

**Kingdom of Cambodia**  
**Nation - Religion - King**

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**Ministry of Commerce**  
**No. 120 MOC / SM 2006**

**Regulation (Prakas)**  
**On**  
**The Procedure to Amend Articles of Incorporation**

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**Senior Minister**  
**Minister of Ministry of Commerce**

- Have seen Constitution of the Kingdom of Cambodia;
- Have seen Royal Code No. NS/RKT/1198, dated November 25, 1998 on the Appointment of the Prime Minister of the Kingdom of Cambodia;
- Have seen Royal Code No. NS/RKM/0196/16, dated January 24, 1996 on the Announcement to use the Law on the Establishment of the Ministry of Commerce;
- Have seen Royal Decree No. NS/RTK/0704/124, dated July 15, 2004 on the Appointment of the Royal Government of Cambodia.
- Have seen Royal Code No. NS/RKM/0695/04, dated June 26, 1995 on the Announcement to use the Law on Commercial Rule and Register;
- Have seen Royal Code No. NS/RKM/1199/12, dated November 18, 1999, on the Announcement to use the Law on the amendment of Law on Commercial Rule and Register;
- Have seen Sub-Decree No. 54 ANKR-BK, dated September 22, 1997 on the Organization and Functions of the Ministry of Commerce;
- Have seen Royal Code No. NS/RKM/0605/019, dated June 19, 2005 on the Announcement to use the Law on Commercial Enterprises.
- Referring to Regulation (Prakas) No. 514 SHV of the Ministry of Economy and Finance, dated July 17, 2000 on the Determine of Fee for Commercial Registration, Dissolution or the issuance of other Licenses.
- Referring to the necessity of the Ministry of Commerce in its Reform of Business Registration process;

**Hereby Decides**

**Article 1:** Incorporator or Director or individual shareholder is held responsible for undertaking Commercial Registration, Depositing of Documents and Publication which are required by law.

**Article 2:** After undertaking Commercial Registration, during the tenure of business operation, the company, at any time, can amend its articles of incorporation. For the amendment of articles of incorporation, the following amendments are allowed:

- A-** Changing name of the company
- B-** Adding, reducing, changing Company's business objective or business activities.
- C-** Reclassifying the number of shares by amending their absolute and comparative characteristic of any type of shares.
- D-** Amending dividends of any particular share.
- E-** Increasing capital by creating new type of shares which are consisting of absolute and comparative characteristics better than or less than the existing type of shares.
- F-** Reducing registered capital reducing par value of particular shares or reducing numbers of the allotted shares. Registered capital can not be reduced less than half of the initial registered capital as stated in the Articles of incorporation. Reducing capital shall not be extended to be done beyond period of 90 days after undertaking the amendment which is recorded by the Ministry of commerce. If during this period, there have any objection from any debtor who has not previous quarrel with the company. This debtor will be completely paid before the undertaking of company's capital.
- G-** Changing duration of the company.
- H-** Changing location of the registered office.
- I-** Changing quorum.
- J-** Adding any provisions, allowed by the Law on Commercial Enterprise, into the articles of incorporation.

In accordance with the provisions of Law and Articles of Incorporation, those shares can be transferred.

**Article 3:** Any change and transfer of shares as stated in the above Article 2 has to be commercially registered in accordance with Article 18 of the Law on Commercial Rule and Registration. For transferring or selling of shares, shareholders shall sign and affix their thumbprints in front of Commercial Registrar in order to ensure authenticity and complicity of all documents related to the transfer or sale of shares and hold responsible that there is no counterfeiting and fraudulence can be taken place.

**Article 4:** Fee on the procedure to issue the certificate confirming the amendment of the Articles of Incorporation is fixed at Riels 30,000 (thirty thousand Riels) in accordance with the provisions of Regulation (Prakas) No. 514 SHV, dated July 17, 2000 of the Ministry of Economy and Finance.

**Article 5:** The following documents are required to be deposited at the Commercial Registration Office of the Ministry of Commerce:

- Minutes and Collective Decision of the Company's Assembly. (Available Form: Model B1) - 03 Copies.
- Application for amending the Articles of Incorporation, (Available Form: Model B2) - 03 Copies.

- Application for publication in Commercial Bulletin (Available Form: Model B3) - 03 Copies.
- Copy of Commercial Registration Certificate - 03 Copies. (In case of changing name, nationality or form of the company, original Commercial Registration is needed).
- Copy of principle Accepted Letter for Commercial Registration (Available copy) – 03 Copies.
- Annual Declaration - 01 Copy.
- Copy of Annual Tax Certificate (Available copy) - 03 Copies.
- Copy of identity card or passport and 4 x 6 size photograph of individual new shareholder (in case of adding new members into the company ) - 03 Copies.
- Operating License of the relevant ministries - institutions (if any) - 03 Copies.

**Article 6:** Commercial Registrar shall take appropriated measure to cooperate with director or shareholder who requests for the amendment of Articles of Incorporation by providing guidance and facilitation to timely and promptly undertake this amendment process.

**Article 7:** Director General of Technique Affairs, Director General of Administration and Finance, Legal Affairs Department and all Municipal – Provincial Commercial Branches shall effectively implement the provisions of this Regulation (Prakas).

**Article 8:** This Regulation (Prakas) shall be effective starting from the date of this undersigned signature.

Phnom Penh, June 20, 2006

**Senior Minister  
Minister of Commerce  
Signature and Seal**

**CHAM PRASIDH**

**Copies confirmed to:**

- *Cabinet of Samdech Prime Minister*
  - *Cabinet of H.E Deputy Prime Minister SAR KHENG*
  - *Cabinet of H. E Deputy Prime Minister HOR NAMHONG*
  - *Council of Ministers "for information"*
  - *Ministry of Economy and Finance.*
  - *Ministry of Interior "for information"*
  - *Delegate of the Royal Government of Cambodia to Phnom Penh Municipality "for dissemination"*
  - *Provincial/Municipal Governors "for dissemination"*
  - *General Directorate of Royal Gazette and Computer service*
  - *Documents - Chronicles*
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