

(Translation)

**LAO PEOPLE'S DEMOCRATIC REPUBLIC**  
**PEACE INDEPENDENCE DEMOCRACY UNITY PROSPERITY**

EDL-Generation Public Company



No. 1451/EDL-Gen  
Vientiane Capital, Date 14 July 2020

**INVITATION LETTER**

To: Shareholders of EDL-Generation Public Company.

Subject: Invitation to the Extraordinary General Shareholders' Meeting No.1/2020.

- Pursuant to the Resolutions of the Extraordinary Board of Directors' Meeting No. 3/2020 of EDL-Generation Public Company, dated 14 July 2020.

EDL-Generation Public Company (the “**Company**”) is honored to invite you to attend the Extraordinary General Shareholders' Meeting No.1/2020 on **24 July 2020** at **03:00 p.m.** (registration process starts at **01:30 p.m.**), at Meeting Room, 1<sup>st</sup> 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.1/2020 on the websites of the Company ([www.edlgen.com.la](http://www.edlgen.com.la)) and the Lao Securities Exchange ([www.lsx.com.la](http://www.lsx.com.la)).

The closing date of shareholder register book to determine the rights of shareholders to attend the Extraordinary General Shareholders' Meeting No.1/2020 is **10 July 2020** 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.1/2020.
2. Minutes of the Annual General Shareholders' Meeting for the year 2019,
3. Curriculum Vitae of Vice Chairman of Board of Directors, Managing Director and Deputy Managing Directors;
4. Proxy Form;
5. Documents and evidence required to be presented prior to attending the meeting, proxy, registration and voting at the extraordinary shareholders' meeting;
6. Map of the meeting venue for the Extraordinary General Shareholders' Meeting No.1/2020.

#### 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. It is encouraged for shareholders to obtain the invitation letter and all attachments by downloading from the websites of the Company ([www.edlgen.com.la](http://www.edlgen.com.la)) and the Lao Securities Exchange ([www.lsx.com.la](http://www.lsx.com.la)) or by collecting from Lao Securities Exchange, 4<sup>th</sup> Floor, Settlement and Depository Department, Phonthan Neua Village, T4 Road, Saysettha District, Vientiane Capital, Tel: +85621454361-4, starting from **14 July 2020**.
  - 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 4** 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](mailto:edlgenhq@edlgen.com.la); or by post to the address: EDL-Generation Public Company, 7<sup>th</sup> 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 24 July 2020**.
2. For shareholders who will attend 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 the Meeting must present documents or evidence to identify themselves, according to the details specified in **Attachment 5** 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; Mr. Bounkeuth XAYASONE, Tel: (856-20) 2224 8202, and Mr. Phouthasone Inthapanya Tel: (856-20) 5554 1155 during office hours.

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

The Annual General Shareholders' Meeting for the year 2019 was convened on **29 May 2020**. The Company has prepared the Minutes of this Annual General Shareholders' Meeting as per **Attachment 2**.

**Board of Directors' opinion:**

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 Annual General Shareholders' Meeting for the year 2019 held on 29 May 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 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.**

**Details:**

According 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 whose curriculum vitae is in Attachment 3 and are named 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).

**Board of Directors' opinion:**

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 as proposed above.

**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 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.**

**Details:**

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-Gen, 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.

**Board of Directors' opinion:**

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 as proposed above.

**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 adopt the amendments to the Articles of Association of the Company, Article 9: Directors; and Article 12: Board of Directors.****Details:**

Due to the change of Managing Director (CEO) of the Company, and to ensure that the corporate management is in compliance with relevant laws and regulations, it is proposed to the Meeting to consider and adopt the amendments to the Company's Articles of Association, namely Article 9: Directors and Article 12: Board of Directors, details of which are as follows:

- 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 the 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.

**Board of Directors' opinion:**

The Board of Directors thoroughly considered and agreed for the shareholders' meeting to consider and adopt the amendments to the Company's Articles of Association in Article 9 and Article 12 as proposed 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 Annual General Shareholders' Meeting of the year 2019**

(Translation)

**LAO PEOPLE'S DEMOCRATIC REPUBLIC**  
**PEACE INDEPENDENCE DEMOCRACY UNITY PROSPERITY**

EDL-Generation Public Company  
Annual General Shareholders' Meeting



Vientiane Capital, Date 12 June 2020

**Minutes of the Annual General Shareholders' Meeting for the Year 2019**  
**EDL-Generation Public Company**

The Meeting was held on 29 May 2020 at 3:00 pm at Meeting Room 1<sup>st</sup> 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 41 shareholders attended the Meeting in person and 145 shareholders attended the Meeting by proxy. Therefore, the Meeting was attended by a total of 186 shareholders, holding a total of 1.454.782.712 shares and representing 86,63 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 EDL-Gen Board of Directors/ Minister of Energy and Mines;   |
| 2 | Mr. Bounoum SYVANPHENG            | Positions: Vice Chairman of Board of Directors/ Managing Director of Electricite Du Laos (EDL);                                  |
| 3 | Mrs. Rattana PRATHOUMVAN          | Positions: Director/ Managing Director (CEO) of EDL-Gen;   |
| 4 | Mr. Bounma MANIVONG               | Positions: Director of EDL-Gen;  |
| 5 | Mrs. Vanida SAVADDY               | Positions: Director of EDL-Gen/ Deputy Director General of External Finance and Debt Management Department, Ministry of Finance; |
| 6 | Mr. Sychath BOUTSAKITIRATH        | Positions: Director of EDL-Gen   |
| 7 | Assoc. Prof. Dr. Kongsey 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;  |
| 9 | Assoc. Prof. Khamphoui PHOMMACHAN | Positions: Independent Director of EDL-Gen/ Head of Financial Plan Office, National University of Laos.                          |

In addition, the Chairman delivered a remark and suggestion to meeting attendees as follows:

Lao-Thai Friendship Road, Thongkang Village, Sisattanak District, Vientiane Capital, P.O. Box 2392  
Telephone: (856-21) 316142. Fax: (856-21) 316141. Email: [edlgenhq@edlgen.com.la](mailto:edlgenhq@edlgen.com.la); Website: [www.edlgen.com.la](http://www.edlgen.com.la)

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. Despite the total number of confirmed cases has been constant, we must continue implementing protective, prevention and containment measures as a precautionary response to potential renewed outbreak of the disease.

Therefore, the Annual General Shareholders' Meeting this year 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, 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.

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 independent auditor, the inspection committee for the conduct of meeting and voting, the meeting monitoring and evaluation committee, and the internal audit committee of the Company.

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 Annual 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, Mrs. Rattana PRATHOUMVAN, Managing Director of EDL-Gen, began the Meeting according to the agenda as per the details as follows:

### **Agenda 1. Report on the results of implementing resolutions of previous Annual General Shareholders' Meeting.**

The Managing Director reported the result of implementing resolutions of previous Annual General Shareholders' Meeting to shareholders as follows: Agenda 1, 2, 3, 4, 5 and 6 were successfully implemented as per the Meeting approvals. For Agenda 7 regarding EDL-Gen Energy Complex Plaza Project, the project is currently under legal documents procedures, including a request for a construction permit from Vientiane Capital's Department of Public Works and Transport and awaiting for a credit approval for a project finance loan from ICBC. The project's Concept design, Basic design and Detail design; and a contract with Head Contractor have been completed.

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

The Chairman then informed the Meeting that the report on the implementation of resolutions of previous Annual General Shareholders' Meeting is for informing shareholders only without voting required.

**The Annual General Shareholders' Meeting acknowledged the report on the implementation of resolutions of the previous Annual General Shareholders' Meeting presented by Managing Director.**

### **Agenda 2. To consider and adopt the Minutes of the Annual General Shareholders' Meeting for the year 2018.**

The Managing Director reported to the Meeting regarding the Minutes of the Annual General Shareholders' Meeting for the year 2018 held on 09 April 2019, details of which 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 Meeting to consider and adopt such Minutes of Meeting.

After the Managing Director reported briefly about the Agenda 2, 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 2018. 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 2018, held on 09 April 2019 with the votes of more than half of the total votes of shareholders attending the meeting as follows:**

- **Approved with 1.454.936.412 votes, equivalent to 100% of the total votes attending the meeting**

**Agenda 3. To consider and adopt the Company's financial statements for the first six-month period of 2019 and no dividend payment from the business operating result for the first six-month period of 2019.**

The 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's business operating result for the first six-month period of 2019 was a net loss with an amount of 147,15 Billion LAK which was reviewed by the independent auditor and disclosed via websites of the Company and the Lao Securities Exchange.

The Company declared no dividend payment to shareholders for the first six-month period of 2019 as there was no net profit from the business performance of the Company for that period.

The Board of Directors thoroughly considered and agreed to propose to the Meeting to consider and adopt the financial statements of the company for the first six-month period of 2019 and no dividend payout to shareholders for the first six-month period of 2019.

After the Managing Director presented the brief report regarding Agenda 3, 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 six-month period of 2019 and no dividend payout to shareholders for the first six-month period of 2019. 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 Company's financial statements for the first six-month period of 2019 and no dividend payment from the business operating result for the first six-month period of 2019. The Meeting resolved this with the votes of more than half of total votes of shareholders attending the meeting as follows:**

- **Approved with 1.454.908.612 votes, equivalent to 99,9981% of the total votes attending the meeting.**
- **Disapproved with 27.800 votes, equivalent to 0,0019% 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 2019, the financial statements of the Company for the year 2019 and the business plan of the Company for the year 2020.**

The Managing Director reported to the meeting on the business operating result of the Company for the year 2019, the financial statements of the Company for the year 2019, and the business plan of the Company for the year 2020 as follows:

In 2019, the Company operates the business of electricity generation for wholesale to Electricite Du Laos (“EDL”) in accordance with Power Purchase Agreement (“PPA”) and in compliance with relevant laws and regulations for listed companies on Lao Securities Exchange. The Company has shareholdings in 7 IPPs and EDL-Gen Solar Power Co., Ltd. The Company has a registered capital of 6.717.214.788.000 LAK, which is divided into 1.679.303.697 ordinary shares. EDL-Gen business performance in 2019 is summarized as follows:

- EDL-Gen has an operating installed capacity of 1.231,2 MW, comprising of 699 MW from wholly-owned hydropower plants, 513 MW from shareholdings in IPPs and 19,2 MW from EDL-Gen Solar Power Co., Ltd.
- Total electricity generation was 4.132,35 GWh;
- Total operating revenue was 1.226,97 Billion LAK.
- Total expense was 1.433,32 Billion LAK.
- Total share of profits from investments in associates and joint ventures was 339,38 Billion LAK.
- Total foreign exchange gain was 74,52 Billion LAK.
- The Company has a total net profit of 207,55 Billion LAK.

The Company’s Financial Statement for the year ended 2019, audited by the independent auditor, was attached to the Invitation Letter and disclosed via websites of the Company ([www.edlgen.com.la](http://www.edlgen.com.la)) and the Lao Securities Exchange ([www.lsx.com.la](http://www.lsx.com.la)).

The Company payment obligations to the government include royalty fee of 1% of revenue from electricity sales, corporate profit tax of 10%, dividend income tax of 10% and personal income taxes, which amounted to approximately 105,82 Billion LAK in total.

The Company has a total of 717 staff members, in which 125 are females. The Company always places an importance and attention to develop and strengthen its human resources capabilities towards international level.

On 23<sup>rd</sup> May 2019, TRIS Rating Co., Ltd. maintained “BBB+/Outlook: NEGATIVE” credit rating to EDL-Gen’s company and senior unsecured debentures. However, following a downgrade to the credit rating of Lao PDR from TRIS Rating, on 28<sup>th</sup> June 2019, EDL-Gen credit rating level was also downgraded from “BBB+/NEGATIVE” to “BBB/STABLE”.

The Company had additional investments in 2019 as follows:

1. EDL-Gen executed a shareholders’ agreement for the development of EDL-Gen Energy Complex Plaza project.
2. Successfully achieved the transfer of shares of Nam Mang 1 (10%), Xayaburi (20%), Donsahong (20%), Nam Ou 2,5,6 (15%) hydropower projects, according to EDL shareholding proportion.

3. EDL-Gen successfully executed a share transfer agreement of Nam Tha 1 hydropower project between EDL and EDL-Gen.
4. Negotiated on asset transfer agreement of Nam Khan 3, Nam Chiane and Xeset 3 hydropower projects; proceeded with negotiation on electricity tariffs for Nam Ngum 1 extension hydropower project (Unit 6, 7, 8); and
5. Successfully issued THB senior unsecured debentures in Thailand on 30<sup>th</sup> January 2019, with a total amount of THB 3.839,60 million.

In accordance with the concession agreement, EDL-Gen constantly promoted the social and environmental works in which the Company has contributed a great deal to local communities. The contributions are based on community-based activities, such as tree planting and fingerlings release, provision of educational as well as sport materials to schools nearby hydropower plant sites, provision of healthcare equipment to local health centers, and donation of some clothes/basic necessities to local people living nearby hydropower plants and its vicinities, and those affected by natural disasters, details of which are included in the invitation letter.

In 2020, the Company will implement its business operations in accordance to the Company's clear policies to provide reasonable dividends to shareholders, as well as to keep the electricity business continuously stable. The Company will continue formulate the business operation plan with potentially achievable revenue targets and tightly controlled expenses. In addition, the Company will continue to invest in power projects, including:

- 1). Projects invested by Electricite Du Laos.
- 2). Projects in which Electricite Du Laos currently holds equity stakes.
- 3). Projects under the Company's plan to invest and join venture with domestic and international investors.

Details are provided in the invitation letter and disclosed on the Lao Securities Exchange and the Company websites.

The Board of Directors thoroughly considered and agreed to propose to the shareholders' meeting to consider and adopt the report on the business operating result of the Company of the year 2019, the financial statements of the Company for the year 2019, and the business plan of the Company for the year 2020.

After the Managing Director (CEO) briefly reported on agenda 4, the Chairman encouraged comments and suggestions from the Meeting; but 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 2019, the financial statements of the Company for the year 2019, and the business plan of the Company for the year 2020. 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 report on the business operating result of the Company for the year 2019, the financial statements of the Company for the year 2019 and the business plan of the Company for the year 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 1.454.935.212 votes, equivalent to 99,99992% of the total votes attending the meeting.**
- **Disapproved with 1.200 votes, equivalent to 0,00008% of the total votes attending the meeting.**

**Agenda 5. To consider and approve the dividend payment from business operation result for the last six-month period of 2019.**

The Managing Director (CEO) proposed to the meeting in order to consider and approve the dividend payment from business operation result for the last six-month period of 2019. Pursuant to the Company's Articles of Association, the Company has the policy to pay dividend at least 50 percent of the net profit after deducting required legal reserve fund and other reserve fund (if any) every year. The dividend payment will be subject to the economic conditions and future investment plans.

The Company has a net profit of 207,55 Billion LAK from its last six-month period of 2019 business operation. It is proposed to the Annual General Shareholders' Meeting to consider and approve the dividend payment from the Company's business performance for the last six-month period of 2019 after deducting required reserves to shareholders listed in the shareholder register book on the book closing date on **28 May 2020** to determine the right to receive the dividend at the rate of **100 LAK** per share, with the total dividend to be paid of **167,93 Billion LAK**. The dividend payment will be made on **26 June 2020**.

The Board of Directors thoroughly considered and agreed to propose to the shareholders' meeting to consider and approve the dividend payment from business operation result for the last six-month period of 2019.

After the Managing Director (CEO) briefly reported on agenda 5, the Chairman encouraged questions, comments and suggestions from the Meeting, but there was no further question.

The Chairman then proposed to the Meeting to consider and approve the dividend payment from business operation result for the last six-month period of 2019. For this agenda, the Meeting must resolve to approve such matters by the approval votes of more than half of the total votes of shareholders attending the Meeting.

**Resolution: The Meeting considered and resolved to approve the dividend payment from the Company's business performance for the last six-month period of 2019 after deducting required reserves to shareholders listed in the shareholder register book on the book closing date on 28 May 2020 that determined the right to receive the dividend at the rate of 100 LAK per share, with the total dividend to be paid of 167,93 Billion LAK. The dividend payment will be made on 26 June 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 1.454.934.412 votes, equivalent to 99,99986% of the total votes attending the meeting.**
- **Disapproved with 2.000 votes, equivalent to 0,00014% of the total votes attending the meeting.**

**Agenda 6. To consider and approve the appointment of the independent auditor and the determination of remuneration of the independent auditor for the year 2020-2022.**

The Managing Director (CEO) proposed to the meeting to consider and approve the appointment of the independent auditor and the determination of remuneration of the independent auditor for the year 2020-2022 to ensure that it is in compliance with related regulations and laws. The Company proposed to appoint PricewaterhouseCoopers (Lao) Co., Ltd. ("PwC") to be the Company's independent auditor for the year 2020-2022, due to PwC's successful bidding in audit tender process and PwC had performed



well in review and audit company accounts as an independent auditor of EDL-Gen for the year 2011-2015. The remuneration of the independent auditor shall not exceed 701.215.000 LAK for the year 2020, 722.500.000 LAK for the year 2021, and 744.049.000 LAK for the year 2022.

The Board of Directors thoroughly considered and agreed to propose to the shareholders' meeting to consider approve the appointment and the remuneration of the independent auditor.

After the Managing Director (CEO) briefly reported on agenda 6, the Chairman encouraged comments and questions from the Meeting; but there was no further question.

The Chairman then proposed to the Meeting to consider and approve the appointment and the remuneration of the independent auditor for the year 2020-2022. For this agenda, the Meeting must resolve to approve such matters by the approval votes of more than half of the total votes attending the Meeting.

**Resolution: The Meeting considered and resolved to approve the appointment of PricewaterhouseCoopers (Lao) Co., Ltd. (“PwC”) to be the Company’s independent auditor for the year 2020 to 2022. The remuneration of the independent auditor shall not exceed 701.215.000 LAK for the year 2020, 722.500.000 LAK for the year 2021, and 744.049.000 LAK for the year 2022. The meeting resolved this with the votes of more than half of the total votes of shareholders attending the meeting as follows:**

- **Approved with 1.454.919.712 votes, equivalent to 99,9989% of the total votes attending the meeting.**
- **Disapproved with 16.700 votes, equivalent to 0,0011% of the total votes attending the meeting.**

**Agenda 7. To consider and approve the meeting allowances for the Board of Directors, Secretary Department to the Board of Directors and other invitees attending the meetings of the Board of Directors.**

The Managing Director (CEO) proposed to the meeting that pursuant to the business operation performance and the corporate frugality direction, it is proposed to the Meeting to approve the Board of Directors meeting allowances for members of the Board of Directors, Secretary Department to the Board of Directors and other invitees by decreasing the multiplier from 2 months to 1,5 months as per the following details:

- 1) Chairman of the meeting receives a meeting allowance equivalent to 100 percent of one and a half month salary of the Managing Director (CEO) (before tax deduction) per each meeting;
- 2) Vice Chairman of the meeting receives a meeting allowance equivalent to 75 percent of one and a half month salary of the Managing Director (CEO) (before tax deduction) per each meeting;
- 3) Each Director receives a meeting allowance equivalent to 50 percent of one and a half month salary of the Managing Director (CEO) (before tax deduction) per each meeting;
- 4) Each of the Secretary Department to the Board of Directors and invitees attending the meeting receives a meeting allowance equivalent to 80 percent of the meeting allowance of a Director per each meeting.

The Board of Directors thoroughly considered and agreed to propose to the shareholders' meeting to consider and approve the meeting allowances for Board of Directors, Secretary Department to the Board of Directors, and other invitees who attend the Board of Directors' meetings.

After the Managing Director (CEO) briefly reported on agenda 7, the Chairman encouraged comments and questions from the Meeting; but there was no further question.

The Chairman then proposed to the Meeting to consider and approve the meeting allowances for Board of Directors, Secretary Department to the Board of Directors, and other invitees who attend the Board of Directors' meetings. For this agenda, the Meeting must resolve to approve such matters by the approval votes of more than half of the total votes attending the Meeting.

**Resolution: The Meeting considered and resolved to approve the meeting allowances for the Board of Directors, Secretary Department to the Board of Directors and other invitees attending the meetings of the Board of Directors by decreasing the multiplier from 2 months to 1,5 months as per the following details:**

- 1) Chairman of the meeting receives a meeting allowance equivalent to 100 percent of one and a half month salary of the Managing Director (CEO) (before tax deduction) per each meeting;**
- 2) Vice Chairman of the meeting receives a meeting allowance equivalent to 75 percent of one and a half month salary of the Managing Director (CEO) (before tax deduction) per each meeting;**
- 3) Each Director receives a meeting allowance equivalent to 50 percent of one and a half month salary of the Managing Director (CEO) (before tax deduction) per each meeting;**
- 4) Each of the Secretary Department to the Board of Directors and invitees attending the meeting receives a meeting allowance equivalent to 80 percent of the meeting allowance of a Director per each meeting.**

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

- Approved with 1.454.930.512 votes, equivalent to 99,9996% of the total votes attending the meeting.**
- Disapproved with 5.900 votes, equivalent to 0,0004% of the total votes attending the meeting.**

**Agenda 8. To consider and adopt the appointment of the new Board of Directors in replacement of the Board of Directors whose term are finished.**

The Managing Director proposed to the Meeting that pursuant to the minutes of the Annual General Shareholders' Meeting for the Year 2017 dated 20<sup>th</sup> April 2018, Agenda 7, Paragraph 3 of the meeting minutes stipulates that the term of Board of Directors is two years beginning from the Annual General Shareholders' Meeting for the year 2017, and currently the existing members of Board of Directors have fully served for a term of two years.

The Nomination Committee has researched for director candidates from various organisations based on academic qualifications, expertise and skills, business and work experiences for replacement of the Board of Directors whose term expire. The new Board of Directors shall serve a term of two (2) years beginning from the Annual General Shareholders' Meeting for the year 2019. Curriculum Vitae of each member of the new Board of Directors is provided in the Attachment of invitation letter.

The composition of the new Board of Directors is as follows:

1. Dr. Khammany INTHIRATH Minister of Energy and Mines, as Chairman;

- |    |                                    |   |
|----|------------------------------------|---|
| 2. | Mr. Bounoum SYVANPHENG             | Managing Director of EDL, as Vice Chairman;   |
| 3. | Mrs. Rattana PRATHOUMVAN           | Managing Director of EDL-Gen, as Director;  |
| 4. | Mr. Khampheng THINNAKONE           | Deputy Director General of State-Owned Enterprises and Insurance Management Department, Ministry of Finance, as Director; |
| 5. | Mr. Somphit KEOVICHIT              | Director General of Energy Business Department, Ministry of Energy and Mines, as Director;                                |
| 6. | Mr. Komonchanh PHETASA             | Deputy Managing Director of EDL, as Director;   |
| 7. | Mr. Khamkeo VISYSOMBATH            | Acting Director General of Banking Operation Department, Bank of the Lao PDR, as Independent Director;                    |
| 8. | Mrs. Thavichanh THIENGTHEPVONGSA   | Deputy Director General of Investment Promotion Department, Ministry of Planning and Investment, as Independent Director; |
| 9. | Assoc. Prof. Phouphet KYOPHILAVONG | Vice Dean, Faculty of Economics and Business Management, National University of Laos, as Independent Director.            |

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

1. Any one of the Chairman of the Board of Directors, or 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 thoroughly considered and agreed for the shareholders' meeting to consider and adopt the appointment of the new Board of Directors in replacement of the Board of Directors whose term are finished.

After the Managing Director reported briefly about agenda 8, 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 appointment of the new Board of Directors in replacement of the Board of Directors whose term are finished. For this agenda, the Meeting must resolve to adopt 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 the new Board of Directors in replacement of the Board of Directors whose term are finished. The new Board of Directors' term is two years and begin from the Annual General Shareholders' Meeting for the year 2019. The details of the Board of Directors are as follows:**

- |    |                               |  |
|----|-------------------------------|--|
| 1. | <b>Dr. Khammany INTHIRATH</b> | <b>Minister of Energy and Mines, as Chairman;</b>  |
| 2. | <b>Mr. Bounoum SYVANPHENG</b> | <b>Managing Director of EDL, as Vice Chairman;</b> |



- |    |   |  |
|----|---|--|
| 3. | <b>Mrs. Rattana PRATHOUMVAN</b>               | <b>Managing Director of EDL-Gen, as Director;</b>  |
| 4. | <b>Mr. Khampheng THINNAKONE</b>               | <b>Deputy Director General of State-Owned Enterprises and Insurance Management Department, Ministry of Finance, as Director;</b> |
| 5. | <b>Mr. Somphit KEOVICHIT</b>                  | <b>Director General of Energy Business Department, Ministry of Energy and Mines, as Director;</b>                                |
| 6. | <b>Mr. Komonchanh PHETASA</b>                 | <b>Deputy Managing Director of EDL, as Director;</b>   |
| 7. | <b>Mr. Khamkeo VISYSOMBATH</b>                | <b>Acting Director General of Banking Operation Department, Bank of the Lao PDR, as Independent Director;</b>                    |
| 8. | <b>Mrs. Thavichanh<br/>THIENGTHEPVONGSA</b>   | <b>Deputy Director General of Investment Promotion Department, Ministry of Planning and Investment, as Independent Director;</b> |
| 9. | <b>Assoc. Prof. Phouphet<br/>KYOPHILAVONG</b> | <b>Vice Dean, Faculty of Economics and Business Management, National University of Laos, as Independent Director.</b>            |

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

1. Any one of the Chairman of the Board of Directors, or 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 this with the votes of more than half of the total votes of shareholders attending the meeting as follows:

- Approved with 1.454.853.079 votes, equivalent to 99,9943% of the total votes attending the meeting.
- Disapproved with 83.333 votes, equivalent to 0,0057% of the total votes attending the meeting.

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

The Managing Director proposed to the Meeting that to ensure the Company's business operation is in line with its corporate documents with regards to changes to Company's headquarters and branches, and changes to names and details of Board of Directors, the Company proposed to the Meeting to amend certain articles in the Articles of Association, namely Article 4: Location of Headquarters and Branches, Article 9: Directors and Article 12: Board of Director as per following details:

- 2) **Amendment to Article 4: Location of Headquarters and Branches:** by adding Xeset 3 Hydropower Plant, Nam Khan 3 Hydropower Plant, and Nam Chiane Hydropower Plant, as a result of completing the transfer of the project assets from EDL. Details are included in the attachment to the Invitation Letter.
- 3) **Amendment to Article 9 and Article 12:** Update names and details of the new Board of Directors in replacement of the Board of Directors whose term are finished.

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, Article 4: Location of Headquarters and Branches, Article 9: Directors; and Article 12: Board of Directors, including the authorisation as proposed.

After the Managing Director reported briefly about agenda 9, 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 amendments to the Articles of Association of the Company, Article 4: Location of Headquarters and Branches, 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 4: Location of Headquarters and Branches, Article 9: Directors; and Article 12: Board of Directors as per following details:**

- 1) Amendment to Article 4: Location of Headquarters and Branches: by adding Xeset 3 Hydropower Plant, Nam Khan 3 Hydropower Plant, and Nam Chiane Hydropower Plant, as a result of completing the transfer of the project assets from EDL.**
- 2) Amendment to Article 9 and Article 12: Update names and details of the new Board of Directors in replacement of the Board of Directors whose term are finished.**

**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 189 shareholders, equivalent to 100 percent of the total shareholders attending the meeting**
  - 2. Disapproved with 0 shareholder, equivalent to 0 percent of the total shareholders attending the meeting**
- b) Number of votes (shares) of shareholders attending the meeting:**
  - 1. Approved with 1.454.936.412 votes (shares), equivalent to 86,6393% of the total paid-up shares of the Company.**
  - 2. Disapproved with 0 vote (share), equivalent to 0% 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 145 shareholders attending the Meeting by proxy, totalling 189 shareholders that hold the total of 1.454.936.412 shares, representing 86,64 percent of the total paid-up shares of the Company.

The Chairman then extended his sincerest gratitude to the shareholders for attending the Annual General Shareholders' Meeting for the Year 2019 and wished all shareholders and distinguished guests to have good health and success for all of their duty 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-

Dr. Khammany INTHIRATH

**Certified by**

-signature-

Rattana PRATHOUMVAN

**Curriculum Vitae of Vice Chairman of Board of Directors, Managing Director  
and Deputy Managing Directors.**

## **Curriculum Vitae**

### **Mr. Chanthaboun SOUK ALOUN**

**Name and Surname:** Mr. Chanthaboun SOUK ALOUN  
**Date of Birth:** 03/05/1973  
**Age:** 47  
**Nationality:** Lao  
**Address:** Donkoiy Village, Sisattanak District, Vientiane Capital  
**Education:** Master of Business Administration, emphasis in Finance, Avila University, Kansas City, United States.  
Bachelor of Science Degree in Electrical Engineering, National University of Laos.

**Trainings:**  
2008 Master Key Legal and Contractual issue in Project Financing, Project Finance Law and Infrastructure School.  
2010 Arbitration for Judges. International Law Institute, Washington DC, US.

**Work Experience:**  
1997-2000 Chief of Maintenance, Houay Ho Power Co., Ltd., Attapeu Province.  
2000-2001 Technical Officer in Department of Electricity, Ministry of Industry and Handicraft.  
2004 Technical Officer in Department of Energy Promotion and Development, Ministry of Energy and Mines.  
2007 Deputy Manager of Contract Negotiation and Management Division, Energy Promotion and Development Department, Ministry of Energy and Mines.  
2008 Manager of Contract Negotiation and Management Division, Energy Promotion and Development Department, Ministry of Energy and Mines.  
2012 Deputy Director General of Energy Business Department, Ministry of Energy and Mines.  
2017 Acting Director General of Planning and Cooperation Department, Ministry of Energy and Mines.  
2019-2020 Director General of Planning and Cooperation Department, Ministry of Energy and Mines.  
2020-Present Acting Managing Director of Electricite Du Laos (EDL).

## **Curriculum Vitae**

### **Mr. Duangsy PHARANHOK**

**Name and Surname:** Mr. Duangsy PHARANHOK  
**Date of Birth:** 08/03/1962  
**Age:** 58  
**Nationality:** Lao  
**Address:** Salakham Neua Village, Hadsaiyfong District, Vientiane Capital  
**Education:** Master Degree in Electrical Power Systems, Former Soviet Union.

#### **Trainings:**

2001 Fundamentals of Accounting, Vientiane Province.  
2002 Electrical Power Systems, New Zealand.  
2014 Accelerated 5-month course on Public Administration Theories, Lao National Academy of Politics and Public Administration.

#### **Work Experience:**

1985-1988 Deputy Project Manager of Electrical Power Survey, Hydropower Survey Unit, Ministry of Industry, Handicraft and Forestry, Electrical Power Survey Project for Xayabouly, Xiengkhuang, Champasak, Salavanh, Attapeu and Xekong Provinces.  
1989-1991 Deputy Head of Power Construction and Installation Unit, Khammouane Province, Ministry of Industry and Handicraft.  
1992-1994 Deputy Head of Power Construction and Installation Unit, Salavanh Province, Ministry of Industry and Handicraft.  
1995-2006 Director of Electricite Du Laos (EDL) Bolikhamxay Branch.  
2006-2011 Director of Power Distribution Department, EDL.  
2012-Present Deputy Managing Director of EDL.

❖ Current Board of Directors position in 01 Company:

1) Xekaman 3 Power Co., Ltd.

## **Curriculum Vitae**

### **Mr. Vongsakoun YINGYONG**

**Name and Surname:** Mr. Vongsakoun YINGYONG  
**Date of Birth:** 05/10/1964  
**Age:** 56  
**Nationality:** Lao  
**Address:** Nalao Village, Sikhottabong District, Vientiane Capital  
**Education:** Master's degree in Hydropower Turbine and Control Systems,  
Machine Construction Institute, Former Soviet Union.

#### **Trainings:**

1991-1993 Repair and Maintenance of Hydropower Turbine at Machine Construction Institute, Former Soviet Union.  
1995 Repair of water and wind pump, water gate valve and pipe, shaft alignment of turbine and generator, bearing and lubrication at IKATAM University, Malaysia.  
2001 Market Economic Management by PricewaterhouseCoopers Institute.  
2001 Accounting Management, Managing Hydropower Institute.  
2007 Small Scale and Clean Energy Power (Solar and Wind Power) at TEPCO, Japan.

#### **Work Experience:**

1993-1999 Manager of Mechanical Division, Construction Division and Administration Division at Selabam Hydropower Plant, Electricite Du Laos.  
1999-2010 Director of Selabam Hydropower Plant.  
10/03-18/06/2010 Deputy Director of Xeset 1-2 Hydropower Plant.  
2010-2011 Director of Construction of Houay Lamphanh Gnai Hydropower Project.  
2013-2017 Deputy Director of Hydropower Construction Department, EDL.  
Director of Construction of Nam Ngum 3 Hydropower Project.  
2011-Present Deputy Director of Hydropower Construction Department and Joint Venture Project Management.

## **Curriculum Vitae**

### **Mrs. Souksanh PHONGPHILA**

**Name and Surname:** Mrs. Souksanh PHONGPHILA  
**Date of Birth:** 04/12/1965  
**Age:** 55  
**Nationality:** Lao  
**Address:** Thongtoun Village, Chanthabouly District, Vientiane Capital  
**Education:** International Master of Business Administration at National Academy of Politics and Public Administration (NAPPA).

#### **Trainings:**

1991 Telecommunication organised by Tata Consulting Engineers, Vientiane Capital.  
1992 Industrial Electronics & Instrumentation – India (Indian Institute of Foreman Training).  
1996 Basic Administration organised by Tenaga Nasional Berhal, IKATAN, Malaysia.  
1998 English for Lao Youth at Regional Language Centre, Language Teaching Institute Singapore, Southeast Asian Ministers of Education Organization, Singapore.  
2003 Environmental Impact Assessment of Power, Mining and Road Infrastructure Development Projects in Lao PDR organised by Science, Technology and Environment Organisation, and funded by SIDA, Sweden.  
2006 Small scaled power project development at Indian Institute of Technology, Alternate Hydro Energy Centre, Roorkee, India.  
2011 Business Finance in Capital Market for Professional Executive (BCP-2) at Boutviseth College.  
2011 The Process of Social Impact Assessment, International Centre for Hydropower (ICH), Norway.  
2013 HAPUA Working Group No. 5 – Human Resource Workshop on Leadership Development Model, Leadership Assessment and Talent Development, at National Transmission Corporation, the Philippines.  
2015 Organizational and HR Flexibility Workshop, organised by HAPUA Working Group No. 5 on Human Resources, Malaysia.  
2017 ASEAN Government Leadership Program, GE Crotonville, the USA.

#### **Work Experience:**

1987-1994 Technical Officer, Communication of Transmission System and Substations, EDL.  
1994-1997 Technical Officer, Managing Director Office, EDL.  
1997-1999 Manager of Service Office, EDL.  
1999-2002 Assistant Manager of Managing Director Office, EDL.  
2002-2006 Assistant Manager of Social-Environmental Office, EDL.  
2006-2011 Manager of Administration Office, EDL.  
2011-2016 Director of Administration and Corporate Support Department, EDL-Gen.  
2016-Present Assistant to Managing Director/Director of Planning Department, EDL-Gen.

#### **❖ Current Board of Directors positions in 03 Companies:**

- 1) Nam Bi Power Co., Ltd.
- 2) Nam Ngiep 2 Power Co., Ltd.
- 3) Nam Lik 1-2 Power Co., Ltd.



## **Curriculum Vitae**

### **Mr. Vanhseng VANNAVONG**

**Name and Surname:** Mr. Vanhseng VANNAVONG  
**Date of Birth:** 30/03/1974  
**Age:** 46  
**Nationality:** Lao  
**Address:** Thongpong Village, Sikhottabong District, Vientiane Capital  
**Education:** Master of Accounting, National University of Laos.

#### **Trainings:**

1997-1999 Trained and granted with a certificate of accounting, Pakpasak Technical College.  
2001-2002 Trained accounting consultancy, Lao Institute of Certified Public Accountants (LICPA).  
2008 Bachelor of Financial Management and Banking, Rattana College of Business Administration.  
2010 45-Day Politics and Public Administration Theories.  
2013 Master of Accounting, National University of Laos.  
2014 Director Certification Program (DCP), Thai Institute of Directors (IOD).  
2019 CMA-GMS International Program at Capital Market Academy, Thailand.

#### **Work Experience:**

1993-1997 Teacher Assistant at N.E.C Training Centre.  
1997-2010 Deputy Manager of Accounting Office, EDL.  
2010-2016 Acting Director of Finance Department, EDL-Gen.  
2016-Present Director of Finance Department, EDL-Gen.

#### ❖ Current Board of Directors positions in 04 Companies:

- 1) Houay Ho Power Co., Ltd.
- 2) Nam Dik 1 Power Co., Ltd.
- 3) Lower Houay Lamphanh Power Co., Ltd.
- 4) Nam Bi Power Co., Ltd.

**ໃບມອບສັນທະ  
PROXY**

ຂຽນທີ່.....  
Written at  
ວັນທີ.....ເດືອນ.....ປີ.....  
Date.....Month.....Year.....  
(1) ຂ້າພະເຈົ້າ.....  
I/We.....  
ບັດປະຈຳຕົວເລກທີ.....ຢູ່ເຮືອນເລກທີ.....  
ID card number.....Reside at.....  
ເມືອງ.....ແຂວງ.....  
District.....Province.....  
ສັນຊາດ.....ວັນທີ,ເດືອນແລະປີເກີດ.....  
Nationality.....date, month and year of birth.....  
ບ້ານ.....ຖະໜົນ.....  
Village.....Road.....

(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.....  
Province.....Postal Code.....or.....

(2) ທ່ານ ຄຳແກ້ວ ວິສິສິມບັດ.....ອາຍຸ 45 ປີ, ຢູ່ເຮືອນເລກທີ 015  
Mr. Khamkeo VISYSOMBATH.....age 45 years, resides at 015  
ຖະໜົນ.....ບ້ານ ໂພນໄຊ.....ເມືອງ...ໄຊເສດຖາ.....  
Road.....Village Phonxay.....District Xaysetha  
ແຂວງ.....ນະຄອນຫຼວງວຽງຈັນ.....ລະຫັດໄປສະນີ 2392.....  
Province Vientiane Capital.....Postal Code 2392.....or.....

(3) ທ່ານ ນາງ ທະວິຈັນ ທ່ຽງເທບວິງສາ.....ອາຍຸ 48 ປີ, ຢູ່ເຮືອນເລກທີ 23/8  
Mrs. Thavichanh THIENGTHEPVONGSA.....age 48 years, resides at 23/8  
ຖະໜົນ.....ບ້ານ ຫາຍໂສກ.....ເມືອງຈັນທະບຸລີ  
Road.....Village Haiysok.....District Chathabouly  
ແຂວງ.....ນະຄອນຫຼວງວຽງຈັນ.....ລະຫັດໄປສະນີ 2392.....  
Province Vientiane Capital.....Postal Code 2392.....or.....

(4) ທ່ານ ຮສ. ປອ. ພູເພັດ ກ້ຽວພິລາວົງ.....ອາຍຸ 46 ປີ, ຢູ່ເຮືອນເລກທີ.....488.....  
Assoc. Prof. Phouphet KYOPHILAVONG.....age 46 years, resides at 488  
ຖະໜົນ.....ບ້ານ ສວນມອນ.....ເມືອງ ສີສັດຕະນາກ  
Road.....Village Suanmone.....District Sisattanak  
ແຂວງ.....ນະຄອນຫຼວງວຽງຈັນ.....ລະຫັດໄປສະນີ 2392.....  
Vientiane Capital.....Postal Code 2392.....

ຄົນໃດຄົນໜຶ່ງພຽງຄົນດຽວ ເປັນຜູ້ຕາງໜ້າຂອງຂ້າພະເຈົ້າ ເພື່ອເຂົ້າຮ່ວມປະຊຸມ ແລະ ລົງຄະແນນສຽງແທນຂ້າພະເຈົ້າ ໃນກອງປະຊຸມວິສາມັນ ຜູ້ຖືຮຸ້ນຄັ້ງທີ 1/2020 ໃນວັນທີ 24 ກໍລະກົດ 2020 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. 1/2020 on 24 July 2020 at 3:00 pm.

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

At meeting room, 1<sup>st</sup> 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 ແລະຮັບຮອງບົດບັນທຶກກອງປະຊຸມສາມັນຜູ້ຖືຮຸ້ນປະຈຳປີ 2019.

**Agenda No. 1 To consider and adopt the Minutes of the Annual General Shareholders' Meeting for the year 2019.**

- ເຫັນດີ  ບໍ່ເຫັນດີ
- Approve Disapprove

ວາລະທີ 2: ພິຈາລະນາ ແລະ ຮັບຮອງ ການແຕ່ງຕັ້ງຜູ້ອຳນວຍການໃຫຍ່ຜູ້ໃຫຍ່ ພ້ອມດ້ວຍຄະນະ ເພື່ອປ່ຽນແທນຜູ້ອຳນວຍການໃຫຍ່ຜູ້ເກົ່າ ພ້ອມດ້ວຍຄະນະທີ່ເຂົ້າຮັບກະສຽນບຳເນັດ.

**Agenda No. 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.**

- ເຫັນດີ  ບໍ່ເຫັນດີ
- Approve Disapprove

ວາລະທີ 3: ພິຈາລະນາ ແລະ ຮັບຮອງ ການແຕ່ງຕັ້ງ ຮອງປະທານສະພາບໍລິຫານ ແລະ ກຳມະການສະພາບໍລິຫານຜູ້ໃໝ່ ເພື່ອປ່ຽນແທນຜູ້ເກົ່າທີ່ເຂົ້າກະສຽນບຳເນັດ, ການກຳນົດຜູ້ມີອຳນາດໃນການລົງລາຍເຊັນຜູກພັນບໍລິສັດ ແລະ ອາຍຸການຂອງບັນດາກຳມະການສະພາບໍລິຫານບໍລິສັດ.

**Agenda No.3 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.**

- ເຫັນດີ  ບໍ່ເຫັນດີ
- Approve Disapprove

ວາລະທີ 4: ພິຈາລະນາ ແລະ ຮັບຮອງການດັດແກ້ກົດລະບຽບຂອງບໍລິສັດ ມາດຕາ 9 ວ່າດ້ວຍກຳມະການ ແລະ ມາດຕາ 12 ວ່າດ້ວຍສະພາບໍລິຫານ.

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

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, 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.1/2020 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 **24 July 2020** 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.1/2020 of EDL-Generation Public Company 2 hours before the Meeting starts or from 1.30 p.m. - 3.00 p.m. on **24 July 2020**, at Meeting Room, 1<sup>st</sup> 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.



ແຜນທີ່ ຂອງສະຖານທີ່ຈັດກອງປະຊຸມວິສາມັນຜູ້ຖືຮຸ້ນ ຄັ້ງທີ 1/2020

Map of the Meeting Venue

