



Souvanny Home Center Public Company

No..0..4..3..6../SVN

Vientiane Capital, Date 05 March, 2024

**Invitation**

To: Shareholders of Souvanny Home Center Public Company  
Subject: Invitation to the Annual General Shareholders' Meeting of 2023.  
- According to the Company's Articles of Association dated 9 October 2015, and  
- According to the Board of Directors' Meeting of SVN No.1/2024 dated 13 February 2024.

The Company would like to invite all shareholders to attend the Annual General Shareholders' Meeting of 2023 on **08 April 2024**, 02:00 p.m (registration starts at 01:00 p.m) at Meeting Room of Lao Securities Exchange Building, 8 Floor, Phonthan Neua Village, Saysettha District, Vientiane Capital, Lao PDR. The meeting shall consider agendas as in the attachment.

The Company has announced the date, time, agenda, and attachments of the Annual General Shareholders' Meeting of 2023 on the websites of the Company ([www.souvanny.la](http://www.souvanny.la)) and the Lao Securities Exchange ([www.lsx.com.la](http://www.lsx.com.la)) and has announced the closing date of SVN's Shareholder Register Books on **27 March 2024** in order to authorize shareholder lists to attend the Meeting and receive the dividend.

We are looking forward to your attending this meeting

Sincerely yours,



(Mr. Somchith INTHAMITH)  
Chairman of the Board



# **Invitation for the Annual General Shareholders' Meeting for the year 2023**

**Monday, 08 April 2024**

**Time: 02.00 p.m.**

At the meeting room, 8<sup>th</sup> Floor, Lao  
Securities Exchange Building,  
Phonthan Neua Village,  
Saysettha District, Vientiane, Lao P.D.R



## **Document lists of Invitation for**

### **The Annual General Shareholders' Meeting for the year 2023**

1. Invitation to the Annual General Shareholders' Meeting
2. Proxy
3. Profile of independent directors who can act as shareholder's proxies
4. Instruction about the documents and evidence to be presented prior to attending the meeting
5. Attached document in agenda 01: The minute of the Annual General Shareholders' Meeting for the year 2022
6. Attached document in agenda 02: The company's financial statement for the year 2023
7. Attached document in agenda 03: The company's business plan for the year 2024
8. Attached document in agenda 06: Brief biography of Member of Board of directors
9. Attached document in agenda 08: Draft of the rule amendment of the company
10. Map of the meeting venue



**Souvanny Home Center Public Company**

**No 0437/SVN**

Vientiane Capital, Date 05 March, 2024

**To:** Shareholders of Souvanny Home Center Public Company.

**Subject:** Invitation to the Annual General Shareholders' Meeting for the year 2023.

The Company would like to invite all shareholders to attend the Annual General shareholders' Meeting for the year 2023 on 08 April 2024, at 02:00 p.m (registration starts at 01:00 p.m) at Meeting Room of Lao Securities Exchange Building, the 8<sup>th</sup> Floor, Phonthan Neua Village, Saysettha District, Vientiane Capital, Lao PDR which agendas are as follow:

**1. To consider and approve the minutes of the Annual General Shareholders' Meeting for the year 2022 (attached document in agenda 01).**

**Objective and Rationale:** To shareholders consider and approve the meeting minutes that are correct according to the Annual General Shareholders' Meeting for the year 2022, the more details are in the attached document in agenda 01.

**Board of Directors opinion:** Agreed to propose shareholders' meeting should approve the minutes of the Annual General Shareholders' Meeting for the year 2022.

**Required Vote:** The Law on Enterprises stipulates that this agenda must be approved by the votes of more than half of the total votes attending the meeting.

**2. To consider and approve the report of the business results of the company for the year 2023 and a financial statement of the company for the year 2023; (the Attached file in agenda 02).**

**Objective and Rationale:** According to article 152 of Enterprises Law Edited Version No. 33/NA, dated 29 December 2022 concerning "Right and Duties of shareholders' meeting which it must approve the summary of business operating and financial statement of the Company" the report of the business results for the year 2023 as the detail is in the attached file in the agenda 02.

**Board of Directors opinion:** Agreed to propose shareholders' meeting should consider and approve the report of business operating results for the year 2023 and the financial statement for the year 2023 of the Company that has been audited by the external auditor.

**Required Vote:** The Law on Enterprises stipulates that this agenda must be approved by the votes of more than half of the total votes attending the meeting.

**3. To consider and approve the business plan of the Company for the year 2024 (the attached file in agenda 03).**

**Objective and Rationale:** According to article 152 of Enterprises Law Edited Version No. 33/NA, dated 29 December 2022 concerning "Right and Duties of the shareholders'





meeting which it must approve the business plan of the Company for the year 2024” the detail of the business plan of the Company for the year 2024 is in the attached file in agenda 03.

**Board of Directors opinion:** Agreed to propose shareholders’ meeting should consider and approve the business plan of the Company for the year 2024 that has been approved by the executive committee and the Board of Directors.

**Required Vote:** The Law on Enterprises stipulates that this agenda must be approved by the votes of more than half of the total votes attending the meeting.

**4. To consider and approve the dividend payment from the business operating result for the year 2023.**

**Objective and Rationale:** According to article 153 of Enterprises Law Edited Version No. 33/NA, dated 29 December 2022 concerning “**The Dividend payment shall be approved by the shareholders’ meeting**” and article 16 of the Company’s regulation, dated 9 October 2015, defines that “Besides the reserve funds required under the Law on Enterprise article 156, the Company shall deduct others reserve fund for 10% of the net profit.

**Board of Directors opinion:** According to the operating results of 2023, the Company has a total net profit of LAK 60,799,235,983 after the deduction of the reserve fund required by laws and reserve fund required by the Company’s regulation which totals for 20% of the net profit, the remaining amount is LAK 48,639,388,786, The Board of Directors agreed to convene to shareholders to consider and approve the dividend payment for LAK 120 per share, at the total amount of LAK 19,800,000,000 and the date of the payment of the dividend is determined as 06 May 2024.

**Required Vote:** The Law on Enterprises stipulates that this agenda must be approved by the votes of more than half of the total votes attending the meeting.

**5. To consider and approve the appointment of the external auditor, and determination of remuneration for the year 2024.**

**Objective and Rationale:** According to article 152 of Enterprises Law Edited Version No. 33/NA, dated 29 December 2022 concerning “Rights and Duties of shareholders’ meeting that must approve the appointment of the external auditor and determination of remuneration”.

**Board of Directors opinion:** Agreed to propose the Annual General Shareholders’ Meeting should appoint Ernst & Young Lao Co., Ltd to be the external auditor for the year **2024** with an audit service fee of not exceeding USD **27,000** per year because Ernst & Young Lao Co., Ltd has the experience, thoroughness, faithfulness, and professionalism, and the auditing fee (remuneration) is appropriate with the scope of work and in order to be accurate, transparent and verifiable, it is necessary to use specialized personnel, some of them are auditors from abroad.

**Required Votes:** The Law on Enterprises stipulates that this agenda must be approved by the vote of more than half of the total votes attending the meeting.



**6. To consider the appointment of a Member of the Board of Directors to replace Who resigned.**

**Objective and Rationale:** According to Enterprise law edited version No. 33/NA, dated 29 December 2022, Article 121 defines “ The Member of the Board of directors of the Company is elected in the following circumstances (3), The position of the member of the Board of Directors available during the two shareholders' meetings will be appointed by the Board of Directors Meeting, on August 16, 2023, the Member of the Board of directors of the company resigned namely: M r . B o u n t e r m KOMMITTAPHARB.

**Board of Directors opinion:** At the 3<sup>rd</sup> Board of Directors’ Meeting 2023, which was held on 16 August 2023, The meeting agreed to appoint Mr. Sonesavanh SENGAPHAY to be to be Member of the Board of Directors of the company to replace who resigned which will have the term of working equals to the rest of the term of a Member of the Board of Directors who resigned which agree to propose the shareholders meeting to approve appointing the members of the Board Directors, Description of the brief biography appears on the attached file in agenda 06.

**Required Votes:** The Law on Enterprises stipulates that this agenda must be approved by the vote of more than half of the total votes attending the meeting.

**7. To consider and approve the adjustment of allowances attending the meeting of the members of the Board of Directors of the company;**

**Objective and Rationale:** According to article 152 of Enterprises Law Edited Version No. 33/NA, dated 29 December 2022 concerning “Rights and duties of shareholders meeting that must approve allowances attending the meeting for the member of the Board of the company”.

**Board of Directors opinion:** the meeting agreed to propose the Shareholders’ meeting to consider and approve the adjustment of allowances attending the meeting of the members of the Board of Directors of the company who are not the independent and the independent members which the detail is below:

1. The allowance to attend a meeting of members of the board of directors of the company who are independent members of the board of directors

- Chairman of the board of directors 10,000,000 kip per 1 time;
- Vice-Chairman of the board of directors 6,600,000 kip per 1 time; and
- Member of the board of directors 6,600,000 kip per 1 time.

2. The allowance to attend a meeting of members of the board of directors of the company who are not independent members of the board of directors

- Member of the board of directors 4,400,000 kip per 1 time.

**Required Votes:** The Law on Enterprises stipulates that this agenda must be approved by the vote of more than half of the total votes attending the meeting.





8. To consider and approve the amendment of the rules of the company (the attached file in agenda 08);

**Objective and Rationale:** According to article 152 of Enterprises Law Edited Version No. 33/NA, dated 29 December 2022 concerning “Right and Duties of the shareholders’ meeting which it must approve the amendment of the rules of the company”.

**Board of Directors opinion:** Agreed to bring the amendment of the rules of the company to propose to the shareholders’ meeting of 2023 to consider and approve.

**Required Vote:** The Law on Enterprises stipulates that this agenda must be approved by at least 2/3 of the votes attending the meeting and at least 80% of total shares paid.

9. To consider and approve the addition of the new branches in the enterprise registration of the company;

**Objective and Rationale:** According to article 152 of Enterprises Law Edited Version No. 33/NA, dated 29 December 2022 concerning “Right and Duties of the shareholders’ meeting which it must approve the addition of the new branches in the enterprise registration of the company”.

**Board of Directors opinion:** Agreed to propose shareholders’ meeting for the year 2023 should consider and approve the addition of the new branches in the enterprise registration of the company and to authorize the executive committee including the persons entrusted by the executive committee to execute the related work to complete.

**Required Vote:** The Law on Enterprises stipulates that this agenda must be approved by the votes of more than half of the total votes attending the meeting.

10. Others (if applicable)

There is no other opinion from Independent Directors regarding agendas and Board of Directors opinion as above, for the Annual General Shareholders Meeting for the year 2023, The Company would invite LSCO, LSX, the external auditor, and also appoint the vote inspection committee and evaluation team of a shareholders meeting to be witness and examiner that the meeting launching is accurate and transparent which comply with the Company’s regulations and related laws of Lao PDR.

Please attending the meeting as the date, time and place as specified,

Sincerely yours,



Mr. Somchith INTHAMITH  
Chairman of the Board



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SOUVANNY HOME CENTER PUBLIC COMPANY

PHONETONGSAVAT RD., BAN PHONETONGSAVAT, CHANTHABULY DISTRICT, VIENTIANE CAPITAL  
OFFICE TEL: (+856-21) 415645, FAX / TEL: (+856-21) 262984, WWW.SOUVANNY.LA

**Remark:**

1. All shareholders shall obtain the invitation letter and attachments starting from **06 March 2024**, at Lao Securities Exchange Building, 4<sup>th</sup> Floor, Settlement and Depository Department, T4 Road, Phonthan Neua Village, Saysettha District, Vientiane Capital, Tel: (856-21) 454 361-4, Fax: (856-21) 454 361-4.
2. For the shareholders who wish to attend the Meeting yourselves, please present the identification card or passports (for foreign shareholders) on the meeting date to identify yourselves for attending the Meeting.
3. If the shareholder wishes to appoint a proxy to attend the Meeting and cast votes on your behalf, please complete the information and sign the Proxy form attached hereto. The proxy who will attend the Meeting must present the identification card or passports (for foreign shareholders) on the meeting date, please see the attachment about the documents and evidence to identify yourself for attending, registering, and voting in the Meeting.
4. If any shareholder wishes to appoint an independent director of the Company to attend and cast votes on your behalf, please complete the information and sign the Proxy Form and put a mark (✓) in front of the name of an independent director as provided in the Proxy Form to be proxy, and please submit the Proxy Form, including supporting documents to Mr. Mithxay PUEANGKARNG at Souvanny Home Center Public Company Office, Phonetong Road, Phonetongsaward Village, Chanthabuly District, Vientiane Lao PDR, Tel: (856-21) 562 497 and please deliver to the Company before **7 April, 2024**, please see the attachment about the documents and evidence to identify yourselves for attending, registering, and voting in the Meeting; and
5. If you have any queries or questions in relation to the proxy and the invitation letter, you may contact Mr. Mithxay PUEANGKARNG and Mr. Inthilard THUMMAVONG Tel: (856-21) 562 497.





## PROXY

Written at.....

Date.....month.....

Year.....

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

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

(3) Hereby appoint

Mr./Ms.....Age.....year, ID card.....  
Or ID passport.....resides at.....Road.....  
Village.....District.....Province.....Postal Code.....  
Nation.....

He/she is my/our proxy to attend and vote on my/our behalf at the Annual General Meeting for the year 2023 to be  
on **08 April 2024** at 14:00, at meeting room, 8<sup>th</sup> floor, Lao Securities Exchange Building, T4 Road, Phonethan Nuea Village,  
Saysettha District, Vientiane Capital or any adjournment at any date, time and place thereof.

(4) I/We hereby authorize the proxy to vote on my/our behalf at this meeting only 1 in 3 forms (Remark: shareholder is able  
to select only one form) as follows:

**4.1 Form: 01 ☐ To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in  
all respects.**

☐ Approve

☐ Disapprove

**4.2 Form: 02 ☐ To grant my/our proxy to votes as per my/our intention and consider and vote on my/our behalf in  
some agendas as he/she may deem appropriate in all respects. ( please complete information as follow )**

**Agenda 1: To consider and approve the minute of the Annual General Shareholders' Meeting for the year  
2022;**

☐ Approve

☐ Disapprove

☐ Approve the right of the voter to vote appropriately

**Agenda 2: To consider and approve the report of the business results of the company for the year 2023 and a  
financial statement of the company for the year 2023;**

☐ Approve

☐ Disapprove

☐ Approve the right of the voter to vote appropriately

**Agenda 3: To consider and approve the business plan of the Company for the year 2024;**

☐ Approve

☐ Disapprove

☐ Approve the right of the voter to vote appropriately

**Agenda 4: To consider and approve the dividend payment from the operating result for the year 2023;**

☐ Approve

☐ Disapprove

☐ Approve the right of the voter to vote appropriately

**Agenda 5: To consider and approve the appointment of the external auditor, and determination of  
remuneration for the year 2024;**

☐ Approve

☐ Disapprove

☐ Approve the right of the voter to vote appropriately



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**Agenda 6: To consider the appointment of a Member of the Board of Directors to replace Who resigned;**

**6.1 Mr. Sonesavanh SENGAPHAY**

☐ Approve ☐ Disapprove ☐ Approve the right of the voter to vote appropriately

**Agenda 7: To consider and approve the adjustment of allowances attending the meeting of the members of the Board of Directors of the company;**

☐ Approve ☐ Disapprove ☐ Approve the right of the voter to vote appropriately

**Agenda 8: To consider and approve the amendment of the rules of the company;**

☐ Approve ☐ Disapprove ☐ Approve the right of the voter to vote appropriately

**Agenda 9: To consider and approve the addition of the new branches in the enterprise registration of the company.**

☐ Approve ☐ Disapprove ☐ Approve the right of the voter to vote appropriately

**4.3 Form: 03 ☐ To grant my/our proxy to vote as per my/our intention. (Please complete information as follow).**

**Agenda 1: To consider and approve the minute of the Annual General Shareholders' Meeting for the year 2022;**

☐ Approve ☐ Disapprove

**Agenda 2: To consider and approve the report of the business results of the company for the year 2023 and a financial statement of the company for the year 2023;**

☐ Approve ☐ Disapprove

**Agenda 3: To consider and approve the business plan of the Company for the year 2024;**

☐ Approve ☐ Disapprove

**Agenda 4: To consider and approve the dividend payment from the operating result for the year 2023;**

☐ Approve ☐ Disapprove

**Agenda 5: To consider and approve the appointment of the external auditor, and determination of remuneration for the year 2024;**

☐ Approve ☐ Disapprove

**Agenda 6: To consider the appointment of a Member of the Board of Directors to replace Who resigned;**

**6.1 Mr. Sonesavanh SENGAPHAY**

☐ Approve ☐ Disapprove

**Agenda 7: To consider and approve the adjustment of allowances attending the meeting of the members of the Board of Directors of the company;**

☐ Approve ☐ Disapprove

**Agenda 8: To consider and approve the amendment of the rules of the company;**

☐ Approve ☐ Disapprove

**Agenda 9: To consider and approve the addition of the new branches in the enterprise registration of the company.**

☐ Approve ☐ Disapprove



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

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

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

Signed ..... Grantor

(.....)

Signed ..... Proxy

(.....)

Signed ..... witness

(.....)

Signed ..... witness

(.....)

Signed ..... witness

(.....)

#### Remark

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. Pursuant to the Law on Notary (Amended) No. 11/NA, dated 26 November 2009, in order for the appointment by the shareholder to the proxy to have legal effect, this Proxy must be notarized with the court. In this regard, the Company will not take any responsibility in the case where the Proxy submitted to the Company has not been registered with the Notary Office, Ministry of Justice.





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## Profile of independent director who can act at shareholders proxies

According to Securities Law No.79/ NA, December 03, 2019, and Securities Issuance No.108/LSCO, June 27, 2015, of Lao Securities Commission Office determining that the listed company shall have independent directors for at least one-third in the Board of Directors, which nominated and entitled by shareholders' meeting, that have no conflict of interest and able to independently give suggestion. In the case of Souvanny Home Center Public Company, there are 3 independent directors from the Board of Directors for 9 persons, which the details are as follow;

- |  |  |
|--|--|
| 1. Mr. Somchith INTHAMITH              | Chairman of the Board of directors and<br>Chairman of Independent Director |
| 2. Assoc. Prof.Dr. Xayphone KONGMANILA | Vice-Chairman of the Board of directors<br>and Independent Director, and   |
| 3. Mr. Sonesavanh SENGAPHAY            | Member of the Board of directors and<br>Independent Director               |



**CV of Independent Directors follows by documents as below:**



**Name – Surname** Mr. Somchith INTHAMITH  
**Age** 64 years  
**Nationality** Lao  
**Highest Education** Master of Development Economics, Martin-Luther-Universität Halle-Wittenberg Germany, 1985

**Current address** Chommany village, Xaysettha District, Vientiane Capital, Passport Number: D0030771

**Work Experiences**

- Officer at the Lao Embassy in Berlin, 1985-1986
- Officer of Department of Agricultural Planning, and State Planning Commission, 1987-1988
- Deputy Minister of Commerce and Foreign Economic Relations, 1989-1990
- Deputy Director General, Department of Economic Cooperation, Ministry of Commerce and Foreign Economic Relations, 1990-1993
- Deputy Director General, Department of Foreign Economic Cooperation, Committee on Planning and Cooperation 1994-1996
- Director, Department of ASEAN Economic Cooperation, 1996
- Senior Economic Officials of the Lao PDR to the ASEAN (SOM) 1997-2005
- Negotiations with the World Trade Organization 2004
- Head of the Department of Economy, Ministry of Foreign Affairs, 1999-2007
- Head of the Department of International Cooperation, Ministry of Planning and Investment, 2008-2011
- Deputy Minister of Planning and Investment, 2011-2014
- Deputy Minister of Industry and Commerce, 2014-2021
- Deputy Chairman of the Economic and Financial Committee of the Party Central Committee, 25/01/2022-Present;

**Positions** Chairman of the Board of Directors and Independent Director of Souvany Home Center Public Company

**Appointment Date** April 07<sup>th</sup>, 2023

**Relationship**

- Holding share of SVN: - **None** -
- Being the director in competitive business or related with construction materials business - **None** -
- Relation with board of directors/Largest shareholder/ Executive committee of the Company - **None** -



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- Executive committee of the Company: - **None** -

Business relation such as: materials, products purchasing, Loan: -  
**None**

**Meeting Attendance**

Year 2022	- Board of Directors' meeting	4/4 Time
Year 2023	- Board of Directors' meeting	4/4 Time





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**Name – Surname** Assoc. Prof. Dr. Xayphone  
**KONGMANILA**  
**Age** 51 years  
**Nationality** Lao  
**Highest Education** Doctor of Philosophy in Business  
Management, Graduate School for  
International Development and  
Cooperation, Hiroshima University,  
Japan, 2009

**Current address** Nasiew village, Naxaythong District, Vientiane Capital, ID card  
number: 10-0145293

**Training**

- Certified Public Accountant (CPA), Ministry of Finance, Lao PDR, 2003;
- Certified Public Accountants, CPA Australia, 2010.
- Capacity Building of Accounting Profession: Institute of Singapore Chartered Accountant, Singapore, 2019.

**Work Experiences**

- Telecommunication Engineer, Lao telecom development project, Enterprise of Telecommunication Laos, Vientiane, Laos (April, 1995- June, 1997);
- Project Inspector, Project Division, Hi-Key Aircond. Technology Co., Ltd., Bangkok, Thailand (January, 2000-May, 2021);
- Marketing and Operation Manager, Kharoonroj (Laos) Co., Ltd. Vientiane, Laos (July-December, 2001);
- Lecturer of Faculty of Economics and Business Management, National University of Laos, Vientiane, Laos, 2002-2011;
- Deputy Director of Department of Accountancy, Faculty of Economics and Business Management, National University of Laos, Vientiane, Laos, 2011-2017;
- Director of Department of Accountancy, Faculty of Economics and Business Management, National University of Laos, Vientiane, Laos, 2017-Present.

**Positions** Member of the Board of directors and Independent Director of  
Souvanny Home Center Public Company

**Appointment Date** April 07<sup>th</sup>, 2023

**Relationship**

- Holding share of SVN: - **None** -
- Being the director in competitive business or related with construction materials business - **None** -
- Relation with board of directors/ Largest shareholder/ Executive committee of the Company - **None** -
- Executive committee of the Company: - **None** -



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-Business relation such as: materials, products purchasing, Loan: -  
**None -**

<b>Meeting Attendance</b>	Year 2020	- Board of Directors' meeting	4/4 Time
	Year 2021	- Board of Directors' meeting	4/4 Time
	Year 2022	- Board of Directors' meeting	4/4 Time
	Year 2023	- Board of Directors' meeting	4/4 Time



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**Name – Surname** Mr. Sonesavanh SENGAPHAY  
**Age** 64 years  
**Nationality** Lao  
**Highest Education** Master of law, Chulalongkorn University,  
Bangkok, Thailand, year 2009

**Current address** Phonsavath tai Village, Sikhottabong District, Vientiane Capital,  
ID card number: 01-23 031677

**Work Experiences**

- Technical Officer, Ministry of Justice, year 1982-1985;
- Technical Officer, Justice Division, Vientiane Province Court, year 1985-1987;
- Studied at The University of Law, Tajikistan, former USSR, year 1988-1993;
- Technical Officer, The Office of the Public Prosecutor General, year 1993-1995;
- Prosecutor of Sikhottabong District, the Prosecutor Office of Vientiane Capital, year 1995-1998;
- Investigator, Deputy Head of Division, The Office of the Public Prosecutor General, year 1998-2001;
- Head of Division, Civil Law Department, The Office of the Public Prosecutor General, year 2001-2004;
- Deputy Director General, Civil Law Department, The Office of the Public Prosecutor General, year 2004-2009;
- Obtaining Master Degree, Chulalongkorn University, Bangkok, Thailand, year 2005-2009;
- Director General of Civil Law Department, The Office of the Public Prosecutor General, year 2009-2015;
- Director General of Inspection Department, The Office of the Public Prosecutor General, year 2015-2021;
- Retired on July 01, 2021;
- Lawyer (Official member of Lao BAR Association) on September 10, 2022;
- Senior Advisor, Hounghuang Khounnatham Consulting Ltd on July 01, 2021-Present.

**Positions** Member of the Board of directors and Independent Director of Souvanny Home Center Public Company

**Appointment Date** August 16<sup>th</sup>, 2023

**Relationship**

- Holding share of SVN: - None -
- Being the director in competitive business or related with construction materials business - None -





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SOUVANNY HOME CENTER PUBLIC COMPANY

PHONETONGSAVAT RD , BAN PHONETONGSAVAT, CHANTHABULY DISTRICT, VIENTIANE CAPITAL  
OFFICE TEL: (+856-21) 415645, FAX / TEL: (+856-21) 262984 , WWW.SOUVANNY.LA

- Relation with board of directors/Largest shareholder/Executive committee of the Company - **None** -

Executive committee of the Company: - **None** -

Business relation such as: materials, products purchasing, Loan:  
- **None**

**Meeting Attendance**

Year 2023 - Board of Directors' meeting 2/2 Time



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

For your convenience for the registration process to attend the Annual General Shareholders' Meeting for the year 2023 of Souvanny Home Center Public Company, the shareholders or proxies who will attend the Meeting shall bring the invitation to the Meeting, registration form, and proxy form for the registration. **The company reserve the right to allow only the Shareholders or the proxies who have proper and complete documents to attend the Meeting.**

**(Valid) documents and Evidence required to be presented by the shareholders or proxies to attending 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 is attached to the invitation to the Meeting, which has been duly completed and signed by the shareholders and proxy.
- A copy of the valid document of the shareholder issued by governmental authorities as specified on Item 1. 1. 1 which has been certified true and correct by the shareholders.
- 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 follows:

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



been certified true and correct by the representatives of the shareholder (authorized director).

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

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

**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 languages besides Lao or English, the translation is required into Lao or English and shall be certified by a 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 follows:

- (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 Mr. Mithxay PUEANGKARNG at Souvanny Home Center Public Company Office, Phonetong Road, Phonetongsaward Village, Chanthabuly District, Vientiane Lao PDR, Tel: (856-21) 562 497, and please deliver to the Company before **08 April 2024** 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 them shall authorize the proxy to cast the votes equaling to the same number



of shares held by such shareholders, and shall not appoint only parts of the shares held by such shareholders.

### **Registration**

The Company will start the registration process from 1:00 p.m. in the meeting room 8<sup>th</sup> floor of Lao Securities Exchange, Phonthan Village Saysettha District, Vientiane Capital Lao PDR.

- (1.) In case of the shareholders attending the Meeting themselves
  - (1.1.) Contact the registration point and present the valid documents to identify themselves in order to attend the Meeting; and
  - (1.2.) Collect the documents from the registration and ballots for every agenda which requires votes.
- (2.) In case of the shareholders appointing the Proxy to attend the Meeting.
  - (2.1.) Contact the documents verification point and present the valid documents to identify themselves in order to attend the Meeting; and
  - (2.2.) Contact the registration point and present the documents according to the (2.1) which were verified by the staffs.
  - (2.3.) 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:**

- One share is entitled to one vote. Shareholders shall only cast the votes equaling to the same number of shares held.
- In casting votes in each agenda, the chireman will ask if anyone disapproves in order to save time for the shareholders and proxies as a whole.

If the shareholders and the proxies who 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 shareholder raises the ballot considered as approval the Meeting, Except for the shareholders and proxies submit their disapproval the Company will record disapproval voting.

- 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:**



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- 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.
- The chairman will announce the voting result in each agenda to the meeting after the voting process in each agenda finished by separate 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.





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**Attached document in agenda 1: The minutes of the Annual General Shareholders'  
Meeting for the year 2022**



**Minutes of the Annual General shareholder's Meeting Report 2022  
Of  
Souvanny Home Center Public Company  
("the Company" or "SVN")**

**Time and Address**

The meeting was held on 07 April 2023 at 14:00h, on the 8<sup>th</sup> Floor of the Lao Securities Exchange, Phonethanneua Village, T4 Road, Saysettha District, Vientiane Capital, Lao PDR.

**Pre-Meeting**

Mr. Somchith INTHAMITH, Chairman of the Board of Directors, and who is the chairman of this Annual General shareholder's Meeting 2022 reported that the meeting was attended by 32 shareholders and 30 representatives, which totally said to be 62 persons with the total number of 152,819,600 shares or equal to 92.62 % of the company's total paid shares. This deemed the quorum is completed in accordance with the company's law and regulation. Therefore, the chairman opened the meeting and then assigned the MC to introduce the members of the Board of directors, including the relevant officials who attended the meeting which is specified in the following details:

**Member of the Board of Directors who attended the meeting:**

- |                                      |   |
|--------------------------------------|---|
| 1. Mr. Somchith INTHAMITH            | position: Chairman of the Board of Directors, Independent Director;       |
| 2. Assoc.Prof.Dr Xayphone KONGMANILA | position: Vice-Chairman of the Board of Directors, Independent Directors; |
| 3. Mr. Waddana SOUKHABANDITH         | position: Member of the Board of Directors;                               |
| 4. Mr. Bounterm KOMMITTAPHAP         | position: Member of the Board of Directors Independent Directors;         |
| 5. Mr. Phannola SOUKHABANDITH        | position: Member of the Board of Directors;                               |
| 6. Mr. Kotsada SOUKHABANDITH         | position: Member of the Board of Directors,                               |
| 7. Mrs. Khamkhai LORVANXAY           | position: Member of the Board of Directors                                |
| 8. Ms. Chutikan SRISAENGCHAN         | position: Member of the Board of Directors, and                           |
| 9. Mr. Piphop VASANAARCHASAKUL       | position: Member of the Board of Directors                                |

The MC informed that Today, two members of the Executive Council attended the meeting through video conference namely **Ms. Chutikan SRISAENGCHAN** and **Assoc.Prof. Dr Xayphone KONGMANILA**.

**Relevant officials and guests**

- |                                |  |
|--------------------------------|--|
| 1. Mr. Souphak THINXAYPHONE    | <b>Chairman</b> and CEO of Lao Securities Exchange                 |
| 2. Mr. Apisit THIENGTRONGPINYO | <b>Representative</b> from Price WaterHouse Coopers (Lao) Co., Ltd |



- |                             |   |
|-----------------------------|---|
| Ms. Ameck VILAYSAN          | <b>Representative</b> from Price WaterHouse Coopers (Lao) Co., Ltd  |
| 3. Mr. Bounthom FONGVILATH  | <b>Representative</b> from Souvanny Home Center Public Company;   |
| Mr. Lithsamone SORPHAMIXAY  | <b>On the</b> behalf of the Meeting operation committee and voting;   |
| 4. Ms. Vannaphone SOUNANTHA | <b>Representative</b> from Lao Securities Commission, on behalf of The Head of the Monitoring Committee and Shareholder Evaluation Meeting Operation;                   |
| Ms. Anouvanh THAMMAVONG     | <b>Representative</b> from Lao Securities Commission, on behalf of the member of The Head of Monitoring Committee and Shareholder Evaluation Meeting Operation;         |
| 5. Mrs. Mathikone INTHAVONG | <b>Representative</b> from Lao Securities Exchange, on behalf the member of the Monitoring and Evaluation Committee of Shareholders' Common Meeting;                    |
| 6. Mr. Inthilath THAMAVONG  | <b>The sub</b> -shareholder of Souvanny Home Center Public Company, on behalf of the member of the Monitoring and Evaluation Committee of Shareholders' Common Meeting. |

After that, the MC reported each agenda of the meeting for that day and explained the methods of voting to the meeting attendants to recognize as following details:

**Agendas:**

- Agenda 1. To consider and adopt The Minutes of the Annual General Shareholders' Meeting 2021;
- Agenda 2. To consider and adopt the Business Operation Report and Financial Statements of the company for the year 2022;
- Agenda 3. To consider and adopt for Business Operation Plan of the company for the year 2023;
- Agenda 4. To consider and approve the Dividend Payment from the Business Operation of the company for the year 2022;
- Agenda 5. To consider for external auditor appointment and cost determination fee service for an audit of the external auditor for the year 2023;
- Agenda 6. To consider the appointment of Members of the Board to replace those whose tenure is terminated;
- Agenda 7. To consider and approve the company to debenture issuance for use in the business operation of the company in the amount of not exceeding 120 million THB or equivalent in United States Dollars (USD);
- Agenda 8. Other issues (if any).



### **Voting:**

- One shareholder has one vote and equal to the total number of shares that the shareholder is equal to one vote.
- Regarding the voting in each Agenda, the MC would ask 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 surname in the voting card for that vote on the bar code of each shareholder, which was distributed before the meeting by the officials and it must be raised highly until the voting card was collected by the officials in order to bring for the vote counting for that vote and the shareholder should not raise the vote card. It is deemed that only the shareholder has the resolution to agree with the proposal at the meeting.
  - ☐ If a shareholder raises the voting card, it is deemed that it was disagreed with the proposal for consideration unless the shareholder did not make a mark in Power of Attorney. It stated clearly that it would be recorded as disagreement, which would be noted by the company.
- For a shareholder who has been assigned to be a representative to attend the meeting and vote required by the shareholders as stated in the Power of Attorney, the company took the votes as stated in the Power of Attorney to record the votes in advance. When the voter's register, in order to facilitate the representatives, the representatives do not have to vote again at that meeting.

### **Counting the vote results:**

- Voting result at each agenda will be counted and it will be done based on the disagreement of the shareholders at the meeting and assigned representatives who attended the meeting, as recorded by the company in advance by deducting from the total shares of the shareholders who took part in the meeting and voted for each agenda.
- The Chairman will announce the voting result at each agenda in the meeting after each agenda is ended dividing how many votes they agreed and disagreed into the percentage (%). In case a shareholder does not agree after it is announced and acknowledged by the meeting, the company will not take such votes for counting again.

Later on, the chairman of the meeting will progress the Agenda of the meeting for the Annual General Shareholder's Meeting 2021. The meeting is reported in detail by the following Agenda:

### **Agenda 1. To consider and adopt the Annual General Shareholders' Meeting Report 2021.**

The chairman of the Executive Council proposed to the meeting to consider and adopt the Annual General Shareholders' Meeting Report 2021. This meeting was attended by **27** shareholders and authorized the right to the representatives of the shareholders with a number of **41** attendants and the total number of the attendants were **68** attendants holding shares together with the numbers of **149,789,400** shares or equal to **90.78%** of the paid shares of the company. Now and therefore, the quorum is deemed complete and under the company law and regulations. The meeting was progressed by the details of the agendas as follows:



- Agenda 1. To consider and adopt the Annual General Shareholders' Meeting Report 2020;
- Agenda 2. To consider and adopt the Business Operation Report and Financial Statements of the company for the year 2021;
- Agenda 3. To consider and adopt for Business Operation Plan of the company for 2022;
- Agenda 4. To consider and approved the Dividend Payment from the Business Operation of the company for the year 2021;
- Agenda 5. To consider for external auditor appointment and cost determination fee service for the audit of the external auditor for the year 2022;
- Agenda 6. To consider the appointment of Chairman and Vice-Chairman of the Board of Directors to replace who resigned;
- Agenda 7. To consider and approve the adjustment of allowances attending the meeting of the members of the Board of Director of the company.

In this regard, the Executive Council has carefully considered and agreed with the Annual General Shareholders' Meeting Report 2021.

After the Chairman of the Executive Council made a brief report about Agenda 1, the opportunity was opened and invited the shareholders to share the discussions and asked for the questions if there are any.

- NO questions from the shareholders.

Then, the chairman proposed to the meeting to consider and adopt the Annual General Shareholders' Meeting Report 2021. the meeting shall vote for adopting with more than half of the votes at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and voted for agreement with **152,819,600** votes or **100%** of the meeting participants.

**Resolution:** Adopted the Annual General Shareholders' Meeting Minutes 2021

**Agenda 2. To consider and adopt the Business Operation Report and Financial Statements of the company for 2022.**

The chairman of the Executive Council proposed to the meeting to consider and adopt the Business Operation Report and Financial Statement of the company for 2022, which has been considered by the Board of Directors and audited by the external auditor. The company has disclosed the Business Operation Report and Financial Statement of the company for the year 2022 at the website of the company and Lao Securities eXchange (LSX) with significant content





reported by the Deputy Managing Director and Chief Financial Officer (CFO) **Mr. Phannola SOUKHABANDITH**, as follows:

The revenue from the sale of the company in 2021 was **455,188,000,941 LAK** and in 2022, the revenue from the sale of the company increased to **647,161,515,668 LAK**. It is seen that the total revenue has increased to **42.17%** compared to the revenue from sales in 2021. Due to the company increased the groups of products and expanded the new branches. Therefore, the net profit in **2021** was equal to **24,669,486,670 LAK** and the net profit in **2022** was equal to **56,611,713,277 LAK**. In **2021**, the net profit was equal to **5.42%** and the net profit in **2022** increased to **8.75%** of the total revenue. The reason that makes the company has increased net profits is because of the revenue from sales and other revenues from the new branches respectively. Regarding the balance sheet dated 31 December 2021, the total asset in the balance sheet was equal to **949,644,207,429 LAK**, and the balance sheet dated 31 December 2022 was a dramatic increase to **1,392,681,504,934 LAK**. The reason for the total asset increases due to the company built the product showroom and purchased equipment for the new branches such as the Thakhek branch (Khammouane Province) and Savannakhet branch (Savannakhet Province) and also the commodity in stock has increased in accordance with those new branch expansions. Regarding the liabilities, it increased from **189,925,037,322 LAK** to **243,592,455,713 LAK**. The most increased liability is trade debt and the loan from the financial institutes. On 31 December 2021, the total capital from the shareholders was **759,719,170,107 LAK** and on 31 December 2022, it increased to **1,149,089,049,221 LAK**. The reason is that the company has deducted the reserve fund in accordance with the law and other reserved funds for additional increases and also there is a different result from the financial adjustment, and regarding the accumulated profit was increased from **180,915,608,468 LAK** to **217,954,979,089 LAK**, due to the company has received increased net profit from business operation in **2022**.

In this regard, the board of directors has carefully considered and agreed with the Business Operation Report and Financial Statement of the company for 2022.

After **Mr. Phannola SOUKHABANDITH**, the 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.

And there were some questions from the shareholders as followings

- ❖ Shareholder, **Mr. Kithong Ounphengvong** asked why the Debt Service Coverage Ratio has increased from 4 times in 2021 to 5 times in 2022?
- **Mr. Phannola SOUKHABANDITH**, The Deputy Directors and also Chief Financial Officer (CFO) explained that Debt Service Coverage Ratio comes from comparing net income and financial expense from the principal and interest of a loan that must be paid per month or year, for the Theory, if DSCR is higher, it is good and it indicates that the company has more the capacity of debt payment as the 5 times for this year..
- ❖ A Shareholder, **Mr. Souksakhone CHANMESAVANG** asked why the debt of the company has increased for this year?
- **Mr. Phannola SOUKHABANDITH**, The Deputy Directors and also Chief Financial Officer (CFO) explained that the main reason for the Liabilities increase are current liabilities of long-term borrowings, profit tax arrears, and Non-current Liabilities such as long-term borrowings applying for business operations



Next, the chairman proposed to the meeting to consider and adopt the Business Operation Report and Financial Statements of the company for 2022. In this Agenda, the meeting shall vote for adopting with more than half of the votes at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and voted for agreement with **152,819,600** votes or **100%** of the meeting participants.

**Resolution:** Agreed and Approved the Business Operation Report and Financial Statements of the company for the year **2022**.

**Agenda 3. To consider and adopt for Business Operation Plan of the company for 2023.**

The Chairman of the Executive Council proposed the Business Operation Plan of the company for 2023 to the meeting and the main detail of the Business Operation Plan for the year 2023 was presented by **Mr. Waddana SOUKHABANDITH**, the Chief Executive Officer (CEO) as follows:

**By 2023**, the company is aiming for a 10% growth in sales compared to the previous year, Based on the assessment of internal and external environmental factors, which are still highly uncertain due to the global economic situation, germ epidemic, and affording decreased in order to achieve these goals the company will implement as following methods:

1. Expand products with high quality for each market segment to be more complete with customers' needs;
2. Increase new products to replace old products being out of date for responding to customers' needs changing every time;
3. Decrease products cost by purchasing products that have D and E form;
4. Improve installation and service after sales to be more efficient;
5. Expand new markets and new areas to be more extensive;
6. Integrate three main sales channels such as general customer, project customer, wholesale customer, and study customer's needs for each market segment to increase sales;
7. Link both offline and online sales together, currently, we are developing the system to integrate both offline and online sales to increase sales;
8. Develop delivery faster.

**To achieve** this growth goal and to build a long-term foundation, we have planned on the work of marketing as follows:

1. Create a memory of SOUVANNY brand through advertising of online and offline Media namely public billboards, Facebook pages and other.
2. Advertising more quality and benefit of products through online and offline media.
3. Promote social assistance through the project of 'Sharing for smiling' by assisting hospitals, sports and educational equipment to schools in isolated areas, blood donation to Red Cross, and disaster reliefs.
4. Survey customer satisfaction and study needs of target customers to improve the shortcomings and promote strength of company.
5. Develop platform and advertise on the online and offline channels to communicate to the



targeted group in each locality.

6. Create sales promotion to each target customer group for boosting sales.

**Regarding** the organization strategy the management development plan is:

1. Continue on improving the store and service standards, and new product display to more meet the customers' needs.
2. Continue to maintain the standard of the ISO-9001 VERSION 2015 better.
3. Apply high information technology (IT) in the management system through the writing the applications.

**Regarding the personnel:**

1. Develop and give systematic training to personnel in order to apply the improved ISO-9001 Version 2015's standard, increase solving problems, and making decisions skills.
2. Enhance personnel's skills with internal and external training and rank the staff's capacity level in order to increase the potential and advancement for them to deal with the higher position.
3. Improve Organizational structure following changing of business models and customer behavior and develop personnel to get an understanding of coordinate to new structure relied on changing customers group in the market.

**Regarding the investment:**

1. Expand 4 new branches from 2022 to 2025.

Pursuant to the Law on Enterprise, Amended No.46/Na, dated 26 December 2013, it determines the company business plan operation, which has been adopted by the shareholders' meeting. The detail based on the document is shown in Agenda 3, including the dissemination of the business operation plan of the company is announced both on the company's website and the Lao Securities eXchange (LSX)'s website.

In this regard, the Executive Council has carefully considered and adopted for Business Operation Plan of the company for 2023.

After the Chairman of the Executive Council made a brief report about the Agenda 3, the opportunity was opened and invited the shareholders to share the discussions and asked for the questions if there are any.

- No questions from the shareholders

Then, the chairman proposed to the meeting to consider and adopt the Business Operation Plan of the company for 2023. The meeting shall vote for adoption with more than half of the votes at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and voted for agreement with **152,819,600** votes or **100%** of the meeting participants.

**Resolution:** Agreed and adopted the Business Operation Plan of the company for the year 2023.



**Agenda 4. To consider and approve the Dividend Payment from the Business Operation of the company for the year 2022.**

The Chairman of the Executive Council informed the meeting to recognize that from the Business Operation Report and Financial Statements of the company for the year 2022 Which was adopted by the shareholders' meeting specified in Agenda 2. It shows that in 2022, the company received the net profit from business operation results with the amount of 56.611.713.277 LAK, and the deduction of the legal reserve fund 10% and another reserve fund 10% which total of 20% of the net profit, it remains 45.289.370.622 LAK. Now and therefore, the dividend payment is proposed to the list of the shareholders listed in the Shareholder Book that closed on 01 March 2023 with 100 Kip/Share. The total sum of the dividend to be paid was 16.500.000.000 LAK. By calculation, the net profit is 36% after deducting statutory legal reserves and another reserve. The date of the dividend payment is on 03 May 2023.

After **Mr. Phannola SOUKHABANDITH** the Deputy Managing Director and Chief Financial Officer (CFO) has reported, the opportunity was opened and invited the shareholders to share opinions and to ask the questions if any.

-No questions from the shareholders.

Then, the chairman proposed to the meeting to consider and approve the Dividend Payment from the Business Operation of the company for the year 2022. The meeting shall vote for adoption with more than half of the votes at the meeting.

After such the matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and voted for agreement with **152,819,600** votes or **100%** of the meeting participants.

**Resolution:** Approved the payment of the dividend from the company business operation for 2022 to the shareholders with the name list in the Shareholder Book that closed on 01 March 2023 with the rate of **100 Kip/share**. The total sum of the dividend to be paid is **16.500.000.000 LAK**. By calculation, the net profit is **36%** after deducting statutory legal reserves and another reserve. The date of the dividend payment is on **03 May 2023**.

**Agenda 5. To consider and approve the appointment of the external auditor and determination of service remuneration for the year 2023.**

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 for the year **2023** with a total of a service charge of not more than **36,500 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 the public, it is equipped with experience, detailed discretion, honesty with duties performance and recognized as a standardized accounting audit company, internationally trusted. For the Fee





service, it is reasonable for the accounting audit work of the company with a great amount and in order to make it right, transparent, and auditable, it is necessary to use 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.

-No questions from the shareholders.

Then, the chairman proposed to the meeting to consider an external auditor appointment and cost determination fee service for the audit of the external auditor for the year **2023**. The meeting shall vote for adoption 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 voted for agreement with **152,819,600** votes or **100%** of the meeting participants.

**Resolution:** The meeting approved the appointment of PricewaterhouseCoopers (Lao) Sole Co., Ltd.) as the external auditor of the company for the year 2023 with a service fee of not more than **36,500 USD**

**Agenda 6. To consider the appointment of Members of the Board to replace those whose tenure is terminated;**

The chairman made an announcement to the meeting that the tenure of the 9 Members of the Board of Directors of the company has been due, namely:

1. Mr. Somchit	INTHAMITH
2. Assoc. Prof. Dr Xayphone	KONGMANILA
3. Mr. Waddana	SOUKHABANDITH
4. Mr. Bounterm	KOMMITTAPHARB
5. Mr. Phannola	SOUKHABANDITH
6. Mr. Kotsada	SOUKHABANDITH
7. Mrs. Khamkhai	LORVANXAY
8. Ms. Chutikan	SRISAENGCHAN
9. Mr. Piphop	VASANAARCHASAKUL

All members of the Board of Directors have completed their tenure of 2 years in accordance with the Law on Enterprise, so it is necessary to elect the new Board of Directors members to continuously implement tasks on behalf of the company. In this case, the announcement has recently been made to the shareholders and it opens an opportunity for big shareholders, holding the share from 5% of the total Share to be nominated for the new members of the Board of Directors from the 25<sup>th</sup> January of 2023, but no shareholders or group of shareholders have been nominated. Therefore, it is proposed to the Board of Directors Meeting for nominating individuals and considering the appointment of the new members of the Board of Directors of the company as listed below:





**Agenda 6.1 To consider appointing Assoc. Prof. Dr. Xayphone KONGMANILA as the Vice-Chairman of the new Board of Directors of the company;**

The chairman read the profile of **Assoc. Prof. Dr. Xayphone KONGMANILA** in details based on the documents for considering the Agenda 6.

After the chairman read the profile of **Assoc. Prof. Dr. Xayphone KONGMANILA**, 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 **Assoc. Prof. Dr. Xayphone KONGMANILA** to be the new Executive Council member of the company. In this session, the meeting shall vote for adoption with more than half of the votes at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and voted for agreement with **152,819,600** votes or **100%** of the meeting participants.

**Resolution:** The meeting agreed and approved **Assoc. Prof. Dr. Xayphone KONGMANILA** to be the new Executive Council member of the company for 2 years, starting from the date the Annual General Shareholder's Meeting for the year 2022 took-place.

**Agenda 6.2 To consider appointing Mr. Waddana SOUKHABANDITH as the member of the new Board of Directors of the company;**

Due to Mr. Waddana SOUKHABANDITH being the Chief Executive Officer (CEO) and shareholder, considered to be a beneficiary of this matter, in reference to Article 146 (4) of the revised Law on Enterprise, ref. no. 46/NA, dated 26 December 2013, He is restricted to be voted and in order to vote fairly and transparently, His vote is deducted from this Agenda.

The chairman read the profile of Mr. Waddana SOUKHABANDITH in detail based on the documents for considering 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 SOUKHABANDITH** to be the new Executive Council member of the company. In this session, the meeting shall vote for adoption with more than half of the votes at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and voted for agreement with 124,295,160 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 General Shareholder's Meeting for 2022 took place.



**Agenda 6.3. To consider appointing Mr. Bounterm KOMMITTAPHARB as the member of the new Board of Directors of the company;**

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

After the chairman read the profile of Mr. Bounterm 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. Bounterm KOMMITTAPHAP to be the new Executive Council member of the company. In this session, the meeting shall vote for adoption with more than half of the votes at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,819,600 votes or 100% of the meeting participants.

**Resolution:** The meeting agreed and approved **Mr. Bounterm KOMMITTAPHAP** to be the new Executive Council member of the company for 2 years, starting from the date the Annual General Shareholder's Meeting for 2022 took place.

**Agenda 6.4. To consider appointing Mr. Phannola SOUKHABANDITH as the member of the new Board of Directors of the company;**

Due to **Mr. Phannola SOUKHABANDITH** Being the Vice-Managing Director and shareholder, considered to be 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, He is restricted to be voted and in order to vote fairly and transparently, His vote is deducted from this Agenda.

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

After the chairman read the profile of Mr. Phannola 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. Phannola SOUKHABANDITH** to be the new Executive Council member of the company. In this session, the meeting shall vote for adoption with more than half of the votes at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and voted for agreement with 125,975,020 votes or 100% of the meeting participants.



**Resolution:** The meeting agreed and adopted **Mr. Phannola SOUKHABANDITH** to be the new Executive Council member of the company for 2 years, starting from the date the Annual General Shareholder's Meeting for 2022 took place.

**Agenda 6.5. To consider appointing Mr. Kotsada SOUKHABANDITH as the member of the new Board of Directors of the company;**

Due to **Mr. Kotsada SOUKHABANDITH** being the Vice-Managing Director and shareholder, considered to be 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, He is restricted to be voted and in order to vote fairly and transparently, His vote is deducted from this Agenda.

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

After the chairman read the profile of Mr. Kotsada 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. Kotsada SOUKHABANDITH to be the new Executive Council member of the company. In this session, the meeting shall vote for adoption with more than half of the voted at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 125,975,020 votes or 100% of the meeting participants.

**Resolution:** The meeting agreed and adopted **Mr. Kotsada SOUKHABANDITH** to be the new Executive Council member of the company for 2 years, starting from the date the Annual General Shareholder's Meeting for 2022 took place.

**Agenda 6.6. To consider appointing Mrs. Khamkhai LORVANXAY as the member of the new Board of Directors of the company;**

Due to Mrs. Khamkhai LORVANXAY being the Managing Director and shareholder, considered to be a beneficiary of this matter, in reference to 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, Therefore, would like to cancel the vote of Mrs. Khamkhai LORVANXAY in voting on this agenda.

The chairman read the profile of Mrs. Khamkhai LORVANXAY in detail based on the documents for considering Agenda 6.

After the chairman read the profile of Mrs. Khamkhai LORVANXAY, 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. Khamkhai LORVANXAY to be the new Executive Council member of the company. In this session, the meeting shall vote for adoption with more than half of the votes at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and voted for agreement with 152,817,700 votes or 100% of the meeting participants.

**Resolution:** The meeting agreed and adopted **Mrs. Khamkhai LORVANXAY** to be the new Executive Council member of the company for 2 years, starting from the date the Annual General Shareholder's Meeting for 2022 took place.

**Agenda 6.7. To consider appointing Ms. Chutikan SRISAENGCHAN as the member of the new Board of Directors of the company;**

The chairman read the profile of Mrs. Chutikan SRISAENGCHAN in detail based on the documents for considering 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 adoption with more than half of the votes at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and voted for agreement with 152,819,600 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 General Shareholder's Meeting for 2022 took place.

**Agenda 6.8. To consider appointing Mr. Piphop VASANAARCHASAKUL as the member of the new Board of Directors of the company;**

The chairman read the profile of Mr. Piphop VASANAARCHASAKUL in detail based on the documents for considering 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 adoption with more than half of the votes at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,819,600 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 General Shareholder's Meeting for 2022 took place.

**Agenda 6.9. To consider appointing Mr. Somchit INTHAMITH as the Chairman of the new Board of Directors of the company;**

Due to **Mr. Somchit INTHAMITH** being the chairman of the meeting and in order to make the meeting continue fairly and transparently, in consideration of this matter, the Chairman assigned the Chief Executive Officer of Souvanny Home Center Public Company, **Mr. Waddana SOUKHABANDITH** continued the meeting.

The Managing Director of the company read the profile of **Mr. Somchit INTHAMITH** in detail based on the documents for considering Agenda 6.

After the Managing Director of the company read the profile of **Mr. Somchit INTHAMITH**, 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. Somchit INTHAMITH** to be the new Chairman of the Executive Council of the company. In this session, the meeting shall vote for adoption with more than half of the votes at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and votes for agreement with 152,819,600 votes or 100% of the meeting participants.

**Resolution:** The meeting agreed and adopted **Mr. Somchit INTHAMITH** to be the new Chairman of the Executive Council of the company for 2 years, starting from the date the Annual General Shareholder's Meeting for 2022 took place.

**Agenda 7. To consider and approve the company to debenture issuance for use in the business operation of the company in the amount of not exceeding 120 million THB or equivalent in United States Dollars (USD).**





The chairman reported to the meeting that in order for the company has the capital to operate the business or settle the loan to the financial institutions or apply to expand the branches or use it as the company's working capital, therefore the Chairman proposed the meeting to consider and approve the company's debenture issuance for applying to business operation in the amount of not exceeding 120 million THB or equivalent in United States Dollar (USD) according to the details below:

1. **Financial Amount:** The debenture amount is not exceeding 120 million THB or equivalent in United States Dollars (USD);
2. **Objectives:** To be utilized for any or collective of the following objectives: settling the loan to the financial institutions or applying in expand the branches or using it for the company's working capital;
3. **Currency:** Debenture issuances will be Thai Baht (THB) or United States Dollar (USD);
4. **Interest rate:** Depending on the company's credit rating and comparison of interest rates with government bonds or deposit interest rates and the market conditions at the time of each issuance;
5. **Tenor:** According to the budget utilizing plans and market conditions at the time of each issuance and tenor of debenture is not exceeding 7 years;
6. **Offering Methods:** The Company may wholly or partially be issued and offered, in single or multiple offerings, in one or several tranches, depending on the funding requirements of the company. The debentures may be issued and offered in Lao PDR, through a private placement to institutional investors or high net-worth investors in accordance with applicable laws and regulations at the time of issuance and offering of debentures;
7. **Delegation of authority:** To propose the Board of Director meeting to authorize the executive committee or the persons entrusted by the executive committee to be the authorized persons to consider and take any actions related to the issuance and offering of debentures, details are below:
  - **To consider** and determine the financial amount of debentures issuances and related details such as terms and conditions, tenor, issuance amount, interest rate, currency, period of issuance and offering, allocation method, offering method, and offering details;
  - **To disclose**, contact, message, provide information, amend, add, negotiate, agree, sign, deliver requests, agreements, or other documents necessary for and relevant to debenture issuance to relevant parties, including but not limited to the Lao Securities and Exchange Commission Office, the Lao Securities Exchange, Bank of the Lao PDR or any other relevant government authorities or any relevant organizations or persons;
  - **To select**, appoint, and remove advisors, security distributors, underwriters, agents, counsel, bondholders' representative, issuer's representative, registrar, paying agent, or any other persons as required to complete the transactions;
  - To open bank accounts related to the transaction of debenture issuance in compliance with applicable laws and regulations;
  - To perform and take all other necessary and relevant actions as required to complete the transactions, including to have the power to appoint and/or remove any persons to take any of the foregoing actions.



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SOUVANNY HOME CENTER PUBLIC COMPANY

PHONETONGSAVAT RD , BAN PHONETONGSAVAT, CHANTHABULY DISTRICT, VIENTIANE CAPITAL  
OFFICE TEL: (+856-21) 415645, FAX / TEL: (+856-21) 262984 , WWW.SOUVANNY.LA

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

- ❖ A Shareholder, **Mrs. chanphet LUANGBANDID** asked why the company has to issue the debenture, how much the interest rate of the debenture per year, and How long the debenture issuance will take?
- Mr. Phannola SOUKHABANDITH, The Deputy Directors and also Chief Financial Officer (CFO) presented that the debenture issuance of 120 million Baht or equivalent in United States Dollars (USD) will be used for expanding the 4 branches between 2022-2025 which the interest rate of debenture comparing with the interest rate of the Government Bond and Deposit might be at 7.2-7.5 percent per year after joined consideration with Financial Consulting (FA) and tenor of the debenture will be 4 years;

Then, the chairman proposed to the meeting to consider and approve the company to debenture issuance for use in the business operation of the company in the amount of not exceeding 120 million THB or equivalent in United States Dollars (USD). The meeting shall vote for adoption with more than half of the votes at the meeting.

After the such matter was considered, the meeting voted for disagreement with 0 votes or 0% of the meeting participants and voted for agreement with **152,819,600** votes or **100%** of the meeting participants.

**Resolution:** Approved debenture issuance in the amount of not exceeding 120 million THB or equivalent in United States Dollars (USD), including to authorize the executive committee or the persons entrusted by the executive committee to be the authorized persons to consider and take actions related to the debenture issuance to complete the transactions.

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



(Mr. Somchith INTHAMITH)

Chairman of the Board of Directors



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It has been validated by:

(Mr. Waddana SOUKHABANDITH)  
Member of the Board of Directors /CEO

(Mr. Phannola SOUKHABANDITH )  
Member of the Board of Directors /CFO



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**Attached document in agenda 2: The Company's financial statement for the year 2023**



SOUVANNY HOME CENTER PUBLIC COMPANY

STATEMENT OF FINANCIAL POSITION  
AS AT 31 DECEMBER 2023

	Notes	2023 LAK	2022 LAK
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	5	97,622,510,973	38,288,451,914
Trade and other receivables, net	6	5,564,004,643	6,217,863,819
Inventories, net	7	484,347,770,402	402,463,937,243
Other current assets	8	38,424,118,275	20,547,738,684
<b>Total current assets</b>		<b>625,958,404,293</b>	<b>467,517,991,660</b>
<b>Non-current assets</b>			
Property, plant and equipment, net	9	1,171,299,214,767	904,691,252,324
Other non-current assets	8	8,730,500,190	20,355,868,711
Intangible assets, net	10	365,075,938	116,392,238
<b>Total non-current assets</b>		<b>1,180,394,790,895</b>	<b>925,163,513,273</b>
<b>Total assets</b>		<b>1,806,353,195,188</b>	<b>1,392,681,504,933</b>



Waddana SOUKHABANDITH  
Chief Executive Officer  
Date: 13 February 2024

Phannola SOUKHABANDITH  
Chief Financial Officer  
Date: 13 February 2024



**SOUVANNY HOME CENTER PUBLIC COMPANY**

**STATEMENT OF FINANCIAL POSITION  
AS AT 31 DECEMBER 2023**

	Notes	2023 LAK	2022 LAK
<b>Liabilities and equity</b>			
<b>Current liabilities</b>			
Trade and other payables	11	65,565,702,900	51,745,048,229
Bank overdraft and short-term borrowings	12	54,694,740,214	84,934,340,351
Current portion of long-term borrowings	12	26,353,809,980	20,671,002,986
Profit tax payable	14	12,359,633,801	11,564,148,709
Deposits from customers	15	2,952,230,119	2,003,390,891
Other current liabilities	16	19,538,533,683	14,345,115,421
<b>Total current liabilities</b>		<b>181,464,650,697</b>	<b>185,263,046,587</b>
<b>Non current liabilities</b>			
Long-term borrowings from financial institution	12	48,063,332,611	58,329,409,126
Long-term borrowings from debentures	13	62,116,071,600	-
<b>Total non current liabilities</b>		<b>110,179,404,211</b>	<b>58,329,409,126</b>
<b>Total liabilities</b>		<b>291,644,054,908</b>	<b>243,592,455,713</b>
<b>Equity</b>			
Share capital	17	330,000,000,000	330,000,000,000
Premium on share capital	17	24,735,724,722	24,735,724,722
Retained earnings			
Appropriated - legal reserve	18	20,181,970,566	14,102,046,968
Appropriated - other reserve	18	19,931,970,566	13,852,046,968
Unappropriated		250,094,367,876	217,954,979,089
Translation adjustments		869,765,106,550	548,444,251,473
<b>Total equity</b>		<b>1,514,709,140,280</b>	<b>1,149,089,049,220</b>
<b>Total liabilities and equity</b>		<b>1,806,353,195,188</b>	<b>1,392,681,504,933</b>



Waddana SOUKHABANDITH  
Chief Executive Officer  
Date: 13 February 2024

Phannola SOUKHABANDITH  
Chief Financial Officer  
Date: 13 February 2024

SOUVANNY HOME CENTER PUBLIC COMPANY

STATEMENT OF INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 LAK	2022 LAK
Revenue from sales		767,139,816,343	647,161,515,668
Cost of sales	19	(577,868,541,221)	(485,502,857,955)
<b>Gross profit</b>		<b>189,271,275,122</b>	<b>161,658,657,713</b>
Other incomes		3,775,988,159	2,561,646,580
Selling expenses	19	(68,779,390,380)	(53,069,064,227)
Administrative expenses	19	(44,395,469,247)	(43,132,823,609)
Finance costs		(9,440,438,865)	(8,124,604,117)
Foreign exchange gain		1,160,130,886	6,662,858,647
<b>Profit before income tax expense</b>		<b>71,592,095,675</b>	<b>66,556,670,987</b>
Income tax expense	20	(10,792,859,692)	(9,944,957,710)
<b>Net profit for the year</b>		<b>60,799,235,983</b>	<b>56,611,713,277</b>

Earnings per share

Basic earnings per share	368	343
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Waddana SOUKHABANDITH  
Chief Executive Officer  
Date:13 February 2024

Phannola SOUKHABANDITH  
Chief Financial Officer  
Date:13 February 2024



SOUVANNY HOME CENTER PUBLIC COMPANY

STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2023

Notes	Issued and paid-up ordinary shares LAK	Premium on share capital LAK	Legal reserve LAK	Other reserve LAK	Unappropriated retained earnings LAK	Translation adjustments LAK	Total equity LAK
Opening balance 1 January 2022	330,000,000,000	24,735,724,722	8,440,875,640	8,190,875,640	180,915,608,468	207,436,085,637	759,719,170,107
Legal reserve	-	-	5,661,171,328	-	(5,661,171,328)	-	-
Other reserve	-	-	-	5,661,171,328	(5,661,171,328)	-	-
Net profit for the year	-	-	-	-	56,611,713,277	-	56,611,713,277
Dividend paid	-	-	-	-	(8,250,000,000)	-	(8,250,000,000)
Translation adjustments	-	-	-	-	-	341,008,165,836	341,008,165,836
Ending balance 31 December 2022	330,000,000,000	24,735,724,722	14,102,046,968	13,852,046,968	217,954,979,090	548,444,251,473	1,149,089,049,220
Opening balance 1 January 2023	330,000,000,000	24,735,724,722	14,102,046,968	13,852,046,968	217,954,979,089	548,444,251,473	1,149,089,049,220
Legal reserve	-	-	6,079,923,598	-	(6,079,923,598)	-	-
Other reserve	-	-	-	6,079,923,598	(6,079,923,598)	-	-
Net profit for the year	-	-	-	-	60,799,235,983	-	60,799,235,983
Dividend paid	-	-	-	-	(16,500,000,000)	-	(16,500,000,000)
Translation adjustments	-	-	-	-	-	321,320,855,077	321,320,855,077
Ending balance 31 December 2023	330,000,000,000	24,735,724,722	20,181,970,566	19,931,970,566	250,094,367,876	869,765,106,550	1,574,709,140,280



Waddana SOUKHABANDITH  
Chief Executive Officer  
Date: 13 February 2024

Phannola SOUKHABANDITH  
Chief Financial Officer  
Date: 13 February 2024

**SOUVANNY HOME CENTER PUBLIC COMPANY**

**STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2023**

	Notes	2023 LAK	2022 LAK
<b>Cash flow from operating activities:</b>			
Profit before income tax for the year		71,592,095,675	66,556,670,987
Adjustments for:			
Depreciation	10	26,264,684,632	23,011,152,048
Amortisation	11	276,619	6,694,689
(Gain) / Loss from disposes of property, plant and equipment		241,033,613	(341,145,801)
Loss on exchange rate		15,766,091,931	10,898,529,381
Interest expense		7,288,621,421	8,124,604,117
Inventories provision		(1,968,627,461)	1,507,680,606
Trade and other receivables provision		(1,839,104,424)	3,660,182,750
Allowance for sale return		721,179,343	800,697,550
Operating profit before working capital changes		118,066,251,349	114,225,066,327
Changes in operating assets and liabilities			
- Trade and other receivables		3,671,661,218	7,318,076,794
- Inventories		30,992,773,852	12,438,560,104
- Other current assets		4,634,987,252	(30,593,484,562)
- Trade and other accounts payable		(2,827,444,258)	(33,568,273,843)
- Deposits from customers		396,759,860	(1,063,052,890)
- Other current liabilities		1,198,248,403	(6,949,828,997)
Cash generated from operations		156,133,237,676	61,807,062,933
Interest paid		(7,246,570,390)	(8,065,521,527)
Income tax paid	15	(10,944,957,710)	(3,951,260,210)
Net cash generated from operating activities		137,941,709,576	49,790,281,196
<b>Cash flows from investing activities:</b>			
Purchases of plant and equipments		(45,475,264,153)	(14,489,151,307)
Purchases of computer software		(216,925,978)	(63,068,285)
Proceeds from disposals of property, plant and equipments		245,388,000	550,065,950
Net cash used in investing activities		(45,446,802,131)	(14,002,153,642)



Waddana SOUKHABANDITH  
Chief Executive Officer  
Date:13 February 2024

Phannala SOUKHABANDITH  
Chief Financial Officer  
Date:13 February 2024



SOUVANNY HOME CENTER PUBLIC COMPANY

STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 LAK	2022 LAK
<b>Cash flows from financing activities:</b>			
Proceeds from short-term borrowing		481,773,255,542	496,320,013,715
Repayment on borrowings from bank		(553,376,221,402)	(489,601,287,323)
Proceeds from debentures	13	62,116,071,600	-
Dividend paid	21	(16,500,000,000)	(8,250,000,000)
Net cash used in financing activities		(25,986,894,260)	(1,531,273,608)
<b>Net increase in cash and cash equivalents</b>			
Cash and cash equivalent at the beginning of the year	5	38,288,451,914	3,285,274,048
Effect of exchange rate changes on cash and cash equivalent		(7,173,954,126)	746,323,920
<b>Cash and cash equivalent at the end of the year</b>		<b>97,622,510,973</b>	<b>38,288,451,914</b>
<b>Significant non-cash items</b>			
Other payables from purchases of plant and equipment		2,388,588,400	789,048,267



Waddana SOUKHABANDITH  
Chief Executive Officer  
Date:13 February 2024

Phannola SOUKHABANDITH  
Chief Financial Officer  
Date:13 February 2024





**Attached document in agenda 3: The Company's business plan for the year 2024.**

**1 Income-Creating Plan of the Year 2024**

By the year 2024, the Company aims to increase sales by 20% compared to the previous year based on an analysis of positive factors namely the opening of the Visit Laos Year 2024, the ASEAN Chairmanship which will be host to the ASEAN's Summit, and improve more the infrastructures, the External Investment and the easing of epidemic situations and other negative factors such as political and military conflict in around the world especially relate energy and political polarization becoming more clear But expect that the company will be able to grow by following methods:

- 1.1 Adjust the cargo in the main categories and Create high income to meet the customer's need;
- 1.2 Review increasing the new products including focused and the best selling product and clearance of the out of date product every quarter;
- 1.3 Reduce the product cost by finding the product factory that has form D and E;
- 1.4 Raise more sale channels including the Offline and Online Channels and increase the product and installation knowledge for the Purchasing influencers;
- 1.5 Expand sales of products and services to new markets that we expand more branches.

**2 Marketing Plan of the Year 2024**

- 2.1 Create needs for the targeted customer group and more acknowledgment of Brands of the Souvanny and its Products through offline and online advertising;
- 2.2 Accelerate to creating a relationship with the Purchasing influencers;
- 2.3 Promote social assistance through the project of 'Sharing for smiling' by assisting hospitals, equipment for sports, and education to schools in isolated areas, blood donation to the Red Cross, and disaster relief;
- 2.4 Survey customer satisfaction to improve products and services;
- 2.5 Develop the Mobile Platform and advertise through Online and Offline Channels to communicate to the targeted group in each locality;
- 2.6 Create sale promotions for each targeted customer group to boost sales.

**3 The Development Plan of Management Standard for the Year 2024**

- 3.1 Go on improving the store standards to get higher standards;
- 3.2 Go on improving the service standards to meet higher the customer's needs;
- 3.3 Move on maintaining the standard of the ISO-9001 VERSION-2015 to get more high standards.

**4 Human Resource Development Plan of the Year 2024**

- 4.1 Develop and train all levels of staff by choosing internal and external Trainers who are professionals to upgrade the personnel's capacity to a higher;
- 4.2 Organize the examination to select the good and excellent staff to prepare for dealing with expanding the company;
- 4.3 Create a facilitation environment to link the learning and share the lesson with the educational institution and specialist bodies both internal and external to increase the staff's capacity for analysis, and research to find the competitive advantage of business during the fast-changing customer need.



## **5 Investment and Business Expansion Plan of the year 2024**

5.1 The company plans to expand the 4 new branches from the year 2024 to 2025, Two of which will open for sale and service at the end of 2024.



**Attached document in agenda 6: Brief biography of Board director members**

**Number 1**

**Name-Surname**

Mr. Somchith INTHAMITH

**More details**

Please look at biography of independent Director to the authority of shareholders.

**Number 2**

**Name-Surname**

Assoc. Prof.Dr. Xayphone KONGMANILA

**More details**

Please look at biography of independent Director to the authority of shareholders.

**Number 3**

**Name-Surname**

Mr. Waddana SOUKHABANDITH

**Age**

58 Years

**Nationality**

Lao

**Highest Education**

Master of Business Administration, Mahasarakham University, Thailand, 2002

**Work Experiences**

Chief Executive Officer of Souvanny Home Center Public Company, 1988-Present.

**Positions**

Member of the Board of Directors and Chief Executive Officer of Souvanny Home Center Public Company.

**Appointment Date**

April 07<sup>th</sup>, 2023

**Number 4**

**Name-Surname**

Mr. Sonesavanh SENGAPHAY

**More details**

Please look at biography of independent Director to the authority of shareholders.

**Number 5**

**Name-Surname**

Mr. Phannola SOUKHABANDITH

**Age**

55 Years

**Nationality**

Lao

**Highest Education**

Master of Business Administration, Mahasarakham University, Thailand, 2002.

**Work Experiences**

Chief Financial Officer of Souvanny Home Center Public Company, 1988-Present.

**Positions**

Member of the Board of Directors and Chief Financial Officer of Souvanny Home Center Public Company.

**Appointment Date**

April 07<sup>th</sup>, 2023

**Number 6**

**Name-Surname**

Mr. Kotsada SOUKHABANDITH

**Age**

52 Years

**Nationality**

Lao



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SOUVANNY HOME CENTER PUBLIC COMPANY

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OFFICE TEL: (+856-21) 415645, FAX / TEL: (+856-21) 262984 , WWW.SOUVANNY.LA

**Highest Education** Master of Business Administration, Khonkaen University, Thailand,  
2007.  
**Work Experiences** Chief Operating Officer of Souvanny Home Center Public Company, 2000-Present  
**Positions** Member of the Board of Directors and Chief Operating Officer of Souvanny Home Center Public Company.  
**Appointment Date** April 07<sup>th</sup>, 2023

**Number 7**

**Name-Surname** Mrs. Khamkhai LORVANXAY  
**Age** 46 Years  
**Nationality** Lao  
**Highest Education** Bachelor of Business Administration, Settha Business Administration College, Laos, 2010.  
**Work Experiences** - Sales staff of Souvanny Home Center Public Company, 2000-2005;  
- Head of Sales of Souvanny Home Center Public Company, 2005-2015;  
- Purchasing Manager of Souvanny Home Center Public Company, 2015-Present.  
**Positions** Member of the Board of directors of Souvanny Home Center Public Company.  
**Appointment Date** April 07<sup>th</sup>, 2023

**Number 8**

**Name-Surname** Ms. Chutikan SRISAENGCHAN  
**Age** 55 Years  
**Nationality** Thai.  
**Highest Education** Master of Business Administration, Khonkaen University, Thailand, 2001.  
**Work Experiences** - Director of Siam Global House PCL, 2008-2012;  
- Deputy Chief Executive Officer of Financial and Accounting of Siam Global House PCL, 2012-Present;  
**Positions** - Member of the Board of Directors of Souvanny Home Center Public Company;  
- Vice Chief Executive Officer of Accounting and Financial of Siam Global House PCL.  
**Appointment Date** April 07<sup>th</sup>, 2023

**Number 9**

**Name-Surname** Mr. Piphop VASANAARCHASAKUL  
**Age** 54 Years



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<b>Nationality</b>	Thai.
<b>Highest Education</b>	Bachelor's Degree of humanities, Kasetsart University, Thailand,
	1993
<b>Work Experiences</b>	<ul style="list-style-type: none"><li>- Assistant Deputy Chief Executive Officer- Business Development of Siam Global House PCL, 2014-2017;</li><li>- Deputy Chief Executive Officer- Business Development of Siam Global House PCL, 2017-Present.</li><li>- Commissioner of PT CATURKARDA DEPO BANGUNAN TBK (INDONESIA) 2022 – Present.</li></ul>
<b>Positions</b>	<ul style="list-style-type: none"><li>- Member of the Board of Directors of Souvanny Home Center Public Company;</li><li>- Deputy Chief Executive Officer- Business Development of Siam Global House PCL.</li></ul>
<b>Appointment Date</b>	April 07 <sup>th</sup> , 2023





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**Attached document in agenda 8: Draft the amendment of the rules of the company**

## Draft of the rule amendment of the company

The pending clause of Evaluation Report Result of the Corporate Governance (CG) of Souvanny Home Center Public Company year 2023	Draft contents of the rule amendment of the company
<p>1. The shareholders are entitled to vote in the Shareholders' Meeting one share is equivalent to one vote or not?</p>	<p><b>Article 23: Voting and Resolutions of the Shareholders (New)</b>  Voting is the casting of vote by the shareholders or assigned representative in order to approve any issue in the Shareholders' Meeting where one share is equivalent to one vote.</p>
<p>2. The company pays the dividend for Shareholders according to the shareholders' accounting book within thirty (30) days from the date of the Shareholders' Meeting approved the dividend or not?</p>	<p><b>Article 66: Dividend (Revised)</b>  2. The Shareholders shall receive the dividend according to its shareholding proportion within thirty (30) days from the date of the Shareholders' Meeting approved the dividend and must be listed in the list of shareholders who are eligible for the dividend;</p>
<p>3. The Shareholders that collectively hold at least five percent of the total are entitled to nominate the name of a person to apply for the member of the Board of Directors or not?</p>	<p><b>Article 27. Appointment and Data Registration of the Members of the Board of Directors (Revised)</b>  The Members of the Board of Directors shall be appointed or removed by the Shareholders' Meeting.  The Shareholders or the group of shareholders that collectively hold at least five percent of the total shares of SVN are entitled to nominate the name of a person to apply for the member of the Board of Directors to the Nomination Committee for consideration and then propose to the Board of Directors prior submitting to the Shareholders' Meeting for approval. The nomination of the candidate shall be implemented based on the following shares proportions:  - The Shareholder who holds five (5) to ten (10) percent: can nominate 1 person;  - The Shareholder who holds more than ten (&gt;10) to twenty (20) percent can nominate 2 persons;  - The Shareholder who holds more than twenty (&gt;20) to thirty (30) percent: can nominate 3 persons;</p>

	<ul style="list-style-type: none"> <li>- The Shareholder who holds more than thirty (&gt;30) to fifty (50) percent: can nominate 4 persons;</li> <li>- The Shareholder who holds more than fifty (&gt;50) to seventy (70) percent: can nominate 5 persons;</li> <li>- The Shareholder who holds more than seventy (&gt;70) percent: can nominate 7 persons;</li> </ul>
4. The Company informed the shareholders about the voting procedure and vote counting result for each agenda of the Shareholders' Meeting or not	<p><b>Article 20: Participation in the Shareholders' Meeting and the Appointment of Representative (New)</b></p> <p>The shareholder who is entitled to participate in the meeting according to the laws shall attend in person or appoint his/her representative. The participant shall register in order to identify oneself and to present the shares certification (for the shareholder) or power of attorney (for the representative) to the meeting or the General Managing Director prior to proceeding with the meeting.</p> <p>For the appointment of the representative to each shareholders meeting, a written power of attorney must be made by consisting of the following details:</p> <ol style="list-style-type: none"> <li>1. Name of the shareholder and name of the authorized representative;</li> <li>2. The number of shares held by the shareholder that authorize the representative;</li> <li>3. Schedule and location of the meeting and the scope of the assignment. In the event there is a need to vote, it must be stated clearly regarding such authorization.</li> </ol> <p><b>The</b> representative has a vote equivalent to the vote of the assigner unless otherwise stated in the power of attorney. In the event of a deceased shareholder, the inheritor pursuant to the laws can attend the meeting</p>
5. Issuance of new shares must be approved by the Shareholders' Meeting or not?	<p><b>Article 11: Shares (Revised)</b></p> <p>SVN can issue preference shares and other types of shares after receiving approval from the Shareholders' Meeting in compliance with the laws.</p>
6. The Shareholders are entitled to buy new shares on the proportion and sell method of shares according to the	<p><b>Article 15: Rights of the Shareholders (New)</b></p> <p>15.1 Rights of Ordinary Shareholders are:</p>

resolutions of the Shareholders' Meeting before new offered shares over external or not?	- To receive priority in buying new offered shares over external individual based on the proportion of the ordinary share according to their shareholding proportion with SVN and according to the resolutions of the Shareholders' Meeting;
7. The appointment or cancellation of the contract and determination of remuneration of the external auditor is approved by the Shareholders' Meeting or not?	<b>Article 60: Audit (Revised)</b> 3. Each year, the Shareholders' Meeting shall approve and select an auditing firm from the name list according to the proposal from the Board of Directors;
8. The Shareholders that collectively hold at least five percent of the total are entitled to propose to add the agenda to the Shareholders' Meeting or not?	<b>Article 22: Requirement for the Shareholders' Meeting (New)</b> The Shareholders or the group of Shareholders, who hold the share more than five percent (5%) of the total shares, can propose to add the agenda to the Shareholders' Meeting.
9. The external auditor attended the Shareholders' Meeting to reply to the questions of Shareholders or not?	<b>Article 60: Audit (Revised)</b> 6. The external auditor conducting an audit on SVN is entitled to attend every Shareholders' Meeting, receive notification and other information related to the audit.
10. The Shareholders who hold more than ten percent (10%) of the total share are entitled to propose to the Board of Directors to open the Shareholder Meeting or not?	<b>19. Ordinary Shareholders Meeting (Revised)</b> <b>19.2 Extraordinary Shareholders Meeting</b> The Extraordinary Shareholders Meeting may be opened when it is deemed to be necessary with the agreement from the Board of Directors and the Shareholders or group of shareholders who hold more than ten percent (10%) of the total ordinary shares for six (6) consecutive months or more under the following events: 1. The statement of financial position indicates the instability of SVN such as the sufficient ratio of funds to assets has a tendency to decrease or has decreased below the standard set by The Lao Securities Commission Office; 2. When the Members of the Board of Directors are less than the number stipulated in this Articles of Association or less than the number stipulated in the Agreement on the Board of Directors;

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|  | <ol style="list-style-type: none"><li>3. If there is a believable reason that the management of SVN seriously violates this Articles of Association or the laws of the Lao PDR which causes damage to SVN and the shareholders;</li><li>4. Open the Shareholders' Meeting according to the court's order;</li><li>5. Amendment and increase to the content of this Articles of Association;</li><li>6. Increase or decrease the Registered Capital;</li><li>7 . Reorganization or dissolution (liquidation) related to SVN and the appointment of liquidator;</li><li>8. In other cases as stated in this Articles of Association and the laws of the Lao PDR.</li></ol> |
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Map of meeting venue

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