# Minutes of the Annual Gerneral Shareholder's Meeting Report 2018
# of
# Souvanny Home Center Public Company
# ("Company")

**Time and Location**

The meeting was held on 05 April 2019 at 14.00h,on the 8th Floor of the Lao Securities Exchange, Phonethanneua Village, T4 Road, Saysettha District, Vientiane Capital, Lao PDR.

**Before opening the meeting**

The Chairman of the Executive Council Mr. Ounh LASOUKANH chaired this Annual Gerneral Shareholder's Meeting 2018. It was attended 44 participants and 33 representives, which totally said to be 77 persons, with a total of 152,854,000 shares or 92.64 % the total paid shares of the company in accordance with the quorum as well as the legal and regulatory requirements of the company. The chairman officially opened the meeting and assigned the MC to introduce the Executive Council members, including relevant officials who attended the meeting, as follows:

(1.) Executive Council members who attend the meeting:

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| 1.1. | Mr. Ounh LASOUKANH | position: | Chairman of Executive Council; |
| 1.2. | Mrs. Paphatsone SOUKHABANDITH | position: | Vice Chairwoman of Executive Council; |
| 1.3. | Mr. Waddana SOUKHABANDITH | position: | Member of Executive Council; |
| 1.4. | Mr. Bounteum KOMMITTAPHAP | position: | Member of Executive Council; |
| 1.5. | Mr. Padith VONGSENA | position: | Member of Executive Council; |
| 1.6. | Ms. Chutikan SRISAENGCHAN | position: | Member of Executive Council; |
| 1.7. | Mrs. Viengdala BOUPHA | position: | Member of Executive Council; and |
| 1.8. | Mr. Khamphone PHILAPHANH | position: | Member of Executive Council. |

The MC informed that, "Today one of the Executive Council members whose name is Mr. Piphop VASANAARCHASAKUL cannot come to the meeting due to necessary urgent matter."

(2.) Relevant officials

| | | |
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| 2.1. | Mr. Apisit THIENGTRONGPINYO | Representative from PriceWaterHouseCoopers (Lao) Sole Co., Ltd; |
| | Mrs. Walailak SUWANWALAIKORN | Representative from PriceWaterHouseCoopers (Lao) Sole Co., Ltd: |
| 2.2. | Mr. Bounthom FONGVILATH: | Representative from Souvanny Home Center Public Company; |
| | Mr. Anin XAYYAVONG: | On behalf of the Meeting and Voting Inspection Committee; |
| 2.3. | Mrs. Alounna SYVONGTHONG: | Representative from Lao Securities Management Commission Office on behalf of the Monitoring and Evaluation Committee of the Shareholders' Common Meeting; |

| | | |
|---|---|---|
| 2.4. | Mrs. Vannaphone SOUNANTHA: | Representative from Lao Securities Management Commission Office on behalf of the Monitoring and Evaluation Committee of the Shareholders' Common Meeting; |
| 2.5. | Mr. Soukanya PHENGDY: | Representative from Lao Securities Management Commission Office on behalf of the Monitoring and Evaluation Committee of the Shareholders' Common Meeting; |
| 2.6. | Mr. Inthilath THAMMAVONG: | Minor shareholder of Souvanny Home Center Public Company on behalf of the Monitoring and Evaluation Committee of the Shareholders' Common Meeting. |

After that, the MC reported each agenda of the meeting for that day and explained how to vote for the meeting participants as follows:

(1.) Agendum:

(1.1.) To consider and adopt the Annual Gerneral Shareholder's Meeting Report 2017;

(1.2.) To consider and adopt the businsess operation outcome and financial statement of the company in 2018;

(1.3.) To consider and adopt the business operation plan of the company for 2019;

(1.4.) To consider and approve the divident payment from the business operation outcome of the company in 2018;

(1.5.) To consider and approve the appointment of the external accounting auditor and determination of the service charges for the external accounting auditor for 2019;

(1.6.) To consider appointing the Executive Council members whose tenure is due;

(1.7.) To consider and approve the allowances for the Executive Council members of the company who attend the meeting; and

(1.8.) Others (if applicable).

(2.) Voting:

- One shareholder has one vote, which is equal to the total of your shares; one of which is equal to one vote.
- At each vote, the MC asked a question if there was a shareholder who disagreed or disapproved. In case of disagreement or disapproval, please put the cross (x) and write a name and family name in the voting card for that agenda on the bar code of each shareholder, which distributed by the officials before the meeting and it must be raised up until it is collected by the officials in order to bring for counting the votes in that agenda and for the shareholder who does not raise up a voting card, it is deemed that such shareholder agrees with the proposed resolution in the meeting.

  If no shareholder raises up the voting card, it is deemed that it is agreed with the matters, which are proposed to the meeting for consideration unless the shareholder has clearly marked in Power of Attorney about voting for disagreement, which has already been recorded by the company.

- For a shareholder who is assigned to be a representative to attend the meeting and vote in response to the requirement of the shareholders as stated in Power of Attorney, the company has taken the votes as the shareholders stated in such Power of Attorney for recording the score in advance. When the representative registers, in order to facilitate the representative, such representative does not have to vote again at the meeting.

(3.) Counting the voting results:

- Counting the voting results from each agenda will be done based on disagreement of the shareholders at the meeting and representatives who attend the meeting as recorded by the company in advance by deducting from the total shares of the shareholders who take part in the meeting and vote for each agenda.
- The chairman will announce the voting results from each agenda in the meeting after each voting activity is ended by dividing them how many votes, which are agreed or disagreed into percentage (%). In case a shareholder does not agree with the results after the chairman announces for acknowledgement at the meeting when each agenda is ended, the company will not take such votes into account.

Later, the chairman continues the Shareholders' Common Meeting 2018 by reporting each agenda as follows:

**Agenda 1**. **To consider and adopt the the Annual Gerneral Shareholder's Meeting Report 2017**

The chairman of the Executive Council proposed to the meeting to consider and adopt the the Annual Gerneral Shareholder's Meeting Report 2017. It was attended by 54 participants and 35 representatives, which totally said to be 89 persons with a total of 149,799,700 shares or 90.79% of the total paid shares of the company in accordance with the quorum as well as the legal and regulatory requirements of the company, which elaborates the resolutions in each agenda as follows:

- Agenda 1. To consider and adopt the business operation outcome and financial statement of the company for 2017.
  Resolution: The meeting agreed to adopt the business operation outcome and finanicial statement of the company for 2017.
- Agenda 2. To consider and adopt the business operation plan of the company for 2018.
  Resolution: The meeting agreed to adopt the business operation plan of the company for 2018.
- Agenda 3. To consider and approve the dividend payment from the business operation outcome of the company in 2017.
  Resolution: The meeting agreed to approve the dividend payment from the business operation outcome in 2017 for the shareholders as listed in the Shareholders' Accounting Book on the closing date of 9 March 2018 at the rate of 10 Kip per share. The total amount of the dividend to be paid is 1,704,011,600 Kip or 50% of the net profit after deducting for the reserves in accordance with the regulations and saving reserves by determining the payment date on 3 May 2018.
- Agenda 4. To consider and appoint the external accounting auditor and determine the service charges for the external accounting auditor in 2018.

Resolution: The meeting agreed to appoint PriceWaterHouseCoopers (Lao) Co., Ltd.) as the external accounting auditor of the company in 2018 with a service charge of not more than 50,000 USD.

- Agenda 5. To consider and adopt the appointment of the new Executive Council members of the company to replace the old members who have resigned.

- Agenda 5.1 To consider appointing Mrs. Viengdala BOUPHA as the new Executive Council member of the company to replace the old member who has resigned.

Resolution: The meeting agreed and adopted Mrs. Viengdala BOUPHA to be the new Executive Council member of Souvanny Home Center Public Company to replace the old member who has resigned by having the remaining tenure of the resigned member.

- Agenda 5.2 To consider appointing Mrs. Chutikan SRISAENGCHAN as the new Executive Council memer of the company to replace the old member who has resigned.

Resolution: The meeting agreed and adopted Mrs. Chutikan SRISAENGCHAN to be the new Executive Council member of Souvanny Home Center Public Company to replace the old member who has resigned by having the remaining tenure of the resigned member.

- Agenda 5.3 To consider appointing Mr. Khamphone PHILAPHAN as the new Executive Council member of the company to replace the old member who has resigned.

Resolution: The meeting agreed and adopted Mr. Khamphone PHILAPHAN to be the new Executive Council member of Souvanny Home Center Public Company to replace the old member who has resigned by having the remaining tenure of the resigned member.

- Agenda 5.4 To consider appointing Mr. Piphop VASANAARCHASAKUL as the new Executive Council member of the company to replace the old member who has resigned.

Resolution: The meeting agreed and adopted Mr. Piphop VASANAARCHASAKUL to be the new Executive Council member of Souvanny Home Center Public Company to replace the old member who has resigned by having the remaining tenure of the resigned member.

- Agenda 6. To consider appointing the new Vice Chairman of the Executive Council to replace the old Vice Chairman who has resigned.

Resolution: The meeting agreed and adopted Mrs. Paphatsone SOUKHABANDITH to be the new Vice Chairwoman of the Executive Council of Souvanny Home Center Public Company to replace the old Vice Chairman who has resigned.

- Agenda 7. To consider the request for closing Thongkhankham Branch.

Resolution: The meeting agreed and adopted the request for closing Thongkhankham Branch.

- Agenda 8. To consider cancelling the distribution of goods, such as lifts and elevators.

Resolution: The meeting agreed and adopted the cancellation for the distribution of goods, such as lifts and elevators.

- Agenda 9. To consider appointing the audit committee, risk management committee and remuneration determination committee.
- Agenda 9.1 To consider appointing Mr. Padith VONGSENA as the Chairman of Audit Committee.

Resolution: The meeting agreed and adopted Mr. Padith VONGSENA to be the Chairman of Audit Committee of Souvanny Home Center Public Company.

- Agenda 9.2 To consider appointing Mr. Waddana SOUKHABANDITH as the Chairman of Risk Management Committee.

Resolution: The meeting agreed and adopted Mr. Waddana SOUKHABANDITH to be the Chairman of Risk Management Committee of Souvanny Home Center Public Company.

- Agenda 9.3 To consider appointing Mr. Khamkong LIEMPHRACHANH as the Chairman of Remuneration Determination Committee.

Resolution: The meeting agreed and adopted Mr. Khamkong LIEMPHRACHANH as the Chairman of Remuneration Determination Committee of Souvanny Home Center Public Company.

Likewise, the Executive Council has carefully considered and agreed with The Annual Gerneral Shareholder's Meeting to consider and adopt the Annual Gerneral Shareholder's Meeting Report 2017.

After the Chairman of the Executive Council made a brief report about the Agenda 1, an opportunity was opened for the shareholders to share their views and ask if there were some questions.

❖ **Views shared by Mr. KRAWAL KADAVANICH, the shareholder from Thailand**: From the previous shareholders' meeting report, more attention was paid for learning English, but there are still some incorrect vocabulary items e.g. a credit card machine, which is not correct in English and that is to say EDC (Electronic Data Capture). Next, the vocabulary items for marketing advertisement of the company are also incorrect e.g. In Vientiane Capital and in other provinces, the English terms were mistranslated from Lao terms and finally, it was about the main focus of the company, which indicates that some content is not correct, such as WEBSITE.SOUVANNY.COM, which should be WWW.SOUVANNY.COM and how to write telephone numbers is also not correct in accordance with the international principles. Consequently, it is highly recommended to edit and revise so that visitors can access to the website contents and contact the company accordingly.

- **The Chairman of the meeting** expressed thanks to Mr. KRAIWAL KADAVANICH for sharing his views. Likewise, the meeting agreed with the instructions and then the secretary was assigned to take the minutes and collaborate with the concerned sectors to consider and improve.

Next, the chairman proposed to the meeting to consider and adopt The Annual Gerneral Shareholder's Meeting Report 2017. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,852,700 votes or 100% of the meeting participants.

**Resolution:** the meeting adopted The Annual Gerneral Shareholder's Meeting Report 2017.

**Agenda 2. To consider the business operation outcome and financial statements of the company for 2018.**

The Chairman of the Executive Council proposed to the meeting to consider and adopt the business operation outcome and financial statements of the company for 2018, which have recently been considered by the Executive Council and auditted by the external auditor. The company has disclosed the business operation outcome report of the company and the financial statements report draft of the company for 2018 at the websites of the company and Lao Securities Exchange with significant contents reported by the Deputy Managing Director and Chief Financial Officer (CFO) Mr. Phannola SOUKHABANDITH, as follows:

In 2017, the total income of the company was 300,938,965,790 Kip. Of this, 299,063,433,879 Kip was from sales and 1,875,531,911 Kip was from services. In 2018, the total income of the company increased to 335,487,362,012 Kip. Of this, 333,881,394,225 Kip was from sales and 1,605,967,787 Kip was from services. It indicates that the income increases 11.48% when compared to the income in 2017. Due to the company has added the products, plus the sales from the new branches increase respectively. In 2017, the net profit of the company was 2,788,783,970 Kip and in 2018, the net profit of the company was 3,190,561,575 Kip. In 2017, the net profit rate was 0.93% and in 2018, it increased to 0.95% of the total income. The percentage of the total income increases because the company has the income from the sales and others at the new branches. At the same time, there is a profit from the increasing exchange rate respectively. For the total assets of the company; on 31 December 2017, it was 641,739,042,175 Kip and it increased to 715,049,095,444 Kip on 31 December 2018. The total assets on the company increase because the company has more premises and purchases more materials for the new branches, such as Paksan, Pakse and Thakhek (Khammuane) branches. Likewise, the materials in stock increase following the expansion of the new branches. For the total liability, it increases from 118,802,752,519 Kip to 166,848,417,042 Kip, which is mostly the liability for trading and loan from the financial institution. On 31 December 2017, the total capital from the whole shareholders was 522,936,289,656 Kip. On 31 December 2018, it increased to 548,200,678,402 Kip due to the company deducted for the reserves in accordance with the laws and other reserves in accordance with the regulations, which was added. For the increasing saving profit from 149,025,072,849 Kip to 149,927,522,108 Kip because there was the net profit from the business operation outcome of the company in 2018, which increased.

All this, the Executive Council has carefully considered and agreed with the Annual Gerneral Shareholder's Meeting to consider and adopt the business operation outcome and financial statements of the company for 2018.

After the Deputy Managing Director and Chief Financial Officer (CFO) made a brief report about the Agenda 2, an opportunity was opened for the shareholders to share their views and ask if there are some questions.

- No question from the shareholders.

Next, the chairman proposed to the meeting to consider and adopt the business operation outcome and financial statements of the company for 2018. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,852,700 votes or 100% of the meeting participants.

**Resolution:** the meeting agreed and approved the business operation outcome and financial statements of the company for 2018.

**Agenda 3. To consider the business operation plan of the company for 2019.**

The Chairman of the Executive Council proposed the business operation plan of the company for 2019 to the meeting. The main details of the 2019 business operation plan has based on what the Managing Director explained as follows:

**Regarding the sales in 2019**, the company plans to make a deal 12%, which has 5% greater growth than the old branches by attempting to expand the range of products more continuously and expand the online distribution channels, shops, projects and downpayment system through AEON and Krungsri Leasing Companies in order to adapt to the current competitive markets and purchasing behavior of the customers.

**For marketing**, the company will create more customers' awareness to Souvanny Home Center Public Company through many channels, such as brochures, posters, website, Facebook, Line, IG, YouTube, Local Radio and seminars in order to create a Brand recognition for each tartget group more clearly and continue organizing more activities through the Smiling Project by Sharing.

**For human resources,** the company plans to build more capacity of the staff by creating the training plans both at home and overseas in order to upgrade the quality of staff within the company to be equipped with more knowledge in all aspects, to provide more quality and efficient services, which can compete externally and in more response to the requirements of the customers.

**For investment,** the company plans to expand more branches in response to meet the requirements of the customers. In the 1st quarter of 2020, the company plans to expand one more branch and by the end of 2021, the company plans to expand another branch; which of them, **Thakhek** will be the 6th branch and Savannakhet will be the 7th branch of the company to support the central markets with the following details:

| No. | Location | Dimension | Duration |
|---|---|---|---|
| 1 | **THAKHEK BRANCH:** Phonphim Village, Thakhek District, Khammuane Province | 7,760 m2 | 1st quarter of 2020 |
| 2 | **SAVANNAKHET BRANCH:** Phonsangneua Village, Kaysone Phomvihane City, Savannakhet Province | 10,000 m2 | End of 2021 |

**For the organizational strategy**, the company will continue improving the standards of shops, services in line with the ISO 9001 Version 2015 and 5s to be more standardized, listen to comments from the customers for improving the weak points, seeing the customers as center in providing the requirements of products and services, applying the modern technology system along with developing the IT system to cope with any changes at times.

In reference to the Revised Law on Enterprise, ref. no. 46/NA, dated 26 December 2013, it states that the business operation plan of a company shall be adopted by the Shareholders' Common Meeting, which more details are referred to the documents for considering the Agenda 3, including the dissemination of such business operation plan in the websites of the company and Lao Securities Exchange.

Likewise, the Executive Council and Board of Directors have carefully considered, it was agreed with the Shareholders' Common Meeting to consider and adopt the business operation plan of the company for 2019.

After the Managing Director made a brief report about the Agenda 3, an opportunity was opened for the shareholders to share their views and ask if there are some questions.

❖ **Views shared by Mr. KRAIWAL KADAVANICH, the shareholder from Thailand**: In case the price tags were not changed in a timely manner due to any price adjustments, the customers must receive the existing price tags as defined initially.

- **Mr. Waddana SOUKHABANDITH, the Managing Director,** expressed thanks to Mr. KRAIWAL KADAVANICH for sharing his views. Regarding such issues, the company has already advised the staff. In this case, if the price tags are lower than the sale prices, the salespeople shall check the bills for the customers based on the price tags as defined initially.

❖ **Views shared by Mr. KRAIWAL KADAVANICH, the shareholder from Thailand**: Regarding the online advertisement, it includes the local radio, which is not regarded as the online media and it might be a mistake in the document.

- **Mr. Waddana SOUKHABANDITH, the Managing Director,** expressed thanks to Mr. KRAIWAL KADAVANICH for sharing his views. Likewise, the meeting agreed with the instructions and then the secretary was assigned to take the minutes and collaborate with the concerned sectors to consider and improve.

❖ **Views shared by Mr. KRAIWAL KADAVANICH, the shareholder from Thailand:** For the customers who purchase products online from the company, how do they pay for the products? At the same time, he offered customers the payment channel options for the company and also proposed to company to show the QR CODE as ONE PAY so that the customers can use the services conveniently by using their smartphones to scan the QR Code via computer for adding the bank account to pay for their products directly.

- **Mr. Waddana SOUKHABANDITH, the Managing Director,** expressed thanks to Mr. KRAIWAL KADAVANICH for sharing his views. At the same time, the meeting agreed with the instructions. Regarding the online channel payments, most customers pay by BCEL ONE due to the fact that such program is not yet available for the online payments. However, we will try to develop it in order to accommodate the operation of the company more efficiently.

Next, the chairman proposed to the meeting to consider and adopt the business operation plan of the company for 2019. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,852,700 votes or 100% of the meeting participants.

**Resolution:** The meeting agreed and adopted the business operation plan for 2019.

**Agenda 4. To consider the dividend payment from the business operation outcome of the company in 2018**

The Chairman of the Executive Council announced to the meeting that: from the business operation outcome and financial reports of the company in 2018, which have already been adopted by the Annual Gerneral Shareholder's Meeting, it indicated that in 2018, the net profit of the company from the business operation outcomes was 3,190,561,575 Kip after deducting for the reserves in accordance with the regulations and saving reserves, which said to be 20% of the total net profit; it was 2,552,449,260 Kip, it proposes to pay the dividend for the shareholders, listed in the shareholders' accounting book on the closing date of 11 March 2019 at the rate of 8 Kip per share. The total amount of the dividend to be paid is 1,276,224,630 Kip or 50% of the total net profit after deducting for the reserves in accordance with the regulations and saving reserves by determining the payment date on 3 May 2019.

After the chairman reported, an opportunity was opened for the shareholders to share their views and ask if there are some quesions.

- No question from the shareholders.

Next, the chairman proposed to the meeting to consider and approve the dividend payment from the business operation outcome of the company in 2018. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,852,700 votes or 100% of the meeting participants.

**Resolution:** The meeting approved to pay the dividend from the business operation outcome of the company in 2018 for the shareholders as listed in the Shareholders' Accounting Book on the closing date of 11 March 2019 at the rate of 8 Kip per share. The total amount of the dividend to be paid is 1,276,224,630 Kip or 50% of the total net profit after deducting for the reserves in line with the regulations and saving reserves by determining the payment date on 3 May 2019.

**Agenda 5. To consider the appointment of external accounting auditor and determination of the service charges for the external accounting auditor in 2019**

The Chairman of the Executive Council announced to the meeting that: in reference to the Revised Law on Enterprise, 46/NA, dated 26 December 2013 and Notice of the Lao Securities Exchange Management Commission Office, it describes that a registered company in Stock Exchange shall have the external accounting auditor, which has been adopted by the Lao Securities Exchange Management Commission Office through the agreement of the Executive Council Meeting, it proposed to have PriceWaterHouseCoopers (Lao) Sole Co., Ltd as the external accounting auditor of the company in 2019 with a total of a service charge of not more than 40,000 USD. Due to PriceWaterHouseCoopers (Lao) Sole Co., Ltd has been the external accounting auditor of the company since the company announced a share distribution to pubblic, it is equipped with experience, detailed discretion, honesty with duties performance and recognized as a standardized accounting audit company, internationally trusted. For the service charge, it is reasonable for the accounting audit work of the company with a great amount and in order to make it right, transparent, auditable, it is necessary to use the human resources, who are equipped with expertise; some of whom are from abroad.

After the chairman reported, an opportunity was opened for the shareholders to share their views and ask if there are some questions.

❖ **Views shared by Mr. KRAIWAL KADAVANICH, the shareholder from Thailand**: It was good news that the account auditing service charge of this year is lower than the previous years, but in the next meeting, there should be a table of account auditing service fee comparison from 3 previous years retroactively so that the shareholders can consider.

- **The Chairman of the meeting** expressed thanks to Mr. KRAIWAL KADAVANICH for sharing his views. Likewise, the meeting agreed with the instructions and then the secretary was assigned to take the minutes and collaborate with the concerned sectors to consider and improve.

Next, the chairman proposed to the meeting to consider and appoint the external accounting auditor and determine the service charge for the external accounting auditor in 2019. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,854,000 votes or 100% of the meeting

**Resolution:** The meeting approved the appointment for PriceWaterHouseCoopers (Lao) Sole Co., Ltd.) as the external accounting auditor of the company in 2019 with a service charge of not more than 40,000 USD.

**Agenda 6. To consider appointing the Executive Council members whose tenure is due**

The Chairman of the Executive Council announced to the meeting about 9 Executive Council members whose tenure is due, namely:

1. Mr. Ounh LASOUKANH
2. Mr. Paphatsone SOUKHABANDITH
3. Mr. Piphop VASANAARCHASAKUL
4. Mr. Khamkong LIEMPHRACHANH
5. Mr. Padith VONGSENA
6. Mr. Vaddana SOUKHABANDITH
7. Mrs. Chutikan SRISAENGCHAN
8. Mr. Khamphone PHILAPHANH
9. Mrs. Viengdala BOUPHA

At present, the Executive Council members have already performed their duties for the company for 2 years until their tenure is due in accordance with the Law on Enterprise, which is necessary to elect the new Executive Council members to continue performing the duties on behalf of the company. In this case, the shareholders are notified and an opportunity is open for all the shareholders who hold from 5% up to have a right to have been nominated as the new Executive Council members recently on 4 February 2019, but no shareholders or group of shareholders have nominated. Therefore, it proposes to the Executive Council Meeting to nominate individuals and consider appointing the new Executive members of the company as follows:

**Agenda 6.1 To consider appointing Mrs. Paphatsone SOUKHABANDITH as the new Vice Chairwoman of the Executive Council**

Due to Mrs. Paphatsone SOUKHABANDITH is a shareholder and beneficiary of this matter, in reference to the Article 146 (4) of the revised Law on Enterprise, ref. no. 46/NA, dated 26 December 2013, she is restricted to be voted and in order to vote fairly and transparently, she is requested to leave the meeting room temporarily.

The chairman read the profile of Mrs. Paphatsone SOUKHABANDITH in details based on the documents for considering the Agenda 6.

After the chairman read the profile of Mrs. Paphatsone SOUKHABANDITH, an opportunity was opened for the shareholders to share their views and ask if there are some questions.

- No question from the shareholders.

Next, the chairman proposed to the meeting to consider and adopt Mrs. Paphatsone SOUKHANBANDITH to be the new Vice Chairwoman of the Executive Council of the company. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,014,000 votes or 100% of the meeting participants.

**Resolution**: The meeting agreed and approved Mrs. Paphatsone SOUKHABANDITH to be the new Vice Chairwoman of the Executive Council of the company for 2 years, starting from the date the Annual Gerneral Shareholder's Meeting for 2018 took place.

**Agenda 6.2 To consider appointing Mr. Piphop VASANAARCHASAKUL as the new Executive Council member of the company**

The chairman read the profile of Mr. Piphop VASANAARCHASAKUL in details based on the documents for considering the Agenda 6.

After the chairman read the profile of Mr. Piphop VASANAARCHASAKUL, an opportunity was opened for the shareholders to share their views and ask if there are some questions.

- No question from the shareholders.

Next, the chairman proposed to the meeting to consider and adopt Mr. Piphop VASANAARCHASAKUL to be the new Executive Council member of the company. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,854,000 votes or 100% of the meeting participants.

**Resolution**: The meeting agreed and adopted Mr. Piphop VASANAARCHASAKUL to be the new Executive Council member of the company for 2 years,starting from the date the Annual Gerneral Shareholder's Meeting for 2018 took place.

**Agenda 6.3 To consider appointing Mr. Padith VONGSENA as the new Executive Council member of the company**

The chairman read the profile of Mr. Padith VONGSENA in details based on the documents for considering the Agenda 6. In consideration of this agenda, due to Mr. Padith VONGSENA is a shareholder who holds more than 50% in VPS Accounting Service Co., Ltd, which is prohibited in reference to the Article 7 of the Decision of the Executive Council concerning the registered company, ref. no. 0024/LSXMC, dated 26 October 2016, which prohibits the independent Executive Council member who holds more than 50% in such company unless the Annual Gerneral Shareholder's Meeting adopts his qualification.

However, the Executive Council Meeting considers and it indicates that VPS Accounting Service Co., Ltd is an accounting audit service provider, which has not been auditted by the accounting auditor before or conducted a transaction, resulting in sharing independent views as his membership of the Executive Council. Additionally, with a lot of accounting service experience, it makes him become a specialist to take care of the company's accounting. Therefore, it proposes to the meeting if it can adopt Mr. Padith VONGSENA to continue being the Executive Council member and that, adopt his qualifications.

After the chairman of the Executive Council reported the profile of Mr. Padith VONGSENA, an opportunity was opened for the shareholders to share their views and ask if there are some questions.

- No question from the shareholders.

Next, the chairman proposed to the meeting to consider and adopt Mr. Padith VONGSENA to be the new Executive Council member of the company. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,854,000 votes or 100% of the meeting participants.

**Resolution**: The meeting agreed and adopted Mr. Padith VONGSENA to be the new Executive Council member of the company for 2 years, starting from the date the Annual Gerneral Shareholder's Meeting for 2018 took place, resulting in adopting his qualifications as a shareholder who holds more than 50% in VPS Accounting Service Co., Ltd.

**Agenda 6.4 To consider appointing Mr. Bounteum KOMMITTAPHAP as the new Executive Council member of the company**

The chairman read the profile of Mr. Bounteum KOMMITTAPHAP in details based on the documents for considering the Agenda 6.

After the chairman read the profile of Mr.Bounteum KOMMITTAPHAP, an opportunity was opened for the shareholders to share their views and ask if there are some questions.

- No question from the shareholders.

Next, the chairman proposed to the meeting to consider and adopt Mr. Bounteum KOMMITTAPHAP to be the new Executive Council member of the company. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,854,000 votes or 100% of the meeting participants.

**Resolution**: The meeting agreed and approved Mr. Bounteum KOMMITTAPHAP to be the new Executive Council member of the company for 2 years, tarting from the date the Annual Gerneral Shareholder's Meeting for 2018 takes place.

**Agenda 6.5 To consider appointing Mr. Waddana SOUKHABANDITH as the new Executive Council member of the company**

Due to Mr. Waddana SOUKHABANDITH is the Managing Director and shareholder, considered as a beneficiary of this matter, in reference to the Article 146 (4) of the revised Law on Enterprise, ref. no. 46/NA, dated 26 December 2013, she is restricted to be voted and in order to vote fairly and transparently, he is requested to leave the meeting room temporarily.

The chairman read the profile of Mr. Waddana SOUKHABANDITH in details based on the documents for considering the Agenda 6.

After the chairman read the profile of Mr. Waddana SOUKHABANDITH, an opportunity was opened for the shareholders to share their views and ask if there are some questions.

- No question from the shareholders.

Next, the chairman proposed to the meeting to consider and adopt Mr. Waddana SOUKHANBANDITH to be the new Executive Council member of the company. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 124,329,560 votes or 100% of the meeting participants.

**Resolution**: The meeting agreed and adopted Mr. Waddana SOUKHABANDITH to be the new Executive Council member of the company for 2 years, starting from the date the Annual Gerneral Shareholder's Meeting for 2018 took place.

**Agenda 6.6 To consider appointing Mrs. Chutikan SRISAENGCHAN as the new Executive Council member of the company**

The chairman read the profile of Mrs. Chutikan SRISAENGCHAN in details based on the documents for considering the Agenda 6.

After the chairman read the profile of Mrs. Chutikan SRISAENGCHAN, an opportunity was opened for the shareholders to share their views and ask if there are some questions.

- No question from the shareholders.

Next, the chairman proposed to the meeting to consider and adopt Mrs. Chutikan SRISAENGCHAN to be the new Executive Council member of the company. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,854,000 votes or 100% of the meeting participants.

**Resolution**: The meeting agreed and adopted Mrs. Chutikan SRISAENGCHAN to be the new Executive Council member of the company for 2 years, starting from the date the Annual Gerneral Shareholder's Meeting for 2018 took place.

**Agenda 6.7 To consider appointing Mr. Khamphone PHILAPHAN as the new Executive Council member of the company**

Due to Mr. Khamphone PHILAPHAN is a shareholder and beneficiary of this matter, in reference to the Article 146 (4) of the revised Law on Enterprise, ref. no. 46/NA, dated 26 December 2013, she is restricted to be voted and in order to vote fairly and transparently, he is requested to leave the meeting room temporarily.

The chairman read the profile of Mr. Khamphone PHILAPHAN in details based on the documents for considering the Agenda 6.

After the chairman read the profile of Mr. Khamphone PHILAPHAN, an opportunity was opened for the shareholders to share their views and ask if there are some questions.

- No question from the shareholders.

Next, the chairman proposed to the meeting to consider and adopt Mr. Khamphone PHILAPHAN to be the new Executive Council member of the company. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,842,100 votes or 100% of the meeting participants.

**Resolution**: The meeting agreed and adopted Mr. Khamphone PHILAPHAN to be the new Executive Council member of the company for 2 years, starting from the date the Annual Gerneral Shareholder's Meeting for 2018 took place.

**Agenda 6.8 To consider appointing Mrs. Viengdala BOUPHA as the new Executive Council member of the company**

Due to Mrs. Viengdala BOUPHA is a shareholder and beneficiary of this matter, in reference to the Article 146 (4) of the revised Law on Enterprise, ref. no. 46/NA, dated 26 December 2013, she is restricted to be voted and in order to vote fairly and transparently, she is requested to leave the meeting room temporarily.

The chairman read the profile of Mrs. Viengdala BOUPHA in details based on the documents for considering the Agenda 6.

After the chairman read the profile of Mrs. Viengdala BOUPHA, an opportunity was opened for the shareholders to share their views and ask if there are some questions.

- No question from the shareholders.

Next, the chairman proposed to the meeting to consider and adopt Mrs. Viengdala BOUPHA to be the new Executive Council member of the company. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,014,000 votes or 100% of the meeting participants.

**Resolution**: The meeting agreed and adopted Mrs. Viengdala BOUPHA to be the new Executive Council member of the company for 2 years, starting from the date the Annual Gerneral Shareholder's Meeting for 2018 took place.

**Agenda 6.9 To consider appointing Mr. Ounh LASOUKANH as the new Chairman of the Executive Council of the company**

Due to Mr. Ounh LASOUKANH is the chairman of the meeting and in order to make the meeting continue fairly and transparently, in consideration of this matter, the Managing Director of Souvanny Home Center Public Company Mr. Waddana SOUKHABANDITH continues the meeting.

The Managing Director of the company read the profile of Mr. Ounh LASOUKANH in details based on the documents for considering the Agenda 6.

After the Managing Director of the company read the profile of Mr. Ounh LASOUKANH, an opportunity was opened for the shareholders to share their views and ask if there are some questions.

- No question from the shareholders.

Next, the Managing Director of the company proposed to the meeting to consider and adopt Mr. Ounh LASOUKANH to be the new Chairman of the Executive Council of the company. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,854,000 votes or 100% of the meeting participants.

**Resolution**: The meeting agreed and adopted Mr. Ounh LASOUKANH to be the new Chairman of the Executive Council of the company for 2 years, starting from the date the Annual Gerneral Shareholder's Meeting for 2018 took place.

**Agenda 7. To consider and approve the allowances for the Executive Council members of the company who attend the meeting**

The Chairman of the Executive Council announced to the meeting that in reference to the Article 154 (4) of the Law on Enterprise, ref. no. 46/NA, dated 26 December 2013 regarding the Remuneration Determination for the Executive Council members and committee of a company, it shall be approved from the Shareholders' Common Meeting. At present, the allowances for the participants of the Executive Council Meeting, specificically the independent members of the company are the same as before, as follows:

1. Allowances for participating in each meeting, only for the independent members:

- Chairman of Executive Council 1,500,000 Kip per 1 time;
- Vice Chairman of Executive Council 1,000,000 Kip per 1 time; and
- Member of Executive Council 1,000,000 Kip per 1 time.

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

For the reason that the company needs to make a lot of changes, which causes more expenses, it proposed to the meeting to adopt and approve the allowances for only the independent members of the Executive Council who attend the meeting. From the allowances for participating in each meeting and salaries of the Executive Council members, the allowances are only offered for the independent members who attend the meeting by adjusting the allowances for taking part in each meeting as follows:

1. Allowances for participating in each meeting, only for the independent members:
   - Chairman of Executive Council 3,000,000 Kip per 1 time;
   - Vice Chairman of Executive Council 2,000,000 Kip per 1 time; and
   - Member of Executive Council 2,000,000 Kip per 1 time.

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

❖ **Views shared by Mr. KRAIWAL KADAVANICH, the shareholder from Thailand:** What is the difference regarding the remuneration rate between the current and previous Independent members?

- **The Chairman of the meeting** expressed thanks to Mr. KRAIWAL KADAVANICH for sharing his views. In response to the question, the previous independent members had both salaries and allowances for participating in the meeting. In contrast, the current independent members have only the allowances for participating in the meeting, but the amount of allowances is increased when compared to the previous years.

Next, the chairman proposed to the meeting to consider and approve the allowances for participating in each meeting and the salaries of the Executive Council members will be the allowances for taking part in the meeting, only for independent members. In this session, the meeting shall vote for adopting with more than half of the votes at the meeting.

After such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,854,000 votes or 100% of the meeting participants.

**Resolution**: The meeting agreed and approved the allowances for participating in each meeting and the salaries of the Executive Council members will be the allowances for taking part in the meeting, only for the independent members, as follows:

1. Allowances for participating in each meeting, only for the independent members:
   - Chairman of Executive Council 3,000,000 Kip per 1 time;
   - Vice Chairman of Executive Council 2,000,000 Kip per 1 time; and
   - Member of Executive Council 2,000,000 Kip per 1 time.

No more matters to be discussed and considered, the chairman closed the meeting at 16:00h.

(Mr. Ounh LASOUKANH)
Chairman of the Executive Council

**It has been validated by:**

(Mr. Waddana SOUKHABANDITH)
Member of the Executive Council/CEO

(Mr. Phannola SOUKHABANDITH)
Vice Director/CFO