

(Translation)

LAO PEOPLE'S DEMOCRATIC REPUBLIC
PEACE INDEPENDENCE DEMOCRACY UNITY PROSPERITY

EDL-Generation Public Company



No: 2252/EDL-Gen
Vientiane Capital, dated 28 July 2016

INVITATION LETTER

To: Shareholders of EDL-Generation Public Company

Subject: Invitation to the Extraordinary General Shareholders' Meeting No.1/2016

- Pursuant to the resolution of the Extraordinary Board of Directors' Meeting No. 2/2016 of EDL-Generation Public Company, dated 08 July 2016.
- Pursuant to the resolution of the Extraordinary Board of Directors' Meeting No. 3/2016 of EDL-Generation Public Company, dated 26 July 2016.

EDL-Generation Public Company (the "**Company**") is honored to invite you to attend the Extraordinary General Shareholders' Meeting No. 1/2016 on **12 August 2016** at 3:00 p.m. (registration process starts at 1:00 p.m.), at Meeting Room, 1st Floor, EDL Headquarter Building, Lao-Thai Friendship Road, Thongkang Village, Sisattanak District, Vientiane Capital. The Company has announced the date, time and agenda of the Extraordinary General Shareholders' Meeting No. 1/2016 on the websites of the Company (www.edlgen.com.la) and the Lao Securities Exchange (www.lsx.com.la).

The shareholder register book shall be closed to determine the rights of shareholders to attend the Extraordinary General Shareholders' Meeting No. 1/2016 on **26 July 2016**.

We hope that you will give a time to attend this Meeting.

Sincerely yours,

Managing Director

-signature-

Rattana PRATHOUMVAN

Attachments:

1. Agenda of the Extraordinary General Shareholders' Meeting No. 1/2016.
2. Minutes of the Annual General Shareholders' Meeting for the year 2015.
3. Curriculum Vitae of the Managing Director and the two Deputy Managing Directors.
4. Proxy Form.
5. Documents and evidences required to be presented prior to attending the meeting, proxy registration and voting at the Extraordinary General Shareholders' Meeting.
6. Map of the Extraordinary General Shareholders' Meeting No. 1/2016 place.

Remarks:

1. All shareholders shall obtain the invitation letter and all attachments at the Lao Securities Exchange, starting from 29 July 2016, 4th Floor, Settlement and Depository Department, Phonthan Neua Village, T4 Road, Saysetha District, Vientiane Capital Tel: (856-21) 454 361-4, Fax: (856-21) 454361-4.
2. For the shareholders who wish to attend the Meeting yourselves, please present the identification cards or passports (for foreign shareholders) on the meeting date to identify yourselves for attending the Meeting.
3. If any 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 in the **Attachment 4**.
4. The proxy who will be attending the Meeting must present documents or evidences to identify himself/herself for attending the Meeting, according to the details specified in the **Attachment 5** attached hereto, and submit to the Chairman of the Meeting and/or a person authorized by the Chairman before attending the Meeting.
5. If any shareholder wishes to appoint a 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 the ☐ in front of the name of one of the directors as provided in the Proxy Form to be the proxy, and please submit such Proxy Form, including supporting documents to 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, and **please deliver to the Company before 12 August 2016**.
6. If you have any queries or questions in relation to the proxy appointment, you may contact the Company Tel: (856-20) 5454 9978 Mrs. Phokhine UPPHAY and (856-20) 2224 8202 Mr. Bounkeuth XAYASONE, during the office hours.



Agenda 1. To consider and adopt the Minutes of the Annual General Shareholders' Meeting for the year 2015.

Detail and Background:

The Annual General Shareholders' Meeting for the year 2015 was convened on **25 April 2016**. The Minutes of the Annual General Shareholders' Meeting has been proposed to the shareholders' meeting to consider and adopt, details of which appear in the **Attachment 2** attached hereto.

Board of Directors' opinion:

The minutes of the meeting were recorded accurately and completely so that the Annual General shareholders' meeting shall approve the Minutes of the Annual General Shareholders' Meeting for the year 2015, held on 25 April 2016.

Required Votes:

The Law on Enterprises stipulates that this agenda must be approved by the votes of more than half of the total votes in the Meeting.

Agenda 2. To consider and approve the appointment a new Managing Director (CEO) to continue to perform duties of the Company in replacement the former Managing Director (CEO), the appointment of a new Vice Chairman of Board of Directors, the decrease of number of directors and determination of the authority of the Board of Directors who can sign to bind the company.

Detail and Background:

Due to the Managing Director of the Company were taken on new responsibilities to the Managing Director of Electricite Du Laos (EDL) as the agreement No. 210/PM, dated 05/07/2016 re: the appointment of the Managing Director of EDL.

To make the corporate management of the Company continuously. The Company propose the meeting consider to approve the appointment of Mrs. Rattana PRATHOUMVAN to be a new Managing Director (CEO) to continue to perform duties of the Company in replacement the former Managing Director (CEO), the brief biography Managing Director is provided with the detail in **the attachment 3**. And propose to approve the appointment of Mr. Bounoum SYVANPHENG Director of the Company/Managing Director of EDL to be a Vice Chairman of Board of Directors in replacement Mr. Sisavath THIRAVONG the former of Vice Chairman of Board of Directors of the Company to take on new responsibilities and propose to approve the decrease of number of directors of the Company from 10 directors to 9 directors, namely:

1. Dr. Khammany INTHIRATH	Chairman
2. Mr. Bounoum SYVANPHENG	Vice Chairman
3. Mrs. Rattana PRATHOUMVAN	Director/Managing Director
4. Mr. Bounma MANIVONG	Director
5. Mrs. Vanida SAVADDY	Director
6. Mr. Sychath BOUTSAKITIRATH	Director
7. Assoc. Prof. Dr. Kongsy SENGMAHY	Independent Director
8. Prof. Dr. Khamlusa NOUANSAVANH	Independent Director
9. Assoc. Prof. Khampheui PHOMMACHANH	Independent Director



And determination of the authority who can sign to bind the Company to be as follows:

- 1). Any one of the chairman of the Board of Directors or the vice chairman of the 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.

Board of Directors' opinion:

The Board of Directors has thoroughly considered and is of the opinion that the shareholders' meeting shall approve the appointment a new Managing Director (CEO) to continue to perform duties of the Company in replacement the former Managing Director (CEO), the appointment of a new Vice Chairman of Board of Directors, the decrease of number of directors and determination of the authority of the Board of Directors who can sign to bind the company.

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 3. To consider and approve the appointment of the two Deputy Managing Directors.

Detail and Background:

According to the business operation plan of the Company increasingly growing and to achieve the company's business target. The Company proposed to approve the appointment of the two Deputy Managing Directors, the brief biography is provided with the detail in **the attachment 3**. Namely:

- (1) Mr. Thongphet DOUNGNGEUN to be a Deputy Managing Director (Chief Business Development Officer (CBDO));
- (2) Mr. Phoummy NETIBANDITH to be a Deputy Managing Director (Chief Operation Officer (COO)).

Board of Directors' opinion:

The Board of Directors has thoroughly considered and is of the opinion that the shareholders' meeting shall approve the appointment of the two Deputy Managing Directors such as proposed.

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 4. To consider and approve the amendments to the Articles of Association of the Company in Article 9 Directors and Article 12 Board of Directors.

Detail and Background:

Due to a changed of a new Managing Director of the Company and to make the performance management administration of the Company perform on the right and related to the law and the regulations, propose to the meeting consider to approve the amendments to the Article of Association of the Company in Article 9 Directors and Article 12 Board of Directors as follows:

Article 9. (New) Directors

EDL-Generation Public Company comprises 09 Directors, which are:

A. The directors who are shareholders:

1. Name and surname: Mr. Khammany INTHIRATH
2. Name and surname: Mr. Bounoum SYVANPHENG
3. Name and surname: Mrs. Rattana PRATHOUMVAN (Managing Director (CEO))
4. Name and surname: Mr. Bounma MANIVONG
5. Name and surname: Mrs. Vanida SAVADDY

B. The directors who are outsourced (if any):

The first Director:

- Name and surname: Mr. Sychath BOUTSAKITRIRATH;
- Nationality Lao;
- Current address: No. 12, Unit 1, Bonangoua Village, Chanthabouly District, ... Province, Vientiane Capital.

The Second Director (Independent)

- Name and surname: Assoc. Prof. Dr. Kongsy SENGMAHY;
- Nationality Lao;
- Current address: No. 645, Unit 37, Phontongchommani Village, Chanthabouly District, ... Province, Vientiane Capital

The Third Director (Independent)

- Name and surname: Assoc. Prof. Dr. Khamlusa NOUANSAVANH;
- Nationality Lao;
- Current address: No. 44, Unit 04, Dongpalab Village, Chanthabouly District, ... Province, Vientiane Capital

The Fourth Director (Independent)

- Name and surname: Assoc. Prof. Khamphuei PHOMMACHAN;
- Nationality Lao;
- Current address: No. 074, Unit 03, Dongdok Village, Xaythany District, ... Province, Vientiane Capital

Article 12. (New) Board of Directors

EDL-Generation Public Company has agreed in relation to the Board of Directors as follows (choosing by making “✓” in the parentheses);

- (✓) To have the Board of Directors which is composed of:
 - Chairman (Name and Surname: Mr. Khammany INTHIRATH);
 - Vice Chairman (Name and Surname: Mr. Bounoum SYVANPHENG);
 - Directors.....09.....persons;
 - Expert.....person.
- () To have the Board of Directors, where the Company has two directors or more, according to the appointment of the Shareholders' Meeting;
- () To have the Board of Directors as per the condition specified in Paragraph 1 of Article 134 of the Law on Enterprises.

Board of Directors' opinion:

The Board of Directors has thoroughly considered and agreed that approved the amendments to the Articles of Association of the Company in Article 9 Directors and Article 12 Board of Directors as above mentioned.

Required Votes:

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

Agenda 5. To consider and approve the issuance and offering of the Corporate Debenture to US Dollar currency.**Detail and Background:**

To achieve the company's business target i.e: according to its business expansion plan and to create the shareholder's value. Thus, the Company propose to the meeting shall be approve the issuance and offering of the Corporate Debenture to US Dollar currency as details follows:

Purpose: To investment in Pak Beng hydropower project and Nam Theun 1 hydropower project, to investment in Xeset 2 hydropower project expansion, Selabam hydropower project expansion, Solar power project, Nam Dik hydropower project, the overhaul of Xeset hydropower project, the overhaul of Nam Mang 3 hydropower project and financing cost of Nam Phoun hydropower project and Nam Bi hydropower project and/or invest in related business and/or for working capital in the company as follows:

No.	Name of project	MW	Hold of stake	Equity MW	Budget Plan USD	Expected COD
Owned 100%						
1	Selabam (Expansion)	8	100%	8	5.96	2017
2	Xeset (Expansion)	10	100%	10	2.00	2017
	Total (1)	18		18	7.96	
Investment in IPP						
1	Nam Theun 1	650	15%	97.5	64.71	2022
2	Pak Beng	912	19%	173.3	131.10	2023
3	Solar Power	32	60%	19.2	37.00	2017
4	Nam Dik 1,2,3	40	70%	28.0	28.0	2021
	Total (2)	1.634		318.0	260.81	
Overhaul project and Financing Cost						
1	Xeset 1-2 Overhaul	-	-	-	8.1	2016
2	Nam Mang 3 Overhaul	-	-	-	21.3	2016
3	Nam Phoun Finance Cost	45	51%	22.95	3.85	2019
4	Nam Bi 1,2,3 Finance Cost	130	80%	104.00	46.15	2022
	Total (3)	175		126.95	79.40	
	Total (1)+(2)+(3)			348.17		

Type of debenture: Debenture (Unsecured bond).

Currency: US Dollar and/or other appropriate currencies in an equivalent amount calculated at the exchange rate at the time of debenture issuance and offering.

Total amount:	When estimated in USD, the approximate amount of the issue is USD 300-350 Million.
Interest rate:	Subject to credit rating result of the company and the market situation at the time of issuance and offering debenture determined by the Board of Directors.
Maturity:	According to the budget plan and situation of the market while offering.
Offering:	Full amount to be offered domestic and/or internationally, to general and/or specific investors and/or major investors and/or domestically and/or International Institutional investors according to the relevant or enforced regulation and enforceable at the time of issuance and offering debenture.

And this matter propose to the Extraordinary General Shareholders' Meeting No. 1/2016 for further consideration the authorization to the Board of Directors and/or any person designated by the Board of Directors to negotiate the agreement and relevant documents as well as to perform other actions relevant and necessary with the mentioned issuance and offering debenture to comply with all applicable laws, including without limited to the determination of condition and other relevant details of the issuance debenture such as: type, maturity, amount, interest rate, duration and method of allocation, details on offering to secondary market of the debenture, seeking an approval from relevant authorities, and preparing, providing information and submitting document to the Lao Securities Commission Office, Credit Rating Agency and/or any relevant organization concerning the issuance and offering the mentioned debenture, appointment of debenture distributor and/or underwriter and/or consultant and related persons, appointment of debenture's representative, as well as to seek approval from relevant authorities and to negotiate, and sign relevant documents and agreement, as well as to perform other action relevant and necessary and related to the debenture issuance.

Board of Directors' opinion:

The Board of Directors has thoroughly considered and agreed that the issuance and offering of the Corporate Debenture to US Dollar currency and the authorization as said above mentioned.

Required Votes:

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

**Minutes of the Annual General Shareholders' Meeting for the year 2015,
dated 25 April 2016**



LAO PEOPLE'S DEMOCRATIC REPUBLIC
PEACE INDEPENDENCE DEMOCRACY UNITY PROSPERITY

EDL-Generation Public Company



Vientiane Capital, Date 05 May 2016

Minutes of the Annual General Shareholders' Meeting for the Year 2015
EDL-Generation Public Company

The Meeting was held on 25 April 2016 at 15:00 p.m. at Meeting Room 1st Floor, EDL Headquarter Building, Lao-Thai Friendship Road, Thongkang Village, Sisattanak District, Vientiane Capital. Mr. Sisavath THIRAVONG Vice Chairman of Board of Directors acted as the Chairman of the Meeting; due to Dr. Khammany INTHIRATH, Chairman of the Board of Directors wasn't able to attend the meeting and be authorized to Mr. Sisavath THIRAVONG was a chairman in the Annual General Shareholders' Meeting for the year 2015, according to authorize letter No. 625 dated 22 April 2016.

There were 213 shareholders attending the Meeting in person and 549 shareholders attending the Meeting by proxy, totaling 762 shareholders, holding the total of **1,478,115,772** shares, representing **82.02** percent of the total paid-up shares of the company, thereby forming a quorum pursuant to the Enterprise Law and the Articles of Association of the Company.

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

- | | |
|---|--|
| 1. Mr. Sisavath THIRAVONG | Positions: Vice Chairman of the Board of Directors of EDL-Generation Public Company (EDL-Gen or the " Company ") / Managing Director of Electricity Du Laos (EDL) |
| 2. Mr. Bounoum SYVANPHENG | Positions: Director of EDL-Gen / Managing Director (CEO) of EDL-Gen |
| 3. Mrs. Rattana PRATHOUMVAN | Positions: Director / Deputy Managing Director (COO) of EDL-Gen |
| 4. Mr. Bounma MANIVONG | Positions: Director of EDL-Gen / Deputy Managing Director of ELECTRICITE DU LAOS (EDL) |
| 5. Mrs. Vanida SAVADDY | Positions: Director of EDL-Gen / Deputy Director of International Cooperation Department, Ministry of Finance |
| 6. Mr. Sychath BOUTSAKITIRATH | Positions: Director of EDL-Gen / Deputy Director of Department of Energy Business, Ministry of Energy and Mines |
| 7. Assoc. Prof. Dr. Kongsy SENGMANY | Positions: Independent Director of EDL-Gen/ Deputy Minister of Ministry of Education and Sports |
| 8. Prof. Dr. Khamlusa NOUANSAVANH | Positions: Independent Director of EDL-Gen / General Director of Department of Student Affairs, Ministry of Education and Sports |
| 9. Assoc. Prof. Khampheui PHOMMACHAN | Positions: Independent Director of EDL-Gen / Head of the Office of Financial Plan, National University of Lao PDR |

In addition, there were representatives from the Lao Securities Commission Office, the Lao Securities Exchange, representatives from external auditors, the inspection committee for the conduct of meeting and voting, the Committee to monitor and evaluate the meeting and internal audit committee of the Company attending the Meeting as follows:

Prior to the commencement of the Meeting, Mr. Bounoum SYVANPHENG Managing Director has informed the Meeting the voting procedures as per the following details:

1. Voting:

- Each shareholder is entitled to the votes equaling 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 and will ask the shareholders who disapprove to raise their hands.
 - * If there are the shareholders who disapprove and raise their hands, such shareholders shall put a mark in the disapprove box in the ballots which were distributed by the Company's staff members before attending the Meeting. The Company's staff members will collect the ballots for vote counting. The shareholders who do not raise their hands will be deemed that they approve as proposed to the Meeting for consideration.
 - * If there is no shareholder raising their hands, 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 put any mark in the ballots.

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 results 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.

After that Mr. Bounoum SYVANPHENG, Managing Director has convened the Meeting according to the agenda as per the details as follows:

Agenda 1. Result of Resolutions of previous Annual General Shareholders' Meeting.

Mr. Bounoum SYVANPHENG, Managing Director reported the result of resolutions of previous Annual General Shareholders' Meeting to shareholders. The Annual General Shareholders' Meeting for the year 2014 was held on 28 April 2015 their consist of 9 agendas, specifically 3 agendas: agenda 7, agenda 8 and agenda 9. Thus, summarize as follows:

1. Agenda 1, 2, 3, 4, 5, 6 and 8 was the implementation as the meeting s' opinion.
2. Agenda 7: Approved the Asset transfer of Nam Khan2 Hydropower project and Houay Lamphan Gnai Hydropower Project from Electricite Du Laos (EDL):

2.1 Nam Khan2 Hydropower Project with installed capacity of 130 MW, cost approximatly of USD 336.16 Million.

2.2 Houay Lamphan Gnai Hydropower Project with installed capacity of 88 MW, cost approximatly of USD 226.73 Million.

Both projects are completed transfer under project assets transfer agreement between Electricite Du Laos (EDL) and EDL-Generation Public Company on 24 December 2015.

3. Agenda 9: Approved the increase of the Company's registered capital by issuing not exceeding 464,783,334 new ordinary shares at the par value of 4,000 Kip per share and shall be offered for sale to the existing shareholders and/or the specific shareholders and/or public offering. The shares of the company is increase from 1,226,216,765 shares to 1,679,303,697 shares.

The result of implementation, the action were completed for selling ordinary share during 28 August 2015 to 8 September 2015 to issuing the existing shareholders (Right Offering) 408,738,922 shares at the price 6,000 Kip approximately of 2,452.43 Billion Kip and issuing to the public (Public Offering) 44,348,010 shares at the price 6,800 Kip approximately of 301.56 Billion Kip.

The result of issuing the Company's register capital RO, PO the share has exceeding to 4,066,930 shares which equal to 23.20 Billion Kip that deemed successful 100%.

The Annual General Shareholders' Meeting acknowledged the report presented by Managing Director. This agenda does not require shareholders' voting.

Agenda 2. To consider and adopt the Minutes of the Annual General Shareholders' Meeting for the year 2014.

Mr. Bounoum SYVANPHENG, Managing Director, proposed the Minutes of the Annual General Shareholders' Meeting for the year 2014, which was held on 28 April 2015 to the Meeting, details of which appeared in a copy of the said minutes attached to the Invitation to this Meeting; and the Board of Directors was of the opinion that the Meeting should consider and adopt the Minutes of the Annual General Shareholders' Meeting for the year 2014.

The Chairman encouraged questions and suggestions from the Meeting and there was none.

The Chairman then proposed that the Meeting to consider and adopt the Minutes of the Annual General Shareholders' Meeting for the year 2014 as per the details proposed. In this regard, the Meeting must adopt such minutes by the votes of more than half of the total votes attending the Meeting.

Resolution: The Meeting has thoroughly considered and the unanimous resolution adopt the Minutes of the Annual General Shareholders' Meeting for the year 2014, held on 28 April 2015.

The meeting resolved with the votes of more than half of the shareholder attending the meeting as follow:

- **Approved with 1,479,039,925 votes equivalent to 99.99 percent of the total votes attending the meeting**
- **Disapproved with 700 votes equivalent to 0.00005 percent of the total votes attending the meeting**

Agenda 3. To consider and adopt the financial statements of the company for the first 6-month-period of the year 2015 (01/01/2015-30/06/2015) and the dividend payment from the business operating result for the first 6-month-period of the year 2015.

Mr. Bounoum SYVANPHENG, Managing Director, informed the meeting that pursuant to the authorization from Annual General Shareholders' Meeting of the year 2012, dated 22 April 2013. The Company has a net profit from the business operating result of the Company for the first 6-month-period of 2015 in the total net profit amount of 258.56 Billion Kip, which were reviewed by the independent auditor and disclosed to the company (www.edlgen.com.la) and the Lao Securities Exchange (www.lsx.com.la) websites.

The Company paid the dividend for the first 6-month-period of the year 2015 to shareholders whose names appear in the shareholder register book on the closing date of the shareholder register book, which determined the right of shareholder to receiving the dividend, dated **09 October 2015**, at the rate of **110 Kip** per share. The total of dividend had been paid of approximately **184.72 Billion Kip** and had been paid to shareholder on dated **16 October 2015**.

The Board of Directors was of the opinion the the Meeting should consider and adopt the financial statements of the company for the first 6-month-period of the year 2015 and the dividend payment from the business operating result for the first-6-month period of the year 2015 as said above.

The Chairman encouraged questions and suggestions from the Meeting and there was none.

The Chairman then proposed to the Meeting to consider and adopt the financial statements of the company for the first 6-month-period of the year 2015 and the dividend payment from the business operating result for the first 6-month-period of the year 2015 and as per the details proposed. In this regard, the Meeting must adopt such matters by the votes of more than half of the total votes attending the Meeting.

Resolution: The Meeting has thoroughly considered and the unanimous resolution adopt the dividend payment from the business operating result for the first 6-month-period of the year 2015 and the financial statements of the company for the first 6-month-period of the year 2015.

The meeting resolved with the votes of more than half of the shareholder attending the meeting as follow:

- **Approved with 1,479,038,825 votes equivalent to 99.99 percent of the total votes attending the meeting**
- **Disapproved with 1,800 votes equivalent to 0.00012 percent of the total votes attending the meeting**

Agenda 4. To consider and adopt the report on the business operating result of the Company for the year 2015, the financial statements of the Company for the year 2015, and the business plan of the Company for the year 2016.

Mr. Bounoum SYVANPHENG, Managing Director, proposed the report on the business operating result of the Company for the year 2015, the financial statements of the Company for the year 2015, and the business plan of the Company for the year 2016 as follows:

The year 2015 was the fifth year that the Company has operated its business of generating electricity for whole sale to ELECTRICITE DE LAOS (EDL). In February 2015, EDL-Gen was success purchase shares of Nam Ngum 5 Hydropower Plant (hold 15% of stake) with equity megawatt of 18 MW and in December 2015 was purchase three hydropower projects from EDL, the total installed capacity of 1,131 MW. Furthermore, to continued expansion of installed capacity, the Company accomplished its 3rd increase company registered capital in middle of 2015 which resulting in a present registered capital increased to 6,717 Billion Kip and 1,679 Million Shares.

The Company paid loyalty fee regularly and enhance human resource firmly along with supporting society and environment. The Company arranges some activities cooperating with local people living near the Company's dam site. The main activities are planting trees releasing fish and the details of the activities are attached with the invitation card.

The Company has a net profit from the business operating result of 2015 in total of 640.84 Billion Kip, the Company paid for the dividend to shareholders on 16 October 2015. The financial statements of 2015 which were reviewed by the independent auditor. Details of which appear in the invitation card and disclosed to the company (www.edlgen.com.la) and the Lao Securities Exchange (www.lsx.com.la) websites.

In the year 2016, based on the policy of the Company relating to the distribution of reasonable dividend to its shareholders and to make sure that electricity generation business can be growing in sustainable manner for the year 2016. The Company plans the business operation to set target which is a tendency in revenue that high performance and set target as oriented in the expense. The Company will carry on to invest in Hydropower Projects as follows:

1. Investment in EDL-Wholly owned Projects
2. Investment in EDL's shareholder Project
3. Investment in the Company owned and Joint venture Projects both domestic and foreign

(Details of which appear in the invitation card and disclosed to the company (www.edlgen.com.la) and the Lao Securities Exchange (www.lsx.com.la) websites).

The Board of Directors has thoroughly considered and is of the opinion that the shareholders' meeting shall approve the report on the business operating result of the Company for the year 2015, the financial statements of the Company for the year 2015, and the business plan of the Company for the year 2016.

The Chairman encouraged questions and suggestions from the Meeting.

As there was no further question, The Chairman then proposed to the Meeting to consider and adopt the report on the business operating result of the Company for the year 2015, the financial statements of the Company for the year 2015, and the business plan of the Company for the year 2016 as per the details proposed. In this regard, the Meeting must adopt such matters by the votes of more than half of the total votes attending the Meeting.

Resolution: The Meeting has thoroughly considered and the unanimous resolution adopt the business operating result of the Company for the year 2015, the financial statements of the Company for the year 2015, and the business plan of the Company for the year 2016.

The meeting resolved with the votes of more than half of the shareholder attending the meeting as follow:

- Approved with 1,479,041,625 votes equivalent to 99.99 percent of the total votes attending the meeting
- Disapproved with 700 votes equivalent to 0.00005 percent of the total votes attending the meeting

Agenda 5. To consider and approve the dividend payment from the business operating result for the last 6-month-period of 2015 (01/07/2015 - 31/12/2015).

Mr. Bounoum SYVANPHENG, Managing Director reported to the Meeting to approve the dividend payment from the business operating result for the last 6-month-period of 2015 (01/07/2015 - 31/12/2015), pursuant to the Articles of Association of the Company, the Company has the policy to pay dividend at the rate of at least 50 percent of the net profits after deducting legal reserve fund and other reserve funds (if any) every year. The dividend payment will be subject to the economic conditions and various future investment plans.

The Company has a net profit from the business operating result of the Company for the last 6-month-period of 2015 (1/07/2015 - 31/12/2015) in the total amount of **382.27** Billion Kip. Proposed to the Annual General Shareholders' Meeting should consider and approve the dividend payment from the business operating result of the Company for the last 6-month-period of 2015 after deducting legal reserve fund, reserve funds for power plant repair and business expansion and bonus for employees, to the shareholders whose names appear in the shareholder register book on the closing date of the shareholder register book to determine the rights of shareholders to receive dividend on **19 April 2016** at the rate of **150 Kip** per share, with the total dividend to be paid of **251.89** Billion Kip. The dividend payment will be made on **6 May 2016**.

The Board of Directors has thoroughly considered and is of the opinion that the shareholders' meeting shall approve the dividend payment as said above.

The Chairman encouraged questions and suggestions from the Meeting and there was none. The Chairman then proposed to the Meeting to consider and approve the dividend payment from the business operating result for the last 6-month-period of 2015. In this regard, the Meeting must adopt such matters by the votes of more than half of the total votes attending the Meeting.

Resolution: The Meeting has thoroughly considered and the unanimous resolution approved the dividend payment from the business operating result for the last 6-month-period of 2015 (1/07/2015 - 31/12/2015) after deducting legal reserve fund, reserve funds for power plant repair and business expansion and bonus for employees, to the shareholders whose names appear in the shareholder register book on the closing date of the shareholder register book to determine the rights of shareholders to receive dividend on 19 April 2016 at the rate of 150 Kip per share, with the total dividend to be paid of 251.89 Billion Kip. The dividend payment will be made on 6 May 2016.

The meeting resolved with the votes of more than half of the shareholder attending the meeting as follow:

- **Approved with 1,479,038,625 votes equivalent to 99.99 percent of the total votes attending the meeting**
- **Disapproved with 3,700 votes equivalent to 0.00025 percent of the total votes attending the meeting**

Agenda 6. To consider and approve the appointment of the independent auditor and the determination of the remuneration of the independent auditor for the year 2016.

Mr. Bounoum SYVANPHENG, Managing Director reported to the Meeting that to consider and approve the appointment of the independent auditor and the determination of the remuneration of the independent auditor for the year 2016, pursuant to the Article 154 of the Enterprises Law concerned rights and duties of the ordinary shareholders' meeting and according to the regulation on accounting and audit securities No. 001/LSC, dated 7 April 2015, subjected to article 38 determined the independent auditor 5 years age, in the past is the firm from Price Waterhouse Coopers (Lao) Limited (PWC) to review the audit of the company from 2011-2015.

Thus, the Company proposed to appoint the independent auditors, i.e. Klynveld Peat Marwick Goerdeler (KPMG) to be the independent auditor of the Company for the year 2016. Due to KPMG has been winning the bid and KPMG was adopted by Lao Securities Commission Office to be the independent, review accounting of the Company and the remuneration of the independent auditors for the year 2016 shall be USD 82,000.

The Board of Directors has thoroughly considered and is of the opinion that the shareholders' meeting shall approve the appointment of the independent auditor and the determination of the remuneration of the independent auditor.

The Chairman encouraged questions and suggestions from the Meeting.

As there was no further for questions, the Chairman then proposed to the Meeting to consider and approve the appointment of the independent auditor and the determination of the remuneration of the independent auditor for the year 2016. In this regard, the Meeting must adopt such matters by the votes of more than half of the total votes attending the Meeting.

Resolution: The Meeting has thoroughly considered and the unanimous resolution approved the appointment of the independent Auditors i.e. Klynveld Peat Marwick Goerdeler (KPMG) to be the independent auditor of the Company for the year 2016 and the remuneration of the independent auditors for the year 2016 shall be USD 82,000; as per the following votes:

- **Approved with 1,479,036,834 votes equivalent to 99.99 percent of the total votes attending the meeting**
- **Disapproved with 5,491 votes equivalent to 0.00037 percent of the total votes attending the meeting**

Agenda 7. To consider and approve the members of the Board of Directors in replacement of the members of the Board of Directors whose term are finished.

The Managing Director reported to the meeting that to consider and approve the members of the Board of Directors in replacement of the members of the Board of Directors whose term are finished, pursuant to the Article 154 of the Law on enterprises (Edition) concerned rights and duties of the ordinary shareholders' meeting.

Pursuant to the minutes of the shareholder's Annual General Meeting for the year 2013 dated 5 May 2014, agenda 6, paragraph 4, the term of Board of Directors is two years beginning from the year 2013 Annual General Shareholders' Meeting. Currently, the Board of Directors, whose term has terminated, namely:

1. Dr. Khammany INTHIRATH	Chairman
2. Mr. Sisavath THIRAVONG	Vice Chairman
3. Mr. Bounoum SYVANPHENG	Director
4. Mrs. Rattana PRATHOUMVAN	Director
5. Mr. Bounma MANIVONG	Director
6. Mrs. Vanida SAVADDY	Director
7. Mr. Sychath BOUTSAKITIRATH	Director
8. Assoc. Prof. Dr. Kongsy SENGMAHY	Independent Director
9. Prof. Dr. Khamlusa NOUANSAVANH	Independent Director
10. Assoc. Prof. Khamphui PHOMMACHANH	Independent Director

The brief biography of each director is provided with the detail in the attachment to the invitation.

Because of the above mentioned directors have prestigious educational qualification, great competency and overwhelming business experience, enthusiastically contribute to the operation of the company and regularly attend the board of directors' meeting.

The company has proposed the above mentioned directors to continue to perform their roles for another term beginning from the year 2015 Annual General Shareholders' Meeting.

And the determination of the authority of directors who can sign to bind the company to be as follows:

1. Any one of the chairman of the Board of Directors or the vice chairman of the 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 Board of Directors has thoroughly considered and is of the opinion that the shareholders' meeting shall approve the members of the Board of Directors in replacement of the members of the Board of Directors whose term are finished and the authority of directors who can sign to bind the company.

The Chairman encouraged questions and suggestions from the Meeting.

As there was no further for questions, the Chairman then proposed to the Meeting to consider and approve the members of the Board of Directors in replacement of the members of the Board of Directors whose term are finished. In this regard, the Meeting must approve such matters by the votes of more than half of the total votes attending the Meeting.

Resolution: The Meeting has thoroughly considered and the unanimous resolution approved the members of the Board of Directors in replacement of the members of the Board of Directors whose term are finished to perform their roles for another term beginning from the year 2015 Annual General Shareholders' Meeting, namely:

- | | | |
|-----|-----------------------------------|----------------------|
| 1. | Dr. Khammany INTHIRATH | Chairman |
| 2. | Mr. Sisavath THIRAVONG | Vice Chairman |
| 3. | Mr. Bounoum SYVANPHENG | Director |
| 4. | Mrs.Rattana PRATHOUMVAN | Director |
| 5. | Mr. Bounma MANIVONG | Director |
| 6. | Mrs. Vanida SAVADDY | Director |
| 7. | Mr. Sychath BOUTSAKITIRATH | Director |
| 8. | Assoc.Prof. Dr. Kongsy SENGMAHY | Independent Director |
| 9. | Prof. Dr. Khamlusa NOUANSAVANH | Independent Director |
| 10. | Assoc.Prof. Khampheui PHOMMACHANH | Independent Director |

And the determination of the authority of directors who can sign to bind the company to be as follows:

1. Any one of the chairman of the Board of Directors or the vice chairman of the 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 meeting resolved with the votes of more than half of the shareholder attending the meeting as follow:

- Approved with 1,479,057,692 votes equivalent to 99.99 percent of the total votes attending the meeting
- Disapproved with 3,833 votes equivalent to 0.00026 percent of the total votes attending the meeting

Agenda 8. To consider and approve the purchase of Hydropower Projects from Electricite Du Laos (EDL), fundraising through investment by the 3rd increase company's registered capital.

The Managing Director reported to the meeting: to achieve the company's business target, the Annual General Shareholder's meeting is proposed to consider on the purchase of Hydropower Projects from Electricite Du Laos (EDL), fundraising through investment by the 3rd increase company's registered capital as follows:

I. The purchase assets of Hydropower Projects from EDL of 5 projects:

1. Nam Chiean Hydropower Project with installed capacity of 104 MW, cost approximately of USD 316.87 Million and the Company will be responsible for the interest payment of the loan agreement of this project.
2. Nam Hinboun Hydropower Project with installed capacity of 30 MW, cost approximately of USD 112.87 Million and the Company will be responsible for the interest payment of the loan agreement of this project.

3. Xeset 3 Hydropower Project with installed capacity of 23 MW, cost approximately of USD 63.90 Million and the Company will be responsible for the interest payment of the loan agreement of this project.
4. Nam Ngum 1 Expansion Hydropower Project Unit 7&8 (Loan from China) with installed capacity of 80 MW, cost approximately of USD 177.07 Million and the Company will be responsible for the interest payment of the loan agreement of this project.
5. Nam Ngum 1 Expansion Hydropower Project Unit 6 (Loan from JICA) with installed capacity of 40 MW, cost approximately of USD 81.43 Million and the Company will be responsible for the interest payment of the loan agreement of the project.

II. The purchase shares of Independent Power Producers (IPPs) EDL Shares held in 6 projects:

1. Nam Ngiep 2 Hydropower Project with the total installed capacity of 180 MW (hold 10% of stake) with equity megawatt of 18 MW, cost approximately of USD 13.74 Million.
2. Nam Beng Hydropower Project with the total installed capacity of 34 MW (hold 20% of stake) with equity megawatt of 7 MW, cost approximately of USD 5.19 Million.
3. Xekaman 3 Hydropower Project with the total installed capacity of 250 MW (hold 15% of stake) with equity megawatt of 38 MW, cost approximately of USD 28.62 Million.
4. Nam Lik 1 Hydropower with the total installed capacity of 60 MW (hold 10% of stake) with equity megawatt of 6 MW, cost approximately of USD 4.58 Million.
5. Nam Mang 1 Hydropower Project with the total installed capacity of 64 MW (hold 10% of stake) with equity megawatt of 6 MW, cost approximately of USD 4.88 Million.
6. Nam Tha 1 Hydropower with the total installed capacity of 168 MW (hold 20% of stake) with equity megawatt of 34 MW, cost approximately of USD 25.64 Million.

Nonetheless, the purchase assets and shares of two Hydropower Projects by EDL and the acceptance of the transfer of asset by the company will take place only after both parties have completely fulfilled the conditions which were specified under the Memorandum of Understanding (MOU) for the Transfer of the Project Asset, which include the following:

- (1) Each of the parties having received any and all approvals from its Board of Directors necessary to effect the asset transfer contemplated in the MOU and the Project Asset Transfer Agreement;
- (2) Each of the parties having received all government approvals necessary to effect the asset transfer contemplated in the MOU and the Project Asset Transfer Agreement;
- (3) EDL has received any and all necessary consents, authorizations and approvals from any other third parties, the various lenders, to complete the project asset transfer contemplated in the MOU and the Project Asset Transfer Agreement; and
- (4) The Company having received approval from its shareholders' meeting, if necessary, to accept the transfer of asset contemplated in the MOU and the Project Asset Transfer Agreement.

And proposed to authorize Managing Director and/or any person entrusted by such person shall be authorized to contact, negotiation, determine conditions, values and relevant details, amend, add, agree, execute, sign, deliver documents and/or agreement relating to the aforementioned purchase of assets from EDL and/or any person relevant to the said purchase of asset, including without limitation, the project asset transfer agreement, including without limitation, disclose any relevant information, contact, make statement or provide information to the relevant governmental authorities and/or entities, the Lao Securities Commission Office, and the Lao Security Exchange, and to prepare, amend, add and/or change any relevant information to be disclosed, as well as to take any other actions necessary and relevant to the transaction until completion, including to have the power to appoint and/or remove any substitute to take the foregoing actions.

The Board of Directors has thoroughly considered and is of the opinion that the Annual General Shareholders' Meeting shall approve the purchase and shares of Hydropower Projects and authorized as such purposed.

The Chairman encouraged questions and suggestions from the Meeting.

As there was no further for questions. The Chairman then proposed to the Meeting to consider and approve the purchase of Hydropower Projects from Electricite Du Laos (EDL), fundraising through investment by the 3rd increase company's registered capital. In this regard, the Meeting must approve such matters by the votes of at least two-third (2/3) of the total votes attending the meeting and at least 80 percent of total paid-up shares of the Company.

Resolution: The Meeting has thoroughly considered and the unanimous resolution Approved the purchase of Hydropower Projects from Electricite Du Laos (EDL), fundraising through investment by the 3rd increase company's registered capital, as per the following votes:

I. The purchase assets of Hydropower Projects from EDL of 5 projects:

- 1. Nam Chiean Hydropower Project with installed capacity of 104 MW, cost approximately of USD 316.87 Million and the Company will be responsible for the interest payment of the loan agreement of this project.**
- 2. Nam Hinboun Hydropower Project with installed capacity of 30 MW, with an approximately of USD 112.87 Million and the Company will be responsible for the interest payment of the loan agreement of this project.**
- 3. Xeset 3 Hydropower Project with installed capacity of 23 MW, with an approximately of USD 63.90 Million and the Company will be responsible for the interest payment of the loan agreement of this project.**
- 4. Nam Ngum 1 Expansion Hydropower Project Unit 7&8 (Loan from China) with installed capacity of 80 MW, cost approximately of USD 177.07 Million and the Company will be responsible for the interest payment of the loan agreement of this project.**
- 5. Nam Ngum 1 Expansion Hydropower Project Unit 6 (Loan from JICA) with installed capacity of 40 MW, cost approximately of USD 81.43 Million and the Company will be responsible for the interest payment of the loan agreement of this project.**

II. The purchase shares of Independent Power Producers (IPPs) EDL Shares held in 6 projects:

1. Nam Ngiep 2 Hydropower Project (hold 10% of stake) with equity megawatt of 18 MW, cost approximately of USD 13.74 Million.
2. Nam Beng Hydropower Project (hold 20% of stake) with equity megawatt of 7 MW, cost approximately of USD 5.19 Million.
3. Xekaman 3 Hydropower Project (hold 15% of stake) with equity megawatt of 38 MW, cost approximately of USD 28.62 Million.
4. Nam Lik 1 Hydropower (hold 10% of stake) with equity megawatt of 6 MW, cost approximately of USD 4.58 Million.
5. Nam Mang 1 Hydropower Project (hold 10% of stake) with equity megawatt of 6 MW, cost approximately of USD 4.88 Million.
6. Nam Tha 1 Hydropower (hold 20% of stake) with equity megawatt of 34 MW, cost approximately of USD 25.64 Million.

Nonetheless, the purchase assets and shares of two Hydropower Projects by EDL and the acceptance of the transfer of asset by the company will take place only after both parties have completely fulfilled the conditions which were specified under the Memorandum of Understanding (MOU) for the Transfer of the Project Asset, which include the following:

- (1) Each of the parties having received any and all approvals from its Board of Directors necessary to effect the asset transfer contemplated in the MOU and the Project Asset Transfer Agreement;
- (2) Each of the parties having received all government approvals necessary to effect the asset transfer contemplated in the MOU and the Project Asset Transfer Agreement;
- (3) EDL has received any and all necessary consents, authorizations and approvals from any other third parties, the various lenders, to complete the project asset transfer contemplated in the MOU and the Project Asset Transfer Agreement; and
- (4) The Company having received approval from its shareholders' meeting, if necessary, to accept the transfer of asset contemplated in the MOU and the Project Asset Transfer Agreement.

And proposed to authorize Managing Director and/or any person entrusted by such person shall be authorized to contact, negotiation, determine conditions, values and relevant details, amend, add, agree, execute, sign, deliver documents and/or agreement relating to the aforementioned purchase of assets from EDL and/or any person relevant to the said purchase of asset, including without limitation, the project asset transfer agreement, including without limitation, disclose any relevant information, contact, make statement or provide information to the relevant governmental authorities and/or entities, the Lao Securities Commission Office, and the Lao Security Exchange, and to prepare, amend, add and/or change any relevant information to be disclosed, as well as to take any other actions necessary and relevant to the transaction until completion, including to have the power to appoint and/or remove any substitute to take the foregoing actions.

The Annual General Shareholders' Meeting resolved with the votes of more than two-third (2/3) of the shareholders attending the Meeting and having in aggregate of more than 80 percent of the total paid-up shares of the Company as per the following votes:

- **Number of vote of shareholders attending the meeting:**

1. **Approved by 760 shareholders equivalent to 98.96 percent of the total shareholders attending the meeting**
2. **Disapproved with 8 shareholders equivalent to 1.04 percent of the total shareholders attending the meeting**

- **Number of Shares (vote) of shareholders attending the meeting:**

1. **Approved with 1,479,016,925 shares (vote) equivalent to 88.073 percent of the total paid-up shares of the Company**
2. **Disapproved with 44,600 shares (vote) equivalent to 0.0027 of the total paid-up shares of the Company**

Agenda 9. To consider and approve the purchase of Hydropower Projects from Electricite Du Laos (EDL), fundraising through investment by the corporate debenture issuance (Thai Baht) in Stock Exchange of Thailand.

The Managing Director reported to the meeting: to achieve the company's business target, to expand the company's investment and to enhance the wealthy of the shareholders, the Annual General Shareholders' Meeting is proposed to consider the purchase of Hydropower Projects from EDL as follows:

I. The purchase assets from Electricite Du Laos (EDL)

1. **Nam Khan 3 Hydropower Project:** with the total installed capacity of 60 MW, cost approximately of USD 163.30 Million and the Company will be responsible for the interest payment of the loan agreement of this project.

II. The Share purchase from Independent Power Producers (IPPs) EDL Shares held in:

1. **Nam Ou 2 Hydropower Project:** Nam Ou 2 Hydropower Project with the total installed capacity of 120 MW (hold 15% of stake) with equity megawatt of 18 MW, cost approximately of USD 14.1 Million.
2. **Nam Ou 5 Hydropower Project:** Nam Ou 5 Hydropower Project with the total installed capacity of 240 MW (hold 15% of stake) with equity megawatt of 36 MW, cost approximately of USD 15.6 Million.
3. **Nam Ou 6 Hydropower Project:** Nam Ou 6 Hydropower Project with the total installed capacity of 180 MW (hold 15% of stake) with equity megawatt of 27 MW, cost approximately of USD 16.8 Million.
4. **Nam Long Hydropower Project:** Nam Long Hydropower Project is located in Long District, LuangNamtha Province with the total installed capacity of 5 MW (hold 20% of stake) with equity megawatt of 1 MW, the electricity generation will be average at 37 GWh per year, cost approximately of USD 0.65 Million.

Nonetheless, the purchase of Hydropower Projects by EDL and the acceptance of the transfer of asset by the company will take place only after both parties have completely fulfilled the conditions which were specified under the Memorandum of Understanding (MOU) for the Transfer of the Project Asset, which include the following:

- (1) Each of the parties having received any and all approvals from its Board of Directors necessary to effect the asset transfer contemplated in the MOU and the Project Asset Transfer Agreement;
- (2) Each of the parties having received all government approvals necessary to effect the asset transfer contemplated in the MOU and the Project Assets Transfer Agreement;
- (3) EDL has received any and all necessary consents, authorizations and approvals from any other third parties, the various lenders, to complete the asset transfer contemplated in the MOU and the Project Asset Transfer Agreement; and
- (4) The Company having received approval from its Annual General shareholders' Meeting, if necessary, to accept the transfer of asset contemplated in the MOU and the Project Asset Transfer Agreement.

And proposed to authorize Managing Director and/or any person entrusted by such person shall be authorized to contact, negotiation, determine conditions, values and relevant details, amend, add, agree, execute, sign, deliver documents and/or agreement relating to the aforementioned purchase of assets from EDL and/or any person relevant to the said purchase of asset, including without limitation, the project asset transfer agreement, including without limitation, disclose any relevant information, contact, make statement or provide information to the relevant governmental authorities and/or entities, the Lao Securities Commission Office, and the Lao Security Exchange, and to prepare, amend, add and/or change any relevant information to be disclosed, as well as to take any other actions necessary and relevant to the transaction until completion, including to have the power to appoint and/or remove any substitute to take the foregoing actions.

The Board of Directors has thoroughly considered and is of the opinion that the Annual General Shareholders' meeting shall approve the purchase and shares of Hydropower Projects and authorized as such purposed.

The Chairman encouraged questions and suggestions from the Meeting.

As there was no further for questions. The Chairman then proposed to the Meeting to consider and approve the purchase of Hydropower Projects from Electricite Du Laos (EDL), fundraising through investment by the corporate debenture issuance (Thai Baht) in Stock Exchange of Thailand. In this regard, the Meeting must approve such matters by the votes of at least two-third (2/3) of the total votes attending the meeting and at least 80 percent of total paid-up shares of the Company.

Resolution: The Annual General Shareholders' Meeting has thoroughly considered and the unanimous resolution approved the purchase of Hydropower Projects from Electricite Du Laos (EDL), fundraising through investment by the corporate debenture issuance (Thai Baht) in Stock Exchange of Thailand., as per the following votes:

I. The purchase assets from Electricite Du Laos (EDL)

- 1. Nam Khan 3 Hydropower Project: with the total installed capacity of 60 MW, cost approximately of USD 163.30 Million and the Company will be responsible for the interest payment of the loan agreement of this project.**

II. The Share purchase from Independent Power Producers (IPPs) EDL Shares held in:

- 1. Nam Ou 2 Hydropower Project: (hold 15% of stake) with equity megawatt of 18 MW, cost approximately of USD 14.1 Million.**
- 2. Nam Ou 5 Hydropower Project: (hold 15% of stake) with equity megawatt of 36 MW, cost approximately of USD 15.6 Million.**
- 3. Nam Ou 6 Hydropower Project: (hold 15% of stake) with equity megawatt of 27 MW, cost approximately of USD 16.8 Million.**
- 4. Nam Long Hydropower Project: (hold 20% of stake) with equity megawatt of 1 MW, cost approximately of USD 0.65 Million.**

Nonetheless, the purchase of Hydropower Projects by EDL and the acceptance of the transfer of asset by the company will take place only after both parties have completely fulfilled the conditions which were specified under the Memorandum of Understanding (MOU) for the Transfer of the Project Asset, which include the following:

- (1) Each of the parties having received any and all approvals from its Board of Directors necessary to effect the asset transfer contemplated in the MOU and the Project Asset Transfer Agreement;**
- (2) Each of the parties having received all government approvals necessary to effect the asset transfer contemplated in the MOU and the Project Assets Transfer Agreement;**
- (3) EDL has received any and all necessary consents, authorizations and approvals from any other third parties, the various lenders, to complete the asset transfer contemplated in the MOU and the Project Asset Transfer Agreement; and**
- (4) The Company having received approval from its shareholders' meeting, if necessary, to accept the transfer of asset contemplated in the MOU and the Project Asset Transfer Agreement.**

And proposed to authorize Managing Director and/or any person entrusted by such person shall be authorized to contact, negotiation, determine conditions, values and relevant details, amend, add, agree, execute, sign, deliver documents and/or agreement relating to the aforementioned purchase of assets from EDL and/or any person relevant to the said purchase of asset, including without limitation, the project asset transfer agreement, including without limitation, disclose any relevant information, contact, make statement or provide information to the relevant governmental authorities and/or entities, the Lao Securities Commission Office, and the Lao Security Exchange, and to prepare, amend, add and/or change any relevant information to be disclosed, as well as to take any other actions necessary and relevant to the transaction until completion, including to have the power to appoint and/or remove any substitute to take the foregoing actions.

The Annual General Shareholders' Meeting resolved with the votes of more than two-third (2/3) of the shareholders attending the Meeting and having in aggregate of more than 80 percent of the total paid-up shares of the Company as per the following votes:

- Number of vote of shareholders attending the meeting:

- 1. Approved by 733 shareholders equivalent to 95.44 percent of the total shareholders attending the meeting**

2. Disapproved with 35 shareholders equivalent to 4.56 percent of the total shareholders attending the meeting

- Number of Shares (vote) of shareholders attending the meeting:

1. Approved with 1,479,003,925 shares (vote) equivalent to 88.072 percent of the total paid-up shares of the Company
2. Disapproved with 57,600 shares (vote) equivalent to 0.003 of the total paid-up shares of the Company

After that, the Chairman asked the Meeting whether anyone had any questions. And there were 2 opinions propose to the meeting consider in the next Annual General Shareholders' Meeting from Mr. KRAIWAL KADAVANICH Shareholder, as follows:

1. The remuneration of the independent auditors which appear in the invitation letter should include prices comparison at least last 3 years to facilitate shareholders to consider and propose to the Lao Securities Exchange to have some suggestions.
2. The voting score is shown in the real time and it is very useful. However the voting score should be shown after the voting score is count. The reason was that to let the minor shareholders to vote independently without influence from the vote form major shareholder. In addition, the recommendation from the LSX is required.

The Managing Director and Chairman thanks to the shareholder for his suggestions regarding and would take all suggestions into consideration and further actions.

At the end of the Annual General Shareholders' Meeting, the Chairman informed to the Meeting that there were 217 shareholders attending the Meeting in person and 551 shareholders attending the Meeting by proxy, totaling 768 shareholders, holding the total of 1,479,061,525 shares, representing 88.076 percent of the total paid-up shares of the Company.

The Chairman thanks the shareholders for attending the Annual General shareholders' Meeting for the Year 2015 and invited all of the shareholders to attend the Annual General Shareholders' Meeting for the Year 2016 at the beginning of 2017 and wish to extend my sincerest gratitude to all shareholders, honor of guests and the Managing Director be healthy and prosperity.

The Chairman finally declared the Meeting closed at 16:30 p.m.

Chairman of the Meeting

-signature-

Mr. Sisavath THIRAVONG

Certified by

-signature-

Bounoum SYVANPHENG

**Curriculum Vitae of the Managing Director and the two
Deputy Managing Directors**

Curriculum Vitae

Mrs. Rattana PRATHOUMVAN

Name and Surname: Mrs. Rattana PRATHOUMVAN
Date of Birth: 08/08/1958
Ages: 58
Nationality: Lao
Address: Phakhao Village, Saythany District, Vientiane Capital
Education:

- Master of Transmission Line and Substation in Donesk, Union of Soviet Former
- Public Administration at NIDA, Thailand

Training :

1996	Management of HP Development in Sweden Hydro Power and Environment in Norway (one week) Hydro Power Management in Sweden (one month)
2002	HVDC AIT Thailand, HP and Environment Management of ICH in Norway Hydro Power Management in Norway (one month)
2003	E-Commerce in Zungmioa Korea DSM in AIT
2008	Financing and Project Economic in ICH Norway
2009	Environment Management of HPP at TNB/EGAT/JEPIC
2009	Project financial in ICH Norway
2011	Director Certification Program IOD in Bangkok, Thailand
2011	Director Accreditation Program

Experience in working:

1982-1989	Technical Staff at Electricity Du Laos, Sysakhet Branch
1990-1992	Unit Chief at Technical Department, EDL
1992-1996	Technical Staff at Nam Ngum 1 HPP
1996-2001	Technical Staff at Joint Venture Department, EDL
2001-2004	Technical Staff at Managing Director's office
2004-2005	Director of Development Office, EDL
2005-2008	Director of Operation, Transmission Line and Substation Project and Hydro Power Project, EDL
2008-2010	Director of Operation Department, Hydro Power Project, EDL
2010-Present	Deputy Managing Director (COO) of EDL-Gen Director of Board of Directors of EDL-Gen
2013-Present	Director of Board of Directors of Nam Lik1-2 Hydropower Company Limited Director of Board of Directors of Lower HouayLamphanh Hydropower Company Limited
2016-Present	Managing Director of EDL-Generation Public Company

Curriculum Vitae

Mr. Thongphet DOUNGNGUNE

Name and Surname: Mr. Thongphet DOUNGNGUNE

Date of Birth: 23/03/1962

Ages: 54

Nationality: Lao

Address: Sykhaitha Village, Sikhodtabong District, Vientiane Capital

Education: - Master in hydrotechnic construction and hydro-electric power plant from Mentionne institue.

Training:

04/09-03/11/1989	Development Programme for Hydropower Power Staff by Swed Power
05-30/6/1989	Hydro operation for Xeset Project by EGAT
15/5/1995	Hydroelectric Project Cost Estimating Course by Acres International Limited, CANADA
08/07-02/08/1996	Environment impact assessment and review at Asian institute of technology, Thailand
15/05-02/06/1998	Resettlement Policy and Practice Seminar by Asian Development Bank
18-23/10/1999	Environmental Assessment Process for Environmental Management Science, Technology and Environment Agency Department of Environment (DOE)
19/2-20-4/2001	Politics and Public Administration Training at National Academic of Politics and Public Administration.
08-12/5/2000	Social impact Assessment and Public Involvement Science, Technology and Environment Agency Department of Environment (DOE)
26-27/06/2000	Workshop on EIA for the Sustainable Development of Hydro Power by Asian Development Bank
26-30/06/2000	EIA Methodology-Environment-Economics-Cumulative Impacts-Monitoring-Environmental Management Units of Science, Technology and Environment Agency Department of Environment (DOE)
26-29/04/2005	Wind Power and Biomass Generation for Rural Electrification, Thailand.
08-10/03/2006	The Completion on workshop on sustainable growth in ASEAN countries by Association for overseas technical scholarship (AOTS), Japan

Experience in working:

1987-1990	Technical/Teacher at training center, Electricite Du Laos (EDL)
1990-1996	Technical survey of Nam Leuk Namsong hydropower plant project, Namsong hydropower plant project, Nam Mang 3 Namsong hydropower plant project, Nam Hin Boun Namsong hydropower plant project and Houay Ho Namsong hydropower plant project's office.
1997-2000	Head of Environment and Social Department of Nam Leuk HPP
2001-2005	Head of Environment and Social Department of Nam Mang 3 HPP
1996-2006	Head of Environment Department, EDL
2006-2012	Head of Technical Department, EDL
2012-07/2016	Deputy Managing Director of EDL (Construction, Transmission Line and Sub-station)
08/7/2016 - Present	Deputy Managing Director of EDL and EDL-Gen (CBDO)

Curriculum Vitae

Mr. Phoummy NETIBANDITH

Name and Surname: Mr. Phoummy NETIBANDITH

Date of Birth: 20/03/1958

Ages: 58

Nationality: Lao

Address: Saphangmeauk Village, Saythany District, Vientiane Capital

Education: - Master of Maintenance Scheduling at Chiangmai University, Thailand

Training:

1990	High Voltage Operation and Control at Donesk Polytechnical Institute, Ukrain
1996	High Voltage Operation and Control at AIT, Thailand
1998	Watershed Integrate Management at Watershed Integrate Management
1998	Watershed Integrate Management at AIT, Thailand
06/05/2013	HR for Line Managers Workshop between EDL-Generation Public Company and Thailand Management Association
31/08-01/09/2013	The Art of People Convincing at OCG, Lao PDR
03-11/11/2013	Dam Safety in South East Asia, Vientiane Lao PDR

Experience in working:

1983-1986	Worked at High Voltage Substation-Station 115 kV Department in charge of Maintenance
1986	Deputy Manager of Maintenance at High Voltage Substation-Station 115kV Department
1986-1989	Officer of Operation and Control Department at Nam Ngum 1 HPP
1989-1996	Manager of Operation and Control Department at Nam Ngum 1 HPP
1997-2003	Deputy Director of Nam Ngum 1 HPP in charge of O&M
2003-2012	Director of Nam Ngum 1 HPP
2009-2010	Deputy Director of Generation Department, EDL-Generation Public Company in charge of O&M Hydropower Plant
2011-2016	Director of Generation Department, EDL-Generation Public Company in charge of O&M Hydropower Plant and Generation
2016-Present	Deputy Managing Director (COO) of EDL-Generation Public Company



ໃບມອບສັນທະ
PROXY

ຂຽນທີ່ _____
Written at _____
ວັນທີ _____ ເດືອນ _____ ປີ _____
Date _____ Month _____ Year _____

(1) ຂ້າພະເຈົ້າ _____ ສັນຊາດ _____ ວັນທີ, ເດືອນ ແລະ ປີ ເກີດ _____
I/We _____ Nationality _____ date, month and year of birth _____

-ບັດປະຈຳຕົວເລກທີ _____ ຢູ່ເຮືອນເລກທີ _____ ບ້ານ _____ ຖະໜົນ _____
ID card number _____ Reside at _____ Village _____ Road _____
ເມືອງ _____ ແຂວງ _____
District _____ Province _____

(2) ເປັນຜູ້ຖືຮຸ້ນຂອງບໍລິສັດຜະລິດ-ໄຟຟ້າລາວມະຫາຊົນ.

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 _____ ອາຍຸ _____ ປີ, ຢູ່ເຮືອນເລກທີ _____
Mr./Ms. _____ age _____ years, reside at _____
ຖະໜົນ _____ ບ້ານ _____ ເມືອງ _____
Road _____ Village _____ District _____
ແຂວງ _____ ລະຫັດໄປສະນີ _____ ຫຼື _____
Province _____ Postal Code _____ or _____

(2) ທ່ານ ສຈ. ດຣ. ຄຳລືຊາ ນວນສະຫວັນ ອາຍຸ 62 ປີ, ຢູ່ເຮືອນເລກທີ 44
Prof. Dr. Khamlusa NOUANSAVAHN age 62 years, resides at 44
ຖະໜົນ ດົງປ່າແລບ ບ້ານ ດົງປ່າແລບ ເມືອງ ຈັນທະບູລີ
Road Dongpalap Village Dongpalap District Chanthabouly
ແຂວງ ນະຄອນຫຼວງວຽງຈັນ ລະຫັດໄປສະນີ 2392 ຫຼື _____
Province Vientiane Capital Postal Code 2392 or _____

(3) ທ່ານ ຮສ. ດຣ. ກອງສີ ແສງມະນີ ອາຍຸ 63 ປີ, ຢູ່ເຮືອນເລກທີ 645
Assoc Prof. Dr. Kongsy SENGMAHY age 63 years, resides at 645
ຖະໜົນ ໂພນຕ້ອງ ບ້ານ ໂພນຕ້ອງຈອມມະນີ ເມືອງ ຈັນທະບູລີ
Road Phongtong Village PhotongChommani District Chanthabouly
ແຂວງ ນະຄອນຫຼວງວຽງຈັນ ລະຫັດໄປສະນີ 2392 ຫຼື _____
Province Vientiane Capital Postal Code 2392 or _____

(4) ທ່ານ ຮສ. ຄຳເພີຍ ພົມມະຈັນ ອາຍຸ 54 ປີ, ຢູ່ເຮືອນເລກທີ 074
Assoc. Prof. Khamphuei PHOMMACHANH age 54 years, resides at 074
ຖະໜົນ ດົງໂດກ ບ້ານ ດົງໂດກ ເມືອງ ໄຊທານີ
Road Dongdok Village Dongdok District Xaythany
ແຂວງ ນະຄອນຫຼວງວຽງຈັນ ລະຫັດໄປສະນີ 2392
Vientiane Capital Postal Code 2392

ຄົນໃດຄົນໜຶ່ງພຽງຄົນດຽວ ເປັນຜູ້ຕາງໜ້າຂອງຂ້າພະເຈົ້າ ເພື່ອເຂົ້າຮ່ວມປະຊຸມ ແລະລົງຄະແນນສຽງແທນຂ້າພະເຈົ້າ ໃນກອງປະຊຸມວິສາມັນຜູ້ຖືຮຸ້ນ ຄັ້ງທີ 1/2016 ໃນວັນທີ 12 ສິງຫາ 2016 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. 1/2016 to be on 12 August 2016 at 3:00 pm.

ສະຖານທີ່ທ້ອງຖະໜົນ ຊັ້ນທີ 1 ອາຄານສຳນັກງານ ລັດວິສາຫະກິດໄຟຟ້າລາວ, ຖະໜົນມິດຕະພາບລາວ-ໄທ, ບ້ານທົ່ງກາງ, ເມືອງສີສັດຕະນາກ, ນະຄອນຫຼວງວຽງຈັນຫຼືທີ່ໄດ້ເລື່ອນໄປໃນວັນ, ເວລາແລະສະຖານທີ່ອື່ນດ້ວຍ.

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

(4) ຂ້າພະເຈົ້າຂໍມອບໜ້າໃຫ້ຜູ້ຕາງໜ້າລົງຄະແນນສຽງແທນຂ້າພະເຈົ້າໃນກອງປະຊຸມຄັ້ງນີ້ດັ່ງນີ້:

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 ແລະ ຮັບຮອງເອົາບົດບັນທຶກກອງປະຊຸມສາມັນຜູ້ຖືຮຸ້ນ ປະຈຳປີ 2015.

Agenda No.1: To consider and adopt the Minutes of Annual General Shareholders' Meeting for the year 2015.

☐ ເຫັນດີ
Approve

☐ ບໍ່ເຫັນດີ
Disapprove

ວາລະທີ 2: ພິຈາລະນາ ແລະ ອະນຸມັດການແຕ່ງຕັ້ງຜູ້ອຳນວຍການໃຫຍ່ໃໝ່ ເນື່ອງຈາກການປ່ຽນແປງຜູ້ອຳນວຍການໃຫຍ່ ຂອງບໍລິສັດທີ່ໄປຮັບໜ້າທີ່ໃໝ່, ການແຕ່ງຕັ້ງຮອງປະທານສະພາບໍລິຫານຜູ້ໃໝ່, ການຫຼຸດຈຳນວນຜູ້ອຳນວຍການ ແລະ ການກຳນົດອຳນາດຂອງຜູ້ອຳນວຍການໃນສະພາບໍລິຫານທີ່ມີອຳນາດລົງລາຍເຊັນຜູກພັນບໍລິສັດ.

Agenda No. 2 To consider and approve the appointment a new Managing Director (CEO) to continue to perform duties of the Company in replacement the former Managing Director (CEO), the appointment of a new Vice Chairman of Board of Directors, the decrease of number of directors and determination of the authority of the Board of Directors who can sign to bind the company.

☐ ເຫັນດີ
Approve

☐ ບໍ່ເຫັນດີ
Disapprove

ວາລະທີ 3: ພິຈາລະນາ ແລະ ອະນຸມັດການແຕ່ງຕັ້ງຮອງຜູ້ອຳນວຍການໃຫຍ່ ເພີ່ມອີກສອງທ່ານ.

Agenda No. 3 To consider and approve the appointment of the two Deputy Managing Directors.

☐ ເຫັນດີ
Approve

☐ ບໍ່ເຫັນດີ
Disapprove

ວາລະທີ 4: ພິຈາລະນາ ແລະ ອະນຸມັດການດັດແກ້ກົດລະບຽບຂອງບໍລິສັດ ມາດຕາ 9 ວ່າດ້ວຍຜູ້ອຳນວຍການ ແລະ ມາດຕາ 12 ວ່າດ້ວຍສະພາບໍລິຫານ.

Agenda No. 4 To consider and approve the amendments to the Articles of Association of the Company in Article 9 Directors and Article 12 Board of Directors.

☐ ເຫັນດີ
Approve

☐ ບໍ່ເຫັນດີ
Disapprove

ວາລະທີ 5: ພິຈາລະນາ ແລະອະນຸມັດການອອກ ແລະ ສະເໜີຂາຍຮຸ້ນກຸ່ມຂອງບໍລິສັດ ເປັນສະກຸນເງິນໂດລາສະຫະລັດ.

Agenda No. 5 To consider and approve the issuance and offering the Corporate Debenture to US Dollar currency.

☐ 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 ບໍ່ໄດ້ລະບຸຄວາມຕ້ອງການໃນການລົງຄະແນນສຽງໃນວາລະປະຊຸມໃດໄວ້ 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, ເພື່ອເປັນການຮັບປະກັນຄວາມຜຸກພັນຂອງຜູ້ມອບໝາຍແລະຜູ້ຕາງໜ້າທາງດ້ານກົດໝາຍ, ດັ່ງນັ້ນໃບມອບສັນທະສະບັບນີ້ຈະຕ້ອງໄດ້ນຳໄປຈົດທະບຽນສານ, ໃນນີ້ບໍລິສັດຈະບໍ່ຮັບຜິດຊອບໃດໆໃນກໍລະນີທີ່ໃບມອບສັນທະສະບັບນີ້ທີ່ຍື່ນຕໍ່ບໍລິສັດບໍ່ໄດ້ຈົດທະບຽນສານ.

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 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. 1/2016 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 **12 August 2016** 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 equaling 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. 1/2016 of EDL-Generation Public Company 2 hours before the Meeting starts or from 1.00 p.m. - 3.00 p.m. on **12 August 2016**, at Meeting Room, 1st Floor, EDL Headquarter 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 equaling 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.

Map of the Meeting Place

