



ROYAL GROUP
PHNOM PENH SEZ

Annual Corporate Governance

Report 2022





Part 1: The Shareholders

A. Shareholder structure as at 31 December 2022

Shareholder Information

Description	Nationality	Shareholder Type	Number	Number of Shares	Percentage
Less than 5%	Cambodian	Individual	2,628	8,010,402	11.144%
		Institution	2	72,399	0.10072%
Less than 5%	non-Cambodian	Individual	321	2,168,878	3.017%
		Institution	3	2,027,321	2.82%
From 5% to less than 30%	Cambodian	Individual	-	-	-
		Institution	-	-	-
	non-Cambodian	Individual	1	6,499,114	9.04%
		Institution	2	20,686,886	28.78%
From 30%	Cambodian	Individual	1	32,410,000	45.09%
		Institution	-	-	-
	non-Cambodian	Individual	-	-	-
		Institution	-	-	-



1. Information on Shares held by Board of Directors, Senior Officers, and Normal

Type	Number	Number of Shares	Percentage
Board of Directors	3	286,700	0.39%
Senior Officers	1	43,000	0.06%
Normal	2,295	71,545,300	99.54%
Total	2,299	71,875,000	100.00%



B. The Right of Stakeholders

1. Shareholder rights

Except as otherwise provided by the company's articles of association or by special decision of the shareholders, each shareholder shall have the right to:

- Vote in company shareholders' meeting
- Receive dividends or benefits declared by the company
- Gain the remaining assets of the company upon dissolution
- Get all kinds of information, including information about the company's business and check the company's books and accounting records. Shareholder liability to the company is limited to the value of the shares.

2. Protection of shareholders' rights and practices

Each shareholder is protected by the Board of Directors for the rights attached to the shares granted by PPSP as set forth in the Company's Articles of Association as follows:

• **Dividend rights**

Each shareholder is entitled to receive dividends declared by PPSP unless otherwise stated in the PPSP Articles of Association or shareholders' special decisions. Dividends deemed valid and declared by the Board of Directors will be distributed. To shareholders in whole or in part in the form of cash or non-cash (Article 49 of the PPSP Statute).

• **Right to buy first**

PPSP shareholders have the right to pre-purchase additional public equity securities issued by PPSP in proportion to their holdings according to the classification of those shares in the price and conditions under which those public equity securities are offered for sale to a third party. Parties (Article 10 of the PPSP Statute).

• **General Meeting of Shareholders**

Shareholders named on the record date determined by the Board of Directors shall be entitled to attend the General Assembly of shareholders and receive notice of the shareholders' general meeting at least twenty (20) days in advance and not more than fifty (50) days in advance. Date of the meeting (Article 37 of the PPSP Statute). The notice of the meeting will specify the date, time, location and agenda of the meeting.

• **Voting rights:**

Except as otherwise provided in the articles of association, eligible shareholders have the right to vote, each shareholder is entitled to one (1) vote (Article 7 of the PPSP Articles of Association) and has the right to vote in any of its meetings. Our shareholders (Article 18.1 of the PPSP Articles of Association).

• **Right to demand evaluation**

Voting shareholders in PPSP have the right to request a valuation of their shares in the company in the event of a merger of our company with another company (as stipulated in the Law on Commercial Enterprises).



- **Shareholder list and record date:**

PPSP will maintain written registration of shareholders with the Securities and Exchange Commission. The Securities and Exchange Commission will record the specificity of the shareholders and the transfer of liabilities and modifications of each share. Only individuals or entities registered as shareholders in the register of securities agents will be considered shareholders of our company (Article 13 of the PPSP Articles of Association).

- **Right to Information:**

PPSP voting shareholders have the right to access all kinds of information, including information related to our business and to access our books and records (Article 18.1 of the Articles of Association Of PPSP).

- **Stock Exchange:**

All PPSP listed shares can be traded freely on the CSX. In accordance with the laws and regulations relating to equity securities at any time among shareholders or third parties. Separately, the transfer of shares that are not registered for sale must be made in writing and signed by the transferor and the recipient and must be registered with the SEC and the SECC. (Article 14 of the PPSP Statute).

- **Acquisition of its shares by the issuer:**

The Law on Commercial Enterprises of the Kingdom of Cambodia allows the Company to purchase or redeem its shares if permitted by the Company's Articles of Association

- **Liquidation:**

Unless otherwise stated in the shareholders' decision, in the event of the dissolution of PPSP, each shareholder will be entitled to the Company's net assets after the dissolution of the company according to their shareholding. They (Article 7 of the PPSP Statute). PPSP shareholders have the right to vote at the annual general meeting of shareholders and also have the right to ask questions about operating results and business plans at the meeting. In addition, PPSP shareholders receive dividends for the fiscal year declared by the Company, as well as access to all information through the disclosure of corporate information on the Cambodia Securities Exchange website and the Company's website.

3. Protection of the rights of shareholders holding minority shares and implementation

The minority shareholder has the same rights as the majority shareholder.

C. General Meeting in 2022

1. The procedure of organizing the shareholders' meeting and elections

1.1 Procedures for organizing the General Meeting of Shareholders

- **Shareholders calling meetings:**

The directors of the company shall convene the annual general meeting of shareholders no later than twelve (12) months after the company is officially established. The Company may convene an Extraordinary General Meeting of Shareholders at any time as necessary.

- **Shareholders to convene general meeting:**

Shareholders may request the Chairman of the Board of Directors to convene a general meeting of shareholders for the purpose specified in the proposal. The request shall be made by the shareholders of not less than fifty-one (51) percent of the issued shares of the company who have the right to vote at the meeting. The letter of request may consist of several forms of request signed by one or more shareholders. A letter of request for the meeting shall be made stating the business to be carried out and shall be sent to each governor and the company's registered office. Upon receipt of the proposal, the Governor shall convene a general meeting of shareholders to discuss the business matters stated in the proposal. If the governors do not convene the meeting within twenty-one (21) days after receiving the letter, any shareholder who has signed the request may convene a general meeting. Unless the shareholders make a settlement at the meeting in which they are called, the company will reimburse the shareholders for the reasonable costs incurred by them in requesting a summons and attending the convention.

- **Establishment of Record Date:**

Shareholders eligible for notice of the Annual General Meeting of Shareholders are the shareholders of the affected class or series whose names are listed on the Stock Exchange of Thailand. When closing a business on the day the record is created. The Director may make a record date not more than fifty (50) days or less than twenty (20) days prior to the meeting date. If the director does not create a recording date, the recording date must be:

- (1) When closing the business the day before the notice of the meeting or
- (2) If there is no notification, the date of the meeting.

The record date for determining shareholders for any issue other than the right to a notice of the meeting and the right to vote shall be at the close of the business on the day the director approves the decision on that matter.

- **Notification of the date of recording:**

If the Governor has set a date in advance, the Governor shall publish the notice of the date of the appointment in the general circulation press to the Company Registration Office. The Governor shall also notify in writing to all the stock exchanges in the Kingdom of Cambodia where the Company's stock is listed for sale. These notices shall be provided within seven (7) days after the Governor has established the deadline. A notice of due date is not required if everyone is holding shares by the type or series listed on the stock exchange at the time of closing. Businesses on the day set by the governor set a letter informing the company of its preference to be notified of the date.

- **List of shareholders:**

The company must prepare a list of shareholders entitled to receive notice of the meeting. The list is listed in alphabetical order and specifies the number of shares held by each shareholder. If the governor has set a date, the list shall be prepared no later than ten (10) days after that date. If the governor does not set a record date, the list shall be prepared

- (1) At the time of closing the business on the next day that the notice is given immediately.
- (2) In the absence of notification, the list shall be prepared on the opening day of the General Assembly.



- **Effectiveness of the list:**

A person named on the list of shareholders has the right to vote in the box where his name is in the meeting associated with that list. If the person named on the list of shareholders who transferred any shares after the due date, the acquired person shall have the right to vote in the meeting after meeting two conditions:

- (1) Have shares with the correct closing number or otherwise show proof that you are a shareholder.
- (2) Request to add his name to the list at least ten (10) days before the meeting as in the conditions of the company.

- **Checking the list of names:**

Each shareholder can check the list of shareholders

(A) In the registered office of the company or at the place where the securities are kept in the normal working contract.

(B) At the general meeting of shareholders, the list shall be prepared.

- **Meeting Notice:**

Written notice of all General Meeting of Shareholders must be provided to all shareholders, all governors and all auditors at least twenty (20) to fifty (50) days in advance. Date of the meeting
The notice of the general meeting of shareholders must specify the date, agenda and venue of the general meeting.

- **When important business is to be discussed at the meeting:**

A document that clarifies the content of the business for the shareholders to make a reasonable judgment and an article on any special decision to be submitted to the meeting.

Failure to receive notice will not entitle the shareholders to vote at the meeting. If the general meeting of shareholders is adjourned for less than thirty (30) days, it is not necessary to provide a letter. Notice of the adjourned meeting, in other words, may be issued by notice at the meeting, unless otherwise stated by the company.

1.2 Voting

- **Voting rights:** All shareholders who have their share voting rights or proxies have the right to attend and vote at meetings in accordance with their voting rights.
- **Proxy Agreements and Electoral Agreements:** Any shareholder may authorize another person to represent and vote for him or her as a proxy at any meeting. All proxies must be in writing, signed by the shareholders and dated.
- **Voting:** Unless otherwise provided, the election of the Board of Directors and the decision on any matter voted by the shareholders shall be held by secret ballot.
- **Written decision on behalf of the meeting:** A written decision signed by all shareholders has the right to vote on that resolution at the shareholders 'meeting, valid as approved at the shareholders' meeting.



2. General Shareholders' Meeting

No.	Date	Meeting Type	Resolution	Agenda
1	Thursday, 28 April 2022	Annual General Shareholders' Meeting	<ul style="list-style-type: none"> Total shareholders: 2,610 holding 71,875,000 shares for 100% Total of the participant: 61 holding 64,141,195 shares for 89.24% 	9:00 Registration of Shareholders 9:30 Introduction of the Members of the Board of Directors 9:35 Opening Speech by Chairman of Phnom Penh SEZ Plc., Neak Oknha Kith Meng 9:45 Outline of the meeting agenda and presentation on the voting process 9:55 Presentation of the 1st Resolution – To Approve the Financial Statements for the Year Ended 31 December 2021 10:05 Presentation of the 2nd Resolution – To approve the re-election and the appointment of the Company Directors for a new mandate 10:10 Presentation of the 3rd Resolution – To Approve the Minutes of the Annual General Shareholders' Meeting of 2021 10:15 Presentation of the 4th Resolution – To Approve the external auditor's appointment (to continue the next audit) 10:20 Presentation of the 5th Resolution – To Approve the Renewal of authority for the Shares buyback 10:25 Presentation of the SPECIAL RESOLUTION – To Propose the Change of Name of the Company from "Phnom Penh SEZ Plc." To "Royal Group Phnom Penh SEZ Plc." 10:35 Q&A Session 10:45 Collect Voting Cards 10:55 Coffee Break 11:10 Presentation of Business Plan and Strategic Direction for Fiscal Year 2022 11:25 Announcement of Voting Result 11:30 End of Meeting
2	Wednesday 26th January 2022	Extraordinary General Shareholders' Meeting (EGM)	<ul style="list-style-type: none"> Total shareholders: 2,312 holding 71,875,000 shares for 100% Total of the participant: 52 holding 64,438,783 shares for 89.65% 	2:00 Registration of Shareholders 2:30 Introduce Members of the Board of Directors 2:35 Outline the meeting agenda and presentation on voting process 2:45 The 1st Resolution: To approve on the share transfer from Lok Chumteav Oknha Lim Chhiv Ho to Inter Logistic (Cambodia) Co., Ltd. whose shares are held by Neak Oknha Kith Meng. 2:50 The 2nd Resolution: To approve on the dividend distribution 2:55 The 3rd Resolution: To approve on the resignation of Mr. Tan Kak Khun, the Non-Executive Chairman and to be replaced by Neak Oknha Kith Meng, as the new Non-Executive Chairman. 3:00 The 4th Resolution: To approve on the resignation of Mr. Kenji Toyota, a Non-Executive Director and to be replaced by Mr. Mark Hanna, as the new Non-Executive Director. 3:25 Collect Voting Card 3:45 Announcement of Voting Result 4:00 End of Meeting



3	10 August, 2022	Extraordinary General Shareholders' Meeting (EGM)	<ul style="list-style-type: none"> Total shareholders: 2,671 holding 71,875,000 shares for 100% Total of the participant: 61 holding 63,918,422 shares for 88.9% 	1:00 Registration of Shareholders 2:00 Introduce Members of the Board of Directors 2:05 Outline the meeting agenda and presentation on voting procedure 2:15 The 1st Resolution: To approve the resignation of Mr. Tanate Piriyothinkul, the Non-executive Director and to be replaced by Dr. Eakapong Tungsrisinguan, as the new Non-executive Director 2:20 The 2nd Resolution: To approve the resignation of Mr. ARTHUR LAW HIAN TAT, an Independent Director/ Chairman of RM Committee and to be replaced by Ms. Seka Hep, as the new Independent Director 3:30 Voting Card submission 3:45 Announcement of Voting Result 4:00 End of Meeting
---	-----------------	---	--	--

D. Dividend Information

1. Dividend Policy

In accordance with our Board's resolution dated 11 April 2015, for the FY 2015 and onwards, it is the policy of our Board in declaring dividends to allow Shareholders to participate in the sharing of our company's profit, as well as to adequately reserve some profits for our company's future growth.

Our Board has adopted the profits plough back policy to ensure sustainable growth of our company, therefore our ability to pay dividends or make other form of distributions to our Shareholders will depend upon a number of factors, including but not limited the following:

- I. The financial position including cash flow and liquidity position, gearing and surplus of our Group;
- II. The expected financial performance including profitability condition of our Group;
- III. The availability of the working capital including funds allocation for capital expenditures and future investments plans of our Group; and
- IV. The existing and future debt obligations and interest expenses of our Group.

Our Board also proposes to pay dividends out of cash generated from our Group's operations after setting aside the necessary funds for capital expenditure, working capital requirements and other considerations as stated in point (i) to (iv) above. As part of this dividend policy, our company targets a dividend payout ratio of not less than twenty percent (20.00%) of the consolidated profit attributable to our company's equity holders under the guidelines of CIFRS.

Investors should note that this dividend policy merely describes our present intention and shall not constitute legally binding statements in respect to our company's future dividends that are subject to modification (including non-declaration thereof) at our Board's discretion and inferences should not be made from any of the foregoing statements as to our actual future profitability or our ability to pay dividends in the future.



3. Historical Information of dividend division within the last 3 years

N.	Detail of Dividend Distribution	N-2021	N-2020	N-2019
1	Announcement Date of Dividend Distribution	11th November 2022	4th October 2019	Non
2	Record Date	18th November 2022	14th October 2019	Non
3	Dividend Payment Date	06th – 14th December 2022	21st October 2019	Non



Part 2: Board of Directors

A. Board of Directors



1. Composition of directors

No.	Name	Position	Appointment Date	End Date
1	Neak Oknha Kith Meng	Non-Executive Chairman	January 26, 2022	January 26, 2024
2	Mr. UEMATSU Hiroshi	Executive Director/CEO	April 28, 2022	April 28, 2024
3	Mr. OTSUBO Hiroshi	Non-Executive Director	May 17, 2021	May 16, 2023
4	Mr. Mark Hanna	Non-Executive Director	January 26, 2022	January 26, 2024
5	Ms. Hep Seka	Independent Director	August 10, 2022	August 10, 2024
6	Mr. Kang Wei Geih	Independent Director	May 17, 2021	May 17, 2023
7	Dr. Eakapong Tungsrisinguan	Non-Executive Director	August 10, 2022	August 10, 2024

* Mr. Tanate Piriyothinkul, the Non-executive Director has resigned and to be replaced by Dr. Eakapong Tungsrisinguan, as the new Non-executive Director on August 10, 2022

* Mr. ARTHUR LAW HIAN TAT, an Independent Director/Chairman of RM Committee has resigned and to be replaced by Ms. Seka Hep, as the new Independent Director on August 10, 2022





2. The profiles of our Directors are set out below:

Neak Oknha Kith Meng – Non-Executive Chairman

The Chairman and CEO of the Royal Group of Companies.

Neak Oknha Kith Meng, a Cambodian citizen, a well established businessman, he holds many influential positions within Cambodia and the region:

- President of Cambodian Chamber of Commerce, and
- President of the Phnom Penh Chamber of Commerce,
- Vice President of Cambodia-China Friendship Association, and
- Chairman of ASEAN Business Advisory Council.

As Chairman and CEO of the Royal Group of Companies, he oversees his diverse portfolio of businesses in many sectors including telecommunications & mobile payments service provider, banking & securities, insurance, hydro & coal fire power, hospitality, education, property development & leasing, railway operation & television station etc. As the controlling shareholder, he is joining PPSP Group as our Non-executive Chairman.

Mr. Hiroshi Uematsu – Executive Director and CEO

Mr. Hiroshi Uematsu, a Japanese, born on 24 February 1967 in Japan, is the Executive Director and CEO of our Company. He was appointed to the Board on 9 February 2010. He also serves as the member of Risk Management Committee of our Company. Currently, he is also one of the directors in Poi Pet PPSEZ, which is a wholly-owned subsidiary of PPSP. Currently, he is responsible for overseeing the business development activities of our Company.

He obtained a Bachelor of Arts in Social Relations degree from Rikkyo University, Japan in 1991. He has more than 22 years of experience in business administration and engineering related industries. He began his career as Senior Administration Manager for Shimizu Philippine Contractors Inc. in 1994. Subsequently, he worked as Manager for Central Region, Planning and Marketing Department at Oak Village Co., Ltd. in 2000.

Thereafter, he joined Zephyr in 2007 as the authorized representative of Zephyr in our Company and was reassigned as Accounting & Administration Director of our Company. He was then promoted as the Managing Director of our Company in 2008. In June 2013, he resigned from his position as the representative of Zephyr to our Company and held his current position in our Company since then.

Mr. Mark Hanna– Non-Executive Director

Mr. Mark Hanna, an Irish citizen, is an experienced international senior finance and operations executive.

Mark joined the Royal Group in July 2007 and is currently the Group Chief Financial Officer. He is responsible for the financial management and performance of the Group's diverse business interests which includes: telecommunications, banking, mobile payments service provider, communication services provider, hydro and coal fired power plants, hospitality and education services, property development, insurance and leasing services, TV stations, railway operator, etc.

Prior to joining the Royal Group, Mark held several CEO & CFO roles throughout Asia in the Telecoms and Manufacturing industries.

Mark has a Bachelor's Degree in Accounting and is a member of the Chartered Institute of Management Accountants (CIMA), UK.



Mr. Hiroshi Otsubo – Non-Executive Director

Mr. Hiroshi Otsubo, a Japanese, born on 18 November 1984 in Japan, is the Non-Executive Director of our Company. He was appointed to the Board on 30 August 2014. He obtained a Bachelor of Economics degree from Nagasaki University, Japan in 2008.

He has more than 11 years of experience in the field of operational management. He started his career in 2008 as Secretary to management of TK Clean Environment Co., Ltd. Subsequently, he joined as Manager of Operational Headquarters in Clarus Environment Co., Ltd. in 2010.

Thereafter, he joined as Manager of President's office for Zephyr in 2011 and was promoted as the Director of Zephyr in 2014 where he still holds the position as of December 31, 2021. He is also the Director for Tomonius Co., Ltd. in Japan since 2014 and he is one of the substantial shareholders of OHO Management Co., Ltd. in Japan, the holding company of Zephyr.

Dr. Eakapong Tungsriranguan - Non-Executive Director

Dr. Eakapong Tungsriranguan, a Thai, has been the Non-Executive Director of the Company since August 2022.

He obtained a Bachelor of Accounting from Bangkok University, Bachelor's Degree of Laws and Bachelor's Degree in Electronical Engineering from Chulalongkorn University, Master degree and Doctor degree of Engineering in Telecommunication from Asian Institute of Technology. Also, he obtained Certified Public Accountant, CPA. Currently, he is the CFO at JWD InfoLogistics Public Company Limited. He is the Independent Director of the listed companies in The Stock Exchange of Thailand, KPM Securities Company Limited and Krungthai Car Rent & Lease Public Company Limited.

Dr. Eakapong Tungsriranguan is a professional and experienced talent with domestic and international exposure within international supply chain, logistics and liner/shipping areas. He has worked for various sectors such as the Securities business, Renewable energy, manufacturing, Lease in car rental business, Information technology system development service and innovations of medical and healthcare business as well as accounting firm, financial analysis and investment on The Stock Exchange of Thailand.

Ms. Hep Seka , Independent Director

Ms. Hep Seka, a Cambodian citizen, has been the Independent Director of the Company since August 2022.

Ms. Hep Seka has extensive regulatory expertise specializing in corporate law and real estate, infrastructure and construction. Ms. Hep Seka has assisted on numerous major property projects and regularly acts on significant commercial, industrial and residential developments throughout Cambodia. Beyond the undoubted legal acumen and technical skills that she has steadily developed for over a decade in practice, her excellent liaison functions and relationship building with Cambodian Ministries and authorities have proven instrumental on a variety of projects and transactions. She holds a Master 2 of Business Comparative Law (LL.M.) from the University Lumière Lyon 2, France, which included an exchange program at the University of Montreal, Canada.

Ms. Hep Seka is recognized as a distinguished law practitioner in Infrastructure in Cambodia by Asialaw in 2020 and was ranked and recognized as a market leading lawyer in Construction and Real Estate in Cambodia by Asialaw in 2019.



Mr. Kang Wei Geih – Non-Executive Director

Mr. Kang Wei Geih, a Malaysian, born on 21 November 1953 in Malaysia, is the Independent Director of our Company. He was appointed to the Board on 1 April 2015. He also serves as the Chairman of Audit Committee of our Company. He obtained a Master of Management degree from Asian Institute of Management in 1988. He is a fellow member of Association of Chartered Certified Accountants since 1982, a registered member of Malaysian Institute of Accountants (“MIA”) since 1983 and the Chairman of Audit Practice Committee of MIA since 2001, a fellow member of Chartered Tax Institute of Malaysia since 2001 and a member of KICPAA since 2010.

He has more than 38 years of experience in the field of accounting, audit and taxation. He started his career as Audit Associate at Hanafiah Raslan & Mohamad in 1979. Thereafter, he joined Southern Bank Berhad as Internal Auditor in 1983. He then joined Tamm Holdings (M) Sdn Bhd as Financial Comptroller in 1984. Subsequently, in 1990, he founded and acted as the Partner of Billy Kang & Co., where he still holds the position as of June 30, 2019. In 2010, he founded and acted as the Partner of BG Associates Ltd. in Cambodia, where he still holds the position as of December 31, 2021.

As of December 31, 2021, he is the partner and substantial shareholder of Billy Kang & Co. and BG Associates Ltd.

Mr. Tanate Piriyothinkul - Non-Executive Director

Mr. Tanate Piriyothinkul, a Thai, born on 01 February 1975 in Thailand, is the Non-Executive Director of our Company. He was appointed to the Board on 6 September 2016.

He obtained a Master of Science (MSc), Logistics, Materials, and Supply Chain Management from Kellogg School of Management of Northwestern University in 2002, a Master of Business Management, Economics & Finance, from The Wharton School of University of Pennsylvania in 2004, and a Master of Management (Executive Management) degree from Sasin Graduate Institute of Business Administration of Chulalongkorn University in 2007.

He is a professional and experienced talent with over 19 years domestic and international exposure within international supply chain, logistics and liner/shipping areas with the company like the AP Moller Maersk Group, Damco.

He once took the position of managing director of Damco Malaysia. Currently, He assume partner and managing director role at JWD Group/JWD Asia, which is one of the top logistics provider in this region. He is possess valuable knowledge and achievements within supply chain and logistics through various numbers of managerial roles in supply chain development and management, business development, warehousing and distribution, client management, transportation and freight forwarding. Strong ability and experiences in both country and regional management functions with international experiences in various countries i.e. Thailand, India, UAE, Denmark, Vietnam, Malaysia, etc.

Mr. ARTHUR LAW HIAN TAT, Independent Director

Mr. ARTHUR LAW HIAN TAT to be an Independent Director / Risk Management Committee Chairman. He is a Malaysian and an accountant by profession. In his more than 40 years of experience as an accountant, Arthur has worked in Malaysia, Australia, Cambodia and Laos. He is an active member of the KICPAA, and used to be very active here in Cambodia in the early 2000-2010.

In his nearly twenty years of service in Cambodia, Arthur has worked with clients from many industries ranging from the consumer sector to construction and power sectors, as well as the audit of organizations in the public sector. He was also the engagement partner for the listing of two private companies in the CSX. He is also a member of the well-known Australian Accountancy Body and a very experienced professional CPA in his field of accountancy for many years.

Apart from his professional duties as a partner of a CPA firm, Arthur has been actively involved in promoting the accounting profession in Cambodia with various stakeholders in past years.





4. Present Directorship in other Company

No	Director Name	Principal Present Directorship	Director or shareholder or owner or co-owner
1	Neak Oknha Kith Meng	<ul style="list-style-type: none"> • Cambodia Chamber of Commerce • Phnom Penh Chamber of Commerce • Cambodia-China Friendship Association • The Royal Group of Companies 	<ul style="list-style-type: none"> • President • President • Vice President • Chairman • Chairman and CEO
2	Mr. Hiroshi Uematsu	<ul style="list-style-type: none"> • Zephyr (Cambodia) Co., Ltd. • Royal Group Poi Pet SEZ Co.,Ltd • Sahas E&C Co.,Ltd • Royal Group Kandal SEZ Co.,Ltd. 	<ul style="list-style-type: none"> • Director • Director • Director • Director
3	Mr. Mark Hanna	<ul style="list-style-type: none"> • The Royal Group of Companies 	<ul style="list-style-type: none"> • Group Chief Financial Officer
4	Mr. Hiroshi Otsubo	<ul style="list-style-type: none"> • Zephyr • Tomonius Co., Ltd. 	<ul style="list-style-type: none"> • Director • Director
5	Mr. Kang Wei Geih	<ul style="list-style-type: none"> • Billy Kang & Co. • BG Associates Ltd. 	<ul style="list-style-type: none"> • Partner • Partner
6	Dr. Eakapong Tungsrisinguan	<ul style="list-style-type: none"> • JWD Group / JWD Asia • KPM Securities Company Limited • Krungthai Car Rent & Lease Public Company Limited 	<ul style="list-style-type: none"> • Chief Financial Officer • Independent Director
7	Ms. Hep Seka	<ul style="list-style-type: none"> • DFDL Cambodia 	<ul style="list-style-type: none"> • Country Partner



5. Duties, Roles, and Responsibilities of the Board of Directors

- The Board of Directors is appointed to act on behalf of the shareholders to run the day to day affairs of the business. The Board are directly accountable to the shareholders and each year the company will hold an annual general meeting (AGM) at which the directors must provide a report to shareholders on the performance of the company, what its future plans and strategies are and also submit themselves for re-election to the Board.
- The Board of Directors' key purpose is to ensure the company's profitability by collectively directing the company's affairs, whilst meeting the appropriate interests of its shareholders and stakeholders. In addition to business and financial issues, Boards of Directors must deal with challenges and issues relating to corporate governance, corporate social responsibility and corporate ethics.
- It is important that Board meetings are held periodically so that directors can discharge their responsibilities to operate and manage the company's overall situation, strategy and policy, and to monitor the exercise of any delegated authority, so that individual directors can report on their particular areas of responsibility.



6. Board of directors meeting

No	Date & Time	Venue	Minutes in Attendant Participants
1	11th February, 2022 at 13:30 pm – 15:30 pm	Royal Group Phnom Penh SEZ Office	<ol style="list-style-type: none"> 1. Mr. Mark Hanna, Non-executive Director, Chair of meeting 2. Mr. Hiroshi Uematsu, Executive Director/CEO 3. Mr. Hiroshi Otsubo, Non-executive Director 4. Mr. Tanate Piriyothinkul, Non-executive Director 5. Mr. Billy Kang, Independent Director 6. Mr. Arthur Law Hian Tat- Independent Director
2	28th April, 2022 at 11:30 am – 13:00 pm	Royal Group Phnom Penh SEZ Office	<ol style="list-style-type: none"> 1. Mr. Mark Hanna, Non-executive Director, Chair of meeting 2. Mr. Hiroshi Uematsu, Executive Director/CEO 3. Mr. Hiroshi Otsubo, Non-executive Director 4. Mr. Tanate Piriyothinkul, Non-executive Director 5. Mr. Billy Kang, Independent Director 6. Mr. Arthur Law Hian Tat- Independent Director
3	Wednesday 10 August 2022, 11:00 am – 12:30 pm	Royal Group Phnom Penh SEZ Office	<ol style="list-style-type: none"> 1. Mr. Mark Hanna, Non-executive Director, Chair of meeting 2. Mr. Hiroshi Uematsu, Executive Director/CEO 3. Mr. Hiroshi Otsubo, Non-executive Director 4. Mr. Tanate Piriyothinkul, Non-executive Director 5. Mr. Billy Kang, Independent Director 6. Mr. Arthur Law Hian Tat- Independent Director
4	Friday 11 November 2022, 09:00 am – 10:30 pm	Royal Group Phnom Penh SEZ Office	<ol style="list-style-type: none"> 1. Mr. Mark Hanna, Non-executive Director, Chair of meeting 2. Mr. Hiroshi Otsubo, Non-executive Director 3. Dr. Eakapong Tungsrisinguan, Non-executive Director 4. Mr. Billy Kang, Independent Director 5. Ms. Hep Seka - Independent Director
5	Monday 19 December 2022, 09:30 am – 11:00 pm	Royal Group Phnom Penh SEZ Office	<ol style="list-style-type: none"> 1. Mr. Mark Hanna, Non-executive Director, Chair of meeting 2. Mr. Hiroshi Uematsu, Executive Director/CEO 3. Mr. Hiroshi Otsubo, Non-executive Director 4. Dr. Eakapong Tungsrisinguan, Non-executive Director 5. Mr. Billy Kang, Independent Director 6. Ms. Hep Seka - Independent Director

7. Management Team

A. Composition

No	Name	Position
1	Mr. Hiroshi Uematsu	Chief Executive Officer
2	Mr. Fong Nee Wai	Chief Financial Officer
3	Mr. Wong Pang Nam	Deputy Chief Financial Officer
4	Ms. Zhao Minqian	General Manager for Operation
5	Mr. Susumu Nagaoka	Senior Customer Service Manager
6	Mr. Sun Samoeun	Senior Human Resources Manager
7	Ms. Hun Chanpey	Senior Manager – Finance & Accounting
8	Mr. Leang Dara	Head of Internal Audit
9	Ms. Vith Boravy	Corporate Secretary

B. Duties, Roles, and Responsibilities of the Management Team

The profile of Mr. Hiroshi Uematsu, our Executive Director and CEO, is set out in Part 2 above. The profiles of our management personnel are as set out below:

Mr. Fong Nee Wai – CFO

Mr. Fong Nee Wai, a Malaysian, born on 9 March 1967 in Malaysia, is the CFO of our Company since 30 June 2013. He is mainly responsible for the audit, tax & financial planning and strategy of our company.

He is a fellow member of Association of Chartered Certified Accountants and the registered member of Malaysian Institute of Accountants (“MIA”) as Chartered Accountant since 2001, as Certified Financial Planner and member of the Financial Planning Association of Malaysian (“FPAM”) since 2003 and registered as CPA Cambodia and member of Kampuchea Certified Public Accountants & Auditors (“KICPAA”) since 2005, a professional qualification recognized by Ministry of Economic and Finance.

He has nearly 32 years of experience in the field of accounting and finance. He started his career as Assistant Accounts Supervisor with Inview Corporation (PARKSON, Lion Group) Sdn. Bhd. in 1989, followed by Antara Holiday Villas Sdn. Bhd, where he joined as Assistant Accountant in 1991 to this group. Subsequently, he was attached to Colours & Fragrances Sdn. Bhd. in 1995 as Senior Accounts Executive.

He then joined ERMS Bhd. as Finance and Administration Manager in 1997. Thereafter, he joined Sunway City Bhd. in 1999 as Financial Controller in-charged of hotels in Malaysia and Cambodia and was later promoted as Senior Finance Manager of Sunway City Bhd., a public listed property development company in Malaysia. Subsequently, he joined Intercontinental Hotel Group (“IHG”) as Director of Business Support & Finance in 2007 before he joined Attwood Investment Group Co., Ltd. as the group CFO in 2009. He was then formally appointed as the CFO of our Company in 2013, taking care of all the accounting & financial reporting roles of the Company since then.



Since appointed as our Company CFO, he began the restructuring exercise by having the company liquidated under the name of Japan Cambodia Development Corporation Co., Ltd. (“JCDC”) and combined the operations, assets and liabilities together with Phnom Penh SEZ Co., Ltd., a land-bank company at that time and registered under the Council for Development of Cambodia (“CDC”) to take over the entire activities of the liquidated company by combining two companies together during 2010-2011, this was before he started the Due Diligence Review (“DDR”) exercise preparing the Company for its Initial Public Offer (“IPO”) for listing the Company on the Cambodian Securities Exchange (“CSX”) in 2016.

He has registered a non-audit (“NF”) firm as N.W. Fong & Associates under the Malaysian Institute of Accountants (“MIA”) approval with license obtained as the (inactive) Partner of this firm since 2007. He was an Executive Director of LCH Mobile Co., Ltd before he has ceased to be the Director after 2018. As of to date, he is also a Non-Executive Director of B. Grimm Power (Poipet) Co.,Ltd, an associate company of Poipet PPSEZ Co.,Ltd.

Mr. Wong Pang Nam – Deputy CFO

Mr. Wong Pang Nam, a Malaysian, born on 1st May 1954 is the Deputy Chief Financial Officer of our company since February 2020.

He obtained his Foundation Course in Accountancy at Teesside Polytechnic, Middlesbrough, England in 1974 and is an Associate Member (ACMA) of the Chartered Institute of Management Accountants (UK), a Chartered Member (CMIIA) of the Institute of Internal Auditors Malaysia and also holds a Diploma of Cambodian Tax.

A Chartered Management Accountant by profession, he has well over 31 years of experience obtained in the profession and industry. He held senior financial positions as CFO with leading public listed companies in the plantation, manufacturing, fast moving consumer goods, and also the property development sectors in Malaysia. Prior to joining Phnom Penh SEZ Plc, he had worked in Cambodia for a number of years in the power transmission and property development sectors.

As the Deputy CFO, his roles include identifying and addressing financial risks and opportunities, participating in long term business and financial planning, assisting with high level decisions on policy and strategy and also among others to provide recommendations to strategically enhance financial performance and business opportunities of the company.

Ms. Zhao Minqian – Senior Sales and Marketing/Customer Service Manager

Ms. Zhao Minqian, a Chinese, born on 14 December 1986 in the People’s Republic of China (“China”), is the Senior Sales and Marketing/Customer Service Manager of our Company since 23 September 2013.

Her main responsibilities include overseeing the corporate relationship including corporate social responsibilities and marketing activities.

She obtained a Bachelor of Arts in Japanese Literature degree from Xi’an International Studies University, China in 2008.

She has more than 11 years of experience in the field of marketing and public relation. She started her career as an Officer in Takeda Lacc Co., Ltd. in Japan in 2008. Subsequently, she joined F.T. Apparel Co., Ltd. in Japan in 2010 as Development Design Officer and left as a Sales Manager before she joined our Company in 2013.

Mr. Susumu Nagaoka – Senior Manager, Customer Service - Japan Desk

Mr. Susumu Nagaoka, a Japanese, born on 10 October 1973 in Japan, is the Senior Manager of our Company since 12 November 2015. Currently, he is in charge of all existing and potential Japanese Investors for promoting and managing highest standard of customer care.

He obtained his Bachelor of Art in Humanities and Linguistics degree from Toyo Gakuen University, Japan in 1996. He started his career as overseas sales staff of sales & marketing division for Orion Trading, Japan in 1996. In 2004, he joined OCS Thailand (Group company of ANA, All Nippon Airways) and assigned to OCS Cambodia as a Country Representative from 2004 to 2014, before he joined our Company in 2015.



Mr. Sun Samoeun – Senior Human Resource Manager

Mr. Sun Samoeun, a Cambodian, born on 1 January 1979 in Cambodia, is the Senior Human Resource Manager of our Company since 2 January 2015.

He is mainly responsible for the human resources matters of our Company.

He obtained his Bachelor of Arts in English degree (Majoring in Teaching English as a Foreign Language and English Communication) from Norton University, Cambodia in 2005 and obtained his Master of Education degree from Concordia University, USA in 2007.

He has more than 14 years of experience in various aspects of human resource field. He started his career as Instructor of English and Business Communication in Norton University in 2004 and left in 2006 to continue his studies in USA. After obtaining his Master degree, he came back to Cambodia and joined Cambodian Federation of Employers and Business Associations as Training Coordinator/Trainer in 2008. He then joined Nautisco Seafood Manufacturing Ltd. as Human Resource Manager in 2009. Subsequently, he joined First Cambodia Co., Ltd. as Head of Human Resource Department in 2012. Thereafter, he joined DFI Lucky Private Limited in 2013 as Head of Human Resource before he joined our Company in 2015.

Ms. Hun Chanpey – Senior Manager – Finance & Accounting

Ms. Hun Chanpey, Cambodian, born on 25 February 1980 in Cambodia, is the Senior Manager – Finance & Accounting of our Company since 1 March 2007. She joined our Company in 2007 as Senior Accountant and was responsible for preparation of financial reports. Subsequently, she was promoted as the Accounting Manager of our Company in January 2011 before promoted to her current position in January 2013. Her main responsibilities include preparation of financial reports and tax filing of our Company.

She obtained her Bachelor of Business Administration in Accounting degree at National Institute of Management, Cambodia in 2000 and a Master of Business Administration degree in Finance and Banking from Build Bright University, Cambodia in 2008.

She has 18 years of experience in the accounting and finance field. She started her career as Account Executive for Media Services Limited in 2000 and subsequently joined Casa Hotel as Accountant cum Assistant to Financial Controller in September 2001 before she joined Attwood Import Export Co., Ltd. as Senior Accountant cum Administrator in 2003. She then joined our Company in 2007.

Mr. Leang Dara – Head of Internal Audit Department

Mr. Leang Dara, a Cambodian, born on 28 January 1985 in Cambodia, is the Head of Internal Audit Department of our company. He joined our company on 15 June 2015.

He obtained a Bachelor of Accounting degree from Royal University of Law and Economics in 2008 and Bachelor of Arts degree in English from Royal University of Phnom Penh in 2009.

Currently, he is pursuing Professional Certified Public Accountants (“KICPAA”) qualification recognized by Ministry of Economic and Finance. He has more than 9 years of experience in the field of accounting and finance. He started his career as Accountant for Anco Brother Co, Ltd. in 2008. Thereafter, he joined as Senior Auditor- Assurance Service in Ernst & Young (Cambodia) Ltd. in 2009. He then joined as Business Analyst- Commercial Banking for CIMB Bank PLC. in 2014 before he joined our company in 2015.

Ms. Vith Boravy – Corporate Secretary

Ms. Vith Boravy, Cambodian, born on 3rd January 1995 in Cambodia, is the Corporate Secretary of the company since July 2018.

She obtained her Bachelor Degree in the field of Economic Science from Royal University of Law and Economics in 2016 and Bachelor of Arts degree majored in English Literature from University of Puthisastra in the same year. Currently, she is pursuing International Master's degree in Business and Management at RULE with Lumière Lyon 2 University.

Carried out function as the Corporate Secretary of the company, she is mainly responsible for the investor relations and corporate disclosure matters in line with CSX and SERC's regulations, and other regulatory bodies. She has 5 years of experiences in the field of investor relations, corporate disclosure, managing, procedures, minute taking and coordinating all parties in organizing Board of Directors' meetings and shareholders' meetings to adhere to the principle of good Corporate Governance, the company's Article of Incorporation and related laws.

B. Committees the Board of Directors

1. Structure of committees of board directors

1.1 Audit of committees

No	Name	Position		Date of appointed	The total number of meeting	The total number of meeting
		In Company	In Committee			
1	Mr. Kang Wei Geih	Independent Director	Chairman	30 May 2016	1. 10 February 2022 2. 13 May 2022 3. 10 August 2022 4. 11 November 2022	4
2	Ms. Hep Seka	Independent Director	Member	10 August 2022	1. 11 November 2022	1
3	Dr. Eakapong Tungsrisanguan	Non-executive Director	Member	10 August 2022	11 November 2022	1

Roles and Responsibilities of Audit committees

- The primary purpose of an audit committee is to provide oversight of the financial reporting process, the audit process, the system of internal controls and compliance with laws and regulations.
- The audit committee can expect to review significant accounting and reporting issues and recent professional and regulatory pronouncements to understand the potential impact on financial statements. An understanding of how management develops internal interim financial information is necessary to assess whether reports are complete and accurate.
- The committee reviews the results of the audit with management and external auditors, including matters required to be communicated to the committee under generally accepted auditing standards.
- Audit committees will consider internal controls and review their effectiveness. Reports on, and management responses to, observations and significant findings should be obtained and reviewed by the committee. Controls over financial reporting, information technology security and operational matters fall under the purview of the committee.



The achievements of Audit of committees

- The Audit committee reviews all the internal audits as performed by the Internal Auditor in 2022.
- The Audit committee approves the yearly internal audit plan as proposed by the Internal Auditor in 2022.
- The Audit committee also reviews and approved the audited Financial Statements for fiscal year 2022 before recommending to the Board of Directors for approval on 28 March 2023.

1.2 Nominating and Remuneration Committee

No	Name	Position		Appointed	Date of jointing the meeting	The total number of meeting
		In Company	In committee			
1	Mr. Mark Hanna	Non-Executive Director	Chairman	22 January 2022	N/A	N/A
2	Dr. Eakapong Tungsrisinguan	Non-Executive Director	Member	10 August 2022	N/A	N/A
3	Mr. Otsubo Hiroshi	Non-Executive Director	Member	30 May 2016	N/A	N/A

Role and responsibilities of Nominating and Remuneration Committee

- The committee members to check, compare and to review the remuneration process for the appointment of Directors, chief and/or senior officers under the Management Board and the Board of Directors; to ensure that the appointment process including the remuneration process and package offers are fairly conducted by the respective officer(s) in-charge; and that
- The members of the board have decided that the remuneration committee shall only look into appointment and remuneration process of chief officer level and board members, excluding the the appointment and remuneration under the management level; and that
- The Remuneration Committee shall report to the Board of Directors of all such activities related to the remuneration process as indicated above; report to the board with suggestion or solution provided for board consideration where necessary.

The achievements of Nominating and Remuneration Committee

Result of Nominating and Remuneration Committee in 2022:

- The committee members welcome and officially appointed Ms. Hep Seka as a newly Independent Director/ Chairman of Risk Management Committee replacing Mr. Arthur Law Hian Tat
- The committee members welcome and officially appointed Dr. Eakapong Tungsrisinguan as a newly Non-Executive Director replacing Mr. Tanate Piriyothinkul
- The committee members review salary scheme of all Independent Director/Directors and top senior management and propose during the next board meeting.



1.3 Risk Management Committee

No	Name	Position		Appointed	Date of joining the meeting	The total number of meeting
		In Company	In committee			
1	Ms. Hep Seka	Independent Director	Chairman	10 August 2022	N/A	N/A
2	Mr. Kang Wei Geih	Independent Director	Member	30 May 2016	N/A	N/A
3	Mr. Otsubo Hiroshi	Non-Executive Director	Member	30 May 2016	N/A	N/A

Roles and Responsibilities

The risk committee is established by and among the Board of Directors to properly align with management as it embarks a risk management program. The primary responsibility of the risk committee is to oversee and approve the company-wide risk management practices to assist the board in:

- Overseeing that the executive team has identified and assessed all the risks that the organization faces and has established a risk management infrastructure capable of addressing those risks
- Overseeing, in conjunction with other board-level committees or the full board, if applicable, risks, such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational, and other risks.
- Overseeing the division of risk-related responsibilities to each board committee as clearly as possible and performing a gap analysis to determine that the oversight of any risks is not missed.
- In conjunction with the full board, approving the company's enterprise wide risk management framework.
- The risk committee may have the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting, or other advisors, as necessary, to perform its duties and responsibilities.
- In carrying out its duties and responsibilities, the risk committee shall also have the authority to meet with and seek any information it requires from employees, officers, directors, or external parties. In addition, the risk committee could make sure to meet with other board committees to avoid overlap as well as potential gaps in overseeing the companies' risks

The achievements of Risk Management Committee

The result of Risk Management Committee has no progress yet in 2022.





1.4 Tender Committee

No	Name	Position		Appointed	Date of jointing the meeting	The total number of meeting
		In Company	In committee			
1	Mr. Wong Pang Nam	Deputy CFO	Chairman	1 July 2020	1. 5 Jan 2022 2. 18 Feb 2022	4
2	Mr. Roath Kanith	Chief Engineer	Member	20-Apr-22	3. 5 May 2022	2
3	Mr. Leang Dara	Internal Audit Manager	Member	1 July 2020	4. 5 Dec 2022	4

Roles and Responsibilities

The Company shall permit the Tender Committee creation; and that the committee is to overlook the tendering process including the pricing and quotations obtained in a fair manner. The committee is to ensure no one party involves in the tendering process shall take advantage from knowing the inside information that obtain from members involved with the members of the Company, and members from the supply chain, and vice-versa. Therefore, it is resolved, that the Company shall:

- Approve the creation of Tender Committee as per the written policy and procedure (as attached);
- That the Tender Committee shall report to the Management and Board of Directors all such activities relate to the tendering process of the Company, and
- That the Tender Committee shall, and must report if there are members within the Company, or members from the supply chain have involved in this process in an unfair manner, or if there is a clear case of conflict of interest in members involved in the tendering process,

The achievements of Tender Committee

The committee has meetings from time to time on tendering the various projects in 2022:

- 5 Jan 2022 to approve the project construction of minor road 17
- 18 Feb 2022 to approve the project drainage improvement system in front of Oji Factory
- 5 May 2022 to approve the project Rain Motor Pump Station
- 5 Dec 2022 to approve the project G.S Electric Rental Factory





1.5 The changing of members in the committees

No	Committees	Name	Reasons
1	Audit	1. Ms. Hep Seka 2. Dr. Eakapong Tungsrisinguan	1. Mr. Arthur Law Hian Tat, the Independent Director, resigned on 10 August 2022 2. Mr. Tanate Piriyothinkul, resigned on 10 August 2022
2	Nominating and Remuneration	1. Mr. Mark Hanna 2. Dr. Eakapong Tungsrisinguan	1. Mr. Tan Kak Khun, Non-Executive Chairman, resigned on 22 January 2022 2. Mr. Tanate Piriyothinkul, resigned on 10 August 2022
3	Risk Managements	1. Ms. Hep Seka	2. Mr. Arthur Law Hian Tat, the Independent Director, resigned on 10 August 2022



C. Committees the Board of Directors



1. Brief Policies of Remuneration or Compensation for Directors and Senior Officers

- Name and Position of Directors and Management Personnel and Received Compensation or Remuneration.
- The annual remuneration and benefits which include salaries, bonuses, promotion, fees as well as other compensation (excluding retirement benefit) were paid as follows:



2. The individual receives a remuneration or remuneration



2.1 The Board Directors

No	Director name	Position	Compensation Rank
1	Neak Oknha Kith Meng	Non-Executive Chairman	D
2	Mr. UEMATSU Hiroshi	Executive Director/CEO	B
3	Mr. OTSUBO Hiroshi	Non-Executive Director	D
4	Mr. Mark Hanna	Non-Executive Director	D
5	Ms. Hep Seka	Independent Director	D
6	Mr. Kang Wei Geih	Independent Director	D
7	Dr. Eakapong Tungsrisinguan	Non-Executive Director	D





2.2 Senior Officers

No	Senior officer names	Position	Compensation Rank
1	Mr. Fong Nee Wai	Chief Financial Officer	B
2	Mr. Wong Pang Nam	Deputy Chief Financial Officer	C
3	Mr. Leang Dara	Head of Internal Audit	D
4	Mrs. Zhao Mingqian	General Manager	C
5	Mr. Sun Samoeun	Senior Human Resources Manager	D
6	Ms. Hun Chanpey	Senior Accounting and Finance Manager	D
7	Mr. SUSUMU NAGAOKA	Senior Customer Service Manager	C
8	Ms. Vith Boravy	Corporate Secretary	D

1. Classification of each remuneration band as follows

Band A: Compensation from 150,000,001 KHR and above in this quarter

Band B: Compensation from 100,000,001 KHR to 150,000,000 KHR in this quarter

Band C: Compensation from 50,000,001 KHR to 100,000,000 KHR in this quarter

Band D: Compensation below 50,000,000 KHR in this quarter

2. Total Compensation for Non-Executive Directors

In the year of 2022, the aggregate remuneration and benefits were paid to the non-executive Directors for the services rendered to our Company in all capacities was 483,416,666 KHR.

3. Total Compensation for Directors and Senior Officers

We anticipate the aggregate remuneration and benefits were paid to the Directors & Senior Officers for the services rendered to our Company in next quarter will be approximately 4,430,433,333 KHR.

4. Expected Total Compensation for Directors and Senior Officers in the following period.

In the year of 2022, the aggregate remuneration and benefits were paid to the non-executive Directors for the services rendered to our Company in all capacities was 483,416,666 KHR.

5. Any material change Total Compensation for Directors and Senior Officers in the following period.

We anticipate no material increase in the aggregate remuneration and benefits were paid to the Directors & Senior Officers for the services rendered to our Company in next quarter





D. An annual performance evaluation of the Board of Directors, Directors, committees and Executive Directors

According to the Principles of Good Corporate Governance for Listed Companies, Board of Directors and committee members evaluated their performance once a year by self-assessment. This consists of an evaluation form of Board of Directors as a whole and an evaluation form of committee members on an individual basis. The performance criterion based on authorities, role and responsibilities stipulated in the Memorandum and Articles of Association and Prakas on Corporate Governance. Here is the sample of scoring system from 0 to 4.

0 = strongly disagree or never conducted,

1 = Disagree or seldom conducted

2 = Fair or moderately conducted,

3 = Agree or well conducted,

4 = strongly agree or excellently conducted

Criteria	Score					Remark
	0	1	2	3	4	
1. Board structure and qualification						
1.1 The board size suits the core business and supports the board's performance effectively.				v		
1.2 The board is composed of diversely skilled and experienced directors who support the board's activities effectively.				v		
1.3 Qualifications of audit committee are suitable, allowing the committee to act effectively.				v		
1.4 Qualifications of nomination and remuneration committee are suitable, allowing the committee to act effectively as assigned by the board.					v	
1.5 The formation of committee is sufficient for the operation.				v		
1.6 The appointment and qualification review of corporate secretary is carried out by the board.				v		
2 Roles, duties and responsibilities of the board						
2.1 The board gives priority and devotes sufficient time to consider the business direction, business strategy and business plan.				v		
2.2 The board gives priority and devotes sufficient time to consider and review the corporate governance policy.				v		
2.3 The board gives priority and devotes sufficient time to consider and review the business code of conduct.				v		
2.4 The board gives priority and devotes sufficient time to evaluate the efficiency of risk mitigation conducted by the management.				v		
2.5 The board monitors the implementation of management team to ensure compliance with policy and the board's resolution.				v		
2.6 The board gives priority and devotes sufficient time to supervise the financial statement is carried out under generally accounting standards.				v		
2.7 The board gives priority and devotes sufficient time to oversee accurate, timely disclosure according to related rules.				v		
2.8 The board gives priority and devotes sufficient time to consider management's remuneration.				v		



3 The board meeting

3.1	The board is notified the date of board meeting in advance, ensuring the attendance of directors.					v	
3.2	The frequency of board meeting is appropriate, ensuring that the board runs the business operation efficiently.					v	
3.3	The agenda of the board meeting is properly proposed, allowing directors to run their duties efficiently.					v	
3.4	The meeting invitation and related information are distributed to directors in advance, giving sufficient time to study prior to the meeting.					v	
3.5	Information presented in the meeting invitation is sufficient to make decision.					v	
3.6	The board is able to request additional information to support their decision making.					v	v
3.7	Directors can freely discuss in the meeting.						

4 Duties of directors

4.1	Prior to the meeting, directors prepare and study information.					v	
4.2	Directors regularly attend the meeting.					v	
4.3	Directors can express opinion independently.					v	
4.4	Directors are neutral and independently vote for each agenda.					v	
4.5	Directors understand the key points of discussed issues and devote sufficient time to find out solutions.					v	
4.6	Directors can accept different opinions without controversy among directors.					v	

5 Relationship with management

5.1	Directors can frankly discuss critical issues with CEO.					v	
5.2	The relationship between the board and management team is smooth.					v	
5.3	Upon request, CEO can receive recommendations from directors.					v	
5.4	The board does not intervene the normal operation done by management team.					v	
5.5	In case action plan or budget plan is unattained, the board can properly engage in solving problems.					v	

6 Director's self-improvement and management training

6.1	Directors understand the nature of business, capable of running their duties efficiently.					v	
6.2	Directors are alert in the change of economic and industry condition, competition, the rule amendment, capable of running their duties efficiently.					v	
6.3	The board encourages training and development for directors.					v	
6.4	Once a new director is appointed, the related information (presented in a document or shared in an orientation) of being a director, including roles and responsibilities, are provided					v	
6.5	The board has the succession plan to ensure business continuity.					v	





E. Training for the Board of Directors and senior officers



E.1 Board of Directors

Name Billy Kang, Independent Non-executive Director

Start Date	End Data	Event Title	CPD HOURS	Attendance Status	Organised By
11-Nov-22	11-Nov-22	MIA Webinar Series: Effective Tax Appeals, Procedures, Latest Case Laws, Director's Liability and Deductible Expenses	7	Attended	Malaysian Institute of Accountants
5-Jul-22	6-Jul-22	Case Study-Based MFRS Webinar : Case Studies in Revenue Recognition for Real Estate Development and Construction Contracts including Complex Issues: MFRS and MPERS	14	Attended	Malaysian Institute of Accountants
29-Jun-22	29-Jun-22	MIA Webinar Series: Reinvestment Allowance and Automation Capital Allowance	6	Attended	Malaysian Institute of Accountants
20-Apr-22	20-Apr-22	MIA Webinar Series : Advanced Data Analytics for Accountants	7	Attended	Malaysian Institute of Accountants
21-Mar-22	21-Mar-22	MIA Webinar Series: Tax Appeals and Director's Duty & Responsibilities	7	Attended	Malaysian Institute of Accountants
21-Mar-22	21-Mar-22	MIA Webinar Series: Tax Appeals and Director's Duty & Responsibilities	7	Attended	Malaysian Institute of Accountants
16-Mar-22	16-Mar-22	Qlassic Assessor course - Induction Course	4	Attended	Commission of Industry Development Board (CIDB), Malaysia
23-Feb-22	23-Feb-22	Corporate Governance Culture:	4	Attended	Commission of Industry Development Board (CIDB), Malaysia





E.2 Senior officers

Name	Leang Dara	Position	Internal audit Manager	
No	Topic	Data	Venue	Oganizer
1	Tax on Income	4-Mar-22	Webinar	KICPPA and FII Association
2	Seminar on Learning from the Business Philosophy of Mr. INAMORI Kazuo	12-Mar-22	Webinar	Cambodia-Japan Association for Business and Investment
3	Introduction to Merger and Acquisition & Valuation-Webinar	5-Apr-22	Webinar	KICPPA and KPMG
4	Modernizing Accounting for Cambodia SMEs	18-May-22	Webinar	KICPPA
5	Tax Audit	30-Jun-22	Webinar	KICPPA and FII Association
6	Transfer Pricing	24-Oct-22	Webinar	KICPPA & ALLNISON AUDITING AND CONSULTING CO., LTD
7	CIFRS 9	28-Oct-22	Webinar	KICPPA & ERNST & YOUNG (CAMBODIA) LTD
8	CIFRS 15	6-Dec-22	Webinar	KICPPA and KPMG

Name	HUN CHANPEY	Position	Senior Manager F&A	
No.	Topic	Data	Venue	Oganizer
1	Diploma in IFRS for SMEs	13 Feb-19Jun2022	CamEd Institute	CAMED BUSINESS SCHOOL
2	Tax Updates and Audits	28 Sep 2022	Raffles Hotel le Royal	AMCHAM CAMBODIA
3	VAT and implementation of VAT on E-Commerce	10 Oct 2022	Webinar	General Department of Taxation
4	Transfer Pricing	24 Oct 2022	Webinar	KICPPA & ALLNISON AUDITING AND CONSULTING CO., LTD
5	Audit and protesting on tax reassessment	24-Nov-22	Webinar	General Department of Taxation
6	Tax on Income for year 2022	1-Dec-22	Webinar	General Department of Taxation
7	CIFRS 15	6-Dec-22	Webinar	KICPPA and KPMG

Name	Sun Samoeun	Position	Senior Manager, HR & Admin	
No	Topic	Date	Venue	Oganizer
1	Digital Transformation Cambodia 2022	28-Oct-22	OAKWOOD Premier, Phnom Penh	Ministry of Education, Youth and Sport of Cambodia
2	Fire Preventing Measures	2-Nov-22	Topaz Restaurant	EuroCham





Part 3: Code of conduct for good business practice

A. Individual Registration Policy to Sell Securities for Management with Extended Parties

Our company's Board of Directors intends to build the company to be an organization that is effective in conducting its businesses in full compliance with the principles of good corporate governance, so as to create maximum benefits for the Shareholders through taking into consideration the interests of all its Stakeholders together with good moral principles, full transparency and accountability.

The company has, therefore, established the following policies on good corporate governance for use as operating guidelines to be strictly adhered to by the company's Board of Directors, Management team and all Staffs.

1. The company's Board of Directors, Management team and all Staff are required to be committed to adopt and adhere to these 5 'core principles of good corporate governance', as specified by the international OECD organization, in discharging their responsibilities:

- a. Rights of Shareholders
- b. Equal Treatment for all Shareholders
- c. Role of Stakeholders
- d. Information Disclosures and Transparency
- e. Board Responsibilities

2. The company's Board of Directors will govern and oversee the company in conducting its businesses for the maximum benefits of the Shareholders (i.e. Fiduciary Duty), through adhering to these core principles and operating guidelines:

- a. Discharging its duties with care (Duty of care)
- b. Discharging its duties with honesty and integrity (Duty of Loyalty)
- c. Discharging its duties in accordance with all applicable laws, as well as the stated objectives and Articles of Association of the company, and all resolutions of the Shareholders Meetings (Duty of Compliance), and
- d. Disclosing information to Shareholders in a correct, comprehensive and fully transparent manner (Duty of Disclosure).

4. The company's Board of Directors, Management team and all Staffs will be committed to the principles of equitability, through treating all Stakeholder groups in an equal manner together with taking care to look after as well as control that all their decisions and any associated activities will protect or prevent any conflict of interests' situations from occurring.

5. The company's Board of Directors, Management team and all Staff will discharge their respective responsibilities with due care in an honest manner and with integrity, as well as in accordance with all announced applicable, relevant laws and regulatory requirements and also regulations of the company.

6. The company's Board of Directors, Management team and all Staff will be committed to discharging their respective responsibilities in an honest, equitable and fully accountable manner.

7. The company's Board of Directors, Management team and all Staff will recognize and fully respect the rights of the Shareholders as the true owners of the company; as well as will treat all Shareholders in equal manner, through disclosing all relevant financial and non-financial information in an adequate, timely and credible manner. This is so that all Shareholders, investors, and Stakeholders of the company will receive sufficient information and communications on an equal basis.



8. The company's Board of Directors has determined various channels of communications for use by Shareholders, investors and regulatory authorities, together with any required communications or disclosures of any relevant information to all interested parties and Stakeholders.

9. The company's Board of Directors has determined the implementation of the company's management structure, together with clearly defined associated approval authorities and scope of responsibilities of the each Member of the Board of Directors and the Management team.

10. The company's Board of Directors has undertaken activities to establish the internal controls system and risk management procedures that are appropriate and adequate, together with an accounting system and financial reporting procedures that are correct and credible.

11. The company's Board of Directors has determined various policies with regards to anti-corruption/fraud practices, non-violation of intellectual property rights, and the respect for all associated laws and human rights.

B. Dissemination of the Code of Conduct for Businesses of Directors, Senior Staff and Employees

Directors, Senior Staff and Employees have practiced the dissemination of the code of conduct for business through the policy

C. Mechanisms and procedures for implementing business ethics

The Company's Code of Conduct for Business Conduct Monitoring and Compliance is a function of the Internal Audit Department's regular oversight, ensuring compliance with all applicable policies, procedures, standards, rules and regulations. The Company has sufficient resources of the Internal Audit Department to assist the Board in maintaining its reliability, integrity and efficiency. Also, regarding the good behavior of the Board of Directors, senior staff and all employees of the Company in carrying out their duties and responsibilities is also the responsibility of the HR department to guide and monitor the implementation. performed with efficiency and accuracy.

D. Transactions with relevant parties

No.	Relevant parties	Policy
1	Transaction with holding companies	Yes
2	Transaction with the agreement of diversify Investment	Yes
3	Transaction with subsidiaries of companies	Yes
4	Material transaction with substantial or controlling shareholders	Yes
5	Transaction with family member of company's Directors or Management Personnel.	Yes
6	Transaction with staff or family member of company's staff	Yes

D.1 Material transactions with substantial or controlling shareholders

We did not have any material transactions with substantial or controlling shareholders in 2022.

D.2 Material transactions with the company's Directors or Management Personnel or any person whereby the directors or Management Personnel have interest

We did not have any Material transactions with company's directors or officers or any person whereby the directors or senior officers have interest in 2022.

D.3 Material transactions with the company's Directors or Management Personnel

We did not have any material transactions with the company's Directors or Management Personnel in 2022 .

D.4 Material transactions with family members of company's Directors or Management Personnel.

We did not have any material transactions with the family members of company's directors or Management Personnel in 2022

D.5 Material transactions with any person who was company's director or related to the former company's directors for the last 2 years

We did not have any material transactions with any person who was the company's director or related to the former company's directors for the last 2 years.

D.6 Material transactions with company's directors receiving any interest through professional fee for their services in which they provided via any legal entity to the company.

We did not have this type of Material transactions with company's directors receiving any interest through professional fee for their services in which they provided via any legal entity to the company.

D.7 Main transactions with other related parties.

We did not have any material transactions with other related parties

D.8 Material transactions with any person who was social in the society, other organization, or other companies beside listed

We did not have any material transactions with any person who was social in the society, other organization, or other companies beside listed.



Part 4: Risk management, internal control and audit

A. The summary of the risk management and the internal control

The internal audit focused on key strategic and operational risk areas. The outcomes of these audit reviews may highlight control weaknesses that impact on the overall Company's business operation. In conclusion, we are confident that the corporate governance, risk management and internal control measures have been suitably designed and applied effectively in the following assurance domains:

- Financial governance and management
- Operational services and functional management
- Strategic planning, performance management and reporting
- Capital and estate management.
- Corporate governance, risk management and regulatory compliance
- Response to Covid-19 pandemic



B. Brief Internal Control System

1.1 Obligations and Responsibilities of Internal Auditors

The role of the Department is to undertake regular and systematic review of the system of internal control so as to provide sufficient assurance that the established system of control, policies and procedures are effective and complied with.

The scope of the Internal Audit performed on Group financial information and operations are:

- To appraise the reliability, integrity, and timeliness of significant financial, managerial, and operating information and the adequacy of the internal controls employed over the compilation and reporting of such information.
- To ensure compliance with policies, procedures, standards, laws, and regulations.
- To assess measures taken to safeguard assets, including tests of existence and ownership.
- To assess whether Group's resources are being managed in an economical, efficient, and effective manner.

C. Auditing

a. Internal audit

1.1 Role and responsibility of internal audit

The Internal Audit Department ("the Department") also prepare more detailed reports on periodic (quarterly, semi-annual) internal audit reports for management Board and Audit Committee for review and approve.

The purpose of drawing up the annual internal audit report is to inform the management board and the audit committee:

- On the work of the Department and the implementation of the planned internal audit activities in the reporting period;
- On the summary of significant findings of internal audit in the reporting period including the assessment of the appropriateness and effectiveness of risk management and functioning of the internal control system of the audited area;
- On the content and findings from the quality assurance and improvement program of the Department Operation.

1.2 Appointment and removal, resignation of the Internal Auditor

No.	Name	Date of appointment	Date of removal or resignation	Reasons
1	Mr. Leang Dara	June 15, 2015	N/A	N/A

1.3 Appointment of new Internal Auditor

No.	Name	Date of appointment	Reasons
1	Ann Chantana	April 6, 2020	To assist in the auditing team



2. External Audit

No.	Name	Date of appointment	Audit Fee	Non-Audit Fee
1	Baker Tilly Cambodia (BTC)	May 17, 2021	26,000 US\$	N/A

The reason for the change, suspension and termination of the securities audit firm

Under the SECC PRAKAS and guidelines the external auditor must be rotated and changed after auditing the client(s) for more than three (3) financial years that is applicable to companies listed on Cambodian Securities Exchange (CSX), as PPSEZ PLC (“PPSP”) is a listed entity hence we have to comply to this requirement and we have the external auditor rotated from BDO (Cambodia) to Baker Tilly Cambodia (BTC) in last year as the new incoming external auditor for PPSP.



Part 5: Stakeholders

A. Shows about the policies and actions to related to the following:

No.	Content	Policies	Actions
1	Customers’ Welfare	Customer Service Policies	Facilitate and support the client with all necessary procedures and challenges.
2	Selecting a Supplier Supplier	Tender committee	Independent review and evaluation, focusing on cost, quality and time.
3	Management and Employee Protection	Delicate of employee	Voting every two years
4	Environment Protection	To manage the environment surrounding and whole zone	Environmental impact management plan, security & social safety and public health
5	Interaction with Community	Help community	Develop programs to help communities around the economic zone every year
6	Protection of the rights of creditors		
7	Anti-Corruption Program	Memorandum of Understanding with Anti-Corruption Unit	All expenses must be billed by the relevant institution



B. Brief Internal Control System

No.	Beneficiaries	The size of the donation	The purpose of the donation
1	Phnom Penh SEZ Plc. (PPSP), donated a newly built kindergarten located in Mkak Village, Duem Rues Commune, Kandal Stueng District, Kandal Province.	The kindergarten was a result of the 13th Project of Corporate Social Responsibility (CSR) of the company, which cost USD 11,000 in total. It has the dimensions of 6m width by 8m length, furnished with classroom furniture and study materials ready for immediate use.	The PPSEZ’s 13th Annual CSR Project in 2022 is aimed to help answer to the needs of Commune Kindergarten, and to contribute to the education development for the kids in the rural community by providing them with a proper and accessible of preschool education.



2	Phnom Penh SEZ Plc. (PPSP), donated a newly built kindergarten located in Teaen Village, Duem Rues Commune, Kandal Steung District, Kandal Province.	The kindergarten was a result of the 12th Project of Corporate Social Responsibility (CSR) of the company, which cost USD 10,759 in total any, which cost USD 10,759 in total. It has the dimensions of 6m width by 8m length, furnished with classroom furniture and study materials ready for immediate use.	The PPSEZ's 12th Annual CSR Project in 2021 is aimed to help answer to the needs of Commune Kindergarten, and to contribute to the education development for the kids in the rural community by providing them with a proper and accessible of preschool education.
---	--	--	---



Part 6: Disclosure and Transparency

A. The following information is presented in the annual report

No.	Information	Yes/ No
1	Visions/ Missions/ Objectives	Yes
2	Non-financial indicators	Yes
3	Financial Indicators	Yes
4	Key risk factor	Yes
5	Dividend policy	Yes
6	Directors' Biography	Yes
7	The training for directors	Yes
8	Board Meetings	Yes
9	Attendant of Board directors meetings	Yes
10	Remuneration or Compensation for Directors and Senior Officers	Yes





B. Describe the mechanism of disclosure of information by describing the means, procedures, and personnel responsible for providing information

- Appointed Disclosure Officers to inform SECC
- The officers in charge of receiving the training has been prepared by the SECC and CSX
- The company provides information to SECC such as Timely Disclosure, Periodic report, Special Disclosure, and Request Disclosure by email.
- The company provides information to CSX such as Timely Disclosure, Periodic report, Special Disclosure, and Request Disclosure by E-disclosure.
- The company has an Investor Relations website with information on it, a phone number of the person in charge of the information and enquiry.
- In case of any changes or corrections made to the disclosures, the responsible personnel provide the details of such changes immediately to the CSX and SECC for public disclosure and any liability caused by misrepresentation.



C. The Relationship with investors

- Be sufficient to enable investor to make informed decision
- Avoiding major omissions
- Providing accurate description of circumstances
- Avoiding any falsehoods
- Be understand easily
- Avoiding misleading statement
- Be timely to enable investor to react as quickly as possible



1.1 Demonstrate the mechanisms and procedures of communication with investors

We communicate with our customers and investors via email, telephone number, or visit our office in our special economic zone at National Road No.4, 12509 Khan Kambol, Phnom Penh, Cambodia.



1.2 Briefly Describe Investor Relations for the Last Year

In 2021, we have contacted our investors through Tricor Securities Service Plc. for annual general shareholders' meeting virtually.





Royal Group Phnom Penh Special Economic Zone
National Road No.4, 12509 Khan Kambol,
Phnom Penh, Cambodia.

T: +855 92 729 798



Hotline Number:
+855 (0)61 666 488 - Electricity Hotline
+855 (0)89 858 177 - Security Hotline



ROYAL GROUP
PHNOM PENH SEZ