' Meeting for the year 2021 which was held on 29th April 2022. The agendas and minute had been considered and recorded correctly in accordance with the detail of the meeting.

The Chairman encouraged the shareholders to have comments after the report but there were no comments.

The Chairman then proposed to the meeting for considering and endorsing the Minutes of the Annual General Shareholders' Meeting for the year 2021.

Resolution: The meeting has thoroughly considered and endorsed the Minutes of the Annual General Shareholders' Meeting for the year 2021 as follow:

- Approved 546,573,300 votes or equal to 100 %.
- Disapproved 0 vote or equal to 0 %.
- Total 546,573,300 votes or equal to 100 %.

Agenda 2: Considering and endorsing the PCD's business performance report and the audited financial statements for the year 2022

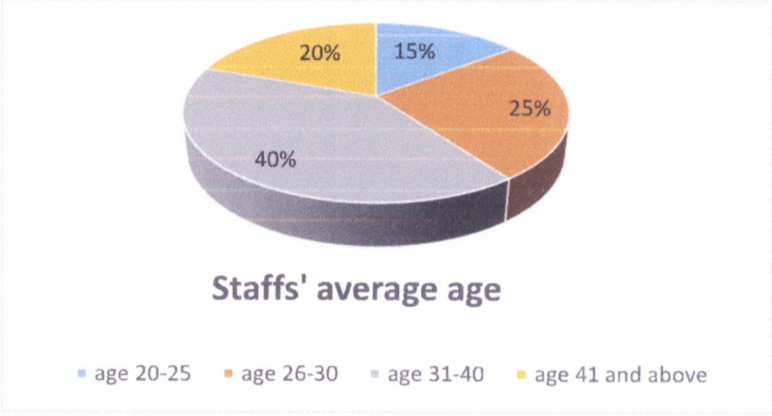
The Chairman reported to the meeting about PCD's business performance report and the financial statements for the year 2022 as follows:

I. The business Performance for the year 2022:

❖ Human Resource Management

In regard to the human resources management aspect, in the year 2022 PCD has focusing an organizational to be aligned with the structure and conditions of the Lao Securities Exchange. Social welfare provides better care for employees in the organization, works day by day and has annual leave according to Lao Labor Law.

- Total number of staff as off 31/03/2022: 155 staffs
- Resigned: 30
- Recruit 10 new employee
- Staff Promotion: 0 staffs



➢ Remuneration and Social Welfare

- Salary increases for staffs 5.8%

➢ Organize activities for unity of staffs

- Not active in action due to outbreak COVID-19

➢ Capacity building for staff

- There was no activities.

❖ Marketing

As a service provider of comprehensive engineering by emphasizing on infrastructure developments services which the majority of the project owners are the government sector. Therefore, our marketing strategy focus on the government sector by transferring the projects on a quality and on-time basis which is an important factor for the project owner that will trust on a quality provided by the Company which create an opportunity to get more jobs in the future. In addition, the Company has built good relationship with the government sector by provide and exchange the construction information along with the studies, exploration of addition areas for road project developments which creates a better chance of winning the bidding.

Currently, PCD is continuing to implement two unfinished projects: the construction of a two-story paved road from Ban Ou Village Luang Prabang District to Sibunheung village Nan district, Luang Prabang province, 50.2 km long, and an upgrade road from Kieu Cheia village to Muang Heub Village Phonethong district Laouang Prabang Province, 32.5 km in length.

I. The project plan continues to be implemented

1. The Vientiane-Pakse Expressway project, worth more than $ 4 billion, and we, Phousy Construction and Development Public Company, are among the four companies that have been shortlisted for the final round. The survey and design of the corridor is now underway, and the Ministry of Public Works and Transport is preparing to submit it to the government to endorse. (Only Phousy Construction and Development Public Company is responsible for the 4th phase from Xeno, Savannakhet to Napong, Saravane Province, the total length is 135.2 km, the initial estimated value is US $ 1,235.82);
2. Modern Villages, Condominiums, Villas and Residences that are suitable for general up to 200,000 houses in the country, are still looking for foreign capital partners. Currently, it starts from 50,000 houses in Luang Prabang province;
3. Phousy Construction and Development Public Company is the main contractor in the development of Luang Prabang Special Economic Zone infrastructure construction project initially worth 20,000,000 US dollars;
4. Phousy Construction and Development Public Company leased 500 hectares of land in Luang Prabang Special Economic Zone for real estate development such as land lease and warehouse lease.

II. The financial statement for the year 2022 has detailed as follows:

Unit: Million LAK

Description	2022	2021
Total assets	703,774	626,294
Total liabilities	220,791	188,061
Total shareholders' equity	482,983	438,233
Total revenue	60,026	23,574
Net profit/loss	44,750	(13,895)
Net profit per share (LAK/Share)	76.89	(23.87)

The Chairman encouraged the shareholders to have comments after the report but there were no comments.

The Chairman then proposed to the meeting for considering and endorsing the PCD's business performance report and the audited financial statements for the year 2022.

Resolution: The meeting has thoroughly considered and endorsed the PCD's business performance report and the audited financial statements for the year 2022 as follow:

- Approved 546,573,300 votes or equal to 100 %.
- Disapproved 0 vote or equal to 0 %.
- Total 546,573,300 votes or equal to 100 %.

Agenda 3: Considering and endorsing the net profit for the year 2022 to be allocated to the legal reserves and endorsing that there's no dividend payment

The Chairman reported to the meeting: Pursuant to the Financial Statement was audited by external auditor for the year 2022, net profit of the company was 44,750 million LAK and pursuant to the Enterprises Law No.46/NA, dated 26 December 2013, on the article 155 "Distribution of dividends" the company is prohibited to distribute dividends when there still are accumulated losses.

Therefore, the Board of Directors agreed to adopt that there's no dividend payment due to the financial statement of the company still are accumulated losses in previous year and proposed the allocation of the net profit for the year 2022 to the legal reserves as follows:

- Appropriated legal reserve 10% : 4,475 million LAK;
- Unappropriated 90% : 40,275 million LAK.

The Chairman encouraged the shareholders to have comments after the report but there were no comments.

The Chairman then proposed to the meeting for considering and endorsing the net profit for the year 2022 to be allocated to the legal reserves and endorsing that there's no dividend payment.

Resolution: The meeting has thoroughly considered and endorsed the net profit for the year 2022 to be allocated to the legal reserves and endorsing that there's no dividend payment as follow:

- Approved 546,573,300 votes or equal to 100 %.
- Disapproved 0 vote or equal to 0 %.
- Total 546,573,300 votes or equal to 100 %.

Agenda 4: Considering and endorsing the PCD's business plan for the year 2023

The Chairman reported to the meeting about PCD's business plan for the year 2023 as follows:

❖ **Projects in the plan for the year 2023-2030**

1. Phousy Construction and Development Public Company has a jointed investment 25%, and is the main contractor in coal mining in Vieng Phu Kha District, Luang Namtha Province. Estimated investment cost of 5 dollars per ton, revenue of 12 dollars per ton (from investment and investment and revenue which is total 75 million dollars);
2. Phousy Construction and Development Public Company invests in the bypass road project from Don Nun town to Bua Village, Vientiane within a distance of 30 kilometers. Estimated investment value of 210 million dollars with an interests return rate of 10%;
3. Phousy Construction and Development Public Company invests in 1000 megawatts of solar power. Estimated investment value of 800 million dollars with an interests return rate of 12.8%
4. Phousy Construction and Development Public Company, investment study plan, hydropower project totaling 1150 megawatts;
5. Phousy Construction and Development Public Company is preparing the tender for the project:
   - Luang Prabang bridge construction project with NEDA funding
   - R12 road construction project with NIDA funding
   - Land construction project in Luang Prabang province with EDCF funding (Korea)
   - The project to build garbage fields and alleys in the city of Luang Prabang province with funding from the World Bank.

The Chairman encouraged the shareholders to have comments after the report but there were no comments.

The Chairman then proposed to the meeting for considering and endorsing the PCD's business plan for the year 2023.

Resolution: The meeting has thoroughly considered and endorsed the PCD's business plan for the year 2023 as follow:

• Approved	546,573,300	votes	or equal to 100 %.
• Disapproved	0	vote	or equal to 0 %.
• Total	546,573,300	votes	or equal to 100 %.

Agenda 5: Considering and endorsing the appointment of the external auditor for the year 2023

The Chairman reported to the meeting: Pursuant to the enterprises law, No 46/NA, dated 26 December 2013, on the article 154 Rights and duties of the Annual General Shareholders' meeting to elect and decide a remuneration of the external auditor which PriceWaterhouseCooper (Lao) Sole Co., Ltd ("PwC") has been accordingly considered by the Board of Directors, hereby propose to the meeting in order to consider and endorse the appointment of PWC as the external auditor for the year 2023 together with determination of remuneration not exceed USD35,000; PwC is an external auditor with its equipped experience and detailed discretion and PwC is a standard audit company including trust in its service from internationally. The previous remunerations in details are as follow:

Year	The external auditors	Remuneration (USD)
2019	PriceWaterHouseCooper (Lao) Co., Ltd.	35,690
2020	PriceWaterHouseCooper (Lao) Co., Ltd.	35,000
2021	PriceWaterHouseCooper (Lao) Co., Ltd.	35,000
2022	PriceWaterHouseCooper (Lao) Co., Ltd.	35,000
2023	PriceWaterHouseCooper (Lao) Co., Ltd.	not exceed 35,000

The Chairman encouraged the shareholders to have comments after the report but there were no comments.

The Chairman then proposed to the meeting for considering and endorsing the appointment of the external auditor for the year 2023.

Resolution: The meeting has thoroughly considered and endorsed the appointment of the external auditor for the year 2022 as follow:

- Approved 546,573,300 votes or equal to 100 %.
- Disapproved 0 vote or equal to 0 %.
- Total 546,573,300 votes or equal to 100 %.

Agenda 6: Considering and endorsing the term for extension of the current Board of Directors

The Chairman reported to the meeting: Pursuant to the PCD's Articles of Association (AOA) and the Decision on Board of the Director No 10/LSC, dated on 26 April 2019, the members of the Board of Director have a term within 2 years and the current PCD's Board of Directors were appointed by the Annual General Shareholders' Meeting for the year 2019 held on 29th May 2020, the term of Board of Directors was from 2020-2022.

In order to ensure the effectiveness of the PCD's management. Therefore, PCD agreed to propose to the Meeting to consider and endorse the term for extension of the current Board of Directors. The details of the current Board of Directors are as follow:

1. Ph.D Sithong PHOMMACHITH : Chairman
2. Mr. Bounmy MANYVONG : Vice Chairman / Independent Member
3. Mr. Nanthalath THILAKUN : Member / Independent Member
4. Mr. Sitha PHOMMACHITH : Member / Chief Executive Officer
5. Mr. Phoukhong OUANLAMANY : Member

The Chairman encouraged the shareholders to have comments after the report. There were comments and questions as follow:

- **Mr. Kraiwal KADAVANICH,** The Shareholder commented and asked the questions as follows:

1) In the details of the invitation letter are specified that the members of the Board of Director were appointed on 29th May 2020 and have a term within 2 years since the endorsement date which means that the term of PCD's Directors had already completed in 2022; however, why the details of invitation letter were still specified that the term will be completed soon;

2) This agenda has been considered in the meeting this year which is in April 2023, the details are specified that the term shall be effective from the endorsement date of this meeting to be completed in April 2024. According to the previous appointment of the Board of Directors was in May 2020. Instead of extension for another 1 year, it should be another 2 years;

3) In the Annual General Shareholders' Meeting for the year 2021 had only 5 agendas, why the agenda regarding to the term for extension of the Board of Directors had not been proposed to the meeting.

- **Comment 1:** This agenda should be solved by not specifying the number of the years for extension, but it should be specified the date, month, and year which the term of the Board of Directors will be completed and then proposes to the meeting for approval;

- **Comment 2:** Request the meeting to adjust the invitation letter on this agenda which specifies that the term will be completed soon and then to delete this part so that not to confuse whether the term will be completed soon or it had already completed.

→ **Mr. Sitha PHOMMACHITH, Chief Executive Officer:** Thanks for the questions and comments of the shareholder. Overall, these 3 questions are quite similar regarding to the term and the appointment of the Board of Directors. Let me explain that the Annual General Shareholders' Meeting for the year 2022 but it was held in 2023 which the term of the Board of Directors is considered to be completed for a while, in which the appointment of the BODs specifies that the term shall be effective from the endorsement date of this meeting and it must be counted from 2022 onwards; Therefore, the shareholder's comments are agreed regarding to the invitation letter on this agenda, we shall assign to the committee who was responsible for document preparation to delete that part out as per suggestion, and agree to adjust the agenda of the term for extension of the current Board of Directors to be completed on 30th June 2024.

The Chairman then proposed to the meeting for considering and endorsing the term for extension of the current Board of Directors to be completed on 30th June 2024.

Resolution: The meeting has thoroughly considered and endorsed the term for extension of the current Board of Directors to be completed on 30th June 2024 as follow:

•	Approved	546,573,300 votes	or equal to 100 %.
•	Disapproved	0 vote	or equal to 0 %.
•	Total	546,573,300 votes	or equal to 100 %.

The Chairman of the meeting informed to the shareholders that all agendas were completely considered and approved in accordance with Letter of Invitation and encouraged the meeting to have other comments toward PCD but there were no comments from shareholders.

At the end of the meeting, Mr. Sitha PHOMMACHITH, Chairman of the meeting gave a speech: on behalf of The Board of Directors would like to thank you very much to all the shareholders and proxies attended the Annual General Shareholders' Meeting for the year 2022, to have good health, and success for all of the duties.

The Chairman officially declared closing the meeting at 11:20 am on the same day when there were no additional issues.

Yours Sincerely,

Chairman of the meeting



Mr. Sitha PHOMMACHITH
Director / Chief Executive Officer

Note: Minutes of the Annual General Meeting of Shareholders for the year 2022 shall deem to use the Lao language as the original.