Banque Pour Le Commerce Exterieur Lao Public

Vientiane Capital, dated 30 MAR 2022

Invitation Letter

Attention: All valued BCEL's Shareholders

Subject: Invitation to BCEL's Annual General Shareholders' Meeting

- According to the Resolution of BCEL's BOD Meeting number dated 21 March 2022;

Banque Pour Le Commerce Exterieur Lao Public in honored to invite you, BCEL's shareholders, to **BCEL's Annual General Shareholders' Meeting for 2021**, which shall be held on **29/04/2022 at 14:00 hrs.** (13:00 – 14:00 registration time) **at Level 1, Grand Ballroom of Lao Plaza Hotel, Vientiane Capital** to discuss and approve the issues as specified in the attachments.

BCEL has set **1 April 2022** to be the Closing Date of the Shareholders Register Book (Record Date) to define the right of the shareholders to participate in BCEL's Annual General Shareholders' Meeting for 2021 which has been duly disclosed.

To prevent the spreading of the COVID-19, **BCEL encourages the shareholders to grant the proxy to one of the independent members of BCEL's Board of Directors to attend the meeting on their behalf**. The Proxy Form, is enclosed herewith. The completed Proxy Form should be sent to email: bcelhqv@bcel.com.la or BCEL Head Office, No. 1 Pangkham Rd. Xieng Nheun Village, Chnathabouly District, Vientiane Capital. P.O.Box 2925 **before 27 April 2022**.

We hope you would devote your precious time to attend the meeting.

Chairman of the Board of Directors
Banque Pour Le Commerce Exterieur Lao Public (BCEL)

Bounleua SINXAYVORAVONG

Head Office: No.1 Pangkham Street Vientiane, Lao PDR. P.O.Box 2925 Tel: (856-21) 213200-1, 222495, 217904, 217898-9
Fax: (856-21) 213202, 223012, 223245, Website: http:/www.bcel.com.la, E-mail: bcelhgv@bcel.com.la, SWIFT Code: COEBLALA

Attachments

1. Agenda of BCEL's Annual General Shareholders' Meeting for 2021 (Attachment 1)
2. The Minutes of BCEL's Extraordinary Shareholders Meeting 2021 (Attachment 2)
3. The report of BCEL's Business Performance for 2021 in brief (Attachment 3)
4. The 2022 Plan of BCEL (Attachment 4)
5. The proposal to establish BCEL Asset Management Company (Attachment 5)
6. The Proxy Form (Attachment 6)
7. The Rule of BCEL's General Shareholders' Meeting (Attachment 7)
8. The recommendation on the document and the reference that shall be presented when attending the meeting (Attachment 8)
9. The guideline on voting (Attachment 9)
10. Map of the meeting venue (Attachment 10)

❖ Remarks:

1. Each shareholder can download the invitation letter and the attached files on the website of BCEL: www.bcel.com.la and on the Lao Securities Exchange's website www.lsx.com.la or to get the invitation letter stipulated your right to attend the meeting (with barcode) at the Lao Securities Exchange at the Level 4, Settlement and Securities Deposit Division at Phonthan Nue Village, T4 Road, Saysettha, Vientiane Capital. Tel: +85621 454361-4 from **19 April 2022**.
2. For the shareholders who shall attend and to assign the proxy, please bring ID Card or Family Book or Passport (For Foreign shareholders) on the meeting day to inform when registering to the meeting. All the references are defined in the guideline to the meeting regarding the references and evidence to prove the right of the shareholders to the meeting (The documents are attached herewith)
3. For the shareholder that shall assign proxy to attend the meeting and voting. Please fill the information and sign on the Proxy Form, which attached herewith with full and complete information.

❖ BCEL's Contact Persons

1) Ms. Phonedasouk Vongphachan, Tel: 020 92 636 456
2) Mr. Phonsnalath Kongvongsa, Tel: 020 2222 3455

Agenda of Annual General Shareholders' Meeting

29 April 2022

Agenda 1: To confirm the minutes of the Extraordinary Shareholders' Meeting for the year 2021

The minutes of the Extraordinary Shareholders' Meeting for the year 2021 held on 29 October 2021 as per **Attachment 2** had been disclosed in compliance with the related regulations.

Opinion of the Board of Directors:

The Board of Directors has reviewed the minutes of the meeting and agreed with the minutes. Therefore, the Shareholders' Meeting is requested to consider and approve the Minutes of the meeting.

Vote requirement:

This agenda will be approved if the approved votes reach more than half of the total votes in the meeting.

Agenda 2: To consider and approve the report of BCEL's Business Performance for the year 2021 (Attachment 3)

❖ **The Outstanding Business Performance for the year 2021 in brief:**

- BCEL held the Business Performance Review Meeting for 5 times; 4 BCEL's Ordinary Board of Directors Meetings; 7 Extraordinary Board of Directors' Meetings and 2 Shareholders' Meetings (1 Ordinary Meeting and 1 Extraordinary Meeting);
- Paid the dividend of the year 2020 to the shareholders at the rate of 560 LAK/share;
- Had the changes at the executive management level as per decisions of the Board of Directors as follows:
  1) Transferred 1 Deputy Managing Director to new position in another commercial bank;
  2) Approved the resignation of 1 Deputy Managing Director;
  3) Appointed 4 new Deputy Managing Directors;
  4) Approved the transfer of Mr. Phoukhong Chanthachack, the former General Managing Director to his new position at the Bank of the Lao PDR and the appointment of Mr. Khamphout Sitthirath to be the Managing Director of BCEL (The new Managing Director);
- The bank has extended the modern payment channel to some leading companies including the cooperation with M-Point MART Company Limited on the payment support service via QR Code; the development of connection and money transfer system with Umoney & Mmoney; The cooperation with the Department of Intellectual Property, Ministry of Industry and Commerce on the payment of fees and service via banking system;
- Launched the new ATM UnionPay cards (chip cards)
- Started using of the new Core-Banking of BCEL in April 2021

- Approved the regulation and DATA Dictionary of DATA Governance Project of BCEL.
- Completed the approval of BCEL's Financial Report for the first 06 months of the year 2021 audited by the external auditor;

❖ **Business Performance Result for the year 2021**

The Business Performance for 2021 audited by PWC and approved by BCEL's Board of Directors is as follows:

- Assets/Liabilities: 68.236.991 Mil LAK, 109,53% of 2021 plan
- Total Loan: 30.080.974 Mil LAK, 122,15% of 2021 plan
- Total Deposit: 61.802.739 Mil LAK, 110,36% of 2021 plan
- Profit Before Tax: 12.585 Mil LAK, 48,40% of 2021 plan
- Profit After Tax: 11.410 Mil LAK, 54,86% of 2021 plan

❖ Due to many difficulties in business operation for the year 2021, BCEL is unable to achieve the business performance as planned. Therefore, in 2021, the BOD has agreed will not pay the dividend to the shareholders and BCEL proposes the allocation of profit after tax to the regulatory reserves as follows:

- Regulatory Reserves: 10%
- Reserve for business expansion: 90%
-

Opinion of the Board of Directors:

The Board of Directors has duly considered and resolved to request the Shareholders' Meeting to consider and approve this agenda.

Vote requirement:

This agenda will be approved if the approved votes reach more than half of the total votes in the meeting.

Agenda 3: To consider and approve the 2022 Plan of BCEL (Attachment 4)

To propose the meeting to consider and approve the plan for the year 2022 as follows:

1). Business Plan

- Total assets: 72.543.000 Mil LAK, 9,73% increase when comparing to 2021;
- Total Deposit: 66.000.000 Mil LAK, 6,79% increase when comparing to 2021
- Total Loan: 31.737.000 Mil LAK, 5,51% increase when comparing to 2021
- Total NPL: 1.847.000 Mil LAK, 59,05% increase when comparing to 202 or 5,82% of the total loan;
- Profit Before Tax: 59.000 Mil LAK, 368,81% increase when comparing to 2021.

2). Procurement, Construction, and Maintenance Plan.

The procurement plan in the year 2022 is expected to book as the assets in the amount of 231,96 billion LAK, which is under the budget. The 2022 plan will mainly focus on the necessary work and support the sustainability of the system for BCEL.

In case that the economic situation has changed or if there are any necessities to adjust the 2022 plan, the bank proposes the Shareholders to grant the right to the BOARD OF DIRECTORS to consider and approve the adjustment of the plan.

Opinion of the Board of Directors:

The Board of Directors has duly considered and resolved to request the Shareholders' Meeting to consider and approve this agenda.

Vote requirement:

This agenda will be approved if the approved votes reach more than half of the total votes in the meeting.

Agenda 4: To consider and approve the establishment of BCEL Asset Management Company (Attachment 5).

In order to have the opportunity for BCEL to generate income, BCEL Asset Management Company will be the first company in Laos. The objective of the business is to manage debt/assets purchased from banks/financial institutions to improve-develop and enable them to generate income or become the good quality assets that have demand from the market.

The Board of Directors has considered and approved in principle for the establishment of BCEL Asset Management Company. The Board of Directors also assigned BCEL Management to conduct proper research on the establishment and operation of the company to ensure the effectiveness. In order to constitute the legal basis for BCEL to proceed with the establishment process as required by the relevant regulations, the Shareholders' Meeting is therefore requested to approve the establishment of BCEL Asset Management Company. Regarding practical details, the Shareholders' Meeting is also requested to authorize the Board of Directors to approve any matters associated with the establishment of this company.

Opinion of the Board of Directors:

The Board of Directors has duly considered and resolved to request the Shareholders' Meeting to consider and approve this agenda.

Vote requirement:

This agenda will be approved if the approved votes reach more than half of the total votes in the meeting.

Agenda 5: To consider and approve the independent auditor for the year 2022.

According to the research and the bidding process in accordance with the related regulation, BCEL agrees to select PwC to be the independent auditor of BCEL for the year 2022. The audit fee for accounting audit and loan portfolio review is 920.000.000 LAK (nine hundred twenty million LAK). The service includes financial audit in accordance with IFRS and LAS both in Lao and English Languages, first half of the year review, and the financial report for the year 2022.

Opinion of the Board of Directors:

The Board of Directors has duly considered and resolved to request the Shareholders' Meeting to consider and approve this agenda.

Vote requirement:

This agenda will be approved if the approved votes reach more than half of the total votes in the meeting.

Lao People's Democratic Republic
Peace Independence Democracy Unity Prosperity

Banque Pour Le Commerce Exterieur Lao Public Vientiane Capital, 29/10/2021

Minutes

BCEL's Extraordinary Shareholders' Meeting for the year 2021.

The Extraordinary Shareholders' Meeting of Banque pour le Commerce Exterieur Lao Public (BCEL) for the Year 2021 (hereinafter called: "The Meeting") was held from 14:30 – 15:00 on the 29 October 2021 at Muong Thanh Luxury Vientiane Hotel, Vientiane Capital and was presided over by Mr. Bounleua Sinxayvoravong, Chairman of BCEL's Board of Directors, together with Directors of the Board of Directors. The Meeting was attended by 19 shareholders, 163 proxies, and the total number of shares in the meeting was 153.161.186 shares, including 2.702.001 shares via proxies, which in total is equivalent to 73,733% of the total shares of BCEL and this made the quorum of the Meeting in accordance with the Articles of Association of BCEL and relevant laws. The number of shares not attending the Meeting was 54.562.114 shares, equivalent to 26,267% of the total shares of BCEL.

- Mr. Pasomphet Khamtanh, Deputy Director General of State Enterprise Investment and Insurance Supervision Department, Ministry of Finance, was the representative from the Government to attend the meeting.
- Mr. Stephane Urbain, Managing Director of BFL, was the representative of the Strategic Partner to attend the meeting.

When the meeting started, the Chairman of the meeting introduced the rule of the meeting and the voting. After that, the meeting was proceeded according to the agenda.

The meeting has considered, commented and voted on each agenda as follows:

Agenda 1: Approved the minutes of BCEL's shareholders' meeting for the year 2020.

The minutes of BCEL's shareholders' meeting for the year 2020 held on 30th April 2021 has been disclosed according to the related regulations;

After that, the Chairman provided an opportunity for shareholders to ask the question on this agenda. There were no questions.

☞ The meeting approved the Minutes of BCEL's shareholders' meeting for the year 2020 with the majority vote of the shareholders attending the Meeting as detailed below:
  - ☞ Approved: 153.161.186 votes, equivalent to 100% of the total votes attending the Meeting.
  - ☞ Disapproved: 0 votes, equivalent to 0% of the total votes attending the Meeting.

Agenda 2: Be informed about the report of BCEL's Business Performance for the 6 months of the year 2021.

Mr. Khamphout Sitthilath, General Managing Director of BCEL reported on the outstanding activities and Business Performance Result for the first 6 months of 2021:

❖ **Business Performance Result for the first 6 months of 2021 (In brief):**

- Paid the dividend for 2020 to all BCEL's shareholders in the amount of 560 LAK/share;
- There was the change at the Management Level according to the approval from the BOD as follows:
  1) Transferred 1 deputy managing director to the new position in another state-owned bank;
  2) Approved a resignation of 1 deputy managing director;
  3) Appointed 4 deputy managing directors;
  4) Approved the transfer of Mr. Phoukhong Chanthachack, the former General Managing Director of BCEL, to the new position at the Bank of the Lao PDR and appointed Mr. Khamphout Sitthilath as the new General Managing Director of BCEL.

- Connected the payment platform with the leading companies such as: M-Point Mart Trading Co., Ltd. applying payment by QR scan (OnePay); integrated the platform and enabled money transfer with U Money and M-money;
- Released the ATM UnionPay chip card.
- Applied new Core-banking system into BCEL in April 2021.
- Approved the regulation and DATA Dictionary of the DATA Governance project.

❖ **Business performance in the first 6 months of the year 2021**

-Assets/Liabilities: 59.564.660 million LAK; 104,70% of the 2021 plan and 19,93% increase comparing with the same period of the last year;
- **Loans:** 29.438.167 million LAK; 98,98% of the 2021 plan and 4,34% increase comparing with the same period of the last year;
- **Deposits:** 53.439.063 million LAK; 106,24% of the 2021 plan and 21,95% increase
comparing with the same period of the last year;
- **Capital:** 2.131.374 million LAK; 79,85% of the 2021 plan and 5,85% increase comparing with the same period of the last year;
- **Profit before tax:** 79.577 million LAK, 25,34% of the 2021 plan;
- **Profit after tax:** 37.300 million LAK; 14,85% of the 2021 plan;

After that the Chairman provided an opportunity for shareholders to ask the question on this agenda. There were no questions.

☞ The Meeting approved the report of BCEL's Business Performance for the 6 months of the year 2021 with the majority vote of the shareholders attending the Meeting as detailed below:

- Approved: 153.161.186 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 votes, equivalent to 0% of the total votes attending the Meeting.

Agenda 3: To consider and approve the adjustment of the Business Plan for the year 2021

Mr. Khamphout Sitthilath, General Managing Director of BCEL reported on the Impact on the business operation of BCEL by the end of 2021 due to the wide and severe spreading of the COVID-19 pandemic. It has impacted many sectors directly and indirectly, particularly the banking sector. This includes the business performance of BCEL, which has led to the high risk related to the Credit Management, the main source of income of the bank. This was shown by the impact on the businesses that resulted in the delay on the payment of their interests and principals to the bank.

While the bank has implemented the support policies on the delay of the principal and interest repayment for the customers, who have been impacted by the pandemic in different levels, there have been customers that were unable to repay both interest nor principal on time or according to the new adjusted contracts. This group of customers might be downgraded and become NPL. The rising of NPL has led to an increase in the expenditure on the loan loss provision by BCEL to protect against the risk in quarter 4, which the ratio has been higher than the plan.

The debt resolving plan for 2021 hasn't been able to implement due to many assets were difficult to be sold and the price has fallen due to the downturn of the economy.

Other sources of income of BCEL could be seen to be slightly beyond the plan such as income from fees, income from bond interest and others. However, there was a growth in business expenditure, especially the expenditure on the deposit interest, which grew due the growth of deposit over the plan. Moreover, expenditure of reserves and provisions increased according to the rise of the customers' risk downgrading. Other expenses in businesses were seen to be controllable and less than the plan including the expenses on staff, the administration expense, the expense on depreciation, the cancellation of new staff recruitment, the cancellation of new service unit expansion and the emphasis on saving within the bank. These aimed to reduce the cost in administration to reflect the economic situation and to reduce the risk in the future.

For those reasons, BCEL needs to adjust some ratios in the Business Plan as follows:

1. **The adjustment of the 2021 Business Plan as follows:**

- **Assets/Liabilities:** In the old plan was 56.893,30 Billion LAK to propose the adjustment of 62.298,80 Billion LAK.
- **Deposit:** In the old plan 50.300,00 Billion LAK, The new proposed ratio is 56.000,00 Billion LAK.
- **Total loans:** In the old plan was 29.743,00 Billion LAK, the new proposed ratio is 24.627,00 Billion LAK.

- **Profit before tax:** In the old plan 314,00 Billion LAK, to propose the adjustment to 26,00 Billion LAK.

2. **The plan for staff recruitment:** To cancel the recruitment plan for 2021 (BCEL has previously planned to recruit 87 staff);
3. **The plan to extend the service network:** To cancel the extension plan of service points for 2021 (The previous plan was to open 8 new Service Units) and the establishment of Xaysomboun Branch.

After that, the Chairman provided an opportunity for shareholders to ask the question on this agenda. There were no questions.

☞ The Meeting approved the adjustment of the 2021 Business Plan with the majority vote of the shareholders attending the Meeting as detailed below:

- Approved: 153.161.186 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 votes, equivalent to 0% of the total votes attending the Meeting.

Agenda 4: To consider and approve the appointment of the new Board of Directors

Mr. Khamphout Sitthilath, General Managing Director of BCEL reported that the current BOD 's members, which have been appointed by the Shareholders' Meeting for the year 2017 held on 27 April 2018 and also was extended for 1 more year term in the 2019 Shareholders' Meeting and in the Shareholders' Meeting in 2020, has come to an end of their term.

Therefore, in order to ensure the effective operation of the BOD, BCEL has researched to propose the adding number of the BOD member from 7 to 9 persons. The term of the new members shall be 2 years when the appointment is approved in today onward. The list of the new BOD's members is as follows:

1. Mr. Bounleua Sinxayvoravong, PhD. Vice Minister of Finance, as Chairman
2. Mr. Khamsouk Soundara Independent member, as Vice Chairman
3. Mr. Khamphout Sitthilath BCEL's General Managing Director, as Member
4. Mr. Pasomphet Khamtanh Deputy Director General, Department of State-Owned Enterprise Management and Insurance, Ministry of Finance, as Member
5. Mr. Stephane Mangiavacca, COFIBRED representative, as Member
6. A/Prof Thongphet Chanthanivong, Vice Dean of the Faculty of Economics and Business Administration; as Independent Member
7. Mrs. Latdavanh Songvilay, Acting Director General of Center for Macroeconomic Policy and Economic Restructuring (CMER); as Independent Member
8. Mr. Sonexay Silaphet, Vice President of Lao Chamber of Professional Accountants and Auditors (LCPAA); as Independent Member
9. Mr. Viengsouk Chounthavong, BCEL's Deputy Managing Director, as Member

After that, the Chairman provided an opportunity for shareholders to ask the question on this agenda. There were no questions.

☞ The Meeting approved the new BOD's members with the majority vote of the shareholders attending the Meeting as detailed below:

- Approved: 153.161.186 votes, equivalent to 100% of the total votes attending the Meeting.
- Disapproved: 0 votes, equivalent to 0% of the total votes attending the Meeting.

❖ The Chairman provided an opportunity for shareholders to ask the question. There were no questions.

The Chairman has addressed his sincere thanks to the shareholders and the proxies for their kind attendance the meeting. He announced the closing of the meeting at 15:00 of the same day.

Chairman	**Recorder**
Mr. Bounleua Sinxayvoravong	Sonenalin Sengmany

BCEL's Business Performance Report 2021 in brief.

1. The Outstanding Business Performance in brief:

In the past 1 year, BCEL has achieved many important tasks:

- Held BCEL's Business Review Meeting for 5 times;
- Held 4 BCEL's Ordinary Board of Directors Meetings and 7 BCEL's Extraordinary Board of Directors Meetings;
- Held 2 BCEL's Shareholders Meetings (1 Ordinary Meeting and 1 Extraordinary Meeting);
- Approved BCEL's Business Plan for 2021 and BCEL's Long-Term Strategic Plan 2021-2025;
- Adjusted BCEL's Business Plan for 2021 after receiving the approval from the Extraordinary Shareholders Meeting;
- Drafted BCEL's Business Plan for 2022;
- Approved the consideration to improve the internal structure of BCEL in the BOD's Meeting;
- Went-Live the New Core-Banking of BCEL overall the network;
- Approved the regulation and DATA Dictionary of the Data Governance Project of BCEL;
- Appointed and transferred the position between the former Managing Director and the new Managing Director;
- Cooperated with M-Point Mart Company Limited in payment for goods via QR Code Payment;
- Cooperated with the Department of Intellectual Property, Ministry of Industry and Commerce in providing the payment for fees and charges via banking system;
- Developed the connection system and money transfer system with Umoney &MMoney;
- Launched the new ATM UnionPay (chip card) and BCEL VISA Platinum;
- Closed the weekend service of the service units;
- Closed Laobao Service Unit from 30/07/2021 onward;
- Approved the audited financial report of BCEL for the first 6 months of 2021 by the external auditor;
- Suspended the searching for the strategic partner (to sell 9% shares) until the situation is suitable;
- Implemented the measures to prevent the COVID-19 according to the notices from the relevant taskforce committees at the Central and Local levels.

2. Business Performance Result for 2021

- Assets/Liabilities: 68.236.991 Mil LAK, 109,53% of 2021 plan
- Total Loan: 30.080.974 Mil LAK, 122,15% of 2021 plan
- Total Deposit: 61.802.739 Mil LAK, 110,36% of 2021 plan
- Profit Before Tax: 12.585 Mil LAK, 48,40% of 2021 plan
- Profit After Tax: 11.410 Mil LAK, 54,86% of 2021 plan

3. Implementation of Procurement, construction, and maintenance plan

The Implementation of Procurement, construction, and maintenance plan for overall network in 2021 was 145,74 Bil LAK or 58% comparing to the 2021 plan. The detail is as follows:

No	Details	% Comparing to plan
1	Branch Construction	0%
2	Land deeds	28%
3	Programs	143%
4	Buildings	2%
5	Vehicles	22%
6	Installations	38%
7	Office machinery	90%
8	Office supplies	52%

4. Service Unit Expansion Plan.

In 2021, BCEL closed 1 Service Unit: Laobao Service Unit which belonged to Savannaket Branch. In addition, BCEL has suspended the expansion of new service units (the old plan was to open 8 Service Units) and 1 Branch: to upgrade Saysomboun Service Unit to be the Branch, this service unit will be kept under the supervision of Xiengkhuang Branch.

5. The implementation of Plans, Projects and Work Plans.

Detail	**Detail (11 Work Plans 42 Projects)**	**In number**	**2021**
		268	**58%**
Strategy 1	**Organizational strengthening**	**149**	**56%**
Work Plan 1	Finance management and the sustainable business operation enhancement	62	79%
Work Plan 2	Credit management	33	53%
Work Plan 3	Empowerment and effectiveness enhancement of human resource	26	51%
Work Plan 4	Create and strengthen the risk management system and the foundation of Anti-Money Laundering	26	67%
Work Plan 5	International-level Corporate Governance and becoming Qualified ASEAN Bank	2	31%
Strategy 2	**Modernization, advanced technology, and innovation enhancing the business operation toward digital era of economy**	**107**	**66%**
Work Plan 6	Development and management of the IT system	25	62%
Work Plan 7	Management information system and the development and modernization of the statistic system to meet the international standard	29	91%
Work Plan 8	The transformation to the digital banking	53	45%

Strategy 3	**Strengthen the management and services in accordance with the international standard**	**12**	**50%**
Work Plan 9	The improvement of the accounting system and the reporting standard	6	28%
Work Plan 10	The improvement of the audit system to meet the international standard	3	88%
Work Plan 11	The development of the PCI Compliance or Payment Card Industry Data Security Standard	3	35%

6. Proposes the allocation of profit after tax to the regulatory reserves as follows:

According to BCEL's Business Performance Result for 2021 which has confronted with many difficulties, the bank was unable to achieve the plans. Therefore, in 2021, the Board of Directors has agreed not to pay the dividend to the shareholders and to propose the allocation of the profit after tax to the reserves according to the regulation as follows:

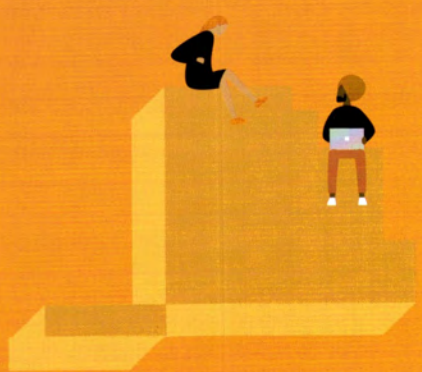
- Regulatory Reserve: 10%
- Reserve for business expansion: 90%

Attachment 3

BANQUE POUR LE COMMERCE EXTERIEUR LAO PUBLIC

FINANCIAL STATEMENTS

31 DECEMBER 2021



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BANQUE POUR LE COMMERCE EXTERIEUR LAO PUBLIC

STATEMENT OF INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 LAKm	2020 LAKm
Interest incomes	5	2.244.913	2.407.369
Interest expenses	5	(1.492.316)	(1.317.166)
Net interest incomes	**5**	**752.597**	**1.090.203**
Fee and commission incomes	6	317.892	239.365
Fee and commission expenses	6	(39.694)	(26.184)
Net fee and commission incomes	**6**	**278.198**	**213.181**
Net gain from dealing in foreign currencies	7	3.913	42.236
Net loss from dealing derivatives	8	171	-
Other operating incomes	9	180.385	36.166
Operating income		**1.215.264**	**1.381.786**
Credit loss expense of loans to customers	16	(649.075)	(474.399)
Impairment losses on financial investments	10	-	(39.501)
NET OPERATING INCOME		**566.189**	**867.886**
Personnel expenses	11	(305.806)	(324.020)
Depreciation and amortisation	20, 21	(81.350)	(77.007)
Depreciation of right-of-use assets	22	(8.040)	(6.690)
Other operating expenses	12	(175.296)	(182.420)
TOTAL OPERATING EXPENSES		**(570.492)**	**(590.137)**
Share of profit and loss of associates and joint ventures	19	16.888	21.845
PROFIT BEFORE TAX		**12.585**	**299.594**
Income tax	27.1	(1.175)	(56.381)
NET PROFIT FOR THE YEAR		**11.410**	**243.213**
Earnings per share (LAK)	34	**55**	**1.171**

Prepared by:

Approved by:

Approved by:

BANK OF THE LAO PDR
BANQUE POUR LE COMMERCE EXTERIEUR
LAO PUBLIC
VIEN TIANE CAPITAL

Mrs. Netnapha Sayalath	Mr. Sompasong Phothisane	Mr. Saychit Simmavong
Deputy Chief of Accounting Department Date:19 April 2022	Chief of Internal Audit Division Date:19 April 2022	Deputy Managing Director Date: 19 April 2022

The accompanying notes on pages 16 to 56 form an integral part of these financial statements.

BANQUE POUR LE COMMERCE EXTERIEUR LAO PUBLIC

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 LAKm	2020 LAKm
NET PROFIT FOR THE YEAR		**11.410**	**243.213**
OTHER COMPREHENSIVE (EXPENSE)/INCOME			
Changes in the fair value of financial investments – Available-for-sale	17	1.534	-
Remeasurement loss on defined benefit plan	28	22.498	(667)
Profit tax related to components of other comprehensive income	27.3	-	133
OTHER COMPREHENSIVE (EXPENSE)INCOME FOR THE YEAR, NET OF TAX		**24.032**	**(534)**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		**35.442**	**242.679**

Prepared by:

Mrs. Netnapha Sayalath

Deputy Chief of Accounting Department
Date: 19 April 2022

Approved by:

Mr. Sompasong Phothisane

Chief of Internal Audit Department
Date: 19 April 2022

Approved by:

BANK OF THE LAO PDR
BANQUE POUR LE COMMERCE EXTERIEUR LAO PUBLIC
VIEN TIANE CAPITAL

Mr. Saychit Simmavong

Deputy Managing Director
Date: 19 April 2022

The accompanying notes on pages 16 to 56 form an integral part of these financial statements.

BANQUE POUR LE COMMERCE EXTERIEUR LAO PUBLIC

STATEMENT OF FINANCIAL POSITION
AS AT YEAR ENDED 31 DECEMBER 2021

	Notes	2021 LAKm	2020 LAKm
ASSETS			
Cash and balances with Bank of the Lao PDR	13	19.022.276	12.836.829
Due from banks	14	9.182.845	4.355.395
Loans to customers	15	32.372.070	30.762.417
Financial investments - Available-for-sale	17	91.657	90.122
Financial investments - Held-to-maturity	18	5.273.352	3.899.011
Investments in associates and joint ventures using the equity method	19	643.318	614.434
Property and equipment	20	563.503	601.572
Intangible assets	21	293.321	245.873
Right-of-use assets	22	55.713	57.005
Deferred tax assets	27.3	37.015	37.015
Advance profit tax	27.2	24.015	-
Other assets	23	677.906	470.734
TOTAL ASSETS		**68.236.991**	**53.970.407**
LIABILITIES ANS EQUITY			
LIABILITIES			
Due to banks and other financial institutions	24	5.269.436	3.482.800
Due to customers	25	57.169.169	45.043.495
Borrowings from other banks	26	3.354.623	2.962.101
Current tax liabilities	27.2	-	23.726
Lease liabilities		29.595	23.059
Other liabilities	28	282.022	222.197
TOTAL LIABILITIES		**66.104.845**	**51.757.378**
EQUITY			
Charter capital	29	1.038.617	1.038.617
Statutory reserves	30	831.667	753.399
Other comprehensive items		11.416	(12.616)
Retained earnings		250.446	433.629
TOTAL EQUITY		**2.132.146**	**2.213.029**
TOTAL LIABILITIES AND EQUITY		**68.236.991**	**53.970.407**

Prepared by:

Approved by:

Approved by: BANK OF THE LAO PDR BANQUE POUR LE COMMERCE EXTERIEUR LAO PUBLIC VIEN TIANE CAPITAL

Mrs. Netnapha Sayalath	Mr. Sompasong Phothisane	Mr. Saychit Simmavong
Deputy Chief of Accounting Department Date: 19 April 2022	Chief of Internal Audit Department Date: 19 April 2022	Deputy Managing Director Date: 19 April 2022

The accompanying notes on pages 16 to 56 form an integral part of these financial statements.

BANQUE POUR LE COMMERCE EXTERIEUR LAO PUBLIC

Attachment 3

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	Charter capital LAKm	Statutory reserves LAKm	Other comprehensive items: Remeasurement of post-employment benefit reserve LAKm	Other comprehensive items: Available-for-sale reserve LAKm	Retained earnings LAKm	Total LAKm
Balance as at 31 December 2020		**1.038.617**	**753.399**	**(12.616)**	**-**	**433.629**	**2.213.029**
Dividend paid out to shareholders for 2020	35	-	-	-	-	(116.325)	(116.325)
Appropriation to reserves for the year 2020	30	-	78.268	-	-	(78.268)	-
Net profit for the year 2021		-	-	-	-	11.410	11.410
Remeasurement in the fair value of financial investments – Available-for-sale		-	-	-	1.534		1.534
Remeasurement on defined benefit plans	28	-	-	22.498	-	-	22.498
Profit tax related to components of other comprehensive income	27.3	-	-	-	-	-	-
Balances as at 31 December 2021		**1.038.617**	**831.667**	**9.882**	**1.534**	**250.446**	**2.132.146**

Prepared by:

Mrs. Netnapha Sayalath

Deputy Chief of Accounting Department
Date: 19 April 2022

Approved by:

Mr. Sompasong Phothisane

Chief of Internal Audit Department
Date: 19 April 2022

Approved by:

BANK OF THE LAO PDR
BANQUE POUR LE COMMERCE EXTERIEUR LAO PUBLIC
VIEN TIANE CAPITAL

Mr. Saychit Simmavong

Deputy Managing Director
Date: 19 April 2022

The accompanying notes on pages 16 to 56 form an integral part of these financial statements

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 LAKm	2020 LAKm
OPERATING ACTIVITIES			
Profit before tax		**12.584**	**299.594**
Adjustments for:			
Depreciation and amortisation charges	20, 21, 22	89.390	83.697
Expense for impairment losses	16	649.075	474.399
Defined post-employment benefit expense	28	8.784	9.938
Share of joint venture's profit under equity method	19	(16.888)	(21.845)
Unrealise loss on exchange rate		(113.343)	-
Changes in provision for impairment loss on financial investments – Available-for-sale	10	-	39.501
Loss/(Gain) on disposal/written-off		12.340	(934)
Interest income	5	(2.244.913)	(2.407.369)
Interest expense	5	1.492.316	1.317.166
Dividend income	9	(3.835)	(3.835)
Cash flows from operating profit before changing in operating assets and liabilities		**(114.490)**	**(209.688)**
Changes in operating assets			
Net change in balances with other banks		466.148	(824.784)
Net change in loans to customers		(4.276.295)	(2.865.785)
Financial investment - Held-to-maturity		83.857	-
Net change in other assets		(129.174)	(14.461)
Changes in operating liabilities			
Net change in due to other banks		1.790.480	(567.033)
Net change in due to customers		12.020.658	8.623.567
Net change in other liabilities		65.350	(98.819)
Net change in borrowing from other banks		311.146	(777.419)
Net change in Lease liabilities		2.218	11.720
Interest received		1.093.618	937.963
Interest paid		(1.309.769)	(1.214.631)
Tax paid during the year	27.2	(48.916)	(69.455)
Net cash flows from operating activities		**9.954.831**	**2.931.175**
INVESTING ACTIVITIES			
Purchase and construction in progress and property and equipment		(40.928)	(121.988)
Purchase of right of use		(2.431)	(8.881)
Purchase of Intangible asset	21	(53.953)	(3.636)
Proceeds from disposals of Property and equipment		-	6.836
Payment for associates and joint venture investments	19	(13.360)	(25.360)
Dividends received from associates and joint venture investment	19	1.364	1.668
Dividends received from financial investments – available for sale	9	3.835	3.835
Payment from investment in financial investments – hold to maturity		-	(989.433)
Proceed from investment in investment in financial investments – hold to maturity		1.738.371	1.052.017
Net cash flows from/(used) in investing activities		**1.632.898**	**(84.942)**

BANQUE POUR LE COMMERCE EXTERIEUR LAO PUBLIC

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 LAKm	2020 LAKm
FINANCING ACTIVITIES			
Payment of dividends	35	(116.325)	(168.879)
Payment on lease payment		(474)	(2.909)
Net cash flows used in financing activities		**(116.799)**	**(171.788)**
Net change in cash and cash equivalents		**11.470.930**	**2.674.445**
Cash and cash equivalents at the beginning of the year	31	**14.396.829**	**11.722.384**
Cash and cash equivalents at the end of the year	31	**25.867.759**	**14.396.829**
Non-cash from financing and investing activities;			
Acquisition of construction in progress and property and equipment		8.188	5.017
Settlement loan to customers and investment in hold-to-maturity securities		3.196.569	591.452
Acquisition of right-of-use assets		4.318	-

Prepared by:

Mrs. Netnapha Sayalath

Deputy Chief of Accounting Department
Date: 19 April 2022

Approved by:

Mr. Sompasong Phothisane

Chief of Internal Audit Department
Date: 19 April 2022

Approved by:

BANK OF THE LAO PDR
BANQUE POUR LE COMMERCE EXTERIEUR LAO PUBLIC
VIEN TIANE CAPITAL

Mr. Saychit Simmavong

Deputy Managing Director
Date: 19 April 2022

The accompanying notes on pages 16 to 56 form an integral part of these financial statements

BCEL's Operation Plan 2022

1. Macroeconomic Situation 2022.

According to the report from IMF, it is expected that the world economy might grow at 4,4%. The main impacted factor will be the spreading of COVID-19, Omicron; the conflicts of two major world powers, the rise of oil price, the policy to reduce the financial support in many countries and the income inequality that might impact the World Economy, especially in the developing countries. Moreover, it is also expected that the economy of the major power countries (America and European countries) might be slow down in 2022.

In 2022, the Lao economy is expected to grow at the better rate when comparing to the previous years at 4-4,5%. The main supported factor will be the Industrial Sector such as the opening of the Laos-China Railway and Vientiane-Vangvieng Express Way, which can support the investment, local tourism. In additions, the rate of vaccination has increased, which can create the immune system for the population. However, there will be an uncertainty in many areas such as the wider spreading of the COVID-19, the fluctuation in exchange rates and the rise in oil price, the fragile in national budget, the low national reserves and the difficulty to recover the service sector including tourism sector.

2. BCEL' Operation Plan for 2022.

The year 2022 was still the year that the business operation of BCEL may confront with the difficulties due to the conflicts between major power countries and the spreading of the COVID-19 that severely affected many businesses.

This has led to issues for BCEL on the business, especially the collecting of the principal and interest repayment from the loan customers, whose income has decreased. In additions, as the bank has reported to the BOD, the risk situation of BCEL on the allocation of the high-risk customers and to find the approach to resolve. It could be seen that BCEL has to set aside the expense on the loan loss provision and the expense to write off the unpaid and increased transactions due to the bank had the rise in NPL customers in each period.

Nevertheless, along with the current downturn economy, the general overview of the macroeconomy has seen to have better opportunity for 2022 due to many national projects have launched the operation such as the Laos-China Railway, which opened at in the end of 2021. This will create the opportunity for business sector of Laos. Moreover, to strike for their achievement many businesses have started their operation normally after the waive from the government.

For those factors as mentioned, the year 2022, BCEL will continue the business operation to achieve our goal for the better business performance to be effective, create trust and to return the benefits to the shareholders. While the loan extension is the major source of income for the bank, it might be difficult and there is a tendency that the income from loan business might decrease. However, BCEL will concentrate on the debt resolving issues as the main priority to generate the profit for the bank and to resolve the accumulated debt from the previous years. The detail of the plan is as follows:

2.1 . Vision of BCEL.

BCEL has defined the long-term strategic plan 2021 – 2025 **"To become a strong and modern bank achieving international standard".**

2.2 Mission

To support the vision of becoming a strong and modern bank achieving the international standard, the key missions of BCEL are to develop strong corporate governance by emphasizing adjusting the business operation to be suitable for the changes of the new era; strengthening the financial stability and being compliant with Basel 2 principles; improving the capacity of the bank's IT system and technology which will be applied in banking services. The Management of Information System is also one of the key points of the development, which should be ensured for the accuracy, transparency, quick and complaint with the international standards. Moreover, BCEL shall focus on human resource development to support the new vision of the development, which will be enhanced though the staff's expertise, a better customer experience, and this could sustain the highest benefit of the shareholders.

2.3 Operational Targets for 2022

To support the development of BCEL to achieve the targeted plans in all areas, all sectors must increase their attention in performing their operation according to the plans and projects of BCEL in order to achieve the goals in each period of time:

- To ensure BCEL's business expansion to be stable, financially sound and sustainable in order to prepare for the changes and impacts that might happen in the future;
- To make the service modern and apply innovation in banking business to move further into digitalized banking;
- To develop the human resource to become experts and professional on their task;
- To keep the customers at the center of the service to keep the customer base, to extend the new customer base and to improve customer satisfaction;
- To develop the sustainability of the shareholders' benefits and to become the part of social development, to enhance the bank to comply with international regulations;

3. Important Financial Plan for 2022:

In 2022, BCEL will continue to set the business operation directions to maintain the credit quality and to resolve the NPL. The purpose is to achieve the effective business performance result and to gain the trust from the shareholders. The detail is as follows:

- **Assets/Liabilities:** 72.543.000 million LAK, increase 9,73% when compare to the same period of last year.
- **Deposits:** 66.000.000 million LAK increase 6,79%; when compare to the same period of last year.
- **Total Loans:** 31.737.000 million LAK, increase 5,51% when compare to the same period of last year.
- **Total NPL:** 1.847.000 million LAK, increase 59,05% when compare to the same period of last year and NPL Ratio: 5,82% Of Total Loan;
- **Profit before tax:** 59.000 million LAK, increase 368,81% when compare to the same period of last year.

4. Procurement, construction, and maintenance plan

For the Plan for Procurement, Construction, and Maintenance in 2022, BCEL will focus on necessary work, replace the broken assets and the fully depreciated value assets will be continually used but in proper maintenance**. The procurement plan in the year 2022 is set at 231,96 billion LAK, which is under the budget.** The plan shall mainly focus on the necessary work and support the sustainability of the system including:

Unit: Mil LAK

No	Details	Plan for assets 2022	
		Transactions	Amount
	Total:	**4.691**	**231.966.515.000**
1	Programs	28	13.356.600.000
2	Constructions	8	135.919.742.000
3	Vehicles	28	3.053.000.000
4	Installations	242	2.700.200.000
5	Office machinery	3.571	73.319.829.000
6	Office supplies	814	3.617.144.000

5. Service Expansion Plan.

The service expansion will focus on the urban areas with the analysis on the economic conditions of those areas, especially the conduct of the feasibility study done by BCEL to survey whether there is appropriateness and quality in each area over the period of time that can create the high return to BCEL. In 2022, BCEL plans to open new 2 service locations and remove 2 existing service locations to the new location. The detail is as follows:

	Description	Remarks
Open new service units		
1	Train Station Service Unit	New
2	Phonphanao Service Unit	New
Move to new location		
1	Nongtaeng Service Unit	Move from Thongpong
2	Saysettha Development Zone Service Unit	Move from Nam Phu

6. New Staff Recruitment Plan.

For 2022, BCEL has planned for staff recruitment through the summarizing the needs from Divisions, Centers and Branches over the network. The staff recruitment plan will be considered based on the economy conditions and the calculation of the performance result. The main recruit positions will be the necessary positions only which the existing staff is unable to allocated. The main focus in 2022 will be on more appropriate human resource allocation, compact size, and work effectiveness in order to reduce the expense. The plan is to recruit **6** new employees which will be only the specialized positions.

Lao People's Democratic Republic
Peace, Independence, Democracy, Unity and Prosperity
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Banque pour le Commerce Exterieur Lao Public
BCEL Head Office

Brief Report
The establishment of BCEL Asset Management Company

I. The necessity and importance of company establishment.

The objective of the establishment of BCEL Asset Management (BAM) is to create the opportunity to generate income for the bank and the company will be the first asset management company in Laos. The main business is to manage the assets or debts which purchased at discount rates from banks/financial institutions in order to improve-develop such assets or debts so that they generate income or become the good quality assets and have demands from the market.

In addition, BAM will also support the businesses to recover their business, resrtucturing debt so that the business can resume its operation in various forms and means in accordance with to the procedures of the company.

The company also has the vision to resolve the debt in the system or available-for-sale assets from banks/financial institutions to increase the quality of the low-quality assets, enabling them to return to the economic system as well as increasing its value.

II. Details of the establishing company.

1. Name of the company:

1.1 BCEL Asset Management Company
1.2 Location: Rusmy Hotel, Sisattanark District, Vientiane Capital

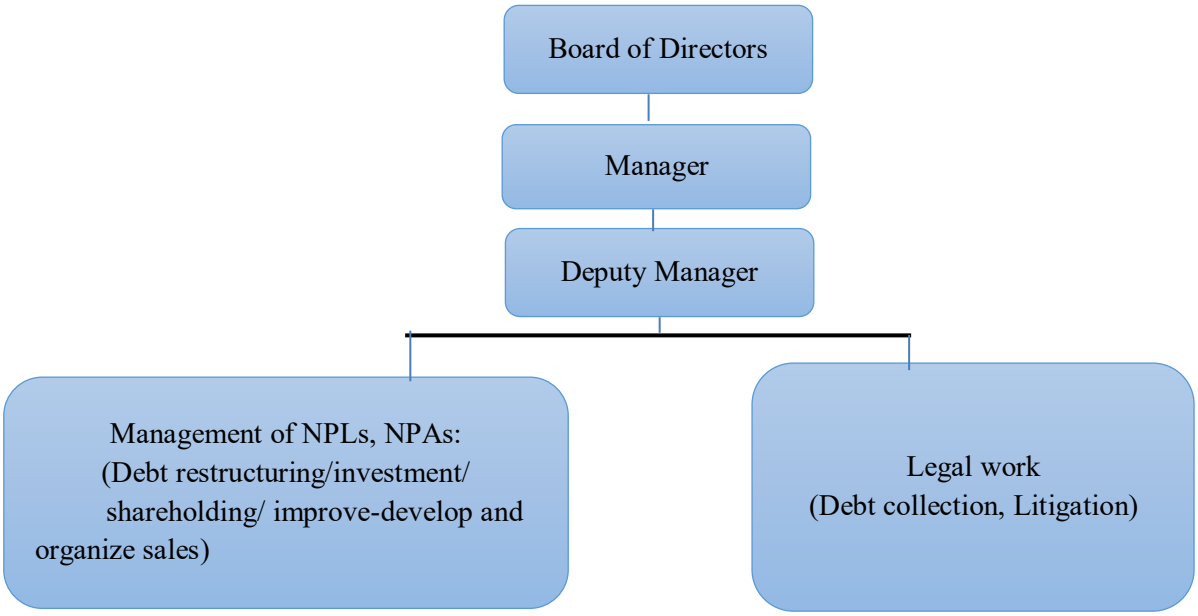
2. Type of Business (Business License):

1). To provide the service on debt purchasing or transferring of debt NPLs and NPAs from financial institutions/banks (The first phase will only purchase the debt of BCEL) and will perform the business of asset management only for NPLs and NPAs such as the leasing, investment/shareholding business and improve/develope assets or loan security (NPLs and NPA) to make them accessible to the market or to create the income to the shareholders. For example: The asset type of shopping centers, buildings, hotels, houses and other types;

2) The negotiation service, collection of debt and NPL (At the beginning th company will accept only on the main target, before expanding the service to other financial institutions or banks);

III. The company's Organizational Structure

1) **Organizational Structure**:



IV. SWOT Analysis

- **Opportunities**
  - The economic growth will be better when comparing to the previous year;
  - The railway has been operating;
  - There is a high number of avialabl-for-sale assets. This is an opportunity to buy in lower price and to sell in higher price to create income for BCEL;
  - The company will be the first company in this business and will have the high opportunity.
- **Threats**
  - If there is a slow down in macroeconomy, the continual spreading of the COVID-19, inflation rate (oil price), the fluctuation of exchange rates and other issues, this will impact the debt resolving and the selling of the real estates;
  - The procedure for case settlement and debt resolution might take time;
- **Strengths**
  - The company can have the human resource with high knowledge in business management (The company expects to hire the experts and experienced persons to work for the compny);
  - General individuals/businesses that are interested in buying the assets can access the finance from BCEL according to the regulation or to lease with the company;
  - The company will have the modern management system and technology;
- **Weaknesses**
  - It might take long time to sell the collecteral, especailly the high value asset and the slow down of the economy.
  - It takes time to resolve the case (In case of having a dispute with the customer);

V. Summary:

From the research and anlysis above, it can be concluded that this is an opportunity to create income for the bank and the company will be the first company to run this type of business in Laos. The target of the business is to manage the assets or to buy the debt at discount rates from banks/institutions. Such assets will be improved or developed so that they can generate income, and become good quality assets that attract market demand.

ໃບມອບສິດ
Proxy

1. ຂ້າພະເຈົ້າ ..... ສັນຊາດ.....
I / We ..... nationality .....
ເຮືອນເລກທີ່ ..... ບ້ານ ..... ເມືອງ ....
residing at ..... Village ..... District ....
ແຂວງ .....Province.....
ເປັນຜູ້ຖືຮຸ້ນຂອງທະນາຄານການຄ້າຕ່າງປະເທດລາວ ມະຫາຊົນ
Being a shareholder of Banque Pour Le Commerce Exterieur Lao Public
ມີຮຸ້ນທີ່ຖືຈຳນວນ.....ຮຸ້ນຊຶ່ງເທົ່າກັບຈຳນວນສຽງທີ່ຈະລົງຄະແນນສຽງ
Holding a total number of .....shares which are equivalent to the same number of votes

2. ຂໍມອບໝາຍສະມາຊິກສະພາບໍລິຫານອິດສະຫຼະລຸ່ມນີ້ (ກະລຸນາເລືອກ 1 ທ່ານ):
Hereby assign the Independent BOD member below (please select one only):

☐ ທ່ານ ທອງເພັດ ຈັນທະນິວົງ
Mr. Thongpheth Chanthanivong

☐ ທ່ານ ສອນໄຊ ສິລາເພັດ
Mr. Sonexay Silaphet

(ຫຼືບຸກຄົນອື່ນ ກະລຸນາລະບຸລາຍລະອຽດ / Or other person, please specify)

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

ໃຫ້ເປັນຜູ້ຕາງໜ້າຂອງຂ້າພະເຈົ້າ ເພື່ອເຂົ້າຮ່ວມ ແລະ ລົງຄະແນນສຽງແທນຂ້າພະເຈົ້າຢູ່ໃນກອງປະຊຸມສາມັນຜູ້ຖືຮຸ້ນ ປະຈຳປີ 2021 ຂອງ ທະນາຄານການຄ້າຕ່າງປະເທດລາວ ມະຫາຊົນ, ທີ່ຈະຈັດຂຶ້ນໃນ ເວລາ 14:00 ໂມງ ຂອງວັນທີ 29 ເມສາ 2022.
To be my/our proxy to attend and vote on my/our behalf in the Annual General Shareholders' Meeting for year 2021 of the Banque Pour Le Commerce Exterieur Lao Public which will be held at 14:00 PM of 29 April 2022.

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: ພິຈາລະນາ ແລະ ຮັບຮອງ ບົດບັນທຶກກອງປະຊຸມວິສາມັນຜູ້ຖືຮຸ້ນປະຈຳປີ 2021 (ເອກະສານຄັດຕິດ 2)

Agenda 1: To consider and approve the Minutes of BCEL's Extraordinary Shareholders Meeting 2021 (Attachment 2)

☐ *ເຫັນດີ / approve* ☐ *ບໍ່ເຫັນດີ / disapprove*

ວາລະທີ 2: ພິຈາລະນາ ແລະ ຮັບຮອງ ບົດລາຍງານການດຳເນີນທຸລະກິດ ຂອງ ທຄຕລ ປະຈຳປີ 2021 ໂດຍສັງເຂບ (ເອກະສານຄັດຕິດ 3)

Agenda 2: To consider and approve the report of BCEL's Business Performance for 2021 in brief (Attachment 3)

☐ *ເຫັນດີ / approve* ☐ *ບໍ່ເຫັນດີ / disapprove*

ວາລະທີ 3: ພິຈາລະນາ ແລະ ຮັບຮອງແຜນການປີ 2022 (ເອກະສານຄັດຕິດ 4)

Agenda 3: To consider and approve the plan for the year 2022 (Attachment 4)

☐ *ເຫັນດີ / approve* ☐ *ບໍ່ເຫັນດີ / disapprove*

ວາລະທີ 4: ພິຈາລະນາ ແລະ ຮັບຮອງ ການສະເໜີສ້າງຕັ້ງບໍລິສັດ ທຄຕລ ບໍລິຫານຊັບສິນ (ເອກະສານຄັດຕິດ 5)

Agenda 4: To consider and approve the proposal to establish BCEL Asset management Company (Attachment 5)

☐ *ເຫັນດີ / approve* ☐ *ບໍ່ເຫັນດີ / disapprove*

ວາລະທີ 5: ພິຈາລະນາ ແລະ ຮັບຮອງ ເອົາເອົາການແຕ່ງຕັ້ງຜູ້ກວດສອບອິດສະຫຼະປະຈຳປີ 2022

Agenda 5: To consider and approve the appointment of independent auditor for the year 2022

☐ *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 ລະບຸໃວ້ ບໍ່ຈະແຈ້ງ ໃຫ້ຖືວ່າຂ້າພະເຈົ້າ ລົງຄະແນນສຽງເຫັນດີ

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...../...../2022.

Wrote at…….. date…….

ເຊັນຜູ້ຖືຮຸ້ນທີ່ມອບໝາຍ / signed by the shareholder

ເຊັ່ນຜູ້ຕາງໜ້າ /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 ໜັງສືຜ່ານແດນ (ສຳລັບນັກລົງທຶນຕ່າງປະເທດ) ພ້ອມກັບສຳເນົາເອະສານປະເພດດຽວກັນນີ້ຂອງຜູ້ຖືຮຸ້ນ, ໃບມອບສິດສະບັບນີ້ ແລະ ໜັງສືເຊີນປະຊຸມ.
   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.



Sonexay Silaphet

Biography

Date of birth:	1 January 1977
Nationality:	Lao
Language:	Lao, English,
Designation:	Vice President of Lao Chamber of Accountants and Auditors.

Education

2017-2021:	PhD. Candidate in Accountancy, Sripatum University, Thailand.
2018:	Member of CPA Laos
06/2016:	Member of CPA Australia
2013-2014:	Master of Business Administration major in Finance, Santapol College, Thailand.
1995-2000:	Bachelor Degree of Business Administration, Comcenter College, Laos
1999-2000:	Member of Lao Institute of Chartered Public Accounts (LICPA)
1995-1998:	Diploma in Business Administration, major in Accounting at Pakpasak Technical College, Laos

Professional experience

2015- Present	Vice President of Lao Chamber of Accountants and Auditors.
01/2016-12/2017	President of ASEAN Federation of Accountants (AFA)
01/2014-12/2015:	Vice President of ASEAN Federation of Accountants (AFA)
07/2011-09/2014:	Director of Ernst & Young Lao Limited
07/2008-06/2011:	Senior Manager of Auditing at Ernst & Young Lao Limited
05/2004-08/2007:	Audit Manager at PriceatwerhouseCoopers (Lao) Ltd
2002-05/2004:	Experienced Audit Senior at PriceatwerhouseCoopers (Lao) Ltd
2000-2001:	Audit Senior at PriceatwerhouseCoopers (Lao) Ltd
1998-1999:	Audit Assistant at PriceatwerhouseCoopers (Lao) Ltd.



Thongpheth Chanthanivong

Biography

Date of birth:	20 April 1962
Nationality:	Lao
Language:	Lao, English,
Designation:	Deputy Dean of Faculty of Economics and Business Administration, National University of Laos.

Education

2018-2021:	PhD. Candidate (Accountancy), 2021, Siprathum University, Thailand.
2019:	Received CPA Certificate
1998-2000:	International Business Management), at De Mons University in Belgium.
1998-2000:	Master in Business Administration at AIT University in Thailand.
1996-1997:	Bachelor Degree in Business Administration, the Co-project between National Politics School and AIT University in Thailand.
1981-1985	Bachelor of Science (Mathematics and Physics), National University of Laos

Professional experience

- Vice-Dean, Faculty of Economics and Business Management (Responsible of Post-Graduate Program), National University of Laos.
- Associate Professor in Business Administration (2006).
- Chairman of CPA's Curriculum, Lao Chamber of Professional Accountants and Auditors.
- Member of Lao Chamber of Professional Accountants and Auditors Board Committees.
- Member of Lao Telecom Company's Board Committees.
- Member of Lao's Accounting System Improvement (Ministry of Finance)
- Teacher of the Master and Bachelor courses of the subjects: Business, Accounting, Finance and Banking, Economics of the National University of Laos.
- Guest speakers for the MBA course of Khonekhane University, Thailand.
- Trainer on IFRS and LAS Auditing.

ລະບຽບສຳລັບການດຳເນີນກອງປະຊຸມສາມັນຜູ້ຖືຮຸ້ນ ທຄຕລ
Rules for the Annual General Shareholders' Meeting of BCEL

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

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

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 ຕ້ອງນຳເອົາໜັງສືແຈ້ງສິດເຂົ້າຮ່ວມກອງປະຊຸມທີ່ອອກໃຫ້ໂດຍຕະຫຼາດຫຼັກຊັບລາວ (ທີ່ມີເຄື່ອງໝາຍບາໂຄດ) ມາແຈ້ງພ້ອມໃນເວລາລົງທະບຽນ. ກໍລະນີທີ່ບໍ່ມີໃບແຈ້ງສິດເຂົ້າຮ່ວມກອງປະຊຸມແລ້ວນັ້ນ ຈະຖືວ່າການລົງທະບຽນບໍ່ສຳເລັດ ແລະ ຈະສົ່ງຜົນໃຫ້ຜູ້ຖືຮຸ້ນ 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 have no right to vote, question or make comments in the meeting.

ຜູ້ຕາງໜ້າ ຕ້ອງສະແດງເອກະສານຂອງຕົນເອງຕໍ່ພະນັກງານປະຈຳໂຕະລົງທະບຽນ ຄື: ບັດປະຈຳຕົວ ຫຼື ປຶ້ມສຳມະໂນຄົວ ຫຼື ໜັງສືຜ່ານແດນ (ສຳລັບນັກລົງທຶນຕ່າງປະເທດ) ພ້ອມກັບ ສຳເນົາເອກະສານປະເພດດຽວກັນນີ້ຂອງຜູ້ຖືຮຸ້ນ, ໃບມອບສິດ 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**

ກອງປະຊຸມສາມາດດຳເນີນໄດ້ກໍ່ຕໍ່ເມື່ອມີຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າທີ່ເຂົ້າຮ່ວມກອງປະຊຸມຢ່າງໜ້ອຍ 2 ຄົນຂຶ້ນໄປ ແລະມີຈຳນວນຮຸ້ນທີ່ຖືເກີນ 51% ຂອງຈຳນວນຮຸ້ນສາມັນທັງໝົດ ຕາມທີ່ໄດ້ກຳນົດໄວ້ໃນ ກົດລະບຽບຂອງທະນາຄານການຄ້າຕ່າງປະເທດລາວ ມະຫາຊົນ.

Shareholders' meeting can commence only if there are at least **2** or more shareholders attending the meeting 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 ເປັນຜູ້ສັ່ງໂຫວດຄະແນນແຕ່ລະວາລະ.

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

3.3 ຜູ້ອຳນວຍການໃຫຍ່ ທຄຕລ ເປັນຜູ້ດຳເນີນສະເໜີ ເນື້ອໃນຂອງແຕ່ ລະວາລະໃນກອງປະຊຸມ.

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

3.4 ຫຼັງຈາກທີ່ທ່ານຜູ້ອຳນວຍການ ໄດ້ສະເໜີເນື້ອໃນຂອງວາລະແລ້ວ, ປະທານກອງປະຊຸມຈະສະເໜີໃຫ້ຜູ້ຖືຮຸ້ນຫຼືຜູ້ຕາງ ໜ້າທີ່ມີຄຳຖາມ ຫຼື ຄຳເຫັນຕໍ່ວາລະທີ່ກຳລັງຖືກພິຈາລະນາຢູ່. ກໍລະນີມີຄຳຖາມ ທ່ານຜູ້ອຳນວຍການໃຫຍ່ຈະເປັນຜູ້ໃຫ້ຄຳອະທິບາຍຊີ້ແຈງ. 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 ຊຶ່ງໄດ້ລົງທະບຽນເຂົ້າຮ່ວມກອງປະຊຸມຮຽບຮ້ອຍແລ້ວ 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 ສະເໜີເທົ່ານັ້ນ ລົງຄະແນນສຽງ 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 ກໍຕໍ່ເມື່ອມີຄະແນນສຽງ ຫລາຍກວ່າເຄິ່ງໜຶ່ງຂອງ ຈຳນວນຮຸ້ນ 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 ກໍຕໍ່ເມື່ອມີຄະແນນສຽງ ຫລາຍກວ່າ ໜຶ່ງສ່ວນສາມຂອງຈຳນວນຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າທັງໝົດທີ່ເຂົ້າຮ່ວມກອງປະຊຸມ ແລະ ມີຮຸ້ນລວມກັນຫຼາຍກວ່າ 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 shareholders or proxies attending the meeting and having shares more than **20%** of the total BCEL shares.

7.3 ທຸກບັດລົງຄະແນນສຽງ "ບໍ່ເຫັນດີ" ຕໍ່ວາລະໃດໜຶ່ງທີ່ຖືກສົ່ງໃຫ້ທີ່ປະຊຸມຫຼັງຈາກທີ່ກອງປະຊຸມໄດ້ ປະກາດຜົນການລົງຄະແນນຂອງວາລະນັ້ນແລ້ວ, 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 ການນັບ ຄະແນນສຽງ 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 ມີຄຳ ຖາມ ຫຼື ສະແດງຄຳເຫັນທີ່ບໍ່ນອນໃນວາລະຂອງກອງປະຊຸມ, ໃນຕອນທ້າຍກອງປະຊຸມພາຍຫຼັງທີ່ ສຳເລັດຄົບຖ້ວນທຸກວາລະແລ້ວ. ສຳລັບຜູ້ເຂົ້າຮ່ວມອື່ນໆ ຈະບໍ່ມີສິດສະເໜີຄຳຖາມ ຫຼື ມີຄຳເຫັນໃນທີ່ ປະຊຸມ, ຍົກເວັ້ນກໍລະນີທີ່ປະທານ ກອງປະຊຸມ ໄດ້ສະເໜີໃຫ້ຜູ້ເຂົ້າຮ່ວມ ດັ່ງກ່າວ ປະກອບຄຳເຫັນຕໍ່ທີ່ ປະຊຸມ.

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 ທີ່ ໄດ້ຮັບມອບໝາຍ ຫາກບໍ່ສະແດງເຄື່ອງໝາຍດັ່ງກ່າວແລ້ວນັ້ນ ປະທານກອງປະຊຸມ ຫຼື ຄະນະອຳນວຍ ການ ທຄຕລ ຫຼື ຄະນະຮັບຜິດຊອບກອງປະຊຸມ ມີສິດສະເໜີຄັດຄ້ານຄຳຖາມ ຫຼື ຄຳເຫັນຂອງຜູ້ກ່ຽວ ແລະ 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 the shareholders or 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.

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

ເພື່ອຄວາມສະດວກໃນການລົງທະບຽນຜູ້ເຂົ້າຮ່ວມກອງປະຊຸມ, ຜູ້ຖືຮຸ້ນ ຫຼື ຜູ້ຕາງໜ້າ ທີ່ຈະເຂົ້າຮ່ວມກອງປະຊຸມ ກະລຸນານຳເອົາໜັງສືເຊີນປະຊຸມ, ໃບເຂົ້າຮ່ວມ ກອງປະຊຸມທີ່ອອກໃຫ້ໂດຍຕະຫຼາດຫຼັກຊັບລາວ ແລະ ໃບມອບສິດ (ສຳລັບຜູ້ຕາງໜ້າ) ມາພ້ອມເອກະສານທີ່ສາມາດນຳໃຊ້ ຢັ້ງຢືນຕົນເອງ ຕາມແຕ່ລະກໍລະນີດັ່ງນີ້:

For convenience in registration process to attend the Meeting, 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 ຕ້ອງໄດ້ນຳເອົາໃບມອບສິດຈາກຜູ້ອຳນວຍການທີ່ມີສິດອຳນາດມາພ້ອມຕື່ມອີກ.

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. ທຄຕລ 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 ຈະໄດ້ຮັບບັດລົງຄະແນນສຽງສຳລັບທຸກໆວາລະ ທີ່ຕ້ອງການໃຫ້ມີການລົງຄະແນນສຽງ ໃນເວລາລົງທະບຽນເຂົ້າຮ່ວມກອງປະຊຸມ. ການລົງຄະແນນສຽງໂດຍຜູ້ຕາງໜ້າ ຊຶ່ງຜູ້ຖືຮຸ້ນທີ່ມອບໝາຍສິດໄດ້ລະບຸຢ່າງຈະແຈ້ງແລ້ວ ກ່ຽວກັບ ການລົງຄະແນນໃນແຕ່ລະວາລະ ທະນາຄານ ຈະບັນທຶກການລົງຄະແນນສຽງ ໃນເວລາລົງທະບຽນ ໂດຍທີ່ຜູ້ຕາງໜ້າຈະບໍ່ຕ້ອງລົງແນນສຽງອີກ.
   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 ລົງຄະແນນ ສຽງ (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 ຕ້ອງໄດ້ລະບຸ ຢ່າງຈະແຈ້ງກ່ຽວກັບຊື່ ແລະ ນາມສະກຸນຂອງທ່ານ, ຈຳນວນຮຸ້ນ ທຄຕລ ທີ່ທ່ານຖືຢູ່ (ຖ້າບໍ່ມີຂໍ້ມູນດັ່ງກ່າວຢູ່ໃນບັດລົງຄະແນນສຽງ) ແລະ ໃຫ້ໝາຍຕີນກາໃສ່ຫ້ອງ 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 (if such information is not available in the ballot) and mark a cross in the Disapprove box.
4. ຫລັງຈາກທ່ານລົງຄະແນນສຽງຮຽບຮ້ອຍແລ້ວ 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 ໂດຍການນັບຄະແນນສຽງຈະຖືເອົາໜຶ່ງຮຸ້ນ ເທົ່າກັບໜຶ່ງຄະແນນສຽງ.
   You will be informed about the voting result right in the meeting with one share equals one vote.
6. ການລົງຄະແນນສຽງບໍ່ເຫັນດີຈະມີຜົນສັກສິດ ກໍຕໍ່ເມື່ອມີຄະແນນສຽງຫລາຍກວ່າເຄິ່ງໜຶ່ງຂອງຈຳນວນຮຸ້ນ ທຄຕລ ທັງໝົດ ໃນທີ່ປະຊຸມ.
   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.

ແຜນທີ່ສະຖານທີ່ຈັດກອງປະຊຸມຜູ້ຖືຮຸ້ນຂອງ ທຄຕລ / BCEL Shareholder Meeting

ກອງປະຊຸມສາມັນຜູ້ຖືຮຸ້ນ ທຄຕລ ປະຈຳປີ 2021
ໃນວັນທີ 29/04/2022
BCEL's shareholders' Meeting for 2021,
which shall be held on 29/04/2022

