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No. 801 -/PCD

Vientiane Capital, Date: 10 MAY 2021

Minutes of
The Annual General Meeting of Shareholders for the year 2020

Phousy Construction and Development Public Company (PCD) held the Annual General Meeting of Shareholders for the year 2020 on 28 April 2021 at 14:15 pm, at the 12th floor of Continental Plaza Hotel, Nongbuathong-tai Village, Sikhottabong District, Vientiane Capital. The meeting was attended by 40 shareholders, in which 11 shareholders attended the meeting in person and 29 shareholders attended the meeting as proxies, holding the total of 570,531,900 shares, equivalent to 98.03% of the total paid-up shares of the Company.

The host introduced the directors attended the meeting as follows:

1. Mr. Sitha Phommachith — Director / Chief Executive Officer
2. Mr. Nanthalath Thilakun — Independent Director

Mr. Sithong Phommachith, Chairman; Mr. Bounmy Manyvong, Vice Chairman/ Independent Director; and Mr. Phoukhong Ouanlamany, Director were not available to attend the meeting. Therefore, Mr. Sitha Phommachith Director/CEO was appointed as the chairman of this meeting.

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

The host instructed the measures of COVID-19 prevention as well as the procedures of vote, Vote Counting and publicizing the result of vote to the shareholders.

After that, the Chairman of the meeting officially declared opening the meeting and reported the details of each agenda of the meeting by order as follows:

Agenda 1: Considering and endorsing the Minutes of the Annual General Meeting of Shareholders for the year 2019

The chairman of the meeting reported to the meeting about the Minutes of the Annual General Meeting of Shareholders for the year 2019 which was held on 29th May 2020. The agendas and minute had been considered and recorded accurately in accordance with the content of the meeting.

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

The Chairman then proposed to the meeting for considering and approving this agenda.

Resolution: The meeting has thoroughly considered and approved the agendas as follow:

- Approved: 570.531.900 votes or equivalent to 100% of the total votes in the meeting.

Agenda 2: Considering and endorsing the PCD's business performance report and the financial statements audited by external auditor for the year 2020

The Chairman reported to the meeting as follows:

I. **The business Performance for the year 2020 has been detailed as follows:**

❖ **Marketing**

Currently, PCD is continuing to implement two unfinished projects: the construction of a two-story paved road from Ban Ou Village Luang Prabang District to Sibunheung village Nan district, Luang Prabang province, 50.2 km long, and an upgrade road from Kieu Cheia village to Muang Heub Village Phonethong district Laouang Prabang Province, 32.565 km in length.

- The Vientiane-Pakse Expressway project, worth more than $ 4 billion, and we, Phousy Construction and Development Public Company, are among the four companies that have been shortlisted for the final round. The survey and design of the corridor is now underway, and the Ministry of Public Works and Transport is preparing to submit it to the government.

- The new modern allocated villages for low-income guests of 200,000 across the country are also looking for foreign partners.

- The second phase of the 8.3-kilometer landslide protection project in Vientiane Capital (subcontracted by a Korean company) has already been submitted and is currently awaiting the opening of bids.

- Construction of infrastructure project of Louang Prabang Special Economic Zone worth US $ 2.5 million is waiting for the owner of the project to demarcate the border and compensate for the environmental impact before it can be implemented.

❖ **Tax**

The State Tax in the Year 2020

Item	Details	Total value (kip)
1	Value Added Tax	573.030.630
2	Payroll Tax	30.336.000
3	Profit Tax	158.860.089
	Total	**762.226.719**

❖ **Human Resource Management**

The total number of staff as of 31st December 2020 is 177 staffs, PCD had completely offered all the staffs with Social Security, annual medical checkup, dates and times and annual leave in accordance with the Labor Law of Laos.

II. **The financial statements for the year 2020 have detailed as follows:**

Description	2020	2019
Total assets (Million LAK)	620.328	665.044
Total liabilities (Million LAK)	168.200	154.974
Total shareholders' equity (Million LAK)	452.128	510.070
Total revenue (Million LAK)	5.642	9.699
Net profit/loss (Million LAK)	(57.942)	(8.790)
Net profit per share (LAK/Share)	(99,56)	(15,10)

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

The Chairman then proposed to the meeting for considering and approving this agenda.

Resolution: The meeting has thoroughly considered and approved the agendas as follow:

- Approved: 570.531.900 votes or equivalent to 100% of the total votes in the meeting.

Agenda 3: Considering that there is no dividend payment for the year 2020

The report of CEO to the meeting: Pursuant to the enterprises law, No. 46/NA, dated 26 December 2013 on the article 155 "Distribution of Dividend", the company shall not pay the dividends if the accumulated loss still remains from the previous year. The loss of the company in 2020 is 57.942 million Kip.

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

The Chairman then proposed to the meeting for considering and approving this agenda.

Resolution: The meeting has thoroughly considered and approved the agendas as follow:

- Approved: 570.531.900 votes or equivalent to 100% of the total votes in the meeting.

Agenda 4: Considering and endorsing the PCD's business plan for the year 2021

The Chairman reported to the meeting as follows:

1. The construction project for the North national high way No.13 from Songpuey to Phonghong, 5 km in length costs LAK 4,500,000,000 (subcontracted by Chinese Company).
2. The second phase of landslide construction project in Vientiane, 8.3 km in length (subcontracted by Korean company).
3. The road construction project at Special Economic Zone in Luang Prabang, subcontracted by Phousy Group cooperated with Mega Hongsa company.
4. The first phase of village allocation project, 200 houses.
5. The first phase of fundamental construction project at Special Economic Zone S2 costs 2.5 million USD, subcontracted by Phousy Group.

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

The Chairman then proposed to the meeting for considering and approving this agenda.

Resolution: The meeting has thoroughly considered and approved the agendas as follow:

- Approved: 570.531.900 votes or equivalent to 100% of the total votes in the meeting.

Agenda 5: Considering and endorsing the appointment of the external auditor for the year 2021

The report of CEO to the meeting: Pursuant to the enterprises law, No. 46/NA, dated 26 December 2013 on the article 154 and responsibility of the Annual General Meeting of Shareholders, the Annual General Meeting of Shareholders is assigned to elect the auditors and the wage of audit service. According to the proposal of board of director, PriceWaterHouseCooper (Laos) Sole Co., Ltd (pwc) is appointed to be the external auditor for the year 2021 together with the maximum wage of 35,000 USD. pwc is a standard audit company including trust in its service from internationally. The details of the fees from the previous years are shown as follows:

Year	The external auditors	Remuneration (USD)
2016	PriceWaterHouseCooper (Lao) Sole Co., Ltd.	47.000
2017	PriceWaterHouseCooper (Lao) Sole Co., Ltd.	45.000
2018	PriceWaterHouseCooper (Lao) Sole Co., Ltd.	32.390
2019	PriceWaterHouseCooper (Lao) Sole Co., Ltd.	35.690
2020	PriceWaterHouseCooper (Lao) Sole Co., Ltd.	35.000

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

The Chairman then proposed to the meeting for considering and approving this agenda.

Resolution: The meeting has thoroughly considered and approved the agendas as follow:

- Approved: 570.531.900 votes or equivalent to 100% of the total votes in the meeting.

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

The Chairman officially declared closing the meeting at 15:00 pm on the same day when there were no additional issues.

Chairman of the Meeting	**Minutes Recorder**
Mr. Sitha Phommachith **Director / Chief Executive Officer**	**Mr. Xaiyakon Chitkhanty**

Note: Minutes of the Annual General Meeting of Shareholders for the year 2020 shall deem to use the Lao language as the original.