

(Translation)

LAO PEOPLE'S DEMOCRATIC REPUBLIC
PEACE INDEPENDENCE DEMOCRACY UNITY PROSPERITY

EDL-Generation Public Company



No. 0244/EDL-Gen

Vientiane Capital, Date 11 February 2021

INVITATION LETTER

To: Shareholders of EDL-Generation Public Company.

Subject: Invitation to the Extraordinary General Shareholders' Meeting No.1/2021.

- Pursuant to the Resolutions of the Extraordinary Board of Directors' Meeting No. 1/2021 of EDL-Generation Public Company, dated 09 February 2021.

EDL-Generation Public Company (the "**Company**") is honoured to invite you to attend the Extraordinary General Shareholders' Meeting No.1/2021 on **03 March 2021 at 03:00 p.m.** (registration process starts at **01:30 p.m.**), at Meeting Room, 1st Floor, EDL Headquarters Building, Lao-Thai Friendship Road, Thongkang Village, Sisattanak District, Vientiane Capital. The Company announced the date, time and agenda of the Extraordinary General Shareholders' Meeting No.1/2021 on the websites of the Company (www.edlgen.com.la) and the Lao Securities Exchange (www.lsx.com.la).

The closing date of shareholders register book to determine the right of shareholders to attend the Extraordinary General Shareholders' Meeting No.1/2021 is **19 February 2021** as per the Company's prior notification.

Your attendance is always highly appreciated.

Sincerely yours,

Chairman of Board of Directors

-Signature-

Dr. Khammany INTHIRATH

Attachments:

1. Agenda of the Extraordinary General Shareholders' Meeting No.1/2021.
2. Minutes of the Extraordinary General Shareholders' Meeting No.1/2020,
3. Proxy Form;
4. Documents and evidence required to be presented prior to attending the meeting, proxy, registration and voting at the extraordinary shareholders' meeting;
5. Map of the meeting venue for the Extraordinary General Shareholders' Meeting No.1/2021.

Remarks:

1. Due to a global pandemic of Coronavirus Disease 2019 (COVID-19), and to enhance prevention measures against COVID-19 infection and outbreak, the Company would like to notify shareholders as follows:
 - 1.1. Shareholders are encouraged to obtain the invitation letter and all attachments by downloading from the websites of the Company (www.edlgen.com.la) and the Lao Securities Exchange (www.lsx.com.la) starting from **11 February 2021** or by collecting from Lao Securities Exchange, 4th Floor, Settlement and Depositary Department, Phonthan Neua Village, T4 Road, Saysettha District, Vientiane Capital, Tel: +85621 454361-4.
 - 1.2. Shareholders can send specific questions related to the Agenda before the meeting date, and answers are to be provided in the Minutes of Meeting.
 - 1.3. It is proposed to shareholders to authorize an independent director of the Company to attend and vote on their behalves by completing and sign the Proxy Form in **Attachment 3** and put (✓) in the ☐ in front of the name of one of the independent directors provided in the Proxy Form to be your representative proxy, and send the Proxy Form with required supporting documents to the Company by email at edlgenhq@edlgen.com.la; or by post to the address: EDL-Generation Public Company, 7th Floor, the **Company Secretary Office**, Lao-Thai Friendship Road, Thongkang Village, Sisattanak District, Vientiane Capital, Lao PDR. P.O. Box 2392, with the delivery date **before 03 March 2021**.
2. For shareholders who will attend to the Meeting in person, please kindly bring your personal identification (ID) card or passport (for foreign shareholders) for registration and attending the Meeting.
3. The proxy who will attend to the Meeting must present documents or evidence to identify themselves, according to the details specified in **Attachment 4** attached hereto, and submit to the Chairman of the Meeting and/or a person authorized by the Chairman before attending the Meeting.
4. If you have any queries or questions in relation to the proxy appointment, you may contact the Company contact persons as follows: Mrs. Phokhine UPPHAY Tel: (856-20) 5454 9978; and Mr. Phouthasone INTAPANYA Tel: (856-20) 5554 1155 during office hours.

Agenda 1. To consider and adopt the Minutes of the Extraordinary General Shareholders' Meeting No.1/2020.

Details:

The Extraordinary General Shareholders' Meeting No.1/2020 was convened on **24 July 2020**. The Company has prepared the Minutes of this Extraordinary General Shareholders' Meeting as per **Attachment 2**.

Opinion of Board of Directors:

The Minutes of the Meeting were recorded accurately and completely. Therefore, it is agreed to propose to the Extraordinary General Shareholders' Meeting to consider and adopt the Minutes of the Extraordinary General Shareholders' Meeting No.1/2020 held on 24 July 2020.

Required Votes:

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.

Agenda 2. To consider and approve the capital raising plan through debenture issuances and/or borrowings from financial institutions.

Details:

To allow the Company to raise capital through debenture issuances and/or borrowings from financial institutions for the purposes of financing its investments for continued business expansion and/or refinancing maturing debentures and loans, and general corporate purposes including the Company's working capital, the Company therefore proposes to the Meeting to consider and approve the capital raising plan through debenture issuances and/or borrowings from financial institutions according to details below:

Amount:	The amount of not exceeding USD 500 million or equivalent in any other currency.
Use of Proceeds:	To be utilised for any or collective of the following objectives: funding investments for business expansion, refinancing maturing debts including debentures and loans, the Company's general purposes including its working capital.
Currency:	Any currencies, including Thai Baht (THB) and United States Dollar (USD).
Interest rate:	Subject to credit rating result of the Company and the market conditions at the time of each issuance and offering of debentures, and/or borrowing.
Tenor:	According to the budget plans and market conditions at the time of borrowing and/or offering debentures.

Offering Methods:	Any or collective of the following methods, including: 1. The debentures may wholly or partially be issued and offered by the Company, 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 Thailand or international markets through public offering and/or private placement to high net-worth investors and/or institutional investors in accordance with applicable laws and regulations at the time of issuance and offering debentures; and/or 2. Borrowings from domestic and/or international financial institutions.
-------------------	---

In addition, it is proposed to the Extraordinary General Meeting of Shareholders to authorize the Company's Board of Directors and/or the person(s) entrusted by the Board of Directors to be the authorised persons to consider and take any actions related to the issuance and offering of debentures and/or borrowings from financial institutions as per details below:

- (1) To consider and determine the amount of debenture issuances and/or borrowings from financial institutions, related details such as type of debentures, credit facilities, terms and conditions, tenor, issue amount, interest rate, currency, period of issuance, allocation method, offering method, offering details;
- (2) To disclose, contact, make statement, provide information, amend, add, agree, execute, deliver applications, agreements and/or other documents necessary for and relevant to debenture issuances and/or borrowings from financial institutions to the Lao Securities Commission Office, the Lao Securities Exchange, The Securities and Exchange Commission (Thailand), Bank of Thailand, Thai Bond Market Association, any other relevant governmental authorities and/or any relevant organization or person;
- (3) To select, appoint, remove advisors, arrangers, underwriters, agents, counsels, bondholders' representative, issuer's representative, registrar and paying agent and/or any other persons as required to complete the transactions;
- (4) 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 foregoing actions.

Opinion of Board of Directors:

The Board of Directors thoroughly considered and agreed for the shareholders' meeting to consider and approve the capital raising plan through debenture issuances and/or borrowings from financial institutions, and to authorise the Board of Directors and/or the person(s) entrusted by the Board of Directors to be the authorised persons to consider and take any actions related to the issuance and offering of debentures and/or borrowings from financial institutions as detailed above.

Required Votes:

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

Minutes of Extraordinary General Shareholders' Meeting No.1/2020

(Translation)

LAO PEOPLE'S DEMOCRATIC REPUBLIC
PEACE INDEPENDENCE DEMOCRACY UNITY PROSPERITY

EDL-Generation Public Company
Extraordinary General Shareholders'
Meeting



Vientiane Capital, Date 07 August 2020

Minutes of the Extraordinary General Shareholders' Meeting No.1/2020
EDL-Generation Public Company

The Meeting was held on 24 July 2020 at 3:00 pm at Meeting Room 1st Floor, EDL Headquarters Building, Lao-Thai Friendship Road, Thongkang Village, Sisattanak District, Vientiane Capital. Dr. Khammany INTHIRATH, Chairman of the Board of Directors, acted as Chairman of the Meeting. There were 44 shareholders attended the Meeting in person and 151 shareholders attended the Meeting by proxy. Therefore, the Meeting was attended by a total of 195 shareholders, holding a total of 1,513,690,463 shares and representing 90.14 percent of the total paid-up shares of the Company, thereby the required quorum was present for the Meeting in accordance with the relevant law and the Articles of Association of EDL-Generation Public Company ("EDL-Gen" or the "Company").

The Chairman introduced each of the Directors and the relevant officers attending the Meeting as follows:

- | | |
|--------------------------------------|--|
| 1 Dr. Khammany INTHIRATH | Positions: Chairman of Board of Directors/
Minister of Energy and Mines; |
| 2 Mr. Bounoum SYVANPHENG | Positions: Vice Chairman; |
| 3 Mrs. Rattana PRATHOUMVAN | Positions: Director/ Managing Director (CEO)
of EDL-Gen; |
| 4 Mr. Khampheng THINNAKONE | Positions: Director/Deputy Managing Director
of Electricite Du Laos (EDL); |
| 5 Mr. Somphit KEOVICHIT | Positions: Director/Director General of Energy
Business Department, Ministry of
Energy and Mines; |
| 6 Mr. Komonchanh PHETASA | Positions: Director/ Deputy Managing Director
of EDL. |
| 7 Mrs. Thavichanh THIENGTHEPVONGSA | Positions: Independent Director/ Deputy
Director General of Investment
Promotion Department, Ministry of
Planning and Investment. |
| 8 Assoc. Prof. Phouphet KYOPHILAVONG | Positions: Independent Director/ Vice Dean,
Faculty of Economics and Business
Management, National University of
Laos. |

The Meeting was attended by 08 Board members as 01 member, Mr. Khamkeo VISYSOMBATH, Independent Director/Acting Director General of Banking Operation Department, Bank of Lao PDR, was unable to attend due to an urgent official assignment.

Furthermore, distinguished guests also attended the Meeting including representatives from the Lao Securities Commission Office, the Lao Securities Exchange, Deputy Managing Directors of EDL-Generation Public Company, Deputy Managing Directors of Electricite Du Laos, the inspection committee for the conduct of meeting and voting, the meeting monitoring and evaluation committee, and the internal audit committee of the Company.

In addition, the Chairman delivered a remark and suggestion to meeting attendees as follows: Due to the pandemic of the Coronavirus Disease 2019 (COVID-19), which is intensifying and posing threats globally, Lao PDR and EDL-Gen have implemented measures according to the Prime Minister's Order no. 06/PM and instructions of the National Taskforce Committee for COVID-19 Prevention and Control, including their periodically issued legal documents and policies. At present, there is 01 active confirmed case in Lao PDR who travelled from abroad, and an official press announcement from the National Taskforce Committee will be at 16:00 today. Nevertheless, we must continue implementing protective, prevention and containment measures as a precautionary response to potential renewed outbreak of the disease.

Therefore, this Extraordinary General Shareholders' Meeting is organised differently from previous years. We have suggested shareholders to download the Meeting Invitation Letter from the Company and Lao Securities Exchange websites. The Invitation Letter also encouraged shareholders to grant proxy to EDL-Gen independent director to attend and cast votes on their behalf. In addition, the Company also notified that shareholders can send specific questions related to the meeting agenda to the Company in advance, and the Company will provide answers in this Minutes of Meeting.

Prior to entering the meeting room, attendee's body temperature check was conducted in accordance with the National Taskforce Committee, Ministry of Health guideline. Seating arrangement is based on keeping physical distance between attendees and changing the seat arrangement is prohibited. The Company also notified shareholders that refreshments and souvenirs are not provided to reduce infection risk and protect the health and safety of shareholders.

Following this, the Chairman delegated to Mrs. Rattana PRATHOUMVAN, Managing Director of EDL-Gen to explain voting procedure and agenda details as follows:

1. Voting:

- Each shareholder is entitled to the votes equalling to the number of shares held by them, whereby one share is entitled to one vote.
- In casting votes in each agenda, the Chairman will ask if anyone disapproves.
 - * If a shareholder disapproves, the shareholder shall put a mark in the disapprove box in the ballots which were distributed by the Company's staff members before attending the Meeting and raise the marked ballots up for the Company's staff members to collect for vote counting for that agenda. The shareholders who do not raise their ballots up will be deemed that they approve that agenda as proposed to the Meeting.
 - * If there is no shareholder raising their ballot, it will be deemed that all shareholders approve as proposed to the Meeting for consideration, except for the case in which the disapproval votes have been clearly specified in the Proxy Form by the shareholders and the Company has already recorded such votes.
- In the case where the shareholders have appointed the proxies to attend the Meeting and to cast the votes as specified by the shareholders in the Proxy Form, the Company has already recorded such votes at the registration for the convenience of the proxies. The proxies are not required to further cast any vote in the ballots during the Meeting.

2. Vote Counting

- In vote counting of each agenda, the disapproval votes of the shareholders attending the Meeting in person and by proxy, which the Company recorded the votes at the registration, will be deducted from the amount of the total shares of the shareholders attending the Meeting and casting the votes in each agenda.
- The Chairman will announce the voting result of each Agenda to the Meeting after the vote casting of each agenda is completed by specifying the numbers and percentages of the approval votes and the disapproval votes. The Company will not count the disapproval votes of the shareholders who submit the ballots after the Chairman has announced the voting results of each agenda to the Meeting.

Pursuant to relevant law and regulation, the Company's Extraordinary General Shareholders' Meeting does not allow observers to post questions during the Meeting. Only shareholders of the Company have the right to post questions and contribute comments regarding the meeting agenda.

After that, the Managing Director of EDL-Gen began the Extraordinary General Shareholders' Meeting No.1/2020 according to the agenda as per the details below:

Agenda 1. To consider and adopt the Minutes of the Annual General Shareholders' Meeting for the year 2019.

The Managing Director reported to the Meeting regarding the Minutes of the Annual General Shareholders' Meeting for the year 2019 held on 29 May 2020, details of which are included in a copy of the said minutes attached to the Invitation Letter to this Meeting; and the Board of Directors adopted the Minutes as accurate and complete, and agreed to propose to the Extraordinary General Shareholders' Meeting to consider and adopt such Minutes of Meeting.

After the Managing Director reported briefly about the Agenda 1, the Chairman encouraged comments and suggestions from shareholders in the Meeting and there was none.

The Chairman then proposed to the Extraordinary General Shareholders' Meeting to consider and adopt the Minutes of the Annual General Shareholders' Meeting for the year 2019. For this Agenda, the Meeting must adopt such Minutes by the approval votes of more than half of the total votes attending the Meeting.

Resolution: The Meeting considered and resolved to adopt the Minutes of the Annual General Shareholders' Meeting for the year 2019, held on 29 May 2020 with the votes of more than half of the total votes of shareholders attending the meeting as follows:

- **Approved with 1.513.690.463 votes, equivalent to 100% of the total votes attending the Meeting**

Agenda 2. To consider and adopt the appointment of new Managing Director (CEO) and Deputy Managing Directors in replacement of the former retired Managing Director (CEO) and Deputy Managing Directors.

The Managing Director informed the meeting that pursuant to the Company's business growth plan, and to achieve the Company's business operation targets, the Company proposes the appointment of new Managing Director (CEO) and Deputy Managing Directors as per details below:

- 1) Appointment of Mr. Duangsy PHARANHOK to be new Managing Director (CEO) in order to continue to perform duties and responsibilities in managing the Company in replacement of the former Managing Director (CEO).
- 2) Appointment of four (4) Deputy Managing Directors as follows:
 - (1) Mr. Thongphet DOUANGNGEUNE to be Deputy Managing Director;
 - (2) Mr. Vongsakoun YINGYONG to be Deputy Managing Director;
 - (3) Mrs. Souksanh PHONGPHILA to be Deputy Managing Director;
 - (4) Mr. Vanhseng VANNAVONG to be Deputy Managing Director (CFO).

The Board of Directors thoroughly considered and agreed for the shareholders' meeting to consider and adopt the appointment of new Managing Director (CEO) and Deputy Managing Directors to replace the former retired Managing Director and Deputy Managing Directors.

After the Managing Director briefly reported about Agenda 2, the Chairman encouraged questions and comments from shareholders in the Meeting and there was no further question.

The Chairman then proposed to the Meeting to consider and adopt the appointment of new Managing Director (CEO) and Deputy Managing Directors to replace the former retired Managing Director and Deputy Managing Directors. For this Agenda, the Meeting must resolve such matters by the approval votes of more than half of the total votes attending the Meeting.

Resolution: The Meeting considered and resolved to adopt the appointment of new Managing Director (CEO) and Deputy Managing Directors to replace the former retired Managing Director and Deputy Managing Directors as follows:

- 1) Appointment of Mr. Duangsy PHARANHOK to be new Managing Director (CEO) in order to continue to perform duties and responsibilities in managing the Company in replacement of the former Managing Director (CEO).
- 2) Appointment of four (4) Deputy Managing Directors as follows:
 - (1) Mr. Thongphet DOUANGNGEUNE to be Deputy Managing Director;
 - (2) Mr. Vongsakoun YINGYONG to be Deputy Managing Director;
 - (3) Mrs. Souksanh PHONGPHILA to be Deputy Managing Director;
 - (4) Mr. Vanhseng VANNAVONG to be Deputy Managing Director (CFO).

The Meeting resolved this with the votes of more than half of total votes of shareholders attending the meeting as follows:

- **Approved with 1.513.690.463 votes, equivalent to 100% of the total votes attending the Meeting.**

Agenda 3. To consider and adopt the appointment of new Vice Chairman and Director of the Board of Directors in replacement of former retired Directors, the determination of authorised persons who can sign to bind the Company, and the term of office of the Board of Directors.

The Managing Director reported to the meeting that to ensure the continuity of the Company's management, the Company proposes the Meeting to consider and adopt the appointment of new Vice Chairman and Director of the Board of Directors in replacement of former retired Directors, and the determination of authorised persons who can sign to bind the Company, and the term of office of the directors of the Board as follows:

1. Appointment of Mr. Chanthaboun SOUK ALOUN, Acting Managing Director of Electricite Du Laos (EDL), to be Vice Chairman of Board of Directors in replacement of the former retired Vice Chairman.
2. Appointment of Mr. Duangsy PHARANHOK, Managing Director (CEO) of EDL-Generation Public Company, to be a Director in replacement of former retired Director.

In addition, the determination of the authorised persons who can sign to bind the company is as follows:

1. Any one of the Chairman of Board of Directors, or the Vice Chairman of Board of Directors, or the Managing Director (CEO) signs alone with the Company's seal affixed; or
2. Any two directors jointly sign together with the Company's seal affixed.

The determination of term of office of the Board of Directors shall be no more than two (2) years beginning from the Extraordinary General Shareholders' Meeting No.1/2020.

The Board of Directors thoroughly considered and agreed for the shareholders' meeting to consider and adopt the appointment of new Vice Chairman and Director of the Board of Directors in replacement of the former retired Directors, the determination of authorised persons who can sign to bind the Company and the term of office of the Board of Directors.

After the Managing Director briefly reported on Agenda 3, the Chairman encouraged comments and suggestions from shareholders in the Meeting; but there was no further question.

The Chairman then proposed to the Meeting to consider and adopt the appointment of new Vice Chairman and Director of the Board of Directors in replacement of former retired Directors, and the determination of authorised persons who can sign to bind the Company, and the term of office of the Board of Directors. For this agenda, the Meeting must resolve such matters by the approval votes of more than half of the total votes attending the Meeting.

Resolution: The Meeting considered and resolved to adopt the appointment of new Vice Chairman and Director of the Board of Directors in replacement of former retired Directors, the determination of authorised persons who can sign to bind the Company, and the term of office of the Board of Directors as follows:

1. Adopted the appointment of Mr. Chanthaboun SOUK ALOUN, Acting Managing Director of Electricite Du Laos (EDL), to be Vice Chairman of Board of Directors in replacement of the former retired Vice Chairman.
2. Adopted the appointment of Mr. Duangsy PHARANHOK, Managing Director (CEO) of EDL-Generation Public Company, to be a Director in replacement of former retired Director.

The determination of the authorised persons who can sign to bind the company is as follows:

1. Any one of the Chairman of Board of Directors, or the Vice Chairman of Board of Directors, or the Managing Director (CEO) signs alone with the Company's seal affixed; or
2. Any two directors jointly sign together with the Company's seal affixed.

The determination of term of office of the Board of Directors shall be no more than two (2) years beginning from the Extraordinary General Shareholders' Meeting No.1/2020.

The Meeting resolved this with the votes of more than half of the total votes of shareholders attending the meeting as follows:

- Approved with 1.513.590.464 votes, equivalent to 99,993% of the total votes attending the meeting.
- Disapproved with 99.999 votes, equivalent to 0,007% of the total votes attending the meeting.

Agenda 4. To consider and adopt the amendments to the Articles of Association of the Company, Article 9: Directors; and Article 12: Board of Directors

The Managing Director proposed to the meeting that due to the appointment of new Vice Chairman and Director of the Board of Directors, and the appointment of new Managing Director (CEO) and Deputy Managing Directors in replacement of the former retired Directors, and to ensure the Company's business operation is in accordance with relevant laws and regulations, the Company proposes to the Meeting to amend the Articles of Association, namely Article 9: Directors and Article 12: Board of Director as per following details:

1) Amendment to Article 9: Directors: Updates on names and details of two (2) Directors as follows:

A. The directors who are shareholders:

1. Name and Surname: Mr. Chanthaboun SOUK ALOUN.
 - Nationality: Lao.
 - Current Address: House No. 393, Unit 16, Donkoiy Village, Sisattanak District, Vientiane Capital.
2. Name and Surname: Mr. Duangsy PHARANHOK.
 - Nationality: Lao.
 - Current Address: House No. 326, Unit 07, Salakham Neua Village, Hadsaiyong District, Vientiane Capital.

2) Amendment to Article 12: Board of Directors: update name and details of Vice Chairman as follows:

1. Vice Chairman of Board of Directors Name and Surname: Mr. Chanthaboun SOUK ALOUN.

And authorised Managing Director and/or any person entrusted by such person to amend the Articles of Association of the Company as per the amendment details above, including the authority to amend Articles of Association according to recommendations and/or orders of the Enterprise Registration officers and/or the officers of the Lao Securities Commission, and the Lao Securities Exchange.

The Board of Directors thoroughly considered and agreed for the shareholders' meeting to consider and adopt the amendments to the Articles of Association of the Company, namely Article 9: Directors; and Article 12: Board of Directors, including the authorisation as proposed.

After the Managing Director reported briefly about Agenda 4, the Chairman encouraged questions and suggestions from shareholders in the Meeting and there was no further question.

The Chairman then proposed to the Meeting to consider and adopt the amendments to the Articles of Association of the Company, Article 9: Directors; and Article 12: Board of Directors, including the proposed authorisation. For this agenda, the Meeting must resolve to adopt such matters by the approval votes of more than two-thirds (2/3) of the total votes attending the Meeting; and at least 80 percent of total paid-up shares.

Resolution: The Meeting considered and resolved to adopt the amendments to the Articles of Association of the Company, Article 9: Directors; and Article 12: Board of Directors as per following details:

1) **Amendment to Article 9: Directors:** Updates on names and details of two (2) Directors as follows:

A. The directors who are shareholders:

1. **Name and Surname:** Mr. Chanthaboun SOUK ALOUN.
 - **Nationality:** Lao.
 - **Current Address:** House No. 393, Unit 16, Donkoiy Village, Sisattanak District, Vientiane Capital.
2. **Name and Surname:** Mr. Duangsy PHARANHOK.
 - **Nationality:** Lao.
 - **Current Address:** House No. 326, Unit 07, Salakham Neua Village, Hadsaiyong District, Vientiane Capital.

2) **Amendment to Article 12: Board of Directors:** update name and details of Vice Chairman as follows:

1. **Vice Chairman of Board of Directors Name and Surname:** Mr. Chanthaboun SOUK ALOUN.

And authorised Managing Director and/or any person entrusted by such person to amend the Articles of Association of the Company as per the amendment details above, including the authority to amend Articles of Association according to recommendations and/or orders of the Enterprise Registration officers and/or the officers of the Lao Securities Commission, and the Lao Securities Exchange.

The Meeting resolved this with the votes of more than two-thirds (2/3) of the total votes attending the Meeting; and more than 80 percent of total paid-up shares as follows:

- a) **Number of shareholders attending the Meeting:**
 1. Approved by 194 shareholders, equivalent to 99,49 percent of the total shareholders attending the meeting.
 2. Disapproved by 01 shareholder, equivalent to 0,51 percent of the total shareholders attending the meeting.
- b) **Number of votes (shares) of shareholders attending the meeting:**
 1. Approved with 1.513.673.797 votes (shares), equivalent to 90,137% of the total paid-up shares of the Company.
 2. Disapproved with 16.666 votes (shares), equivalent to 0,001% of the total paid-up shares of the Company.

After the Meeting considered and resolved all agendas, the Chairman encouraged questions and suggestions from the Meeting and there was none.

At the end of the Meeting, the Chairman informed the Meeting that there were 44 shareholders attending the Meeting in person and 151 shareholders attending the Meeting by proxy, totalling 195 shareholders that hold the total of 1.513.690.463 shares, representing 90,14 percent of the total paid-up shares of the Company.

The Chairman then extended his sincerest gratitude to the shareholders for attending the Meeting and wished all shareholders and distinguished guests to have good health and success for all of their duties and endeavours.

As the Meeting completed resolving all agendas and there was no further matter for consideration, the Chairman declared the Meeting closed at 4:00 PM.

Chairman of the Meeting
-signature and Company's seal affixed-

Dr. Khammany INTHIRATH

Certified by
-signature-

Rattana PRATHOUMVAN

**ໃບມອບສັນທະ
PROXY**

ຂຽນທີ່.....
Written at
ວັນທີ.....ເດືອນ.....ປີ.....
ວັນທີ, ເດືອນ ແລະ ປີ ເກີດ.....
ສັນຊາດ.....
Nationality date, month and year of birth

(1) ຂ້າພະເຈົ້າ.....
I/We
ບັດປະຈຳຕົວເລກທີ.....
ID card number
ຢູ່ເຮືອນເລກທີ.....
Reside at
ບ້ານ.....
Village
ເມືອງ.....
District
ແຂວງ.....
Province
Road

(2) ເປັນຜູ້ຖືຮຸ້ນຂອງບໍລິສັດຜະລິດ-ໄຟຟ້າລາວມະຫາຊືນ.

Being a shareholder of EDL-Generation Public Company.

ໂດຍຖືຮຸ້ນສາມັນຈຳນວນລວມທັງໝົດ.....ຮຸ້ນຊຶ່ງເທົ່າກັບຈຳນວນສຽງທີ່ຈະລົງຄະແນນສຽງໄດ້.
holding the ordinary shares in the total amount of shares, which are equivalent to the same number of votes.

(3) ຂໍມອບໝາຍໃຫ້

Hereby appoint

☐ (1) ທ່ານ/ທ່ານນາງ.....
Mr./Ms. age years, reside at
ຖະໜົນ.....
Road Village District
ແຂວງ.....
Province Postal Code or

☐ (2) ທ່ານ ຄຳແກ້ວ ວິສິສິມບັດ.....
Mr. Khamkeo VISYSOMBATH age 46 years, resides at 015
ຖະໜົນ.....
Road Village Phonxay District Xaysetha
ແຂວງ.....
Province Vientiane Capital Postal Code 2392 or

☐ (3) ທ່ານ ນາງ ທະວິຈັນ ທ່າງເທບວົງສາ.....
Mrs. Thavichanh THIENGTHEPVONGSA age 49 years, resides at 23/8
ຖະໜົນ.....
Road Village Haiysok District Chathabouly
ແຂວງ.....
Province Vientiane Capital Postal Code 2392 or

☐ (4) ທ່ານ ຣຸສ. ປອ. ພູເພັດ ກຳຽວພິລາວົງ.....
Assoc. Prof. Phouphet KYOPHILAVONG age 47 years, resides at 488.....
ຖະໜົນ.....
Road Village Suanmone District Sisattanak
ແຂວງ.....
Vientiane Capital Postal Code 2392

ຄົນໃດຄົນໜຶ່ງພຽງຄົນດຽວ ເປັນຜູ້ຕາງໜ້າຂອງຂ້າພະເຈົ້າ ເພື່ອເຂົ້າຮ່ວມປະຊຸມ ແລະ ລົງຄະແນນສຽງແທນຂ້າພະເຈົ້າ ໃນກອງປະຊຸມວິສາມັນ ຜູ້ຖືຮຸ້ນຄັ້ງທີ 1/2021 ໃນວັນທີ 03 ມີນາ 2021 ເວລາ 15:00 ໂມງ.

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting No. 1/2021 on 03 March 2021 at 3:00 pm.

ສະຖານທີ່ຫ້ອງປະຊຸມ ຊັ້ນທີ 1 ອາຄານສຳນັກງານ ລັດວິສາຫະກິດໄຟຟ້າລາວ, ຖະໜົນມິດຕະພາບລາວ-ໄທ, ບ້ານທົ່ງກາງ, ເມືອງສີສັດຕະນາກ, ນະຄອນຫຼວງວຽງຈັນຫຼືທີ່ໄດ້ເລື່ອນໄປໃນວັນ, ເວລາ ແລະ ສະຖານທີ່ອື່ນດ້ວຍ.

At meeting room, 1st floor, EDL Headquarters building, Lao-Thai Friendship Road, Thongkang Village, Sisattanak District, Vientiane Capital or any adjournment at any date, time and place thereof.

(4) ຂ້າພະເຈົ້າຂໍມອບໝາຍໃຫ້ຜູ້ຕາງໜ້າລົງຄະແນນສຽງແທນຂ້າພະເຈົ້າໃນກອງປະຊຸມຄັ້ງນີ້ດັ່ງນີ້:

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- ☐ ໃຫ້ຜູ້ຕາງໜ້າມີສິດພິຈາລະນາ ແລະລົງມະຕິແທນຂ້າພະເຈົ້າໄດ້ທຸກປະການຕາມທີ່ເຫັນສົມຄວນ;
To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects;
- ☐ ໃຫ້ຜູ້ຕາງໜ້າລົງຄະແນນສຽງຕາມຄວາມຕ້ອງການຂອງຂ້າພະເຈົ້າແລະມີສິດພິຈາລະນາແລະລົງມະຕິແທນຂ້າພະເຈົ້າໃນບາງວາລະ;
To grant my/our proxy to vote 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;
- ☐ ໃຫ້ຜູ້ຕາງໜ້າລົງຄະແນນສຽງຕາມຄວາມຕ້ອງການຂອງຂ້າພະເຈົ້າ.
To grant my/our proxy to vote as per my/our intention

ວາລະທີ 1: ພິຈາລະນາ ແລະຮັບຮອງບົດບັນທຶກກອງປະຊຸມວິສາມັນຜູ້ຖືຮຸ້ນ ຄັ້ງທີ 1/2020.

Agenda No. 1 To consider and adopt the Minutes of the Extraordinary General Shareholders' Meeting No.1/2020

- ☐ ເຫັນດີ
Approve
- ☐ ບໍ່ເຫັນດີ
Disapprove

ວາລະທີ 2: ພິຈາລະນາ ແລະ ອະນຸມັດການຊອກຫາແຫຼ່ງທຶນ ໂດຍຜ່ານການອອກຈຳໜ່າຍຮຸ້ນກູ້ ແລະ/ຫຼື ການກູ້ຢືມເງິນຈາກສະຖາບັນການເງິນ.

Agenda No. 2 To consider and approve the capital raising plan through debenture issuances and/or borrowings from financial institutions.

- ☐ ເຫັນດີ
Approve
- ☐ ບໍ່ເຫັນດີ
Disapprove

(5) ການລົງຄະແນນສຽງຂອງຜູ້ຕາງໜ້າ ໃນວາລະປະຊຸມໃດທີ່ບໍ່ເປັນໄປຕາມທີ່ລະບຸໄວ້ໃນໃບມອບສັນທະສະບັບນີ້ ໃຫ້ຖືວ່າການລົງຄະແນນສຽງນັ້ນບໍ່ຖືກຕ້ອງ ແລະບໍ່ແມ່ນການລົງຄະແນນສຽງຂອງຂ້າພະເຈົ້າ ໃນຖານະຜູ້ຖືຮຸ້ນ.

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) ໃນກໍລະນີທີ່ຂ້າພະເຈົ້າ ບໍ່ໄດ້ລະບຸຄວາມຕ້ອງການໃນການລົງຄະແນນສຽງ ໃນວາລະປະຊຸມໃດໄວ້ ຫຼືລະບຸໄວ້ບໍ່ຈະແຈ້ງໃຫ້ຖືວ່າເຫັນດີ.

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

ການກະທຳໃດ ທີ່ຜູ້ຕາງໜ້າໄດ້ກະທຳໄປໃນກອງປະຊຸມ, ເວັ້ນແຕ່ກໍລະນີທີ່ຜູ້ຕາງໜ້າບໍ່ລົງຄະແນນສຽງ ຕາມທີ່ຂ້າພະເຈົ້າລະບຸໃນໃບມອບສັນທະສະບັບນີ້, ໃຫ້ຖືວ່າຂ້າພະເຈົ້າໄດ້ກະທຳເອງທຸກຢ່າງ.

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.

ລົງລາຍເຊັນ/Signed ຜູ້ຖືຮຸ້ນທີ່ມອບໝາຍ/Grantor

(.....)

ລົງລາຍເຊັນ/Signed ຜູ້ຕາງໜ້າ/Proxy

(.....)

ໝາຍເຫດ

1. ຜູ້ຖືຮຸ້ນທີ່ມອບໝາຍຈະຕ້ອງມອບໝາຍໃຫ້ຜູ້ຕາງໜ້າພຽງຜູ້ດຽວເປັນຜູ້ເຂົ້າຮ່ວມປະຊຸມແລະລົງຄະແນນສຽງ, ແລະບໍ່ສາມາດແບ່ງແຍກຈຳນວນຮຸ້ນໃຫ້ຜູ້ຕາງໜ້າຫຼາຍຄົນເພື່ອແຍກການລົງຄະແນນສຽງໄດ້.

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. ກົດໝາຍວ່າດ້ວຍທະບຽນສານ (ສະບັບປັບປຸງ) ເລກທີ 11/ສພຊ, ລົງວັນທີ 26 ພະຈິກ 2009, ເພື່ອເປັນການຮັບປະກັນຄວາມຜູກພັນຂອງຜູ້ມອບໝາຍແລະຜູ້ຕາງໜ້າທາງດ້ານກົດໝາຍ, ດັ່ງນັ້ນໃບມອບສັນທະສະບັບນີ້ຈະຕ້ອງໄດ້ນຳໄປຈົດທະບຽນສານ, ໃນນີ້ບໍລິສັດຈະບໍ່ຮັບຜິດຊອບໃດໆໃນກໍລະນີທີ່ໃບມອບສັນທະສະບັບນີ້ທີ່ຍື່ນຕໍ່ບໍລິສັດບໍ່ໄດ້ຈົດທະບຽນສານ.

Pursuant to the Law on Notary (Amended) No. 11/NA, dated 26 November 2009, for the appointment by the shareholder to the proxy to have legal effect, this Proxy must be registered 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 court.

**Documents and Evidences Required to be Presented Prior to Attending the Meeting,
Proxy, Registration and Voting at the Shareholders' Meeting**

For your convenience for the registration process to attend the Extraordinary General Shareholders' Meeting No.1/2021 of EDL-Generation Public Company, the shareholders or the proxies who will attend the Meeting shall bring the invitation to the Meeting, registration form and proxy form for the registration.

The Company reserves the right to allow only the shareholders or the proxies who have proper and complete documents to attend the Meeting.

1. (Valid) documents and evidences required to be presented by the shareholders or the proxies prior to attending the Meeting

1.1. Shareholders who are natural persons

- 1.1.1. Shareholders attending the Meeting themselves shall present valid document 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).
- 1.1.2. Shareholders appointing a proxy to attend the Meeting. A proxy shall present the documents as follows:
 - (1) A proxy form as attached to the invitation to the Meeting, which has been duly completed and signed by the shareholder and the proxy.
 - (2) A copy of valid document of the shareholder issued by governmental authorities as specified in Item 1.1.1., which has been certified true and correct by the shareholder.
 - (3) Valid document of the proxy issued by governmental authorities, e.g. the identification card or passport (for foreign proxy), including the evidence of name or last name change (if any).

1.2. Shareholders who are juristic persons

- 1.2.1. Representatives of shareholders (authorized directors) attending the Meeting themselves shall present the documents as follows:
 - (1) Valid documents of the representatives of the shareholder (authorized directors) issued by governmental authorities, e.g. the identification card or passport (for foreign representatives of the shareholder (authorized directors)), including the evidence of name or last name change (if any).
 - (2) Copies of the Foreign Investment License (if any), the Enterprise Registration Certification (Affidavit), the Articles of Association and the Tax Certificate (of the latest 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 directors).

1.2.2. Shareholders appointing a proxy to attend the Meeting. A proxy shall provide the documents as follows:

- (1) A proxy form as attached to the invitation to the Meeting which has been duly completed and signed by the shareholder and the proxy.
- (2) Copies of the Foreign Investment License (if any), the Enterprise Registration Certification (Affidavit), the Articles of Association and the Tax Certificate (of the latest year) of the shareholder specifying that the representatives of the juristic person are duly authorized to represent the shareholder, which have been certified true and correct by the representatives of the shareholder (authorized directors).
- (3) Valid documents of the representatives of the shareholder (authorized directors) issued by governmental authorities as specified in Item 1.2.1(1), which have been certified true and correct by the representatives of the shareholder (authorized directors).
- (4) Valid document of the proxy issued by governmental authorities, e.g. the identification card, or passport (for foreign proxy), including the evidence of name or last name change (if any).

1.2.3. Shareholders who are foreign juristic persons

- (1) Please follow the instructions in Item 1.2.1 or Item 1.2.2, as the case may be.
- (2) Documents of foreign juristic person shall be translated into Lao or English, and such translation shall be certified by the representatives (authorized directors) of such foreign juristic persons.

2. 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:

- 2.1. Appoint any person or one of the directors of the Company to attend and vote at the Meeting on the shareholder's behalf by specifying the name and details of 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.
- 2.2. Return the duly completed proxy form to the Company Secretary Office before **03 March 2021** or at least an hour before the Meeting starts for verification of documents.

In this regard, shareholders may not split shares to appoint several proxies to split votes in the Meeting. Each of the shareholders shall authorize the proxy to cast the votes equalling to the same number of shares held by such shareholder, and shall not appoint only parts of the shares held by such shareholder.

3. Registration

The Company will start the registration process for attending the Extraordinary General Shareholders' Meeting No.1/2021 of EDL-Generation Public Company 2 hours before the Meeting starts or from 1.30 p.m. - 3.00 p.m. on **03 March 2021**, at Meeting Room, 1st Floor, EDL Headquarters Building, Lao-Thai Friendship Road, Thongkang Village, Sisattanak District, Vientiane Capital. Please refer to the map attached.

In each Agenda, the Company will temporarily suspend the registration process before voting and will re-open the registration process again after the completion of vote counting.

4. Voting

4.1. Voting Regulation

- (1) One share is entitled to one vote. Shareholders shall only cast the votes equalling to the same number of shares held.
- (2) The Company will prepare ballots for every agenda which requires votes. In this regard, the Company will distribute the ballots to the shareholders and proxies at the time of registration. Except for the case of proxy in which the voting has been clearly specified in the proxy form, the Company will not distribute the ballots to the proxies. The shareholders and the proxies who register after the Meeting has commenced will receive only the ballots for the remaining agenda.

4.2. Voting Procedures in Each Agenda

In casting votes in each agenda, the Chairman will ask if anyone disapproves in order to save time of the shareholders and the proxies as a whole. The shareholders and the proxies who approve shall not put any mark in the ballots, while 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. Except for the 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.

In this regard, in the event that the shareholders or the proxies submit their disapproval ballots after the Chairman has announced the voting result of each Agenda to the Meeting, the Company will disregard such disapproval votes.

4.3. Vote Counting and Announcement of Voting Result

Prior to the commencement of the Meeting, Managing Director of the company shall explain the vote counting procedures to the Meeting. The Company will count the votes and inform the voting result to the Meeting before each agenda is finished.

The Company will deduct the disapproval votes from the total votes. The remaining votes will be deemed as approval votes.

ແຜນທີ່ ຂອງສະຖານທີ່ຈັດກອງປະຊຸມວິສາມັນຜູ້ຖືຮຸ້ນ ຄັ້ງທີ 1/2021

Map of the Meeting Venue

