



No: 06 /BCEL 2019  
Date: 10 APR 2019

## LETTER OF INVITATION

To: Shareholders of Banque Pour Le Commerce Exterieur Lao Public

Subject: Invitation to the Annual General Shareholders' Meeting for the Year 2018

- Pursuant to the Articles of Association of the Banque Pour Le Commerce Exterieur Lao Public no. 022/BCEL.2018, dated 30/07/2018.
- Pursuant to the resolution reached by BCEL's Board of Directors on 18/03/2019.

Banque Pour Le Commerce Exterieur Lao Public (BCEL) is honored to invite the shareholders of BCEL to attend **the Annual General Shareholders' Meeting for the Year 2018 which will be held on 26 April 2019 at 02:30 P.M. (The registration starts at 01:00 – 02:30 P.M.), at the Grand Ballroom, Landmark Mekong Riverside Hotel, Vientiane Capital, in order to consider and approve the issues as indicated in the Agenda attached herewith.**

BCEL has duly notified Lao Securities Exchange (LSX) of the selection of 01 April 2019 as the closing date of the shareholder register book to determine the rights of shareholders to attend the Annual General Shareholders' Meeting for the Year 2018 and the right to dividend payment for the year 2018. Therefore, BCEL will rely on the shareholder register book from LSX to determine such rights of the shareholders.

Each shareholder **is required to collect an Invitation, which shall determine the right of the shareholder to attend the meeting (issued with barcode)**, and related documents at Lao Securities Exchange for registration purposes.

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

Sincerely yours,

Bounleua SINXAYVORAVONG

Chairman of the Board of Directors

Banque Pour Le Commerce Exterieur Lao Public

## Attachments

- 1) Agenda for BCEL's Annual General Shareholders' Meeting for the year 2018 (Attachment 1)
- 2) Report on the implementation of the previous meeting's resolutions (Attachment 2)
- 3) A brief report on the Business Performance Highlights of BCEL for the year 2018 (Attachment 3)
- 4) Audited financial statements for the year 2018 (Attachment 4)
- 5) Business plan for the year 2019 (Attachment 5)
- 6) Report on the investment in co-founding the Lao National Payment Network Co., LTD (Attachment 6)
- 7) Proxy Form (Attachment 7)
- 8) Rules for BCEL ' s Annual General Shareholders' Meeting for the year 2018 (Attachment 8)
- 9) Instruction about the documents and evidence to be presented prior to attending the meeting (Attachment 9)
- 10) Vote Instruction (Attachment 10)
- 11) Map of the Meeting venue (Attachment 11)

## Remarks:

1. Each shareholder shall collect the letter of invitation and related documents at The Lao Securities Exchange Building, 4th Floor, Settlement and Depository Department, T4 Road, Phonthan Neua Village, Xaysetha District, Vientiane Capital, tel: (856 21) 454 361-4, fax: (856 21) 454 360, or directly contact **Mr. Alounxay Naphayvong, tel: (856 20) 5922 1136**.
2. The Shareholders who will attend the meeting in person and the proxy are requested to bring ID cards or family books or passports (in case of foreign investors) for registration. The full details of documents to be presented in order to attend the Meeting are specified in the Instruction about the documents and evidence to be presented prior to attending the meeting as attached herewith.
3. The Shareholders, who will authorize a representative to attend the meeting and vote on their behalf, shall complete and provide signature in the "Proxy" Form as attached herewith.

## Contact persons at BCEL

1. Ms. Phondasouk Vongphachanh, Tel: 020 222 33683
2. Ms. Ketkeo Silivong, Tel: 020 222 82244

**The Agenda of  
Annual General Shareholders' Meeting of BCEL for the year 2018  
26 April 2019**

**Agenda 1: Report on the implementation of the resolutions of the last shareholders' meeting (Attachment 2)**

- The previous meeting was held on 27 April 2018 at National Convention Center
- There were 9 agendas proposed to the meeting: 2 agendas for reporting and 7 agendas for approval.
- 1) Agenda 1: The meeting acknowledged the report on the implementation of the Annual General Shareholders' Meeting for the year 2016.
- 2) Agenda 2: The meeting acknowledged the report on the outstanding performance of the bank for 2017.
- 3) Agenda 3: The meeting approved the divestment of BCEL's shares held by the government for 19%.
- 4) Agenda 4: The meeting approved BCEL's Business Performance Results for the year 2017.
- 5) Agenda 5: The meeting approved the dividends for the year 2017.
- 6) Agenda 6: The meeting approved the members of the Board of Directors for the office term of 2018-2020.
- 7) Agenda 7: The meeting approved the amendment of BCEL's Articles of Association.
- 8) Agenda 8: The meeting adopted the Business Plan for the year 2018 of BCEL.
- 9) Agenda 9: The meeting approved the appointment of the independent auditor for the year 2018.
- For the resolutions approved by the meeting, BCEL has implemented accordingly. For the Agenda 3, MOF has assigned BCEL to research on the divestment of 19% of BCEL's shares held by the government. In actual implementation, BCEL has been working closely with Ministry Of Finance and relevant regulators. Previously, BCEL has selected the financial advisor and also the underwriter and the legal advisor pursuant to the regulations. The bank has signed the contracts with the advisory companies and the contracts specified that the divestment of the shares shall be completed by 2<sup>nd</sup> Quarter of 2019.

**Agenda 2: A brief report on the business performance highlights BCEL for the year 2018 (Attachment 3)**

- Completed 4 Ordinary Meetings of the Board of Directors, the holding of the Business Review Meeting for 4 times and completed one Annual General Shareholders' Meeting of BCEL for the year 2017 in order to consider and approve significant issues.
- BCEL has merged the Branch Supervision Division with the Internal Audit Division, re-established the Marketing Division, making the current structure of BCEL encompass of 14 Divisions and 3 centers.

- Completed the expansion of the service network with the establishment of 1 new Branch, 8 Service Units and 190 BCOME agents in overall the country.
- In 2018, BCEL was able to install 23 ATMs, making the total number of 388 ATMs; installed 25 CDMs and the total number of 27; installed 414 EDCs and the total number of 2,270 EDCs.
- Completed the development of new products to serve the society including OnePay to settle the payment via QR Code; Cross Border QR Payment between BCEL and Thanachart Bank from Thailand; OneHeart the charity donation channel and BCOME phase 2.
- BCEL signed the contract with Ministry of Finance to develop the services to ensure the collection of the government taxes such as Road Tax Payment Service, the collection of passenger and vehicle fee or Smart VAT phase 2 at the first Lao- Thai Friendship Bridge, Land tax payment via banking system and BCOME agents.
- BCEL received the Second Class Independent Medal for the occasion of 50th Anniversary of the Bank of the Lao PDR, the winner of the 2<sup>nd</sup> Lao ICT Award 2018 for nomination of BCEL's OneHeart product, Operational Excellent Award from Wells Fargo Bank for the category of Financial Institutions Payment Services, the wards of Financial Inclusive Initiative of the Year 2018– Laos and Mobile Banking Initiative of the Year 2018– Laos from Asian Banking and Finance Magazine.

**Agenda 3: To consider and approve the Business Performance Results of the year 2018 (Attachment 4)**

The Business Performance Results for the year 2018 in accordance with IFRS separate financial statements audited by Ernst and Young Lao Limited Company and approved by BCEL's Board of Directors comparing with the Plan of the year 2018 are as follows:

- Total Assets/Liabilities 38.942.645 million LAK, 100% of the year plan
- Total loans: 24.338.369 million LAK, 99% of the year plan
- Total Deposits: 32.968.912 million LAK, 100% of the year plan
- Profit before tax: 459.256 million LAK, 15% over the year plan
- Profit after tax: 353.656 million LAK, 16% over the year plan

For the Business Performance Results for the year 2018 in accordance with IFRS consolidated financial statements, the Meeting is requested to authorize the Board of Directors to consider and approve after the audit is complete.

**Agenda 4: To consider and approve the dividends for the year 2018.**

To propose the payment of dividends in total amount of 205.853 million LAK. This amount has already deducted from the profit tax and regulatory reserves and the dividend shall be **991 LAK/share**.

The payment of dividends shall be completed within 10 business days after this meeting.

**Agenda 5: To consider and approve the Business Plan for the year 2019 (Attachment 5)**

To propose the meeting to consider and approve the business plan for the year 2019 as follows:

- Total assets: 42.742.300 million LAK
- Total deposits: 35.730.000 million LAK
- Total loans: 25.830.000 million LAK
- Profit before tax: 565.000 million LAK
- The plan to recruit new staff for BCEL in overall the country: 200 employees.
- The plan to establish 10 more new service units in overall the country.
- The plan to use the fund for equipment procurement, construction and repair which expected to be booked as fixed assets in the amount of 172.153 million LAK.

**Agenda 6: To consider and approve the appointment of the independent auditor for the year 2019.**

Based on the consideration and the comparison of the conditions and prices, BCEL has selected Ernst and Young Lao Limited Company (EY) as the independent auditor for the year 2019 with the audit fee of 93.000 USD (Ninety-three thousand US Dollar) which was the same price as for the year 2016, 2017, and 2018. The audit includes the audit in accordance with IFRS and LAS in Lao and English, the review of the semi-annual financial statements and the audit of the annual financial statements. The audit will be under the condition that EY must change the new partner to sign on the final reports and the new partner can audit BCEL no more than 5 consecutive years (up to 2020).

**Agenda 7: To consider and approve the investment of BCEL in co-founding of Lao National Payment Network Co., LTD (Attachment 6)**

BCEL will make a joint-venture to establish the new company, Lao National Payment Network Co., LTD which will be the company to provide the service on the modern payment system to domestic banks within the country. The company will be jointly invested by 7 local commercial banks and 1 foreign company. The company will have the charter capital of 34.000 million LAK. BCEL will hold 20% of the shares or in the value of 6.800 million LAK and have the right to nominate the Managing Director of the company.

**Report on**  
**The implementation of the resolutions of the last shareholders' meeting**  
**(Attachment to Agenda 1)**

- The previous meeting was held on 27 April 2018 at National Convention Center
  - There were 9 agendas proposed to the meeting: 2 agendas for reporting and 7 agendas for approval.
1. Agenda 1: The meeting acknowledged the report on the implementation of the Annual General Shareholders' Meeting for the year 2016.
  2. Agenda 2: The meeting acknowledged the report on the outstanding performance of the bank for 2017.
  3. Agenda 3: The meeting approved the divestment of BCEL's shares held by the government for 19%.
    - On the process, BCEL has been working closely with Ministry Of Finance and relevant regulators. Previously, BCEL has selected the financial advisor and also the underwriter and the legal advisor pursuant to the regulations. The bank has signed the contracts with the advisory companies and the contracts specified that the divestment of the shares shall be completed by 2<sup>nd</sup> Quarter of 2019.
  4. Agenda 4: The meeting approved BCEL's Business Performance Results for the year 2017.
    - The implementation: BCEL has reported the results of the business performance to the shareholders and the public through the disclosure system of the Lao Securities Exchange (LSX), website of BCEL and the Annual Report in accordance with regulations.
  5. Agenda 5: The meeting approved the dividends for the year 2017.
    - The implementation: BCEL had paid the dividend of 712 LAK/share to the shareholders on time as per the resolution of the Shareholders' Meeting within 5 business days.
  6. Agenda 6: The meeting approved the members of the Board of Directors for the office term of 2018-2020.
    - The implementation: After the Shareholders' Meeting approved the new members of the Board of Directors (BOD), the new BOD members have been working on supervising and advising BCEL closely. BOD has also established 5 committees each of which consists of BOD members corresponding to the regulations issued by Lao Securities Commission Office. The BOD and the committees have carried out their duties in supervising BCEL and holding the meetings on regular basis.

Agenda 7: The meeting approved the amendment of BCEL's Articles of Association.

- The implementation: BCEL has signed and announced the AOA by disseminating to all staff in the Head Office and Branches to understand and comply accordingly.

7. Agenda 8: The meeting adopted the Business Plan for the year 2018 of BCEL.

- The implementation: The Management of BCEL have carried out their duties on each area, focusing on the development of the service and products, risk management, diversified sources of incomes and control of expenses all of which have led to the successful business performance for the year 2018 as planned. This will be further submitted to the approval of the Shareholders' Meeting for the year 2018.

8. Agenda 9: The meeting approved the appointment of the independent auditor for the year 2018.

- The implementation: The independent auditor company has conducted the audit of BCEL's financial statements pursuant to the contract.

## **A Brief Report on**

### **The Business Performance Highlights of BCEL for the year 2018**

**(Attachment to Agenda 2)**

#### **1. The highlight of activities in 2018.**

In 2018, BCEL implemented its business operation in accordance with the plan approved by BCEL's Shareholders' Meeting. The Management of BCEL has supervised the Divisions, Centers, Branches and Service Units in overall the Country to actively perform their duties. With the close advice by from the Board of Directors and relevant regulators, BCEL's management has achieved its business operation plan in many areas. BCEL completed 4 BOD's meetings and 1 Annual General Shareholders' Meeting. BCEL has merged the Branch Supervision Division with the Internal Audit Division, re-established the Marketing Division. BCEL also extended the Service Network to serve the locals' needs including establishment of Saysettha Branch, 8 more Service Units and 190 BCOME Agents.

Over 1 year period, BCEL has focused on development of the service toward modernization to provide convenience, and to meet the needs of the customers and the society. BCEL has introduced many new products such as OnePay, the payment via QR Code, the Cross-Border Settlement via QR Code under the cooperation between BCEL and Thanachart Bank from Thailand, OneHeart, the charitable donation channel for the community, Smart Vat phase II for collection of passenger and bridge-crossing fees at the first Friendship bridge, BCOME phase 2, Land tax Payment via banking system and the new term deposit of 9, 15, 18, 21, 30, 42 and 54 month terms.

During 2018, BCEL was awarded the Second Class Independent Medal for the occasion of 50th Anniversary of the Bank of the Lao PDR, the winner of the Lao ICT Award 2018 for BCEL's OneHeart product, Operational Excellent Award from Wells Fargo Bank for the category of Financial Institutions Payment Services, the wards of Financial Inclusive Initiative of the Year – Laos and Mobile Banking Initiative of the Year – Laos from Asian Banking and Finance Magazine.

#### **2. The business performance results for the year 2018 in accordance with the IFRS Separate compared with 2018 Plan (for details please refer to the attached Audited Financial Statements).**

- Total assets/liabilities: 38.942.645 million LAK or 100% of the year plan.
- Total Loans: 24.338.369 million LAK, or 99% of the year plan.
- Total Deposits: 32.968.912 million LAK, or 100% of the year plan.
- Profit before Tax: 459.256 million LAK, or 15% over the year plan.
- Profit after Tax: 353.656 million LAK, or 16% over the year plan.



### 3. The implementation of the procurement plan for equipment supply, construction and maintenance.

The procurement for equipment supply, construction and maintenance totaled an amount of 97.615,62 billion LAK or 53% of the year plan.

								Unit: million
No.	Code	Description	2018 Plan		Implement 2018			Outstanding Balance
			item	amount	item	amount	compare to the plan	
Total plan in 2018			7.088	182.817,84	2.954	97.615,62	53%	85.202,22
1	Construction		84	93.683,00	10	40.576,14	43%	53.106,86
2	Program		1	1.000,00	-	-	0%	1.000,00
3	Program Others		5	13.229,50	3	327,33	2%	12.902,17
4	Vehicles		27	3.980,70	21	2.367,05	59%	1.613,65
5	Air conditioners and other installations		221	2.429,10	95	2.028,34	84%	400,76
6	Office machinery		5.637	61.672,24	2.077	49.153,42	80%	12.518,82
7	Furniture and other		1.113	6.823,30	748	3.163,34	46%	3.659,96

### 4. The implementation of Programs, Projects and Work Plans.

BCEL has been implementing 6 main programs and 32 projects as per the long-term strategic plan. In 2018 there were 222 work plans as follows:

Implementation	Project	Progress (%)	Work plan	Progress (%)
Project Completed 100%:	10	31%	133	60%
Project Completed 90%-99%:	7	22%	10	5%
Project Completed 51%-89%:	9	28%	31	14%
Project Completed 1%-50%:	3	9%	22	10%
Can't be estimated in number	3	9%	23	10%
Not yet implemented	0		3	1%
Total	32	100%	222	100%

Overall, the work plans that have been implemented partly and those have not been implemented are the work plans that will be implemented in the following years.

### 5. Expansion of Service Network.

For 2018, BCEL extended 1 Branch and 8 Service Units in overall the country which has the details as follows:

No.	Service unit 2018	Branch	Remark	
<b>A</b>	<b>Branch</b>			
1	Saysettha branch	Saysettha branch	completed	17/05/2018
<b>B</b>	<b>Service units in Vientiane capital</b>			
1	Phontong Service Unit (Mittapharb Hospital)		Not yet implemented	To be continued in 2019
2	Saphanthong Service Unit		completed	21/05/2018
3	Nonghai Service Unit		completed	23/05/2018
4	Nongdouang Service Unit		completed	06/08/2018
5	ITECC Service Unit		completed	06/08/2018
<b>B.1</b>	<b>Service Unit under Branch</b>			
6	Phonsaysavang Service Unit	Luangnamtha Branch	Not yet implemented	Changed to Borten Service Unit
7	Sebangfai Service Unit	Khammuan Branch	completed	09/10/2018
8	Dakcheung Service Unit	Sekong Branch	completed	14/12/2018
9	Dongdamduan Service Unit	Savannakhet Branch	completed	22/10/2018
<b>C</b>	<b>Service Unit out of plan 2018</b>			
1	CSC service unit	Champasack branch	Out of Plan	25/07/2018

## 6. Product Expansion

Summary of Products Expansion Table			
Description	Plan 2018	Actual implementation 2018	Actual implementation vs. plan 2018
<b>1. New Deposit Accounts</b>	180.236	209.471	116%
Current account	4.799	3.858	80%
Saving account	143.880	169.406	118%
Fixed deposit account	30.780	35.992	117%
Others	777	215	28%
<b>2. Credit Customer's New Account</b>	2.742	2.559	93%
<b>3. Card Product</b>	105.870	143.457	136%
UnionPay	84.014	107.480	128%
Student Card	13.030	19.005	146%
VISA Credit Card	646	764	118%
VISA debit Card	3.791	5.074	134%
JCB Card	166	98	59%
CO-Brand Card	116	93	80%
Paycard Card	3.676	10.446	284%
Smart tax Card	431	497	115%
<b>4. Electronic Service</b>	67.092	105.203	157%
BCEL One	52.600	85.880	163%
BCEL Onepay	4.000	6.304	158%
I-Bank	2.167	3.154	146%
SMS Banking	8.325	9.865	118%
<b>EDC</b>	256	414	162%
<b>ATM</b>	56	23	41%
<b>CDM</b>	17	15	88%
<b>Service Unit Expansion</b>	9	9	100%
<b>BCOME Expansion</b>	119	190	160%

**Banque Pour Le Commerce Extérieur Lao Public**

Special Purpose Separate Financial Statements

31 December 2018

## Banque Pour Le Commerce Extérieur Lao Public

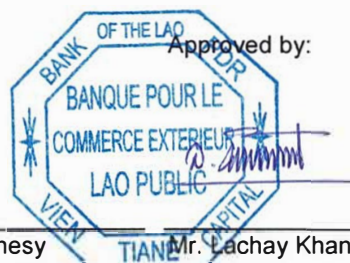
SEPARATE INCOME STATEMENT  
for the year ended 31 December 2018

	Notes	2018 LAKm	2017 LAKm
Interest and similar income	7	1.931.564	1.738.202
Interest and similar expense	7	(1.000.577)	(887.891)
<b>Net interest and similar income</b>	<b>7</b>	<b>930.987</b>	<b>850.311</b>
Fee and commission income	8	258.681	198.826
Fee and commission expense	8	(22.017)	(20.443)
<b>Net fee and commission income</b>	<b>8</b>	<b>236.664</b>	<b>178.383</b>
Net gain from dealing in foreign currencies	9	49.719	43.841
Other operating income	10	47.107	49.707
<b>Operating income</b>		<b>1.264.477</b>	<b>1.122.242</b>
Credit loss expense of loans to customers	17	(221.957)	(212.409)
Impairment losses of financial investments	11	(27.246)	9.257
<b>NET OPERATING INCOME</b>		<b>1.015.274</b>	<b>919.090</b>
Personnel expenses	12	(331.775)	(337.485)
Depreciation and amortization	21, 22	(71.991)	(73.513)
Other operating expenses	13	(152.252)	(134.906)
<b>TOTAL OPERATING EXPENSES</b>		<b>(556.018)</b>	<b>(545.904)</b>
<b>PROFIT BEFORE TAX</b>		<b>459.256</b>	<b>373.186</b>
Current profit tax expense	27.1	(124.020)	(84.491)
Deferred profit tax income	27.1	18.420	1.715
<b>NET PROFIT FOR THE YEAR</b>		<b>353.656</b>	<b>290.410</b>
<b>Earnings per share (LAK)</b>	<b>35</b>	<b>1.703</b>	<b>1.865</b>

Prepared by:

Approved by:





Approved by:

Mrs. Malayvanh Soundala  
Deputy Chief of Accounting  
Department

Mr. Kongsack Souphonesy  
Chief of Internal Audit Department

Mr. Lachay Khanpravong  
Deputy Managing Director

Vientiane, Lao PDR

10 April 2019

## Banque Pour Le Commerce Extérieur Lao Public

SEPARATE STATEMENT OF COMPREHENSIVE INCOME  
for the year ended 31 December 2018

	Notes	2018 LAKm	2017 LAKm
<b>NET PROFIT FOR THE YEAR</b>		<b>353.656</b>	<b>290.410</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Change on fair value of available-for-sale financial assets		-	(7.669)
Change due to impairment of available-for-sale financial assets		(2.875)	-
Remeasurement loss on defined benefit plans	28	(1.411)	-
Profit tax related to components of other comprehensive income		1.028	1.841
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>		<b>(3.258)</b>	<b>(5.828)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>		<b>350.398</b>	<b>284.582</b>

Prepared by:



Mrs. Malayvanh Soundala  
Deputy Chief of Accounting  
Department

Approved by:



Mr. Kongsack Souphonesy  
Chief of Internal Audit Department

Approved by:



Mr. Lachay Khanpravong  
Deputy Managing Director

Vientiane, Lao PDR

10 April 2019

## Banque Pour Le Commerce Extérieur Lao Public

SEPARATE STATEMENT OF FINANCIAL POSITION  
as at 31 December 2018

	Notes	31 December 2018 LAKm	31 December 2017 LAKm
<b>ASSETS</b>			
Cash and balances with Bank of the Lao PDR	14	5.334.240	5.812.734
Due from banks	15	3.733.419	3.142.501
Loans to customers	16	24.366.860	22.425.778
Financial investments - Available-for-sale	18	151.483	184.843
Financial investments - Held-to-maturity	19	3.652.772	2.574.671
Investments in subsidiary and joint ventures	20	514.007	561.623
Property and equipment	21	449.238	456.237
Intangible assets	22	246.596	247.582
Deferred tax assets	27.4	29.099	17.955
Other assets	23	464.931	377.643
<b>TOTAL ASSETS</b>		<b>38.942.645</b>	<b>35.801.567</b>
<b>LIABILITIES</b>			
Due to banks and other financial institutions	24	3.413.129	3.275.546
Due to customers	25	29.915.142	28.403.957
Borrowings from other banks	26	3.349.266	2.145.402
Current tax liabilities	27.2	35.793	20.656
Deferred tax liabilities	27.4	5.272	13.576
Other liabilities	28	239.533	210.418
<b>TOTAL LIABILITIES</b>		<b>36.958.135</b>	<b>34.069.555</b>
<b>EQUITY</b>			
Charter capital	29	1.038.617	1.038.617
Statutory reserves and other reserves	30	439.550	380.382
Available-for-sale reserve	31	-	2.186
Retained earnings		506.343	310.827
<b>TOTAL EQUITY</b>		<b>1.984.510</b>	<b>1.732.012</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>38.942.645</b>	<b>35.801.567</b>

Prepared by:



Mrs. Malayvanh Soundala  
Deputy Chief of Accounting  
Department

Approved by:



Mr. Kongsack Souphonesy  
Chief of Internal Audit  
Department

Approved by:



Mr. Lachay Khanpravong  
Deputy Managing Director

Vientiane, Lao PDR

10 April 2019

## Banque Pour Le Commerce Extérieur Lao Public

SEPARATE STATEMENT OF CHANGES IN EQUITY  
for the year ended 31 December 2018

	<i>Charter capital LAKm</i>	<i>Statutory reserves LAKm</i>	<i>Available-for- sale reserve LAKm</i>	<i>Retained earnings LAKm</i>	<i>Total LAKm</i>
<b>Balance as at 31 December 2017</b>	<b>1.038.617</b>	<b>380.382</b>	<b>2.186</b>	<b>310.827</b>	<b>1.732.012</b>
Dividend paid out to shareholders for 2017	-	-	-	(97.900)	(97.900)
Appropriation to reserve for the year 2017	-	59.168	-	(59.168)	-
Net profit for the year 2018	-	-	-	353.656	353.656
Other comprehensive income for the year 2018	-	-	(2.186)	(1.072)	(3.258)
<i>in which:</i>					
- <i>remeasurement loss on defined benefit plans</i>	-	-	-	(1.411)	(1.411)
- <i>change due to impairment of available-for-sale     financial assets</i>	-	-	(2.875)	-	(2.875)
- <i>profit tax related to components of other     comprehensive income</i>	-	-	689	339	1.028
<b>Balances as at 31 December 2018</b>	<b>1.038.617</b>	<b>439.550</b>	<b>-</b>	<b>506.343</b>	<b>1.984.510</b>

## Banque Pour Le Commerce Extérieur Lao Public

SEPARATE STATEMENT OF CHANGES IN EQUITY (continued)  
for the year ended 31 December 2018

	Charter capital LAKm	Statutory reserves LAKm	Available-for- sale reserve LAKm	Retained earnings LAKm	Capital supplement reserve LAKm	Total LAKm
<b>Balance as at 31 December 2016</b>	<b>682.888</b>	<b>345.437</b>	<b>8.014</b>	<b>170.953</b>	<b>12.275</b>	<b>1.219.567</b>
Dividend paid out to shareholders for the year 2016	-	-	-	(83.858)	-	(83.858)
Appropriation to reserve for the year 2016	-	34.910	-	(34.910)	-	-
Advance dividend payment to MOF for the year 2017	-	-	-	(50.000)	-	(50.000)
Additional capital injection	355.729	-	-	-	-	355.729
Reversal of capital supplement reserve	-	-	-	12.275	(12.275)	-
Others	-	35	-	-	-	35
Reversal of tax payable accrued from previous year based on tax inspection results	-	-	-	5.957	-	5.957
Net profit for the year 2017	-	-	-	290.410	-	290.410
Other comprehensive income for the year 2017	-	-	(5.828)	-	-	(5.828)
<i>in which:</i>						
- change on fair value of available-for-sale financial assets	-	-	(7.669)	-	-	(7.669)
- profit tax related to components of other comprehensive income	-	-	1.841	-	-	1.841
<b>Balances as at 31 December 2017</b>	<b>1.038.617</b>	<b>380.382</b>	<b>2.186</b>	<b>310.827</b>	<b>-</b>	<b>1.732.012</b>

Prepared by:



Mrs. Malayvanh Soundala  
Deputy Chief of Accounting Department

Vientiane, Lao PDR

10 April 2019

Approved by:



Mr. Kongsack Souphonesy  
Chief of Internal Audit Department



Approved by:



Mr. Lachay Khanpravong  
Deputy Managing Director



## Banque Pour Le Commerce Extérieur Lao Public

SEPARATE STATEMENT OF CASH FLOWS  
for the year ended 31 December 2018

	Notes	2018 LAKm	2017 LAKm
<b>OPERATING ACTIVITIES</b>			
<b>Profit before tax</b>		<b>459.256</b>	<b>373.186</b>
<i>Adjustments for:</i>			
Depreciation and amortization charges	21, 22	71.991	73.513
Expense for impairment losses	11, 17	249.203	203.152
Expense for writing off assets under construction	13	-	18.640
Defined post-employment benefit expense	12	24.134	67.655
Interest income	7	(1.931.564)	(1.738.202)
Interest expense	7	1.000.577	887.891
Dividend income	10	(32.638)	(40.039)
<b>Cash flows from operating profit before changing in operating assets and liabilities</b>		<b>(159.041)</b>	<b>(154.204)</b>
<i>Changes in operating assets</i>			
Net change in balances with other banks		(1.498.113)	(222.082)
Net change in loans to customers		(1.982.178)	(3.421.495)
Financial investment - Held-to-maturity		280.969	5.840
Financial investment - Available-for-sale		762	(762)
Net change in other assets		(26.885)	(66.350)
<i>Changes in operating liabilities</i>			
Net change in due to other banks		1.299.350	253.290
Net change in due to customers		1.448.852	2.935.339
Net change in other liabilities		33.851	31.169
Interest received		1.681.209	1.597.175
Interest paid		(904.321)	(842.356)
Tax paid during the year	27.3	(102.247)	(93.299)
<b>Net cash flows from operating activities</b>		<b>72.208</b>	<b>22.265</b>
<b>INVESTING ACTIVITIES</b>			
Purchase and construction of fixed assets		(120.335)	(89.011)
Proceeds from disposals of fixed assets		-	772
Dividends received		32.638	40.039
<b>Net cash flows used in investing activities</b>		<b>(87.697)</b>	<b>(48.200)</b>
<b>FINANCING ACTIVITIES</b>			
Payment of dividends		(97.900)	(133.858)
Additional capital contribution		-	360.060
Transaction cost of issuing shares		-	(4.296)
<b>Net cash flows (used in)/from financing activities</b>		<b>(97.900)</b>	<b>221.906</b>
<b>Net change in cash and cash equivalents</b>		<b>(113.389)</b>	<b>195.971</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>7.315.158</b>	<b>7.119.187</b>
<b>Cash and cash equivalents at the end of the year</b>	32	<b>7.201.769</b>	<b>7.315.158</b>

Prepared by:



Mrs. Malayvanh Soundala  
Deputy Chief of Accounting  
Department

Approved by:



Mr. Kongsack Souphonesy  
Chief of Internal Audit Department

Approved by:



Mr. Lachay Khanpravong  
Deputy Managing Director

Vientiane, Lao PDR

10 April 2019

## **The Business Plan for the year 2019**

### **(Attachment for Agenda 5)**

#### **I. Overview.**

In the previous year, there has been an expansion of political conflicts in many regions and this leads to the trade barriers among countries. The conflict on trade has been intensified among many countries and tariff wall of trade has been increased among one another. Due to such environment, many countries have to establish their development plan for short term and long term, especially on the amendment of the foreign currency holding, finding of the new strategic partners, adjustment of the domestic interest rates, reducing the production and the improvement on technical equipment.

Nevertheless, along with the expansion of investment and the growth of the macro-economy, Banque Pour Le Commerce Extérieur Lao Public will continue to develop in all areas, increase its product expansion, increase the incomes and control the expenditure to bring the highest benefits to the shareholders, as follows:

#### **II. The development Strategies and Business Plan Operation of BCEL for 2019.**

##### **1. Vision of BCEL.**

The bank has set the long-term vision from the year 2016-2020: **“To become the strong and modern bank that achieves international standard”**.

##### **2. Mission**

BCEL will continue to implement the plan to improve the BCEL’s important management from 2016-2020: “ Improve the Corporate Governance System to be strong by focusing on improving the services suitable with the change in the new era; to adopt the culture of the strong corporate governance (CG) and to comply with Basel II principles; raise the business effectiveness; create and develop the capacity of the Information Technology; to apply the modern technology and to upgrade the related knowledge and expertise of the staff as of regional and international level”.

##### **3. Operation targets for 2019.**

To continue the implementation of the long-term mission of BCEL to prepare for the service improvement and the development of the corporate governance system, there will be 6 main work program (maintained), 32 Projects and 273 work plans. This year the bank will consolidate the sub-work plans from each sections including 143 work plans.

The projects of each work program are as follows:

- 1) Development of the Corporate Governance System to International Standard: 3 Projects and 4 Work plans
- 2) Establishment of the Risk Management System and the Implementation of Basel II: 4 Projects and 32 Work plans.
- 3) Development of the management information system: 6 Projects and 40 Work plans.
- 4) Development and Management of IT System: 5 Projects and 47 Work plans
- 5) Administration and development of Human Resources: 4 Projects and 57 Work plans
- 6) Financial Administration, Modern Service and the higher Business Operation Effectiveness: 10 Projects and 103 Work plans.

Apart from the above main projects, there will be supported projects or sub-projects such as the reporting of CG to propose the management for the improvement of the administration work to be complied with CG principles; to continue on the feasibility study to establish BCEL's Representative Office in Overseas; the divestment 19% BCEL's share held by the Ministry of Finance; the continue project of LOS; the sub-project of the Basel II project; the project related to accounting is the preparation to implement the IFRS9; the project of product development; construction project and etc. The increase and decrease in the number of projects will be based on the comparison with the previous year's project implementation.

For Improvement, development and increase of effectiveness in each area, increase of solid CG, and revenue generation for the year 2019, there will be 6 work programs, 32 projects and 273 work plans. These work plans will be allocated to various committees, divisions, centers, branches, sections and service units.

### **III. Financial Highlights for 2019**

2019 is another year of challenge to generate the profit in the environment that the macro-economy was not very supportive and the high competition, especially the plan on the financial balance sheet and the income statement which have been compared to the business performance result 2018 in accordance with LAS as the base for calculation of the business performance indicators. Moreover, the bank has also applied the business growth rate up to 2020 and the business environment of the macro-economy for the estimation which the targets in each area are as follows:

#### **1. Business Plan 2019 (Comparing to 2018 according to LAS).**

- Total assets: 42.742.300 million LAK, 8,7% increase from 2018;
- Total loan: 25.830.000 million LAK, 6,1% increase from 2018;
- Total NPL: 615.000 million LAK, 16% decrease from 2018;
- Total Deposit: 35.730.000 million LAK, 8,3% increase from 2018;
- Profit before tax: 565.000 million LAK, 5,4% increase from 2018;

## 2. Equipment procurement, Construction and Repair Plan

In 2019, BCEL will continue its strategy to develop the service system, expand the service network, to the local areas to prepare the service as needed by the local people according to the bank's slogan "Modern Quick and Reliable". To achieve such goal, the bank needs to focus on the development of the electronic system, having the sufficient working space and to improve the needs of the technical equipment maintenance. Due to the restriction of assets against equity, BCEL has considered the leasing strategy. The total Equipment procurement, Construction and Repair Plan has the total value of 172.153 million LAK which has the details as flows:

- Construction of infrastructure and minor and significant repairs: 58.731 Million LAK, this includes the purchasing of lands 18.300 Million LAK, the design and interior decoration fee 19.136 Million LAK, extension of building 950 Million LAK, the repair cost at branch and service unit level 12.900 Million LAK, small-high value size repair 7.445 Million LAK.
- Plan of Program Development: 12.817 Million LAK, this includes the program for the Card Center, IT Center and program maintenance fee overall the banks' network.
- The purchasing of vehicles for transportation: 3.299 Million LAK: To replace the vehicles that end its depreciation lives and broken, the use of the vehicles are for moving of the materials and for the work of service in overall the bank's network.
- Air conditioners and other installments: 3.499 Million LAK.
- Office Machinery: 89.649 Million LAK this includes the machineries that support the service at the Head Office, Branches and Service Units that are newly opened.
- Furniture: 4.519 Million LAK including tables, chairs, cabinets, safe boxes and etc.

## 3. Business Expansion Plan.

In 2019, BCEL will focus on expanding the service units to the locals where the local economy is outstanding which 10 more service units will be established which 5 locals will be in Vientiane Capital and 5 points at the branch level.

### ❖ 5 Service Units in Vientiane Capital.

- 1) Kaoliew Service Unit, Sikodtabong District
- 2) Wattai Service Unit, Sikodtabong District
- 3) Phonthong Service Unit, Chanthabouly District (Continue the 2018 plan)
- 4) Hauy Num Yen Service Unit, Na Xai thong District
- 5) Park Nguem Service Unit, Park Nguem District

### ❖ 5 Service Units at Branch Level

- 1) Meubng Ngeun Service Unit Xayabouly Branch
- 2) Lakonesy Service Unit, Konephapheng District Salavanh Branch
- 3) Boten Specail Economic Zone Service Unit Luangnamtha Branch (Continue the 2018 plan)
- 4) Sanamxay Service Unit Attapeu Branch
- 5) Viengxay Service Unit Huaphan Branch

#### **4. Human Resource Development Plan**

In 2019, BCEL has the plan to develop many areas and the plan to expand the service network in overall the country where the bank considers as appropriate. Therefore, the bank has approved the plan to recruit 200 employees. The new staff will be allocated to Divisions, Centers, branches and service units of BCEL in overall network and to also replace the staff who will retire or resign.

## **The Report**

### **Investment for co-founding the Lao National Payment Network Co., Ltd**

**(Attachment for Agenda 7)**

**1. The development of the finance-banking sector.**

As of 3<sup>rd</sup> Quarter 2018, there were 43 commercial banks, 108 bank branches, 529 service units, 35 money changers and 1.208 ATMs nationwide. The total asset of the banking sector reached 132.470,27 billion LAK increased for 4,98%; the total deposit was at 72.904,81 billion LAK increased for 3,97% (exclude the deposit of individuals who live in overseas). In 2017, Lao PDR has adopted the Law on Payment System to ensure the modernization and the gradual development of the payment system.

**2. The history of LAPNet.**

The Lao National Payment Network Co, LTD (LAPNet) is a legal entity established in 2019 by separating from LAPs Project (Lao ATM Pool Switching) which has been on operation since 24 November 2015. The project received the supported fund from the Chinese Government which Bank of Laos (BOL) and China Development Bank (CDB) were in charge of the project and China UnionPay was the project developer. The main purpose of LAPNet is to move forward the modernized payment system that accommodates retail transactions between the banks that invest in the company. The co-founder banks will be able to reduce the operating costs for installment of ATMs and POSs and the most importance is that the customers of all member banks will be easily access the service. LAPNet now has 7 domestic member banks and 1 foreign company.

**3. The purpose to establish the company.**

To implement the policy of the government toward modernization, to reduce cash transaction, to reduce the cost in ATMs and POS installation, and to facilitate the local people who are the banks' customers.

**4. The value the company.**

The charter capital is 43.000.000.000 LAK (Forty-Three billion LAK), this comprises of 20% investment from BCEL which equals to 6.800.000.000 LAK (Six thousand eight hundred million LAK).

**5. Products of the company.**

To provide the service as a center for payment settlement between domestic banks, including card products, transfers and other products as allowed by the BOL.

**6. Significance of co-investment in this company.**

The co-investment in Lao National Payment Network Co., Ltd is seen an important investment because the work of this company is part of the BOL's policy on payment system development. It is the infrastructure development for the national payment system for commercial banks in the country which will facilitate the customers, and help reduce the cost associated with procurement and maintenance of system in long-term. Nevertheless, the investment in this company is quite high and the return from the company might not occur in a short period of time. But for the long-term consideration, it is extremely necessary to maintain the leading position of the bank in the Lao market, to maintain the market share and customer base because the company will be host of the payment infrastructure for the settlement between domestic banks.

Therefore, BCEL as the leading bank in banking and modernization in the Lao PDR deem it is appropriate to invest in this company so that BCEL can participate in setting the direction and policy for the payment system in order to serve the customers and to maintain the benefits of BCEL in the long run.

## ໃບມອບສິດ Proxy

1. ຂ້າພະເຈົ້າ ..... ສັນຊາດ.....  
 I / We ..... nationality .....  
 ເຮືອນເລກທີ ..... ບ້ານ ..... ເມືອງ .....  
 residing at ..... Village ..... District .....  
 ແຂວງ ..... Province.....

ເປັນຜູ້ຖືຮຸ້ນຂອງທະນາຄານການຄ້າຕ່າງປະເທດລາວ ມະຫາຊົນ

Being a shareholder of Banque Pour Le Commerce Exterieur Lao Public

ມີຮຸ້ນທັງໝົດຈຳນວນ.....ຮຸ້ນຊຶ່ງເທົ່າກັບຈຳນວນສຽງທີ່ຈະລົງຄະແນນສຽງ

Holding a total number of .....shares which are equivalent to the same number of votes

2. ຂໍມອບໝາຍ ທ່ານ/ທ່ານ ນາງ ..... ອາຍຸ.....ປີ  
 Hereby assign Mr/Ms ..... age .....  
 ສັນຊາດ.....ຢູ່ເຮືອນເລກທີ.....  
 Nationality..... residing at.....  
 ບ້ານ..... ເມືອງ ..... ແຂວງ .....  
 Village ..... District ..... Province.....

**ຫຼື / Or**

ມອບໝາຍ ສະມາຊິກສະພາບໍລິຫານອິດສະຫຼະ (ກະລຸນາເລືອກ 1 ທ່ານ):

assign the Independent BOD member below (please select one):

☐ ທ່ານ ຄຳສຸກ ສຸນດາຣາ  
 Mr. Khamsouk Sundara

☐ ທ່ານຮອງສາສະດາຈານ ປອ. ພູເພັດ ກ້ຽວພິລາວົງ  
 Assoc. Prof. Dr. Phouphet Kyophilavong

ໃຫ້ເປັນຜູ້ຕາງໜ້າຂອງຂ້າພະເຈົ້າ ເພື່ອເຂົ້າຮ່ວມ ແລະ ລົງຄະແນນສຽງແທນຂ້າພະເຈົ້າຢູ່ໃນກອງປະຊຸມສາມັນຜູ້ຖືຮຸ້ນ ປະຈຳປີ 2018 ຂອງ  
 ທະນາຄານການຄ້າຕ່າງປະເທດລາວ ມະຫາຊົນ, ທີ່ຈະຈັດຂຶ້ນໃນ ເວລາ 14:30 ໂມງ ຂອງວັນທີ 26 ເມສາ 2019.

To be my/our proxy to attend and vote on my/our behalf in the Annual General Shareholders' Meeting for  
 year 2018 of the Banque Pour Le Commerce Exterieur Lao Public which will be held at 14:30 PM of 26 April  
 2019.

3. ຂ້າພະເຈົ້າ ອະນຸຍາດໃຫ້ຜູ້ຕາງໜ້າລົງຄະແນນສຽງແທນຂ້າພະເຈົ້າ ຢູ່ໃນກອງປະຊຸມດັ່ງນີ້ (ເລືອກເອົາໜຶ່ງ ຈາກສອງທາງເລືອກລຸ່ມນີ້)

I /We authorize the proxy to vote on my/our behalf in the Meeting as follows (**choose one from the two  
 following options**):

1. ☐ ໃຫ້ຜູ້ຕາງໜ້າມີສິດພິຈາລະນາ ແລະ ລົງຄະແນນສຽງໃນທຸກໆບັນຫາແທນຂ້າພະເຈົ້າ ຕາມທີ່ຜູ້ກ່ຽວເຫັນສົມຄວນ; ຫຼື  
 To grant the proxy to consider and vote in all agendas on my/our behalf as the proxy may deem  
 appropriate; or

2. ☐ ໃຫ້ຜູ້ຕາງໜ້າລົງຄະແນນສຽງຕາມຄວາມຕ້ອງການຂອງຂ້າພະເຈົ້າດັ່ງນີ້ (ຖ້າເລືອກຂໍ້ນີ້, ກະລຸນາເລືອກລົງຄະແນນ **ເຫັນດີ**  
**ຫຼື ບໍ່ເຫັນດີ** ໃນທຸກໆວາລະລຸ່ມນີ້):

To grant the proxy to vote as per my/our intention indicated in the followings (If you select this  
 option, please choose to vote either **approve** or **disapprove** in every agenda):



- ວາລະທີ 1: ລາຍງານຄວາມຄືບໜ້າການຈັດຕັ້ງມະຕິກອງປະຊຸມຄັ້ງຜ່ານມາ  
 Agenda 1: Report on the implementation on the last meeting resolutions  
*(ບໍ່ມີການລົງຄະແນນສຽງ/No vote required)*
- ວາລະທີ 2: ລາຍງານສະພາບພື້ນດ້ານໃນການເຄື່ອນໄຫວດຳເນີນງານຂອງ ທຸລະກິດ ປະຈຳປີ 2018 ໂດຍຫຍໍ້  
 Agenda 2: A brief report on the business performance highlights of BCEL for the year 2018  
*(ບໍ່ມີການລົງຄະແນນສຽງ/No vote required)*
- ວາລະທີ 3: ພິຈາລະນາ ແລະ ຮັບຮອງເອົາຜົນການດຳເນີນທຸລະກິດ 2018  
 Agenda 3: To consider and approve the business performance results for the year 2018  
☐ ເຫັນດີ/approve ☐ ບໍ່ເຫັນດີ/disapprove
- ວາລະທີ 4: ພິຈາລະນາ ແລະ ຮັບຮອງເງິນປັນຜົນປະຈຳປີ 2018  
 Agenda 4: To consider and approve the dividends for the year 2018.  
☐ ເຫັນດີ/approve ☐ ບໍ່ເຫັນດີ/disapprove
- ວາລະທີ 5: ພິຈາລະນາ ແລະ ຮັບຮອງເອົາແຜນການປີ 2019  
 Agenda 5: To consider and approve the business plan for the year 2019  
☐ ເຫັນດີ/approve ☐ ບໍ່ເຫັນດີ/disapprove
- ວາລະທີ 6: ພິຈາລະນາ ແລະ ຮັບຮອງເອົາການແຕ່ງຕັ້ງຜູ້ກວດສອບອິດສະຫຼະປະຈຳປີ 2019.  
 Agenda 6: To consider and approve the appointment of independent auditor for the year 2019.  
☐ ເຫັນດີ/approve ☐ ບໍ່ເຫັນດີ/disapprove
- ວາລະທີ 7: ພິຈາລະນາ ແລະ ຮັບຮອງການລົງທຶນຂອງ ທຸລະກິດ ໃນການຮ່ວມສ້າງຕັ້ງບໍລິ ສັດ ລາວເນເຊີນນໍ ເພ  
 ເມັ້ນ ເນັດເວີກ ຈຳກັດ  
 Agenda 7: To consider and approve the investment of BCEL in co-founding the Lao National Payment Network Co., LTD  
☐ ເຫັນດີ/approve ☐ ບໍ່ເຫັນດີ/disapprove

4. ການລົງຄະແນນສຽງຂອງຜູ້ຕາງໜ້າທີ່ບໍ່ເປັນໄປຕາມໃບມອບສິດນີ້ ໃຫ້ຖືວ່າບໍ່ຖືກຕ້ອງ ແລະ ບໍ່ແມ່ນການລົງຄະແນນຂອງຂ້າພະເຈົ້າ.  
 Any votes made by the proxy contradicting to this Proxy shall be considered as invalid and shall not constitute my/our votes as the shareholder.

5. ໃນກໍລະນີທີ່ຂ້າພະເຈົ້າ ບໍ່ໄດ້ລະບຸຄວາມຕ້ອງການຂອງຕົນໃນການລົງຄະແນນສຽງໃນວາລະໃດໜຶ່ງ ຫຼື ລະບຸໄວ້ ບໍ່ຈະແຈ້ງ ໃຫ້ຖືວ່າ  
 ຂ້າພະເຈົ້າລົງຄະແນນສຽງເຫັນດີ

In case I/we have failed to specify my/our voting intention in any agenda or not clearly specified, my/our vote in such agenda shall be deemed approved.

6. ທຸກການກະທຳໃດຂອງຜູ້ຕາງໜ້າໃນກອງປະຊຸມ ທີ່ເປັນໄປຕາມໃບມອບສິດນີ້ ໃຫ້ຖືວ່າຂ້າພະເຈົ້າ ໄດ້ກະທຳເອງທຸກປະການ.

Any action made by the proxy in the meeting in accordance with this Proxy, shall be deemed as having been performed by myself/ourselves in all respects.

ທີ່..... ວັນທີ...../...../2019.

Wrote at..... date.....

**ເຊັນຜູ້ຖືຮຸ້ນທີ່ມອບໝາຍ / signed by the shareholder**

**ເຊັນຜູ້ຕາງໜ້າ /signed by the proxy**

**ໝາຍເຫດ/Remark:**

1. ຜູ້ຖືຮຸ້ນ ຈະຕ້ອງແຕ່ງຕັ້ງຜູ້ຕາງໜ້າພຽງຜູ້ດຽວເຂົ້າຮ່ວມກອງປະຊຸມ ແລະ ລົງຄະແນນສຽງແທນຕົນເອງ  
The shareholder is required to assign only one proxy to attend and vote in the meeting on the shareholder's behalf.
2. ໃບມອບສິດສະບັບນີ້ຈະຕ້ອງນຳໄປຈົດທະບຽນສານ ນຳສຳນັກງານທະບຽນສານທີ່ຢູ່ສະດວກສຳລັບທ່ານ ເພື່ອໃຫ້ຮັບປະກັນຜົນ  
ສັກສິດທາງກົດໝາຍ, ທະນາຄານມີສິດປະຕິເສດໃບມອບສິດໃດໆທີ່ບໍ່ໄດ້ຈົດທະບຽນສານ.  
This Proxy must be certified by your most convenient Court Notary Office to ensure its legal validity. BCEL may reject any Proxies or proxy authorizations without endorsement of the Court Notary Office.
3. ຜູ້ຕາງໜ້າ ຕ້ອງສະແດງເອກະສານຂອງຕົນເອງຕໍ່ ພະນັກງານປະຈຳໂຕະລົງທະບຽນ ຄື: ບັດປະຈຳຕົວ ຫຼື ປຶ້ມສຳມະໂນຄົວ ຫຼື ໜັງສື  
ຜ່ານແດນ (ສຳລັບນັກລົງທຶນຕ່າງປະເທດ) ພ້ອມກັບສຳເນົາເອກະສານປະເພດດຽວກັນນີ້ຂອງຜູ້ຖືຮຸ້ນ, ໃບມອບສິດສະບັບນີ້ ແລະ ໜັງ  
ສືເຊັນປະຊຸມ.  
The proxy must present to the officers at registration desk his/her valid ID Card, or family book or passport (in case of foreign investor) together with the copies of the same documents of the shareholder, this Proxy, and the Invitation to the Meeting.

**Curriculum Vitae**

Name: **Kamsouk SUNDARA**  
 Nationality: **Lao**  
 Date of Birth: **03 June 1945**  
 Languages: **Lao, English and French**  
 Phone number: **020 55514235**  
 Email: **Kamsouk\_sd@yahoo.com**

**+ Educational Background:**

- 1969 Graduated from High School and University in Australia (Bachelor of Arts from University of New South Wales).

**+ Professional Experiences:**

- Apr 2005 Finance and Banking Advisor at Lane Xang Minerals limited (Subsidiary of Oxiana Group, Melbourne, Australia).
- 1995 – 1996 Advisor to the Executive Director of South East Asia constituency of the IMF, Washington D.C.
- 1990 – 1994 & 1997 – Mar 2008 Bank of the Lao PDR (BOL).
- 1976 – 1989 worked at Banque Pour Le Commerce Exterieur Lao (BCEL).
- 1970 – 1975 worked at Banque de Development du Laos (BDL).

**+ Training:**

- 1993 George Town University (pew Fellowship Program) Washington D.C, World Bank institute, Washington and IMF Institute in Washington and Singapore.
- 1985 Indian Institute for Bank Management, Puna, India
- 1974 International Training Center, Nagoya, Japan.
- 1972 Trained in Economics Areas at UN Institute of Economic Management in Bangkok, Thailand.

- + Publication:** Country papers on Inflation Management and Foreign Exchange Regime and Management for the purpose of dialogue with countries of the ESCAP region.

## Curriculum Vitae



Name: **Assoc.Prof. Dr. Phouphet Kyophilavong**  
 Nationality: **Lao**  
 Date of Birth: **05 Feb 1974**  
 Languages: **Lao, English, Japanese**  
 Phone Number: **020 55527321**  
 Email: **Phouphetkyophilavong@gmail.com**

### I. Education Background:

- 2000-2003: Doctoral Degree in Economics, Kobe University, Japan
- 1998-2000: Master Degree in Civil Engineering, Osaka University, Japan
- 1994-1998: Bachelor Degree in Civil Engineering, Osaka University, Japan

### II. Professional Experience (1):

- 2013-present: Vice Dean, Faculty of Economics and Business Management, National University of Laos
- 2008-2013: Director, Research Division, Faculty of Economics and Business Management, National University of Laos
- 2006-2008: Deputy Head, Department of Economics, Faculty of Economics and Business Management, National University of Laos
- 2004-2006: Deputy Director, Research Division, Faculty of Economics and Business Management, National University of Laos
- 2003-2004: Lecturer, Faculty of Economics and Business Management, National University of Laos

### Professional Experience (2):

- 2017 Visiting Associate Professor, Graduate School of International Cooperation Studies (GSICS), Kobe University, Japan
- 2016/15 Visiting Lecturer, Graduate School of Management, Kyoto University, Japan
- 2013 US-ASEAN Fulbright Visiting Fellow Vising, Economic Division, Harvard University, USA
- 2011 Visiting Associate Professor, Nanyang Technological University, Singapore
- 2010 Visiting Fellow, Laval University, Canada.
- 2009 Visiting Lecturers, Graduate School of International Development (GSID), Nagoya university, Japan
- 2008 Visiting Associate Professor, Economic Research Center, Nagoya University, Japan
- 2005 Visiting Fellow, Institute of Developing Economy (IDE), Tokyo, Japan

**ລະບຽບສໍາລັບການດໍາເນີນກອງປະຊຸມສາມັນຜູ້ຖືຮຸ້ນ ທຄຕລ ປະຈຳປີ 2018**

**Rules for the Annual General Meeting of BCEL's Shareholders for the year 2018**

**1. ການລົງທະບຽນເພື່ອເຂົ້າຮ່ວມກອງປະຊຸມ/Registration for attending the meeting**

ຜູ້ເຂົ້າຮ່ວມກອງປະຊຸມທຸກຄົນ ຕ້ອງລົງທະບຽນໃຫ້ຮຽບຮ້ອຍຕາມຂັ້ນຕອນທີ່ ທຄຕລ ກໍານົດໄວ້ ກ່ອນເຂົ້າຮ່ວມກອງປະຊຸມ ແລະ ຕ້ອງອະນຸຍາດໃຫ້ ທຄຕລ ສໍາເນົາເອົາບັດປະຈຳຕົວ ຫຼື ໜັງສືຜ່ານແດນ ຫຼື ເອກະສານອື່ນໆທີ່ສາມາດໃຊ້ແທນໄດ້ ເພື່ອເອົາໄວ້ເປັນ ຫຼັກຖານ.

All attendees must complete registration in accordance with the procedures specified by BCEL before attending the meeting and allow BCEL to photocopy their ID cards or passports or other similar documents as evidence.

ຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າທີ່ໄດ້ຮັບມອບໝາຍ ຕ້ອງນໍາເອົາໜັງສືແຈ້ງເຊີນເຂົ້າຮ່ວມກອງປະຊຸມທີ່ ອອກໃຫ້ໂດຍຕະຫຼາດຫຼັກຊັບ ລາວ (ທີ່ມີເຄື່ອງໝາຍບາໂຄດ) ມາແຈ້ງພ້ອມໃນເວລາລົງທະບຽນ. ກໍລະນີທີ່ບໍ່ມີໃບແຈ້ງສິດເຂົ້າຮ່ວມກອງປະຊຸມແລ້ວນັ້ນ ຈະຖື ວ່າການລົງທະບຽນບໍ່ສໍາເລັດ ແລະ ຈະສິ່ງຜົນໃຫ້ຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າ ບໍ່ມີສິດລົງຄະແນນສຽງ, ຕັ້ງຄໍາຖາມ ຫຼື ມີຄໍາເຫັນຕໍ່ທີ່ປະຊຸມ.

Shareholders or proxies must bring and present to the registration desk the Invitation issued by the Lao Securities Exchange (containing bar code). In absence of such Invitation, the registration shall be deemed incomplete and shall lead such shareholders or proxies to lose their right to vote, question or make comments in the meeting.

ຜູ້ຕາງໜ້າ ຕ້ອງສະແດງເອກະສານຂອງຕົນເອງຕໍ່ພະນັກງານປະຈຳໂຕະລົງທະບຽນ ຄື: ບັດປະຈຳຕົວ ຫຼື ປຶ້ມສໍາມະໂນຄົວ ຫຼື ໜັງສືຜ່ານແດນ (ສໍາລັບນັກລົງທຶນຕ່າງປະເທດ) ພ້ອມກັບ ສໍາເນົາເອກະສານປະເພດດຽວກັນນີ້ຂອງຜູ້ຖືຮຸ້ນ, ໃບມອບສິດສະບັບນີ້, ແລະ ໜັງສືເຊີນປະຊຸມ. ຖ້າເອກະສານເຫຼົ່ານີ້ເປັນພາສາຕ່າງປະເທດ ແມ່ນອະນຸຍາດໄດ້ສະເພາະເອກະສານທີ່ເປັນພາສາ ອັງກິດເທົ່ານັ້ນ.

The proxy must present to the officers at registration desk his/her valid ID Card, or family book or passport (in case of foreign investor) together with the copies of the same documents of the shareholder, letter of Proxy, and the Invitation to the Meeting. If these documents are in foreign languages, only the documents in English are acceptable.

**2. ອົງປະຊຸມ/Quorum**

ກອງປະຊຸມສາມາດດໍາເນີນໄດ້ກໍຕໍ່ເມື່ອມີຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າທີ່ເຂົ້າຮ່ວມກອງປະຊຸມຢ່າງໜ້ອຍ 2 ຄົນຂຶ້ນໄປ ແລະມີຈຳນວນຮຸ້ນທີ່ຖືເກີນ 51% ຂອງຈຳນວນຮຸ້ນສາມັນທັງໝົດ ຕາມທີ່ໄດ້ກໍານົດໄວ້ໃນ ກົດລະບຽບຂອງທະນາຄານການຄ້າ ຕ່າງປະເທດລາວ ມະຫາຊົນ.

Shareholders ' meeting can commence only if the number of shareholders attending the meeting accounts for at least two shareholders and their shares shall be more than 51% of the

total shares, pursuant to the Articles of Association of Banque pour le Commerce Exterieur Lao Public.

### **3. ການດຳເນີນກອງປະຊຸມ/Rules for proceeding**

#### **3.1 ທ່ານປະທານສະພາບໍລິຫານ ທຄຕລ ເປັນປະທານກ່າວເປີດ ແລະ ນຳພາດຳເນີນກອງປະຊຸມ.**

The Chairman of BCEL's Board of Directors will preside over and lead the meeting.

#### **3.2 ທ່ານ ປະທານສະພາບໍລິຫານ ເປັນຜູ້ສະເໜີຫົວຂໍ້ຂອງແຕ່ລະວາລະ ແລະ ເປັນຜູ້ສັ່ງໂທວດ ຄະແນນແຕ່ລະວາລະ.**

The Chairman will propose the title of each agenda and order the voting of each agenda.

#### **3.3 ຜູ້ອຳນວຍການໃຫຍ່ ທຄຕລ ເປັນຜູ້ດຳເນີນສະເໜີ ເນື້ອໃນຂອງແຕ່ລະວາລະໃນກອງປະຊຸມ.**

The General Managing Director of BCEL will present details of each agenda to the meeting.

3.4 ຫຼັງຈາກທີ່ທ່ານຜູ້ອຳນວຍການ ໄດ້ສະເໜີເນື້ອໃນຂອງວາລະແລ້ວ, ປະທານກອງປະຊຸມຈະສະເໜີໃຫ້ຜູ້ຖືຮຸ້ນຫຼືຜູ້ຕາງໜ້າທີ່ມີຄຳຖາມ ຫຼື ຄຳເຫັນຕໍ່ວາລະທີ່ກຳລັງຖືກພິຈາລະນາຢູ່. ກໍລະນີມີຄຳຖາມ ທ່ານຜູ້ອຳນວຍການໃຫຍ່ຈະເປັນຜູ້ໃຫ້ຄຳອະທິບາຍຊັດເຈນ. ຈາກນັ້ນ, ຖ້າບໍ່ມີຄຳຖາມໃດໆຕໍ່ແລ້ວ ປະທານກອງປະຊຸມຈະສະເໜີໃຫ້ຜູ້ຖືຮຸ້ນຫຼືຜູ້ຕາງໜ້າລົງມະຕິຕໍ່ວາລະດັ່ງກ່າວ.

After the General Managing Director has presented details of each agenda, the Chairman will ask the Shareholders and Proxies to make necessary comments or questions. Should there is a question, the General Managing Director shall give the answer forthwith. Only when there is no any further question or comment, the Chairman shall ask the Shareholders and Proxies to vote on the agenda

3.5 ຜູ້ເຂົ້າຮ່ວມກອງປະຊຸມ ຕ້ອງປິດສຽງໂທລະສັບ ຫຼື ອຸປະກອນການສື່ສານທຸກຢ່າງ ແລະ ບໍ່ສົ່ງສຽງດັງລົບກວນ ຕະຫຼອດໄລຍະຂອງການດຳເນີນກອງປະຊຸມ.

All attendees must switch off the sound of their mobile phones or any communication devices and must not make any disturbing noise throughout the meeting.

### **4. ພາສາທີ່ນຳໃຊ້ໃນກອງປະຊຸມ/Language in the meeting**

ພາສາທີ່ນຳໃຊ້ຢູ່ໃນກອງປະຊຸມແມ່ນພາສາລາວ

The language used in the meeting is Lao language.

### **5. ຜູ້ມີສິດລົງຄະແນນສຽງ/Persons eligible to vote**

5.1 ມີແຕ່ຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າທີ່ໄດ້ຮັບມອບໝາຍຢ່າງຖືກຕ້ອງ ຊຶ່ງໄດ້ລົງທະບຽນເຂົ້າຮ່ວມກອງ ປະຊຸມຮຽບຮ້ອຍແລ້ວ ເທົ່ານັ້ນ ທີ່ຈະມີສິດລົງຄະແນນສຽງ.

Only the shareholders or proxies who have registered to attend the meeting are eligible to vote.

5.2 ຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າທີ່ບໍ່ໄດ້ລົງທະບຽນເຂົ້າຮ່ວມກອງປະຊຸມ ແລະ ຜູ້ເຂົ້າຮ່ວມອື່ນ ຈະບໍ່ມີ ສິດໃນການລົງຄະແນນສຽງ.

Any shareholders or proxies who have not registered to attend the meeting and other attendees will not be eligible to vote.

## 6. ການລົງຄະແນນສຽງ/Voting

ປະທານກອງປະຊຸມ ຈະເປັນຜູ້ສະເໜີວາລະທີ່ຕ້ອງການໃຫ້ລົງຄະແນນສຽງ ໂດຍຈະເຊີນ ພຽງແຕ່ຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າທີ່ໄດ້ຮັບມອບໝາຍ ທ່ານໃດທີ່ບໍ່ເຫັນດີຕໍ່ບັນຫາທີ່ກອງປະຊຸມໄດ້ນຳ ສະເໜີເທົ່ານັ້ນລົງຄະແນນສຽງ ເພື່ອຄວາມສະດວກໃນການນັບຄະແນນສຽງ (ໝາຍຄວາມວ່າ ຜູ້ຖືຮຸ້ນທ່ານໃດທີ່ເຫັນດີຕໍ່ການສະເໜີດັ່ງກ່າວ ກໍບໍ່ຈຳເປັນຕ້ອງລົງຄະແນນສຽງໃດໆ).

The Chairman of the meeting will propose the agendas that require voting, and only the shareholders or proxies who DO NOT AGREE with the matters proposed by the meeting are invited to vote so as to facilitate vote counting process (meaning that for those who agree with such matters are not necessary to cast a vote).

## 7. ຜົນສັກສິດຂອງການລົງຄະແນນສຽງ/Effectiveness of voting

7.1 ສຳລັບ ການລົງມະຕິທົ່ວໄປ, ການລົງຄະແນນສຽງບໍ່ເຫັນດີຈະມີຜົນສັກສິດ ກໍຕໍ່ເມື່ອມີຄະແນນສຽງຫລາຍກວ່າເຄິ່ງໜຶ່ງຂອງຈຳນວນຮຸ້ນ ທຄຕລ ທັງໝົດໃນທີ່ປະຊຸມ.

For ordinary resolutions, the "Disapprove votes" will become effective only if such votes account for more than half of the total number of BCEL shares attending the meeting

7.2 ສຳລັບການລົງມະຕິສະເພາະ, ການລົງຄະແນນສຽງບໍ່ເຫັນດີຈະມີຜົນສັກສິດ ກໍຕໍ່ເມື່ອມີຄະແນນສຽງຫລາຍກວ່າ ໜຶ່ງສ່ວນສາມຂອງຈຳນວນຄະແນນສຽງທັງໝົດທີ່ເຂົ້າຮ່ວມໃນກອງປະຊຸມ ແລະ ມີຫຼາຍກວ່າ 20% ຈຳນວນຮຸ້ນ ທຄຕລ ທັງໝົດ.

For special resolution, the "Disapprove votes" will become effective only if such votes account for more than one third of total votes in the meeting and cover more than 20% of the total number of BCEL shares

7.3 ທຸກບັດລົງຄະແນນສຽງ "ບໍ່ເຫັນດີ" ຕໍ່ວາລະໃດໜຶ່ງ ທີ່ຖືກສົ່ງໃຫ້ທີ່ປະຊຸມ ຫຼັງຈາກທີ່ກອງປະຊຸມ ໄດ້ປະກາດຜົນ ການລົງຄະແນນຂອງວາລະນັ້ນແລ້ວ, ຈະຖືວ່າເປັນບັດລົງຄະແນນສຽງທີ່ໃຊ້ບໍ່ໄດ້.

Any and All "Disapprove votes" in any Agenda which are submitted to the Meeting after the Meeting has already announced the voting result of such Agenda shall be null and void.

## 8. ການແຈ້ງຜົນການລົງຄະແນນສຽງ/Notification of voting result

ຜູ້ເຂົ້າຮ່ວມກອງປະຊຸມ ຈະໄດ້ຮັບແຈ້ງກ່ຽວກັບຜົນການນັບຄະແນນຢູ່ໃນທີ່ປະຊຸມເລີຍ ໂດຍ ການນັບຄະແນນສຽງ ຈະຖືເອົາໜຶ່ງຮຸ້ນ ເທົ່າກັບໜຶ່ງຄະແນນສຽງ.

Attendees will be informed about the voting result forthwith in the meeting with one share equals one vote.

## **9. ການສະເໜີຄໍາຖາມ/Questions**

9.1 ປະທານກອງປະຊຸມ ຈະສະເໜີໃຫ້ຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າທີ່ໄດ້ຮັບມອບໝາຍຢ່າງຖືກຕ້ອງ ມີຄໍາຖາມ ຫຼື ສະແດງຄໍາເຫັນທີ່ບໍ່ນອນໃນວາລະຂອງກອງປະຊຸມ, ໃນຕອນທ້າຍກອງປະຊຸມພາຍຫຼັງທີ່ສໍາເລັດຄົບຖ້ວນທຸກວາລະແລ້ວ. ສໍາລັບຜູ້ເຂົ້າຮ່ວມອື່ນໆ ຈະບໍ່ມີສິດສະເໜີຄໍາຖາມ ຫຼື ມີຄໍາເຫັນໃນທີ່ປະຊຸມ, ຍົກເວັ້ນກໍລະນີທີ່ປະທານ ກອງປະຊຸມ ໄດ້ສະເໜີໃຫ້ຜູ້ເຂົ້າຮ່ວມ ດັ່ງກ່າວ ປະກອບຄໍາເຫັນຕໍ່ທີ່ປະຊຸມ.

The chairman of the meeting will ask the shareholders or proxies to question or make comments on the issues which are not included in the agenda of the meeting, after the meeting has completed its all agenda. other attendees are not eligible to question or make any comments, unless the Chairman asks such attendees to question or make comments in the meeting.

9.2 ເມື່ອມີການສະເໜີຈາກປະທານກອງປະຊຸມແລ້ວນັ້ນ, ຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າທີ່ປະສົງຈະມີ ຄໍາຖາມ ຫຼື ສະແດງຄໍາເຫັນຕໍ່ທີ່ປະຊຸມ ຕ້ອງຍົກມືຂຶ້ນ ພ້ອມທັງສະແດງເຄື່ອງໝາຍຕາມທີ່ ທຄຕລ ກໍານົດໃຫ້ ເພື່ອສະແດງວ່າແມ່ນຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າທີ່ໄດ້ຮັບມອບໝາຍຢ່າງແທ້ຈິງ. ຖ້າຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າ ທີ່ໄດ້ຮັບມອບໝາຍ ຫາກບໍ່ສະແດງເຄື່ອງໝາຍດັ່ງກ່າວແລ້ວນັ້ນ ປະທານກອງປະຊຸມ ຫຼື ຄະນະອໍານວຍການ ທຄຕລ ຫຼື ຄະນະຮັບຜິດຊອບກອງປະຊຸມ ມີສິດສະເໜີຄັດຄ້ານຄໍາຖາມ ຫຼື ຄໍາເຫັນຂອງຜູ້ກ່ຽວແລະ ກອງປະຊຸມ ຈະບໍ່ມີພັນທະໃນການຕອບຄໍາຖາມຂອງຜູ້ກ່ຽວໃນກໍລະນີ ດັ່ງກ່າວ.

Having been asked by the Chairman, any shareholders or proxies desirous to question or make comments in the meeting must raise their hands and show the symbol as given by BCEL to confirm that they are truly shareholders proxies. Should the shareholders or proxies do not show such symbol, the Chairman or BCEL Directors, or Committee in charge of the meeting may reject questions or comments made by the shareholders or proxies, and in this case the meeting shall not be obliged to answer such questions.

## **10. ການແຈ້ງມະຕິຂອງກອງປະຊຸມ/Notification of resolutions of the meeting**

ພາຍຫຼັງສິ້ນສຸດການດໍາເນີນຄົບຖ້ວນທຸກວາລະ ແລະ ການລົງຄະແນນສຽງແລ້ວ, ປະທານ ກອງປະຊຸມ ຈະແຈ້ງໂດຍຫຍໍ້ໃຫ້ຜູ້ເຂົ້າຮ່ວມ ກອງປະຊຸມຮັບຊາບກ່ຽວກັບມະຕິຂອງກອງປະຊຸມ. ປະທານກອງປະຊຸມສາມາດສະເໜີໃຫ້ກອງເລຂາເປັນຜູ້ແຈ້ງມະຕິດັ່ງກ່າວແທນໄດ້.

After all agenda and voting have been completed, the Chairman of the meeting will notify the attendees of the brief resolutions of the meeting. Alternatively, the Chairman may ask the secretariat to present the brief resolutions of the meeting.



**ຄໍາແນະນຳກ່ຽວກັບເອກະສານ ແລະ ຫຼັກຖານທີ່ຕ້ອງນຳມາສະເໜີໂຕເພື່ອເຂົ້າຮ່ວມກອງປະຊຸມ**  
**Instruction about the documents and evidence to be presented prior to attending the meeting**

ເພື່ອຄວາມສະດວກໃນການລົງທະບຽນຜູ້ເຂົ້າຮ່ວມກອງປະຊຸມສາມັນຜູ້ຖືຮຸ້ນປະຈຳປີ 2018 ຂອງ ທະນາຄານການຄ້າຕ່າງ ປະເທດລາວ ມະຫາຊົນ, ຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າ ທີ່ຈະເຂົ້າຮ່ວມກອງປະຊຸມ ກະລຸນານຳເອົາໜັງສືເຊັນປະຊຸມ, ໃບເຂົ້າຮ່ວມກອງປະຊຸມທີ່ອອກໃຫ້ໂດຍຕະຫຼາດຫຼັກຊັບລາວ ແລະ ໃບມອບສິດ (ສຳລັບຜູ້ຕາງໜ້າ) ມາພ້ອມເອກະສານທີ່ສາມາດນຳໃຊ້ຢັ້ງຢືນຕົນເອງ ຕາມແຕ່ລະກໍລະນີດັ່ງນີ້:

For convenience in registration process to attend the Annual General Shareholders ' Meeting for the Year 2018 of Banque Pour Le Commerce Exterieur Lao Public, the shareholders or the proxies who will attend the Meeting are required to bring the Invitation to the Meeting, the Letter for attending the meeting issued by the Lao Securities Exchange and the Proxy (applicable for the proxy only) together with the documents for proof of identity as indicated for each circumstance below:

**1. ຜູ້ເຂົ້າຮ່ວມທີ່ເປັນບຸກຄົນ / attendees who are natural persons**

ໃຫ້ນຳເອົາເອກະສານໃດໜຶ່ງຂອງຕົນດັ່ງຕໍ່ໄປນີ້ ມາສະແດງເວລາລົງທະບຽນ

Shall present one of the following documents of their own at the time of registration.

- 1.1. ບັດປະຈຳຕົວ/identification card
- 1.2. ສຳມະໂນຄົວ/family book
- 1.3. ໜັງສືຜ່ານແດນ (ສຳລັບນັກລົງທຶນຕ່າງປະເທດ)/passport (for foreign investors)

**2. ຜູ້ເຂົ້າຮ່ວມທີ່ເປັນນິຕິບຸກຄົນ / attendees who are legal persons**

ໃຫ້ນຳເອົາເອກະສານໃດໜຶ່ງທີ່ກຳນົດໄວ້ໃນຂໍ້ 1 ເທິງນີ້ ພ້ອມກັບເອກະສານໃດໜຶ່ງດັ່ງຕໍ່ໄປນີ້ ມາສະແດງ ເວລາລົງທະບຽນ:

Shall present one of the documents as given in 1. above plus one of the following documents at the time of registration:

- 2.1. ໃບອະນຸຍາດລົງທຶນ/ investment license
- 2.2. ໃບທະບຽນວິສາຫະກິດ/ Certificate of Enterprise Registration (Affidavit)
- 2.3. ໃບທະບຽນອາກອນສະບັບຫຼ້າສຸດ/ most recent Tax Certificate

ສຳລັບຜູ້ເຂົ້າຮ່ວມທີ່ບໍ່ແມ່ນຜູ້ອຳນວຍການ ຕ້ອງໄດ້ນຳເອົາໃບມອບສິດຈາກຜູ້ອຳນວຍການທີ່ມີສິດອຳນາດ ມາພ້ອມຕື່ມອີກ  
For attendee who is not the authorized director shall have the Proxy as attached hereto signed by the authorized director.

ເອກະສານ ແລະ ຫຼັກຖານທີ່ຕ້ອງນຳມາສະເໜີໂຕ ເພື່ອເຂົ້າຮ່ວມກອງປະຊຸມຊຶ່ງເປັນພາສາຕ່າງປະເທດ ຕ້ອງແປເປັນພາສາລາວ ໂດຍມີການເຊັນຢັ້ງຢືນຄວາມຖືກຕ້ອງໃນການແປຈາກບໍລິສັດແປພາສາທີ່ໜ້າເຊື່ອຖືໄດ້. ສຳລັບພາສາຕ່າງ ປະເທດ ແມ່ນອະນຸຍາດໃຫ້ສຳລັບພາສາອັງກິດເທົ່ານັ້ນ. ທຸກຄົນ ມີສິດປະຕິເສດເອກະສານອ້າງອີງໃດໆ ທີ່ບໍ່ເປັນໄປຕາມ ການກຳນົດນີ້.

All documents and evidence in a foreign language which are required to present prior to attending the Meeting must be translated into Lao language and the translation shall be certified by an acceptable translation company. The foreign language is permitted only for English. BCEL has the right to reject any documents contradicting this provision.

## ຄໍາແນະນຳ ກ່ຽວກັບ ການລົງຄະແນນສຽງ Vote Instruction

1. ຜູ້ເຂົ້າຮ່ວມກອງປະຊຸມ ຈະໄດ້ຮັບບັດລົງຄະແນນສຽງໃນທຸກໆວາລະ ທີ່ຕ້ອງການໃຫ້ມີການລົງຄະແນນສຽງ ໃນເວລາລົງທະບຽນເຂົ້າຮ່ວມກອງປະຊຸມ. ການລົງຄະແນນສຽງໂດຍຜູ້ຕາງໜ້າ ຊຶ່ງຜູ້ຖືຮຸ້ນທີ່ຜູ້ມອບໝາຍສິດ ໄດ້ລະບຸ ຢ່າງຈະແຈ້ງແລ້ວກ່ຽວກັບການລົງຄະແນນໃນແຕ່ລະວາລະ ທະນາຄານ ຈະບັນທຶກການລົງຄະແນນສຽງ ໃນເວລາ ລົງທະບຽນໂດຍທີ່ຜູ້ຕາງໜ້າຈະບໍ່ຕ້ອງລົງຄະແນນສຽງອີກ.

The attendees will be given a ballot for voting in each agenda requiring a vote at the time of registration. For the case of proxy in which the voting in each agenda has been clearly specified by the shareholder in the Proxy, BCEL will record such votes at the time of the registration and the proxy will not be required to vote.

2. ກອງປະຊຸມ ຈະເຊີນພຽງແຕ່ຜູ້ຖືຮຸ້ນທ່ານໃດທີ່ ບໍ່ເຫັນດີ ຕໍ່ບັນຫາທີ່ກອງປະຊຸມໄດ້ນຳສະເໜີເທົ່ານັ້ນ ລົງຄະແນນສຽງ (ໝາຍຄວາມວ່າ ຜູ້ຖືຮຸ້ນທ່ານໃດທີ່ ເຫັນດີຕໍ່ການແຕ່ງຕັ້ງດັ່ງກ່າວ ກໍບໍ່ຈຳເປັນຕ້ອງລົງຄະແນນສຽງໃດໆ).

Only the shareholders who DO NOT AGREE with the matters proposed by the meeting are invited to vote (meaning that for those who agree with such appointment are not necessary to make any vote)

3. ໃນການລົງຄະແນນສຽງ ຂໍໃຫ້ທ່ານປະກອບຂໍ້ມູນໃສ່ບັດລົງຄະແນນສຽງທີ່ໄດ້ແຈກຢາຍໃຫ້. ໃນນັ້ນ ຕ້ອງໄດ້ລະບຸຢ່າງຈະແຈ້ງກ່ຽວກັບຊື່ ແລະ ນາມສະກຸນຂອງທ່ານ, ຈຳນວນຮຸ້ນ ທຸກຄລ ທີ່ທ່ານຖືຢູ່ ແລະ ໃຫ້ໝາຍຕົນກາໃສ່ຫ້ອງ ບໍ່ເຫັນດີ.

To vote, kindly fill in the distributed ballot in which you must specify clearly about your name and surname, and the total number of BCEL shares you are holding and mark a cross in the Disapprove box.

4. ຫຼັງຈາກທ່ານລົງຄະແນນສຽງຮຽບຮ້ອຍແລ້ວ ຂໍໃຫ້ທ່ານຍົກບັດດັ່ງກ່າວຂຶ້ນ ເພື່ອໃຫ້ຄະນະຮັບຜິດຊອບເກັບເອົາ ແລະ ຮວບຮວມຄະແນນສຽງ.

After you have clearly casted your vote, kindly raise your hand with the ballot, so the organizers can take the ballot and count the votes.

5. ທ່ານຈະໄດ້ຮັບແຈ້ງກ່ຽວກັບຜົນການນັບຄະແນນຢູ່ໃນທີ່ປະຊຸມເລີຍ ໂດຍການນັບຄະແນນສຽງຈະຖືເອົາໜຶ່ງຮຸ້ນເທົ່າກັບໜຶ່ງຄະແນນສຽງ.

You will be informed about the voting result right in the meeting with one share equals one vote.

6. ການລົງຄະແນນສຽງບໍ່ເຫັນດີຈະມີຜົນສັກສິດ ກໍຕໍ່ເມື່ອມີຄະແນນສຽງຫລາຍກວ່າເຄິ່ງໜຶ່ງຂອງຈຳນວນຮຸ້ນ ທຸກຄລ ທັງໝົດໃນທີ່ປະຊຸມ.

The Disapproval votes will become effective only if such votes account for more than half of the total number of BCEL shares attending the meeting.

### ໝາຍເຫດ/Remark:

1. ຜູ້ເຂົ້າຮ່ວມທີ່ບໍ່ໄດ້ລົງທະບຽນເຂົ້າປະຊຸມ ຈະບໍ່ມີສິດໃນການລົງຄະແນນສຽງ.

Any attendees who failed to make registration will not be eligible to votes.

2. ທຸກບັດລົງຄະແນນສຽງບໍ່ເຫັນດີຕໍ່ວາລະໃດໜຶ່ງ ທີ່ຖືກສົ່ງໃຫ້ທີ່ປະຊຸມ ຫຼັງຈາກທີ່ກອງປະຊຸມໄດ້ປະກາດຜົນການລົງຄະແນນຂອງວາລະນັ້ນແລ້ວ, ຈະຖືວ່າເປັນບັດລົງຄະແນນສຽງທີ່ໃຊ້ບໍ່ໄດ້.

All disapprove votes in any Agenda which is submitted to the Meeting after the Meeting has announced the voting result of such Agenda shall be deemed invalid.

# ແຜນທີ່ສະຖານທີ່ຈັດກອງປະຊຸມຜູ້ຖືຮຸ້ນ ທຄຕລ/ BCEL Shareholders' Meeting

ແມ່ນ້ຳຂອງ/Mekong River

ສະຖານທີ່ຈັດງານປະຊຸມ  
Meeting Venue

ໂຮງແຮມແລນມາກ  
Landmark Riverside Hotel

ຖະໜົນດອນຈັນ/Donchan Road

ໂຮງແຮມດອນຈັນພາເລັດ  
Donchan palace

ຖະໜົນເຈົ້າຟ້າງຸ່ມ/Quai Fa Ngum Rd

ໂຮງໝໍມະໂຫສົດ  
Mahosot Hospital

ສວນເຈົ້າອານຸວົງ/Chao Anouvong park



ໂຮງແຮມລັດສະໝີ  
Rashmi Hotel

ຖະໜົນທ່າເດື່ອ/Thaduea Road

ຖະໜົນສາມແສນໄທ/Samsenthai Rd

ວັດສີມິວງ  
Simueng Temple

ຖະໜົນສາມແສນໄທ/Samsenthai Road

ນ້ຳບຸ/Nampou

ສະຖານທີ່ຈັດງານປະຊຸມ/Meeting Venue

ຫ້ອງປະຊຸມ Grand Ballroom, ໂຮງແຮມແລນມາກ  
ເວລາເປີດກອງປະຊຸມ: 14:30 ໂມງ, 26 ເມສາ 2019

BCEL Shareholders' Meeting Location  
Grand Ballroom at Landmark Riverside Hotel  
Opening time: 14:30' , 26 April 2019

Google Map

