

## Notification on Amendments of the Articles of Incorporation of PESTECH (Cambodia) PLC

PESTECH (Cambodia) PLC (“PEPC”) is pleased to announce to the investors and the public that PEPC had on 26 May 2022 received the notification of approval from the Ministry of Commerce on the amendments of the Articles of Incorporation of the Company. Details of amendments are as follows:

Article	Before Amendment	After Amendment
2	<p><b>Business Objectives</b></p> <p>The purpose and objectives of the Company are, inter alia:</p> <p>422 Construction of utility projects 42202 Construction of utility projects for electricity and telecommunications</p>	<p><b>Business Objectives</b></p> <p>The purpose and objectives of the Company are, inter alia:</p> <p>422 Construction of utility projects 42202 Construction of utility projects for electricity and telecommunications</p> <p><b>829 Business support service activities n.e.c.</b> <b>82990 Other Business support service activities n.e.c.</b></p> <p><b>661 Activities auxiliary to financial service activities, except insurance and pension</b> <b>66111 Securities Exchange</b></p> <p><b>432 Electrical, plumbing and other construction installation activities</b> <b>43210 Electrical installations</b></p>
5	<p><b>Registered Office</b></p> <p>5.1. The registered address and investment site of the Company is at No. 6, Street No. 588, Sangkat Boeung Kok 2, Khan Toul Kork, Phnom Penh, Kingdom of Cambodia.</p>	<p><b>Registered Office</b></p> <p>5.1. The registered address and investment site of the Company is at <b>10<sup>th</sup> Floor, Building No. 35, Mao Tse Toung Boulevard, Phum 9, Sangkat Boeung Keng Kong I, Khan Boeung Keng Kong, Phnom Penh, Kingdom of Cambodia.</b></p>
7	<p><b>Registered Share Capital</b></p> <p>The total number of issued shares is 71,000,000 (Seventy One Million) ordinary shares, with a Par Value of USD 0.10 per share (being KHR 400 (Four Hundred Khmer</p>	<p><b>Registered Share Capital</b></p> <p>The total number of issued shares is <b>74,945,000 (Seventy Four Million Nine Hundred and Forty Five Thousand)</b> ordinary shares, with a Par Value of</p>

### PESTECH (CAMBODIA) PLC.

(Registration No.: 00000957)

(A PESTECH Company)

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Article	Before Amendment	After Amendment
	<p>Riels) at the date of execution of these Articles of Incorporation) (“<b>Ordinary Shares</b>”). Except as otherwise provided in accordance with these Articles of Incorporation, the Ordinary Shares shall, be entitled to one (01) vote and the manner of voting is to be carried out by way of polling. Upon dissolution of the Company, each ordinary share shall confer with the rights to receive distribution of assets and monies of the company, in accordance with the proportion of shareholdings.</p>	<p>USD0.10 per share (being KHR400 (Four Hundred Khmer Riels) at the date of execution of these Articles of Incorporation) (“<b>Ordinary Shares</b>”). Except as otherwise provided in accordance with these Articles of Incorporation, the Ordinary Shares shall, be entitled to one (01) vote and the manner of voting is to be carried out by way of polling. Upon dissolution of the Company, each ordinary share shall confer with the rights to receive distribution of assets and monies of the company, in accordance with the proportion of shareholdings.</p>
11	<p><b>Share Certificates</b></p> <p>Every person whose name is entered as a member in the share register shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class of shares held by him, or upon payment of such reasonable expenses as the Board of Directors may from time to time decide for every certificate after the first, several certificates, each for one or more of his shares. Where a member has transferred part of the shares comprised in his holding, he shall be entitled to a certificate for the balance of his holding free of charge. Every share certificate shall be issued under the seal and shall specify the number and class of shares to which it relates and the amount paid up thereon and (subject as hereinafter provided) shall bear the autographic signatures of at least one director provided that the Board of Directors may by resolution determine that such signatures, or either of them, shall be dispensed with or shall be affixed by such other person as may be authorized by the Board of Directors or some method or system of mechanical signature.</p>	<p><b>Share Certificates</b></p> <p><b>Subject to the relevant regulations, the Company shall allot or issue securities and despatch notices of allotment to successful allottees and make an application for the quotation of such securities in accordance with the period prescribed or allowed by the regulators.</b></p> <p><b>The Company shall issue and deliver to the securities depository the appropriate certificates in such denomination as may be specified by the securities depository registered in the name of the depositor or its nominee company.</b></p> <p><b>Every certificate shall be issued and bear the signatures or the autographic signatures reproduced by facsimile or other mechanical means and is to be affixed in accordance with the Articles of Incorporation, and shall specify the number and class of securities to which it relates, and the amount paid thereon.</b></p>

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20	<p><b>Board of Directors' meeting</b></p> <p>New insertion</p>	<p><b>Board of Directors' meeting</b></p> <p>20.4 Director may participate in the meeting of the Board of Directors by tele-conference, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. The participation by a person in a meeting by tele-conference, electronic or such other communication facilities shall be treated as presence in person by that person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the venue where the meeting is to be held.</p>
29	<p><b>Nomination Committee</b></p> <p>29.1. The Nomination Committee shall be composed of at least three (03) members, all of whom shall be non-executive directors with at least one (01) independent director.</p> <p>29.3. The Nomination Committee may also include responsibility for setting or reviewing and recommending the compensation and remuneration of the Directors and Senior Officers.</p> <p>29.4. Under the PCG, Senior Officers means a person holding a position from head of department to chief executive officer, or equivalent, including the Corporate Secretary and Head of Internal Audit and any other important positions as the Board may determine from time to time.</p>	<p><b>Remuneration and Nomination Committee</b></p> <p>29.1. In the case the <b>Remuneration and Nomination Committee</b> is constituted, it shall comprise at least three (3) members, all of whom shall be non-executive directors.</p> <p>29.3. The <b>Remuneration and Nomination Committee</b> may also include responsibility for setting or reviewing and recommending the compensation and remuneration of the Directors and Senior Officers.</p>

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Article	Before Amendment	After Amendment
33	<p><b>General Meeting</b></p> <p>New insertion</p>	<p><b>General Meeting</b></p> <p><b>33.4</b> The shareholders may participate in a general meeting at more than one (1) venue using tele-conference, web-based communication, electronic or such other communication facilities or technologies available from time to time in the future which would permit all shareholders participating in the meeting to communicate with each other simultaneously and instantaneously and to vote at such meeting.</p>
34	<p><b>Proxy</b></p> <p>34.2. If a proxy proposes to vote at a meeting, the instrument of appointment of the proxy must be deposited with the Chairperson of the Board of Directors at or before the commencement of that meeting.</p>	<p><b>Proxy</b></p> <p>34.2. If a proxy proposes to vote at a meeting, the instrument of appointment of the proxy must be deposited with the <b>Company</b> before the commencement of that meeting.</p>
35	<p><b>Notice of the General Meeting</b></p> <p>Written or electronic notice of each shareholders' meeting stating the date, time, and place and, for special meeting, the purpose(s) for which the meeting is called, shall be given by the Company not less than twenty (20) nor more than fifty (50) days prior to the date of the meeting, to each shareholder of record, to the shareholder's address as it appears on the current record of shareholders of the Company.</p>	<p><b>Notice of the General Meeting</b></p> <p>Written or electronic notice of each shareholders' meeting stating the date, time, and place and, for <b>ordinary and</b> special meeting, the purpose(s) for which the meeting is called, shall be given by the Company not less than twenty (20) nor more than fifty (50) days prior to the date of the meeting, to each shareholder of record, to the shareholder's address as it appears on the current record of shareholders of the Company.</p>
39	<p><b>Record Date and Transfer Books</b></p> <p>39.1. For the purpose of determining</p>	<p><b>Record Date and Transfer Books</b></p> <p>39.1. For the purpose of determining</p>

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	shareholders who are entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a record date for any such determination of shareholders, which date shall not be more than fifty (50) days and, in case of a meeting of shareholders, not less than twenty (20) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken.	shareholders who are entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a record date for any such determination of shareholders, <b>in accordance with the Prakas and/or any regulations or guidelines issued by SERC or CSX</b> , and, in case of a meeting of shareholders, not less than twenty (20) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken.
40	<b>Voting Record</b>  New insertion	<b>Voting Record</b>  40.2. <b>Voting by way of a poll includes the use of a ballot or voting papers or tickets or various forms of electronic voting devices shall be permitted and the result of the poll shall be deemed to be the resolution of the meeting.</b>
43	<b>Special Resolution</b>  43.1. Notwithstanding Article 42 above, all Special Resolutions of the Shareholder require two-thirds of the affirmative votes of voting shares held by Shareholder and Proxies present at the meeting. No special resolution shall be binding on the Company unless approved in this manner.  43.2 The following matters shall require a Special Resolution of the Shareholder, meaning a Resolution passed by a majority of not less than 2/3 (Two-Thirds) of the votes	<b>Special Resolution</b>  43.1. <del>Notwithstanding Article 42 above, all Special Resolutions of the Shareholder require two-thirds of the affirmative votes of voting shares held by Shareholder and Proxies present at the meeting. No special resolution shall be binding on the Company unless approved in this manner.</del>  43.1. The following matters shall require a Special Resolution of the Shareholder, meaning a Resolution passed by a majority of not less than 2/3 (Two-Thirds) of the votes cast by

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	<p>cast by the Shareholder who voted on the particular Special Resolution or a Special Resolution signed by all Shareholder entitled to vote on the particular Resolution (a “Special Resolution”):</p> <ul style="list-style-type: none"> <li>(i) changing the Company’s name;</li> <li>(ii) change of the Authorized Registered capital of the Company;</li> <li>(iii) approval for a merger or dissolution of the Company;</li> <li>(iv) an increase, decrease or change with respect to the Company’s business objectives, purposes or undertaking of the Company;</li> <li>(v) a redistribution of the number of shares in a class with the change resulting in a change to the absolute or relative characteristics of any particular class of shares;</li> <li>(vi) a change in the dividends payable to any class of shares;</li> <li>(vii) increasing the Company’s capital by the creation of new classes of shares of which the absolute or relative characteristics are superior or inferior to an existing class of shares;</li> <li>(viii) decreasing the Company’s stated capital by reducing the par value of any class or series of shares or the authorized shares of the Company;</li> <li>(ix) changing the duration of existence of the Company;</li> <li>(x) changing the registered address of the Company;</li> <li>(xi) changing the quorum requirements for a Shareholders’ meeting or a Board of Directors’ meeting;</li> </ul>	<p>the Shareholder who voted on the particular Special Resolution or a Special Resolution signed by all Shareholder entitled to vote on the particular Resolution (a “Special Resolution”):</p> <ul style="list-style-type: none"> <li>(i) changing the Company’s name;</li> <li>(ii) change of the Authorized Registered capital of the Company;</li> <li>(iii) approval for a merger or dissolution of the Company;</li> <li>(iv) an increase, decrease or change with respect to the Company’s business objectives, purposes or undertaking of the Company;</li> <li>(v) a redistribution of the number of shares in a class with the change resulting in a change to the absolute or relative characteristics of any particular class of shares;</li> <li>(vi) a change in the dividends payable to any class of shares;</li> <li>(vii) increasing the Company’s capital by the creation of new classes of shares of which the absolute or relative characteristics are superior or inferior to an existing class of shares;</li> <li>(viii) decreasing the Company’s stated capital by reducing the par value of any class or series of shares or the authorized shares of the Company;</li> <li>(ix) changing the duration of existence of the Company;</li> <li>(x) changing the registered address of the Company;</li> <li>(xi) changing the quorum requirements for a Shareholders’ meeting or a Board of Directors’ meeting; and</li> <li>(xii) as otherwise required by these Articles of Incorporation</li> </ul>

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# PESTECH

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	and (xii) as otherwise required by these Articles of Incorporation.	
48	<b>Notice of Dividend</b>  Notice of any dividend that may have been declared shall be given by letter to the Shareholder.	<b>Notice of Dividend</b>  Notice of any dividend that may have been declared shall be given by letter <b>or by any mode of electronic means</b> to the Shareholders.

Phnom Penh, 27 May 2022  
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