



ព្រះរាជាណាចក្រកម្ពុជា
ជាតិ សាសនា ព្រះមហាក្សត្រ

គណៈកម្មការមូលបត្រកម្ពុជា
SECURITIES AND EXCHANGE COMMISSION OF CAMBODIA
N° 002/១១ SECC PrK

PRAKAS
On
the Implementation of the Operating Rules
of Securities Depository
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Deputy Prime Minister
Minister of Economy and Finance, and
Chairman of the Securities and Exchange Commission of Cambodia

- Having seen the Constitution of the Kingdom of Cambodia;
- Having seen the Preah Reach Kret No. NS/RKT/0908/1055 on 25 September 2008 on the Appointment of the Royal Government of the Kingdom of Cambodia;
- Having seen the Preah Reach Kram No. 02/NS/94 on 20 July 1994 promulgating the Law on the Organization and Functioning of the Council of Ministers;
- Having seen the Preah Reach Kram No. NS/RKM/0196/18 on 24 January 1996 promulgating the Law on the Establishment of the Ministry of Economy and Finance;
- Having seen the Preah Reach Kram No. NS/RKM/0107/001 on 10 January 2007 promulgating the Law on Government Securities;
- Having seen the Preah Reach Kram No. NS/RKM/1007/028 on 19 October 2007 promulgating the Law on the Issuance and Trading of Non-Government Securities;
- Having seen the Anukret No. 97/ANKr/BK on 23 July 2008 on the Organization and Functioning of the Securities and Exchange Commission of Cambodia;
- Having seen the Anukret No. 54/ANKr/BK on 8 April 2008 on the Implementation of the Law on the Issuance and Trading of Non-Government Securities;
- Having seen the Prakas No. 011 SECC PrK on 01 December 2009 on the Grant of Approval to the Operator of a Securities Market, the Operator of a Securities Clearing and Settlement Facility, and the Operator of a Securities Depository;

Unofficial Translation

- Having seen the Prakas No. 004/SECC/PrK on 18 March 2010 on the Prime Principle of the Operating Rules of a Securities Market, a Securities Clearance and Settlement Facility, and a Securities Depository;
- Having seen the request for review and approval on the Operating Rules of Securities Depository of the Cambodia Securities Exchange on 05 October 2010;
- In reference to the approval made by the Securities and Exchange Commission of Cambodia during the plenary session on 11 April 2011;

HEREBY DECIDES

Article 1.-

To set forth the implementation of the Operating Rules of Securities Depository of the Cambodia Securities Exchange (CSX) as enclosed in the annex of this Prakas.

Article 2.-

Director General of the Securities and Exchange Commission of Cambodia, the Department of Securities Market Supervision, the Department of Legal Affairs, all other departments and unit of the SECC, the Cambodia Securities Exchange, members and participants of the Cambodia Securities Exchange, and relevant persons shall effectively implement this Prakas from this signing date onwards.

Phnom Penh, 03 May 2011

(Signature and Seal)

KEAT CHHON

Recipients:

- General Secretariat of Senate
- General Secretariat of National Assembly
- General Secretariat of Royal Government
- Cabinet of Samdech Akka Moha Sena Padei Techo Hun Sen
Prime Minister of the Kingdom of Cambodia
- Cabinets of Excellencies Deputy Prime Ministers
- Office of the Council of Ministers
- All ministries and relevant institutions
“to be informed”
- As prescribed in Article 2
“to implement”
- Royal Gazette
- Archives-records

Operating Rules of Securities Depository of the Cambodia Securities Exchange

Chapter I **General Provisions**

Article 1.-Purpose

The purpose of the Operating Rules of Securities Depository of the Cambodia Securities Exchange is to prescribe the matters necessary for depositing and transferring securities at the Operator of Securities Depository of the Cambodia Securities Exchange (hereinafter written as “the CSX”), granted the approval in accordance with the Law on the Issuance and Trading of Non-Government Securities and the Anukret on the Implementation of the Law on Issuance and Trading of Non-Government Securities, and related regulations.

Article 2.-Definitions

The terms used in these rules shall be determined in this article and available in the glossary of the annex of the Law on the Issuance and Trading of Non-Government Securities and the Anukret on the Implementation of the Law on Issuance and Trading of Non-Government Securities and related regulations.

-“**Member**” shall refer to the securities firms, licensed by the Securities and Exchange Commission of Cambodia (hereinafter written as “the SECC”), which has been allowed to use the whole securities depository facility of the CSX.

-“**Participant**” shall refer to the Cash Settlement Agent, the Securities Registrar, the Securities Transfer Agent, the Listed Company etc. which have been allowed to use a part of the securities depository facility of the CSX.

Article 3.-Business Hours

The business hours pursuant to these rules shall be from 8:00 AM to 5:00 PM of the working days.

Article 4.-Designation or Cancellation of Eligible Securities

Unless there is additional determination from the SECC, deposit-eligible securities at the Operator of Securities Depository are as the following:

- 1-Securities listed at the Operator of Securities Market of the CSX;
- 2-Securities newly issued by a listed company;
- 3-Securities under the process of initial public offering (IPO), or under the process prior to the start of initial public offering procedures;

4-Securities prepared to be listed at the Operator of Securities Depository of the CSX.

Article 5.- Information Related to Securities Deposits

In order to deposit securities at the Operator of Securities Depository, Listed Companies shall, directly or by a Securities Registrar, provide the following information:

- 1-Type of securities;
- 2-Number of issuance;
- 3-Denomination;
- 4-Identification numbers;
- 5-Total issue amount;
- 6-Issued date;
- 7-Listing date; and
- 8-Other relevant information related to the securities ownership.

Chapter II Securities Accounts

Article 6.-Securities Account Opening

Unless there is additional determination from the SECC, persons eligible for opening a securities account at the Operator of Securities Depository shall be as follows:

- 1-Securities firms;
- 2-Listed companies;

Persons mentioned in paragraph 1 above who intend to open a securities account with the CSX shall complete the application forms determined by the Operator of Securities Depository.

Article 7.-Securities Account Book of Members and Participants

The Operator of Securities Depository shall maintain the member and participant's Securities Account Books of member and participant, containing information and the detailed securities transactions made by members and participants. Unless there is additional determination from the SECC, detailed information includes the following:

- 1- Name and address of person intending to open an account;
- 2- Class and quantity of deposited securities and the name of the issuer;
- 3- Reason for credit or debit of deposited securities;
- 4- In case where the deposited securities are an object of pledge, the name and address of pledgee;
- 5- In case where deposited securities are subject to disposal restriction, the mark as such and the delivery date of the court foreclosure decision or others.

Proprietary holdings of members' securities shall be separately recorded from those of their customers.

The Securities Account Book of members and participants shall be maintained for 10 (ten) years.

In case where a member or an issuer intends to change name, address, business

registration number, or registered seal impression, the member or the issuer shall notify such changes to the Operator of Securities Depository by submitting the appropriate application form.

Article 8.-Customer Securities Account Book

A member depositing the customer's securities at the Operator of Securities Depository with the customer's consent shall maintain a "Customer Account Book" that contains the following detailed information:

- 1- Name and address of the customer;
- 2- Class and quantity of the deposited securities and name of the issuer;
- 3- Details of all transactions of the securities;
- 4-Customer information which recorded in the Member and Participant Account

Books.

The Customer Securities Account Book shall be maintained for 10 (ten) years.

Article 9.-Effective Date of Deposit

Deposit, withdrawal, or the return and book-entry transfer under these rules shall be effective when the relevant information has been recorded in the Member and Participant Account Books.

Article 10.-Account Closure

Unless otherwise determined by the SECC, the Operator of Securities Depository may close the securities account of a member or participant in any of the following cases:

- 1-A member or participant requests to close the securities account;
- 2-A member or participant has not used their account for 02 (two) years.

Before closing the Member or Participant's Securities Account, the Operator of Securities Depository shall provide the deposit balance of the closed securities account to the relevant member or participant.

Chapter III Additional Provisions

Article 11.-Securities Depository Representative

Each member shall appoint and register at least 01 (one) securities depository representative, who shall be trained by the CSX and have rights to conduct securities deposit transaction for the respective member.

The securities depository representative of a member may also be a settlement representative appointed by a member in accordance with the Operating Rules of Securities Clearing and Settlement of the CSX.

Article 12.-Notification of Depository Balance

The Operator of Securities Depository shall notify members and participants about the balance of securities account at the end of each month. This notification of account balance may be substituted by submitting a copy of the Member or Participant Account Book.

Article 13.-Service Fees

Members and listed companies shall pay the securities depository fee and book-entry settlement fee and other fees in accordance with this article.

Members and listed companies shall pay to the CSX the following fees:

1- Securities Depository Fee: this fee is levied on the deposited securities during the initial public offering (IPO) procedure. Monthly fee for deposited securities shall be paid by the 10th of the month following the month in which such fees have been occurred, and deposited securities are withdrawn due to the account closing at the account closing date, fees shall be paid according to the following conditions:

- a. Rate: 20 (twenty) Riel on the basis of 10,000,000 (ten million) Riel denomination. In this case, the fee shall be levied on the daily deposit balance, reflected in the Securities Account Book.
- b. Payer shall be the depositor.

2- Book-entry Settlement Fee

- a. The fee rate for the book-entry settlement service shall be levied on the amount of value of trade settled at the rate of 10/10,000 (ten-ten thousands) for the equity securities, and the fee amount obtained shall be round up to the first decimal;
- b. Payers shall be the securities firm who is the member;
- c. Time of payment: 8:30 AM on the settlement date.

3- Other fees:

- a. Transfer fee without settlement: 15 (fifteen) Riel on the basis of 10,000,000 (ten million) Riel. Members and Listed Companies shall pay this fee to the Operator of Securities Depository when requesting for the securities transfer.
- b. Securities withdrawal fee: 20 (twenty) Riel on the basis of 10,000,000 (ten million) Riel. Members and Listed Companies shall pay this fee to the Operator of Securities Depository when requesting securities withdrawal.
