VIENTIANE CENTER
ວຽງຈັນເຊັ້ນເຕີ

ບໍລິສັດ ວຽງຈັນເຊັ້ນເຕີ ລາວ ມະຫາຊົນ
VIENTIANE CENTER LAO PUBLIC COMPANY
ໜ່ວຍພັດທະນາ, ບ້ານໜອງຈັນ, ເມືອງ ສີສັດຕະນາກ, ນະຄອນຫຼວງວຽງຈັນ, ໂທ ແລະ ແຟັກ: (+856) 21 228299
KHUVIENG ROAD, NONGCHAN VILLAGE, SISATTANAK DISTRICT, VIENTIANE CAPITAL. Tel & Fax: (+856) 21 228299

Lao People's Democratic Republic

Peace Independence Democracy Unity Prosperity

No. 044 /VCL

Vientiane Capital, Date 08 APR 2022

INVITATION

To: Shareholders of Vientiane Center Lao Public Company

Subject: Invitation to the Annual General Shareholders' Meeting of VCL for the year 2021

- Pursuant to the resolutions of 1st General Meeting of the Board of Directors of Vientiane Center Lao Public Company (VCL) for the year 2022, dated 21/03/2022 .

Vientiane Center Lao Public Company (hereinafter called VCL or the Company) is honored to invite you to attend the Annual General Shareholders' Meeting (hereinafter called AGM or the Meeting) for the year 2021 at 14:00 on April 29, 2022 (registration process starts at 13:00 to 14:00), at Diamond Meeting Room, 4th floor of Landmark Mekong Riverside Hotel, Thatkhao Village, Sisattanak District, Vientiane Capital, Lao PDR.

The Company has announced the date, time, location and agenda of the Annual General Shareholders' Meeting for the year 2021 on the website of the Lao Securities Exchange(www.lsx.com.la).

We are looking forward to your kind attending this Meeting.

Chairman of BOD

ບໍລິສັດ ວຽງຈັນເຊັ້ນເຕີ ລາວ ມະຫາຊົນ
Vientiane Center Lao Public Company

Wang Wei Kun

Attachments of the Meeting:

1. Proposals of the AGM of VCL for the year 2021;
2. The Minutes of the AGM of VCL for the year 2020 and the 1^{st} extra-ordinary general shareholders' meeting of VCL for the year 2021;
3. The Audited Annual Financial Statements of VCL for the year 2021;
4. The Business Performance Review for the year 2021 and the Business Plan for 2022 of VCL;
5. The resumes of nominated Board members for the 3rd Board of Directors.
6. The resumes of Independent Directors entitled to join the meeting
7. Proxy Form;
8. Documents or evidences required to be presented prior to attending the AGM for the year 2021;
9. Map of the meeting venue.

Remarks:

1. All shareholders shall obtain the invitation letter and all attachments at the Lao Securities Exchange Building, 4th Floor, starting from April 08, 2022, T4 Road, Phonthan Neua Village, Saysettha District, Vientiane Capital. Tel: (856-21)454361-4, Fax: (856-21)454361-4.
2. Please kindly attend the Meeting on the date, time specified above, by presenting ID cards or passports (for foreign shareholders).
3. In case of proxy, please complete the enclosed proxy form, if you are unable to attend the Meeting in attached hereto in the Attachment 7.
4. The proxy who will be attending the Meeting must present documents or evidences to identify himself/herself for attending the Meeting, according to the details specified in the Attachment 8 attached hereto, and submit the persons authorized by the Chairman before attending the AGM;
5. If any shareholder wished to appoint an independent director of VCL to attend and cast votes on your behalf, please complete the Proxy Form and tick a box ☑ in front of the name of one of the independent directors as provided in the Proxy Form to be the proxy, and please submit such Proxy Form, including supporting documents to Vientiane Center Lao Public Company, 5th Floor, Vientiane Center Office Building, Khuvieng Road, Nongchan Village, Sisattanak District, Vientiane Capital, Lao PDR. Please deliver to the Company before April 26,2022.
6. If you have any queries or questions for more details, please contact the Company, Tel： Mr. Lei Yaohai, 020 9554 9597 (Email: yhlei@vclao.com) during the office hours.

Attachment 1

Proposal 1: Report the Implementation of the Resolutions of the Annual General Shareholders Meeting of VCL for the year 2020 and the Resolution of the First Extra-ordinary Shareholders' Meeting of VCL for the year 2021 .

Details:

To report to the shareholders regarding the results of implementing the resolutions of 2 General Shareholders Meeting for the year 2021 with details as bellow:

1. The Annual General Shareholders Meeting for the year 2020 would be hold on the 30^{th} April 2021 at the Landmark hotel ,Vientiane Capital Lao PDR considered and approved the proposals as bellow:

Proposal 1: To Report the implementation of the Resolutions of the Annual General Shareholders Meeting for the year 2019;

Proposal 2: To consider and approve the Minutes of the Resolutions of the Annual General Shareholders Meeting VCL 2019;

Proposal 3: To consider and approve the Audited Annual Financial Statements for the year 2020;

Proposal 4: To consider and approve Business Performance Review for the year2020and Business Plan for the year 2021;

Proposal 5: To consider and approve the Dividend Payment for the year 2020 to shareholders;

Proposal 6: To consider and approve the Nomination of Board members and the Chairman for 2nd Board of Directors;

Proposal 7: To consider and approve the new legal representative of VCL;

Proposal 8: To consider and approve to proxy who consider and approved the loan agreement of VCL

Proposal 9: To consider and approve the commissioning of the Auditing Firm for VCL

Proposal 10: To consider and approve the Nomination for the Executive Committee and the Committees of Board of Directors for the Company;

Proposal 11: To consider and approve the Amendments to the Articles of the Company, Article 9 : Directors and Article 12: Board of Directors

2. The First Extra-ordinary Shareholders' Meeting for the year 2021 hold on **30th** September 2021 at the meeting room, 2nd Floor of VCL, Vientiane Capital Lao PDR, The meeting to be considered and approved as follows:

Proposal: To consider and approve to changing the objective using capital from remain Initial Public Offering left.

Resolution of each proposal to be implementation have already done.

The Comments of the Board of Directors:

The report on the resolutions implementation of the Annual General Shareholders Meeting for the year 2020 and the First Extra-ordinary Shareholders' Meeting for the year 2021 was to report and inform shareholders only and without voting required.

Proposal 2: To consider and approve the Minutes of the AGM of VCL 2020 and the Resolutions of the First Extra-ordinary Shareholders' Meeting for the year 2021 .

Details:

In 2021, VCL was convened the meeting 2 times such as The AGM of VCL for the year 2020 and the first extra-ordinary shareholders' meeting for the year 2021.The Minutes of the Meeting detailed in Attachment 2, as attached herewith and disclosed on website of the Lao Securities Exchange (www.lsx.com.la).

The Comments of the Board of Directors:

The Minutes of AGM was recorded accurately and completely, the Board of Directors agreed to propose to the Annual Shareholders' Meeting for consideration and approval.

Required Votes:

According to the Enterprise Law, this proposal shall be approved with the votes of more than half of the total votes attending the Meeting.

Proposal 3: To consider and approve the Audited Annual Financial Statements for the year 2021

Details:

The Audited Annual Financial Statements for the year 2021 were duly audited by Ernst & Young (Laos) Company as detailed in Attachment 3, which have been approved by the Board of Directors.

The Comments of the Board of Directors:

The Board of Directors has considered and approved the Audited Annual Financial Statements of VCL for the year 2021 and agreed to propose to the Annual General Meeting of the Shareholders.

Required Votes:

According to the Enterprise Law, this proposal shall be approved with the votes of more than half of the total votes attending the Meeting.

Proposal 4: To consider and approve Business Performance Review for the year 2021 and Business Plan for the year 2022.

Details:

1. A Business Performance Review for the year 2021

The Executive Summary of Business Performance has been highlighted as bellow:

1)Revenue

In 2021, the annual operating income is 9,077,518,440.00 Kip, decrease from last year 17.5 percent, of which the rental income is 3,284,684,938.64 Kip, the income from office space rental is 4,161,389,339.39 Kip, the income from the venture agreement is 383,892,231 Kip, the income from the event space rental is 754,859,254.2 Kip and advertising space is 492,692,676.77 Kip. The reason for the decline in revenue in 2021: first is due to the outbreak of covid-19. The Lao government has ordered a series of mass events, such as weddings, advertisements, etc., which have forced customers to cancel their venue rentals. Second, Vientiane center will be closed for almost 3 months in 2021, To enhance customer search, Vientiane center has also developed a policy to waive some space rents for customers and reduce rents based on market rents. The third is because some of the businesses that rent office

space in the Vientiane center have been affected by the outbreak of COVID -19 virus, It causes the budget office rent to be significantly reduced until the office rent is canceled.

2)Expenditure and profit

In 2021, the total expenditure of VCL is 2,168,144,303.00 Kip, the income from the change of the fair value of the investment of the real estate sector is 1,534,358,840.00 Kip, the income from the change of exchange rate is 2,797,136,009.00 Kip, the profit of interest is 1,493,636,087.00 kip, net profit was 8,042,395,295,00 kip, a decrease of 13% from last year due to the impact of the covid-19 outbreak, resulting in a significant decrease in revenue and net profit.

3)Total assets

In 2021, the total assets of the company were 200,177,031,937.00 kip, a decrease of 22% from last year. Cause a decrease was due to the repayment of capital loan amounting to 64,232,500,000.00 Kip to the company for the North Nongchan Complex Development in October 2021, resulting in a decrease in the company's debt and cash, which reduced the total assets.

4) Total liabilities

In 2021, the total liabilities of the company was 18,883,466,392.00 kip, a decrease of 77% from last year. The reason for the decrease was due to the repayment of capital loan to the North Nongchan Complex Development in October 2021.

2. Business Plan for the year 2022

1)Shopping mall business

Continue to build a system to prevent and prevent the spread of covid-19 disease, make it the front line of the management sector in the era of normalization, to promote advertising and online trading, to develop business hiring activities.

2)Office building business

Continue to increase the search for companies that are about to renew their lease agreements with other offices in Laos, raise the standard of service and build a professional brand with a professional appearance.

Details of the 2021 Annual Performance Report and 2022 Annual Business Plan are attached in Attachment 4.

The Comments of the Board of Directors:

The Board of Directors has considered and approved the Business Performance review for the year 2021 and the Business Plan for the year 2022 of VCL and agreed to propose to the Annual General Meeting of Shareholders.

Required Votes:

According to the Enterprise Law, this proposal shall be approved with the votes of more than half of the total votes attending the Meeting.

Proposal 5: To consider and approve the Dividend Payment for the year 2021 to shareholders.

Details:

According to the Articles of the Company, the dividend payment shall be approved by the AGM after deducting legal reserve and other reserves (if any).

The Company propose the AGM to consider and approve the 2021 Dividend Payments to the shareholders whose names appear in the registration book of shareholders closed at April 01, 2022 at the rate of 10 Kip per share, with the total dividend payout of 1,471,999,000 Kip. Dividend payment shall be made within 30 days after an approval by the shareholders' meeting and authorize CEO to sign the documents regarding the payment of dividends.

The Comments of the Board of Directors:

The Board of Directors has carefully considered that in 2021, there were a second outbreak of covid-19 in Laos, the Lao government has ordered a temporary suspension of the activities of the shopping center, while the consumption of the people will be reduced. In order to contribute to the implementation of the government order, Vientiane Center has been temporarily closed, with the mall closed for almost three months and the factory closed for nearly 12 months, reducing cash flow. In 2022, Covid-19 will continue to have a significant impact on the Company's business, and the current and future policies of the period are the appropriate cash reserves to curb Covid-19 in terms of business risk and keep the business viable. Based on the deduction of net profit from property valuation in the amount of 1,534,358,840 Kip and net profit from exchange rate change in the amount of 2,797,136,009 Kip,

after deducting 20% of the remaining net profit in the amount of 742,180,089.2 Kip, The net profit amount is 2,968,720,356.8 kip left. In order to create a return for the shareholders who trust the VCL and create confidence for the investors in the stock market, there will be an offer for the annual dividend for the year 2021 at the rate of 10 kip per share, including the total dividend payment of 1,471,999,000 kip, about 50% of the unpaid dividend income. And agree to propose to the Annual General Meeting of Shareholders to approve the payment plan.

Required Votes:

According to the Enterprise Law, this proposal shall be approved with the votes of more than half of the total votes attending the Meeting.

Proposal 6: To consider and approve nomination of the members of the 3rd Board of Directors of VCL.

Details:

According to the amended Enterprise Law, Article 154 Rights and Duties of shareholders' Meeting.

Due to the term of office of the second member of the Board of Directors is two years, from 29/05/2020 to 28/05/2022 and the term of office has expired. Through the selection from the selection committee to be selected as a member of the 3rd Board as follows:

-Mr. HE Jun	Chairman
- Ms. Olathai Santikongkha,	Vice Chairman
- Mr. WANG Weikun	Member
- Mr. Bulapha Santikongkha	Director
- Mr. Wu Xinghua	Director
- Mr. Sun Feihu	Director
- Mr. LUO Xiaodong	Director
- Mr. Xiao Yong	Independent Director
- Mr. ZHANG Tianyi	Independent Director
- Mr. Viengsavanh Phanthaly	Independent Director

- Mr. Jorsong Bouasinengma Independent Director

A resume of each nominee is provided in Attachment 5 attached with an invitation letter. The term is 2 years starting from the date approved by the shareholders' meeting.

The Comments of the Board of Directors:

The Board of Directors has carefully considered and approved to propose to the shareholders' meeting to consider and approve the plan to select the members of the 3rd Board of Directors of VCL.

Required Votes:

According to the Enterprise Law, this proposal shall be approved with the votes of more than half of the total votes attending the Meeting.

Proposal 7: To listen the commissioning report of the Auditing Firm of Vientiane Center Lao Public Company

Details:

Pursuant to the resolution of the Annual General Shareholders Meeting of VCL for the year 2020 held on 30/04/2021, it was agreed to hire Ernst & Young Lao Co., Ltd. as the auditing firm for the National Audit Office for the period from 2021 to 2023, the audit fee is $ 31,000 (thirty thousand two thousand dollars) per year. According to the service agreement, Ernst & Young Lao Co., Ltd. will be added as an auditing firm for VCL in 2022.

The Comments of the Board of Directors:

The Board of Directors has carefully considered and found that Ernst & Young Lao Co., Ltd. has been conducting the review of the quarterly and annual audit reports for the first six months of the year and the annual audit to be effective and timely. And agreed to report to the Annual General Meeting of Shareholders.

Required Votes:

The hiring of an independent audit firm of VCL was reported to the shareholders only, with no voting on this agenda.

Proposal 8: To consider and approve nomination of the new members of the various committees of VCL.

Details:

As the term of office of the second member of the various committees of VCL is two years, which runs from 29/05/2020 to 28/05/2022, and there will be a re-election, selected by the selection committee to be selected as members of the following committees of the following companies:

1. Board of Directors:

1) Mr. Wang WeiKun, Chairman of the Board of Directors / Chief Executive Officer (CEO)

2) Mr. Wu Xinghua, Member of the Board of Directors / Chief Operating Officer (COO)

3) Mr. LUO Xiaodong, Member of the Board of Directors / Chief Financial Officer (CFO)

2. Audit Committee:

1) Mr. He Jun, Chairman of the Audit Committee / Chairman of the Board of Directors

2) Ms. Zhou Lei, Member of the Audit Committee / Independent Director

3) Mr. Viengsavanh Phanthaly, Member of the Audit Committee / Independent Director

3. Risk Management Committee:

1) Mr. LUO Xiaodong, Chairman of the Risk Management Committee / Director

2) Mr. Josong Bouasinengma, Member of the Risk Management Committee / Independent Director;

3) Mr. Viengsavanh Phanthaly, Member of the Risk Management Committee / Independent Director;

4. Selection Committee:

1) Mr. Bualapha Santikongkha, Chairman of the Selection Committee / Director;

2) Mr. Zhang Tianyi, Member of the Selection Committee / Independent Director;

3) Mr. Josong Bouasinengma, Member of the Selection Committee / Independent Director;

5. The Remuneration Committee:

1) Mr. Wu Xinghua, Chairman of the Remuneration Committee / Director;

2) Mr. Xiaoyong, Member of the Remuneration Committee / Independent Director;

3) Mr. Zhang Tianyi, Member of the Remuneration Committee / Independent Director;

6. Related Audit Committee:

1) Mr. Bualapha Santikongkha, Chairman of the Audit Committee / Director;

2) Mr. Josong Bouasinengma, Member of the Audit Committee / Independence Director;

3) Mr. Xiaoyong, Member / Related Member of the Audit Committee / Independent Director;

The term of the members of the various committees of the Company is two years, starting from the date of approval at this shareholders' meeting.

The Comments of the Board of Directors:

The Board of Directors has carefully considered and agreed to submit to the shareholders' meeting for consideration and approval.

Required Votes:

According to the Enterprise Law, this proposal shall be approved with the votes of more than half of the total votes attending the Meeting.

Proposal 9: To consider and approve the new legal representative of Vientiane Center Lao Public Company

Details:

Pursuant to the Law on Enterprises (Revised) Article 154 on the Rights and Duties of the Shareholders' Meeting.

Since Mr. HE Jun was appointed as the Chairman of the 3rd Executive Committee, it was necessary to change the corporate registration representative from Mr. WANG Weikun to Mr. HE Jun.

The Comments of the Board of Directors:

The Board of Directors has carefully considered and agreed to propose to the shareholders' meeting to consider and approve the change of the legal representative of the VCL.

Required Votes:

According to the Enterprise Law, this proposal shall be approved with the votes of more than half of the total votes attending the Meeting.

Proposal 10: To consider and approve the Amendments to the Articles of the Company, Article 9: Directors and Article 12: Board of Directors

Details:

According to the amended Enterprise Law, Article 154 Rights and Duties of shareholders' Meeting.

According to the plan to select the members of the 3rd Board of Directors of VCL to bring the implementation of the work of the company in line with the actual situation, it is necessary to amend the contents of Article 9 on the Board of Directors and Article 12 on the Board of Directors, which are related to the selection list, as follows:

1) Amendment to Articl 9: Directors:

Vientiane Center Public Company's Directors consists of 11 directors, namely:

A. The directors who are shareholders: No

B. Hire the outside person as a director: 11 people, consisting of:

The First Director (Managing Director):

- Name and Surname: Mr. Wang Weikun
- Nationality: Chinese.
- Foreign Address: Kunming City, Yunnan Province China.
- Laos Address: Nongchan Village, Sisattanak District, Vientiane Capital.
- Passport No: EJ4156289, dated November 19, 2020.

The Second Director:

- Name and Surname: Mr. He Jun
- Nationality: Chinese.

- Foreign Address: Kunming City, Yunnan Province China.

- Laos Address: Nongchan Village, Sisattanak District, Vientiane Capital.

- Passport No: E35832925, dated February 17, 2016.

The Third Director:

- Name and Surname: Mr. Luo Xiaodong.

- Nationality: Chinese.

- Foreign Address: Kunming City, Yunnan Province China.

- Laos Address : Nongchan Village, Sisattanak District, Vientiane Capital.

- Passport No: E60438199, dated November 10, 2015.

The Fourth Director:

- Name and Surname: Ms. Orlathay SANTIKHONGKA

- Nationality: Lao.

- Laos Address: Sisavath Village, Chanthaboury District, Vientiane Capital.

- ID card number: 01-0036797, dated January 30, 2015

The Fifth Director:

- Name and Surname: Mr. Bualapha SANTIKHONGKA (Yao Bin)

- Nationality: Lao.

- Laos Address: Sisavath Village, Chanthaboury District, Vientiane Capital.

- ID card number: 01-0036796, dated January 30, 2015

The Sixth Director:

- Name and Surname: Mr. Wu Xinghua

- Nationality: Chinese.

- Foreign Address: Hefei City, Anhui Province China.

- Laos Address: Phonesavath Village, Chanthaboury District, Vientiane Capital.

- Passport No: E55964760, dated February 02, 2016

The Seventh Director:

- Name and Surname: Mr. Sun Feihu

- Nationality: Chinese.

- Foreign Address: Kunming City, Yunnan Province China.

- Laos Address: Nongchan Village, Sisattanak District, Vientiane Capital.

- Passport No: E61792462, dated November 12, 2015.

The Eighth Director:

- Name and Surname: Mr. Xiao Yong

- Nationality: Chinese.

- Foreign Address: Kunming City, Yunnan Province China.

- Laos Address: Nongchan Village, Sisattanak District, Vientiane Capital.

- Passport No: G28936820, dated 15 July 2008.

The Ninth Director:

- Name and Surname: Mr. Zhang Tianyi

- Nationality: Chinese.

- Foreign Address: Kunming City, Yunnan Province China.

- Laos Address: Phonesavan Village, Saysettha District, Vientiane Capital.

- Passport No: E89453283, dated March 01, 2017

The Tenth Director:

- Name and Surname: Mr. Viengsavanh PHANTALY.

- Nationality: Lao.

- Laos Address: Sengsavang Village, Xaysettha District, Vientiane Capital.

- ID card number: A1-0010349, dated March 28, 2014

The Eleventh Director:

- Name and Surname: Mr. JoXong BouaSiNengMa

- Nationality: Lao.

- Laos Address: Sisangvone Village, Saysettha District, Vientiane Capital.

- ID card number: 01-18 005815, dated October 05, 2018

The Director of the company who signing and seal the company to act on behalf of the company is Mr. Wang Weikun.

2) Amendment to Article 12. Board of Directors:

The Board of Directors of Vientiane Center Lao Public Company shall:

- (√) The Board of Directors of Vientiane Center Lao Public Company as follows:

- Chairman of the Board: Mr. He Jun

- Vice Chairmen of the Board of Directors is : Ms. Orlathai Santikongkha

The 9 members of the Board of Directors are:
1. Mr. Bualapha Santikongkha (Yao Bin)
2. Mr. Wang Weikun
3. Mr. Wu Xinghua
4. Mr. Sun Feihu
5. Mr. Luo Xiaodong
6. Mr. Xiao Yong (Independent Director)
7. Mr. Zhang Tianyi (Independent Director)
8. Mr. Viengsavanh Phanthaly (Independent Director)
9. Mr. Josong Bouasinengma (Independent Director

The Comments of the Board of Directors:

The Board of Directors has thoroughly considered and agreed for the shareholders' meeting to approve the amendments to the Company's Articles of Association.

Required Votes:

The Law on Enterprises stipulates that this agenda must be approved by the votes of at least two-thirds (2/3) of the total votes attending the Meeting; and at least 80 percent of total paid-up shares..

VIENTIANE CENTER
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VIENTIANE CENTER LAO PUBLIC COMPANY
ຖະໜົນຄຸວຽງ, ບ້ານໜອງຈັນ, ເມືອງ ສີສັດຕະນາກ, ນະຄອນຫຼວງວຽງຈັນ, ໂທ ແລະ ແຟັກ: (+856) 21 228299
KHUVIENG ROAD, NONGCHAN VILLAGE, SISATTANAK DISTRICT, VIENTIANE CAPITAL, Tel & Fax: (+856) 21 228299

Lao People's Democratic Republic

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Attachment 2

No.....011...../VCL

Vientiane Capital, Date.....11 MAY 2021...

Minutes of the Annual General Shareholders' Meeting of VCL for the year 2020

TIME AND LOCATION

The Meeting was held at 14:00 p.m on April 30, 2021 at the Diamond Room, 4th Floor, Landmark Mekong Riverside Hotel, Thatkao Village, Sisattnak District, Vientiane Capital, Lao PDR.

THE OPENING

Mr. Li Xiaodong, the CEO of Vientiane Center Lao Public Company, was assigned by Ms. Zhou Lei, the Chairman of the Board of Directors(BOD), to be the Chairman of the Annual General Shareholders' Meeting of VCL for the year 2020 as Ms. Zhou Lei was unable to attend the Meeting in Vientiane due to COVID-19.The Meeting was attended by 15 attendees, which comprised of 11 shareholders personally and 4 representatives. The total presented shares were 143,534,200 or 97.51% of the total shares of the Company and accorded with the legal and regulatory requirements of the opening of the Meeting.

The Secretary of the BOD officially announced the starting of the Meeting and informed the rule ofthe Meeting and procedures of voting. After that the Chairman of the Meeting proceeded with each agenda by order.

The Meeting considered, commented and resolved on each agenda as follows:

Agenda 1:To consider Report the implementation of the Resolutions of the Annual General Shareholders' Meeting of Vientiane Center Lao Public Company forthe year 2019.

The Chairman of the Meeting assigned the Secretary of the Meeting to report on the implementating of the resolutions of the Annual General Shareholders' Meeting for the year 2019 with details as bellow:

The Meeting considered and approved the proposals as bellow:

Proposal 1:Toreport the implementation of the Resolutions of the 1st Extra-Ordinary Shareholders' Meeting of Vientiane Center Lao Public Company for the year 2019;

Proposal 2:Toconsider and approve the Minutes of the 1st Extra-Ordinary Shareholders' Meeting of VCL 2019;

Proposal 3:To consider and approve the Audited Annual Financial Statements for the year 2019;

Proposal 4:To consider and approve Business Performance Review for the year 2019 and Business Plan for the year 2020;

Proposal5: To consider and approve the Dividend Payment for the year 2019 to shareholders;

Proposal 6: To consider and approve the Nomination of Board members and the Chairman for 2nd Board of Directors;

Proposal 7: To consider and approve the new legal representative of VCL;

Proposal 8: To consider and approve the acquisition of office space related-party Transaction;

Proposal 9: To consider and approve the change of the loan pledged assets and extension of the loan agreement;

Proposal 10: To consider and approve the renew of appointment of Ernst & Young Lao Co., Ltd as the Auditing Firm of VCL;

Proposal 11: To consider and approve the Nomination for the Executive Committee and the Committees of Board of Directors for the Company;

Proposal 12: To consider and approve the Amendments to the Articles of the Company, Article9: Directors and Article 12:Board of Directors

2. The proposals have been implemented according to the Meeting except the Proposal 8.

3. For the Proposal 8, it was under an ongoing process since the acquiring assets are the related-party transactions, it requires the assessment of the price of the acquiring assets. Currently, the Company is negotiating with the seller based on the assessed price and the result of the negotiation is expected in the first half year.

There is no voting required for this agenda.

Agenda 2: To consider and approve the Minutes of the AGM of VCL for the year 2019;

The Chairman of the Meeting assigned the Secretary of the Meeting to report on the minutes of the 2019 Annual General Shareholders' Meeting of Vientiane Center Lao Public Company which was convened on May 29, 2020.The Minutes of the Meeting detailed in Attachment 2, as attached with the Invitation and disclosed on website of the Lao Securities Exchange.The Minutes of the 2019 Annual General Shareholders' Meeting was recorded accurately and completely.

After a brief reported on Agenda 2, the Chairman of the Meeting encouraged the shareholders to ask question and there was no question.

After that, The Chairman of the Meeting asked the shareholders to vote on this agenda.

The Meeting resolved with the vote of the shareholders attending the Meeting as the detailed below:

Resolution: Agreed thatthe Minutes of the AGM of VCL for the year 2019;

- Approved: 143,534,200 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 vote, equivalent to 0% of the total votes attending the Meeting.

Agenda 3: To consider and approve the Audited Annual Financial Statements for the year 2020;

The Chairman of the Meeting assigned the Secretary of the Meeting to report on The Audited Annual Financial Statements for the year 2019 were duly audited by Ernst & Young (Laos) Company as detailed in Attachment 3.

After a brief reported on Agenda 3, the chairman of the meeting encouraged the shares to ask question and there was no question.

After that, The Chairman of the Meeting asked the shareholders to vote on this agenda.

The meeting resolved with the vote of the shareholders attending the Meeting as the detailed below:

Resolution: Agreed that the Audited Annual Financial Statements for the year 2020;

- Approved: 143,534,200 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 vote, equivalent to 0% of the total votes attending the Meeting.

Agenda 4: To consider and approve Business Performance Review for the year 2020 and Business Plan for the year 2021;

The Secretary of the Meeting reported on the meeting:

The detailed of the business performance review for the year 2020 and business plan for the year 2021were in Attachment 4 which as attached with the Invitation.

The Board of Directors has considered and approved the Business Performance review 2020 andthe Business Plan 2021 of VCL and agreed to propose to the Annual General Meeting of Shareholders.

After a brief reported on Agenda 4, the Chairman of the Meeting encouraged the shareholders to ask question and there was no question.

After that, The Chairman of the Meeting asked the shareholders to vote on this agenda.

The Meeting resolved with the vote of the shareholders attending the Meeting as the detailed below:

Resolution: Agreed that the Business Performance Review for the year 2020 and Business Plan for the year 2021;

- Approved: 143,534,200 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 vote, equivalent to 0% of the total votes attending the Meeting.

Agenda 5: To consider and approve the Dividend Payment for the year 2020 to shareholders;

The Secretary of the Meeting reported on the meeting:

According to the Articles of the Company, the dividend payment shall be approved by the AGM after deducting legal reserve and other reserves(if any).

The Company proposes the AGM to consider and approve the 2020 Dividend Payments to the shareholders whose names appear in the registration book of shareholders closed on April 1, 2021 at the rate of 12.5 Kip per share, with the total dividend payout of 1,839,998,750 Kip. Dividend payment shall be made within 30 days after an approval by the Shareholders' Meeting and authorize CEO to sign the documents regarding the payment of dividends.

The Comments of the Board of Directors: the Board of Directors has considered and approved the above Dividend Payment Proposal.Board of Directors indicated that starting from the beginning of 2020, due to the impact of COVID-19, Lao Government Authorities started to stop the large-scale events, close borders, the consumption of locals decreased dramatically and resulted in the decline of the traffic in Vientiane Center, the business of Vientiane Center had been affected seriouslyand as well as the Major Cineplex also stopped operations for a certain period for the prevention of the COVID spread. Keeping reserves and reducing the payout for dividends to a certain degree was a strategy which would increase the stability of hedging the risks generated by the pandemic and keep a continuous development.In order to give back to the investors with their long-term support and increase the market confidence and return the trust of shareholders and boost market confidence, it is proposed to distribute 12.5 Kip dividends per share, with a total dividend of

1,839,998,750 Kip, accounting for approximately 28.87% of the net profit after deducting the appraisal appreciation.The Board of Directors approved the dividend payment for the year 2020 of VCL and agreed to propose to the Annual General Meeting of Shareholders.

After a brief reported on Agenda 5, the Chairman of the Meeting encouraged the shareholders to ask question and there was no question.

After that, The Chairman of the Meeting asked the shareholders to vote on this agenda.

The meeting resolved with the vote of the shareholders attending the Meeting as the detailed below:

Resolution: Agreed thatthe Dividend Payment for the year 2020 to shareholders;

- Approved: 143,534,200 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 vote, equivalent to 0% of the total votes attending the Meeting.

Agenda 6: To consider and approve the change of the partial Board members and the Chairman for the 2nd Board of Directors;

The Secretary of the Meeting reported on the meeting:

According to work transfer, Mr. Wei Hua, Ms. Zhou Lei and Ms. Deng Yu who are the members of the company's second term of the Board of Directors have been Application for resignation as director or independent director. After review by the company's nomination committee, it is proposed to nominate some members of the second term of the Board of Directors and the candidates for the change of chairman as follows:

- Mr. WANG Weikun — Chairman
- Mr. LUO Xiaodong — Director
- Mr. ZHANG Tianyi — Independent Director

A resume of each nominee is provided in Attachment 5 attached with an invitation letter.

Because the above mentioned directors are holding prestigious educational qualifications, great competency and overwhelming business experience fulfilling requirements for being 2nd-term members of the Board of Directors of VCL.

The Comments of the Board of Directors: the Board of Directors has considered and approved the nomination for the change of the partial Board members and the Chairman for the 2nd Board of Directorsand agreed to propose to the Annual General Meeting of Shareholders.

After a brief reported on Agenda 6, the chairman of the meeting encouraged the shares to ask question,The question and and clarification were as follow:

Question from the Lao-China Securities Company: Mr. ZHANG Tianyi, who was nominated as the independent director, did he have any business with VCL?

Mr. Li Xiaodong, Member of the Board of Directors and CEO, clarified that:Mr. Zhang Tianyi has no business affiliated with the Company, not the related-party person in the Company's business.

After that, The Chairman of the Meeting asked the shareholders to vote on this agenda.

Resolution: Agreed that the change of the partial Board members and the Chairman for the 2 nd Board of Directors;

- Approved: 143,534,200 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 vote, equivalent to 0% of the total votes attending the Meeting.

Agenda 7:To consider and approve the new legal representative of VCL

The Secretary of the Meeting reported on the meeting:

Since Mr. WANG Weikun is to be the Chairman for the 2nd BOD. In order to facilitate the business implementation, the legal representative person shall be replaced from Ms. Zhou Lei to Mr. WANG Weikun in the business license.

The Board of Directors has considered and approved the change of the legal representativeand agreed to propose to the Annual General Meeting of Shareholders.

After a brief reported on Agenda 7, the Chairman of the Meeting encouraged the shareholders to ask question and there was no question.

After that, The Chairman of the Meeting asked the shareholders to vote on this agenda.

The meeting resolved with the vote of the shareholders attending the Meeting as the detailed below:

Resolution: Agreed thatthe new legal representative person shall be replaced from Ms. Zhou Lei to Mr. WANG Weikun in the business license of VCL

- Approved: 143,534,200 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 vote, equivalent to 0% of the total votes attending the Meeting.

Agenda 8: To consider and approve the Authorization to fully execute the Extension of the Loan Agreement of VCL.

The Secretary of the Meeting reported on the meeting:

The loan agreement between VCL ("Lessee") and North Nongchan Complex Development Co., Ltd. ("Lessor") will expire on November 29, 2021， the main contents of the contract as follows:

1. Loan amount: 64,232,500,000 Kip;
2. Borrowing interest rate: 3.5% / year;
3. Repayment method: At the maturity date, the lessee shall repay the principal and interest once at a time to the Lessor or settle the debt into equity according to the relevant laws and regulations of Laos.
4. Loan extension period: extended to November 29, 2021;
5. Pledged assets: 51 rooms are used as loan pledged assets.

The Comments of the Board of Directors: the Board of Directors had approved. The board of directors believes that in view of the inconsistency between the expiration time of the loan contract and the time of the Annual General Shareholders Meeting of VCL, and the high cost of convening a shareholders meeting of VCL, in order to deal with the expiration of the loan contract in a timely and compliant manner, It is proposed to apply to VCL's Annual General Shareholders Meeting for the year 2020 to authorize to the board of directors fully execute the Extension of the Loan Agreement of VCL.

After a brief reported on Agenda 8, the Chairman of the Meeting encouraged the shareholders to ask question and there was no question.

After that, The Chairman of the Meeting asked the shareholders to vote on this agenda.

The meeting resolved with the vote of the shareholders attending the Meeting as the detailed below:

Resolution: Agreed to authorize to the Board of Directors fully execute the Extension of the Loan Agreement of VCL.

- Approved: 143,534,200 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 vote, equivalent to 0% of the total votes attending the Meeting.

Agenda 9: To consider and approve the appointment of the Auditing Firm of VCL.

The Secretary of the Meeting reported on the meeting:

For the appointment of Ernst & Young Lao Co., Ltd. as the company's external auditor. The period of this appointment is from the year of 2021 to 2023 with the annual service charge at 31,000$.And the details were in the agenda 9 of the attachment 1 which as attached with the Invitation.

The board of directors has approved. The board of directors believes that the appointment of Ernst & Young (Laos) as the Company's auditor for the Company's 2021-2023 fiscal year is in line with the Lao Securities Regulatory Commission's management regulations, and the annual service cost has been reduced by USD 3,000 compared with last year. It agreed to propose to the Annual General Meeting of Shareholders.

After a brief reported on Agenda 9, the Chairman of the Meeting encouraged the shareholders to ask question and there was no question.

After that, The Chairman of the Meeting asked the shareholders to vote on this agenda.

The meeting resolved with the vote of the shareholders attending the Meeting as the detailed below:

Resolution: Agreed the renew of appointment of Ernst & Young Lao Co., Ltd as the Auditing Firm of VCL

- Approved: 143,534,200 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 vote, equivalent to 0% of the total votes attending the Meeting.

Agenda 10: To consider and approve the change of the partial Committees of Board of Directors for the Company

The Secretary of the Meeting reported on the meeting:

In view of the adjustment of the director positions of some members of the company's committees, it is proposed to nominate candidates for some of the company's committee members,and the details were in the agenda 10 of the attachment 1 which as attached with the Invitation.

After a brief reported on Agenda 10, the Chairman of the Meeting encouraged the shareholders to ask question and there was no question.

After that, The Chairman of the Meeting asked the shareholders to vote on this agenda.

The meeting resolved with the vote of the shareholders attending the Meeting as the detailed below:

Resolution: Agreed the change of the partial Committees of Board of Directors for the Company.

- Approved: 143,534,200 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 vote, equivalent to 0% of the total votes attending the Meeting.

Agenda 11: To consider and approve the Amendments to the Articles of the Company, Article 9: Directors and Article12: Board of Directors

The Secretary of the Meeting reported on the meeting:

To ensure the Company's business operation is in line with its corporate documents with regards to changes to Company's Directors and the Board of Directors, the Company proposes to the Meeting to amend the contents of Article 9: Directors, and Article 12: Board of Directors, and the details were in the agenda 11 of the attachment 1 which as attached with the Invitation.

The Board of Directors has thoroughly consideredand agreed for the shareholders' meeting to approve.

After a brief reported on Agenda 11, the Chairman of the Meeting encouraged the shareholders to ask question.The question and and clarification were as follow:

Question from the Lao-China Securities Company: Regarding the content of Article 9 of the company'srules on Directors, when I read the English version which as attached with the Invitation, the word "ຜູ້ອຳນວຍການ" in the English version is translated as "director".As far as I understand, the word "ຜູ້ອຳນວຍການ"means General Director, but in the English vrsion of the invitation, the word ""ຜູ້ອຳນວຍການ"translated as "director". So I think the innocence does not match. Please ask the team to prepare the documents for further inspection.

Mr. Lei Yaohai, Secretary of the Board of Directors, clarified that:At the time the company was formed, the company hired a legal consulting firm to draft the company's rules.The terms used in that regulation are in accordance with the latest version of the Lao Enterprise Law.For the word "ຜູ້ອຳນວຍການ" in the English version of the law on Lao enterprises, the English version is translated as "director".Thanks again to the questioner,the team to prepare meeting will continue to study the translations of the document in order to make the content of the document more accurate.

After that, The Chairman of the Meeting asked the shareholders to vote on this agenda.

The meeting resolved with the vote of the shareholders attending the Meeting as the detailed below:

Resolution: Agreed that the Amendments to the Articles of the Company, Article 9: Directors and Article12: Board of Directors

- Approved: 143,534,200 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 vote, equivalent to 0% of the total votes attending the Meeting.

The Chairman of the Meeting informed the shareholders that the meeting had completed all the agendas as stipulated in the invitation letter, and provided other comments to the shareholders but no shareholders commented, and declared to close the meeting at 15:00 p.m on the same day.

Meeting recorder

Chairman of the Meeting

VIENTIANE CENTER
ວຽງຈັນເຊັ້ນເຕີ
ບໍລິສັດ ວຽງຈັນເຊັ້ນເຕີ ລາວ ມະຫາຊົນ
VIENTIANE CENTER LAO PUBLIC COMPANY
ຖະໜົນຄຸ້ມວຽງ, ບ້ານໜອງຈັນ, ເມືອງ ສີສັດຕະນາກ, ນະຄອນຫຼວງວຽງຈັນ, ໂທ ແລະ ແຟັກ: (+856) 21 228299
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Lao People's Democratic Republic

Peace Independence Democracy Unity Prosperity

No.....025...../VCL

Vientiane Capital, Date.....10 OCT 2021

Minutes of the Extra-ordinary General Meeting of Shareholders of VCL No.1/2021

TIME AND LOCATION

The Meeting was held at 14:00 p.m. on September 30, 2021 at the Meeting Room, 2th Floor, Vientiane Center Lao Public Company, North Nongchan Village, Sisattnak District, Vientiane Capital, Lao PDR.

THE OPENING

Mr. Li Xiaodong, the Director and CEO of Vientiane Center Lao Public Company, was assigned by Mr. Wang Weikun, the Chairman of Board of Directors (BOD), to be the Chairman of the Extra-ordinary General Shareholders' Meeting of VCL No.1/2021 as Mr. Wang Weikun was unable to attend the Meeting in Vientiane due to the emergency work. The Meeting was attended by 20 attendees, which comprised of 15 participants and 5 representatives/proxies. The total presented shares were 143,552,000 or 97.52% of the total shares of the Company and accorded with the legal and regulatory requirements of the opening of the Meeting.

The Secretary to the Meeting officially announced the starting of the Meeting and introduced the presented BOD members, as below:

1. Mr. Li Xiaodong, Director / CEO.
2. Mr. Wu Xinghua, Director / COO.
3. Mr. Luo Xiaodong, Director.
4. Mr. Zhang Tianyi, Independent Director.
5. Mr. Joxiong BUASINENGMA, Independent Director.

6. Mr. Viengsavanh PHANTALY, Independent Director.

Meanwhile, there are Committees formed on monitoring and evaluation of operations of the Extra-ordinary General Shareholders' Meeting of VCL with officials from Lao Securities Commission Office, Lao Securities Exchange and Minor shareholders.

The Secretary to the Meeting informed the rule of the Meeting and procedures of voting. After that the Chairman of the Meeting proceeded with each Proposal by order.

The Meeting considered, commented and resolved on each Proposals as follows:

Proposal：To consider and approve to change of the use of the remaining funds raised by VCL.

The Secretary to the Meeting reported on the meeting as follow: VCL has raised a total of 53,759,895,000 KIP, following the execution of original purpose of the raised funds, the amount of the raised funds used was at 30,198,788,739 KIP, and the remaining funds raised were 23,561,106,261 kip.

At present, the loan between VCL and North Nongchan Complex Development Co., Ltd shall be expired on November 29, 2021. While the loan expires as agreed in the contract, VCL has to repay the principal of the loan in a lump sum.

It is proposed to adjust the use of the remaining raised funds from "used for asset purchase" to "used to repay the loan between VCL and North Nongchan Complex Development Co., Ltd ".

The Comments of the Board of Directors:

The Board of Directors holds that due to the impact of the COVID-19 in 2021, investment and consumption at home and abroad in Laos have severely declined, the office leasing market has fallen into a continuous downturn. Although VCL has increased its efforts to attract investment from customers in the local stock market in Laos, the income generation of open source is still facing relatively severe problems. Facing the complex operating environment, the Executive Committee decided to adjust the current operating strategy: reduce investment, stabilize existing

customers, improve own service capabilities, and at the same time, in order to enhance its own anti-risk ability, improve the efficiency of the use of raised funds, and reduce the Company's operating costs and expenses, decided to pay off part of the Company's debts. Based on the above factors, the Board of Directors agreed to adjust the use of the remaining raised funds from "used for asset purchase" to "used to repay the loan between VCL and North Nongchan Complex Development Co., Ltd ", and agreed to propose to the Extra-ordinary General Meeting of Shareholders No.1/2021.

Required Votes:

According to the Enterprise Law, this proposal shall be approved with the votes of more than half of the total votes of shareholders with voting rights attending the meeting must be obtained. As North Nongchan Complex Development Co., Ltd. is a related party of this proposal, the shareholder representatives of which do not have the right to vote.

After that, the Chairman of the Meeting encouraged the shares to ask question and there was no question.

After that, the Chairman of the Meeting proposed the shareholders to votes on this proposal.

Resolution: Agreed to adjust the use of the remaining raised funds from "used for asset purchase" to "used to repay the loan between VCL and North Nongchan Complex Development Co., Ltd ".

- **Approved**: 47,552,800 votes, equal to 100% of the total number of votes presented with the voting rights.
- **Disapproved**: 0 vote, equal to 0% of the total number of votes presented with the voting rights.

The Chairman of the Meeting expressed his sincere thanks to the shareholders and proxies for their kind attendance and declared to close the meeting at 14:30 p.m on the same day.

The Recorder

(MR. LEI YAOHAI)

The Chairman of the Meeting

(MR. LI XIAODONG)

Attachment 3

Vientiane Center Lao Public Company

Financial statements

For the year ended 31 December 2021

Vientiane Center Lao Public Company

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Vientiane Center Lao Public Company

GENERAL INFORMATION

THE COMPANY

Vientiane Center Lao Public Company ("the Company") was established in accordance with the Business License No. 1169/ERM dated 30 November 2017 issued by the Department of Enterprise Registration and Management, the Ministry of Industry and Commerce of Lao PDR.

In 2019, the Company has completed Initial Public Offering (IPO) process where additional 51,199,900 shares with par value of LAK 1,000 per share and selling price of LAK 1,050 per share were issued. Accordingly, the Company received the Certificate of Initial Public Offering (IPO) completion No.0006/LSCO on 29 May 2019 issued by Lao Securities Commission Office and the latest amendment of Business License No. 1374/ERM on 25 August 2021 issued by Department of Enterprise Registration and Management, the Ministry of Industry and Commerce of Lao PDR. The total 147,199,900 shares of the Company (under the ticker "VCL") have been officially listed on Lao Securities Exchange since 31 May 2019.

The principal activities of the Company per Business License are to develop and lease shopping malls and offices.

The Company's head office is located at Khouvieng Road, Nongchanh Village, Sisattanark District, Vientiane Capital, Lao PDR.

BOARD OF DIRECTORS

Members of the Board of Directors during the year and as at the date of this report are:

Name	*Position*	
Mr. Wang Weikun	Chairman	Appointed on 30 April 2021
Ms. Zhou Lei	Chairman	Resigned on 30 April 2021
Ms. Orlathai Santikhongkha	Vice Chairman	
Mr. Li Xiao Dong	Member	
Mr. Wei Hua	Member	Resigned on 30 April 2021
Mr. Luo Xiao Dong	Member	Appointed on 30 April 2021
Mr. Boulapha Santikhongkha	Member	
Mr. Wu Xing Hua	Member	
Mr. Sun Fei Hu	Member	
Ms. Deng Yu	Member	Resigned on 30 April 2021
Mr. Zhang Tian Yi	Member	Appointed on 30 April 2021
Mr. Xiao Yong	Member	
Mr. Viengsavanh Phanthaly	Member	
Mr. Joexiong Bouasynengma	Member	

MANAGEMENT

Members of the Management during the year and at the date of this report are:

Name	*Position*
Mr. Li Xiao Dong	Executive Director
Mr. Sun Fei Hu	Director
Mr. Wu Xing Hua	Director

GENERAL INFORMATION (continued)

AUDIT COMMITTEE

Members of the Audit committee during the year and at the date of this report are:

Name	*Position*	
Mr. Luo Xiao Dong	Head	Appointed on 30 April 2021
Ms. Deng Yu	Head	Resigned on 30 April 2021
Ms. Zhou Lei	Member	Resigned on 30 April 2021
Mr. Joexiong Bouasynengma	Member	Appointed on 30 April 2021
Mr. Viengsavanh Phanthaly	Member	

LEGAL REPRESENTATIVE

The Company's legal representative for the period from 1 January 2021 up to 30 April 2021 is Ms. Zhou Lei – Chairman and for period from 30 April 2021 to date of this report is Mr. Wang Wei Kun – Chairman.

Mr. Li Xiao Dong is authorised to sign the accompanying financial statements for the year ended 31 December 2021 in accordance with the Letter of Authorisation date on 1 November 2017.

AUDITORS

The auditors of the Company are Ernst & Young Lao Co., Ltd.

Vientiane Center Lao Public Company

REPORT OF MANAGEMENT

Management of Vientiane Center Lao Public Company ("the Company") is pleased to present its report and the financial statements of the Company for the year ended 31 December 2021.

MANAGEMENT'S RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

Management is responsible for the financial statements of each financial year which gives a true and fair view of the financial position of the Company and of its results of operations and cash flows for the year. In preparing those financial statements, management is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue its business.

Management is responsible for ensuring that proper accounting records are kept which disclose, with reasonable accuracy at any time, the financial position of the Company and to ensure that the accounting records comply with accounting policies applied. It is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Management confirmed that it has complied with the above requirements in preparing the accompanying financial statements.

STATEMENT BY MANAGEMENT

Management does hereby state that, in its opinion, the accompanying financial statements are prepared in accordance with the accounting policies as described in Note 3 to the financial statements.

On behalf of management:



Mr. Li Xiao Dong
Executive Director

Vientiane Capital, Lao PDR

6 April 2022

Ernst & Young Lao Co., Ltd
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Reference: 12819416/22726483

INDEPENDENT AUDITOR'S REPORT

To: The Shareholders of Vientiane Center Lao Public Company

Opinion

We have audited the accompanying financial statements of Vientiane Center Lao Public Company ("the Company"), which comprise the statement of financial position as at 31 December 2021, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies ("the financial statements").

In our opinion, the accompanying financial statements are prepared, in all material respects, in accordance with the accounting policies as described in Note 3 to the financial statements.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the ethical requirements that are relevant to our audit of the financial statements in Lao PDR, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 3 to the financial statements, which describes the accounting policies adopted by the Company. These accounting policies are not intended to present the financial position, the results of operations and the cash flows of the Company in accordance with international generally accepted accounting principles.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

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Revenue recognition

Following the nature of the business, the Company generated different types of revenue and other operating incomes such as rental incomes from retails and office space, rentals fees from renting billboards and event hall, share incomes from Business Cooperation Contract, in aggregating to LAK9,077,518,440 for the current year. There is a risk of material misstatements as to the occurrence, completeness and cut-off associated with revenue and other operating incomes recognition. We considered the revenue and other operating income recognition to be a key audit matter because (a) the billing process is complex (b) billing cycle periods may not coincide with year-end closing and the potential impact might be material to the profit or loss for the year. In addition to our testing the controls of the Company over its process being in place to ensure the occurrence and timely recognition of such revenues, our audit procedures included, among others, testing on sampling basis to ensure that revenues transactions are adequately substantiated by relevant documents, and recognised in the proper period. Accounting policies for revenue recognition are presented in Notes 3.12 and 3.14, and detailed disclosure about the Company's revenue is presented in Note 4.

Fair value of investment property

The Company accounts for its investment properties ("IP") using fair value method. As of 31 December 2021, the carrying value of the Company's IP amounted to LAK195,659,520,000; representing 97.7% of the Company's total assets. We considered the fair value of IP to be a key audit matter because (a) the impact of the total fair value adjustment is material to the profit or loss for the year, and (b) the valuation process of IP requires significant judgment in determining the appropriate valuation methodology, and complexity in calculations which involved certain range of estimates, assumptions and information, such as rental rate, occupancy rates, discount rate, growth rate among others, based on external and internal factors as assessed by management. As a result, our audit procedures, among others, including involvement of our internal specialist in evaluating the methodologies and the assumptions, relevant inputs and estimates used in the valuation by management; and evaluating the adequacy of relevant disclosures in the financial statements relating to the valuation of IP. Relevant accounting policy and a discussion of significant judgment and estimates are presented in Notes 2.2 and 3.5, and the detailed disclosure about the Company's IP is presented in Note 12.

Responsibilities of the Company's Management and Those Charged with Governance and for the Financial statements

The Company's management is responsible for the preparation of the financial statements in accordance with the accounting policies as described in Note 3 to the financial statements, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the

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aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide with those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Anh Hoang Trinh
Partner

Vientiane, Lao PDR

6 April 2022

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Vientiane Center Lao Public Company

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
for the year ended 31 December 2021

	Notes	*For the year ended 31 December 2021 LAK*	*For the year ended 31 December 2020 LAK*
Revenue	4	7,795,989,507	9,089,266,191
Other operating incomes		1,281,528,933	1,908,146,302
Gross income		**9,077,518,440**	**10,997,412,493**
Operating expenses	5	(2,168,144,303)	(846,240,739)
Valuation gain from investment property	12	1,534,358,840	1,474,216,851
Operating profit		**8,443,732,977**	**11,625,388,605**
Financial incomes	6	2,797,136,009	1,701,290,218
Financial expenses	7	(1,704,837,604)	(2,291,851,284)
Profit before tax		**9,536,031,382**	**11,034,827,539**
Profit tax expense	8	(1,493,636,087)	(1,533,588,364)
Profit for the year		**8,042,395,295**	**9,501,239,175**
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year, net of tax		**8,042,395,295**	**9,501,239,175**
Earnings per share			
- *Basic profit for the year attributable to ordinary equity holders*	*20*	*54.64*	*64.55*

Prepared by:

孙飞虎

Mr. Sun Fei Hu
Finance Manager

Reviewed by:

Mr. Li Xiao Dong
Executive Director

Vientiane Capital, Lao PDR

6 April 2022

Vientiane Center Lao Public Company

STATEMENT OF FINANCIAL POSITION
as at 31 December 2021

	Notes	31 December 2021 LAK	31 December 2020 LAK
ASSETS			
CURRENT ASSETS			
Cash	9	3,384,656,995	22,497,520,522
Trade and other receivables	10	807,835,094	30,878,284,709
Advance for property purchased	11	-	10,000,000,000
Total current assets		**4,192,492,089**	**63,375,805,231**
NON-CURRENT ASSETS			
Investment property	12	195,659,520,000	194,125,161,160
Tangible fixed assets		325,019,848	4,561,085
Total non-current assets		**195,984,539,848**	**194,129,722,245**
TOTAL ASSETS		**200,177,031,937**	**257,505,527,476**
EQUITY AND LIABILITIES			
LIABILITIES			
CURRENT LIABILITIES			
Trade and other short-term payables	13	6,842,806,011	5,349,436,856
Total current liabilities		**6,842,806,011**	**5,349,436,856**
NON-CURRENT LIABILITIES			
Trade and other long-term payables	13	4,429,029,065	6,643,543,597
Long-term borrowings	14	-	64,232,500,000
Deferred tax liabilities	8	7,611,631,316	6,188,878,021
Total non-current liabilities		**12,040,660,381**	**77,064,921,618**
Total liabilities		**18,883,466,392**	**82,414,358,474**
EQUITY			
Share capital	15	147,199,900,000	147,199,900,000
Share premium		2,559,995,000	2,559,995,000
Regulatory reserve fund		3,530,787,599	2,726,548,069
Business expansion fund		3,530,787,599	2,726,548,069
Retained earnings		24,472,095,347	19,878,177,864
Total equity		**181,293,565,545**	**175,091,169,002**
TOTAL LIABILITIES AND EQUITY		**200,177,031,937**	**257,505,527,476**

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Finance Manager

Reviewed by:

Mr. Li Xiao Dong
Executive Director

Vientiane Capital, Lao PDR

6 April 2022

Vientiane Center Lao Public Company

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2021

	Share capital LAK	*Share premium LAK*	*Regulatory reserve fund LAK*	*Business expansion fund LAK*	*Retained earnings LAK*	*Total LAK*
Balance as at 1 January 2020	**147,199,900,000**	**2,559,995,000**	**1,776,424,152**	**1,776,424,152**	**14,211,393,210**	**167,524,136,514**
Net profit during the year	-	-	-	-	9,501,239,175	9,501,239,175
Dividend paid	-	-	-	-	(1,934,206,687)	(1,934,206,687)
Appropriation of profit to reserves	-	-	950,123,917	950,123,917	(1,900,247,834)	-
Balance as at 31 December 2020	**147,199,900,000**	**2,559,995,000**	**2,726,548,069**	**2,726,548,069**	**19,878,177,864**	**175,091,169,002**
Balance as at 1 January 2021	**147,199,900,000**	**2,559,995,000**	**2,726,548,069**	**2,726,548,069**	**19,878,177,864**	**175,091,169,002**
Net profit during the year	-	-	-	-	8,042,395,295	8,042,395,295
Dividend paid	-	-	-	-	(1,839,998,752)	(1,839,998,752)
Appropriation of profit to reserves	-	-	804,239,530	804,239,530	(1,608,479,060)	-
Balance as at 31 December 2021	**147,199,900,000**	**2,559,995,000**	**3,530,787,599**	**3,530,787,599**	**24,472,095,347**	**181,293,565,545**

Prepared by:

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Mr. Sun Fei Hu
Finance Manager

Vientiane Capital, Lao PDR

6 April 2022

Reviewed by:

Mr. Li Xiao Dong
Executive Director

Vientiane Center Lao Public Company

STATEMENT OF CASH FLOWS
for the year ended 31 December 2021

	Notes	*For the year ended 31 December 2021 LAK*	*For the year ended 31 December 2020 LAK*
OPERATING ACTIVITIES			
Profit before tax		**9,536,031,382**	**11,034,827,539**
Adjustments for:			
Depreciation charged during the year		24,086,692	1,023,915
Provision for doubtful debt		-	171,444,970
Valuation gain from investment property	12	(1,534,358,840)	(1,474,216,851)
Interest expense	7	1,704,837,604	2,291,851,284
Working capital adjustments:			
Changes in receivables		40,070,449,615	(6,734,345,795)
Changes in payables		(2,488,406,432)	8,341,373,403
Profit tax paid		(8,459,341)	(396,678,916)
Net cash flows from operating activities		**47,304,180,680**	**13,235,279,549**
INVESTING ACTIVITIES			
Purchase of investment property		-	(27,453,444,309)
Purchase of tangible fixed assets		(344,545,455)	(5,585,000)
Net cash flows used in investing activities		**(344,545,455)**	**(27,459,029,309)**
FINANCING ACTIVITIES			
Repayment of borrowing		(64,232,500,000)	-
Dividend payment		(1,839,998,752)	(1,934,206,687)
Net cash flows used in financing activities		**(66,072,498,752)**	**(1,934,206,687)**
Net decrease in cash during the year		**(19,112,863,527)**	**(16,157,956,447)**
Cash at the beginning of the year		**22,497,520,522**	**38,655,476,969**
Cash at the end of the year	**9**	**3,384,656,995**	**22,497,520,522**

Prepared by:

孙飞虎

Mr. Sun Fei Hu
Finance Manager

Reviewed by:

Mr. Li Xiao Dong
Executive Director

Vientiane Capital, Lao PDR

6 April 2022

1. CORPORATE INFORMATION

Vientiane Center Lao Public Company ("the Company") was established in accordance with the Business License No. 1169/ERM dated 30 November 2017 issued by the Department of Enterprise Registration and Management, the Ministry of Industry and Commerce of Lao PDR.

In 2019, the Company has completed Initial Public Offering (IPO) process where additional 51,199,900 shares with par value of LAK 1,000 per share and selling price of LAK 1,050 per share were issued. Accordingly, the Company received the Certificate of Initial Public Offering (IPO) completion No.0006/LSCO on 29 May 2019 issued by Lao Securities Commission Office and latest amendment of Business License No. 1374/ERM on 25 August 2021, issued by Department of Enterprise Registration and Management, the Ministry of Industry and Commerce of Lao PDR. The total 147,199,900 shares of the Company (under the ticker "VCL") have been officially listed on Lao Securities Exchange since 31 May 2019.

The principal activities per Business License of the Company are to develop and lease shopping malls and offices.

The Company's head office is located at Khouvieng Road, Nongchanh Village, Sisattanark District, Vientiane Capital, Lao PDR.

2. BASIS OF PREPARATION

2.1 Basis of preparation

According to the Accounting Law No.47/NA dated 26 December 2013, public interest entities, including listed companies should apply International Financial Reporting Standards ("IFRS") in preparing their annual financial statements, starting from 2017. In accordance with the Official Letter No. 1137/MOF dated 27 April 2020 by the Ministry of Finance, public interest entities are allowed to delay the application of IFRS until 1 January 2026.

For the year ended 31 December 2021, the Company has prepared its annual financial statements in accordance with the accounting policies as set out in Note 3 to the financial statements. The financial statements, presented in Lao Kip ("LAK"), have been prepared using the historical cost convention except for investment property that has been measured at fair value.

These accounting policies are not intended to present the financial position, the results of operations and the cash flows of the Company in accordance with international generally accepted accounting principles.

Fiscal year

The Company's fiscal years start on 1 January and end on 31 December.

2.2 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

2. BASIS OF PREPARATION (continued)

2.2 *Significant accounting judgements, estimates and assumptions* (continued)

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Classification of property

The Company determines whether a property is classified as investment property or inventory property:

- Investment property comprises land and buildings (principally offices, and retail property) that are not occupied substantially for use by, or in the operations of, the Company, nor for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation. These buildings are substantially rented to tenants and not intended to be sold in the ordinary course of business.

- Inventory property comprises property that is held for sale in the ordinary course of business. Principally, this is residential property that the Company develops and intends to sell before, or on completion of, construction.

As of 31 December 2021, the Company only has investment property presented in Note 12.

Operating lease contracts – the Company as lessor

The Company has entered into commercial property leases on its investment property. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Valuation of investment property

The fair value of investment property is determined by real estate valuation experts using recognised valuation techniques and the principles as disclosed in Note 12.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Current versus non-current classification

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to taxable income and expenses already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authority of Lao PDR. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulation by the taxable entity and the responsible tax authority. Such differences in interpretation may arise depending on the conditions prevailing in Lao PDR.

The Company presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

The Company classifies all other assets as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

3.2 Fair value measurement

The Company measures investment properties at fair value at each reporting date. The Company does not have financial instruments measured at fair value. Fair value related disclosures for items measured at fair value or where fair values are disclosed, are summarised in the following notes:

▸ Accounting policy disclosures	*Note 3.5*
▸ Valuation methods, significant estimates and assumptions	*Note 12*
▸ Investment property	*Note 12*

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 *Fair value measurement* (continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3.3 *Taxes*

Current profit tax

Current profit tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the reporting date.

Current profit tax relating to items recognised directly in equity is recognised in equity and not in the statement of comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 *Taxes* (continued)

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporarily differences associated with investments in subsidiary where timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carried forward of unused tax credit and unused tax losses, to the extent that it is probable that taxable profits will be available against which deductible temporary differences, carried forward of unused tax credit and unused tax losses can be utilised, except:

- where the deferred tax asset arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporarily differences associated with investments in subsidiary deferred tax assets are recognised only to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profits will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Previously unrecognised deferred income tax assets are re assessed at each statement of financial position date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset realised or the liability is settled based on tax rates and tax laws that have been enacted at the statement of financial position date.

Deferred tax is charged or credited to the statement of profit or loss and other comprehensive income, except when it relates to items recognised directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority:

- either the same taxable entity;
- or when the Company intends either to settle current tax liabilities and assets on a net basis or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 *Taxes* (continued)

Value added tax

The value added tax of rental income and other income was computed using the applicable tax rate for the year.

Accounting policy for value added tax relating to Business Cooperation Contract ("BCC") is presented in Note 3.14.

Any adjustment to the amount of tax payable of prior years as a result of tax inspection are recorded directly into retained earnings.

3.4 *Foreign currencies*

The financial statements are presented in LAK, which is the Company's functional currency. Transactions in foreign currencies are initially recorded by the Company at exchange rates prevailing at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date.

Differences arising on settlement or translation of monetary items are taken to the statement of profit or loss and other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

3.5 *Investment property*

Investment property comprises completed property that is held to earn rentals or for capital appreciation or both. Property held under a lease is classified as investment property when it is held to earn rentals or for capital appreciation or both, rather than for sale in the ordinary course of business or for use in production or administrative functions.

Investment property is measured initially at cost, including transaction costs. Transaction costs include transfer taxes, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be capable of operating. The carrying amount also includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met.

Subsequent to initial recognition, investment property is stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss and other comprehensive income in the period in which they arise, including the corresponding tax effect.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use.

Investment property is derecognised either when it has been disposed of or when it is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss and other comprehensive income in the period of derecognition.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.6 Cash

Cash comprises cash on hand and cash at bank.

3.7 Rent and other receivables

Rent and other receivables are recognised at their original invoiced value except where the time value of money is material, in which case receivables are recognised at fair value and subsequently measured at amortised cost.

A provision is made when there is objective evidence that the Company will not be able to recover balances in full.

Balances are written off when the probability of recovery is assessed as being remote.

3.8 Tenant deposits

Tenant deposits liabilities are initially recognised at fair value and subsequently measured at amounts to be paid in the future.

Any difference between the initial fair value and the nominal amount is included as a component of operating lease income and recognised on a straight-line basis over the lease term.

3.9 Interest bearing loans and borrowings

All loans and borrowings are initially recognised at amount received less directly attributable transaction costs. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amounts to be paid in the future. The interest raising from loans and borrowings are calculated using nominal interest rate defined in contracts.

3.10 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in the arrangement.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.11 Reserves

In accordance with Article 156, Enterprise Law dated 26 December 2013, the Company is required to appropriate 10% of profit after tax each year into regulatory reserve fund. When this reserve fund reaches 50% of the registered capital, the Company may suspend such appropriation to reserve, unless otherwise provided by the by laws.

The appropriation of profit into business expansion fund is in accordance with Article 16 of the Company's Articles of Association. For the year ended 31 December 2021, the Company has appropriated 10% of profit to business expansion fund.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty.

The specific recognition criteria described below must also be met before revenue is recognised.

Rental income

The Company is the lessor in operating leases. Rental income arising from operating leases on investment property is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss and other comprehensive income due to its operating nature, except for contingent rental income which is recognised when it arises.

Initial direct costs incurred in negotiating and arranging an operating lease are recognised as an expense over the lease term on the same basis as the lease income.

Tenant lease incentives are recognised as a reduction of rental revenue on a straight-line basis over the term of the lease. The lease term is the non-cancellable period of the lease together with any further term for which the tenant has the option to continue the lease, where, at the inception of the lease, the directors are reasonably certain that the tenant will exercise that option.

Amounts received from tenants to terminate leases or to compensate for dilapidations are recognised in the statement of profit or loss and other comprehensive income when the right to receive them arises.

Other operating income

Other operating income comprises income from renting billboards and event hall, which is recognised in the period the services is provided.

Income from Business Cooperation Contract ("BCC")

Income from Business Cooperation Contract ("BCC") is recognised in accordance with accounting policy presented in Note 3.14.

Interest income

Interest income is recognised as it accrues using the effective interest rate (EIR) method. The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in finance income in the statement of profit or loss and other comprehensive income.

3.13 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.14 Business Cooperation Contract ("BCC") in the form of jointly controlled operation

Business Cooperation Contract is an operation that does not constitute a new entity. Partners of the BCC are obliged and entitled to the benefit as stated in the contractual agreement. Activities of the BCC are carried out simultaneously with ordinary operations of partners.

The Company recognises its revenue from BCC and relevant value added tax obligation based on net income of the contract, being the difference between total income and the income portion belonging to the other partner of the BCC.

The value added tax obligation raising from the contract was declared and paid on net amount received by the Company.

Details of the operation that the Company is currently having are presented in Note 4.

3.15 Deferred revenue

Deferred revenue is a liability on the Company's statement of financial position that represents a prepayment, directly or indirectly to the Company, by its customers for goods or services that have yet to be delivered. Deferred revenue is recognized as earned revenue on the statement of profit or loss and other comprehensive income as the good or service is delivered to the customer.

3.16 Earnings per share

Basic earnings per share amounts are calculated by dividing net profit/(loss) after tax for the year attributable to ordinary shareholders of the Company (after adjusting for the bonus and welfare fund) by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are not caculated and presented.

3.17 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies and individuals which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of operations of the Company.

3.18 Segment information

A segment is a component determined separately by the Company which is engaged in providing products or related services (business segment) or providing products or services in a particular economic environment (geographical segment), that is subject to risks and returns that are different from those of other segments.

The Company's principal activities are to develop and lease shopping malls and offices. In addition, these activities are taking place within Lao PDR only. Therefore, the Company's risks and returns are not impacted by the Company's services that the Company is providing or the locations where the Company is doing the business. As a result, the Company's management is of the view that there is only one segment for business and geography and therefore presentation of segmental information is not required.

4. REVENUE

	For the year ended 31 December 2021 LAK	*For the year ended 31 December 2020 LAK*
Revenue from cooperation contract (*)	345,922,491	867,210,999
Rental and related incomes	7,450,067,016	8,222,055,192
	7,795,989,507	**9,089,266,191**

(*) In accordance with the Cooperation Contract between the Company and Major Platinum Cineplex (Lao) Co., Ltd. (MAJOR), the Company contributes the 20-year lease term commencing from 7 August 2015 to 6 August 2035 of a part of its investment property into a joint cinema operation with MAJOR. The revenue from the cinemas operation is shared between the Company and MAJOR on a fixed rate determined in the Contract.

5. OPERATING EXPENSES

	For the year ended 31 December 2021 LAK	*For the year ended 31 December 2020 LAK*
Depreciation expenses	24,086,692	1,023,915
Provision for doubtful debt	-	171,444,970
Staff costs	277,697,600	375,759,000
Management fee (*)	1,353,689,931	-
Others	512,670,080	298,012,854
	2,168,144,303	**846,240,739**

(*) During 2021, the Company and North Nongchan Complex Development Co., Ltd (NNCD) entered agreements on Vientiane Center property management fee. Accordingly, NNCD is contracted to provide property management service for 5,671.71 sqm retail and office space of Vientiane Center buildings with following rates:

- Shopping mall area 7$/sqm per month
- Office area 1$/sqm per month
- Other area 2$/sqm per month

6. FINANCIAL INCOMES

	For the year ended 31 December 2021 LAK	*For the year ended 31 December 2020 LAK*
Net gain from foreign exchange difference	2,797,136,009	1,701,290,218
	2,797,136,009	**1,701,290,218**

7. FINANCIAL EXPENSES

	For the year ended 31 December 2021 LAK	*For the year ended 31 December 2020 LAK*
Interest expense from related parties	1,704,837,604	2,291,851,284
	1,704,837,604	**2,291,851,284**

8. TAXATION

Profit tax expense

Under the new Income Tax Law No.67/NA dated 18 June 2019, which is effective on or after 1 January 2020, the normal profit tax ("PT") rate is 20%. In addition, the companies which are registered on Lao Stock Exchange shall be granted incentive rate at 13% for four years from the date of registration. Accordingly, the tax rate applicable for the Company in 2021 is 13%.

	For the year ended 31 December 2021 LAK	*For the year ended 31 December 2020 LAK*
Current profit tax expenses	70,882,792	118,653,530
Deferred tax expenses	1,422,753,295	1,414,934,834
	1,493,636,087	**1,533,588,364**

The tax returns filed by the Company are subject to examination by the tax authorities. As the application of tax laws and regulations is susceptible to varying interpretations, the amounts reported in the financial statements could change at a later date upon final determination by the tax authorities.

	For the year ended 31 December 2021 LAK	*For the year ended 31 December 2020 LAK*
Profit before tax	**9,536,031,382**	**11,034,827,539**
Tax rate	13%	13%
Profit tax expense	1,239,684,082	1,434,527,579
Adjustments to increase/(decrease) Profit tax		
Non-deductible interest expense	221,628,889	297,940,667
Provision for doubtful debt	-	22,287,846
Unrealised loss/(gain) from foreign exchange difference	32,323,116	(221,167,728)
Profit tax expense	**1,493,636,087**	**1,533,588,364**

Current tax

The current profit tax payable is based on taxable profit for the current year. The taxable income of the Company for the year differs from the profit as reported in the statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted by the reporting date.

8. TAXATION (continued)

Deferred tax

The table below presents the deferred tax liabilities recognised by the Company, and the movements thereon, during the current and previous periods.

Currency: LAK

	Statement of financial position		*Statement of profit or loss and other comprehensive income*	
	31 December 2021	*31 December 2020*	*For the year ended 31 December 2021*	*For the year ended 31 December 2020*
Deferred tax liabilities				
Difference between tax base and accounting base relating to investment property	7,611,631,316	6,188,878,021	1,422,753,295	1,414,934,834
Net deferred tax liabilities	***7,611,631,316***	***6,188,878,021***		
Net deferred tax charged to statement of profit or loss			***1,422,753,295***	***1,414,934,834***

9. CASH

	31 December 2021 LAK	*31 December 2020 LAK*
Cash on hand	11,526,254	22,532,369
Cash at banks	3,373,130,741	22,474,988,153
	3,384,656,995	**22,497,520,522**

10. TRADE AND OTHER RECEIVABLES

	31 December 2021 LAK	*31 December 2020 LAK*
Receivables from related parties (*Note 16*)	-	30,165,838,073
Receivables from tenants	979,280,064	883,891,606
Less: Provision for doubtful debt	(171,444,970)	(171,444,970)
	807,835,094	**30,878,284,709**

11. ADVANCE FOR PROPERTY PURCHASED

	31 December 2021 LAK	*31 December 2020 LAK*
Advance to related parties (*Note 16*)	-	10,000,000,000
	-	**10,000,000,000**

Details of the advances are as follows:

	31 December 2021 LAK	*31 December 2020 LAK*
Advance for 2nd acquisition of office space (i)	-	10,000,000,000
	-	**10,000,000,000**

(i) In accordance with an Agreement on 21 January 2020, the Company and NNCD agreed that NNCD will transfer to the Company additional 1,380.3 sqm in the 3rd floor of the Vientiane Center buildings with contract value at USD 2,070,450. During 2020, the Company already paid LAK 10,000,000,000 to NNCD as the advance payment of the Agreement. However, the acquisition was postponed and the advance was cleared as of 31 December 2021.

12. INVESTMENT PROPERTY

On 30 November 2017, the parent company - NNCD transferred to the Company a lease property ("the investment property – 1st component") comprising retail and office space with a combined area of 9,607.88 sqm.

On 1 January 2020, the Company received the transfer of additional 1,709.5 sqm in the 2nd, 4th, 5th and 8th floor (the investment property - 2nd component) of the Vientiane Center buildings.

Movement of the investment property are as follows:

For the year ended 31 December 2021

	Total LAK
As at 1 January	**194,125,161,160**
Adjustment to fair value	1,534,358,840
As at 31 December	**195,659,520,000**

For the year ended 31 December 2020

	Total LAK
As at 1 January	**165,197,500,000**
Purchase of the investment property - 2nd component	27,453,444,309
Adjustment to fair value	1,474,216,851
As at 31 December	**194,125,161,160**

12.1 Cost of the investment property

Cost of the investment property – 1st component

Detailed information of the investment property – 1st component is as follows:

- Part A: Retail and Office space on 1st, 2nd, 4th and 6th floors of Vientiane Center buildings with the area of 5,753.66 sqm (Unit No. A1003, A2003, A1012, A1017-2, A1018, A1021, A1020, A1023, A1038, A2049, A4003-1, A4009, B4001, C1016, F6020 and F6027);
- Part B: Promotion Area and Office space on 1st, 6th, 7th and 9th Floors of Vientiane Center buildings with the area of 3,854.22 sqm (Unit No. A1007-1, F6001, F6002, F6003, F6004, F6005, F6006, F6007, F6008, F6009-1, F6009-2, F6010 to F6015, F6016-1, F6016-2, F6017, F6018, F6019, F6021 to F6026, F6028 to F6031, F6032-1, F6032-2, F6033 to F6049, F7004 to F7010, F9001 to F9012 and A1000).

The investment property – 1st component is located at Khouvieng Road, Nongchanh Village, Sisattanark District, Vientiane Capital, Lao PDR. The full lease period is 50 years and can be extended for further 20 years, started from 29 September 2010 in accordance with Land Concession Contract on 29 September 2010, the Additional Land Concession Contract on 29 April 2014 and the Concession Licence on 8 May 2014 issued by Vientiane Capital Authority to NNCD. NNCD also received the Land Certificate on 4 April 2014 from Department of Natural Resources and Environment, Vientiane Capital.

12. INVESTMENT PROPERTY (continued)

12.1 *Cost of the investment property* (continued)

Cost of the investment property – 1st component (continued)

The Company initially recognised the investment property – 1st component at cost, being the price agreed between the Company and NNCD. Such price was determined based on the Valuation report on 26 March 2018, issued by Sims Property Consultants Company Limited, an external consultant from Thailand, according to which the total value of this investment property was as follow:

- Part A: 95,999,200,000 LAK with 62.87 years leasehold;
- Part B: 64,232,500,000 LAK with 62.87 years leasehold.

Cost of the investment property – 2nd component

The purchase price of the investment property – 2nd component is at LAK 30,198,788,739 (inclusive VAT at 10%). The investment property – 2nd component consist of 14 units located in the 2nd, 4th, 5th and 8th floor of the same office building of the investment property – 1st component.

12.2 *Fair value measurement – investment property*

The company's valuation policies and procedures for property valuations are proposed by the management team, while determined by the audit committee. Each year, the management team recommends, and the audit committee appoints an internal/external valuer who is responsible for the valuation of the Company's property for the purpose of determining its fair value in the annual financial statements. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Valuers are normally rotated every three years.

Changes in valuation techniques

In 2020, the fair value of the investment property - 1st component and the investment property – 2nd was determined based the normalised net operating income generated by the property, which is divided by the capitalisation (discount) rate. Due to the change of business environment, the Company believes that the DCF method provides better transparency than income capitalisation method and has, therefore, decided to change the valuation method when preparing the financial statements for the year ended 31 December 2021. This change in valuation method is applied prospectively as it is a change in estimate.

For the year ended 31 December 2020

Both the investment property - 1st component and the investment property – 2nd component are valued using the income capitalisation method, where a property's fair value is estimated based on the normalised net operating income generated by the property, which is divided by the capitalisation (discount) rate. The fair value was determined based on the Valuation report on 25 January 2021, issued by Lao International Asset Appraisal Co., Ltd. In the income capitalisation method, the income-producing capacity of a property is estimated by using contract rents on existing leases and by estimating market rent from rental activity at competing properties for the vacant space. Deductions are then made for vacancy and collection loss and operating expenses. The resulting net operating income is divided by an overall capitalization rate to derive an opinion of value for the subject property. The capitalization rate represents the relationship between net operating income and value.

12. INVESTMENT PROPERTY (continued)

12.2 *Fair value measurement – investment property* (continued)

For the year ended 31 December 2021

Both the investment property - 1st component and the investment property – 2nd component are valued using a discounted cash flow (DCF) method. The fair value was determined based on the Valuation report on 14 March 2022, issued by Lao International Asset Appraisal Co., Ltd.

Under the DCF method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a real property interest. For this projected cash flow series, an appropriate, market-derived discount rate is applied to establish the present value of the income stream associated with the asset. The exit yield is normally separately determined and differs from the discount rate.

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related re-letting, redevelopment, or refurbishment. The appropriate duration is typically driven by market behaviour that is a characteristic of the class of real property. Periodic cash flow is typically estimated as gross income less vacancy, non-recoverable expenses, collection losses, lease incentives, maintenance cost, agent and commission costs and other operating and management expenses. The series of periodic net operating income, along with an estimate of the terminal value anticipated at the end of the projection period, are then discounted.

12.3 *Fair value hierarchy*

The following table show an analysis of the fair values of investment property recognised in the statement of financial position by fair value hierarchy:

	Fair value				
	Quoted prices in active markets (Level 1)	*Significant observable input (Level 2)*	*Significant unobservable inputs (Level 3)*	*Total*	*Total gain in the period in the statement of profit or loss*
	LAK	*LAK*	*LAK*	*LAK*	*LAK*
31 December 2021					
Investment property	-	-	195,659,520,000	195,659,520,000	1,534,358,840
	-	**-**	**195,659,520,000**	**195,659,520,000**	**1,534,358,840**
31 December 2020					
Investment property	-	-	194,125,161,160	194,125,161,160	1,474,216,851
	-	**-**	**194,125,161,160**	**194,125,161,160**	**1,474,216,851**

There were no transfers between Levels 1, 2 or 3 during the year ended 31 December 2021.

12. INVESTMENT PROPERTY (continued)

12.4 Valuation techniques used to derive fair values

The following table shows the valuation techniques used in measuring the fair value of the investment property - 1st component and the investment property – 2nd component, as well as the significant unobservable inputs used:

Valuation technique	*Significant unobservable inputs*	*Inter-relationship between key unobservable inputs and fair value measurement*
Discounted cash flows: the valuation model considers the present value of net cash flows to be generated from the property, taking into account the rental price escalation rate for Retail space and Office space, occupancy rate, operating cost and other expenses. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of the building and its location, tenant credit quality and lease terms.	▶ Rental price escalation rate for Retail space and Office space: - Retail space: 2% per annum from 2023 to 2080 - Office space: 2% per annum from 2023 to 2080 ▶ Occupancy rate - Retail Space: 80% - Office Space: 70% ▶ Risk-adjusted discount rate is at 9.65% (risk free rate plus risk premium).	The estimated fair value would increase/ (decrease) if: ▶ Rental price escalation rate for Retail space and Office were higher (lower); ▶ The occupancy rate was higher (lower); ▶ The risk-adjusted discount rate was lower (higher).

13. TRADE AND OTHER PAYABLES

Trade and other short-term payables

	31 December 2021 LAK	*31 December 2020 LAK*
Payables to related parties *(Note 16)*	558,557,792	-
Profit tax payable	391,669,380	329,245,928
Deferred revenue from tenants – short term	3,202,109,289	3,198,832,995
Value added tax payable	668,899,411	58,795,420
Deposit from tenants	1,871,720,576	1,581,822,504
Others	149,849,563	180,740,009
	6,842,806,011	**5,349,436,856**

Trade and other long-term payables

	31 December 2021 LAK	*31 December 2020 LAK*
Deferred revenue from tenants - long term	4,429,029,065	6,643,543,597
	4,429,029,065	**6,643,543,597**

14. LONG-TERM BORROWINGS

	31 December 2021 LAK	*31 December 2020 LAK*
Long-term borrowing from related parties *(Note 16)*	-	64,232,500,000
	-	**64,232,500,000**

In accordance with Asset transfer minutes on 30 November 2017 and Loan agreement on 30 November 2017, the Company recognised a short-term borrowing from NNCD with its principal being the difference between the cost of the investment property at the time of transfer of LAK160,231,700,000 and the capital contributed by NNCD of LAK95,999,200,000. The Company used 68 units in Part B of the investment property as collateral. According to the Amendment of Loan agreement on 13 June 2018, the loan has term for 2 years and bears interest at 3.5% per year. Accordingly, the original contractual maturity date is 30 November 2020 and the principal and interest shall be paid on maturity date.

On 30 November 2019, NNCD and the Company entered the Revised Loan contract with new repayment date on 29 November 2021 and new collateral being 51 units of the investment property - 1st component. In accordance with the Revised Loan contract, the borrowings can be renewed after maturity date based on agreement of the Company and NNCD.

The loan was settled on 11 October 2021 and its balance was nil as of 31 December 2021.

15. SHARE CAPITAL

	31 December 2021		31 December 2020	
	Quantity	*Amount (LAK)*	*Quantity*	*Amount (LAK)*
Issued and paid-up shares				
Ordinary shares	147,199,900	147,199,900,000	147,199,900	147,199,900,000

In 2019, the Company has completed IPO process offering where additional 51,199,900 shares with par value of LAK 1,000 per share and selling price of LAK 1,050 per share were issued. Accordingly, the Company received the Certificate of Initial Public Offering (IPO) completion No.0006/LSCO on 29 May 2019 issued by Lao Securities Commission Office and Business License No. 0833/ERM on 29 May 2019 issued by Department of Enterprise Registration and Management, the Ministry of Industry and Commerce of Lao PDR.

After the IPO, the total 147,199,900 shares of the Company (under the ticker "VCL") have been officially listed on Lao Securities Exchange since 31 May 2019.

16. RELATED PARTY TRANSACTIONS

The Company had transactions with the following related party during the year:

Related parties	*Relationship*	*Country of incorporation*
North Nongchan Complex Development Co., Ltd	Shareholder	Lao PDR

Transactions with related parties are conducted at contractually agreed prices. Significant transactions with related parties were as follows:

Related parties	*Nature of transaction*	*For the year ended 31 December 2021* LAK	*For the year ended 31 December 2020* LAK
North Nongchan Complex Development Co., Ltd	Collection of rental fee and others on behalf of the Company	101,750,387	15,440,911,298
	Interest charged	(1,704,837,604)	(2,291,851,284)
	Settlement on behalf of the Company	(13,166,000)	(394,860,869)
	Management fee charged	(1,353,689,931)	-
	Collection of management fee and others on behalf of NNCD	(306,572,563)	(589,934,415)
	Advance for property purchased	-	10,000,000,000
	Transfer of investment property purchased	-	(27,453,444,309)

Terms and conditions

Outstanding balances as at 31 December 2021 are unsecured and will be settled in cash. For the year ended 31 December 2021, the Company has not made any provision for doubtful debts relating to amounts owed by related parties (31 December 2020: nil).

Purchase and interest from related parties are made on the basis of contract negotiation.

16. RELATED PARTY TRANSACTIONS (continued)

Balances due from and due to related party as at 31 December 2021 and 31 December 2020 were as follows:

Related parties	*Nature of transaction*	*31 December 2021*	*31 December 2020*
		LAK	*LAK*
Trade and other receivables *(Note 10)*			
North Nongchan Complex Development Co., Ltd	Net receipt on behalf of the Company	-	30,165,838,073
		-	**30,165,838,073**
Trade and other payable *(Note 13)*			
North Nongchan Complex Development Co., Ltd	Interest payables	558,557,792	-
		558,557,792	**-**
Advance for property purchased *(Note 11)*			
North Nongchan Complex Development Co., Ltd	Advance	-	10,000,000,000
		-	**10,000,000,000**
Long-term borrowings *(Note 14)*			
North Nongchan Complex Development Co., Ltd	Borrowings	-	64,232,500,000
		-	**64,232,500,000**

17. CAPITAL MANAGEMENT

Capital of the Company includes equity, loans, trade and other payables.

The primary objective of the Company's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or increase equity capital.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

	31 December 2021 LAK	*31 December 2020 LAK*
Total liabilities	18,883,466,392	82,414,358,474
Less: cash	(3,384,656,995)	(22,497,520,522)
Net debt	**15,498,809,397**	**59,916,837,952**
Equity	181,293,565,545	175,091,169,002
Capital and net debt	**196,792,374,942**	**235,008,006,954**
Gearing ratio	8%	25%

The adequacy of the gearing ratio is reviewed and determined by the management annually.

18. COMMITMENTS

The Company lets out retail space and office space under operating lease arrangements. The future minimum rental receivables as at 31 December 2021 and 31 December 2020 under the operating lease agreements are as follows:

	31 December 2021 LAK	*31 December 2020 LAK*
Less than 1 year	2,406,300,134	2,305,304,533
From 1-5 years	2,085,396,962	2,506,086,057
More than 5 years	-	20,016,612
TOTAL	**4,491,697,096**	**4,831,407,202**

18. COMMITMENTS (continued)

Commitments under BCC

In accordance with the Cooperation Contract between the Company and Major Platinum Cineplex (Lao) Co., Ltd. (MAJOR), the Company contributes the 20-year lease term commencing from 7 August 2015 to 6 August 2035 of a part of its investment property into a joint cinema operation with MAJOR. The revenue from the cinemas operation is shared between the Company and MAJOR on a fixed rate determined in the Contract. Accordingly, MAJOR has to pay to the Company as follows:

- Area A:
  - (i) Shared revenue of gross box office and,
  - (ii) Shared revenue of concession.
- Area B:
  - (i) Shared revenue of bowling including related equipment rentals or sales,
  - (ii) Shared revenue of foods and beverage sales from bowling facilities and from any karaoke area that MAJOR may operate.
- Other: fixed monthly charge.

The Company shall not have right to terminate the BCC prior the expiration of the lease term, unless (i) there is a material breach by MAJOR; or (ii) there is the event of force majeure circumstances; or (iii) either party files for bankruptcy or goes into liquidation.

19. SEGMENT INFORMATION

As disclosed in Note 3.18, the Company's management is of the view that there is only one segment for business and geography and therefore presentation of segmental information is not required.

20. EARNINGS PER SHARE

The following reflects the income and share data used in the basic and diluted earnings per share computation:

	For the year ended 31 December 2021	*For the year ended 31 December 2020*
Net profit attributable to ordinary shareholders in LAK	8,042,395,295	9,501,239,175
Weighted average number of ordinary shares	147,199,900	147,199,900
Basic earnings per share	**54.64**	**64.55**

21. SIGNIFICANT EVENT

During the year, the retails area of the properties was temporary closed several times while the office area of the properties remains open in accordance with Resolution on Measures to prevent the spread of Covid-19 issued by the Company's management. Exemption and discount for rental fee was provided to certain tenants of retails area who had to close their shops.

The Company already performed preliminary assessment of the possible impact of Covid-19 on its operations, cash flows and financial condition as well as operations of its tenants and customers. The management is of the view that the overall business of the Company is not significantly affected by the pandemic and the Company's measures.

22. EVENTS AFTER THE REPORTING DATE

There is no matter or circumstance that has arisen after 31 December 2021 that requires adjustment or disclosure to be made in the financial statements of the Company.

Prepared by:

孙飞虎

Mr. Sun Fei Hu
Finance Manager

Reviewed by:

Mr. Li Xiao Dong
Executive Director

Vientiane Capital, Lao PDR

6 April 2022

Attachment 4

Vientiane Center Lao Public Company
Business Performance Review for the year 2021 and Business Plan for the year 2022

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1. Company Information

1.1 Vision

VCL aims to establish the brand as the number one shopping center in Laos, as a shopping center, office center, financial center and exhibition center, service center of Laos.

1.2 Mission

To bring a more fulfilling lifestyle to Laos.

1.3 Company Introduction

Vientiane Center Lao Public Company (the Company) was established on November 30 2017 and was a public company split off from North Nongchan Complex Development Co., Ltd., a joint venture between China Yunnan Construction and Investment Holding Group Co., Ltd. and Krittaphong Group Co., Ltd. Vientiane Center Lao Public Company was listed on Lao Securities Exchange on May 31 2019, stock code: VCL, registered capital: 147,199,900,000 Kip.

The business scope of the Company consists of real estate development for sales and leasing, specifically including the lease and sale of shops, office building, event space, and advertising as well as joint operations. The Vientiane Center shopping mall and office building operated by the Company have attracted well-known merchants and multinational companies such as Bank of China(Hong Kong), Amazon Coffee, Miniso, Lao-China Railway, DKSH and Prudential Insurance. At present, Vientiane Center has become the leading retailer and shopping, business, financial and exhibition center in Laos and is recognized as the typical cooperation model awarded by governments of China and Laos.

1.4 Company General Information

1.4.1 Location

The office is located at KhouVieng Road, Nongchan Village, Sisattanak District, Vientiane Capital.

1.4.2 Contact Information

Phone (+ 856-21) 228299

Fax (+ 856-21) 228299

Website: http://www.vclao.com/

1.4.3 Registered capital

The registered capital as of December 31, 2021 is 147,199,900,000 kip.

1.4.4 Shareholders Information

The list of major shareholders of VCL holding 5% or more as of March 11, 2022 are:

1. North NongChan Complex Development Company Limited the number of shares held is 95,999,200 shares equal to 65.22% of the total shares.

2. Lao-China Securities Company Limited held 47,471,000 shares equal to 32.25% of the required shares total number of shares.

2. Financial Position and Business Performance

2.1 Macroeconomics of Lao PDR 2021

In 2021, the Lao economy as a whole will be severely affected by the COVID-19 outbreak. Since April 2021, the Governments has issued notice to protect suppress the spread of the disease COVID-19 to affect the operation of the economy of VCL is closed international borders and local creating inconvenience to transport goods are affecting imports and the trade customer, and the government has ordered drilling activity gathered many such weddings the ads and the other to make more customers you have canceled area the number of events is less, another situation the spread of the disease has affected the conduct of business customers who rent the number of office of VCL to budget customers cut down.

At the same time, the competition in the real estate sector is on the rise, and in the retail business, VCL is facing competition from the market and other similar markets in the surrounding area, such as a sharp reduction in rents as a result of lower prices. In addition, the number of office clients in the market is limited, and the number of new clients is small, and in recent years, new office projects have reduced their rents to attract new customers, and competition has intensified.

2.2 Outstanding Business Results

In the light of the above, Vientiane Center is committed to integrating shopping malls and office buildings, continuing to improve the quality of property, facilitate customers in purchasing and operating, improving the quality of comprehensive services and providing an affordable the COVID-19 policy.

As of December 31, 2021, the office building has a total of 25 companies, of which two companies are new customers in 2021: China Wine and Nuttech Laos. The mall has a total of 177 business units, major business ventures in 2021, including Crowne Plaza (Elephant Lounge of Crowne Plaza Hotel), Apple Store, Phonxay store, Thongkeo store and Jamiena Brand, Kongkoo & Shiba ‘s milk tea of Thailand, Lao Lanexang Furniture Store, Japanese Lingerie Wacoal, CBD Furniture Store, Tory Burch and American brand Marc Jacobs, and more. To promote job search clients rental activity, the team's number of VCL towards direct service workers themselves actively, while measures to prevent the outbreak of disease, the management activities of large and medium 30 times more securely as the launch OPPO Reno5, the present soap brand and cooperation with the Association of Industry and Trade's management exhibition tour in the country Let's Travel II, competitive dance round winners of Pepsi Blackpink, advocacy, Land Rover, Jaguar, Nissan and others to attract consumers into spending at the mall many during disease outbreaks.

2.3 Important Financial Information

2.3.1 Revenue

In 2021, the annual operating income is 9,077,518,440.00 Kip, decrease from last year 17.5 percent, of which the rental income is 3,284,684,938.64 Kip, the income from office space rental is 4,161,389,339.39 Kip, the income from the venture agreement is 383,892,231 Kip, the income from the event space rental is 754,859,254.2 Kip and advertising space is 492,692,676.77 Kip.

The reason for the decline in revenue in 2021: first is due to the outbreak of covid-19. The Lao government has ordered a series of mass events, such as weddings, advertisements, etc., which have forced customers to cancel their venue rentals. Second, Vientiane center will be closed for almost 3 months in 2021, To enhance customer search, Vientiane center has also developed a policy to waive some space rents for customers and reduce rents based on market rents. The third is because some of the businesses that rent office space in the Vientiane center have been affected by the outbreak of COVID -19 virus, It causes the budget office rent to be significantly reduced until the office rent is canceled.

2.3.2 Gain and Loss

In 2021, the total expenditure of VCL is 2,168,144,303.00 Kip, the income from the change of the fair value of the investment of the real estate sector is 1,534,358,840.00 Kip, the income from the change of exchange rate is 2,797,136,009.00 Kip, the profit of interest is 1,493,636,087.00 kip, net profit was 8,042,395,295,00 kip, a decrease of 13% from last year due to the impact of the covid-19 outbreak, resulting in a significant decrease in revenue and net profit.

2.3.3 Total Assets

In 2021, the total assets of the company were 200,177,031,937.00 kip, a decrease of 22% from last year. Cause a decrease was due to the repayment of capital loan amounting to 64,232,500,000.00 Kip to the company for the North Nongchan Complex Development in October 2021, resulting in a decrease in the company's debt and cash, which reduced the total assets.

2.3.4 Total Liabilities

In 2021, the total liabilities of the company was 18,883,466,392.00 kip, a decrease of 77% from last year. The reason for the decrease was due to the repayment of capital loan to the North Nongchan Complex Development in October 2021.

3. Organization Structure of Board of directors and Committees

3.1 Board of director

3.1.1 Members of Board of director

The Board of Directors of Vientiane Center Lao Public Company Limited 2^{nd} consists of 11 members:

- Mr. Wang Weikun	Chairman
- Ms. Orlathai Santikongkha	Vice Chairman
- Mr. Li Xiaodong	Director and General manager
- Mr. Bulapha Santikongkha	Director
- Mr. Wu Xinghua	Director
- Mr. Sun Feihu	Director
- Mr. Luo Xiaodong	Director
- Mr. Xiao Yong	Independent director
- Ms. Zhang Tianyi	Independent director
- Mr. Viengsavanh Phanthaly	Independent director
- Mr. Josong Bouasinengma	Independent director

3.1.2 Members of Board of director background in brief

(1) Mr. Wang Weikun



Nationality: Chinese
Date of Birth: 15/05/1984
Languages: Chinese, English
Position: Chairman
Education: Master's degree from the University of Foreign Trade and Economics, majoring in Finance. Master's degree in Washida University, Japan, majoring in International Relations.

(2) Ms. Orlathai Santikhongka



Nationality: Lao
Date of Birth: 21/01/1979
Languages: Lao, Thai
Position: Vice Chairman
Education: Graduated with a Master's degree from the National University of Laos, majoring in Business Administration.

(3) Mr. Li Xiaodong



Nationality: Chinese
Date of birth: 24/12/1985
Languages: Chinese, English
Position: Director, General manager
Education: Graduated with a master's degree at Wuhan Ligong University, majoring in Business Administration.

(4) Mr. Bulapha Santikongkha



Nationality: Lao
Date of Birth: 06/02/1967
Languages: Chinese, Lao
Position: Director
Education: Bachelor's Degree in Business Administration, Hunan Ligong University, China.

(5) Mr. Wu Xinghua



Nationality: Chinese
Date of birth: 09/01/1984
Languages: Chinese, English, Lao, Thai
Position: Director, Chief Operating Officer
Education: Graduated with a Master's degree at Assumption Thai University, majoring in Business Administration.

(6) Mr. Sun Feihu



Nationality: Chinese
Date of Birth: 17/03/1986
Language: Chinese
Position: Director, Chief Financial Officer
Education: Master's degree in Yunnan University of Finance, majoring in Business Administration.

(7) Mr. Luo Xiaodong



Nationality: Chinese
Date of Birth: 07/03/1989
Language: Chinese
Position: Director
Education: Graduated from Yunnan University of Finance, China, majoring in Finance and Accounting.

(8) Mr. Xiao Yong



Nationality: Chinese
Date of Birth: 02/07/1977
Language: Chinese
Position: Independent Director
Education: Master's degree in Finance from Shandong Provincial University of Finance, China, majoring in Finance.

(9) Mr. Zhang Tianyi



Nationality: Chinese
Date of Birth: 25/10/1976
Language: Chinese
Position: Independent Director
Education: Graduated with a Master's degree from Yunnan Provincial University, China, majoring in Law.

(10) Mr. Viengsavanh Phanthaly



Nationality: Lao
Date of Birth: 25/01/1976
Languages: Lao, English, Thai
Position: Independent Director
Education: Master's degree from the University of Washington, USA, majoring in Corporate Law and Securities Law.

(11) Mr. Josong Bouasinengma



Nationality: Lao
Date of Birth: 15/12/1972
Languages: Lao, English, Thai, Chinese
Position: Independent Director
Education: Graduated with a Master's degree from the People's University of China, majoring in Business Administration.

3.2 The activities of the board of director and its subordinate with committees

3.2.1 In 2021, the Commission convened a total of 7 meetings, of which 4 general meetings Once, 3 extra-ordinary meetings, 1 annual general meeting of shareholders and 1 extra-ordinary meetings shareholders.

3.2.2 According to the relevant regulations of the Lao Securities and Exchange Commission, the selection committee elected a list of second members of the Board of Directors to replace who resigned and provided the basic information to the members of the Board of Directors in making decisions and presented to the Board of Directors for consideration and approval.

3.2.3 To ensure the accuracy of the financial statements, an audit committee is in place Four meetings to implement the audit of financial statements of the first quarter, the second quarter, the third quarter and the annual of 2020 are well done by according to the annual work plan.

4. Social Responsibility

4.1 Taxation

In 2021, the total annual tax obligations of VCL will be 14,845 million Kip, the details of which are as follows:

No	Items	Amount(kip)	
		Year 2021	Year 2020
1	Profit tax	845.93	35,667.89
2	Vat	-	17,283.75
3	Income tax	638.58	771.35
4	Other tax	-	-
Total		1,484.51	53,722.99

4.2 Participation in social Work

4.2.1 In 2021, when the second case of Covid-19 outbreak in Laos, VCL is cooperated with the

Ministry of Health and the Chinese Embassy set up a free vaccination for the people at Vientiane Center, completed more than 13,500 doses. The Ministry of Health has awarded a certificate of appreciation to the Vientiane Center for its contribution to the implementation of the Covid-19 vaccine.


ສາທາລະນະລັດ ປະຊາທິປະໄຕ ປະຊາຊົນລາວ
ສັນຕິພາບ ເອກະລາດ ປະຊາທິປະໄຕ ເອກະພາບ ວັດທະນະຖາວອນ

ກະຊວງສາທາລະນະສຸກ
ກົມອະນາໄມ ແລະ ສົ່ງເສີມສຸຂະພາບ

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ເລກທີ...../ກອສ
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ໃບກຽດຕິຄຸນ

ກົມອະນາໄມ ແລະ ສົ່ງເສີມສຸຂະພາບ ກະຊວງສາທາລະນະສຸກ ໄດ້ມອບໃບກຽດຕິຄຸນສະບັບນີ້ໃຫ້ແກ່:

ສູນການຄ້າ ວຽງຈັນເຊັ້ນເຕີ (Vientiane Center Shopping Mall)

ທີ່ມີຜົນງານໃນການປະກອບສ່ວນ ທາງດ້ານສະຖານທີ່,ອາຫານ ເພື່ອຈັດຕັ້ງປະຕິບັດ ການໃຫ້ວັກຊີນປ້ອງກັນພະຍາດ ໂຄວິດ-19
ແຕ່ ວັນທີ 28 ເມສາ - ວັນທີ 15 ມິຖຸນາ 2021 ປະສົບຜົນສຳເລັດໄປຢ່າງຈົບງາມ
ດັ່ງນັ້ນ, ຂໍຈຶ່ງມອບໃບກຽດຕິຄຸນນີ້ ເພື່ອເປັນການຈົດຈຳ ແລະ ສືບຕໍ່ຜົນງານ[illegible]ສ່ວນຕໍ່ໄປ

ຫົວໜ້າກົມ
ອະນາໄມ ແລະ ສົ່ງເສີມສຸຂະພາບ

4.2.2 As a service provider and facilitator for charitable fundraising activities in Laos, the amount raised in 2021 is a total of 9,626,000 kip.





5. Business plan for the year 2022

5.1 Business of the department store

5.1.1 Continue to build a system to prevent and prevent the spread of covid-19, making it the front line of the department administration in the new era of normalization.

In 2022 would be a typical model of the spread of the Covid-19, while the following standards to prevent the spread of disease the Covid -19 determined by the release of Vientiane Capital, Vientiane center that will help lower the operating system protection and control as "safe and clean" strictly, build a leading sector Management Department in the normal mode, and increase advertising branding a business larger, such as cinema, and try the ride flow of consumers and combining the plan of activities to accelerate recovery spending of consumers, promote the first brand in laos , and enhance the business of international brands to open stores in Vientiane Center.

5.1.2 Promote online advertising and trading, develop event catering business.

First, continue to promote the broadcasting activities in the shopping Center to sell online, create a platform for selling non-profit products with higher standards and benefits deepen cooperation with online APP stores to accelerate the online store sales process of stores, increase online sales. Second, there will be active negotiations with Chinese, Thai and other internationally renowned brands, promoting the search for customers through multi-modal means, such as purchasing, exercising brand rights on their own, or finding an agent as an investor. Third, Shopping Center will rely on its potential, such as having a team of staff experienced in planning and designing services for clients, as well as planning events as event and venue tenants to organize events, create new profit growth points, and create a good customer service response cycle.

5.2 Office building business

5.2.1 Continue to increase the search for companies nearing the end of lease agreements with other offices in Laos, raise service standards

The first is to find customers by visiting existing customers in the Lao market, and interacting with the Office of Economy and Trade of the Chinese Embassy to find out the latest news of enterprises coming to invest in Laos, also added Increase the promotion of office buildings outside, create policies to promote the rental of office space during the outbreak of Covid-19, to complete the rental of office space, increase the rate the lease of office space.The second is the connection between the office building and the shopping center, to deepen cooperation between buildings, expand the level of information sharing. The court, meanwhile, has improved its service standards, further improving prevention measures Continue to improve measures to prevent the spread of Covid-19 and services under the "Era of Normalization".

5.2.2 Build an office building as a well-known brand with a professional look

Vientiane Center office building has taken immediate measures during the outbreak of Covid-19, in conjunction with the Lao Government's epidemic prevention and control policy, and has taken preventive and control measures at various stages.When coordinating with customers in the work, security of property and staff well with the promotion to build the office building of VCL as a famous brand with a more Asian look. In 2022, the office building department will increase its

potential online and offline brand advertising, as well as internationally renowned companies to open offices in VCL, such as China wine Company, Prudential Insurance Company, DKSH, THPC, and others.

Chairman

Attachment 5

Resume of Chairman



Name: Mr. HE Jun

Nationality: Chinese

Date of birth: 11 /04/1989

Place of birth: Shaanxi province, China.

- Education:

Graduated from University of YUNNAN(China), Major in Master degree of the Business Administration.

- Work Experience:

- 2009-2012, Studied at University of YUNNAN(China), Major in Bachelor degree of the Business Administration
- 2012-2016, Supervisor of HR, YCIH NO.4 Construction Co., Ltd.
- 2016-2017, Deputy Manager of HR, Yunnan Provincial Overseas Investment Co., Ltd.
- 2017-2019， Executive Deputy General Manager, Lao Petroleum & Chemical Co., Ltd.
- 2019 until 2021, Deputy General Manager, Lao Petroleum & Chemical Co., Ltd.
- 2021 until currently, Chairman of North Nongchan Complex Development Co., LTD.

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Resume of Vice-Chairman



Name: Ms. Orlathay SANTIKHONGKHA

Nationality: Laos

Date of birth: 21 /01/1979

Place of birth: Vientiane, Laos.

- Education:

  Graduated from Laos National University, major in Master of Business Administration.

- Work Experience:

  - 2008 until currently, General Manager, KRITTAPHONG Group Co., LTD
  - 2010 until currently, Vice- Chairman, North Nongchan Complex Development Co., LTD.
  - 2014 until currently, General Manager, the Landmark Mekong Riverside Hotel
  - 2017 until currently, Vice-Chairman, Vientiane Center Lao Public Company

Resume of Director



Name :Mr. Boulapha SANTIKHONGKHA

Nationality: Laos

Date of birth:06/02/1967

Place of birth: Sichuan Province, China.

- Education:

Graduated from South China University of Technology, major in Bachelor degree of Business Administration .

- Work Experience:

- 2005 until currently, Chairman, the China Chamber of Commerce in Laos
- 2008 until currently, Chairman, KRITTAPHONG Group Co., LTD
- 2009 until currently, Council Member, Chinese Chamber of Commerce in Laos
- 2010 until currently, Vice-Chairman, the China-Laos Association
- 2011 until currently, Vice- Chairman, CAMCE (Lao) Sole Co.,Ltd.
- 2015 until currently, President, Chinese Chamber of Commerce in Laos

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Resume of Director



Name: Mr. Wang Weikun

Nationality: Chinese

Date of birth: 15 /05/1984

Place of birth: Hunan province, China.

- Education:

Graduated from University of International Business and Economic(China), Major in Master degree of the Finance; Waseda University(Japan), Major in Master degree of the International Relations .

- Work Experience:

- 2006-2009, Studied at University of International Business and Economic(China), Major in Master degree of the Finance
- 2009-2010, Worked at KPMG (China)Co., Ltd
- 2010-2014,Senior Staff Member of the Yunnan Provincial Office of Lanexang-Mekong Subregion Cooperation, Yunnan Provincial Development and Reform Commision.
- 2014-2018，Principal Staff Member of the Yunnan Provincial Office of Lanexang-Mekong Subregion Cooperation, Yunnan Provincial Development and Reform Commision.
- 2014-2016, Studied at Waseda University(Japan), Major in Master degree of the International Relations
- 2018-2019, Head of Strategic Development Planning Division, Yunnan Provincial Overseas Investment CO., LTD
- 2019-2020, Head of the Board Office, Yunnan Provincial Overseas Investment CO., LTD
- 2020 until 2021, General Manager of Lao-China Joint Venture Investment Co., Ltd.
- 2021 until currently, General Manager of North Nongchan Complex Development Co., LTD.

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Resume of Director



Name: Mr. Wu Xinghua

Nationality: Chinese

Date of birth: 09/01/1984

Place of birth: Anhui Province, China.

- Education:

Graduated from Thailand Assumption University, major in Master of Business Administration.

- Work Experience:

- 2013 until currently, Shareholders' Representative, CAMCE (Lao) Sole Co.,Ltd.
- 2014 until currently, Deputy Director of KRITTAPHONG Group Co., LTD.
- 2014 until currently, Deputy Director of CAMCE (Lao) Sole Co.,Ltd.
- 2014-2019, Shareholders' Representative of North Nongchan Complex Development Co., LTD.
- 2015 until currently, Shareholders' Representative of Don Chan Palace Hotel.
- 2019 until currently, Executive Deputy Director of North Nongchan Complex Development Co., LTD.

Resume of Director



Name : Mr. Sun Feihu

Nationality: Chinese

Date of birth: 17 /03/1986

Place of birth: Hebei province, China.

- Education:

Graduated from Yunnan University of Finance and Economics, major in Bachelor degree of Business Administration.

- Work Experience:

- 2010-2012, Accountant, Yunnan Construction Engineering General Contracting Company.
- 2012-2016, Manager, Finance Department of North Nongchan Complex Development Co., LTD.
- 2012 until currently, Deputy Manager, Yunnan Provincial Overseas Investment CO., LTD.
- 2016 until currently, Director of Finance Department at North Nongchan Complex Development Co., LTD.
- 2017 until currently, Chief Financial Officer, Vientiane Center Lao Public Company.

Resume of Director



Name: Mr. Mr. Luo Xiaodong

Nationality: Chinese

Date of birth: 07/03/1989

Place of birth: Chongqing City, China.

- Education:

Graduated from Yunnan University of Finance and Economics, major in Bachelor of Finance and Financial Management.

- Work Experience:

- 2009-2013, Studied at Yunnan University of Finance and Economics, major in Bachelor of Finance and Financial Management;
- 2013-2014, Worked at Yunnan Construction Engineering General Contracting Company;
- 2014-2015, Worked at Yunnan pan-Asia Agricultural Cooperation Development Co., Ltd;
- 2015-2017, Worked at North Nongchan Complex Development Co., Ltd;
- 2017-2019, Deputy Manager of Finance Department of North Nongchan Complex Development Co., Ltd;
- 2019 until currently, Manager of Finance Department of North Nongchan Complex Development Co., Ltd

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Resume of Independent Director



Name: Mr. Xiao Yong

Nationality: Chinese

Date of birth: 02/07/1977

Place of birth: Yunnan Province, China.

- Education:

Graduated from China Shandong University of Finance, major in Master degree of Finance.

- Work Experience:

- Since 1999 – currently, the Asia-Pacific Accounting Consulting Company
- Since 2010– currently, Member of the Expert Committee of the Yunnan Provincial Finance Offices Sign a Fund Audit Committee to oversee various sectors and the Securities and Exchange Commission.
- Since 2011– currently, an external expert on the audit committee of the Yunnan Provincial Asset Management Committee
- Since 2012– currently, Investment Advisory Board Member of Equity Investment Fund
- Since 2013– currently, Investment Advisory Board Member of Equity Investment Fund
- Since 2013– currently, an annual accounting audit, financial management audit and consulting firm that has entered the Chinese stock market such as Alfa, Ruibao biology, Tianxingjian
- Since 2017 – currently, Director of Beijing Lixin Xinghua Management Consulting Co., Ltd
- Since 2017 – currently, Director of the Laos Mazars

Resume of Independent Director



Name: Mr. Zhang Tianyi

Nationality: Chinese

Date of birth: 25/10/1976

Place of birth: Sichuan Province, China.

- Education:

  Graduated from China Yunan University, major in Master degree of Laws.

- Work Experience:
  - 2008 – 2015, Part-time Lawyer of the Associate Yunnan Baquian;
  - 2015– currently, Lawyer and Partner of the Associate Yunnan Baquian;
  - 2016– currently, Director of Baqian Law & Consultancy (Lao).
  - 2017– currently, Senior Consultant of the China Pan-Mekong Lao Firm.

  Since 2008, Zhang Tianyi has focused on foreign investment, cross-border financing, overseas energy development, overseas infrastructure construction, and foreign-related commercial dispute resolution, and he has mastered the laws of Southeast Asia and South Asia.

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Resume of Independent Director



Name: Mr. Viengsavanh PHANTHALY

Nationality: Laos

Date of birth: 25/01/1976

Place of birth: Vientiane, Laos

- Education:

  Graduated from University of Washington, major in Master degree of Corporate Law and Securities Law.

- Work Experience:

  - 09/2000 - 11/2009 Lawyer of DFDL Lao Legal & Tax Adviser.
  - 12/2009 until currently, Director of the Phanthaly Limited Laws company.
  - 11/2016 until currently, be the partner of the one Asia lawyers.

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Resume of Independent Director



Name: Mr joexiong BOUASYNENGMA

Nationality: Laos

Date of birth: 15/12/1972

Place of birth: Vientiane province

- Education:

Graduated from RENMIN UNIVERSITY of CHINA, major in Master degree of Administration.

- Work Experience:

- 09/1998 - 09/2004 Head of Business Unit, Department of Foreign Currency and Precious Metals.
- 07/2007 - 01/2012, Deputy Director of International Cooperation Department, Central Bank of Lao PDR
- 02/2012 - 04/2015, Director of Operations Management at the Bank of Industry and Commerce, Vientiane Capital.
- 04/2015 currently, Deputy Director of the Industrial and Commercial Bank of China Limited Vientiane Branch .

Attachment 6：The resumes of Independent Directors entitled to join the meeting

Resume of independent member



Name and surname: Mr. Josong Bouasinema

Nationality: Lao

Date of birth: 15/12/1972

Place of birth: Vientiane Province

Education History:

Master's degree in Business Administration from the People's University of China.

Work experience:

09/1998 - 09/2004 Head of Business Unit, Department of Foreign Exchange Management and Precious Metals.

07/2007 - 01/2012, Deputy Director General, Department of International Cooperation, Central Bank of the Lao PDR.

02/2012 - 04/2015, Head of Internal Management Division, Industrial and Commercial Bank of China, Vientiane Branch.

04/2015 Up to now, Deputy Director of the Industrial and Commercial Bank of China Capital Branch Vientiane.

Resume of independent member



Name and surname: Mr. Viengsavanh Phanthaly

Nationality: Lao

Date of birth: 25/01/1976

Place of birth: Vientiane Capital

Education History:

Graduated with a Master's degree from the University of Washington, USA, majoring in Corporate Law and Securities Law.

Work experience:

09/2000 - 11/2009 Attorney of DFDL Lao Legal & Tax Adviser.

12/2009 Up to now, the General Director of Phanthaly Kot Phai Co., Ltd.

11/2016 Up to now, one partner in Laos of one Asia lawyers.

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VIENTIANE CENTER LAO PUBLIC COMPANY
ຖະໜົນຄຸວຽງ, ບ້ານໜອງຈັນ, ເມືອງ ສີສັດຕະນາກ, ນະຄອນຫຼວງວຽງຈັນ, ໂທ ແລະ ແຟັກ: (+856) 21 228299
KHUVIENG ROAD, NONGCHAN VILLAGE, SISATTANAK DISTRICT, VIENTIANE CAPITAL, Tel & Fax: (+856) 21 228299

Attachment 7

PROXY

Written at .....

Date.....month.....year.....

(1) I/We..... Nationality.....

Date of birth..... ID card / Passport No. :.....

Reside at..... Village..... District.....

Province ..... Country.....

(2) Being a shareholder of Vientiane Center Lao Public Company. Holding the ordinary shares in the total amount of share, which are equivalent to the same number.

(3) Hereby appoint

☐ 1. Mr./Ms..... Age.....,

ID card / Passport No..... Reside at..... Village

District..... Province ..... Country.....; or

☐ 2.Mr Viengsavanh phanthaly Age 44, ID card / Passport No. A1-0010349 Reside at..... Village Sengsavang District Xaysettha Province Vientiane Capital Country LAO PDR ; or

☐ 3. Mr joxiong BUASYNENGMA Age 48 , ID card / Passport No. 01-18 005815 Reside at..... Village Sisangvone District Xaysettha Province Vientiane Capital Country LAO PDR ; or

He/she is my/our proxy to attend and vote on my behalf at the Anual General Shareholders' Meeting of VCL for the year 2021 to be held on Aprilr 29, 2022 at 14:00 p.m, at Diamond Meeting Room, 4th floor of Landmark Mekong Riverside Hotel, Thatkhao Village, Sisattanak District, Vientiane Capital, Lao PDR. or adjournment at any date, time and place thereof.

I would like to authorize the following delegates to vote:

Give the Representative the right to consider and vote on my behalf in any way deemed appropriate;

☐ Approved ☐ Disapproved

Let the House of Representatives vote on my wishes and have the right to consider and vote on my behalf for some agenda;

☐ Approved ☐ Disapproved

Let the delegates vote according to my wishes (please fill in the information below):

Proposal 2: To consider and approve the Minutes of the AGM of VCL 2020 and the Resolutions of the First Extra-ordinary Shareholders' Meeting for the year 2021

☐ Approved ☐ Disapproved

Proposal 3: To consider and approve the Audited Annual Financial Statements for the year 2021

☐ Approved ☐ Disapproved

Proposal 4: To consider and approve Business Performance Review for the year 2021 and Business Plan for the year 2022

☐ Approved ☐ Disapproved

Proposal 5: To consider and approve the Dividend Payment for the year 2021 to Shareholders

☐ Approved ☐ Disapproved

Proposal 6: To consider and approve nomination of the members of the 3rd Board of Directors of VCL

☐ Approved ☐ Disapproved

Proposal 8: To consider and approve nomination of the new members of the various committees of VCL.

☐ Approved ☐ Disapproved

Proposal 9: To consider and approve the new legal representative of Vientiane Center Lao Public Company

☐ Approved ☐ Disapproved

Proposal 10: To consider and approve the Amendments to the Articles of the Company, Article 9: Directors and Article 12: Board of Directors

☐ Agree ☐ Disagree

Any vote of the delegates on any agenda item which is not in accordance with the provisions of

this power of attorney shall be deemed to be invalid and not my vote as a shareholder;

In the event that I do not specify the intention to vote on any agenda or do not specify clearly, or in the event that the meeting considers or votes on any matter other than the above, including any case that has been amended or added to any facts,

Any action taken by the Delegate at that meeting, except in the event that the Delegate does not vote as stated in this Delegate, shall be deemed to have taken any action on my part.

Grantor Signed :_____

(_____)

Proxy Signed:_____

(_____)

Remark:

The shareholders who have given their shares must give one share to one representative to attend the meeting and vote, as well as cannot divide the number of shares to several representatives to separate the voting; This power of attorney will be required to be registered with the court in order to ensure the trustee's commitment. Rights and Legal Representatives under the Law on Court Registration (Revised) No. 11 / NA, November 26, 2009. However, in the event that this power of attorney is not registered and filed with the Company, the Company will not be liable for any dispute arising between the Delegate and the Recipient.

Attachment 8

Documents or evidences required to be presented prior attending the Anual General Shareholders' Meeting of VCL for the year 2021

For your convenience for the registration process to attend the Anual General Shareholders' Meeting of VCL for the year 2021, 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.

Documents or evidences (valid) required to be presented by the shareholders or proxies to attend the Meeting

1. Shareholders who are natural persons

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

1.2 Shareholders appointing a proxy to attend the Meeting. A proxy shall present 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;
- A copy of valid document of the shareholder issued by governmental authorities as specified on item 1.1 which has been certified true and correct by the shareholders;
- 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).

2. Shareholders who are juristic persons

2.1 Representatives of shareholders (authorized directors) attending the meeting themselves, shall present the documents as follow:

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

2.2 Shareholders appoint a proxy to attend the Meeting. A proxy shall provide the documents as follow:

- 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 the Foreign Investment License (if any), the Enterprise Registration Certification (Affidavit), the Article of Association and the Tax certificate (of the last year) of the shareholders 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 directors).
- Copies of valid document of the representatives of the shareholder (authorized directors) issued by governmental authorities, which have been certified true and correct by the representatives of the shareholder (authorized directors).
- 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).

Remarks: In case of the shareholders are foreigners, please follow the instructions item 1 or 2, as the case may be. If the documents are in other language beside Lao or English, the translation are required into Lao or English, and shall be certified by person or by the representatives (authorized directors) of such foreign juristic persons.

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 follow:

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. Return the duly complete proxy form to Vientiane Center Lao Public Company Office, Khuvieng Road, Nongchan Village, Sisattanak District, Vientiane Capital, Lao PDR and contact number: (+856) 21 228299 and Please deliver to the Company before April 26, 2022 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.

Registration

1. The Company will start the registration process from 13:00 p.m. at Diamond Meeting Room, 4th floor of Landmark Mekong Riverside Hotel, Thatkhao Village, Sisattanak District, Vientiane Capital, Lao PDR.
2. In case of the shareholders attending the Meeting themselves

   2.1 Contact the registration point and present the valid documents to identify themselves in order to attending the Meeting;

   2.2 Collect the documents from the registration and ballots for every agenda which requires votes.
3. In case of the shareholders appointing the Proxy to attend the Meeting

   3.1 Contact the documents verification point and present the valid documents to identify themselves in order to attending the Meeting;

   3.2 Contact the registration point and present the documents according to the (2.1) which were verified by the staffs.

   3.3 Collect the documents from the registration and ballots for every agenda which requires votes. (Except for the case of proxy in which the voting has been clearly specified in the proxy form).

Voting and Vote Counting Result

1. Voting:

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

   1.2 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.

   - If the shareholders and the proxies whole disapprove shall put a mark (□) in the □disapprove box and sign the ballots and raise their hands to deliver the ballots to the company's staff members for vote counting at the time, the shareholders and the proxies who do not raise their ballots considered as approval in the Meeting
   - If no any shareholder raises the ballot considered as approval the Meeting, Except for the shareholders and proxies submit their disapproval the Company will record disapproval voting.

   1.3 In 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.

2. Vote Counting Result:

2.1 In 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

2.2 The chairman will announce the voting result in each agenda to the meeting after the voting process in each agenda finished by separating the amount and percentage of the approval votes and the disapproval votes from the total votes. In case of the shareholders submit the disapproval ballots after the Chairman has announced the voting result of each Agenda to the Meeting, the Company will disregard such disapproval votes.

Attachment 9

Location map (red dot)

the Anual General Shareholders' Meeting of VCL for the year 2021

Diamond Meeting Room, 4th floor of Landmark Mekong Riverside Hotel, Thatkhao Village, Sisattanak District, Vientiane Capital, Lao PDR.

