



MINISTRY OF PUBLIC WORKS AND TRANSPORT

LUANG PRABANG INTERNATIONAL AIRPORT PPP PROJECT



Request for Qualification

March 19, 2025



DISCLAIMER

The Government of the Lao People's Democratic Republic ("**GOL**") through the Ministry of Public Works and Transport ("**MPWT**") is providing this invitation ("**Request for Qualification**") solely for use by Prospective Bidders (as defined below) in preparing and submitting Prequalification Applications (as defined below) as part of the Bid Process (as defined below) in connection with the Project (as defined below). It has been prepared with the assistance of the International Finance Corporation ("**IFC**") as lead transaction advisor on the Project, acting through its Transaction Advisory Services in Public Private Partnerships Department.

Neither the GOL, IFC, nor any of their respective employees, consultants or advisors:

- (a) make any representation or warranty (express or implied) as to the accuracy or completeness of the information contained herein or in any other document made available to a Prospective Bidder (at any time) in connection with the Bid Process;
- (b) shall have any liability for this Request for Qualification, for the Project or for any other written or oral communication transmitted to a Prospective Bidder in connection with the Bid Process or a Prospective Bidder's evaluation of the Project; or
- (c) will be liable to reimburse or compensate a Prospective Bidder for any costs or expenses incurred by a Prospective Bidder in evaluating or acting upon this Request for Qualification or otherwise in connection with the Bid Process, the Project or otherwise.

This Request for Qualification constitutes an invitation to submit a Prequalification Application. It does not constitute a solicitation to invest, or otherwise participate in, the Project.

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1. DEFINITIONS

Affiliate	means any Person which, alone or together with any other Person, directly or indirectly through one or more intermediaries: (i) Controls the Prospective Bidder (or, if the Prospective Bidder is a Consortium, Controls any Consortium Member), (ii) is Controlled by the Prospective Bidder (or, if the Prospective Bidder is a Consortium, any Consortium Member) or (iii) is under common Control with the Prospective Bidder (or, if the Prospective Bidder is a Consortium, any Consortium Member).
Airport	means the Luang Prabang International Airport.
Airport Operator Member	means the Consortium Member designated as such in any Prequalification Application.
Authorized Representative	means the representative of the Prospective Bidder authorized to sign the Prequalification Application pursuant to the power of attorney in the form of <u>Annex 1</u> (<i>Authorized Representative Power of Attorney</i>) of <u>Schedule 4</u> (<i>Form and Content of Prequalification Application</i>).
Bid Process	means the competitive bid process implemented by the GOL in order to select the Concessionaire.
Closely Connected Person	means, in relation to any Person: (i) any Person which Controls such Person or is Controlled by such Person; (ii) any director, senior executive or manager either of such Person or of any Person referred to in paragraph (i); (iii) any consultant, agent or representative supporting such Person in connection with the Project; (iv) any Person with an aggregate ultimate beneficial interest in at least five per cent (5%) of the share capital or ownership interest in such Person (howsoever held); or (v) any Affiliate of such Person whose projects are used to satisfy the technical capacity requirements pursuant to Clause 6.2.2.
Company	means a company, firm, corporate body, statutory body or other legal entity having separate legal existence and is capable of suing or being sued under the laws of the State in which it is formed.
Concessionaire	means the special purpose limited liability company incorporated and registered under the laws of the Lao PDR by the Prequalified Bidder that submitted the Successful Submission to sign the PPP Agreement following the Bid Process and to undertake the Project.

Consortium	means an association of two or more Persons who form a temporary partnership for the purpose of procurement proceedings, but who retain their separate identities, and it does not include sub-contractors.
Consortium Member	means any Company which is a member of a Consortium, including the Lead Member, the Airport Operator Member and the Financial Member.
Control or Controlled	means the power to direct or cause the direction of the management policies of a Company whether through: (i) direct or indirect ownership of at least fifty per cent (50%) plus one share of the outstanding voting shares; or (ii) direct or indirect ownership of at least twenty per cent (20%) of the outstanding voting shares and: i. possession of voting rights through voting trusts or voting agreements over a certain number of shares, such that the total number of shares owned together with the number of shares over which it has voting rights is equivalent to fifty per cent plus one share of the outstanding voting shares; or ii. the ability to elect a majority of that Company's board of directors.
Data Sheet	means the data sheet attached as <u>Schedule 1</u> (<i>Data Sheet</i>).
Estimated Timetable	means the estimated timetable of the Bid Process attached as <u>Schedule 2</u> (<i>Estimated Timetable</i>).
Financial Member	means the Consortium Member designated as such in the Prequalification Application.
GOL	means the Government of Lao PDR, represented by the MPWT.
IFC	means the International Finance Corporation.
IFC Coordinator	means the IFC coordinator indicated in the Data Sheet.
IFRS	means the International Financial Reporting Standards promulgated by the International Accounting Standards Board (" IASB ") (which include standards and interpretations approved by the IASB and international accounting standards issued under previous constitutions), together with its pronouncements thereon from time to time.
Information Memorandum	means the document attached in <u>Schedule 5</u> (<i>Information Memorandum</i>) to this Prequalification Document describing the Project.
LAA	means the Lao Airport Authority, a unit under the direct supervision of the MPWT.
Lao PDR	means the Lao People's Democratic Republic.

Lead Member	means the Consortium Member designated as such in the Prequalification Application.
Legal Criteria	means the legal criteria defined in Clause 4.2.2 (<i>Prequalification Criteria</i>).
MPWT	means the Ministry of Public Works and Transport.
Net Worth	means Total Assets minus Total Liabilities.
OPPP	means the Office of Public Private Partnership, as defined in the PPP Decree.
Person	means a natural person or a legal person.
PPP	means public-private partnership.
PPP Agreement	means the PPP Agreement to be entered into between the GOL, as the concession grantor, and the Concessionaire, a draft version of which shall be included in the Request for Proposal.
PPP Decree	means the Decree on Public Private Partnership No. 624/GOL dated 21 December 2020.
Prequalification Application	means the application substantially in the form set out in Schedule 4 (<i>Form and Content of Prequalification Application</i>), submitted by a Prospective Bidder pursuant to Clause 7 (<i>Submission of Prequalification Applications</i>) of this Request for Qualification.
Prequalification Application Submission Deadline	means the time and date stated in the Data Sheet.
Prequalification Criteria	means (i) the Legal Criteria and (ii) the technical and financial criteria set forth in Schedule 3 (<i>Technical and Financial Criteria</i>).
Prequalified Bidder	means a Prospective Bidder whose Prequalification Application has been determined to meet the Prequalification Criteria in accordance with Clause 8.6.1 (<i>Results of Evaluation</i>).
Project	means the project to carry out the redevelopment and expansion of the Airport through a PPP as further described in the Information Memorandum.
Prospective Bidder	means any Company or Consortium that has requested this Request for Qualification and intends to submit a Prequalification Application.
Request for Proposal	means the request for proposal to be issued to Prequalified Bidders.
Request for Qualification	has the meaning assigned to this term in the disclaimer section.
Successful Submission	means the Prequalified Bidder's submission selected by the GOL as a result of the Bid Process.
Tender Committee	means the tender committee appointed for the Bid Process, in

accordance with the PPP Decree.

Total Assets

means the total consolidated assets measured in accordance with IFRS or any other recognized generally accepted accounting standards reflected in audited financial statements for the last three (3) fiscal years.

Total Liabilities

means the total consolidated liabilities measured in accordance with IFRS or any other recognized generally accepted accounting standards reflected in audited financial statements for the last three (3) fiscal years.

2. INTRODUCTION

- 2.1 The Airport is currently operated by the LAA.
- 2.2 The GOL intends to select a Concessionaire through the Bid Process for the implementation of the Project.
- 2.3 Prospective Bidders are hereby invited to submit a Prequalification Application which complies with the requirements of this Request for Qualification.
- 2.4 Only Prequalified Bidders will be invited to participate in subsequent stages of the Bid Process.

3. RESERVED RIGHTS

The GOL reserves all rights in connection with the conduct of the Bid Process (which rights are exercisable by the GOL in its sole and absolute discretion) including without limitation all rights to:

- (a) suspend, cancel, modify or extend the Bid Process at any time;
- (b) reject any or all Prequalification Applications; and
- (c) modify any or all dates set or projected in this Request for Qualification.

4. PROSPECTIVE BIDDERS

4.1 Prospective Bidders Composition

- 4.1.1 A Prospective Bidder may be in the form of a single Company or a Consortium.
- 4.1.2 The identity of Prospective Bidders (including the composition of any Consortium) shall be fixed with effect from the Prequalification Application Submission Deadline. No change in identity or composition (including any partnering arrangements) shall be permitted without the prior written approval of the GOL.
- 4.1.3 The PPP Agreement shall contain provisions on the equity shareholding requirements. The conditions and restrictions related to changes in shareholding structure of the Concessionaire during the life of the Project will be set out in the PPP Agreement.
- 4.1.4 Prospective Bidders are advised that any airline company (or any other commercial aircraft operator) shall not be allowed to hold (directly or indirectly) more than ten percent (10%) of the equity shareholding of the Concessionaire, and that compliance with this requirement will be evaluated at the Request for Proposal stage.

4.2 Prequalification Criteria

- 4.2.1 A Prospective Bidder (whether a Company or a Consortium) must fulfill the Prequalification Criteria set out in **Schedule 3** (*Technical and Financial Criteria*).
- 4.2.2 A Prospective Bidder or, where the Prospective Bidder is a Consortium, any Consortium Member must also satisfy all the legal criteria listed in **Annex 5** of **Schedule 4** (*Form and Content of Prequalification Application*) (the "**Legal Criteria**") and the Prospective Bidder (or

each Consortium Member if the Prospective Bidder is a Consortium) must submit confirmation in the form set forth as **Annex 5** (*Legal Criteria Confirmation*) of **Schedule 4** (*Form and Content of Prequalification Application*).

4.3 Rules Applicable to Consortia

4.3.1 Lead Member

A Consortium shall include a Lead Member.

The Lead Member shall represent and bind all Consortium Members in all matters relating to the Bid Process.

The Lead Member shall fulfill:

- (a) the financial criterion n°1, as set out in paragraph 2 of Clause 2.1 (*Financial Criterion n°1*) of **Schedule 3** (*Technical and Financial Criteria*), unless such criterion is already fulfilled by the Financial Member; and/or
- (b) the financial criterion n°2, as set out in Clause 2.2 (*Financial Criterion n°2*) of **Schedule 3** (*Technical and Financial Criteria*), unless such criterion is already fulfilled by the Financial Member.

The Lead Member shall comply with any other obligation applicable to Lead Members as expressly provided for in this Prequalification Document.

4.3.2 Airport Operator Member

A Consortium shall include an Airport Operator Member.

The Airport Operator Member shall fulfill the technical criteria set out in Clause 1 (*Technical Criteria*) of **Schedule 3** (*Technical and Financial Criteria*).

The Airport Operator Member may also be the Lead Member and/or the Financial Member.

The PPP Agreement will not require the Airport Operator Member to hold equity in the Concessionaire. Where the Airport Operator Member does not hold equity the PPP Agreement will include provisions requiring the Airport Operator Member to provide technical expertise to the Concessionaire via a technical services agreement to be approved by the GOL and executed between the Concessionaire and the Airport Operator Member, which shall include provisions on:

- (a) the operation the Airport in line with the service standards set in the PPP Agreement;
- (b) the maintenance of the existing facilities and development of business cases for future capital investment plans;
- (c) the implementation of customer services best practices and improvement of passenger experience; and
- (d) the development of a functional risk management processes.

The PPP Agreement will also include provisions requiring the Airport Operator Member to provide certain key positions of the Concessionaire's personnel for a set amount of time, as defined further in the PPP Agreement.

4.3.3 Financial Member

A Consortium shall include a Financial Member.

The Financial Member shall fulfill:

- (a) the financial criterion n°1, as set out in paragraph 2 of Clause 2.1 (*Financial Criterion n°1*) of **Schedule 3** (*Technical and Financial Criteria*), unless such criterion is already fulfilled by the Lead Member; and/or
- (b) the financial criterion financial criterion n°2, as set out in Clause 2.2 (*Financial Criterion n°2*) of **Schedule 3** (*Technical and Financial Criteria*), unless such criterion is already fulfilled by the Lead Member.

The Financial Member may also be the Lead Member and/or the Airport Operator Member.

4.3.4 Maximum number of Consortium Members

A Consortium shall not be comprised of more than five (5) Consortium Members.

4.3.5 Liability of Consortium Members

All Consortium Members shall have joint and several liability for the purpose of the Bid Process.

4.4 Participation Restrictions

4.4.1 A Consortium Member shall not participate in the Bid Process as an individual Prospective Bidder or as a member of another Consortium.

4.4.2 No individual Prospective Bidder or Consortium Member may prequalify if:

- (a) it Controls or is Controlled by another individual Prospective Bidder or Consortium Member of another Consortium or any of their respective Affiliates; or
- (b) it has the power to direct or cause the direction of the management policies of another individual Prospective Bidder or Consortium Member of another Consortium or any of their respective Affiliates; or
- (c) another individual Prospective Bidder or Consortium Member of another Consortium or any of their respective Affiliates has the power to direct or cause the direction of its management policies.

4.4.3 If any individual Prospective Bidder or Consortium Member owns shares (directly or indirectly, in terms of voting rights and/or rights to dividends) of another individual Prospective Bidder or Member of another Consortium or any of their respective Affiliates any time during the Bid Process, this ownership interest must be immediately disclosed in writing to the GOL together with evidence that arrangements have been established such that any such relations do not materially affect the independent investment decisions of the individual Prospective Bidder or

Consortium in which such cross shareholding or such financial or close relationship exists. The GOL will then evaluate whether this ownership interest could potentially affect fair competition in the Bid Process in line with the requirements in this document. In such case, such individual Prospective Bidder or Consortium Member may not prequalify or may be disqualified as the case may be.

- 4.4.4 No individual Prospective Bidder or Consortium Member may prequalify if it has any representative on the Board of Directors of another individual Prospective Bidder or Member of another Consortium.
- 4.4.5 No individual Prospective Bidder or Consortium Member may prequalify if any GOL officers, employees, agents, advisors or external consultants hold any shares in the individual Prospective Bidder or a Consortium Member. Furthermore, no Prospective Bidder or Consortium Member may have a financial or a close relationship with any officer, employee, agent, advisor or external consultant of, or to, the GOL or through common third parties involved in any way in the Bid Process that may put the Prospective Bidder or Consortium Member in a position to have access to advantageous information or may influence the results of the evaluations.
- 4.4.6 Notwithstanding Clauses 4.4.3 and 4.4.4 , an individual Prospective Bidder or Consortium may prequalify if it can present evidence that arrangements have been established such that any such relations do not materially affect the independent investment decisions of the individual Prospective Bidder or Consortium in which such cross shareholding, financial or close relationship exists.
- 4.4.7 Government-owned enterprises in the Lao PDR may not prequalify.

4.5 Costs

The Prospective Bidder shall bear all costs and expenses associated with its participation in the Bid Process, including the preparation and submission of its Prequalification Application and the preparation of responses to questions or requests for clarification posed to it by the GOL.

5. PREQUALIFICATION PROCESS

5.1 Clarification of Request for Qualification

- 5.1.1 A Prospective Bidder requiring any clarification on this Request for Qualification may send electronic clarification questions to the GOL with a copy to the IFC Coordinator to the e-mail addresses indicated in the Data Sheet, no later than fifteen (15) calendar days prior to the Prequalification Application Submission Deadline.
- 5.1.2 Electronic copies of the response, including an explanation of the query but not the identification of its source shall be sent to all Prospective Bidders before the Prequalification Applications Submission Deadline within such time that will enable the Prospective Bidder to present its application in a timely fashion. The GOL may choose to provide a single response to a group of similar or repeated queries and further reserves the right not to respond to certain queries.

5.2 Timetable

- 5.2.1 The Estimated Timetable is specified in **Schedule 2** (*Estimated Timetable*).

- 5.2.2 The GOL may, in its sole discretion and without prior notice to the Prospective Bidders, amend the Estimated Timetable. Prospective Bidders shall not rely in any way whatsoever on the Estimated Timetable and the GOL shall not incur any liability whatsoever arising out of amendments to the Estimated Timetable. The GOL will promptly notify the Prospective Bidders of changes to the Estimated Timetable.

6. PREPARATION OF PREQUALIFICATION APPLICATIONS

6.1 Language of Prequalification Application

The Prequalification Application prepared by the Prospective Bidder and all correspondence and documents related to the Prequalification Application shall be in the language specified in the Data Sheet.

6.2 Content of Prequalification Application

- 6.2.1 The Prequalification Application submitted by a Prospective Bidder shall comprise all documents specified in **Schedule 4** (*Form and Content of Prequalification Application*), in the format prescribed therein.

- 6.2.2 The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium Member, may include projects undertaken by one or more of its Affiliates to satisfy the technical capability requirements set out in Clause 1.1 (*Technical Criterion n°1*) of **Schedule 3** (*Technical and Financial Criteria*) and Clause 1.2 (*Technical Criterion n°2*) of **Schedule 3** (*Technical and Financial Criteria*). In case the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium Member, chooses to include evidence of projects undertaken by one or more of its Affiliates, it shall submit, in addition to all other documentation required by **Schedule 4** (*Form and Content of Prequalification Application*) in respect to the Prospective Bidder (or if the Prospective Bidder is a Consortium, the relevant Consortium Member), the documentation specified in paragraph 4 of Part A of **Schedule 4** (*Form and Content of Prequalification Application*) with respect to this Affiliate as well as evidence of the relationship of affiliation between the Prospective Bidder or the relevant Consortium Member and this Affiliate.

7. SUBMISSION OF PREQUALIFICATION APPLICATIONS

7.1 Format and Signing of Prequalification Applications

- 7.1.1 The Prospective Bidder shall prepare and submit one (1) printed original, two (2) printed copies and one (1) electronic copy (on USB drive) of the complete Prequalification Application (clearly marking each one as "ORIGINAL", "COPY NO.1", "COPY NO.2", "ELECTRONIC COPY", etc. as appropriate) at the address specified in the Data Sheet. In the event of any discrepancy between the original and the copies (either paper or electronic), the original shall prevail.
- 7.1.2 The printed original and the copy of the Prequalification Application shall be typed or written in indelible ink and shall be signed by the Authorized Representative of the Prospective Bidder as set forth in the Prequalification Application. All pages of the Prequalification Application, except for unamended printed literature, shall be numbered and shall be initialed by the Authorized Representative. The Prequalification Application shall contain no alterations, omissions or additions, unless such corrections are initialed by the Authorized Representative.

- 7.1.3 The electronic copy shall be a complete copy of the original Prequalification Application, free of any virus and shall contain non-compressed and non-protected files in printable, searchable and reproducible PDF format.

7.2 Sealing and Marking of Prequalification Applications

- 7.2.1 The Prospective Bidder shall sign and seal the original and each copy of the Prequalification Application in separate envelopes, duly marking the envelopes as "PREQUALIFICATION APPLICATION - ORIGINAL"; "PREQUALIFICATION APPLICATION - COPY NO.1"; "PREQUALIFICATION APPLICATION - COPY NO.2" and "PREQUALIFICATION APPLICATION - ELECTRONIC COPY". The envelopes shall then be sealed in an outer envelope. The outer envelope shall bear no identification of the Prospective Bidder.

- 7.2.2 The inner and outer envelopes shall:

- (a) be addressed to the MPWT at the address specified in the Data Sheet; and
- (b) bear the following identification: **"Prequalification Application for the Luang Prabang International Airport PPP Project: Do Not Open Before 14:00 the Lao People's Democratic Republic time on the May 6, 2025"**.

- 7.2.3 The inner envelopes shall indicate the name and address of the Prospective Bidder (in case of a Consortium, the name and address of the Lead Member).

- 7.2.4 If the outer envelope is not sealed or marked as above, the GOL shall assume no responsibility or liability for the misplacement or premature opening of the Prequalification Application. If the outer envelope discloses the Prospective Bidder's identity, the GOL shall not guarantee the anonymity of the Prequalification Application submission, but this disclosure shall not constitute grounds for Prequalification Application rejection.

7.3 Prequalification Application Submission Deadline

- 7.3.1 Prequalification Applications shall be delivered to the GOL at the address specified in the Data Sheet no later than the Prequalification Application Submission Deadline.

- 7.3.2 Any Prequalification Application received by the GOL after the Prequalification Application Submission Deadline shall be rejected and the GOL shall promptly return such Prequalification Application to the relevant Prospective Bidder or Lead Member (as applicable) without opening the inner envelope.

- 7.3.3 The GOL may, at its discretion, extend the Prequalification Application Submission Deadline by giving notice to all Prospective Bidders.

8. PREQUALIFICATION APPLICATIONS OPENING AND EVALUATION

8.1 Opening of Prequalification Applications

- 8.1.1 Two (2) representatives of each Prospective Bidder shall be entitled to attend the opening of Prequalification Applications at the time and place stipulated in the Data Sheet and the Estimated Timetable, as may be amended from time to time.

- 8.1.2 The Tender Committee will open the outer envelope to determine the name of the relevant Prospective Bidder and, in the case of a Consortium, all Consortium Members, before

declaring such Prequalification Application to have been submitted "on time" and announcing such name(s) publicly to those attending the meeting.

- 8.1.3 Once all outer envelopes have been opened, the Tender Committee shall declare the meeting closed.

- 8.1.4 The Tender Committee shall prepare minutes of the opening of Prequalification Applications.

8.2 Determination of Compliance

- 8.2.1 Following the opening of Prequalification Applications and prior to the evaluation of the Prequalification Applications in accordance with the Prequalification Criteria, the Tender Committee shall conduct a detailed examination of the Prequalification Applications in order to determine whether they are **substantially compliant** to the requirements set forth in this Request for Qualification.

For purposes of this determination, a "**substantially compliant**" Prequalification Application is one that:

- (a) is complete and contains documents properly signed; and
- (b) conforms to all material terms and conditions set out in the Request for Qualification without any material deviation, reservation or omission.

This determination may be made without seeking clarification or after clarification pursuant to Clause 8.4 (*Clarification of Prequalification Applications*).

- 8.2.2 Prequalification Applications which have been determined not to be substantially compliant as set out in Clause 8.2.1 (*Determination of*) above shall be rejected. The relevant Prospective Bidder or Lead Member (as applicable) shall be notified of its rejection in due course.

8.3 Detailed Evaluation

The Tender Committee shall carry out a detailed evaluation of the Prequalification Applications that have been found substantially compliant in accordance with Clause 8.2.1 (*Determination of Compliance*) above.

8.4 Clarification of Prequalification Applications

Where the Tender Committee deems it convenient or necessary, it may (but shall not be obliged to) request written clarification from a Prospective Bidder (whether relating to such Prospective Bidder, any Consortium Member, the relevant Prequalification Application or any document submitted as part thereof or otherwise in connection therewith). Whenever such request is made, the Prospective Bidder shall provide such written clarifications to the Tender Committee by such date as may be specified by the Tender Committee.

8.5 Waiver of Non-Conformities in Prequalification Applications

The GOL may waive any minor non-conformity or irregularity in a Prequalification Application which does not constitute a material deviation and which does not prejudice or affect the determination of compliance or evaluation of the Prequalification Application in accordance with the provisions of this Request for Qualification.

8.6 Results of Evaluation

- 8.6.1 A Prospective Bidder whose Prequalification Application is determined to meet the Prequalification Criteria shall be designated as being a "**Prequalified Bidder**".
- 8.6.2 A Prospective Bidder whose Prequalification Application is determined not to meet the Prequalification Criteria shall not be prequalified.
- 8.6.3 After completion of the evaluation of the Prequalification Applications, the OPPP shall either:
 - (a) notify a Prospective Bidder that it has not been prequalified; or
 - (b) notify a Prospective Bidder that it has been designated as being a Prequalified Bidder and will receive a Request for Proposal.

8.7 Conditions for Disqualification

The GOL may disqualify a Prospective Bidder from the Bid Process at any time whether during the evaluation carried out pursuant to this Clause 8 (*Prequalification Applications Opening and Evaluation*) or thereafter if the GOL discovers that:

- (a) the information submitted concerning the qualifications of the Prospective Bidder was
 - (i) materially inaccurate or materially incomplete so as to constitute a misrepresentation or
 - (ii) inaccurate or incomplete in any respect and the Prospective Bidder fails to promptly remedy the inaccuracy or incompleteness upon the request the GOL;
- (b) the Prospective Bidder or any Closely Connected Person engaged in any fraudulent, corrupt or collusive practice in connection with the Bid Process or the Project.

9. GOVERNING LAW

This Request for Qualification and the Bid Process shall be governed by the laws of the Lao PDR.

SCHEDULE 1. DATA SHEET

Project Name	LUANG PRABANG INTERNATIONAL AIRPORT PPP PROJECT
Issuer of Request for Qualification	Ministry of Public Works and Transport
Address and Key Contact	Vanh Dilaphanh Director General Department of Planning and Finance MPWT, Lao PDR Khamla Phommavanh Director General Department of Civil Aviation MPWT, Lao PDR
Address for requests for clarification	lpiaaaa@mpwt.gov.la with copy to: LPIAPPP@ifc.org
Address for Submission of Prequalification Applications	Main Meeting Room Department of Planning and Finance Ministry of Public Works and Transport of Lao PDR Lane Xang Avenue, Vientiane Capital, Lao PDR
IFC Coordinator	John Leber Senior Investment Officer Tel: +1 240 425 2455 E-mail: jleber@ifc.org
Language of Prequalification Applications	English
Number of Copies of Prequalification Application	- 1 printed original; - 2 printed copies, and - 1 electronic copy (USB drive).
Prequalification Applications Submission Deadline	14:00 Lao PDR time on May 6, 2025
Time and Place of Prequalification Applications Opening	14:05 Lao PDR time on May 6, 2025 Main Meeting Room Department of Planning and Finance Ministry of Public Works and Transport of Lao PDR Lane Xang Avenue, Vientiane Capital, Lao PDR

SCHEDULE 2. ESTIMATED TIMETABLE

Date	Milestone
March 19, 2025	Issuance of the Request for Qualification and Information Memorandum
April 11, 2025	Prospective Bidders' clarification questions submission deadline
April 21, 2025	Responses to Prospective Bidders' clarification questions
May 6, 2025	Prequalification Application Submission Deadline
May 20, 2025	Announcement of Prequalified Bidders
May 21, 2025	Issuance of the Request for Proposal - including draft PPP Agreement and opening of data room
June 15, 2025	Deadline for first round of Bidders' clarifications on RFP and draft PPP Agreement
June 2025	Bidders' conference and site visits to LPIA
July 2025	Issuance of revised bid documents
End of July 2025	Deadline for Bidders' second round of clarifications on the RFP and draft PPP Agreement
End of August 2025	Issuance of the final RFP and PPP Agreement
October 7, 2025	Bid submission deadline
End of October 2025	Evaluation of bids and selection of the preferred Bidder
November 2025	Commercial closing (signing of PPP Agreement)

The timetable is presented for indicative purposes only.

SCHEDULE 3. TECHNICAL AND FINANCIAL CRITERIA

1. Technical Criteria

1.1 Technical Criterion n°1

The Prospective Bidder, or, if the Prospective Bidder is a Consortium, the Airport Operator Member, shall demonstrate that it currently operates, on a stand-alone basis, or as part of a joint venture, consortium or otherwise, or that one of its Affiliates operates:

- (a) at least one international airport of no less than one (1) million passengers per year outside of its country of incorporation, or
- (b) at least one international airport of no less than ten (10) million passengers per year in any a country,

in each case, for the last five (5) years continuously.

The Prospective Bidder, or, if the Prospective Bidder is a Consortium, the Airport Operator Member (or its Affiliate, as the case may be) must be responsible for the day-to-day operations of such airport (both airside and landside components), as well as safety, security, business and commercial development and on-going investment and maintenance of the infrastructure (together, the "**Airport Operations and Services**").

The Prospective Bidder, the Airport Operator Member or their Affiliates, as the case may be, must demonstrate that:

- (a) it holds no less than twenty percent (20%) of the equity of the entity operating such international airport; or
- (b) it has an agreement with the entity operating such international airport whereby it provides the Airport Operations and Services.

1.2 Technical Criterion n°2

The Prospective Bidder, or, if the Prospective Bidder is a Consortium, at least one Member of the Consortium, shall demonstrate experience either:

- (a) in the development, design, engineering procurement and construction, or
- (b) in the management and monitoring

of airport infrastructure construction projects during the last ten (10) years with an aggregate construction value of not less than one hundred million US dollars (US\$100 000 000)in at least one airport.

2. Financial Criteria

2.1 Financial Criterion n°1

The Prospective Bidder (if it is not a Consortium) shall demonstrate that it had Net Worth of at least one hundred million US dollars (US\$ 100 000 000) or equivalent at all times during the last three (3) fiscal years.

If the Prospective Bidder is a Consortium, the Consortium shall demonstrate that the aggregate Net Worth of the Consortium Members was at least one hundred million US dollars (US\$ 100 000 000) or equivalent at all times during the last three (3) fiscal years and at least sixty million US dollars (US\$ 60 000 000) at all times during such period for the Financial Member or Lead Member.

2.2 Financial Criterion n°2

The Prospective Bidder, or, if the Prospective Bidder is a Consortium, the Lead Member or the Financial Member, shall demonstrate the ability to fund/finance the Project through debt and/or equity financing raised for the Project, including having financed at least one previous project of at least one hundred million US dollars (US\$ 100 000 000) in the last ten (10) years.

Note on Exchange Rate

For Technical and Financial criteria in currency other than United States dollars ("**USD**"), Prospective Bidders shall convert to USD using the average exchange rate of January 1st and December 31st, of the year the transaction was completed. (available on the website of the U.S. Federal Reserve <https://www.federalreserve.gov/releases/h10/current/>)

SCHEDULE 4. FORM AND CONTENT OF PREQUALIFICATION APPLICATION

PART A - CONTENT OF PREQUALIFICATION APPLICATION

The Prequalification Application shall be substantially in the form of the Part B to this **Schedule 4** and shall be signed by the Authorized Representative of the Prospective Bidder (or if the Prospective Bidder is a Consortium, by the Authorized Representative of the Lead Member). The Prequalification Application shall contain the following:

1. a written power of attorney, duly notarized, indicating that the Authorized Representative has the authority to sign the Prequalification Application and to represent the Prospective Bidder in connection with the Bid Process, in the form of **Annex 1** (*Authorized Representative Power of Attorney*) of the Prequalification Application; (to the extent that a Prospective Bidder considers that a power of attorney in general or the form attached as **Annex 1** (*Authorized Representative Power of Attorney*) of the Prequalification Application in particular is not effective or appropriate in its jurisdiction of incorporation, advance clarification and approval of an alternative document should be sought in accordance with Clause 5.1 (*Clarification of Request for Qualification*));
2. where the Prospective Bidder is a Consortium, a written Power of Attorney from each Consortium Member (except the Lead Member), duly notarized, indicating that the Lead Member and the Authorized Representative have the authority to represent the Consortium and bind all its Consortium Members in connection with the Prequalification Application and the Bid Process, as **Annex 2** (*Lead Member Power of Attorney*) of the Prequalification Application (to the extent that a Consortium Member considers that a power of attorney in general or the form attached as **Annex 2** (*Lead Member Power of Attorney*) of the Prequalification Application in particular is not effective or appropriate in its jurisdiction of incorporation, advance clarification and approval of an alternative document should be sought in accordance with Clause 5.1 (*Clarification of Request for Qualification*));
3. a comprehensive organisation chart showing - or narrative text describing - how the Prospective Bidder or, if the Prospective Bidder is a Consortium, each Consortium Member is owned, up to the level of ultimate beneficial ownership and identifying by name all Persons holding (at any level in the organisation structure) an aggregate ultimate beneficial interest of more than five per cent (5%), as **Annex 3** (*Organization Chart*) of the Prequalification Application (or in the case of publicly listed companies, to the extent that such beneficial interest can be determined);
4. a certified copy of the constitutional documents of the Prospective Bidder (or if the Prospective Bidder is a Consortium, of each Consortium Member) and any amendments or equivalent documents under the jurisdiction of incorporation, as **Annex 4** (*Constitutional Documents*) of the Prequalification Application. Where the original constitutional documents are in a language other than English, the certified copy shall be accompanied by a certified translation;
5. a confirmation substantially in the form attached as **Annex 5** (*Legal Criteria Confirmation*) Bidder (if the Prospective Bidder is a Consortium, from each Consortium Member);
6. evidence that the Prospective Bidder (or if the Prospective Bidder is a Consortium, of each Consortium Member) has fulfilled all required taxes and contributions in the Lao PDR, if applicable;

7. evidence of operation experience (including a certificate from the counterpart contracting party or regulator listing the criteria set forth in the operating experience and stating that such experience was carried out in a satisfactory manner) described in Clause 1.1 (*Technical Criterion n°1*) of **Schedule 3** (*Technical and Financial Criteria*) in the form of **Annex 6** (*Evidence of Compliance with Operation Requirement*) of the Prequalification Application;
8. evidence of construction experience (including a construction completion certificate for each project issued by the owner) described in Clause 1.2 (*Technical Criterion n°2*) of **Schedule 3** (*Technical and Financial Criteria*) in the form of **Annex 7** (*Evidence of Compliance with Construction Requirements*) of the Prequalification Application;
9. evidence of financial capability (including either (i) IFRS compliant audited financial statements for the last three (3) fiscal years for which such statements are available or (ii) audited financial statements in any other recognized generally accepted accounting standards for the last three (3) fiscal years for which such statements are available together with a notarized letter from the auditing firm indicating the Net Worth of the Prospective Bidder, described in Clause 2 (Financial Criteria) of Schedule 3 (Technical and Financial Criteria) in the form of **Annex 8** (*Evidence of Compliance with Financial Capability Requirements*) of the Prequalification Application; and
10. if the Prospective Bidder is a Consortium, a letter of intent to form a Consortium.

PART B - FORM OF PREQUALIFICATION APPLICATION

[TO BE COMPLETED BY THE PROSPECTIVE BIDDER]

Date: _____

Re: Luang Prabang International Airport PPP Project

To: Ministry of Public Works and Transport

Dear Sir/Madam,

Pursuant to the Request for Qualification dated March 19, 2025, [Name of Prospective Bidder/Lead Member of the Consortium] hereby submits the present Prequalification Application in conformity with the Request for Qualification and requests to be considered for prequalification for the Project.

[Complete if a Consortium:

The Lead Member is: [Insert name of the Company]

The Financial Member is: [Insert name of the Company]

The Airport Operator Member is: [Insert name of the Company]

[Other Consortium Members, if any]

[Name of Prospective Bidder/Lead Member], [and each Consortium Member (if applicable)] hereby:

1. represents and warrants that:
 - (a) as of the date of this Prequalification Application all of the information submitted in this Prequalification Application, including the enclosed forms and documents, is complete and accurate in all respects and not misleading;
 - (b) it has sufficient legal capacity and authority to participate in the Bid Process; and
 - (c) it agrees to comply with all the rules governing the Bid Process as issued by the GOL from time to time; and
2. acknowledges:
 - (a) all rights of the GOL under the Request for Qualification including all rights to: (i) suspend, cancel, modify or extend the Bid Process at any time; (ii) reject any or all Prequalification Application(s); (iii) modify any or all dates set or projected in the Request for Qualification; (iv) request additional information reasonably required to assess the Prequalification Application; and (v) amend the prequalification procedures and/or criteria and/or rules or make clarifications thereof;
 - (b) the disclaimer to the Request for Qualification; and
 - (c) the exclusive application of the laws of the Lao PDR with respect to the Request for Qualification and the Bid Process.

Attached herewith to this Prequalification Application are the following documents, as appropriate:

- (a) Authorized Representative Power of Attorney (**Annex 1**) [and if the Prospective Bidder is a Consortium, Lead Member Power of Attorney (**Annex 2**)];
- (b) Organization Chart (**Annex 3**);
- (c) Constitutional Documents (**Annex 4**);
- (d) Legal Criteria Confirmation (**Annex 5**);
- (e) Evidence of Compliance with Operation Requirement (**Annex 6**);
- (f) Evidence of Compliance with Construction Requirements (**Annex 7**);
- (g) Evidence of Compliance with Financial Capability Requirements (**Annex 8**); and
- (h) If the Prospective Bidder is a Consortium, letter of intent to form a Consortium.

[Name of Prospective Bidder/ Lead Member] hereby designates [●] as its authorized representative to receive notices in respect of the Request for Qualification and the Bid Process at the following address, telephone and facsimile numbers:

[Authorized Representative's address, telephone and email]

[signature]

In the capacity of [position]

Authorized to sign this Prequalification Application for [Name of Prospective Bidder]

Annex 1. Authorized Representative Power of Attorney

On this [day] day of [month and year]

Before me, the Notary in this office [name of Notary/office]

The undersigned:

[Mr. /Ms.] [name of legal/authorized representative]

Duly authorized, in his/her capacity as [capacity] of [name of Prospective Bidder/Consortium Member]

Nationality: [●]

Holder of Passport or ID no. [●] issued by [●] dated [●]

Residing at [●]

hereafter the **Grantor**,

Hereby:

1. appoints [Mr./Ms.] [name of representative] in [his/her] capacity as _____ of [name of Prospective Bidder/ Lead Member] (hereafter the "**Attorney**"), to:
 - (a) execute under hand, or under seal, and deliver to the competent authorities all the documents listed in paragraph (d) below;
 - (b) deliver and receive any document or instrument in relation to the documents listed in paragraph (d) below;
 - (c) do all things necessary and incidental in respect of the matters set out herein including to do, execute and perform any other deed or act ought to be done executed or performed to perfect or otherwise give effect to the documents listed in paragraph (d) below; and
 - (d) the documents concerned by this power of attorney being the following:

ALL DOCUMENTS IN RESPECT OF THE PREQUALIFICATION APPLICATION AND THE BID PROCESS FOR THE LUANG PRABANG INTERNATIONAL AIRPORT PPP PROJECT, AS MORE FULLY DESCRIBED IN THE REQUEST FOR QUALIFICATION DATED MARCH 19, 2025, AND CLARIFICATIONS AND OTHER COMMUNICATIONS WITH THE GOL IN RESPECT OF THE AFORESAID PROJECT
2. authorizes the Attorney to appoint others for all or part of the powers delegated by the present power of attorney.

IN WITNESS WHEREOF the Grantor has executed this Power of Attorney [under seal] on the date set out above.

[SEAL]

[Signature]

[Name / Title of Grantor representative]

Annex 2. Lead Member Power of Attorney

On this [day] day of [month and year]

Before me, the Notary in this office [name of Notary/office]

The undersigned:

[Mr. /Ms.] [name of legal/authorized representative]

Duly authorized, in his/her capacity as [capacity] of [name of Consortium Member]

Nationality: [●]

Holder of Passport or ID no. [●] issued by [●] dated [●]

Residing at [●]

hereafter the **Grantor**,

Hereby appoints [name of Lead Member, including corporate details] and its authorized representative (hereafter the "**Attorney**"), to:

- (a) represent and bind the Grantor in respect to the Prequalification Application and the Bid Process (both terms as defined in the Request for Qualification referred to in paragraph (e) below);
- (b) execute under hand, or under seal, and deliver to the competent authorities all the documents listed in paragraph (e) below;
- (c) deliver and receive any document or instrument in relation to the documents listed in paragraph (e) below;
- (d) do all things necessary and incidental in respect of the matters set out herein including to do, execute and perform any other deed or act ought to be done executed or performed to perfect or otherwise give effect to the documents listed in paragraph (e) below; and
- (e) the documents concerned by this power of attorney being the following:

ALL DOCUMENTS IN RESPECT OF THE PREQUALIFICATION APPLICATION AND THE BID PROCESS FOR THE LUANG PRABANG INTERNATIONAL AIRPORT PPP PROJECT, AS MORE FULLY DESCRIBED IN THE REQUEST FOR QUALIFICATION DATED MARCH 19, 2025, AND CLARIFICATIONS AND OTHER COMMUNICATIONS WITH THE GOL IN RESPECT OF THE AFORESAID PROJECT.

IN WITNESS WHEREOF the Grantor has executed this Power of Attorney [under seal] on the date set out above.

[SEAL]

[Signature]

[Name / Title of Grantor representative]

Annex 3. Organization Chart

TO BE PROVIDED BY THE PROSPECTIVE BIDDER

Annex 4. Constitutional Documents

TO BE PROVIDED BY THE PROSPECTIVE BIDDER

Annex 5. Legal Criteria Confirmation

Date: _____

Re: Luang Prabang International Airport PPP Project

To: Ministry of Public Works and Transport

We hereby make reference to the Request for Qualification document published by the GOL on March 19, 2025, (the "**Request for Qualification**"). Capitalized terms defined in the Request for Qualification and used but not otherwise defined in this letter shall have the same meaning given to them in the Request for Qualification.

[Name of Prospective Bidder or Consortium Member] hereby confirms to the GOL that, as of the date of this letter:

- (a) it is not insolvent, in receivership, in bankruptcy or liquidation proceedings and has a reasonable expectation of being able to meet its debts as they fall due. Its affairs are not being administered by a court or a judicial officer, its business activities have not been suspended and are not subject of legal proceedings;
- (b) neither it nor to its knowledge any Closely Connected Person has been finally convicted of fraud, corruption, collusion or money laundering or for a criminal act involving dishonesty, physical violence or harm to human life within the past ten (10) years;
- (c) there exists no conflict of interest or potential conflict of interest arising from prior or existing contracts, agreements or relationships which affects or could affect its or (upon formation) the Concessionaire's (as applicable) potential involvement in the Project;
- (d) it has fulfilled its obligations to pay all required taxes and contributions in the Lao PDR (if applicable);
- (e) it has no other tax liabilities or liabilities in respect of judgments awarded by any court or similar proceedings in the period of three (3) years prior to the date of the Request for Qualification, save in each case to the extent that it has made a suitable accounting provision for such liabilities in accordance with applicable accounting regulations;
- (f) neither it nor to its knowledge any Closely Connected Person has previously been barred from participation in a bid or other public procurement process in the Lao PDR; or in any other jurisdiction to which it belongs, and the bar subsists as on the Prequalification Application Submission Deadline and would be applicable to the specifics of the Project, for example, the bar would be applicable to airport projects;
- (g) neither it nor any Closely Connected Person:
 - 1. is included as a debarred person pursuant to the public sanctions list of any multilateral development bank that is party to the Agreement on Mutual Enforcement of Debarment Decision of 9 April 2010 (www.crossdebarment.org), or

2. is included on any sanctions lists promulgated by the UN Security Council or its Committees, or any other recognized international sanctions list;
- (h) neither it nor to its knowledge any Closely Connected Person has operations (directly or through any subsidiary) or carries out transactions that are not in compliance with the sanctions promulgated by the UN Security Council or its Committees or national sanctions in the Lao PDR;
 - (i) neither it nor to its knowledge any Closely Connected Person had, in the past five (5) years preceding the Prequalification Application Submission Deadline (a) been expelled from any project or contract by any public entity or authority; or (b) had any contract terminated by any public entity or authority inside or outside of the Lao PDR for breach;
 - (j) neither it nor to its knowledge any Closely Connected Person falls within any of the restrictions set out in Clause 4.4 (*Participation Restriction*) of the Request for Qualification; and
 - (k) neither it nor to its knowledge any Closely Connected Person falls within the conditions for disqualification set out in Clause 8.7 (*Conditions for Disqualification*) of the Request for Qualification.

Yours Sincerely,

[Authorized Signature
Name and Title Signatory
Name of Company
Address]

Annex 6. Evidence of Compliance with Operation Requirement

The operation experience shall be provided in a table presented as follows

The Prospective Bidder [or the Airport Operator Member [or its Affiliate]] hereby confirms the following relevant experience:

Name of the Operator	Prospective Bidder's (Airport Operator's) Role and Relationship with the Operator ¹	Location / Site	Project Type and Annual Traffic (passengers per year)	Operation Period	Brief Description of Technical and Operational Experience, Scope of Undertakings ²	Contact for Reference
[add rows if necessary]						

¹ If Name of the Operator is different from the name of the Prospective Bidder (or Airport Operator Member, if Prospective Bidder is a Consortium), please indicate in this column relationship with the Prospective Bidder or Airport Operator Member. If the Prospective Bidder (or Airport Operator Member, if the Prospective Bidder is a Consortium) operates the airport through a joint venture or consortium, it should indicate its financial or equity participation in the project as a percentage of the total participation of members. If operation is carried out through an Affiliate, please provide supporting documentary evidence of such Affiliate.

² The Prospective Bidder (or Airport Operator Member, if Prospective Bidder is a Consortium) shall provide the description of technical and operational experience at the airport under its management and/or operation and shall provide documentary proof of its experience.

Annex 7. Evidence of Compliance with Construction Requirements

The construction experience shall be set out in a table presented as follows

- The Prospective Bidder [or at least one Consortium Member [or its Affiliate]] hereby confirms the following relevant experience:

Name of Constructor	Prospective Bidder's / Consortium Member's Role ³	Location / Site	Project Type	Project Value (in USD)	Date Signed	Date Completed	Brief Description ⁴	Contact for Reference
[add rows if necessary]								
				Total Value =				

³ If Name of the Constructor is different from the name of the Prospective Bidder (or Consortium Member, if Prospective Bidder is a Consortium), please indicate relationship with the Prospective Bidder or the Consortium Member. The Prospective Bidder (or Consortium Member if the Prospective Bidder is a Consortium) that presents evidence of indirect construction experience (i.e. supervision of subcontracted construction) shall also provide names and contact details of the construction companies employed for each project listed. The Prospective Bidder or the Consortium Member that participated in a joint venture or consortium for a project should indicate its financial or equity participation in the project as a percentage of the total participation of members.

⁴ Supported by documentary evidence.

Annex 8. Evidence of Compliance with Financial Capability Requirements

The financial capability experience shall be set out in a table presented as follows:

3. Financial Criterion n°1

If the Prospective Bidder is not a Consortium:

FINANCIAL YEAR	NET WORTH
Financial Year 1	
Financial Year 2	
Financial Year 3	

If the Prospective Bidder is a Consortium:

FINANCIAL YEAR	NET WORTH OF EACH CONSORTIUM MEMBER				AGGREGATE NET WORTH ⁵
	Lead Member	Financial Member	Airport Operator Member	[add other Member]	
Financial Year 1					
Financial Year 2					
Financial Year 3					
Total for Three Financial Years					

⁵ = sum of the amounts of Net Worth of all Consortium members.

4. Financial Criterion n°2

Date: _____

Re: Luang Prabang International Airport PPP Project

To: Ministry of Public Works and Transport

We hereby make reference to the request for qualification document published by the GOL on [•] (the "**Request for Qualification**"). Capitalised terms defined in the Request for Qualification and used but not otherwise defined in this letter shall have the same meaning given to them in the Request for Qualification.

We hereby confirm that [we/the Lead Member/the Financial Member [or its Affiliate]] have the ability to fund/finance the Project through debt and/or equity financing raised for the Project as [we have/the Lead Member has/the Financial Member or its [Affiliate]] has] financed/refinanced at least one previous project of at least [100 million US\$] in the past ten (10) years.

Company Name ⁶	Prospective Bidder's / Consortium Member's Role (Lead Member or Financial Member)	Location Site	Project Type and Capacity	Amount of Financing (in USD)	Name of Lender / Financing Entity	Starting Date	Ending Date	Evidence Provided and Contact for Reference
[add rows if necessary]								

Yours Sincerely,

[Authorized Signature]

Name and Title Signatory

Name of Company

Address

Date: _____

⁶ If Company Name is different from the Prospective Bidder's name (or, if the Prospective Bidder is a consortium, the Lead Member/the Financial Member's name), please indicate relationship with the Prospective Bidder.

Annex 9. Letter of Intent to form a Consortium

TO BE PROVIDED BY THE PROSPECTIVE BIDDER

SCHEDULE 5. INFORMATION MEMORANDUM