VIENTIANE CENTER
ວຽງຈັນເຊັ້ນເຕີ
ບໍລິສັດ ວຽງຈັນເຊັ້ນເຕີ ລາວ ມະຫາຊົນ
VIENTIANE CENTER LAO PUBLIC COMPANY

Lao People's Democratic Republic

Peace Independence Democracy Unity Prosperity

**********

No....031...../VCL

Vientiane Capital, Date....07 NOV 2019.....

# INVITATION

To: Shareholders of Vientiane Center Lao Public Company.

Subject: Invitation to the 1st Extra-ordinary Shareholders' Meeting of VCL for the year 2019

- Pursuant to the resolution of the 3rd Ordinary Board of Directors Meeting of VCL, dated on 02/10/2019.

Vientiane Center Lao Public Company (the Company) is honored to invite you to attend the 1st Extra-ordinary Shareholders' Meeting of VCL for the year 2019(the Meeting) on November 29, 2019 at 3: 00 p.m. (registration process starts at 1:30 p.m.), at the Diamond room, Landmark Mekong Riverside Hotel, Thatkao Village, Sisattnak District, Vientiane Capital, Lao PDR. The Meeting shall consider agendas as in the attachment.

The Company has also announced the date, time and agenda of the Meeting on website of the Lao Securities Exchange ( www.lsx.com.la ). The shareholders register book shall be closed to determine the rights of shareholders to attend the 1st Extra-ordinary Shareholders' Meeting of VCL for the year 2019 on October 14, 2019.

We are looking forward to your kind attending this meeting.

Sincerely yours,

**Chairman of BOD**

ບໍລິສັດ ວຽງຈັນເຊັ້ນເຕີ ລາວ ມະຫາຊົນ
Vientiane Center Lao Public Company



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KHUVIENG ROAD, NONGCHAN VILLAGE, SISATTANAK DISTRICT, VIENTIANE CAPITAL, LAO PDR, Tel & Fax: (+856) 21 228299

**Attachment:**

1. Agenda of the 1st Extra-ordinary Shareholders' Meeting of VCL for the year 2019;
2. Proxy Form;
3. Documents or evidences required to be presented prior to attending the 1st Extra-ordinary Shareholders' Meeting of VCL for the year 2019;
4. Map of the Meeting Venue.

**Attachment agenda:**

1. Attachment agenda 1: Resume of Mr. Joxiong BUOASINENG MA;
2. Attachment agenda 2: The previous and the updated Organization Structure of VCL.

**Remarks:**

1. All shareholders shall obtain the invitation letter and all attachments starting from November 12, 2019 at 4th Floor, Lao Securities Exchange Building, T4 Road, Phonthan Neua Village, Saysettha District, Vientiane Capital. Tel:（856-21）454361-4, Fax:（856-21）454361-4.
2. Please kindly attend the Meeting on the time and date specified above, by presenting ID cards or passports (for foreign shareholders).
3. In case of proxy, please complete the enclose proxy form in attached hereto in the **Attachment 2**, if you are unable to attend the Meeting**.**
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 3** attached hereto and submit to a person authorized by the Chairman before attending the Meeting.
5. If any shareholder wish to appoint a director of the Company to attend and vote on your behalf, please complete the Proxy Form and put a mark (✓) in front of the name of one of the directors as provided in the Proxy Form to be the proxy, and please submit the Proxy Form, including supporting documents to Vientiane Center Lao Public Company, 5th Floor, Vientiane Center Office Building, Khuvieng Road, Nongchan Village, Sisattanak District, Vientiane Capital, Lao PDR. Please deliver to the Company before November 28, 2019.
6. If you have any queries or questions, please contact Mr. Lei Yaohai, tel.: 020-95549597 or Ms. Phetmany, tel.: 020-28288889, during the office hours.



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**Agenda 1: To consider and adopt the Company will not distribute the 2018 annual profit to Shareholders.**

VCL was listed on the Lao Securities Exchange in mid-2019. The time on Securities Market was quite short; the implementation of the follow-up development plan still requires more funds. In order to create more profits to shareholders, it is proposed not to distribute the 2018 annual profit. The annual profit balance is transferred to the next year.

**Board of director's Opinion:**

The Board of directors has thoroughly considered and is of the opinion that the Extra-ordinary Shareholders' Meeting of VCL for the year 2019 shall approve the Company will not distribute the 2018 annual profit to Shareholders.

**Required Votes:**

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

**Agenda 2: To consider and adopt related transactions to use the fundraising to purchase office assets.**

The 4 office assets that will be purchased are leased, and the Company can generate income intermediately after the purchase; the unit price of the transaction is 1811$/m2, total amount 3,093,713 US Dollar and the Company believes that the unit price of the transaction is fair and complies with the relevant regulations of the Lao Securities Commission Office; The transaction is measured by Lao Kip and the exchange rate is converted according to the rate of BCEL Bank. The details of the four office assets are as follows:



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| Floor | Area（㎡） | Lease period | Rental($/year) | Remarks |
|---|---|---|---|---|
| 2 | 164 | 10/12/2018-09/12/2019 | 17,712 | |
| 4 | 94.58 | 01/07/2019-01/07/2022 | 12,484.56 | |
| 5 | 507.71 | 01/01/2019-31/12/2021 | 67,017.72 | |
| 8 | 942 | 01/05/2019-30/04/2020 | 124,344 | |
| Total | 1708.29 | Total | 221,558.28 | |

**Board of director's Opinion:**

The Board of directors has thoroughly considered and is of the opinion that the Extra-ordinary Shareholders' Meeting of VCL for the year 2019 shall approve the related transactions for 4 office assets between VCL and North Nongchan Complex Development Co., Ltd.

**Required Votes:**

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

**Agenda 3: To consider and adopt changing objective of parts of the fundraising usage.**

Changing objective of parts of the fundraising usage could improve the efficiency of funds usage and create more profits to shareholders. The assets to be purchased by the Company should be considered as the ones which can generate revenue and profit immediately after the purchase.

**Board of director's Opinion:**

The Board of directors has thoroughly considered and is of the opinion that the Extra-ordinary Shareholders' Meeting of VCL for the year 2019 shall consider to review part of fundraising for "building a Co-working space and developing a business around the lake" to "purchase quality assets".

**Required Votes:**

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



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**Agenda 4: To consider and adopt renewing Ernst & Young Lao Co., Ltd as VCL's auditor**.

Re-appointing Ernst & Young Lao Co., Ltd as the auditor of the Company. The employment period is from January 1, 2019 to December 31, 2019 with annual Service fee 38,000 $ (US Dollar thirty-eight thousand only).

**Board of director's Opinion:**

The Board of directors has thoroughly considered and is of the opinion that the Extra-ordinary Shareholders' Meeting of VCL for the year 2019 shall approve renewing Ernst & Young Lao Co., Ltd as VCL's auditor.

**Required Votes:**

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

**Agenda 5: To consider and adopt terminating and nominating an Independent Board of Director.**

Due to work adjustment, it is not possible to carry out the duties of the Independent Board of Director. Approved by the 3rd Ordinary Meeting of VCL's Board of Directors for the year 2019, the shareholders's meeting is to terminate Mr. Lu Jian from the position of Independent Board of Director and nominate Mr. Joxiong BUOASINENG MA as an Independent Board of Director candidate, The term of position is the same as the term of the current BOD. ( Resume of Mr. Joxiong BUOASINENG MA in attached hereto in the **Attachment agenda 1).**

**Board of director's Opinion:**

The Board of directors has thoroughly considered and is of the opinion that the Extra-ordinary Shareholders' Meeting of VCL for the year 2019 shall approve terminating and nominating an independent director.



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**Required Votes:**

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

**Agenda 6: To consider and adopt amend Organizational Structure of 1st Ordinary Meeting of VCL's Board of Directors for the year 2017.**

According to the implementation guidelines of Shareholders' Meeting issued by the Lao Securities Commission Office on April 30, 2019; the members of the committees under the Board of Directors must be appointed by the directors. After the approval by the 3rd Ordinary Meeting of VCL's Board of Directors for the year 2019, the Company amends the 1st Ordinary Meeting of VCL's Board of Directors for the year 2017 about members of BOD nomination as follows:

1. The members of the Risk Control Committee are appointed as follows:
    1) Mr.Viengsavanh Phantaly: Independent Director of the BOD / Chairman of the Risk Control Committee;
    2) Mr. Joxiong BUOASINENG MA: Independent Director of the BOD / member of the Risk Control Committee;
    3) Mr. Chai Jianhong: member of the Risk Control Committee.
2. The nomination committee are appointed as follows:
    1) Mr. Joxiong BUOASINENG MA: Independent Director of the BOD /Chairman of Nomination Committee;
    2) Mr. Deng Yu: Independent Director of the BOD/members of Nomination Committee;
    3) Mr. Boulapha Santikhongkha (Yao Bin): member of the Nomination Committee.
3. The Compensation Management Committee are appointed as follows:
    1) Mr. Deng Yu: Independent Director of the BOD / Chairman of Compensation



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Management Committee;

2) Mr. Xiao Yong: Independent Director of the BOD / Compensation Management Committee;

3) Mr. Wu Xinghua: Member of the Compensation Management Committee.

4. The Related Party Transaction Committee are appointed as follows:

1) Mr. Xiao Yong: Independent Director of the BOD / Chairman of Related Party Tra nsaction Committee;

2) Mr. Joxiong BUOASINENG MA: Independent Director of the BOD / Member of Related Party Transaction Committee;

3) Mr. Liu Guangcan: Member of Related Party Transaction Committee.

The term of the above-mentioned personnel is consistent with the current Board of Director. The Resumes of the new members have been attached to the invitation and sent to each shareholder. (The previous Organizational Structure of VCL and The updated Organization Structure of VCL in attached hereto in the **Attachment agenda 2).**

**Board of director's Opinion:**

The Board of directors has thoroughly considered and is of the opinion that the Extra-ordinary Shareholders' Meeting of VCL for the year 2019 shall approve amend Organizational Structure of 1st Ordinary Meeting of VCL's Board of Directors for the year 2017.

**Required Votes:**

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

**Agenda 7: Report an appointment of the Chief Operating Officer (COO) and the Secretary to the Board of Directors.**

Approved by the 3rd Ordinary Meeting of VCL's Board of Directors for the year 2019, Report to



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The 1st Extraordinary General Shareholders' Meeting of VCL for the year 2019: the Board of Directors agreed to terminate the position of chief operating officer (COO) and appointed Mr. Xu Bo as the company's Chief Operating Officer (COO), the term of position is consistent with the current Board of Director. Appointed Mr. Lei Yaohai as the secretary to the Board of Directors, the term of position is consistent with the current Board of Director.

**Board of director's Opinion:**

Reporting an appointment of the Chief Operating Officer (COO) and the Secretary to the Board of Directors is for informing shareholders only without voting required.

**Required Votes:**

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



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# Resume



| | |
|---|---|
| Full name: | Mr. Joxiong BUOASINENG MA |
| Nationality: | Lao |
| Date of birth: | December 15, 2019 |
| Place of birth: | Vientiane province |

- **Education:**

  Master degree of business management major, People University of China.

- **Work Experience:**

  - 09/1998 - 09/2004 Business manager- Department of Foreign Exchange and Precious Metals Management, Bank of the Lao PDR.
  - 07/2007 - 01/2012 Deputy Director of the International Cooperation Department of Bank of the Lao PDR.
  - 02/2012 - 04/2015 Director of the Internal Control Department of the Industrial and Commercial Bank of China Vientiane Branch
  - 04/2015 – Present Deputy Director of the Industrial and Commercial Bank of China Vientiane Branch.



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# The previous Organizational Structure of VCL

## Structure of Executive Committee of VCL:



Mr. Li Xiaodong
Chief Executive Officer (CEO) / Chairman



Mr. Sun Feihu
Chief Financial Officer (CFO) / Member



Mr. Miao Zhenwu
Chief Operating Officer (COO) / Member

## Structure of Audit Committee of VCL:



Mr. Xiao Yong
Chairman of Audit Committee



Mrs. Deng Yu
Member of Audit Committee / Indepedent Member



Mr. Viengsavanh Phantaly
Member of Audit Committee / Indepedent Member



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**Structure of Risk Management Committee of VCL:**



Mr. Chai Jianhong
Chairman of Risk Management Committee



Mr.Viengsavanh Phantaly
Member of Risk Management Committee / Indepedent Member



Mr. Sun Feihu
Member of Risk Management Committee

**Structure of Nomination Committee of VCL**:



Mr. Boulapha Santikhongkha
Chairman of Nomination Committee



Mr. Lu Jian
Member of Nomination Committee / Indepedent Member



Mr. Miao Zhenwu
Member of Nomination Committee

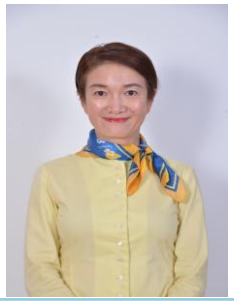


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**Structure of Remuneration Committee of VCL:**



Mr. Wu Xinghua
Chairman of Remuneration Committee



Mrs. Deng Yu
Member of Remuneration Committee / Indepedent Member



Mr. Lei Yaohai
Member of Remuneration Committee

**Structure of Related Party Transaction Committee of VCL:**



Mr. Liu Guangcan
Chairman of Related Party Transaction Committee



Mr. Xiao Yong
Member / Indepedent Member



Mr. Sun Feihu
Member of Related Party Transaction Committee



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# The updated Organization Structure of VCL

**Structure of Executive Committee of VCL:**



Mr. Li Xiaodong
Chief Executive Officer (CEO) / Chairman



Mr. Sun Feihu
Chief Financial Officer (CFO) / Member

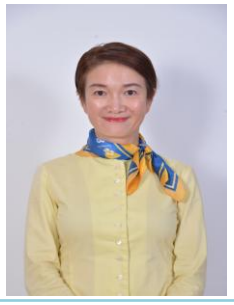


Mr. Xu Bo
Chief Operating Officer (COO) / Member

**Structure of Audit Committee of VCL:**



Mr. Xiao Yong
Chairman of Audit Committee



Mrs. Deng Yu
Member of Audit Committee / Indepedent Member



Mr.Viengsavanh Phantaly
Member of Audit Committee / Indepedent Member



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**Structure of Risk Management Committee of VCL:**



Mr.Viengsavanh Phantaly
Chairman of Risk Management
Committee/ Indepedent Member



Mr. Joxiong BUOASINENG MA
Member of Risk Management
Committee / Indepedent Member



Mr. Chai Jianhong
Member of Risk Management
Committee

**Structure of Nomination Committee of VCL**:



Mr. Joxiong BUOASINENG MA
Chairman / Indepedent Member



Mrs. Deng Yu
Member / Indepedent Member



Mr. Boulapha Santikhongkha
Member



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**Structure of Remuneration Committee of VCL:**



Mrs. Deng Yu
Chairman of Remuneration
Committee / Indepedent Member



Mr. Xiao Yong
Member of Remuneration
Committee / Indepedent Member



Mr. Wu Xinghua
Member of Remuneration
Committee

**Structure of Related Party Transaction Committee of VCL:**



Mr. Xiao Yong
Chairman / Indepedent Member



Mr. Joxiong BUOASINENG MA
Member / Indepedent Member



Mr. Liu Guangcan
Member



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# ໃບມອບສັນທະ

# PROXY

ຂຽນທີ.....

Written at

ວັນທີ.....ເດືອນ.....ປີ.....

Day Month Year

(1) ຂ້າພະເຈົ້າ ທ້າວ/ນາງ.....ສັນຊາດ : .....

I/We Nationality

ວັນເດືອນປີທີເກີດ.....ບັດປະຈຳຕົວ / ເລກທີໜັງສືຜ່ານແດນເລກທີ:.....

Date of birth ID card / Passport No.

ເຮືອນເລກທີ.....ບ້ານ.....ເມືອງ.....

Reside at Village District

ແຂວງ.....ປະເທດ.....;

Province Nation

(2) ເປັນຜູ້ຖືຮຸ້ນຂອງ ບໍລິສັດ ວຽງຈັນເຊັນເຕີ ລາວ ມະຫາຊົນ ໂດຍຖືຮຸ້ນສາມັນຈຳນວນລວມທັງໝົດ.....ຮຸ້ນເຊິ່ງ ເທົ່າກັບຈຳນວນສຽງທີ່ຈະລົງຄະແນນສຽງໄດ້.

Being a shareholder of Vientiane Center Lao Public Company. Holding the ordinary shares in the total amount of share, which are equivalent to the same number.

(3) ມອບສິດໃຫ້ ທ້າວ/ນາງ.....ອາຍຸ.....ປີ, ບັດປະຈຳຕົວ ຫຼື ໜັງສືຜ່ານແດນ

Hereby appoint Mr./Ms. Age ID card / Passport No.

ເລກທີ.....ເຮືອນເລກທີ.....ບ້ານ.....ເມືອງ.....,

Reside at Village District

ແຂວງ.....ປະເທດ.....;

Province Nation

ເປັນຕາງໜ້າຂອງຂ້າພະເຈົ້າເຂົ້າຮ່ວມກອງປະຊຸມວິສາມັນຜູ້ຖືຮຸ້ນ ບໍລິສັດ ວຽງຈັນເຊັນເຕີ ລາວ ມະຫາຊົນ ຄັ້ງທີ 1 ປະຈຳ ປີ 2019 ໃນວັນທີ 29 ພະຈິກ 2019 ເວລາ 15:00 ໂມງ ຢູ່ທີ່ທີ່ຫ້ອງ Diamond ໂຮງແຮມແລນມາກ, ບ້ານ ທາດຂາວ, ເມືອງ ສີສັດຕະນາກ, ນະຄອນຫຼວງວຽງຈັນ, ສ ປປ ລາວ ຫຼື ມື້ທີ່ໄດ້ເລື່ອນໄປໃນວັນ, ເວ ລາ ແລະ ສະຖານທີ່ອື່ນອີກດ້ວຍ.

He/she is my/our proxy to attend and vote on my behalf at the Extra-ordinary Shareholders'



ຖະໜົນຄຸວຽງ, ບ້ານໜອງຈັນ, ເມືອງ ສີສັດຕະນາກ, ນະຄອນຫຼວງວຽງຈັນ, ໂທ ແລະ ແຟັກ: (+856) 21 228299
KHUVIENG ROAD, NONGCHAN VILLAGE, SISATTANAK DISTRICT, VIENTIANE CAPITAL, LAO PDR, Tel & Fax: (+856) 21 228299

Meeting of VCL for the year 2019 to be held on November 29, 2019 at 03:00 p.m, at the Diamond room, Landmark Mekong Riverside Hotel, Thatkao Village, Sisattnak District, Vientiane Capital, Lao PDR or adjournment at any date, time and place thereof.

(4) ຂ້າພະເຈົ້າຂໍມອບໝາຍໃຫ້ຜູ້ຕາງໜ້າລົງຄະແນນສຽງໃນກອງປະຊຸມ ດັ່ງລຸ່ມນີ້:

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

- ໃຫ້ຜູ້ຕາງໜ້າມີສິດພິຈາລະນາ ແລະ ລົງມະຕິແທນຂ້າພະເຈົ້າໄດ້ທຸກປະການຕາມທີ່ເຫັນສົມຄວນ;

  To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects;

  ☐ ອະນຸມັດ Approve ☐ ບໍ່ອະນຸມັດ Disapprove

- ໃຫ້ຜູ້ຕາງໜ້າລົງຄະແນນສຽງຕາມຄວາມຕ້ອງການຂອງຂ້າພະເຈົ້າ (ກະລຸນາຕື່ມຂໍ້ມູນດ້ານລຸ່ມນີ້):

  To grant my/our proxy to votes as per my/our intention.

ວາລະທີ 1: ພິຈາລະນາ ແລະ ຮັບຮອງແຜນການບໍ່ແບ່ງເງິນປັນຜົນປະຈຳປີ 2018 ຂອງບໍລິສັດໃຫ້ຜູ້ຖືຮຸ້ນ;

Agenda 1: To consider and approve the Company will not distribute the 2018 annual profit to Shareholders;

☐ ເຫັນດີ Approve ☐ ບໍ່ເຫັນດີ Disapprove

ວາລະທີ 2: ພິຈາລະນາ ແລະ ຮັບຮອງແຜນການຮັບຊື້ພື້ນທີ່ຫ້ອງການທີ່ເປັນລາຍການທີ່ກ່ຽວພັນ;

Agenda 2: To consider and approve related transactions to use the fundraising to purchase office assets;

☐ ເຫັນດີ Approve ☐ ບໍ່ເຫັນດີ Disapprove

ວາລະທີ 3: ພິຈາລະນາ ແລະ ຮັບຮອງການປ່ຽນແປງວັດຖຸປະສົງໃນການນຳໃຊ້ທຶນທີ່ລະດົມໄດ້ຈາກການອອກຈຳໜ່າຍຮຸ້ນບາງສ່ວນ;

Agenda 3: To consider and approve changing objective of parts of the fundraising usage;

☐ ເຫັນດີ Approve ☐ ບໍ່ເຫັນດີ Disapprove

ວາລະທີ 4: ພິຈາລະນາ ແລະ ຮັບຮອງການສືບຕໍ່ໃຫ້ບໍລິສັດ ເອິນແອນຢັ ງ ລາວ ຈຳກັດເປັນບໍລິສັດກວດສອບບັນຊີໃຫ້ບໍລິສັດ ວຽງຈັນເຊັນເຕີ ລາວ ມະຫາຊົນ;

Agenda 4: To consider and approve renewing Ernst & Young Lao Co., Ltd as VCL's auditor;

☐ ເຫັນດີ ☐ ບໍ່ເຫັນດີ



ຖະໜົນຄຸວຽງ, ບ້ານໜອງຈັນ, ເມືອງ ສີສັດຕະນາກ, ນະຄອນຫຼວງວຽງຈັນ, ໂທ ແລະ ແຟັກ: (+856) 21 228299
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Approve Disapprove

ວາລະທີ 5: ພິຈາລະນາ ແລະ ຮັບຮອງການແຕ່ງຕັ້ງ ແລະ ປົດຕຳແໜ່ງສະພາບໍລິຫານອິດສະຫຼະ;

Agenda 5: To consider and approve terminate and nominate an independent director;

☐ ເຫັນດີ ☐ ບໍ່ເຫັນດີ

Approve Disapprove

ວາລະທີ 6: ພິຈາລະນາ ແລະ ຮັບຮອງການປັບປຸງໂຄງຮ່າງຄະນະກຳມະການສະພາບໍລິຫານຂອງກອງປະຊຸມສະພາບໍລິຫານ ສະໄໝສາມັນ ຄັ້ງທີ 1 ປະຈຳປີ 2017;

Agenda 6: To consider and approve amend Organizational Structure of 1st Ordinary Meeting of VCL's Board of Directors for the year 2017;

☐ ເຫັນດີ ☐ ບໍ່ເຫັນດີ

Approve Disapprove

ວາລະທີ 7: ລາຍງານການແຕ່ງຕັ້ງຄະນະອຳນວຍການ ແລະ ເລຂານຸການສະພາບໍລິຫານຕໍ່ກອງປະຊຸມວິສາມັນຜູ້ຖືຮຸ້ນ ວຈຊຕ ຄັ້ງທີ 1 ປະຈຳປີ 2019.

Agenda 7: Report an appointment of the Chief Operating Officer (COO) and the Secretary of the Board of Directors.

(5) ການລົງຄະແນນສຽງຂອງຜູ້ຕາງໜ້າ ໃນວາລະການປະຊຸມໃດທີ່ບໍ່ເປັນໄປຕາມທີ່ລະບຸໄວ້ໃນໜັງສືມອບສັນທະສະບັບນີ້ໃຫ້ຖືວ່າການລົງຄະແນນສຽງນັ້ນບໍ່ຖືກຕ້ອງ ແລະ ບໍ່ແມ່ນການລົງຄະແນນສຽງຂອງຂ້າພະເຈົ້າໃນຖານະຜູ້ຖືຮຸ້ນ;

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) ໃນກໍລະນີຂ້າພະເຈົ້າບໍ່ໄດ້ລະບຸຄວາມປະສົງໃນການລົງຄະແນນສຽງໄວ້ໃນວາລະໃດ ຫຼື ລະບຸໄວ້ບໍ່ຈະແຈ້ງໃຫ້ຖືວ່າເຫັນດີ.

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

(7) ການກະທຳໃດທີ່ຜູ້ຮັບມອບສິດໄດ້ກະທຳໄປໃນການປະຊຸມນັ້ນ, ເວັ້ນແຕ່ກໍລະນີທີ່ຜູ້ຕາງໜ້າບໍ່ລົງຄະແນນສຽງຕາມທີ່ຂ້າພະເຈົ້າໄດ້ລະບຸໄວ້ໃນໃບມອບສັນທະສະບັບນີ້ໃຫ້ຖືວ່າຂ້າພະເຈົ້າໄດ້ກະທຳເອງທຸກປະການ.

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.



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ລົງລາຍເຊັນຜູ້ມອບສິດ/Grantor signed:.....

(.....)

ລົງລາຍເຊັນຜູ້ຮັບມອບສິດ/Proxy signed:.....

(.....)

**<u>ໝາຍເຫດ:</u>**

1. ຜູ້ຖືຮຸ້ນທີ່ມອບໝາຍຈະຕ້ອງມອບໝາຍໃຫ້ຜູ້ຕາງໜ້າພຽງທ່ານດຽວເປັນຜູ້ເຂົ້າຮ່ວມປະຊຸມ ແລະ ລົງຄະແນນສຽງ ລວມທັງບໍ່ສາມາດແຍກຈຳນວນຮຸ້ນໃຫ້ຜູ້ຕາງໜ້າຫຼາຍທ່ານເພື່ອແຍກການລົງຄະແນນສຽງໄດ້;

   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. ໜັງສືມອບພັນທະສະບັບນີ້ຈະຕ້ອງໄດ້ນຳໄປຈົດທະບຽນສານເພື່ອເປັນການຮັບປະກັນຄວາມຜູກພັນຂອງຜູ້ມອບສິດ ແລະ ຜູ້ຕາງໜ້າໃນທາງກົດໝາຍ ຕາມກົດໝາຍວ່າດ້ວຍທະບຽນສານ (ສະບັບປັບປຸງ) ເລກທີ 11/ສພຊ, ລົງວັນທີ 26 ພະຈິກ 2009. ຢ່າງໃດກໍຕາມ, ໃນກໍລະນີທີ່ໜັງສືມອບສິດສະບັບນີ້ຫາກບໍ່ໄດ້ຈົດທະບຽນສານ ແລະ ໄດ້ຍື່ນຕໍ່ບໍລິສັດ, ບໍລິສັດຈະບໍ່ຮັບຜິດຊອບໃດໆໃນຄວາມຂັດແຍ່ງທີ່ເກີດຂຶ້ນລະຫວ່າງຜູ້ມອບສິດ ແລະ ຜູ້ຮັບມອບສິດ.

   Pursuant to the Law on Notary (Amended) No. 11/NA, dated November 26, 2009. In order for the appointment by the shareholder to the proxy to have legal effect, this Proxy must be notarized with the court. In this regard, the company will not take any responsibility in the case where the Proxy submitted to the Company has not been register with the Notary Office, Ministry of Justice.



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# Documents or evidences required to be presented prior to attending the Extra-ordinary Shareholders' Meeting of VCL for the year 2019

In order to facilitate your registration process while attending the Extra-ordinary Shareholders' Meeting of VCL for the year 2019, the shareholders or proxies who will attend the Meeting shall bring the invitation registration form and proxy form for the registration. The company reserves the rights to allow only the shareholders or the proxies who have proper and completed documents to attend the Meeting.

**Documents or evidences (valid) required to be presented by the shareholders or proxies to attend the Meeting**

## 1. Shareholders who are natural persons

1.1 Shareholders attending the Meeting themselves shall present valid documents issued by government authorities, e.g. The identification card or passport (for foreign shareholders), including the evidence of name or last name change (if any);

1.2 Shareholders appointing a proxy to attend the Meeting. The proxy shall present the documents as follows:

- A proxy form as attached to the invitation to the Meeting, which has been duly completed and signed by both the shareholder and the proxy;
- A copy of valid document of the shareholder issued by government authorities as specified on item 1.1 which has been certified true and correct by the shareholders;
- Valid document of the proxy issued by government authorities, e.g. the identification card or passport (for foreign proxy), the evidence of name or last name change (if any).

## 2. Shareholders who are juristic persons

2.1 Representatives of shareholders (authorized directors) attending the meeting themselves, shall



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present the documents as follow:

- Valid document of the representatives of the shareholder (authorized directors) issued by government authorities, e.g. the identification card or passport (for foreign representative) of the shareholders (authorized directors), including the evidence of name or last name change (if any);
- Copies of the Foreign Investment License (if any), the Enterprise Registration Certification (Affidavit), the Article of Association and the Tax certificate (of the last year) of the shareholders 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).

2.2 Shareholders who appoint a proxy to attend the Meeting,the proxy shall provide the documents as follow:

- A proxy form as attached to the invitation to the Meeting which has been duly completed and signed by the shareholder and the proxy (authorized directors);
- Copies of the Foreign Investment License (if any), the Enterprise Registration Certification (Affidavit), the Article of Association and the Tax certificate (of the last year) of the shareholders 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).
- Copies of valid document of the representatives of the shareholder (authorized directors) issued by governmental authorities, which have been certified true and correct by the representatives of the shareholder (authorized directors).
- Valid document of the proxy issued by governmental authorities, e.g. the identification card or passport (for foreign proxy), the evidence of name or last name change (if any).



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**Remarks:** In case that the shareholders are foreigners, please follow the instruction item 1 or 2. If the documents are in other languages besides Lao or English, the translation are required either in Lao or English and shall be certified by legal person or the representatives (authorized directors) of such foreign juristic persons.

**Proxy**

Shareholders who are unable to attend the Meeting themselves, may appoint a proxy to attend the meeting on the shareholders' behalf by proceeding as follow:

1. Appoint any person or one of the directors of Company to attend and vote the Meeting on the shareholders' behalf by specifying the name and details the proxy or marking ( ✓ ) in the ☐ in front of the name of one of the directors as provided in the proxy form to be the proxy to attend the Meeting.
2. Return the duly complete proxy form to Vientiane Center Lao Public Company Office, Khuvieng Road, Nongchan Village, Sisattanak District, Vientiane Capital, Lao PDR and Please deliver to the Company before November 28, 2019 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 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 shareholders.

**Registration**

The Company will start the registration process from 1:30 p.m. at the Diamond room, Landmark Mekong Riverside Hotel, Thatkao Village, Sisattnak District, Vientiane Capital, Lao PDR.

1. In case of the shareholders attending the Meeting themselves
   1.1 Contact the registration point and present the valid documents to identify themselves in order to attending the Meeting;



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1.2 Collect the documents from the registration and ballots for every agenda which requires votes.

2. In case of the shareholders appointing the Proxy to attend the Meeting

2.1 Contact the documents verification point and present the valid documents to identify themselves in order to attending the Meeting;

2.2 Contact the registration point and present the documents according to the (2.1) which were verified by the staffs.

2.3 Collect the documents from the registration and ballots for every agenda which requires votes. (Except for the case of proxy in which the voting has been clearly specified in the proxy form).

**Voting and Vote Counting Result**

1. Voting:

1.1 One share is entitled to one vote. Shareholders shall only cast the votes equaling to the same number of shares held.

1.2 In casting votes in each agenda, the chairman will ask if anyone disapproves in order to save time of the shareholders and proxies as a whole.

- If the shareholders and the proxies whole disapprove shall put a mark (□) in the □disapprove box and sign the ballots and raise their hands to deliver the ballots to the company's staff members for vote counting at the time, the shareholders and the proxies who do not raise their ballots considered as approval in the Meeting
- If no any shareholder raise the ballot considered as approval the Meeting, Except for the shareholders and proxies submit their disapproval the Company will record disapproval voting.

1.3 In case of proxy in which the voting has been clearly specified in the proxy form, the company will record such votes at the time of the registration.

2. Vote Counting Result:

2.1 In case of proxy in which the voting has been clearly specified in the proxy form, the company will record such votes at the time of the registration

2.2 The chairman will announces the voting result in each agenda to the meeting after the voting process in each agenda finished by separate the amount and percentage of the approval votes and the disapproval votes from the total votes. In case of the shareholders submit the disapproval ballots after the Chairman has announced the voting result of each Agenda to the Meeting, the Company will disregard such disapproval vote.



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Attachment 4

# Map of the Meeting Venue

The Diamond room, Landmark Mekong Riverside Hotel, Thatkao Village, Sisattnak District, Vientiane Capital, Lao PDR.






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