

KINGDOM OF CAMBODIA
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DISCLOSURE DOCUMENT

**FOR INITIAL PUBLIC OFFERING
OF EQUITY SECURITIES**



Founded in 1995, DBD Engineering Plc. (“DBD”) is one of the largest and most experienced multifaceted Engineering & Construction companies in Cambodia. DBD has over 700 employees and specializes in mechanical, electrical, plumbing, and civil construction works.

As of 31 December 2019, DBD’s strong performance was demonstrated by its revenue and net profit which reached USD 8.67 million and USD 1.10 million, respectively. DBD’s total assets increased to USD 10.06 million, and equity grew to USD 4.56 million

Through DBD’s Initial Public Offering of 6,461,538 class “A” new ordinary shares with the price of KHR 2,380 (USD 0.60) per share on the growth board of Cambodia Securities Exchange, DBD intends to use the net proceeds for their business operations, additional working capital, as well as purchasing and upgrading equipment.

Financial Advisor and Underwriter

SBI Royal Securities

Disclosure Document For Initial Public Offering of Equity Securities of DBD ENGINEERING PLC.



Sole Underwriter, Book Runner, and Lead Manager: SBI Royal Securities Plc.



* Please note that this Draft Red Herring Disclosure Document (hereinafter referred to as the "Disclosure Document" for convenience) has been prepared for the purpose of the subscription and is intended solely for use and distribution during the subscription process as contemplated by the Underwriter hereof. This Disclosure Document does not contain the full particulars of the final terms of the offering such as, without limitation, the offering price and quantity of equity securities that will be issued and offered by DBD Engineering Plc. ("DBD") to the employees, individuals and institutions; each of which will be classified as either Cambodian Investors or Non-Cambodian Investors, upon obtaining the Final Approval from the Securities and Exchange Regulator of Cambodia ("SERC").

“DBD Engineering Plc. and all related entitled that have prepared this Disclosure Document shall be responsible for the information contained herein.”

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DBD ENGINEERING PLC.

Name of the person representing DBD: Mr. Vithy NEANG

Address: #68, Street 598, SK. Phnom Penh Thmey, Khan. Sensok, Phnom Penh, Kingdom of Cambodia

Website: www.dbdengineering.com

E-mail: services@dbdengineering.com

Tel: (855) 78 720 598

Company Registration Number: 00004029

Date of Registration: 10 March 1998

License Number: 870 NSKB / 12 S

Date of License: 10 July 2012

ISSUANCE OF EQUITY SECURITIES

Registration Number: 123/21/SSR/SERC

Issued by Securities and Exchange Regulator of Cambodia dated 24/06/2021

SOLE UNDERWRITER, BOOK RUNNER, AND LEAD MANAGER:

SBI ROYAL SECURITIES PLC.

The Disclosure Document and supplementary materials can be obtained at:

SBI Royal Securities Plc.: 13Ath Floor, Prince Phnom Penh Tower, No.445, Preah Monivong Blvd, Sangkat Boeung Pralit, Khan 7 Makara, Phnom Penh, Cambodia

Date: 26/October/2020

Person in Charge of Providing the Disclosure Document

Name: Mr. Shuzo Shikata

Position: Chief Executive Officer

Tel: (855) 23 999 595

Fax: (855) 23 996 973

E-mail: sshikata@sbigroup.co.jp

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If you are in doubt about any of the content of this Disclosure Document, you should seek independent professional advice.

DBD ENGINEERING PLC.

Class of Offer Shares	: Class A voting shares
Type of Offering	: Ordinary shares
Number of Offered Shares	: 6,461,538 shares
Offer Price	: KHR 2,380 (USD 0.60) Per offer share payable in full in Khmer Riel/USD upon application
Par Value	: KHR 1,000 (USD 0.25)
Stock Code	: KH1000150016

SOLE UNDERWRITER, BOOK RUNNER, LEAD MANAGER

SBI ROYAL SECURITIES PLC.

This Disclosure Document is based on information and materials provided by DBD Engineering Plc. (“DBD”) and other sources that DBD believes to be reliable. The Underwriter makes no representation or warranty, express or implied, as to the accuracy or completeness of such information and materials, and nothing contained in this Disclosure Document is, or shall be relied upon or construed as a promise, undertaking or representation by the Underwriter. The Underwriter assumes no responsibility or liability for the accuracy or completeness of information and the materials that are contained or referred to in this Disclosure Document.

Each person receiving or viewing this Disclosure Document acknowledges that such person has not relied on the Underwriter or any person affiliated with the Underwriter in connection with their investment decisions or the investigation of the accuracy or completeness of the information or materials contained in this Disclosure Document. Neither DBD nor the Underwriter is making any representation to the aforementioned person regarding the legality of the bid, subscription and purchase of, or investment in, DBD’s equity securities by such person. This Disclosure Document and all information and materials contained herein and their distribution or transmission must not under any circumstances, be considered as legal, business or investment advice.

This Disclosure Document (the so-called “Draft Red Herring Disclosure Document”, as defined in the inner cover of this Disclosure Document), has been prepared for the purpose of obtaining an Approval in Principle from the Securities and Exchange Regulator of Cambodia (the “SERC”). It is intended solely for use and distribution during the Subscription process as contemplated by the Underwriter hereof. This Disclosure Document, as it currently stands, includes the final terms of the Offering Price, determined by agreement between DBD and the Underwriter at the Price Determination Date or such later time as may be agreed by DBD and the Underwriter. DBD, with the prior consent of the Underwriter, may change certain parts of the Disclosure Document at any time prior to the registration with the SERC.

The investors should note that any approval or registration of this Disclosure Document from the SERC is not an indication that the SERC either recommends the subscription of (or “an investment in”) DBD’s equity securities or assumes the responsibility for the accuracy of information, opinion or statement contained in this Disclosure Document.

Investors should rely on their own valuations or assessments as to the soundness of and the risks associated with the investment in DBD’s equity securities by considering the objective of the investment, risk profile, their own financial position and so on. If investors have any doubt about this Disclosure Document or any of the matters contained herein, they should consult with qualified securities firms, investment advisors, or other professional advisers.

The distribution of this Disclosure Document and the offer and sale of the Offer Shares may be illegal in certain jurisdictions. DBD and the Underwriter require persons into whose possession this Disclosure Document may come, to inform them of and observe any restrictions, which may apply to this Disclosure Document and the offer and sale of the Offer Shares in relevant jurisdictions. This Disclosure Document does not constitute an offer of any securities, or any offer to sell, or a solicitation of any offer to buy any equity securities of DBD in any jurisdiction, to or from any person to whom it is unlawful to make such an offer in such jurisdictions.

Any person in any jurisdiction outside Cambodia, in which the distribution of the Disclosure Document and the offer and sale of the Offer Shares is not restricted, must seek professional advice in relation to the contents of this Disclosure Document, and the relevant laws and system of taxation in Cambodia.

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NOTE TO INVESTORS

The Disclosure Document has been fully approved by the Board of Directors (“BOD”) of DBD for the Initial Public Offering (“IPO”) of Equity Securities. All members of the BOD jointly and severally take full responsibility for the accuracy of the information contained in the Khmer version of this Disclosure Document. The information in the Disclosure Document has been verified, confirmed, and reviewed by the BOD, its officers, and all relevant persons of DBD to their best knowledge and beliefs. Therefore, the BOD of DBD would like to assure that there is no false or misleading statement or other facts that if omitted would make any statement in the Khmer version of Disclosure Document false or misleading.

The IPO has been approved in principle by SERC and the final Khmer version of the Disclosure Document will be registered and filed at SERC. However, SERC would like to state that the approval and registration of the Khmer version of this Disclosure Document is not an indication that the SERC recommends the subscription of or investment in this securities offering. SERC assumes no responsibility for the accuracy of the information, opinion or statements contained in this Disclosure Document at all. Thus, SERC is neither liable for nor certifies the accuracy or completeness of the information or contents in this Disclosure Document. The SERC is not liable for any loss that investors may suffer from a whole or part of the content of this Disclosure Document.

The investment in or subscription of the equity securities in this IPO is the sole responsibility of each investor and he/she should rely on his/her own judgment in determining the accuracy and risks associated with this investment. Investors should take into consideration their investment objective, risk appetite, financial position, and so on.

If investors have any doubt about this Disclosure Document or in considering the investment, they should consult with securities firms, investment advisors, or other professional advisers.

Date: 26/October/2020

Signature and Stamp

Mr. NEANG Vithy

Chairman

TENTATIVE TIMETABLE FOR THE OFFERING

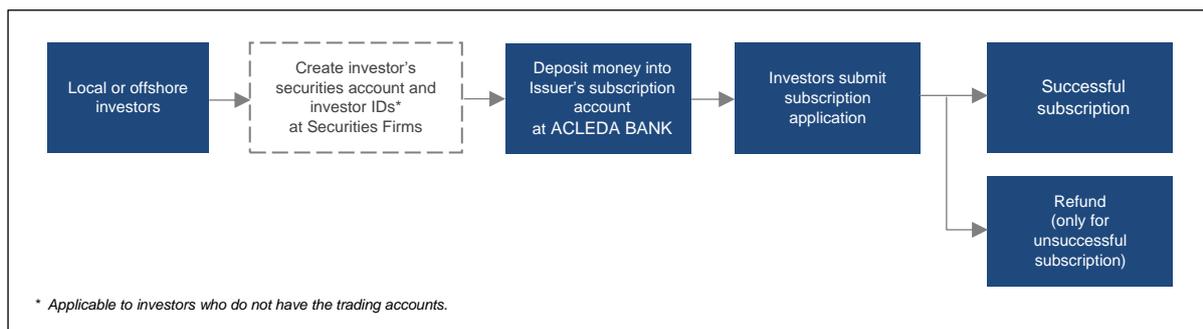
Events	Expected Date
Subscription period	From 26 July 2021 - 18 August 2021
Date for securities allotment	24 August 2021
Notice date to successful investors in subscription	27 August 2021
Listing date	30 August 2021

The timetable above is subject to change if necessary, to follow all necessary legal requirements of the IPO. The subscription starts on 26 July 2021 and ends on 18 August 2021 at 5:00PM.

If the closing date of subscription is delayed, the date for securities allotment and CSX listing date will also be extended. Any changes to the dates will be publicly announced by DBD in Khmer and English in newspapers accredited by the SERC.

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SUMMARY OF THE GUIDELINE ON THE SUBSCRIPTION OF EQUITY SECURITIES



Subscription Stage of Equity Securities

1. Details of the Subscription

Subscription Period	26 July 2021 to 18 August 2021 Business days and hours: from 8:00 AM to 5:00 AM, Monday to Friday
Number of Shares reserved in Subscription	6,461,538 shares
Minimum Subscription Amount	100 shares
Offering Price	KHR 2,380 (USD 0.60)

2. How to Participate in Subscription

a. Investors shall have an Investor ID and a Securities Account to participate in the Subscription of the equity securities. Investors shall approach SBIR or any securities firm to open a Securities Account and obtain an Investor ID from SERC. During this period, SBIR will conduct KYC procedures.

Required Documents for Securities Account Opening (Individual Investors) at SBIR

Required Application Forms	Status
1. Investor Identification Number Application Form (Form A)	1 Original Copy
2. Application for Individual Account Opening	1 Original Copy
3. Specimen Signature for Individual Account Opening	1 Original Copy
4. Application for Web-based Information Service	1 Original Copy
5. Client Agreement	2 Original Copies
Required Documents	
1. ID Card or Passport	1 Certified True Copy
2. Bank Reference Letter	1 Original Copy
3. Photo	2 (Passport Size)
4. Fee for Investor ID for Individual	KHR 20,000 or USD 5

Required Documents for Securities Account Opening (Institutional Investors) at SBIR

Required Application Forms	Status
1. Investor Identification Number Application Form (Form B)	1 Original Copy
2. Application for Institutional/Legal Entity Account Opening	1 Original Copy
3. Specimen Signature for Institutional/Legal Entity Account Opening	1 Original Copy
4. Application for Web-based Information Service	1 Original Copy
5. Client Agreement	2 Original Copies
Required Documents	
1. Memorandum and Articles of Association	1 Certified True Copy
2. Certificate of Incorporation	1 Certified True Copy
3. Business License	1 Certified True Copy
4. Board Resolution	1 Certified True Copy
5. Power of Attorney ¹	1 Certified True Copy
6. List of Directors & Shareholders	1 Certified True Copy
7. Patent or Tax Certificate	1 Certified True Copy
8. ID card or Passport of Company's Representative	1 Certified True Copy
9. Bank Reference Letter	1 Original Copy
10. Photo of Representative	2 (passport size)
11. Fee for Investor ID for Institutional Investor	KHR 50,000 or USD 13

¹ If persons authorized to open account and person listed on the trading instructions are different persons, a certified true copy of their ID cards or passports is required.

b. Subscription Application Form

- Investors shall duly, completely, and clearly fill in and sign the subscription form (as provided in Section 12 of this Disclosure Document) and affix the company seal (if any) thereto.
- Investors shall submit the completed subscription form to the Underwriter or its Selling Agents, during the business hours/days during the Subscription Period.

c. Subscription Deposit

- Investors shall deposit 100% of the total amount of the subscribed equity securities to the Issuer's subscription account below:

Account Name	DBD ENGINEERING PLC - Subscription Account
Account Number (KHR)	00010407665445
Account Number (USD)	00010407665434
Bank Name	ACLEDA Bank Plc
Swift Code	ACLBKHPP

- Investor shall attach proof document on 100% deposit (i.e. deposit/transfer slip, reference number of electronic transfers etc.) to the Subscription Application Form and submit them to the Underwriter and its Selling Agents.
- The purpose of deposit/transfer in the deposit/transfer slip shall be "DBD ENGINEERING Subscription". Overseas transfer shall arrive at ACLEDA Bank by the last day of the Subscription period before 5:00 PM (Cambodia time).
- There shall be no interest accrued on the Subscription deposits.

3. Allotment of Equity Securities

a. The allocation of the equity securities to the investors shall be at the absolute discretion of the Issuer and the Underwriter. The Issuer and the Underwriter may allocate any amount of the equity securities to any person or may refuse to allocate the equity securities subscribed by any investors as they deem appropriate.

b. In case that there are any equity securities remaining after the subscription process, the Company will cancel the unsubscribed equity securities remaining after the allotment process that has been agreed to by the Company and its designated underwriter(s) in accordance with the underwriting agreement.

4. Refund

After completion of the subscription process, if there are subscribers who did not get their respective portion of equity securities that they subscribed, the Company shall, with advice of the Underwriter, refund the overpaid amount from the subscription to the corresponding subscribers.

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ABBREVIATIONS

BOD	Board of Directors
CIFRS	Cambodia International Financial Reporting Standards
CSX	Cambodia Securities Exchange
C&S	Construction and Structure
DBD	DBD Engineering Plc.
ESOP	Employee Stock Ownership Plan
FDI	Foreign Direct Investment
GDP	Gross Domestic Product
GDT	General Department of Taxation
GNI	Gross National Income
IFRS	International Financial Reporting Standards
IPO	Initial Public Offering
KHR	Khmer Riel
MAA	Memorandum and Articles of Association
MEF	Ministry of Economy and Finance
MEP	Mechanical, Electrical and Plumbing
SBIR	SBI Royal Securities Plc.
SERC	Securities and Exchange Regulator of Cambodia
PPE	Property, Plant, and Equipment
USD	United States Dollar

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DEFINITIONS

Unless otherwise marked hereunder, the following definitions are direct English translations of the definitions prescribed in the relevant securities-related laws and regulations of Cambodia including, but not limited to, the Law on Issuance and Trading of Non-government Securities No. 54 ANKR BK dated 8 April 2009, the SERC Regulations and the CSX Rules as promulgated and amended from time to time, and documents from DBD related to its business, used in the Disclosure Document. Laws, relevant regulations and references are subject to amendment from time to time and thus such definitions do not necessarily reflect the definitions as used in amended laws or regulations, or even have the same meaning as being used in international markets or foreign laws or regulations.

Absolute Valuation refers to a valuation model that attempts to find the intrinsic or “true” value of an investment based only on fundamentals. Those fundamentals are dividends, cash flow, and growth rate for a single company, and does not take into account comparisons with similar companies. Valuation models that fall into this category include the dividend discount model, discounted cash flow model, etc.

Audit Committee refers to a specialized committee under DBD’s Board of Directors with the main responsibility of reviewing and overseeing the company’s financial statement, internal and external controls, and audit procedures.

Cambodian Investor is a natural person who has Cambodian nationality or a legal entity in which no less than 51% of its total share capital is owned by a person or persons having Cambodian nationality.

Comparative Valuation is a relative valuation model which operates by comparing DBD in question to other similar companies. This method generally involves calculating multiples or ratios, such as the price-to-earnings (P/E) multiples, and comparing them to the multiples of other comparable firms.

Controlling Interest Shareholder refers to Mr. NEANG Vithy, the largest shareholder of DBD, holding 45% voting shares of the total voting shares (after IPO).

Director is a person who serves on DBD’s board of directors, including executive director, non-executive director, or independent director.

Disclosure Document refers to DBD’s Disclosure Document that describes a financial security for potential buyers with a description of the company’s business, financial statements, biographies of officers and directors, information about their compensation, any litigation that is taking place, a list of material properties and any other material information.

Date of Disclosure Document means 31 October 2020 being the latest and cut-off date of the company’s information in the Disclosure Document.

Employee Stock Ownership Plan (ESOP) means a program enabling DBD’s employees to purchase their company’s stock.

Equity Securities refers to any stock that represents ownership in the issuing company, including common stock, preferred stock, and warrants.

EV/EBITDA refers to a valuation method calculated by dividing a company’s “enterprise value” by its earnings before interest expense, taxes, depreciation, and amortization (EBITDA). Such multiple serves as a proxy for how long it would take for an acquisition to earn enough to pay off its costs (assuming no change to EBITDA).

Executive Director is a director who also is a senior officer in DBD.

Independent Director is a member of DBD’s board of directors who was brought in from outside the Company. Because an independent director has not worked with the Company for a period of time (typically for at least the previous year), he or she is not an existing manager and is generally not tied to the company’s existing way of doing business.

Initial Public Offering refers to the issuance of equity securities by DBD, which is a public limited company, for the first time. The issuer is listed on an official exchange.

Investment Advisor is a consultant who is not part of the underwriting syndicate and advises DBD on matters pertinent to the issue, such as structure, timing, marketing, fairness of pricing, terms, and conditions.

Lock-up pursuant to Article 17 of the Listing Rules, for a period of one (1) year from the listing date, the Controlling Interest Shareholder shall not sell or transfer their shares for the first six (6) months and is able to sell or transfer their shares up to fifty per cent (50%) for the next six (6) months. Whereas shareholders holding voting shares of at least 15% (fifteen percent) and strategic shareholder shall not sell or transfer their shares for a period of at least six (6) months.

Market Capitalization refers to total market prices of the issued securities in circulation. Market capitalization is calculated by taking total registered equity securities listed on an exchange multiplied by market price per share of the listed equity securities.

New Securities refer to a security that has not been previously issued or sold by DBD at the time a public offer in relation to the security and is made in accordance with Law on the Implementation of the Law on Issuance and Trading of Non-Government Securities.

Non-Executive Director refers to a director, who doesn't execute daily operations in DBD, who is a non-executive director as the representative of private shareholders.

P/E refers to a valuation ratio of a company's current share price compared to its per-share earnings. P/E is calculated as market value per Share divided by earnings per Share. It determines how many times a stock (its price) is trading per each dollar of earnings per share.

Permitted Entity is a legal entity that is permitted by SERC to issue its securities to the public under relevant laws and regulations of Cambodia. The legal entity is not a public limited entity established in Cambodia.

Premium is the amount for which a security is selling or is redeemed above its par value.

Private Shareholder refers to a private individual or institution, as opposed to a government authority, public institution, or public enterprise, which holds shares of a company.

Professional Advisor refers to the advisors of DBD, including professional accountants, lawyers or securities dealers that provide advice to the Company.

Professional Independent Accountant means a professional accountant certified to practice the accounting profession in Cambodia. A professional independent accountant is not a client, associate or related entity of the securities firm, or employed by the securities firm.

Public Limited Company is the standard legal designation of a company which has offered shares to the general public and has limited liability. A Public Limited Company's stock, including DBD, can be acquired by anyone and holders are only limited to potentially lose the amount paid for the shares.

Public Investors refer to public shareholders who invest in DBD's IPO.

Record Date is the date on which a holder of DBD's securities must be registered with DBD in order to receive a dividend payment on the next payment date.

Securities Market is the organized trading of stocks through exchanges as well as over-the-counter.

Securities Registration refers to registration of DBD's equity securities at Cambodia Securities Exchange.

Senior Officer is DBD's management team as described in Section 5 of this Disclosure Document.

Shareholder Holding Voting Shares of at Least 15% (Fifteen Percent) refers to Mrs. LIM Muyly, a shareholder of DBD, holding 19.50% voting shares of the total voting shares (after IPO).

Shareholders' Equity shall refer to capital that DBD's shareholders contribute to the Company, including retained earnings.

Stock Option is the right to buy a specific number of shares within a particular time period at a specific price. This is the right, not obligation, to buy DBD's stock. Such an option is sometimes used as an employee incentive to substitute for cash incentives.

Strategic Shareholder shall refer to a shareholder who is director, senior official of a Listed Entity and their close relatives.

Subscriber means a person who is applying for subscription of DBD's securities at a time of public offer of securities.

The Company refers to DBD Engineering Plc in this Disclosure Document.

Underwriter means SBI Royal Securities Plc, a public limited company incorporated under the laws of Cambodia, having a commercial registration No. 00000824 and a registered address at 13Ath floor, Phnom Penh Tower, No. 445, Preah Monivong Blvd, Sangkat Boeung Pralit, Khan 7 Makara, Phnom Penh, Cambodia, as appointed under the Underwriting Agreement entered between the Issuer and the Underwriter.

Underwriting Agreement is the contract between SBI Royal Securities, the underwriter, and DBD for full or partial subscription by the underwriter of the remaining shares after selling to the public investors at a pre-determined date for subscription following the legal procedure of the IPO.

Voting Shares mean shares issued by DBD that carry a right to vote on matters considered at a meeting of shareholders of DBD.

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GLOSSARY OF TECHNICAL TERMS

This glossary of industry terms contains explanations of certain terms used in this Disclosure Document as they relate to the industry in which the Company operates its business. These terms and their given meaning may not correspond to standard industry meaning or usage.

BAS (Building Automation Systems) refers to an intelligent system of both hardware and software, connecting heating, venting and air conditioning system (HVAC), lighting, security, and other systems to communicate on a single platform.

Combustible Supplies refers to liquid materials used to generate electrical power used to support machinery. The combustible supplies may include such things as gasoline, diesel or lubricant.

HVAC (Heating, Ventilating, and Air Conditioning) refers to a technology of indoor and vehicular environmental comfort. Its goal is to provide thermal comfort and acceptable indoor air quality.

PABX (Private Automated Branch Exchange) refers to a phone switching system that is widely used in offices and plants, allowing a single access number to offer multiple lines to outside callers while providing a range of external lines to internal callers or staff.

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DISCLAIMER

The Responsibility of the Issuer, Underwriter, and Other Relevant Advisors

The information in the Disclosure Document has been provided by DBD except as stated otherwise on the sources of the information. After careful review and to the best of its understanding and beliefs, DBD confirms that all the information in this Disclosure Document is accurate and there is no omitted information or misleading material statements on the information or content in this Disclosure Document.

DBD would like to take full responsibility for the accuracy and completeness of the information contained in the Disclosure Document. The Underwriter has also studied its legal aspect and verified the accuracy of the information in this Disclosure Document. The Underwriter takes no responsibility for the accuracy or completeness of the information in the Disclosure Document.

FORWARD-LOOKING STATEMENTS

The Disclosure Document contains forward-looking statements. All the statements except statements or information about the past are forward-looking statements. These forward-looking statements are not historic facts. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “assumes”, “projects”, “forecasts”, “estimates”, “expects”, “anticipates”, “believes”, “plans”, “intends”, “may”, “might”, “will”, “would”, “can”, “could”, “should” or, in each case, their negative, or other variations or comparable terminology.

The forward-looking statements appear in a number of places throughout the Disclosure Document and include statements regarding DBD’s intentions, beliefs or current expectations concerning, among other things, financial position, operating results, liquidity, prospects, growth, strategies and the industry in which DBD operates.

By their nature, forward-looking statements involve and are subject to known and unknown risks, uncertainties and assumptions as they relate to events and depend on circumstances that may or may not occur in the future. Because of these known and unknown risks, uncertainties and assumptions, the outcome may differ materially from those set out in the forward-looking statements. Thus, forward-looking statements are not guarantees that the intentions, beliefs or current expectations upon which the forward-looking statements are based will occur. DBD does not take responsibility for the differences between what is stated in the forward-looking statements and what actually happens in the future.

Important factors that could cause those differences include, but are not limited to:

- DBD’s capacity in implementing its strategic business plan
- Business opportunities that DBD can catch
- DBD’s dividend policy
- Resignation of technical staff or experienced persons which may affect DBD’s business operations
- Changes in the demand for DBD’s services
- Changes in socio-economic situation, legal and regulatory framework in and outside the country, which may cause changes to the demand for DBD’s services
- The development of competitors
- Business plan and strategy of DBD’s competitors
- DBD’s financial position
- Capital investment plan
- Changes in production or service technology
- Tax auditing and tax reassessment, which affects liability
- Macro-economic conditions and systematic risks (eg. Epidemics, pandemics, or large-scale medical emergencies)

Some of the risks that could affect DBD’s future results and could cause results to differ materially from those expressed in the forward-looking statements are discussed in Section 3: Risk Factors.

DBD undertakes no obligation to publicly update or publicly revise any forward-looking statement, whether as the result of new information, future events or otherwise.

DISCLAIMER IN RELATION TO REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS DISCLOSURE DOCUMENT

Neither DBD nor the Underwriter take responsibility for any statements or arguments which differ from those in this Disclosure Document, and no person has been given the authorization to give any information or to make any representation, except as expressly contained in this Disclosure Document. If given or made, any such information or representation may not be relied upon as having been authorized by DBD or the Underwriter.

PROSPECTIVE INVESTORS IN JURISDICTIONS OUTSIDE CAMBODIA

The distribution of this Disclosure Document and the offer and sale of the Offer Shares may be illegal in certain jurisdictions. DBD and the Underwriter require persons into whose possession this Disclosure Document may come, to inform them of and observe any restrictions which may apply to this Disclosure Document and the offer and sale of the Offer Shares in relevant jurisdiction. This Disclosure Document does not constitute an offer of any securities, or any offer to sell, or a solicitation of any offer to buy any securities of DBD in any jurisdiction, to or from any person to whom it is unlawful to make such an offer in such jurisdiction. Any person in any jurisdiction outside Cambodia, in which the distribution of the Disclosure Document and the offer and sale of the offer shares is not restricted, must seek professional advice in relation to the contents of this Disclosure Document, and the relevant laws and system of taxation in Cambodia.

STATUS OF THE ENGLISH VERSION OF THIS DISCLOSURE DOCUMENT

The Khmer version of this Disclosure Document is the official version of the Disclosure Document that is approved and registered with SERC. The official Disclosure Document may be translated into different languages to help investors who cannot read Khmer. Investors who use a translated Disclosure Document should be cautious on the meaning of technical terms in the securities and financial sector, translated into Khmer, due to limited technical words in Khmer. The translation may have a meaning different from those meanings commonly used. Thus, investors are advised to seek opinions from professional advisors in the sector.

The prospective investor should use the Khmer version as material for making decisions and the English version is served as a reference purpose only.

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TRANSLATION OF AMOUNTS INTO KHMER RIEL OR OTHER CURRENCIES

In this Disclosure Document, references to "\$", "USD", "U.S \$", "USD" or "U.S. dollars" are to United States Dollars. DBD prepares its accounts in the English language and in USD and prepares a Khmer language version with amounts expressed in Khmer Riel, which are referred to as "Riel" or "KHR", in order to comply with the Law on Corporate Accounts, Their Audit and the Accounting Profession.

In this Disclosure Document, references to Khmer Riel, which are referred to as "Riel" or "KHR" are to conversions of certain amounts into Khmer Riel at specified rates based on the fact that the USD is the de facto currency of commerce in Cambodia. The exchange rate is the KHR: USD exchange rate published by the National Bank of Cambodia as of 31 December 2017, 2018 and 2019.

No representation is made that the KHR, USD or any other currency amounts referred to in this Disclosure Document herein could have been or could be converted into KHR, USD or any other currency, as the case maybe, at this rate, at any particular rate, or at all.

DISTRIBUTION

The electronic Disclosure Document in Khmer and English can be viewed or downloaded from the CSX website at www.csx.com.kh, DBD's website at www.dbdengineering.com, SBI Royal Securities' website at www.sbiroyal.com, and appointed Selling Agents' websites. The electronic Disclosure Document may also be delivered to prospective investors or viewers by email upon their request.

By receiving this Disclosure Document through electronic transmission such as, but not necessarily limited to, an attachment to an e-mail that was dispatched or circulated by DBD or the Underwriter or any of their affiliates, or by downloading this Disclosure Document from the websites described in the foregoing, the investors or any other viewers are deemed to have given their full acknowledgement and consent to all notices, disclaimers, conditions and statements contained or disclosed in this Disclosure Document. Such investors or viewers are reminded of the fact that this Disclosure Document and any of the content contained herein may subsequently be altered, changed or updated either (i) during the process of electronic transmission, (ii) pursuant to the applicable laws and regulations, (iii) for the purposes of final registration with the SERC or (iv) at the discretion of DBD under proper authority, without informing or alerting such investors or viewers in advance.

The aforementioned investors and viewers are further reminded that none of DBD or the Underwriter or any of their respective directors, officers, employees, representatives or affiliates accepts any liability or responsibility whatsoever in respect of any real or potential discrepancies between the hard copy of the Disclosure Document that has been printed with the proper authority from DBD and any electronic copy of the Disclosure Document that has not been obtained directly from the authorized websites prescribed herein. DBD and the Underwriter will provide a hard copy version to such investors and viewers upon due request.

The aforementioned investors and viewers fully acknowledge that they will view the Disclosure Document only on the basis that they are lawfully allowed to do so under the laws of the jurisdiction in which they are located and are reminded that they are not authorized to deliver or forward this Disclosure Document, electronically or otherwise, to any other person.

The investors and viewers who receive this Disclosure Document via e-mail should not reply to such e-mail under any circumstances, and any reply e-mail communications by such investors and viewers will be ignored and rejected. The e-mail containing the Disclosure Document or any subsequent e-mails related thereto are intended only for the recipient(s) that are expressly indicated on such e-mails and any other unintended recipients should immediately notify DBD or the Underwriter and destroy the relevant e-mails from their system.

The investors and viewers who receive or otherwise come across the Disclosure Document hereby acknowledge and undertake that the Disclosure Document will not be forwarded or distributed to any other person and will not be reproduced in any manner whatsoever. Any forwarding, distribution or reproduction of the Disclosure Document in whole or in part is unauthorized. Failure to comply with this directive may result in a violation of the applicable laws and regulations of the jurisdiction in which they are in, and none of DBD or the Underwriter or any of their respective directors, officers, employees, representatives or affiliates will be liable or responsible for such violation.

CONVENTIONS

Unless stated otherwise, certain financial data, where appropriate and applicable, in this Disclosure Document including, in particular, those contained under Section 7 are derived from audited financial statements for the years ended 31 December 2018 and 2019 and prepared in accordance with the Cambodian International Financial Reporting Standards ("CIFRS") and in accordance with the Law on Corporate Accounts, Their Audit, and the Accounting Profession.

DBD's fiscal year commences on 01 January and ends on 31 December of each year. Unless otherwise stated herein, references to a year is 31 December of that year. For example, a reference to 2019 in a table would be a reference to 31 December 2019.

All references to "Cambodia" contained in this Disclosure Document are to the Kingdom of Cambodia.

All references to KHR are to Khmer Riel, the official currency of the Kingdom of Cambodia.

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SECTION 1: SUMMARY OF DISCLOSURE DOCUMENT

Information in this section is the summary of the information in various parts in this Disclosure Document. This section does not fully convey all the information necessary to make an informed investment decision and evaluate the prospects of DBD, and it does not necessarily contain or represent a summary of every aspect of this Disclosure Document. It is important that all readers including the prospective investors read the Disclosure Document in its entirety, and, in particular, the sections entitled Section 3: Section 3: and Section 7: "Financial Information" for a further discussion of the factors that could affect the future performance of DBD.

1- Overview of DBD Engineering Plc. (DBD)

DBD Engineering Plc. was founded in 1995, which makes it one of the oldest multifaceted Engineering & Construction company in Cambodia. DBD provides design, construction, installation, and maintenance services to scores of reputed national and international companies. DBD has an excellent track record of providing high-quality products and services and has achieved an exceptional level of client satisfaction.

The Company believes that its multinational, professional, and highly skilled staff is its main asset. DBD takes pride in the timely completion of projects and the quality of the workmanship, which has satisfied clients in prestigious projects such as Laboratoire d'analyse médicale de la Fondation Bio Mérieux (France), Phnom Penh International Airport, the Centre de Cardiologie, Ajinomoto Factory, Minibea Factory, YAZAKI (Cambodia Arrow Product), AEON Mall 1 & 2, NIKKO KINZOKU, MIKASA, ROHTO , B-Quik, Artnature, HANA, DENSO, Hieneken Factory, Bodaiju, Liwayway Food & Industry factory, Institute Pasteur du Cambodge, NorthBridge, Mega Label and Don Bosco School.

DBD also has a strong Service and Maintenance team to ensure that new buildings or installations remain in top condition. The Company is expanding this division to include plant and equipment maintenance. Besides construction, installation and maintenance work, DBD's project division represents many prestigious brands such as Schneider, Franklin France, Daikin, Ginde, LG, Mitsubishi, Kumwell, EVT, Tsurumi Pump and YAZAKI cable.

Though proud of its past achievements, DBD strives relentlessly for improvements and to keep pace with modern, energy-efficient, and eco-friendly technology. The Company continually focuses on providing high-quality products and services at highly competitive prices. DBD leverages its 25 years of local experience and growth to partner with clients for project setup or expansion.

2- Business strategies and future Plan

a- Vision and Mission

a-1- Vision

DBD aims to develop its management capacity to serve customers all over Cambodia within the next 3 years, especially in the provinces of Sihanoukville and Siem Reap.

a-2- Mission

DBD's mission is to make the name DBD Engineering Plc. synonymous with the quality, excellence, and responsive, intelligent, and competitive customer service that has been provided since 1995.

b- Competitive advantages

DBD's long-standing reputation and referral network have propelled the Company to be one of the industry leaders. The Company is supported by the following key strengths and competitive advantages to sustain the business as well as to support the growth:

1. Skilled contract management and expertise in dealing with construction contract financial issues including competitive pricing;
2. On-time project completion due to experienced, stable, and highly dedicated senior management team and engineers;
3. Stringent quality, safety, and environment control; and
4. Diversified and stable customer relationships.

c- Business strategy and future plan

The Company aims to remain a market leader in MEP contractor work and increase sales and market share by maintaining its good reputation via the following strategies:

- Increase market share of the current MEP focused business;
- Continuous enhancement of the Company's existing core service (MEP & Civil Engineering), and extend the production line on ducting systems from own-use to a factory that will be able to supply to all other contractors in Cambodia;
- Improve the Company's visibility and credibility among the public by going IPO and investing more in marketing for the Company's long-term growth.

Overall, DBD will maintain its reputation which allows for organic business growth by focusing on what has made it successful until now – delivering timely, high-quality projects at a competitive price and with excellent service.

3- Directors, senior officers and shareholding structure

a- Board of Directors

DBD has four members on its Board of Directors as of 31 October 2020.

Table 1: Board of Directors

No.	Name	Designation
1	Mr. Neang Vithy	Chairman and Managing Director
2	Mrs. Lim Muyley	Executive Director and CFO
3	Mr. Huy Vatharo	Independent Director
4	Mr. Thai Vantha	Non-Executive Director

b- Senior Officers

DBD is managed by the following experienced project managers and key heads of departments as of 31 October 2020.

Table 2: Senior officers

No.	Name	Position
1	Mr. Neang Vithy	Managing Director
2	Mrs. Lim Muyley	CFO and Corporate Secretary
3	Mr. Norng Bamnang	Human Resources Manager
4	Mr. Sour Sok	Project Manager
5	Mr. Ung Kimhann	Project Manager
6	Mr. Kuy Kao	Project Manager
7	Mr. May Channa	Project Manager
8	Mr. Khan Ratanak	Project Manager
9	Mr. San Panha	Project Manager
10	Mr. Veth Vandy	Production Manager
11	Mr. Chourn Metrey	Design & Quality Surveyor (QS) Manager
12	Mr. Yim Tonha	Warehouse and Purchase Manager
13	Mr. Siek Sokhorn	Maintenance & Customer Service Manager

c- Shareholding structure

Table 3: Shareholding structure

No.	Shareholders	Type of Shares	Pre-IPO		Post-IPO		Lock-Up Period
			Number of Shares	Ownership %	Number of Shares	Ownership %	
Class B Voting Shares: Lock-up Shares							
<i>Controlling Interest Shareholder</i>							
1	Mr. Neang Vithy	Ordinary	8,400,000	70.00%	8,400,000	45.50%	One year *
<i>Shareholders Holding Voting Shares of at Least 15%</i>							
2	Mrs. Lim Muyley	Ordinary	3,600,000	30.00%	3,600,000	19.50%	Six months**

No.	Shareholders	Type of Shares	Pre-IPO		Post-IPO		Lock-Up Period
			Number of Shares	Ownership %	Number of Shares	Ownership %	
Sub-total			12,000,000	100.00%	12,000,000	65.00%	-
Class A Voting Shares (New Offered Shares): Public Floats Shares							
3	ESOP	Ordinary	-	-	646,154	3.50%	-
4	Public investors	Ordinary	-	-	5,815,384	31.50%	-
Sub-total			-	-	6,461,538	35.00%	-
Total			12,000,000	100.00%	18,461,538	100.00%	-

Note:

Pursuant to Article 7 of the Listing Rules:

* The Controlling Interest Shareholder shall not sell or transfer their shares for the first 6 (six) months and is able to sell or transfer their shares up to 50% (fifty percent) for the last 6 (six) months following the IPO.

** Shareholders Holding Voting Shares of at Least 15% (Fifteen Percent) shall not sell or transfer their shares for a period of at least 6 (six) months.

4- Historical financial information

a- Statement of financial position

Table 4: Statement of financial position

Statement of financial position	31 December 2018 Audited		31 December 2019 Audited	
	USD	KHR'000	USD	KHR'000
Assets				
Non-Current Assets				
Property, plant and equipment	180,073	723,533	2,544,441	10,368,597
Intangible assets	-	-	40,781	166,183
Right-of-use asset	148,990	598,642	109,695	447,007
Other non-current asset	20,000	80,360	35,000	142,625
Total non-current assets	349,063	1,402,535	2,729,917	11,124,412
Current assets				
Contract assets	343,510	1,380,223	2,406,948	9,808,313
Other current assets	213,406	857,464	680,595	2,773,425
Inventories	1,161,440	4,666,666	1,233,507	5,026,541
Trade receivables	865,762	3,478,632	1,919,941	7,823,761
Fixed deposit	1,274,853	5,122,360	1,073,147	4,373,074
Cash and bank balance	1,047,033	4,206,979	16,267	66,288
Total current assets	4,906,004	19,712,324	7,330,405	29,871,402
Total assets	5,255,067	21,114,859	10,060,322	40,995,814
Equity and liabilities				
Equity				
Share capital	142,500	575,273	142,500	575,273
Retained earnings	3,421,289	14,116,861	4,421,600	18,170,120

Statement of financial position	31 December 2018 Audited		31 December 2019 Audited	
	USD	KHR'000	USD	KHR'000
Other reserves	-	(372,829)	-	(146,685)
Total equity	3,563,789	14,319,305	4,564,100	18,598,708
Liabilities				
Non-current liabilities				
Borrowings	173,389	696,677	1,475,590	6,013,029
Lease liabilities	163,224	655,834	108,181	440,838
Total non-current liabilities	336,613	1,352,511	1,583,771	6,453,867
Current liabilities				
Borrowings	419,082	1,683,871	860,880	3,508,087
Overdraft	241,908	971,986	1,463,906	5,965,417
Trade and other payables	491,339	1,974,200	1,353,447	5,515,296
Amount due to shareholder	105,235	422,834	33,075	134,781
Lease liabilities	49,811	200,141	55,042	224,296
Contract liabilities	6,290	25,273	146,101	595,362
Current income tax liabilities	41,000	164,738	-	-
Total current liabilities	1,354,665	5,443,043	3,912,451	15,943,239
Total liabilities	1,691,278	6,795,554	5,496,222	22,397,106
Total equity and liabilities	5,255,067	21,114,859	10,060,322	40,995,814

b- Statement of comprehensive income

Table 5: Statement of comprehensive income

Statement of comprehensive income	31 December 2018 Audited		31 December 2019 Audited	
	USD	KHR'000	USD	KHR'000
Revenues	8,142,085	32,934,734	8,669,552	35,129,025
Cost of services	(6,228,226)	(25,193,174)	(6,807,132)	(27,582,500)
Gross profit	1,913,859	7,741,560	1,862,420	7,546,525
Other income	51,725	209,228	110,130	446,247
Operating expenses	(576,930)	(2,333,682)	(687,391)	(2,785,308)
Finance costs	(120,876)	(488,943)	(120,280)	(487,375)
Profit before tax	1,267,778	5,128,163	1,164,879	4,720,089
Income tax expense	(112,234)	(453,987)	(64,568)	(261,630)
Profit for the year	1,155,544	4,674,176	1,100,311	4,458,459
Translation differences	-	(76,956)	-	226,144
Total comprehensive income for the year	1,155,544	4,597,220	1,100,311	4,458,459

5- Significant factors related to the public issuance of equity securities

a- Legal framework

DBD shall be registered with the Ministry of Commerce as a Public Limited Company before it can issue its shares to the public and be listed on CSX.

b- General information on the offered shares

Through SBI Royal Securities Plc., the underwriter of DBD's IPO, DBD is offering 6,461,538 new voting shares at the par value of KHR 1,000 (USD 0.25) per share, and such shares are being offered pursuant to the existing laws and regulations of Cambodia.

c- Offering terms

Table 6: Offering terms

Listed entity	DBD Engineering Plc.
Class of offered shares	Class A voting share
Type of offering	New voting shares
IPO percentage	35%
Number of offered shares (35%)	6,461,538 shares
Par value	KHR 1,000 (USD 0.25)
Offering prices	KHR 2,380 (USD 0.60)
Offering amount	KHR 15,378,460,440 (USD 3,844,615), subject to the actual demand from strategic investors
Total number of shares	Class A voting shares of 6,461,538 shares (IPO)
	Class B voting shares of 12,000,000 shares
	Total voting shares of 18,461,538 shares
Market capitalization	KHR 43,938,460,440 (USD 10,984,615)
P/E ratio	10 times (based on profit of 2019)
Listing	To be listed on the Growth Board of Cambodia Securities Exchange
Term of payment	100% of subscription amount upon the submission of subscription application
Minimum subscription amount	100 shares
Subscription period (tentative)	The subscription period will commence from 7:30 am on 26 July 2021 and end at 5:00 pm on 18 August 2021, unless such period is shortened or extended by an agreement between DBD and the Underwriter subject to the approval by SERC.
Allotment date (tentative)	The date for the allotment will be 24 August 2021 and the payment date will also commence on 24 August 2021. The excess amount (if any) will be returned to the corresponding subscribers on the payment date.

Note: USD 1 = KHR 4,000

In accordance with Article 36.1 of the Prakas No. 005 dated 10 September 2015, promulgated by the SERC, at least 20% of the total offered shares remaining after reserving portions for ESOP and Strategic Investors shall be allotted to Cambodian Investors in subscription unless otherwise instructed and approved by SERC. For the avoidance of doubt, a Cambodian Investor refers to a person who has Cambodian nationality or a legal entity in which no less than 51% of its total share capital is owned by a person or persons having Cambodian nationality.

6- Use of proceeds

Through the IPO of 6,461,538 shares with the offering price of KHR 2,380 (USD 0.60), DBD expects to raise KHR 15,378,460,440 (USD 3,844,615) before deduction of registration fees of Disclosure Document, listing fees at CSX, depository fees, other advisory fees (underwriting, accounting, legal) and other offering expenses.

DBD intends to use such net proceeds for the following purposes:

- 20% for additional working capital;
- 30% for funding construction business;
- 10% for purchasing and upgrading equipment; and
- 40% for other general corporate purposes.

7- Risk factors

7-1. Risks relating to DBD's business and operations

- a- Risk of cost underestimation due to unknown labor costs, time, errors in drawings, discrepancies in specifications, the fluctuation of materials prices, and changes in the scope of work.
- b- Risk of material shortage and price volatility as DBD relies heavily on supplies and commodities obtained from overseas markets due to the lack of availability in Cambodia.
- c- Labor absenteeism which could cause short-term delays and can increase the total project duration.
- d- Risk from competition may occur due to the competitive atmosphere in the Cambodian construction industry.
- e- Weather-related risk which could impact the construction project's timeline.
- f- Risk of accidents may occur due to the nature of the construction industry, risk of accidents is inherently high compared to other industries.
- g- Risk of defect which could lead to unforeseen expenditure and could adversely affect the Company's cash flow, reputation, and profitability.
- h- Risk of the delay of construction projects caused by either the project owner or DBD.
- i- Risk of loss of crucial staff as skilled workers as these positions are very limited in Cambodia.
- j- Working capital risk may occur as the Company is responsible for all upfront costs.
- k- Interest rate risk may occur as the Company relies on bank loans and credit lines in order to fund its projects.
- l- Exchange rate risk relating to DBD's business and operations may occur as the Company purchases most of its supplies, materials, and equipment from overseas and must transact in the seller's currency.
- m- Risk from the delay in invoicing may occur due to a delay in inspection from the customer or project owner.
- n- Risk from broken/damaged equipment may occur during the project implementation due to the humid weather conditions in Cambodia and the quality of the equipment and construction tools that DBD has bought.
- o- Risk from disputes with the clients may occur in the ordinary course of the Company's business, particularly in respect of any breach of terms and conditions in the contract.

7-2. Country and industry risks

- a- Risks related to real estate industry as fluctuations in property development directly impact the Company's business.
- b- Macro-economic and systemic risks as DBD's performance is impacted by macro-economic conditions and other factors such as epidemics, pandemics or large-scale medical emergencies.
- c- Poor infrastructure risk as Cambodia suffers from issues such as electricity shortage, water shortage, flooding and road construction, all of which could result in project delays and additional costs for the quickly growing construction industry.
- d- Political risks may arise due to adverse political and economic factors.

7-3. Risks associated with investing in DBD's IPO

- a- The interpretation of rules and regulations in the securities sector in Cambodia is subject to uncertainty since the securities sector is still in its infancy.
- b- Exchange rate risk, which is associated with investing in DBD's IPO, arises due to the difference between the issued currency and invested currency.

- c- Investors in DBD's voting shares may be able to exercise limited influence on the business operations or important decisions.
- d- Investor's in DBD's shares may face liquidity risk when they sell their shares.
- e- Future fund raising may dilute shareholders' equity.
- f- Risk relating to the impairment of investment due to the decline of share price on the secondary market.
- g- Dividend distribution may not meet the expectation of the investors because the dividend distribution is decided by the BOD with respect to the adopted dividend policy.
- h- Risk relating to withholding tax on dividend income to non-resident shareholders due to changes in the regulation.

8- Dividend policy

Dividends, which are deemed appropriate by the Board of Directors, shall be allocated to the shareholders. A whole or a portion of cash or non-cash dividends may be allocated. Procedure regarding the distribution of dividends shall be in accordance with applicable laws and regulations.

As an incentive to the public investors, the BOD of DBD has adopted the dividend policy with the annual guaranteed dividend yield of 5.5% to the holders of Class A voting shares. For the avoidance of doubt, holders of Class B voting shares shall not be entitled to the minimum guaranteed dividend.

Please refer to "11- Dividend distribution policy" as described in Section 2 of this Disclosure Document for details.

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SECTION 2: DETAILS OF PUBLIC OFFERING

1- General information of the Company

Table 7: General information of the Company

Name of the Company	DBD Engineering Plc.
Address	No.68, Street 598, Phnm Penh Thmey, Khan Sen Sok, PO Box 178, Phnom Penh. Cambodia
Phone number	(855) 78 700 598
Fax number	N/A
Website	www.dbdengineering.com
E-mail	services@dbdengineering.com
Company registration number	00004029
Registration date	10 March 1998
License number	870 NSKB/12S
License date	24 July 2018

2- The information of Underwriter(s)

a- General information of Underwriter

Table 8: General information of the Underwriter

Name of the company	SBI Royal Securities Plc.
Address	13A, Phnom Penh Tower 445, Preah Monivong Blvd, Sangkat Boeung Pralit, Khan 7 Makara, Phnom Penh, Cambodia
Phone number	(855) 23 999 595
Fax number	(855) 23 333 640
Website	www.sbiroyal.com
E-mail	info@sbiroyal.com
Company registration number	00000824
Registration date	22 February 2010
License number	002 SECC/KT
License date	14 August 2013

b- Underwriting Agreement

The Underwriting Agreement is made between the Issuer and Underwriter (collectively referred to as the "Underwriting Agreement"). Below is the summary of the Underwriting Agreement.

b-1- The basis of the termination agreement

This Underwriting Agreement may be terminated at the discretion of the Underwriter upon lapse of fourteen (14) days from the date of notice given to the Issuer if in the opinion of the Underwriter any of the following events occurs prior to the Closing Date and such event(s) cannot be fully remedied by the Issuer within fourteen (14) days from the date of aforementioned notice from the Underwriter:

- (1) if the Issuer breaches any term of this Underwriting Agreement which makes the offering of the Shares impossible or materially difficult;
- (2) if any change is made in Cambodian or international financial, political or economic conditions or currency exchange rates or exchange controls as to make it, in the judgment of the Underwriter, impracticable to proceed with the completion of the Public Offering;
- (3) if any material suspension or limitation of trading in securities in general on the CSX is made;
- (4) if any major disruption of settlements of securities or clearance services in or in relation to Cambodia occurs;
- (5) if any outbreak or act of terrorism, any declaration of war, any other national or international calamity including government lock-down, civil riot, natural disaster or emergency occurs and if, in the judgment of the Underwriter, the effect of any such incident makes it impractical to proceed with completion of the Public Offering occurs;

- (6) if a change in Cambodian taxation that materially adversely affecting the Issuer, the Shares or their transfer is made; or
- (7) if a change occurs or is expected to occur that may now or in the foreseeable future adversely affect the Issuer's profits, business activities or business prospects from a financial, business or legal perspective.

c- Underwriter's benefits in the Company

As of the date of this Disclosure Document, the Underwriter does not have any interest in the Company at all.

3- Information of professional accounting firms and independent auditors

a- Professional accounting firms

N/A

b- Independent auditors

Table 9: Independent auditors

Name of independent auditor	Grant Thornton (Cambodia) Limited
Address	20th, Canadia Tower, Preah Monivong Blvd. corner of Preah Ang Duong Street, Sangkat Wat Phnom, Khan Daun Penh, Phnom Penh, Cambodia
Phone number	(855) 23 966 520
Fax number	N/A
Website	www.grantthornton.com.kh
E-mail	info@kh.gt.com
Company registration date	00018411
Registration date	16 June 2011
KICPASS membership number	00038
KICPAA membership date	29 July 2011
Registration number accredited by SERC	022/14 គ.ម.ក. / ស.ស.វ
SERC registration date	03 March 2014

4- Information of lawyers

Table 10: Information of lawyers

Name of legal firm	Sithisak Law Office
Name of lawyer	Mr. Son Sokeng
Address	#68, Street 57, Sangkat Boueng Keng Kang I, Khan Chamkarmon, Phnom Penh, Kingdom of Cambodia (in 3rd floor of Millennium Building)
Phone number	(855) 23 637 3168
Fax number	N/A
Website	www.sithisak-lawoffice.com
E-mail	contact@sithisak-lawoffice.com
Professional certificate issued by the Bar Association of the Kingdom of Cambodia	L0078/19
Certificate date	12 July 2019
Registration number accredited by SERC	003 គ.ម.ក. ក.ម
SERC registration date	19 June 2018

5- Percentage of public float and lock-up

The holding structure of voting shares before and after the IPO is as follows.

Table 11: Shareholding Structure

No.	Shareholders	Type of Shares	Pre-IPO		Post-IPO		Lock-Up Period
			Number of Shares	Ownership %	Number of Shares	Ownership %	
Class B Voting Shares: Lock-up Shares							
<i>Controlling Interest Shareholder</i>							
1	Mr. Neang Vithy	Ordinary	8,400,000	70.00%	8,400,000	45.50%	One year*
<i>Shareholders Holding Voting Shares of at Least 15%</i>							
2	Mrs. Lim Muyly	Ordinary	3,600,000	30.00%	3,600,000	19.50%	Six months**
Sub-total			12,000,000	100.00%	12,000,000	65.00%	-
Class A Voting Shares (New Offered Shares): Public Floats Shares							
3	ESOP	Ordinary	-	-	646,154	3.50%	-
4	Public investors	Ordinary	-	-	5,815,384	31.50%	-
Sub-total			-	-	6,461,538	35.00%	-
Total			12,000,000	100.00%	18,461,538	100.00%	-

Note:

Pursuant to Article 7 of the Listing Rules, following the listing date:

* The Controlling Interest Shareholder shall not sell or transfer their shares for the first 6 (six) months and is able to sell or transfer their shares up to 50% (fifty percent) for the last 6 (six) months.

** Shareholders Holding Voting Shares of at Least 15% (Fifteen Percent) shall not sell or transfer their shares for a period of at least 6 (six) months.

6- All expenses related to public issuance of equity securities

a- Submission and registration fee of Disclosure Document with SERC

- KHR 6,000,000 (USD 1,500)

b- Listing fee with CSX

- Listing eligibility review: KHR 2 million (USD 500)

- Initial listing fee: KHR 3.84 million or min KHR 4 million** (USD 961)

c- Other expected expenses

- Underwriting fee : Min KHR 400 million** (USD 100,000)
- Legal advisory fee : KHR 60 million (USD 15,000)
- Accounting preparation fee : KHR 127.72 million (USD 31,930)
- Depository fee : to be determined when listing
- Securities registrar fee : 0.02% of the total offering size**
- Printing and advertising fee : KHR 40 million (USD 10,000)
- Other expenses*** : KHR 40 million (USD 10,000)

* The actual payment is in KHR. We assume the exchange rate USD 1 = KHR 4,000 for simplicity purposes.

** To be determined with the total offering amount/price.

*** Other expenses include travel and roadshow expenses, Disclosure Document translation fee, and other miscellaneous and contingencies expenses.

7- Description of equity securities being offered

According to the MAA of DBD, the total registered capital amounts to KHR 12,000,000,000 represented by 12,000,000 class B shares, each share having a par value of KHR 1,000 (USD 0.25). The registered capital of the Company may be increased by the issuance of new shares. Number of Authorized Shares can be changed or modified upon a change of par value.

According to the BOD resolution dated 03 December 2020, the Company consists of two classes of shares as follows:

- Class A shares (voting shares) of 12,000,000 (twelve million) shares each of which having a par value of KHR 1,000 (one thousand riels) per shares with a total value of KHR 12,000,000,000 (twelve billions riels).

- Class B shares (voting shares) of 6,461,538 (six million four hundred sixty-one thousand five hundred and thirty-eight) shares, each of which having a par value of KHR 1,000 (one thousand riels) per share, which will be added after the Company is listed.

DBD and its shareholders have decided to issue new shares of 35% (6,461,538 shares) of the total number of shares for the IPO.

a- Number of shares

Table 12: Number of offer shares

Equity securities	Class A Voting Shares	Class B Voting Shares
Total number of shares	6,461,538	12,000,000

b- Offering term

Table 13: Offering terms

Listed entity	DBD Engineering Plc.
Class of offered shares	Class A voting share
Type of offering	New voting shares
IPO percentage	35%
Number of offered shares (35%)	6,461,538 shares
Par value	KHR 1,000 (USD 0.25)
Offering price	KHR 2,380 (USD 0.60)
Offering amount	KHR 15,378,460,440 (USD 3,844,615), subject to the actual demand from strategic investors
Total number of shares	Class A voting shares of 6,461,538 shares (IPO)
	Class B voting shares of 12,000,000 shares
	Total voting shares of 18,461,538 shares
Market capitalization	KHR 43,938,460,440 (USD 10,984,615)
P/E ratio	10 times (based on profit of 2019)
Listing	To be listed on the Growth Board of Cambodia Securities Exchange
Term of payment	100% of subscription amount upon the submission of subscription application
Minimum subscription amount	100 shares
Subscription period (tentative)	The subscription period will commence from 7:30 am on 26 July 2021 and end at 5:00 pm on 18 August 2021, unless such period is shortened or extended by an agreement between DBD and the Underwriter subject to the approval by SERC.
Allotment date (tentative)	The date for the allotment will be 24 August 2021 and the payment date will also commence on 24 August 2021. The excess amount (if any) will be returned to the corresponding subscribers on the payment date.

Note: USD 1 = KHR 4,000

c- Allotment

Allotment criteria

The shares offered by DBD will be available to the ESOP of DBD and public investors during Subscription. The allotment criteria are prescribed under the Guideline on the Book Building and Subscription of Equity Securities of SERC. According to Article 36 of the Prakas No. 005/15 SECC/BRK, 20% of the total offered shares need to be allocated to Cambodian investors in subscription unless otherwise instructed and approved by SERC. The other 80% of the total offered shares need to be allocated to Cambodian and non-Cambodian investors.

The percentage allocation for ESOP and Public Investors and other Investors is as follows:

Table 14: Securities allotment to different types of investors

Investor Group	Allotment Shares	Allotment Ratio
ESOP (1)	646,154	10.00%
Public Investors (2)	5,815,384	90.00%
Total (3= (1)+(2))	6,461,538 Shares	100.00%

Note: The percentage of the distribution may vary depending on the results of subscription.

d- Description of equity securities

DBD has two (2) classes of shares including Class A Voting Shares and Class B Voting Shares with the par value of KHR 1,000 (USD 0.25) per share.

Class A (Voting) Shares has rights and features as follows:

a) Voting: The holders of Class A (Voting) Shares shall have full voting rights, one (1) vote for each Class A (Voting) Share.

b) Dividend:

- Dividend: dividends declared by DBD in any fiscal year shall be distributed among the holders of Class A (Voting) Shares and Class B (Voting) Shares on a pro rata basis.

- Minimum Guaranteed Dividend: The holders of Class A (Voting) Shares shall be guaranteed an annual dividend yield of 5.5% of the total number of shares held as of the day immediately preceding the ex-dividend date multiplied by the initial public offering price for the period of 3 years (both cash and stock dividend), effective after a 12 months period from listing date or shorter if approved by the board of director of DBD. DBD may distribute dividends in the form of stock dividends, based on the closing price as of the trading day immediately preceding the ex-dividend date, to satisfy the whole or any part of the Minimum Guaranteed Dividend. If the available profit for distribution is more than the Minimum Guaranteed Dividend but DBD does not have cash available for full guaranteed dividend payment or does not have an intention to issue the stock dividend, the unpaid guaranteed dividends shall be accumulated to the following fiscal year meaning that the Minimum Guaranteed Dividend for the following year shall be increased by the amount of unpaid dividends from the previous year. If the available profit for distribution is less than the Minimum Guaranteed Dividend, DBD is not able to declare its dividend. Then, the remaining guarantee period will be moved forward by starting from the next following year. If the available profit for distribution is less than the Minimum Guaranteed Dividend If DBD is not able to declare its dividend, the remaining guarantee period will be moved forward by starting from the next following year.

c) Information: the holders of Class A (Voting) Shares shall have an access to information in accordance with the application law.

d) Liquidation:

- Holders of Class A (Voting) Shares shall have the right to receive the residual property of DBD upon liquidation.

Class B (Voting) Shares have rights and features as follows:

a) Voting: The holders of Class B (Voting) Shares shall have full voting rights, one (1) vote for each Class B (Voting) Share, equal to that of Class A (Voting) Shares.

b) Dividend: dividends declared by DBD in any fiscal year shall be distributed among the holders of Class B (Voting) Shares and Class A (Voting) Shares. For the avoidance of doubt, holders of Class B (Voting) Shares shall not be entitled to the minimum guaranteed dividend.

c) Information: the holders of Class B (Voting) Shares shall have an access to information in accordance with the application law.

d) Liquidation: Holders of Class B (Voting) Shares shall have the right to receive the residual property of DBD upon liquidation.

e) Conversion: The holders of Class B (Voting) Shares shall have the right (not an obligation) to convert all of its shares to Class A (Voting) Shares, at the ratio of one (1) Class B (Voting) Share per one (1) Class A (Voting) Share, should they request for the conversion upon satisfaction of and subject to all of the following conditions:

- (i) Three (3) years of dividend guarantee period
- (ii) DBD has no accumulated Minimum Guaranteed Dividend remaining outstanding.

(iii) The conversion right shall be exercised with respect to all of the Class B (Voting) Shares issued and outstanding.

(iv) These Articles shall be amended to give effect to the conversion of Class B (Voting) Shares into Class A (Voting) Shares.

Common Provisions

a) Pre-emptive Right:

Each shareholder shall have a pre-emptive right in respect of the same class of shares as those held by it that are newly issued by DBD so as to subscribe for such new shares according to its respective shareholding ratio. A shareholder of one class of shares shall not have (and shall waive to the extent permissible) any pre-emptive right to any other class of shares it does not hold.

e- Offering price

DBD's final offering price is KHR 2,380 (USD 0.60). The price was determined and agreed upon by DBD and SBIR based on the actual market situation, after taking into consideration factors such as DBD's financial and operating history and the future projected growth of the Company.

The equity value and the offering price of DBD's shares are calculated based on the relative valuation model by comparing the Company to the peer group with engineering business operations listed on the region's stock markets and those on CSX.

SBIR reasonably believes that a relative valuation model using market multiples is more appropriate compared to absolute model or discounted cash flow model, which requires estimation on both cash flows and discount rate. Material information for estimating the cost of equity (such as market volatility, beta, benchmark return and risk-free rate) is not readily available in Cambodia given that there are no publicly traded government bonds and the capital market in its infancy. Hence, it would entail many assumptions which would make overall valuation less reliable.

f- Net assets per share, earnings per share, P/E ratio or price earnings multiple per share and dividend yield per share

f-1- Net assets per share

Table 15: Net assets per share

Statement of financial position	31 December 2018 Audited		31 December 2019 Audited	
	USD	KHR'000	USD	KHR'000
Assets				
Non-current assets				
Property, plant and equipment	180,073	723,533	2,544,441	10,368,597
Intangible assets	-	-	40,781	166,183
Right-of-use asset	148,990	598,642	109,695	447,007
Other non-current asset	20,000	80,360	35,000	142,625
Total non-current assets	349,063	1,402,535	2,729,917	11,124,412
Current assets				
Contract assets	343,510	1,380,223	2,406,948	9,808,313
Other current assets	213,406	857,464	680,595	2,773,425
Inventories	1,161,440	4,666,666	1,233,507	5,026,541
Trade receivables	865,762	3,478,632	1,919,941	7,823,761
Fixed deposit	1,274,853	5,122,360	1,073,147	4,373,074
Cash and bank balance	1,047,033	4,206,979	16,267	66,288

Statement of financial position	31 December 2018 Audited		31 December 2019 Audited	
	USD	KHR'000	USD	KHR'000
Total current assets	4,906,004	19,712,324	7,330,405	29,871,402
Total assets (A)	5,255,067	21,114,859	10,060,322	40,995,814
Equity and liabilities				
Equity				
Share capital	142,500	575,273	142,500	575,273
Retained earnings	3,421,289	14,116,861	4,421,600	18,170,120
Other reserves	-	(372,829)	-	(146,685)
Total equity	3,563,789	14,319,305	4,564,100	18,598,708
Liabilities				
Non-current liabilities				
Borrowings	173,389	696,677	1,475,590	6,013,029
Lease liabilities	163,224	655,834	108,181	440,838
Total non-current liabilities	336,613	1,352,511	1,583,771	6,453,867
Current liabilities				
Borrowings	419,082	1,683,871	860,880	3,508,087
Overdraft	241,908	971,986	1,463,906	5,965,417
Trade and other payables	491,339	1,974,200	1,353,447	5,515,296
Amount due to shareholders	105,235	422,834	33,075	134,781
Lease liabilities	49,811	200,141	55,042	224,296
Contract liabilities	6,290	25,273	146,101	595,362
Current income tax liabilities	41,000	164,738	-	-
Total current liabilities	1,354,665	5,443,043	3,912,451	15,943,239
Total liabilities (B)	1,691,278	6,795,554	5,496,222	22,397,106
Total equity and liabilities	5,255,067	21,114,859	10,060,322	40,995,814
Number of shares before IPO (C)	-	-	12,000,000	
Net assets, USD (A)-(B)	-	-	4,564,100	-
Net assets per share, USD (A-B)/(C)	-	-	0.38	-
Number of shares after IPO (D)	-	-	18,461,538	
Net assets, USD (A)-(B)	-	-	4,564,100	-
Net assets per share, USD (A-B)/(D)	-	-	0.25	-

f-2- Earnings per share

Table 16: Earning per share

Description	31 December 2019 USD
Net profit for the financial year (A)	1,100,311
Dividend paid (B)	-
(1) = (A) – (B)	1,100,311
Number of shares after IPO (2)	18,461,538
Earnings per share (1)/(2)	0.0596

f-3- P/E ratio or price earnings multiple per share

Table 17: P/E Ratio

Description	31 December 2019 USD
IPO Price per share (1)	0.60
Earnings per share (2)	0.0596
P/E (1)/(2) (time)	10

f-4- Dividend yield per share

Table 18: Dividend yield per share

Description	31 December 2019 USD
Annual dividend per share (1)	0.01
IPO price per share (2)	0.60
Dividend yield per share (1)/(2) (%)	1.66%

g- Rights and obligations as a shareholder

Unless otherwise provided by the Company's MAA, or upon the special resolution of shareholders, a holder of each ordinary share of the Company shall be entitled to have:

1. The right to join general meeting of shareholders and the right to vote directly or by proxy at any meeting of shareholders. The ordinary share of the Company provides the holder 01 (one) vote in general meeting of Shareholders;
2. The right to receive any dividend or benefits distributed by the Company;
3. The right to receive the remaining property of the Company upon dissolution and liquidation;
4. The right to obtain all kinds of information including the Company's business information and the Company's accounting records at the registered office during working hours or at the general meeting of shareholders.

Each shareholder's responsibility is limited to the number of shares.

g-1- Repurchase of shares

The Company may repurchase its own shares upon the prior approval with affirmative votes of at least 75% (seventy-five percent) of total members of the Board and affirmative votes of at least 75% (seventy-five percent) of the total voting shares, in accordance with applicable laws and regulations.

g-2- General meeting of shareholders

The Company shall hold an annual general meeting of shareholders at least once a year but not later than 06 (six) months after the end of each fiscal year. An extraordinary general meeting of shareholders may be held at any time by the request of the BOD with affirmative votes of total Board's members or by written request of the shareholders holding at least 51% (fifty-one percent) of the total voting shares in the Company.

The Board of Directors shall determine the date and time of the general meeting of shareholders. The general meeting of shareholders shall be held at the registered office or in another place as determined by the BOD or the shareholders who called for the meeting.

g-3- Notice of the general meeting of shareholders

The Chairman of the Board or the Board of Directors shall notify, by written invitation or other electronic means, all shareholders of the Company about each general meeting of Shareholders at least 20 (twenty) days but not more than 50 (fifty) days prior to the meeting's date. The notice shall indicate clearly about date, time and venue as well as the agenda to be discussed and decided.

g-4- Modification of agenda of shareholders meeting

Shareholders present in person or by proxy holding at least 75% (seventy-five percent) of the voting shares, may amend the agenda at or before the meeting.

g-5- Record date

For the purpose of determining the number of shareholders who are entitled to notice of or to vote at any shareholder meeting or any adjournment thereof, the Board may fix a record date, which shall not be more than 50 (fifty) days and not less than 20 (twenty) days before the date of shareholder meeting on which the particular action, requiring such determination of shareholders, is to be taken.

If the Board of Directors has not established a record date, the record date shall be at the end of the business day before notice of the meeting is given, or if no notice is given, the day which the meeting is held.

The record date to determine the number of shareholders for any matters, other than the right to receive notice of a meeting or the right to vote, shall be at the end of the business day that the Board of Directors passes the resolution relating to the matter.

When determination of shareholders entitled to vote at the meeting of shareholders has been made, such determination shall apply to any adjournment of the meeting, unless the Board of Directors has fixed a new record date.

g-6- Quorum

The quorum for any shareholders' meetings shall be shareholders present in person or by proxy, holding at least 51% (fifty-one percent) of total voting shares. Shares which are present by proxy shall be counted toward determining the presence of a quorum. If a quorum cannot be obtained at a properly convened shareholders' meeting, the meeting shall be adjourned for 30 (thirty) days. Notice of the adjournment shall be sent to all shareholders. At the resumption of the adjourned meeting, a quorum shall be all shareholders present at such adjourned meeting.

g-7- Proxy

Any shareholder may give a written proxy to any person to attend and vote at any shareholders' meeting. The proxy shall be valid only for one such general meeting (the adjourned shareholders' meeting is considered as the same part of the general meeting of shareholders). The proxy may be revoked at any time and automatically if the shareholder who gave the proxy personally attends a general meeting of shareholders. In the case a proxy proposes to vote at a general meeting of shareholders, the instrument of appointment of the proxy shall be provided to the Chairman of the Board of Directors at or before the commencement of that meeting.

The instrument appointing a proxy shall be dated and signed by the shareholder who gave the proxy and shall contain at least the following:

1. The number of shares held by the shareholder who gave the proxy;
2. The full name and address of the proxy; and
3. The meeting for which the proxy is appointed.

g-8- Dissolution and liquidation

The Company may cease the carrying on of business and may be liquidated in accordance with a special resolution of shareholders in the following cases:

1. Company's bankruptcy;
2. Resolution of shareholders holding a majority of at least 75% (seventy-five percent) of total voting shares.

The Company may also be dissolved by a decision of the court.

In the event of liquidation, the Board of Directors shall prepare a dissolution plan which shall be implemented upon receiving approval from Shareholders. Dissolution and liquidation shall be in accordance with the applicable laws and regulations.

8- Use of Proceeds

Through the IPO of 6,461,538 shares with the offering price of KHR 2,380 (USD 0.60), DBD expects to raise KHR 15,378,460,440 or USD 3,844,615 before deduction of registration fees of Disclosure Document, listing fees at CSX, depository fees, other advisory fees (underwriting, accounting, legal) and other offering expenses.

DBD intends to use such net proceeds for the following purposes:

- Additional working capital;
- Funding construction business;
- Purchasing and upgrading equipment; and
- Other general corporate purposes.

Table 19: Use of proceeds

No.	Purposes	Amount (USD)	%
1	Additional working capital	768,923	20%
2	Funding construction business	1,153,385	30%
3	Purchasing and upgrading equipment	384,462	10%
4	Other general corporate purposes	1,537,846	40%
Total gross proceeds		3,844,615	100%

Additional working capital

Approximately 20% (equivalent to approximately USD 768,923) of the gross proceeds from the IPO will be used to support working capital needs and cash flow under DBD's ongoing and upcoming projects. The construction industry is considered a capital intensive industry because a sufficient amount of cash reserve is required for the early stage of construction works to pay for upfront costs, which generally include costs of material such as pipe piles, concrete, cement, steel, and labor fees. The payment of the construction project is divided into multiple settlements and payment is only made accordingly to the work progress. Therefore, DBD considers that raising additional funds from the IPO will help with expanding the business and capturing business opportunities in the market as an alternative option aside from additional banking facilities.

Please refer to Ongoing Projects in 2020 in *Section 4: Company Information* for details.

Funding construction business

Approximately 30% (equivalent to approximately USD 1,153,385) of the gross proceeds from the IPO will be used to fund the construction business to enhance the current core business in MEP and Civil Engineering and to extend the production line on ducting system from own-use to a factory that will be able to supply other contractors in Cambodia. The Company also plans to use this portion of the proceeds for building a new head office on the land owned by the Company, which could cut down the monthly expense on current office rental.

Purchasing and upgrading equipment

Approximately 10% (equivalent to approximately USD 384,462) of the gross proceeds from the IPO will be used to purchase equipment to strengthen the market position in the construction business in Cambodia. The equipment which DBD plans to purchase includes:

Table 20: The equipment to be purchased with IPO proceeds

No.	Machine	Model	Manufacture Year	Capacity/ Power	Qty	Unit Price (USD)	Total Amount (USD)
1	CNC Hydraulic Bending Machine Press Brake E21 Controller, X Y axis	Model: WC67Y-100T/3200	2018	Pressure 1000KN, Bend Leng 3200mm, Columns Distance 2600, Open Height 385mm, Throat Depth 320mm, Slide Stroke 120mm, Motor Power 7.5kw, Size:	1	9,940	9,940

No.	Machine	Model	Manufacture Year	Capacity/ Power	Qty	Unit Price (USD)	Total Amount (USD)
				3300x1620x240mm, 7000kg			
2	CNC Hydraulic Swing Beam Shearing Machine E21 Controller	Model: QC12Y-6X3200	2018	Max Cutting thickness 6mm, length 3200, Cutting angle 1.30, Ram strokes 18n/min, Back stop range 20-600mm, Motor 7.5kw, Machine Size 3820x1660x1620mm, 6100kg	1	9,200	9,200
3	Excavator 03 Y1987	Excavator 03	1987	KOMATSU (PC20-7 1500KG)	1	30,000	30,000
4	Excavator Y1992	Excavator	1992	KOMATSU (PC20-7 1600KG)	2	13,950	27,900
5	Bulldozer Komatsu metal wheel	Komatsu	1999	1,150 Horsepower (860kW)	1	11,000	11,000
6	Crane Truck Hyundai	Hyundai	1996	HYUNDAI 5Ton	1	40,000	40,000
7	Van Istana	Ssang Yong ISTANA 1995 Dark Green	1995	240kg/12seat	1	5,900	5,900
8	Other specialized equipment	-	-	-	-	-	250,522
Total							384,462

Other general corporate purposes

The remaining balance of approximately 40% (equivalent to approximately USD 1,537,846) of the gross proceeds will be used for other general corporate purposes.

To the extent that the net proceeds are not immediately applied to the above purposes and to the extent permitted by applicable laws and regulations, the Company intends to deposit the proceeds into short-term demand deposit accounts held at licensed financial institutions in Cambodia.

The Company will issue an announcement in case there is any material change in the use of proceeds from the IPO as set out above.

The Company will be responsible for related IPO expenses including registration fees of Disclosure Document, listing fees at CSX, depository fees, and other advisory fees (underwriting, accounting & auditing, legal) and other offering expenses.

9- Reasons for the listing

DBD considers the Company's expansion plan to be capital intensive. While the Company's business generated net operating cash inflow, additional funding from IPO will help DBD to effectively implement the Company's business strategies. Even though the Covid-19 pandemic in 2020 affected the world economy including Cambodia, the Company still secured some projects for the years ahead. Therefore, funding from the IPO will support the Company's expansion plan and at the same time maintain enough working capital for the Company's operations.

a- Funding DBD's expansion plans

DBD expects that as the Company's business grows and demand for the Company's services increases, larger amounts of capital as well as more substantive amounts retained for costs such as prepayment of suppliers and subcontracting fees will be required. In view of the long-term objective of DBD to pursue business growth, DBD

considers that it is in the best interest of DBD to seek further investments from a broad shareholder base instead of from the controlling shareholder. Accordingly, DBD considers that the listing allows the Company to raise capital through equity infusion to fund the Company's continuous growth, and enable the Company to grow faster than if limited to internal resources if the Company remains private.

b- Enhance the company's visibility and credibility

Upon listing, DBD is subject to CSX and SERC's disclosure and corporate governance standards. DBD believes that the listing will provide the Company with the benefit of greater credibility, enhance the financial status, and improve credibility with customers. Going public will raise the Company's profile and public awareness in Cambodia and beyond, making the Company's range of services known to new potential customers and strategic business partners, which could lead to an increase in market share and industry influence. DBD also believes that the customers, the suppliers and subcontractors may prefer to deal with listed corporations give their reputation, listing status, public financial disclosures, transparency and enhanced internal control system and corporate governance.

c- Meaningful incentive scheme to retain talents

In addition, a public listing status may also enable DBD to attract and retain talent. As part of the listing, DBD will adopt an Employee Stock Ownership Plan (ESOP) to provide additional incentives to DBD's employees. As DBD's business requires the strong support from experienced engineers and skilled personnel who have experience in infrastructure pipeline engineering, the ESOP will enhance compensation and help retain employees.

10- Dividend distribution policy

The Company's intention is to allow shareholders to participate in the Company's profit through the distribution of dividends properly and effectively while leaving adequate reserves for the future growth of the Company. Dividends declared by DBD in any fiscal year shall be distributed among the holders of Class B voting shares and Class A voting shares.

The ability to pay future dividends to the shareholders is subject to various factors including but not limited to the financial performance, cash flow requirements, availability of retained earnings, capital expenditure requirements and any other factors considered relevant by the Company's BOD.

a- Minimum guaranteed dividend

As an incentive to the public investors, the BOD of DBD has adopted a dividend policy with an annual guaranteed dividend yield of 5.5% to the holders of Class A voting shares. For the avoidance of doubt, holders of Class B voting shares shall not be entitled to the minimum guaranteed dividend.

The holders of Class A voting shares shall be guaranteed an annual dividend yield of 5.5% of the total number of shares held as of the day immediately preceding the ex-dividend date multiplied by the initial public offering price for the period of 3 years (both cash and stock dividend), effective after a 12-month period from listing date or shorter if approved by the BOD of DBD.

DBD may distribute dividends in the form of stock dividends, based on the closing price as of the trading day immediately preceding the ex-dividend date, to satisfy the whole or any part of the Minimum Guaranteed Dividend. If the available profit for distribution is more than the Minimum Guaranteed Dividend but DBD does not have cash available for full guaranteed dividend payment or does not have an intention to issue the stock dividend, the unpaid guaranteed dividends shall be accumulated to the following fiscal year meaning that the Minimum Guaranteed Dividend for the following year shall be increased by the amount of unpaid dividends from the previous year. If the available profit for distribution is less than the Minimum Guaranteed Dividend, DBD is not able to declare its dividend. Then, the remaining guarantee period will be moved forward by starting from the next following year.

b- Dividend declaration

Notice of dividend distribution shall be sent to the shareholders in writing.

c- Dividend distribution

The BOD is entitled to set apart a portion of the net profit as appropriate for transferring in reserve funds, in accordance with applicable laws and regulations, to use in business operations.

If the Company has incurred losses, no dividend may be distributed until such losses have been recovered.

SECTION 3: RISK FACTORS

IMPORTANT NOTICE

An equity investment is a high-risk investment. Prospective investors should carefully consider all the information in this Disclosure Document, and in particular, the risks described in this section, prior to making an investment in DBD's shares. Investors should seek appropriate advice from an accredited investment advisor or advisory firm.

Investors should read this section entitled "Section 3: Risk Factors" in conjunction with the sections entitled, "Section 4: Company's Information" and "Section 7: Financial Information" together with all the other financial and statistical information available in this Disclosure Document.

If any of the following risks occur, DBD's business or financial position may be adversely affected, resulting in the decline in the price of DBD's shares, and persons who have invested in DBD may lose all or part of their investment.

The risks discussed in this section are not exhaustive and DBD and persons who have invested in this IPO may come across additional risks. DBD's business could be adversely affected by additional factors that they are not aware of at this time, or that DBD does not presently consider to be material to their business. Unless otherwise stated in the risk factors set forth below, DBD is not in a position to quantify or specify with any precision the impact of the risks mentioned herein.

The risk factors which have been included in this Disclosure Document have been decided upon with regard to their materiality, and in particular:

- The materiality of risks which are not individually material, but when considered together with other risks may be material;*
- The materiality of risks which have a qualitative as opposed to quantitative impact on DBD's operations or financial performance; and*
- The materiality of risks which may not be material at this point of time, yet may materially impact DBD or persons who invest in this IPO in the future.*

Please be advised that the absence of management's view and risk mitigation in respect of any risk factor is not an oversight. In respect to many of the risk factors contained herein, risk mitigation is not possible or no actions to mitigate the risk have been taken.

1- Risks relating to DBD's business and operations

a- Risk of cost underestimation

Most of the projects obtained by the Company have been referred by other clients, or the Company has been invited to submit a bid. There is risk that the Company might bid too low on the project due to underestimation of the cost of the materials or the labor. There are several factors that could lead to a cost underestimation, including unknown labor costs, time, errors in drawings, discrepancies in specifications, the fluctuation of materials prices, and the changes in the scope of works. Underestimating the actual cost of the project can have adverse effects on profitability.

Mitigation:

The Company has created comprehensive standards and guidelines for every bid it tenders; there are three steps: (1) surveying led by surveyor team, (2) price estimation and (3) validation being checked by the authorized bidder. The bid scrutiny process is conducted by the Company experts including the legal team and technical experts who review drawings and specifications as well as perform onsite inspections of each project.

b- Risk of materials shortage and price volatility

DBD relies heavily on supplies and commodities obtained from overseas markets due to the lack of availability in Cambodia. Prime examples of commodities used in DBD's business are steel and concrete, which the Company mainly imports from Thailand, China, and Vietnam. Typically, prices fluctuate on these commodities by about 3%-5% per year. The price and overall availability can be affected by many factors such as regional and world demand, regional and world economic conditions, weather, oil prices, geopolitics, etc.

Due to the nature of its business, DBD submits bids on projects and is contractually bound to the accepted bid price. DBD submits bid prices based on its own best estimates about project costs including estimates about supply

costs. If supply costs increase after a bid has been accepted, DBD cannot pass the additional costs on to the client and may have no choice but to purchase supplies at the increased cost, thus lowering the overall profitability of the project. There is also the risk that the supplies necessary for the project could become delayed or temporarily unavailable, thus delaying the project completion time and raising overhead costs. Any unforeseen increase in supply costs or delay in receiving supplies may have an adverse effect on the Company's business and profitability.

Mitigation:

The Company maintains good relationships with a variety of suppliers and has procedures in place to minimize the risks associated with the fluctuations of supply prices. The main procedure is negotiating the price ahead of time with the suppliers, so that the supply price is fixed during the life of the project. As part of the negotiation process, the Company, when possible, combines the supply needs of all of its ongoing projects in bulk to gain bulk discounts and add leverage to its negotiating position. Additionally, the Company seeks to obtain most of the necessary supplies before the commencement of the project in order to mitigate both price fluctuation risk and risk of supply delays.

Although the Company is contractually bound to the bid cost and project timeframe for each project, it may, in extenuating circumstances, attempt to renegotiate with the project owner for new timelines and budgets in the case of extreme market events beyond the Company's control.

c- Labor absenteeism

According to the Company, the industry absenteeism rate is about 10% to 15% every day, and the industry employee turnover rate is about 15% to 20% annually. The absence of sufficient labor can cause short term delays and can increase the total project duration. Shortage of labor can cause overhead to be used inefficiently, which can increase costs and reduce profitability.

Mitigation:

While some labor absenteeism is out of the Company's control, it does utilize finger scanning technology to ensure that it pays only workers who were actually present. This also allows the Company to monitor in real time the labor situation on each project site. If workers are absent, the Company has a team to follow up with them to determine the reason for the absence and when they will return to work.

Concerning the employee turnover rate, the Company seeks to retain workers by always paying them on time and ensuring they are satisfied with their working conditions in order to avoid attrition.

While the Company takes reasonable steps to reduce absenteeism and turnover rates, it is greatly out of the control of the Company. Therefore, absenteeism and turnover remain a predictable but minimal threat to the operations and profitability of the Company.

d- Risk from competition

Due to a strong and growing construction industry, the number of construction companies, both foreign and domestic, has rapidly increased. DBD is facing increasingly strong competition in the bidding process for projects. Competitors with large capital bases are lowering bids in order to get a foothold in the market. This puts strain on DBD to also lower bid prices in order to win contracts. The competitive atmosphere in the Cambodian construction industry could have an adverse effect on the profitability of the Company due to the risk of losing bids or reduction in profitability on projects where DBD had to lower its bid price in order to win the contract.

Mitigation:

Due to its extensive experience in the Cambodian construction industry, the Company is able to select projects to bid on that are in line with the Company's expertise. This allows the Company to control project costs and place appropriately priced bids that allow it to remain profitable. Additionally, the Company's strong reputation and 25 years of experience help it win project bids even if it is not the lowest bidder.

e- Weather-related risk

Cambodia has a rainy season from roughly May to October every year, during which time heavy rains can cause flooding, which mostly affects the transportation of supplies and equipment due to road flooding but may also cause flooding and delays at individual project sites. Either type of flooding can cause delays in project completion, which can increase costs and reduce profitability.

Mitigation:

The Company attempts to time certain construction activities to coincide with the dry season in Cambodia. Schedules are well planned out to account for the possible flooding during rainy season. Even with planning, it is not always possible to conduct all activities according to the anticipated weather. Therefore, some delays due to weather and flooding are inevitable and can have an adverse effect on operational efficiency and profitability.

f- Risk of accidents

Due to the nature of the construction industry, risk of accidents is inherently high. Workers must deal with heavy equipment, tall heights, difficult site conditions, and hazardous materials. Lack of strict regulations in Cambodia means that site workers are often uneducated about the various risks and how to properly avoid them. Additionally, the shortage of skilled labor means that workers often lack sufficient experience to deal properly with the heavy machinery, hazardous materials, and difficult site conditions. Even in the best-case scenarios, the construction industry carries a high risk of accidents compared to other industries. In Cambodia, accidents at construction sites occur regularly. Accidents can adversely affect the Company's operations, project duration, and profitability.

Mitigation:

The Company performs site inspections to ensure conditions are good in order to reduce accidents. The Company also trains its workers on best practices and safety regulations. Moreover, the Company seeks to comply with ISO international standards of health and safety and is in the process of applying for certification. The Company has received many certificates of safety from clients after project completion.

g- Risk of defect

Once a construction project is completed, DBD is liable for a period of up to 12 months to correct any defects in the finished project. While the Company uses its expertise and experience to produce high-quality projects, defects are part of the nature of the business. Liability to correct any defects could lead to unforeseen expenditure and could adversely affect the Company's cash flow, reputation, and profitability.

Mitigation:

DBD maintains a workforce including highly experienced engineers, builders, and project managers. The expertise of the Company's workforce means that defects are less likely to occur. While not all defects can be avoided, the Company believes that there is low risk of major defects causing serious harm to its business or financial position.

h- Risk of the delay of construction project

Delays of projects can occur due to issues from either the project owner or DBD. From the project owner, causes for delays include change of construction and installation plan, or lack of capital, etc. If the project owner causes a delay, DBD is at risk of incurring additional expenses such as labor cost, public utility cost, etc. If the delay is caused by DBD, it risks facing fines and penalties by the project owner.

Mitigation:

The negative effects of delays caused by project owners can be limited by reducing the labor cost of such projects, provided that it shall not affect the current work.

Delays caused by DBD are unusual because the Company relies on experienced project managers to keep projects on schedule by managing staff and subcontractors. Project managers constantly monitor each project and produce monthly reports to be reviewed by upper management. Any potential issues can be identified early and averted with the proper planning and action.

i- Risk of loss of crucial staff

In order to maintain quality, efficiency, and a good reputation, DBD relies on the expertise of its personnel, particularly that of engineers, project managers, project engineers, and site managers. Skilled workers in these positions are very limited in Cambodia, so it is important that the Company is able to retain these professionals. However, due to the competitive nature of the construction industry in Cambodia, the risk of attrition is a constant threat. The loss of important staff members could cause delays in project completion, increase in project costs, or a decrease in project quality, any of which could materially adversely affect the Company's business, reputation, revenue, and profitability.

Mitigation:

Some workforce attrition is inevitable, but the Company seeks to minimize the impacts of it by continually expanding the capabilities of its staff through training programs. Highly skilled staff share their expertise with less experienced staff, allowing for internal replacements in the case of attrition of skilled staff. The Company also actively recruits top talent from universities and competitors. In order to retain existing staff and recruit new staff, the Company provides extensive perks aimed at increased job satisfaction; these include career development plans, annual bonuses, and competitive salaries.

j- Working capital risk

When DBD enters into a contract for a project, it is usually responsible for all upfront costs, which can be considerable. Contracts typically do not stipulate a down payment, and subsequent payments are usually made monthly based on progress. Additionally, DBD must have a performance bond for each project valued at 10% of the contract amount. The performance bond is in the form of deposits at banks that cannot be accessed until project completion; the purpose is to ensure the project owner that DBD is financially secure and capable of financing the project costs. Both factors place a great burden on the working capital of DBD.

In the industry, sufficient working capital is typically considered to be 25%-30% of the total value of all ongoing contracts. It is typically used to pay for raw materials, supplies, and labor costs. The funds come from existing working capital of the Company and is supported with credit facilities from banks. Being that the Company's business is sensitive to having sufficient working capital, any non-payment from clients or delays in payments can have materially adverse effects on the Company's working capital.

Mitigation:

To alleviate some of the working capital burdens, the Company is increasingly negotiating to receive down payments on select projects. The Company also reserves large amounts of cash on hand to fund operations. To avoid the risk of non-payment or delayed payments from clients, the Company investigates their financial position before placing a bid. Finally, the Company has a dedicated collection and procurement team that monitors and follows up on the status of all receivables.

k- Interest rate risk

The Company relies on bank loans and credit lines in order to fund its projects. If market rates increase, the Company could have to pay more in interest, which could adversely affect profitability.

Mitigation:

The Company is not exposed to interest rate risk as the Company does not have any floating rate-based financial assets and financial liabilities.

Table 21: Categories of financial assets and financial liabilities

Description	31 December 2018		31 December 2019	
	USD	KHR '000	USD	KHR '000
Financial assets				
Other non-current assets	20,000	80,360	35,000	142,625
Fixed deposit	1,274,853	5,122,360	1,073,147	4,373,074
Trade receivables	865,762	3,478,632	1,919,941	7,823,761
Cash and bank balance	1,047,033	4,206,979	16,267	66,288
Total	3,207,648	12,888,331	3,044,355	12,405,748
Financial liabilities				
Borrowings	592,471	2,380,548	2,336,470	9,521,116
Lease liabilities	213,035	855,975	163,223	665,134
Overdraft	241,908	971,986	1,463,906	5,965,417
Trade and other payables*	338,129	1,358,602	1,311,933	5,346,126
Amount due to shareholder	105,235	422,834	33,075	134,781
Total	1,490,778	5,989,945	5,308,607	21,632,574

l- Exchange rate risk relating to DBD's business and operations

DBD purchases most of its supplies, materials, and equipment from overseas and must transact in the seller's currency. This leaves the Company vulnerable to losses incurred due to fluctuations in the exchange rate between the Company's functional currency and that of its suppliers. Large fluctuations or spreads in the exchange rate can have a materially adverse effect on the Company's profitability.

Mitigation:

In order to mitigate the risk of losses due to currency exchange, the Company enters forward contracts with its suppliers. This protects the Company from fluctuations in the currency exchange rate that may occur between the time the order is placed and the time DBD pays the supplier. During the year, the Company's exposure to this risk is minimal as most of its transactions are conducted in USD.

m- Risk from the delay in invoicing

In certain projects where the construction or engineering installation work has been completed and contractual obligations can be fulfilled, the Company may not be able to issue an invoice or receive the money in time, as per the schedule, due to a delay in inspection from the customer or project owner. Delay in invoicing and receiving payments from customers can harm DBD's business and cash flow.

Mitigation:

The Company tracks these issues closely and issues invoices as soon as possible. If a customer or project owner is delaying final inspection, the Company will follow up with them regularly.

n- Risk from broken/damaged equipment during the project implementation

The equipment and construction tools can be broken or damaged during the project implementation due to the humid weather conditions in Cambodia and the quality of the equipment and construction tools that DBD has bought. Any breakage or damage could lead to the delay of the project completion.

Mitigation:

The possibility of broken/damaged equipment and construction tools during the project implementation remains low as DBD has frequently checked the equipment through timely maintenance. In addition, DBD has bought high-quality equipment and construction tools from abroad.

o- Risk from disputes with the clients

DBD is subject to the dispute risk with the clients in the ordinary course of the Company's business, particularly in respect of any breach of terms and conditions in the contract. Any litigation arising from the disputes could potentially impact the Company's reputation, affect the Company's financial position, and may expose the Company to financial liability.

Mitigation:

As of the date of this Disclosure Document, DBD is not involved in any litigation arising from disputes with the clients. To prevent disputes, DBD has appointed a legal advisor to provide advice on the terms and conditions mentioned in the contracts between DBD and its clients. In case any term is not clear, the advisor will represent DBD in discussions with clients. DBD has always complied with the terms and conditions in its contracts as well as the regulations in Cambodia.

2- Country and industry risks

a- Risks related to the real estate industry

The construction sector has been one of the main contributors to the Cambodia economy. The real estate and construction industry grew by 18.1% in 2018 while the number of condominium units rose by about 120%, as reported by CBRE. It is predicted in 2019 that the industrial sector, which is supported by the construction sector, could contribute around 10.2% to the GDP as reported by CBRE, *Real Estate Market Outlook 2019*. The overall outlook of the real estate market has shown that the demand for condominiums in 2018 has increased remarkably.

Fluctuations in property development directly impact the Company's business. Even though there is expansion in the real estate and construction industries, there is no guarantee that it will continue. Any downturn in the real estate or construction industries can materially adversely affect the Company's business, revenues and profitability.

Mitigation:

The company is prepared to face these risks by initiating effective marketing strategies to increase business while simultaneously implementing cost controls on all operations. Please refer to “ a-5-Business strategies and future plan” in section 4 of this Disclosure Document for details.

b- Poor infrastructure risk

Despite the Cambodian government’s effort to improve the infrastructure in the country, it is still lacking. Issues such as electricity shortage, water shortage, flooding and road construction result in project delays and additional costs for the quickly growing construction industry.

Mitigation:

If a project overruns its timeline due to infrastructure problems, the Company will request the project owner to allow more time or for project completion.

c- Macro-economic conditions and systemic risks

DBD’s performance is impacted by macro-economic conditions and other factors such as epidemics, pandemics or large-scale medical emergencies which have had and/or, in the future, could have a material adverse effect on DBD’s business and operations. The impacts of the COVID-19 global pandemic on construction contracts in Cambodia since early 2020 have been the subject of great interest and concern by real estate developers and construction companies, although the construction industry has not yet been subject to any specific prohibition and construction worksites can remain open and operational. However, in practice, the sector is being unavoidably impacted by COVID-19 as all companies are obliged to ensure the health and safety of their employees and others in the workplace. Hence, the ability of contractors to complete construction projects on time and within the agreed budget could be impacted by putting in place measures such as quarantines and social distancing.

Mitigation:

DBD has secured projects through 2022. While the current pandemic may produce some destabilization in the economic environment and low economic growth in the short term, economic growth is expected to turn positive in 2021. The effects of the pandemic on the Company’s business are expected to be short in duration and therefore minimal due to the long-term nature of DBD’s contracts and projects.

d- Political risks

Adverse developments in the political and economic conditions in Cambodia and other countries in the region could materially affect the business, performance, financial condition, results of operation and prospects of DBD. During previous election years, customers have been known to postpone building operations pending the completion of the election process. Investors should note that whilst DBD strives to continue to take effective measures such as prudent financial management and efficient operating procedures, there can be no assurance that adverse political and economic factors will not materially and adversely affect DBD.

Mitigation:

To mitigate the effect on the political risks, DBD designs and implements a strong and efficient business model including good liquidity, which enables DBD to withstand unexpected changes brought on by changes in the political system. Whilst DBD strives to continue to take effective measures such as prudent financial management and efficient operating procedures, there can be no assurance that adverse political and economic factors will not materially and adversely affect DBD.

3. Risks associated with investing in DBD’s IPO

Besides business risks and country risks, there are several risks associated with investing in an IPO as listed below:

a. The interpretation of rules and regulations in the securities sector in Cambodia is subject to uncertainty since the securities sector is still in its infancy

The interpretation of the rules and regulations in the securities sector in Cambodia may not be clear since the sector is new. The evolving rules and regulations may cause a change to the incentive provided to investors who participate in Cambodia’s securities market.

Mitigation:

DBD suggests investors seek advice from legal firms which are specialized in securities in Cambodia to obtain detailed information before investing in shares listed on the Cambodia Securities Exchange.

b. Exchange rate risk associated with investing in DBD's IPO

Exchange rate risk comes from the change in price of one currency in relation to another. Trading of shares of DBD will be settled in KHR. Investors who do not have KHR will have to convert funds to and from KHR during initial investment in shares, any subsequent sale or purchase of shares, and for dividend payments. Investors could suffer potential losses on transactions if there is any fluctuation in the exchange rate between the investor's currency and KHR.

Mitigation:

There is no guarantee that the exchange rate between KHR and the investor's currency will be stable, so it is advised that investors take into consideration the risks of exchange rate before making an investment in the Shares.

c. Investors in DBD's voting shares may be able to exercise limited influence on the business operations or important decisions

Investors in DBD's voting shares may be able to exercise limited influence on the business operations or important decisions. Despite the voting shares issued to the public, the majority of the shares are held by the existing shareholders of the Company. Thus, the existing shareholders still have the authority by law to manage the business operation as well as make important decisions.

Mitigation:

Rights of each investor are protected by law. Thus, each shareholder can fully exercise his/her rights by law. Each shareholder can express his/her opinion and exercise his/her rights by proxy through a representative selected by them.

d. Investor's in DBD's shares may face liquidity risk when they sell their shares

The market for the shares may lack liquidity. The securities market in Cambodia is still in the early stages with few listed companies. Investors who wish to sell their shares may be unable to do so at an acceptable price, or at all, if insufficient liquidity exists in the market for the shares.

Mitigation:

Despite the small securities market, DBD believes that its shares will be attractive to investors in the secondary market due to the growth of the business.

e- Future fund raising may dilute shareholders' equity

DBD's capital requirements are dependent on, amongst other things, business expansion plans. Therefore, DBD may need additional capital expenditure for mergers and acquisitions or investments. An issue of new DBD shares or other securities to raise funds will dilute shareholders' equity interest and may, in case of a rights issue, require additional investment by shareholders.

f. Risk relating to the impairment of investment

The value of the initial investment may decrease if the share price declines on the secondary market. The decreased price of shares will be impacted by a number of factors including the Company's performance as well as external factors such as the economy of Cambodia, the region, and the world.

g. Dividend distribution may not meet the expectation of the investors

Dividend distribution to investors of the Company's shares may not meet their expectations because the dividend distribution is decided by the BOD with respect to the adopted dividend policy.

h. Risk relating to withholding tax on dividend income to non-resident shareholders

Under Cambodia's Law on Taxation, dividends paid to a non-resident shareholder are subject to a 14% withholding tax while dividends paid to Cambodian shareholders are not taxable. Following the sub-decree No.01 ANKr.BK dated 4 January 2019 on tax incentives in the securities sector, public investors are entitled to a 50% reduction of the withholding tax payable on dividends received from holding and/or trading equity securities within 3 years starting from the effective date of the sub-decree. Therefore, DBD's non-resident shareholder shall be entitled to a

50% reduction of withholding tax until 2022. If the government doesn't extend such incentives after the expiration, the non-resident shareholder may be required to pay a full 14% withholding tax in the future.

The above is not an exhaustive list of challenges DBD is currently facing or that may develop in the future. Additional risks whether known or unknown, may in the future have a material adverse effect on DBD's business or share price.

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SECTION 4: COMPANY INFORMATION

1- Company description

a- Company overview

a- 1- Profile

Founded in 1995, DBD Engineering Plc. is one of the oldest multifaceted Engineering & Construction companies in Cambodia. DBD provides design, construction, installation, and maintenance services to scores of reputed national and international companies. DBD has an excellent track record of high-quality products & services and has achieved an exceptional level of client satisfaction.

The Company believes that its multinational, professional, and highly skilled staff is its main asset. DBD takes pride in the timely completion of projects and the quality of the workmanship, which has satisfied clients in prestigious projects such as Laboratoire d'analyse médicale de la Fondation Bio Mérieux (France), Phnom Penh International Airport, the Centre de Cardiologie, Ajinomoto Factory, Minibea Factory, YAZAKI (Cambodia Arrow Product), AEON Mall 1 & 2, NIKKO KINZOKU, MIKASA, ROHTO, B-Quik, Artnature, HANA, DENSO, Hieneken Factory, Bodaiju, Liwayway Food & Industry factory, Institute Pasteur du Cambodge, NorthBridge, Mega Label and Don Bosco School.

DBD also has a strong service and maintenance team to ensure that new buildings or installations remain in top condition. The Company is expanding this division to include plant and equipment maintenance. Besides construction, installation and maintenance work, DBD's projects also represent many prestigious brands such as Schneider, Franklin France, Daikin, Ginde, LG, Mitsubishi, Kumwell, EVT, Tsurumi Pump and YAZAKI cable.

Though proud of its past achievements, DBD strives relentlessly for improvements and to keep pace with modern, energy-efficient, and eco-friendly technology. The Company continually focuses on providing high-quality products and services at highly competitive prices. DBD leverages its 25 years of local experience and growth to partner with clients for project setup or expansion.

a-2- Brief history of DBD's development

The following are the key milestones of the Company:

YEAR	DESCRIPTION
1995	- The establishment of the Company with a vision to be the leading Mechanical, Electrical and Plumbing (MEP) contractor in Cambodia
1998	- Incorporated as the company name DBD Electric Co., Ltd
2011	- Incorporated as the company named DBD Engineering Co., Ltd
2013	Project Completion: - Fuji Furukawa E&C - Premium Auto Import Co. Ltd
2014	Project Completion: - Ajinomoto Cambodia - B-Quick Cambodia - Branch of Thai Semcon - Calmet Hospital - CocaCola - FEB Cambodia - Fuji Furukawa E&C - GS Engineering and Construction Corp. - Metrey Japan - Salesian Sisters of Don Bosco - Taikisha Cambodia - TOTAL Cambodge
2015	Project Completion: - Branch of Thai Semcon - Buddhist Funiral Monument

YEAR	DESCRIPTION
	- Fuji Furukawa E&C - Northbridge - Taikisha Cambodia
2016	Project Completion: - AEON Mall - ASI International PTE.LTD. - Branch of Thai Semcon - Fuji Furukawa E&C - Taikisha Cambodia
2017	Project Completion: - Branch of Thai Semcon - Cambodia Brewery - LNF Project management
2018	Project Completion: - CAMBO SPORTING GOODS LTD - Cambodia Brewery - Fuji Furukawa E&C - FURNIA - Shinryo Corporation - SVI AEC - TOTAL Cambodge
2019	Project Completion: - Cambodia Brewery - Fuji Furukawa E&C - FURNIA - Northbridge KC - Thai Semcon
2020*	Project Completion: - Chip Mong - Northbridge KC - Taikisha Cambodia
2021*	Listed DBD's shares on the Cambodia Securities Exchange

*: *Expected completion*

a-3- Vision

DBD aims to develop management capacity capable of serving customers in all parts of Cambodia within the next 3 years, with particular emphasis in Sihanoukville and Siem Reap provinces.

a-4- Mission

DBD's mission is to make the name DBD Engineering Plc. synonymous with quality, excellence, and the responsive, intelligent, and competitive customer service that DBD has provided since 1995.

a-5- Business strategies and future plan

a-5-1- Current strategic plan

DBD's current strategic plan is to continue enhancing the Company's existing core services of MEP and Civil Engineering works and expand into manufacturing.

a-5-2- Future plan

The Company's future plans are as follows:

- Increase market share of the current MEP focused business;
- Continuous enhancement of the Company's existing core services (MEP & Civil Engineering), and extend the production line on ducting system from own-use to a factory that will be able to supply other contractors;
- Improve the Company's visibility and credibility among the public by going IPO and investing more in marketing for the Company's long-term growth.

a-6- Competitive strengths

DBD believes that the Company possesses the following competitive strengths that distinguish it from competitors:

a-6-1- Skilled contract management and expertise in dealing with construction contracts financial issues including competitive pricing

DBD believes that contract management is one of the most important elements of the Company's business. Mr. Neang Vithy who is the Founder, Chairman and Managing director has acquired extensive knowledge in contract management and is well versed in all financial matters in construction contracts throughout his over 35 years of experiences in France and Cambodia. In general, the value of works done is commonly assessed and paid with reference to the unit rates and measurement methods stated in the contract. During the course of project execution, variations such as additions or changes are often instructed by the customer and the valuation of the variations will be made with reference to the unit rates in the contract, if applicable, or new rates as agreed between the parties. Mr. Vithy plays a leading role in tendering by studying the tender particulars carefully, focusing on matters relating to measurement methods, and identifying the quantities of any missing/incorrectly measured works, and any potential areas of disruption and prolongation which may legitimately entitle the Company to claim additional monetary payment for the work done under the contract. DBD acts as the main contractor, and the Company's project team uses their expertise to improve the financial performance of the project by ensuring that all financial claims are properly supported and correctly analyzed.

Moreover, DBD's competitive pricing strategy allows the Company to usually be one of the lower bidders in each project. For example, when the Company believes that the quantities of certain items in the tender documents are overestimated, the Company may insert lower unit rates for these items so the tender in effect will become competitive as the total tender price appears to be lower.

Thus, the DBD's directors believe that the Company's in-depth knowledge of measurement methods, extensive construction experience of similar projects and sophisticated contract management skills are very crucial to the Company's business development.

a-6-2- On-time project completion due to experienced, stable, and highly dedicated senior management team and engineers

DBD's senior management team is highly experienced with many years of operational, MEP & Civil Engineering management expertise and practical experience in the construction industry in Cambodia. Mr. Neang Vithy, the Company's Founder, Chairman and Managing Director, has over 35 years of industry experience and is involved in MEP & Civil Engineering management. Mrs. Lim Muily is the Company's Executive Director and CFO who is responsible for securing project funding, securing cash flow, and implementing accounting standards. She has many years of experience relating to logistics, accounting and financial works. Mr. Norng Bamnang, the Company's Human Resources Manager, has over 16 years of experience in human resources administration and management. The Company's project managers and engineers have expertise and a great deal of experiences in MEP and Civil Engineering. DBD's management team enables the Company to secure new business, manage and execute the projects, procure materials, provide safe and healthy working conditions and ensure quality control. For details of the qualifications and experience of DBD's Directors and senior management team, please refer to Section 5 "Information of Company's Directors, Senior Officers and Shareholders" in this Disclosure Document.

The Company has an excellent track record of timely project completion, leading to client satisfaction and referrals for new projects. The Company's Directors believe that the management team's experience and extensive knowledge in MEP and Civil Engineering will sharpen the competitiveness, streamline the operations and lead the Company to achieve better results.

a-6-3- Stringent quality, safety, and environmental control

The Company has established a safety management and quality management system and has committed to strong environmental impact control. Through systematic and effective control of the Company's staff and labor along with supervision procedures for the Company's subcontractors, the Company upholds a high standard of quality and reduces issues related to quality or non-conformity with specifications and standards. The Company utilizes state-of-the-art technology, which allows it to maintain high-quality standards and timely completion of projects. To better align the Company's quality control to international standards, DBD is in the process of implementing and applying for ISO 9001:2000 for a quality management system and ISO 45001 for occupational health and safety.

DBD has developed its occupational health and safety management system through General Health Safety and Environment (HSE) Rules and Regulations to promote safe working practices among all employees, to prevent the occurrence of accidents especially for the staff at the front-line level, to promote awareness of environmental conservation and to prevent pollution of the environment resulting from related construction works.

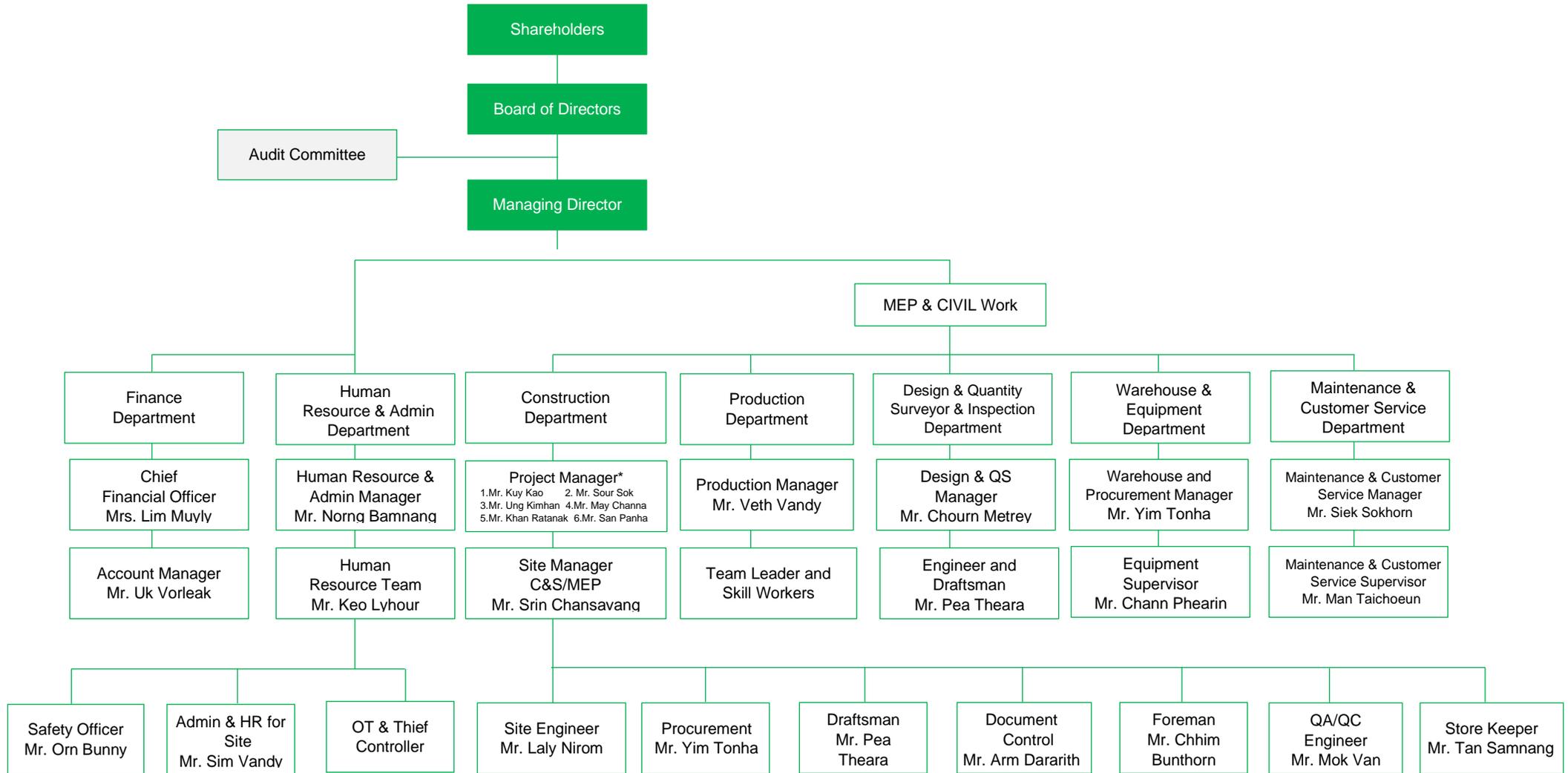
The Company believes that the strong commitment to quality, safety, and the environment along with a stringent quality assurance system will allow the Company to minimize costs and be better positioned to deliver quality work on time and within the budget to the clients and enhance its reputation as a quality and reliable MEP and Civil Engineering service provider.

a-6-4- Diversified and stable customer relationships

As evidenced by a high number of referrals, the Company has established stable business relationships with their major consultants and clients. The Company believes that such good relationships provide stronger confidence to their partners and future clients. The Company has performed as both main contractor and subcontractor, which diversifies its income generating capacity and enlarges the customer base.

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a-7- Organizational structure



Note: Information of the company's Directors and senior officers is set out in Section 5 of this Disclosure Document.

a-8- Shareholding structure of DBD

As of 31 October 2020, Mr. Neang Vithy and Mrs. Lim Muyly are the only two shareholders of DBD Engineering Plc.

Table 22: DBD's ownership as of 31 October 2020

Shareholders	% Ownership and Voting Right	Number of Shares	Share Capital (USD)	Par Value (USD)
Mr. Neang Vithy	70%	8,400,000	2,100,000	0.25
Mrs. Lim Muyly	30%	3,600,000	900,000	
Total	100%	12,000,000	3,000,000	

a-9- Company's corporate governance

a-9-1- Board of directors and senior officers

Please refer to Section 5 of this Disclosure Document for details of DBD's Board of Directors and senior officers.

a-9-2- Internal audit

The internal audit function is under the direction of the audit committee chaired by the independent director. The responsibilities of the internal audit team include the development of an audit plan and executing internal control reviews of key business processes by undertaking the following:

- Present clear and proper analysis on the operations and expected market position of the Company;
- Report on the Company's business operations by highlighting the key issues (if any);
- Ensure the effective internal control system for the benefits of shareholders, related stakeholders, and the Company's assets;
- Conduct investigation to evaluate the properness and effectiveness of corporate governance, operations, and information system including the protection of the Company's assets and the implementation of laws and regulations; and
- Provide the annual report on the audit strategic plan implementation to the audit committee and the senior officers.

b- Company's main products and services

The main service of the Company is engineering, installation, and servicing of Mechanical, Electrical, and Pumping (MEP) systems and Civil Engineering work.

The following table sets forth the classification of DBD's services:

Table 23: Classification of DBD's services

No.	Main Service	Classification of Service	Description of Service
1	MEP (Mechanical, Electrical, and Plumbing Engineering) and Civil Engineering	Mechanical & Electrical Contractor	<ul style="list-style-type: none"> - Electric panel builder (distribution board) - Medium Voltage (MV)/ Low Voltage (LV) substation and transformers - Power plant installation (generators) and power distribution (electrical main switchboard, panels) - LV distribution (bus duct, cable support and distribution and cabling works) - Lighting fixture and surge voltage protection - Generator supply
		Plumbing & Fire Fighting Contractor	<ul style="list-style-type: none"> - Plumbing sanitary - Plumbing station of water supply/sewage/storm water - Wastewater Treatment Plant (WWTP) - Fire fighting diesel engine installation - Fire protection - Hazardous area explosion proof materials - Liquid Petroleum Gas (LPG) supply piping

No.	Main Service	Classification of Service	Description of Service
		Air Conditioning/Cold Room/HVAC (Heating, Ventilation, and Air Conditioning)	<ul style="list-style-type: none"> - Air Conditioner Installation - Air compressor piping - Water-cooled chillers - Cooling tower - Chiller cooling process - Air ducting work - Variable Refrigerant Volume (VRV) system - Fresh air, ventilation and exhaust systems (including ductworks system) - Cold room - Clean room - Building Management System (BMS) implementation
		Communication & Security Systems	<ul style="list-style-type: none"> - Closed-Circuit Television (CCTV) - Private Automated Branch Exchange (PABX) - Fire alarm installation - Building Automation System (BAS)
		Design, Civil Engineering & Maintenance	<ul style="list-style-type: none"> - Structure work building - Architecture - Stainless steel plate form - Aluminum glazing - Internal renovation including masonry, plastering, repainting, etc.

c- Roles and responsibility of each department

There are seven departments at DBD. The roles and responsibilities of each department are described as below.

Table 24: Roles and responsibility of each department

Department	Roles and responsibilities
Finance Department <i>Under CFO's supervision</i>	<ul style="list-style-type: none"> - Planning, arranging, auditing, accounting for and managing Company's finances - Ensuring effective and efficient utilization of financial resources - Overseeing banking & public relations - Managing office supplies stock and placing orders
Human Resources and Administration Department <i>Under HR Manager's supervision</i>	<ul style="list-style-type: none"> - Evaluating bonus to foremen, store keeper, safety officers - Preparing staff payroll - Arranging recruitment - Arranging internal training
Construction Department <i>Under Project Manager's supervision</i>	<ul style="list-style-type: none"> - Project planning - Procurement of material - Manpower planning - Process payment claim
Design & Quality Surveyor (QS) Department <i>Under Design & QS Manager's supervision</i>	<ul style="list-style-type: none"> - Designing drawing - Construction drawing - Shop drawing - Bill of quantity
Production Department <i>Under Production Manager's supervision</i>	<ul style="list-style-type: none"> - Fabrication of air ducts, trunking, cabinet - Powder coat line - Pretreatment line
Warehouse & Equipment Department <i>Under Warehouse Manager's supervision</i>	<ul style="list-style-type: none"> - Managing work flow with Standard Operation Procedure (SOP) such as work schedule, manpower control, response to clients' comments and requirements in a prompt manner - Reporting to CFO, account manager and managing director
Maintenance & Customer Service Department <i>Under Maintenance & Customer Service Manager's supervision</i>	<ul style="list-style-type: none"> - Preventative maintenance management such as to avoid machine breakdowns or lack of emergency spare parts - Making work schedule and manpower control - Responding to daily comments and requirements from clients and consultants in a prompt manner

d- DBD business process

d-1- General workflow of DBD business operations

Set out below is the summary of the typical workflow of DBD's construction projects:

Phase 1	Project identification (1-2 weeks)	- Receive invitations to tender or submit quotation
↓		
Phase 2	Tendering and assessment (1-4 weeks)	- Evaluation, preparation and submission - Interviews, clarifications of tender details
↓		
Phase 3	Project acceptance (1-4 weeks)	- Negotiations of contractual terms and conditions - Project acceptance or evaluation of unsuccessful tender or quotation
↓		
Phase 4	Project execution (3-30 months)	- Assigning project team and preparation of work program - Procurement of materials and equipment, subcontracting - Progress control and reporting and safety management - Quality checking, inspection and testing of works done - Payment application and certification
↓		
Phase 5	Project completion (12-15 months)	- Preparation of final accounts - Carrying out remedial/maintenance works during the defect's liability period - Release of retention money

Note: The time frame is illustrative only and actual time frame of a particular given project may vary significantly as it depends on various factors, such as negotiation process, the complexity of the project, the contract period as specified by the client, the master construction program required by the main contractor (for the project that DBD is the subcontractor), weather conditions, and variation orders, etc.

d-2- Description of each workflow phase

Phase 1: Project identification

Identification methods

The Company generally identifies potential projects through receiving letters of invitation to tender from the consultant of the project owner. The project owners/clients commonly consider factors such as reputation, track record and contractors on their vendors' list of approved contractors. Based on the track record, DBD's clients are in various sectors including residential (condo), factories, shopping malls, and hospitals in Cambodia.

Assessment before proceedings

In general, the Company makes an assessment on whether to proceed after becoming aware of any tenders of new projects. In the customer assessment, DBD considers and assesses the customer's background, basic project parameters such as contract period, location, scope of services, fees chargeable, contract period and payment terms, amount of liquidated damages and contractual restrictions. DBD gathers such information through communication with new customers and the Company's internal investigations such as through public searches as part of the Company's assessment in deciding whether to participate in the project.

Moreover, DBD also considers the requirements of its current projects and whether DBD has enough spare resources to maintain the standard of quality for new projects. Based on this assessment, DBD considers whether to bid for the tender or accept the request a quotation.

Phase 2: Tendering and assessment

Tender review process and feasibility study

After DBD decides to proceed with the tender, sometimes the Company may be required to prepare the necessary pre-qualification submissions, study the tender background, complete a forecast review and perform a site visit.

Pre-qualification is a process used to study the eligibility of applicants for tenders and the factors considered in this process include the company and its resources, past job experience, proposed resources to be allocated to the project, proposal for project implementation, safety and environmental protection record. During the site visit, DBD's personnel who handle the tender and budgeting will assess the complexity of the work and provide recommendations on how to perform the work in an efficient and cost-effective manner.

DBD adopts a systematic tender review process. The Company's project manager will produce a preliminary report to assess the resources required for the construction project. The Company will assess the feasibility of the undertaking and note the projects' technical requirements, proposed project schedule, quality expectation, quantity expectation, and a preliminary allocation of resources for the project to determine if the Company has sufficient resources for current and future works and other possible business risks before deciding to proceed.

DBD submits tenders to the consultant of the project owner when the Company acts as either the main contractor or sub-contractor after receiving a tender submission invitation.

Pricing strategy

DBD pays attention to the proposed tender price, including considering expected inflationary effects. In deciding the price, the Company considers a number of factors including (1) the business relationship with the clients; (2) market trends and the recent project quotations; (3) the available resources; (4) the need for procurement of additional resources (such as materials and equipment); (5) the need for engaging sub-contractors and adequacy of the labor force; and (6) the requirements of the tender including job complexity and any specific legal requirements. Details of the tender proposal are reviewed and endorsed by DBD's senior management before being submitted to the customer for consideration.

DBD's Directors have confirmed that the Company has not had any material loss-making contracts as of the date of this Disclosure Document.

Tender success rate

The overall tender success rate was 85%, 80%, 62%, and 70% for the year 2017, 2018, 2019, and for the period ended 31 July 2020, respectively. The table below sets out the statistics for the number of projects DBD tendered for FY2017 to 31 July 2020.

Table 25: Tender success rate

Description	FY2017			FY2018			FY2019			31 July 2020		
	No. of tenders submitted	No. of successful tenders	Success rate (%)	No. of tenders submitted	No. of successful tenders	Success rate (%)	No. of tenders submitted	No. of successful tenders	Success rate (%)	No. of tenders submitted	No. of successful tenders	Success rate (%)
C&S Work	1	1	100%	3	2	70%	1	0	0%	2	2	100%
MEP	6	5	80%	7	6	85%	7	5	71%	8	5	62%
Total	7	6	85%	10	8	80%	8	5	62%	10	7	70%

Phase 3: Project acceptance

Negotiations of contractual terms and conditions

After the tender is submitted, the client or their consultant may issue tender enquiries requesting DBD to clarify certain details and arrange interviews with DBD.

Project acceptance and evaluation of unsuccessful tender or quotation

Once the client decides to engage DBD as the contractor, the Company is normally informed of the project acceptance by the client in a written letter. Then, the Company and client will enter a formal contract, which includes general terms of a contract specifying the duration and circumstances where the parties have a right to terminate and payment terms.

If DBD is not successful in a bid, the Company will try to understand the reasons of losing the bid or why a competitor was awarded by identifying the Company's weaknesses and strategies for improving tenders.

Phase 4: Project execution

DBD assigns different project team members for executing and supervising the work according to each project and the Company's role.

Formulating the project management team

Typically, the project management team is comprised of a project manager, site manager, project engineer, quantity surveyor, foreman, safety officer, and a group of technical staff who are responsible for the works supervision and day-to-day operations of the project.

Preparation of the contractor design and technical submission

The requirements and specifications in the contract document are generally outlines and it is necessary for the project management team to transform such requirements into a comprehensive and practical submission to guide the parties. The Company prepares the submission of documents such as the project implementation plan, the safety and health plan, the environmental monitoring plan, the master work program, temporary work design, and technical submission, etc.

Procurement of additional equipment and materials

The Company generally purchases in bulk the raw materials from third parties and keeps them as the Company's inventories in the warehouse. The materials are mostly sourced through suppliers in Europe, Thailand, China, and Vietnam. Those materials are normally taken from the Company's warehouse and delivered to relevant worksites. The Company's on-site personnel will perform quantity inspection on the materials to ensure that their specifications, appearance and functionality meet the standards and requirements.

The Company also establishes procedures for selecting and engaging suppliers to ensure they qualify for the Company's services.

Progress control, reporting and safety management

The project manager or site manager will closely monitor and supervise the works carried out by the members of the project management team. The project manager will provide progress reports to the Managing Director. The Managing Director may also conduct on-site visits to supervise the progress. The Company holds regular progress meetings with the client and their consultant throughout the project duration to report the work-in-progress and discuss overall project status. The Company also liaises and discusses with their foreman and/or subcontractors (if any) to arrange additional resources if the Company needs to speed up the work in order to align to the master program or avoid any delay.

The Company focuses strongly on work safety and requires all the site staff and subcontractors' workers (if applicable) to be equipped with all necessary personal protection equipment such as safety helmets, reflective vests and safety shoes before entering the site. In addition, the Company develops the safety policy that requires all workers on the site to adhere to safety the policy implemented by the main contractor. The site foreman will ensure that all workers comply with all safety provisions and issue warnings to those who offend.

Quality checking, inspection and testing of works done

The Company has quality control measures in place for the construction materials and site works. The Company's objective is to avoid the need to remove completed but defective work and carry out remedial work. The foreman will supervise and monitor the key construction steps to ensure that the workmanship and quality of materials comply with the specifications before requesting inspection by the client or their consultant.

Testing may be required for certain MEP materials and structures. The Company arranges the tests to be done on site when required.

Variation orders

During a project period, the client may require additional services or changes to specifications which will result in extra costs to be charged by the Company to the client. Based on the Company's experience cost amount may vary and will be charged in addition to the original contract sum depending on the amount of additional services or changes.

Although the Company will continue to apply for progress payment for such variation orders during the project period, the final amount to be charged for such variation orders is subject to negotiation between parties and part of the costs may be settled on or before the final completion date.

Application for payment and certification

Depending on each contract nature, the Company generally receives progress payments during the contract period based on the satisfaction of performance obligations by either the measurement of value revenue progress or transferring the control to the project owner. In order to receive such payment, the Company makes an application to show the progressive achievements (including contract work and variation order work) and submits to the project owner. The customer will examine the completed work at that stage and issue a certificate upon completion of relevant works or a certificate of handing/taking over upon practical completion.

Phase 5: Project completion

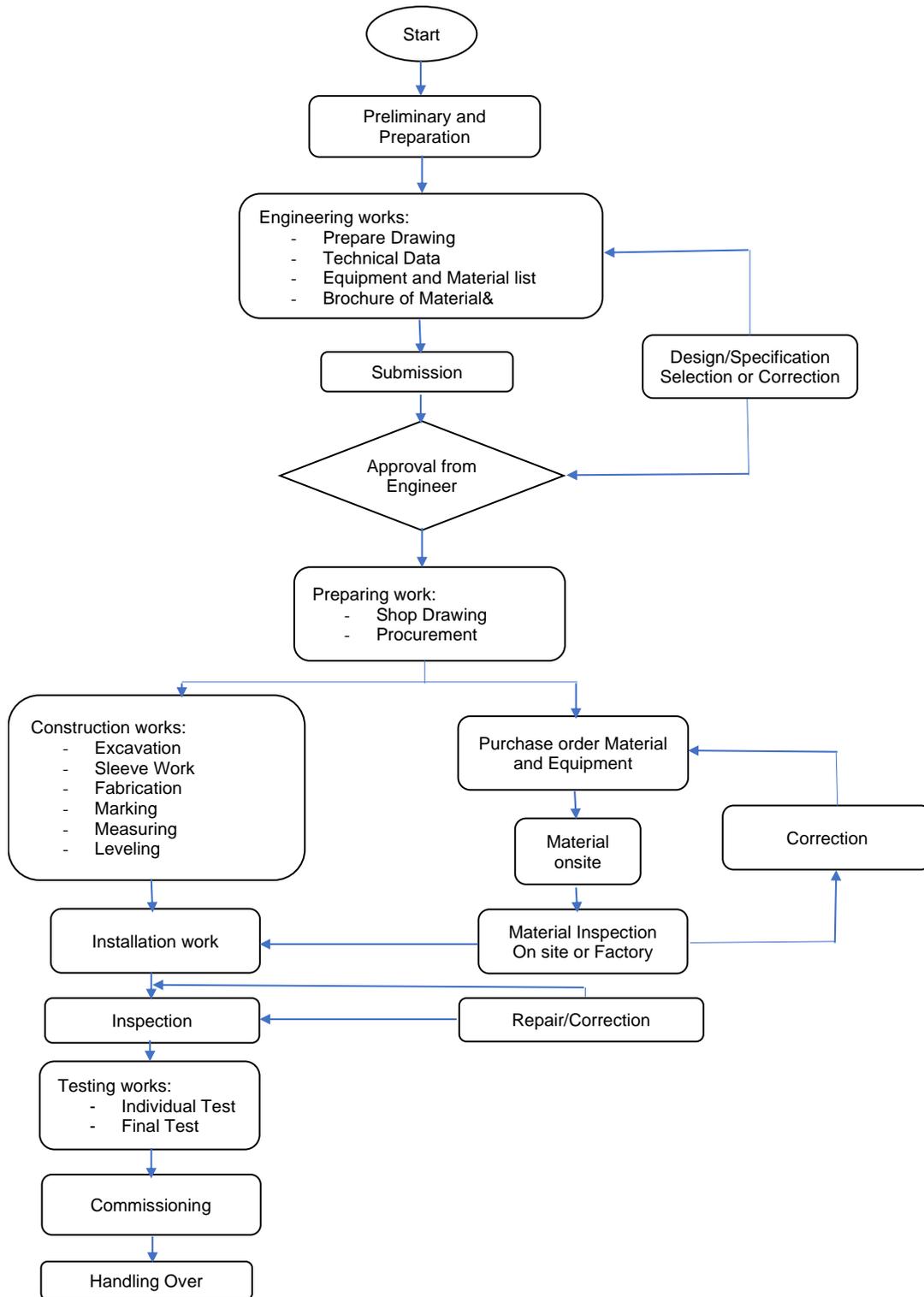
The whole contract period normally includes a defect liability period during which DBD remains responsible for rectifying any defect identified by the clients or their consultants without charge. The defect liability period is generally between 12 to 24 months after the practical completion date of the project.

Generally, there is a practical completion date when the contract works are completed and the consultants of the client are satisfied with DBD's work. This date is signified by the issue of a practical completion certificate by the aforesaid consultants, certifying the work or the project can be handed over to the client. Upon the expiry of the defect liability period or issuance of practical completion certificate which varies from one projection to another, the retention amount will be released to the Company.

After a practical completion which is the expiry of defect liability period, there is a final completion date representing the end of the project. The client will issue the certificate of taking over (the certificate of completion of making good any defects). Such certificate acknowledges that the Company has fulfilled its obligation to maintain and make good any defects in relation to the project.

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Outline of MEP project flow from the start to handing over



Following are the descriptions of major MEP flows of work:

Preliminary and preparation

Before starting of the construction works on site, the following works will be prepared:

- Restudy of the specification and design drawings
- Preparation of a list of equipment and construction materials
- Setting up organization chart
- Setting up a site office, workshop and warehouse
- Preparing a work schedule

Method of construction

Drawings

Construction drawings shall be prepared that conform to the existing design drawings. These drawings shall be coordinated with other installation work. Where necessary, detailed shop drawings will be made to have a better view of the installation works. These drawings will be submitted to the engineers for approval.

Material and equipment

A list of construction materials and equipment shall be prepared for installation. The list will be submitted to the engineers for their approval. If applicable, for installation materials, samples of it will be collected for the approval from engineers. The order of installation materials and equipment shall be done after getting approval from engineers. The order shall be arranged so that the arrival of each on site is scheduled to prevent delays in the construction. Before the materials are placed in storage, the project manager and engineers shall inspect all incoming materials. Any nonconforming items shall be replaced. All installation materials and equipment will be first stored in the project warehouse, and protected from damage. Large items, which may be stored outside, shall be protected from weather by waterproof vinyl sheets. Materials and equipment shall be stored in an orderly fashion to make for easy management.

Installation

Trained personnel will execute the installation works and a site manager will supervise each part of the work. The project manager is responsible for all installation work being executed exactly as stated in the approved drawings. Every change that will happen shall be noted and revisions of drawings shall be prepared. Where possible, sections of installation which are finished will be tested partially, and a test report shall be made. A monthly progress report will be prepared according to actual construction works.

Safety

Safety in construction work is a priority of the project. Safety engineers will be assigned to supervise all safety precautions. They have the duty to check whether all safety procedures have been followed. All irregularities will be recorded and submitted to the project manager. The safety officer shall make the best effort to prevent accidents and provide timely safety instructions and keep records.

Quality control

General

A procedure system shall be established to ensure that every electrical installation work had been executed according to the specifications and drawings. All documents shall be signed by authorized personal and submitted following the determined procedure. Regular inspection will be done to check whether all procedures are correctly followed. All documents shall be filed according to the predetermined system in order to make access easy.

Testing and inspection

After each section of the installation has been installed completely, if applicable, a partial test shall be made to prevent any faulty installation. The engineers shall witness the tests also. Test reports shall be prepared and filed accordingly.

After all parts are installed properly, a final inspection test shall be held and attended by the responsible persons. The final inspection procedures shall follow the determined procedures. Any nonconformity found shall be repaired as soon as possible, and final checks shall be made.

Handing over

After all installation works have been made, all equipment has been installed, and commissioning has been executed, the work shall be handed over to the engineers and/or project owner.

A list of defects or unfinished items shall be noted and repaired within a short time.

For the handing over procedure, the following items shall also be handed over:

- As-built drawings;
- Spare parts which are necessary according to the specifications;
- Standard tools for maintenance, if any; and
- Other necessary items.

Some of DBD's clients

- Chipmong
- Minebea
- Mitsubishi
- Institut Pasteur
- Cambodia Brewery Limited
- Aeon Mall Phnom Penh and Aeon Mall Sen Sok
- Denso
- Mikasa
- Creed
- Heineken
- BMW
- CocaCola
- Suzuki
- Total Cambodge
- SVI

Table 26: Some of the main equipment owned by DBD

No.	Photo	Description	Capacity/Power	Qty	Place/Brand/Year Manufacture
1		Air Compressor	N/A	4	N/A
2		Boom Lift	<u>HAULOTTE</u> <u>HA16DX</u> 15M Working Height	2	France/2000
3		Scissor Lift Diesel	<u>HAULOTTE</u> <u>COMPACT12DX</u> 12M Working Height	40	France/2003

No.	Photo	Description	Capacity/Power	Qty	Place/Brand/Year Manufacture
4		Electric Scissor Lift	<u>HAULOTTE</u> <u>COMPACT 12SN</u> <u>HAULOTTECOMPA</u> <u>CT12</u> 12M Working Height	2	France/2001 &2007
5		Excavator	0.5m3	5	KUMASU
6		Payloader	MES HL - 704 ,1T	4	N/A
7		Roller Compactor	MRH600DS, 1.5T Vibrator	2	China
8		Concrete Cutting Machine	6.5HP, 400mm cutting size	4	N/A
9		Mix concrete Machine	1T	5	N/A
10		Concrete Surface Spreader	6M long, 5.5HP	2	China

e- Information on the service market of the Company

e-1-1- Construction industry overview

In the last several years, the real estate and construction sector has been one of the top drivers of economic growth in Cambodia. According to CBRE's report, *Cambodian Real Estate Market Outlook 2019*, the construction industry grew by 18.1% in 2018 and the number of condominium units grew by roughly 120%. While diverse economic growth factors into the strong performance of the construction industry, Foreign Direct Investment (FDI) is one of the main drivers of the industry. In 2018, FDI in Cambodia reached record highs, increasing by 10.7% or USD 300 million from USD 2.8 billion in 2017 to USD 3.1 billion in 2018 (*World Bank*). Potential vulnerabilities to the industry include significant local COVID-19 outbreak, real estate market correction following a prolonged construction and property boom, increased credit provided to the construction/real estate/mortgage sector (that recently relies highly on Chinese investment), and high outstanding credit.

e-1-2- Information of the projects of the Company

In 2018, DBD completed 7 major projects with the total contract value of USD 4.12 million as described below.

Table 27: Major projects completed in 2018

No.	Project Name	Name of Employer / Consultant / QS	Project Description	Commencement /Completion Date
1	Heineken CBL6- Addition Brew house. Factory	CBL / Royal Haskoning	MEP works c/w Stainless Cable Basket, Explosion proof Lighting and Panel, CCTV Honeywell, Fire Alarm KIDDE, Fire Fighting using 2 Nos Diesel pumps. Storm pumps 4x134kw.	June 2018 to January 2019
2	Northpark Condo Building C	Royal Group / D-SPACE (Thailand), QS-Arcadis (Vietnam)	Complete MEP for Luxury Apartment c/w AC and Lighting fixture.	August 2017 to November 2018
3	LYLY KAMEDA- Rice Cake factory	Fuji Furukawa	MEP Works : Plumbing, MVAC and Electrical works	September to November 2018
4	FOOD REPUBLIC inside AEON-2 mall.	Shinryo cooperation	Mechanical work such as Air ducting, Chilled pipe and AHU, Fire Fighting, LPG gas supply.	September to November 2018
5	CHIC Living -Furniture Store at AEON Mall-2	CHIC Thailand / Furnia Thailand	MEP works. Using Trane Chiller AHU	June 2018 to October 2018
6	Decathlon at Aeon Mall-2	Dacathlon Cambodia / Consultant Archetype	Complete Store fit out including Civil, Architecture, and MEP works.	May 2018 to August 2018
7	CBL Heineken beer Canteen and Meeting room.	CBL / Royal Haskoning	Complete MEP works. AC Daikin VRV-IV.	April to September 2018

In 2019, DBD completed 6 major projects with the total contract value of USD 6.70 million as described below.

Table 28: Major projects completed in 2019

No.	Project Name	Name of Employer / Consultant / QS	Project Description	Commencement /Completion Date
1	Sen Sok Shopping Mall	Chip Mong Group / MITR Thailand / QS Oliver Ho Associate / Architect MAAR Thailand.	Complete MEP, Chiller Daikin, Generator Kohler, BAS RMS system. WWTP. 43,000m2 (4 stories)	May 2019 to March 2020
2	Northpark Condo Building B	Royal Group / D-SPACE (Thailand),	Complete MEP for Luxury Apartment c/w AC and Lighting fixture.	June 2019 to March 2020

No.	Project Name	Name of Employer / Consultant / QS	Project Description	Commencement /Completion Date
		QS-HIQS Mr. Jeremy Hall.		
3	SIKA Factory	SIKA / Archetype / QS: N/A	Complete MEP, Fire Fighting diesel engine, Panel boar, CCTV, PABX	June 2019 to August 2019
4	SUMI Wiring Factory -2 at PPSEZ	SUMI Wiring / TSC Japanese / QS: N/A	Complete MEP for factory fully air conditioner, air compressor piping.	May 2019 to December 2019
5	Himawari hotel. Renovation	Himawari / Furnia Thailand / QS: N/A	Complete MEP, water proofing bathroom	February 2019 to June 2019
6	Heineken CBL6 Logistic Building	CBL / Royal Haskoning	MEP works and additional works on 2 Nos Diesel pumps and Storm pumps 4x134kw.	February 2019 to December 2019

For 2020 to 2022, DBD has 9 ongoing major projects. Among those 9 projects, 4 projects with the total contract value of USD 3.14 million shall be completed in 2020 while another 5 projects with the total contract value of USD 29.60 million shall be completed in 2021 & 2022 as described below.

Table 29: Major projects in 2020 and continue to 2021 and 2022

No.	Project Name	Name of Employer / Consultant / QS	Project Description	Commencement /Completion Date
Projects completed in 2020				
1	Deson 2 new factory expansion (part 1)	Branch of Thai Semcon Co., Ltd.	Mechanical & Electrical system work	April 2020 to November 2020
2	Denson 2 new factory expansion (part 2)	Branch of Thai Semcon Co., Ltd.	Mechanical & Electrical system work	April 2020 to November 2020
3	Minebea factory #3	Taikisha Cambodia	MEP works	December 2019 to December 2020*
4	Minebea factory #3	Taikisha Cambodia	MEP works: Engery Management System (EMS)	December 2019 to December 2020*
Projects expected to complete in 2021				
5	One Central Tower	One Central Tower Co., Ltd.	New sales gallery structural, architectural and MEP	March 2020 to January 2021*
6	North Park-Condominium Phase 2	Northbridge KC	MEP works	July 2019 to January 2021*
7	Chipmong Sensok Mall	Chipmong	Supply and install MEP Works excluding MEP underground utility system	May 2019 to December 2020*
8	Tribes Hotel Phnom Penh	LBL International	MEP works	February 2020 to August 2021*
Projects expected to complete in 2022				
9	Chipmong Megamall 271	Chip Mong Retail Co., Ltd/ Mitr Technical Consultant Co., Ltd/ Cova Thinking (Cambodia) Co. Ltd	Mechanical, Electrical & Fire Fighting (MEF) works	March 2020 to May 2021*

* Note: The timeline for these projects was requested to change/delay by the clients due to related factors such as the impact of the Covid-19 and the delay of the construction/installation from other contractors. .

Table 30: Some of DBD's notable's projects

No.	Name of Project	Scope of Work	Project Duration	Location	Picture
1	Phase-1 Bordeaux, Phase-2, Phase-3 CBL6 for Heineken	Mechanical, Electrical, Plumbing, Fire Protection	June 2015 to December 2018	Prek Eng, (ex Tiger Beer), Phnom Penh.	 
2	CHIC Living (Furniture Store at AEON Mall-2)	MEP works. Trane Chiller AHU etc.	June 2018 to August 2018	AEON Mall 2 Sen Sok	 
3	Decathlon at Aeon Mall-2	Complete Store fit out including Civil, Architecture, and MEP works.	May 2018 to August 2018	AEON Mall 2 Sen Sok	
4	North Park Condominium	Complete MEP for Luxury Apartment c/w AC and Lighting fixture.	August 2017 to August 2018	Phnom Penh	 

No.	Name of Project	Scope of Work	Project Duration	Location	Picture
5	SVI Factory (Electronic factory)	Complete MEP, including Clean Room, Chiller AHU Trane. Fire Fighting ULFM standard.	Oct 2017 to February 2018	PPSEZ	
6	Bodaiju Residence, Building A & B 386 Apartment Units. 13th Floors	Structure Work, Brick Wall Work, Mechanical, Electrical & Fire Protection-Plumbing work	Completion in December 2017	In-front of PP International Airport, Russia Blvd.	
7	AEON Mall 2 Sen Sok	Plumbing, Electrical, ELV, Water Treatment, Kitchen LPG Gas System	Completion in June 2018	Khan Sensok, Phnom Penh.	

e-1-3- Competition in the construction industry

Due to the strong market fundamentals, there is heavy competition for market share in the construction industry. Competition is particularly strong among smaller, domestic construction companies, as their numbers have increased rapidly due to low entry barriers including few regulations. The market for larger construction companies such as DBD is less competitive because of the capital, technology, heavy equipment, and human capital required to complete large projects such as those that DBD works on. When the economy is strong, such as it is now in Cambodia, competition poses little threat to DBD's business since there are plenty of projects for the relatively few companies of DBD's size and capabilities. However, during times of economic contraction, competition can become more intense since the number of projects decreases while the number of contractors and construction companies remains the same. DBD has both strong financials and a strong reputation, allowing the Company to operate in various market conditions.

There is also competition from foreign companies who often have the capital and expertise to rival those of DBD. The surge in FDI has meant that there have been more foreign construction companies entering the market. Even with the increase in foreign competition, DBD remains competitive due to its long track record of completing quality, high-profile projects in addition to its excellent reputation, local knowledge, and steady supply chains.

In order to remain competitive in a growing industry, DBD continually improves its business operations through measures such as incorporation of new technology and advanced equipment and machinery. The Company also continually invests in human capital, seeking ongoing development of its staff's diverse expertise. Furthermore, DBD is always developing beneficial partnerships and long-term supply chains in order to collaboratively take on large-scale construction projects. The Company's historical success and reputation combined with these ongoing investments and collaborations serve as the strategic direction for the Company to not only remain competitive but to increase the scale of its operations, thereby increasing revenue and profit in a sustainable manner.

f- The sales volume of the products/services that accounted for at least 10% of the Company's total revenues

Table 31: The sales volume of the services that accounted for at least 10% of the Company's total revenue

Description	31 December 2018		31 December 2019	
	USD	%	USD	%
Construction and maintenance	7,284,262	88.90%	8,140,251	92.72%
Sale of goods	857,823	10.47%	529,301	6.03%
Other income	51,725	0.63%	110,130	1.25%
Total revenues	8,193,810	100%	8,779,682	100%

g- Subsidiary, associates and holding company including their core areas of business

As of the date of this Disclosure Document, DBD does not have any subsidiary, associate, or holding company.

h- Marketing and distribution method(s)

DBD's projects procurement, business development, sales and marketing activities are led by Mr. Neang Vithy, the founder and Managing Director, who has over 35 years of engineering experiences in France and Cambodia. Mr. Neang Vithy is supported by DBD's qualified project managers and engineers to enhance greater visibility of the Company's services. The mechanisms which DBD uses to secure the Company's projects are listed below.

h-1- Referrals

DBD secures new business opportunities through referrals from existing and previous clients and consultants which the Company has worked with due to the Company's proven track record and quality service.

h-2- Tender bidding

DBD tenders for projects by receiving invitations from companies to quote for projects. Once DBD determines that it has the required track record, experiences, and resources to deliver the specifications, parameters and requirements of the project, the Company will submit the tender and quotation accordingly.

Generally, there are two stages in a tender evaluation process. The first stage is the technical evaluation where the candidates are evaluated based on track records, financial strength, experiences, and resources. Once the competent candidates have been selected, the project owners/developers will move on to the second stage where they will base their judgement on the pricing.

i- Raw materials and other inputs

DBD's main purchases for the Company's projects and products include:

Table 32: Raw materials and other inputs

No.	Raw materials and other inputs	Name of Suppliers	Purchase (USD)	
			31 Dec 2018	31 Dec 2019
Local Suppliers				
1	Construction materials (for all projects)	Sam Bo	103,104.63	72,167.11
2	Panel and pumps for many projects	SEAE (Cambodia) Co.,Ltd.	101,604.30	86,625.89
3	Structured Cabling System and LAN Switches for many projects	PLANEC Co.,Ltd.	104,490.60	30,561.70
4	Steel and cement for all projects	Y-CHHE GROUP CO.,LTD.	50,745.95	106,361.30
5	Electrical supplies, fire and sound equipments for many projects	G E S CAMBODIAN Co.,LTD	83,079.01	37,714.47
6	Pipe, fitting and other materials for many projects	Super Pipe Agriculture (Cambodia) Co., Ltd.	72,420	37,297.27
7	Steel supplies (for all projects)	Dann Tun	41,229.40	37,250.95

No.	Raw materials and other inputs	Name of Suppliers	Purchase (USD)	
			31 Dec 2018	31 Dec 2019
8	Fire alarm and telephone system for North Park, Bodaiju and Heineken Factory	AUTOMATION ADVANCE TECHNOLOGY(CAMBODIA)CO.,LTD	60,198.03	12,935.45
9	Mechanical and electrical products for many projects	TEM Trading M&E Product Co.,Ltd. (TEM shop)	29,503.88	72,007.66
10	Cable and ELV security and IT infrastructure for many projects	CCTI Asia Co.,Ltd	57,276.24	14,993.05
11	Data communications, Network infrastructure for many projects	AWS CAMBODIA LTD.	71,916.72	18,032.30
12	Construction materials for all projects	Phnom Penh Advance Lighting	32,957.45	24,746.21
13	Construction materials for all projects	MONGKUL RATANAK TRADING Co.,LTD	27,802.13	40,596.19
14	Construction materials for all projects	SOK HIENG SHOP	16,569	15,554.85
15	Supply & install MV line to site of Pproject North Park Condominium	Sal Chantha Import Export Co.,Ltd	109,120.00	-
16	LED Lighting for many projects	Minh Hung Long Lighting Co.,Ltd (Paragon)	101,163.21	-
17	Construction materials (for many projects)	Willis Brother Development Co.,Ltd.	80,905.49	-
18	Construction materials (for many projects)	Advanced Technical Supplies Co.,Ltd.	50,900.77	-
19	Construction materials for many projects	PANG LUON (PRANET) IMPORT EXPORT CONSTRUCTION & TRANSPORT CO., LTD.	46,919.83	-
20	Construction materials (for many projects)	GLOBAL CAMSTAR CO.,LTD	37,606.73	-
21	Construction materials (for many projects)	CAMCONA TRADING (CAMBODIA) Co., Ltd.	40,180.36	-
22	Supply & install window and door for Decathlon-Aeon 2	Buildcity Investment Co.,Ltd. (BCI)	38,851.00	-
23	Electrical materials for many projects	Octopus Asia Pacific (Cambodia) Limited.	38,651.66	-
24	Cable for many projects	Jebsen & Jessen(Cambodia) Co.,Ltd	33,473.21	-
25	Mixed concrete for Aeon Mall 2 Sensok, SVI Factory and Decathlon-Aeon 2	LMYP Concrete Co.,Ltd	29,368.00	-
26	Electrical and mechanical Equipments for Prject Bodaiju, North Park Condominium and SVI Factory	LCE (Cambodia) Co.,Ltd.	19,237.79	-
27	Security systems supplies for Heineken Factory, North Park Condominium and SVI Factory	Phoenix Security Systems Co., Ltd.	15,946.70	-
28	Construction materials for Project Archetype Office and Heineken Factory	Home Decor Center Co.,Ltd	14,294.57	-
29	Zinc sheet and coil, aluminum sheet for all projects	Eung Tay Iron Shop	13,613.24	-
30	Paints supplies for many projects	GENUINE MULTICOLOR CENTRE CO.,LTD.	13,124.95	-
31	Air-conditioner for many projects	KM Center Trading Co., Ltd.	12,890.90	-
32	Steel and aluminum sheet for many projects	Hong Hout (Inox)	12,545.00	-
33	Gypsum board for Decathlon-Aeon 2	VTJ (Cambodia) Co.,Ltd.	10,941.19	-

No.	Raw materials and other inputs	Name of Suppliers	Purchase (USD)	
			31 Dec 2018	31 Dec 2019
34	Waterproofing and painting supplies for many projects	BOTICA (CAMBODIA) Co., Ltd.	11,825.36	-
35	Pump for Heineken factory	CAM ASIA ELECTRICAL SOLUTIONS CO., LTD. (CAES)	-	173,905.20
36	Construction materials for Chipmong Sensok Mall and North Park	FIREMAX ENGINEERING CO., LTD.	-	70,408.01
37	IPC Hik vision system for Chipmong Sensok Mall	Fully Trucking Supply (Cambodia) Co.,Ltd.	-	69,470.00
38	Rockwool and ecowool for Aeon I, Chip Mong Sensok Mall and Sumotomo	S-COOL(Staying Cool, Staying Safe)	-	53,641.70
39	Panel and manual transfer switch for Heineken and Chip Mong	ECOFLEXES CO., LTD.	-	43,446.70
40	Construction materials for Chip Mong Mall Sensok Mall and Heineken Factory	Chip Mong Group Co.,Ltd	-	18,087.27
41	Steel and zinc Roof for many projects	ISI Steel Co.,Ltd.	-	17,353.10
42	Construction materials for all projects	PRKNT TRANDING CO., LTD.	-	16,097.55
43	Sand and gravel for all projects	Bun Nara (Neay Khlorck Sale sand)	-	10,319
Overseas Suppliers				
44	Electric wire and cable for all projects	Thai Yazaki Electric Wire Co., Ltd	392,632.16	395,307.78
45	Construction materials for all projects	Hangzhou EVT Electrical (EMT-IMC)	101,951.50	225,756.76
46	Electric wire and cable, grounding equipment, fitting, EFLEX products, conduit and HDPE products for all projects	NR ENGINEERING CO.LTD	137,952.06	87,892.07
47	Zinc sheet and zinc coil	Qingdao Sino Steel Co.,Ltd.(SHANDONG SINO STEEL)	96,241.28	95,792.32
48	Pump for North Park and Sika Factory	PHAP INDUSTRIAL JOINT STOCK COMPANY	53,911	16,419
49	Electrical products for many projects	HAO PHUONG (Cambodia) Co.,Ltd (BEE M E)	73,685.43	153,876
50	Construction materials for many projects	Phulong Import Export Trading Service Co.,Ltd.	81,265.25	119,123.42
51	Construction materials for many projects	Mattech Pacific Co., Ltd.	10,649.90	110,111.01
52	Construction materials for many projects	Ginde Plastic Pipe Industry Group	62,906.49	32,872.49
53	Camera for Heineken Factory	TRAVIUS , S.L.	59,911.76	30,031.27
54	Cable management system for many projects	Sang Tao Joint Stock Company (PHB Engi.)	18,677.41	12,765.60
55	Generator machine for North Park and Warehouse 598	Taizhou Kaihua Diesel Generator Set	12,232.80	10,400.00
56	Construction materials for many projects	Schneider Electric Oversea Asia Pte Ltd	15,851.17	54,485.58
57	Air-conditioner for North Park, Decathlon-Aeon 2 and Heineken Project	JYAC Engineering Co.,Ltd.	201,245.75	-
58	LED lighting for North Park, SIV Project and Archetype Office	Lighting & Equipment Public Co.,Ltd.	50,937.10	-
59	Lighting panel & cable Gland for Heineken Factory	Alloy Industry Co.,Ltd. (Explosion Proof)	20,416.00	-

No.	Raw materials and other inputs	Name of Suppliers	Purchase (USD)	
			31 Dec 2018	31 Dec 2019
60	Shutter Line and Door for Decathlon-Aeon 2	VINA- SANWA COMPANY LIABILITY LIMITED	31,298.00	
6	Machinery to product duct products for all projects	Jingjiang Elliot CNC Machine Tool Manufacturing	14,605.00	-
62	Ventilation equipment and accessories for many projects	VENTECH International Limited.	15,773.51	-
63	Mesh cable tray for Heineken Factory	OBO Bettermann South East Asia Pte. Ltd.	12,966.91	-
64	Construction materials for many projects	STC(Song Thanh Cong Trading Service Co.,Ltd)	17,800.89	-
65	Copper pipe and fittings for North Park and Heineken factory	CJC Engineering Products Co.,Ltd.	20,612.78	-
66	Ventilation fans for North Park	Thai Engineering and Business CO.,LTD	19,042.90	-
67	Automatic voltage stabilizers for project Total	Success Electronics & Transformer Manufacturer Sdn	16,181.00	-
68	Battery for X-lift and sissor Lift	UNIK Techno System PVT.LTD	12,240.00	-
69	Coil galvanized coat and black steel Sheet for Chip Mong Sensok Mall	OneStockHome Co., Ltd.	-	159,338.21
70	Pipe for Chip Mong Sen Sok, Sika Factory and other projects	SEAH Steel Vina Corporation	-	100,293.60
71	Construction materials for many projects	J.S.Enrich Engineering Co.,Ltd	-	121,722.33
72	Pump product suplies for Heineken Factory and Chip Mong Sensok Mall	KTN Fluid Handling Technology Co.,Ltd	-	155,217.49
73	Construction materials for many projects	Ruamkij International Co.,Ltd (Armaflex)	-	50,999.37
74	Submersible Water Pump for Heineken Factory	KSB Singapore (Asia Pacific) Pte.Ltd.	-	40,420.00
75	Construction materials for many projects	S.Thaisearee(2525) Co.,Ltd.	-	50,379.07
76	Construction materials for many projects	TVT VIET NAM TRADING CO.,LTD	-	49,310.17
77	Scissor Lift	AXXED sarl (Nacelles-Occaz)	-	60,564.72
78	Pump and float switch for Chip Mong Sensok Mall	STAC S.R.L	-	44,493.54
79	Flexible duct and external air valve for many projects	Yuyao Fanshun Air-cond Equip.	-	28,003.58
80	Ventilation system for many projects	Kruger Ventilation Industries (Vietnam) Co.,Ltd.	-	33,346.75
81	Fire arlam system for Heineken Factory	Giang Viet Technology Company Ltd.	-	19,356.16
82	Copper pipe and fittings for Sumitomo and North Park	HAIKE CO., LIMITED	-	28,438.72
83	Construction materials and equipments	e-Bay online shop	-	15,139.92
84	Manhole's cover for Sumitomo Project	Taiyuan FF Flange & Fitting	-	12,262.3
85	HDPE pipe and fitting for Chip Mong Sensok Mall, Heineken Factory and Sika Factory	TIENPHONG PLASTIC SOUTH JOINT STOCK COMPANY	-	12,018.50
86	Construction materials for many projects	GOLD SUNLIGHT TRADING CO., LTD	-	11,672.60

j- Requirements for power, gas, and water or other utilities

Table 33: Requirements for power, gas, and water or other utilities

No.	Description	Expense (USD)	
		31 Dec 2018	31 Dec 2019
1	Petrol and diesel	42,058	42,923
2	Electricity and water	30,587	37,453

k- Customers who purchased at least 10% of the Company's products or services

DBD's major customers who contributed at least 10% of the Company's revenue:

Table 34: Customers who purchased at least 10% of the Company's products or services

No.	Name of Customers	Type of Products/Services	Revenue (USD)	
			31 Dec 2018	31 Dec 2019
1	Northbridge Development Co.,Ltd	MEP	1,870,051.29	-
2	CAMBODIA BREWERY LIMITED (CBL)	MEP	1,351,655.91	-
3	CAMBO SPORTING GOODS LTD.	Construction	816,049.89	-
4	SVI (AEC) Company Limited.	Construction	619,559.92	-
5	CHIP MONG Retail Co. Ltd	MEP	-	4,160,982.38
6	CAMBODIA BREWERY LIMITED (CBL)	MEP	-	1,720,526.41
7	Branch of Thai Semcon Company Limited.	MEP	-	798,614.01

l- Suppliers who supply at least 10% of the company's total purchases

DBD's major suppliers who supply at least 10% of the Company's total purchases:

Table 35: Major suppliers who supply with at least 10% of DBD's total purchases

No.	Name of Suppliers	Raw materials and other inputs	Purchase (USD)	
			31 Dec 2018	31 Dec 2019
Local Suppliers				
1	Sam Bo	Construction materials (for all projects)	103,104.63	72,167.11
2	SEAE (Cambodia) Co.,Ltd.	Panel and pump for many projects	101,604.30	86,625.89
3	PLANEC Co.,Ltd.	Structured cabling system and LAN Switches for many projects	104,490.60	30,561.70
4	Y-CHHE GROUP CO.,LTD.	Steel and cement for all projects	50,745.95	106,361.30
5	G E S CAMBODIAN Co.,LTD	Electrical supplies, fire and sound equipments for many projects	83,079.01	37,714.47
6	Super Pipe Agriculture (Cambodia) Co., Ltd.	Pipe, fitting and other materials for many projects	72,420	37,297.27
7	Dann Tun	Steel supplies (for all projects)	41,229.40	37,250.95
8	AUTOMATION ADVANCE TECHNOLOGY(CAMBODIA)CO.,LTD	Fire arlam and telephone System for North Park, Bodaiju and Heineken Factory	60,198.03	12,935.45
9	TEM Trading M&E Product Co.,Ltd. (TEM shop)	Mechanical and electrical products for many projects	29,503.88	72,007.66
10	CCTI Asia Co.,Ltd	Cable and ELV security and IT Infrastructure for many projects	57,276.24	14,993.05
11	AWS CAMBODIA LTD.	Data communications, Network infrastructure for many projects	71,916.72	18,032.30

No.	Name of Suppliers	Raw materials and other inputs	Purchase (USD)	
			31 Dec 2018	31 Dec 2019
12	Phnom Penh Advance Lighting	Construction materials for all projects	32,957.45	24,746.21
13	MONGKUL RATANAK TRADING Co.,LTD	Construction materials for all projects	27,802.13	40,596.19
14	SOK HIENG SHOP	Construction materials for all projects	16,569	15,554.85
15	Sal Chantha Import Export Co.,Ltd	Supply & install MV line to site of Project North Park Condominium	109,120.00	-
16	Minh Hung Long Lighting Co.,Ltd (Paragon)	LED lighting for many projects	101,163.21	-
17	Willis Brother Development Co.,Ltd.	Construction materials (for many projects)	80,905.49	-
18	Advanced Technical Supplies Co.,Ltd.	Construction materials (for many projects)	50,900.77	-
19	PANG LUON (PRANET) IMPORT EXPORT CONSTRUCTION & TRANSPORT CO., LTD.	Construction materials for many projects	46,919.83	-
20	GLOBAL CAMSTAR CO.,LTD	Construction materials (for many projects)	37,606.73	-
21	CAMCONA TRADING (CAMBODIA) Co., Ltd.	Construction materials (for many projects)	40,180.36	-
22	Buildcity Investment Co.,Ltd. (BCI)	Supply & install window and door for Decathlon-Aeon 2	38,851.00	-
23	Octopus Asia Pacific (Cambodia) Limited.	Electrical materials for many projects	38,651.66	-
24	Jebsen & Jessen(Cambodia) Co.,Ltd	Cable for many projects	33,473.21	-
25	LMYP Concrete Co.,Ltd	Mixed concrete for Aeon Mall 2 Sensok, SVI Factory and Decathlon-Aeon 2	29,368.00	-
26	LCE (Cambodia) Co.,Ltd.	Electrical and mechanical equipments for prject Bodiaju, North Park Condominium and SVI Factory	19,237.79	-
27	Phoenix Security Systems Co., Ltd.	Security systems supplies for Heineken Factory, North Park Condominium and SVI Factory	15,946.70	-
28	Home Decor Center Co.,Ltd	Construction materials for project Archetype Office and Heineken Factory	14,294.57	-
29	Eung Tay Iron Shop	Zinc sheet and coil, aluminum sheet for all projects	13,613.24	-
30	GENUINE MULTICOLOR CENTRE CO.,LTD.	Paints supplies for many projects	13,124.95	-
31	KM Center Trading Co., Ltd.	Air-conditioner for many projects	12,890.90	-
32	Hong Hout (Inox)	Steel and aluminum sheet for many projects	12,545.00	-
33	VTJ (Cambodia) Co.,Ltd.	Gypsum board for Decathlon-Aeon 2	10,941.19	-
34	BOTICA (CAMBODIA) Co., Ltd.	Waterproofing and painting supplies for many projects	11,825.36	-
35	CAM ASIA ELECTRICAL SOLUTIONS CO., LTD. (CAES)	Pump for Heineken factory	-	173,905.20
36	FIREMAX ENGINEERING CO., LTD.	Construction materials for Chipmong Sensok Mall and North Park	-	70,408.01
37	Fully Trucking Supply (Cambodia) Co.,Ltd.	IPC Hik vision system for Chipmong Sensok Mall	-	69,470

No.	Name of Suppliers	Raw materials and other inputs	Purchase (USD)	
			31 Dec 2018	31 Dec 2019
38	S-COOL(Staying Cool, Staying Safe)	Rockwool and ecowool for Aeon I, Chip Mong Sensok Mall and Sumotomo	-	53,641.70
39	ECOFLEXES CO., LTD.	Panel and manual transfer switch for Heineken and Chip Mong	-	43,446.70
40	Chip Mong Group Co.,Ltd	Construction materials for Chip Mong Mall Sensok Mall and Heineken Factory	-	18,087.27
41	ISI Steel Co.,Ltd.	Steel and zinc roof for many projects	-	17,353.10
42	PRKNT TRANDING CO., LTD.	Construction materials for all projects	-	16,097.55
43	Bun Nara (Neay Khlorck Sale sand)	Sand and gravel for all projects	-	10,319.00
Overseas Suppliers				
44	Thai Yazaki Electric Wire Co., Ltd	Electric wire and cable for all projects	392,632.16	395,307.78
45	Hangzhou EVT Electrical (EMT-IMC)	Construction materials for all projects	101,951.50	225,756.76
46	NR ENGINEERING CO.LTD	Electric wire and cable, grounding equipment, fitting, EFLEX products, conduit and HDPE products for all projects	137,952.06	87,892.07
47	Qingdao Sino Steel Co.,Ltd.(SHANDONG SINO STEEL)	Zinc sheet and zinc Coil	96,241.28	95,792.32
48	PHAP INDUSTRIAL JOINT STOCK COMPANY	Pump for North Park and Sika Factory	53,911	16,419
49	HAO PHUONG (Cambodia) Co.,Ltd (BEE M E)	Electrical products for many projects	73,685.43	153,876
50	Phulong Import Export Trading Service Co.,Ltd.	Construction materials for many projects	81,265.25	119,123.42
51	Mattech Pacific Co., Ltd.	Construction materials for many projects	10,649.90	110,111.01
52	Ginde Plastic Pipe Industry Group	Construction materials for many projects	62,906.49	32,872.49
53	TRAVIUS , S.L.	Camera for Heineken Factory	59,911.76	30,031.27
54	Sang Tao Joint Stock Company (PHB Engi.)	Cable management system for many projects	18,677.41	12,765.60
55	Taizhou Kaihua Diesel Generator Set	Generator Machine for North Park and Warehouse 598	12,232.80	10,400
56	Schneider Electric Oversea Asia Pte Ltd	Construction materials for many projects	15,851.17	54,485.58
57	JYAC Engineering Co.,Ltd.	Air-conditioner for North Park, Decathlon-Aeon 2 and Heineken Project	201,245.75	-
58	Lighting & Equipment Public Co.,Ltd.	LED lighting for North Park, SIV project and Archetype Office	50,937.10	-
59	Alloy Industry Co.,Ltd. (Explosion Proof)	Lighting panel & cable gland for Heineken Factory	20,416.00	-
60	VINA- SANWA COMPANY LIABILITY LIMITED	Shutter line and door for Decathlon-Aeon 2	31,298.00	-
61	Jingjiang Elliot CNC Machine Tool Manufacturing	Machinery to product duct products for all projects	14,605.00	-
62	VENTECH International Limited.	Ventilation equipment and accessories for many projects	15,773.51	-
63	OBO Bettermann South East Asia Pte. Ltd.	Mesh cable tray for Heineken Factory	12,966.91	-
64	STC(Song Thanh Cong Trading Service Co.,Ltd)	Construction materials for many projects	17,800.89	-

No.	Name of Suppliers	Raw materials and other inputs	Purchase (USD)	
			31 Dec 2018	31 Dec 2019
65	CJC Engineering Products Co.,Ltd.	Copper pipe and fittings for North Park and Heineken factory	20,612.78	-
66	Thai Engineering and Business CO.,LTD	Ventilation fans for North Park	19,042.90	-
67	Success Electronics & Transformer Manufacturer Sdn	Automatic voltage stabilizers for project Total	16,181.00	-
68	UNIK Techno System PVT.LTD	Battery for X-lift and scissor Lift	12,240.00	-
69	OneStockHome Co., Ltd.	Coil galvanized coat and black steel sheet for Chip Mong Sensok Mall	-	159,338.21
70	SEAH Steel Vina Corporation	Pipe for Chip Mong Sen Sok, Sika Factory and other projects	-	100,293.60
7	J.S.Enrich Engineering Co.,Ltd	Construction materials for many projects	-	121,722.33
72	KTN Fluid Handling Technology Co.,Ltd	Pump product supplies for Heineken Factory and Chip Mong Sensok Mall	-	155,217.49
73	Ruamkij International Co.,Ltd (Armaflex)	Construction materials for many projects	-	50,999.37
74	KSB Singapore (Asia Pacific) Pte.Ltd.	Submersible Water Pump for Heineken Factory	-	40,420.00
75	S.Thaisearee(2525) Co.,Ltd.	Construction materials for many projects	-	50,379.07
76	TVT VIET NAM TRADING CO.,LTD	Construction materials for many projects	-	49,310.17
77	AXXED sarl (Nacelles-Occaz)	Scissor Lift	-	60,564.72
78	STAC S.R.L	Pump and float switch for Chip Mong Sensok Mall	-	44,493.54
79	Yuyao Fanshun Air-cond Equip.	Flexible duct and external air valve for many projects	-	28,003.58
80	Kruger Ventilation Industries (Vietnam) Co.,Ltd.	Ventilation system for many projects	-	33,346.75
81	Giang Viet Technology Company Ltd.	Fire arlam system for Heineken Factory	-	19,356.16
82	HAIKE CO., LIMITED	Copper pipe and fittings for Sumitomo and North Park	-	28,438.72
83	e-Bay online shop	Construction materials and equipments	-	15,139.92
84	Taiyuan FF Flange & Fitting	Manhole's cover for Sumitomo Project	-	12,262.30
85	TIENPHONG PLASTIC SOUTH JOINT STOCK COMPANY	HDPE Pipe and fitting for Chip Mong Sensok Mall, Heineken Factory and Sika Factory	-	12,018.50
86	GOLD SUNLIGHT TRADING CO., LTD	Construction materials for many projects	-	11,672.60

m- Licenses, tax certificates, and certificate of incorporation

m-1- Patent 2020

Table 36: Patent 2020

Name of the company	DBD Engineering Plc
VAT TIN number	L001-100049354
Business activity	Construction
Tax paid amount	KHR 5,000,000
Tax invoice number	SN: 003862804
Date	19 February 2020

m-2- Certificate of Incorporation

Table 37: Certificate of Incorporation

Name of the company	DBD Engineering Plc
Registration number	00004029
Type of entity	Public Limited Company
Validity period	99 years

m-3- Certificate of Value Added Tax

Table 38: Certificate of Value Added Tax

Name of the company	DBD Engineering Plc
Business activity	Construction (Mechanical, Electrical and Plumbing)
VAT TIN number	L001-100049354

m-4- License and Permit

DBD has obtained the following license for conducting their construction business:

Table 39: License and permit

License /Certification	Granting Authority	Holder	Registration Number	Work scope permitted	Date of grant	Expiry date
License to carry construction business	Ministry of Land Management, Urban Planning and Construction	DBD Engineering	870 NSKB / 12 S	Class B: Construction	24 July 2018	24 July 2021

n- Number of total employees and full-time employees

Table 40: Number of employees as of 2018-July 2020 separated by level of education

Level of Education	31 December 2018	31 December 2019	31 July 2020
Master	1	2	3
Bachelor	66	86	115
Associate	26	79	52
High school	73	65	78
Secondary School	93	154	174
Diploma and Short Course Training	0	3	3
Laboring	270	392	408
Total	529	781	833

Table 41: Number of employees as of 2018-July 2020 separated by department

No.	Department	31 December 2018			31 December 2019			31 July 2020		
		Total	Male	Female	Total	Male	Female	Total	Male	Female
1	Construction Department	470	440	30	719	616	103	740	639	101
2	Production Department	35	31	4	46	42	4	38	33	5
3	Design & Quantity Surveyor (QS)	8	6	2	6	5	1	7	6	1
4	Finance Department	10	2	8	6	0	6	8	1	7
5	Human Resource & Admin Department	6	4	2	4	3	1	22	18	4
6	Warehouse & Equipment Department*	0	0	0	0	0	0	16	11	5

No.	Department	31 December 2018			31 December 2019			31 July 2020		
		Total	Male	Female	Total	Male	Female	Total	Male	Female
7	Maintenance & Customer Service Department*	0	0	0	0	0	0	2	2	0
Total		529	483	46	781	666	115	833	710	123

*** Note:**

Warehouse & Equipment Department and Maintenance & Customer Service Department were just established in 2020.

d- Human resources development

DBD values human resources as the Company's biggest asset which gives DBD's business a competitive edge. Training and manpower development lead DBD's employees to better productivity through improved technical and managerial skills and better morale within the workforce.

Table 42: Training in 2018

No.	Type of Training	Number of Participants	Venue
1	5S methodology at its workplace	10	DBD Head Office
2	Safety First Aid Training	3	DBD's site at Heineken

Table 43: Training in 2019

No.	Type of Training	Number of Participants	Venue
1	Safety First Aid Training	2	DBD's site at Chip Mong Sensok Mall
2	ISO9001:2015 Quality Management System	1	Cambodia Productivity Organization
3	KPI Setting & Performance Management	1	The Center
4	KPI Setting & Performance Management	10	CJCC
5	Sprinkler Training Cause LV2 2019	3	DBD Head Office
6	Warehouse Management	2	CJCC
7	Accounting Manager Short Course	3	Institute of Finance & Accounting
8	Storing Management	2	CJCC

Table 44: Training in 2020 (January-August 2020)

No.	Type of Training	Number of Participants	Venue
1	Basic Management	50	DBD Head Office
2	Leadership	30	DBD Head Office
3	Administrative Course	13	DBD Head Office
4	Planning Theories	19	DBD Head Office
5	Teamwork for Organizational Excellence	6	AIB

o- Potential of production/ service capacity

The main service of the Company is engineering, installation, and servicing of Mechanical, Electrical, and Pumping (MEP) systems and Civil Engineering (Construction and Structure "C&S"). The duration for project execution is from 3 months to 30 months while the duration for the project completion is from 12 months to 15 months, depending on the scope, requirement, and specification of each project.

DBD is currently not restricted by capacity in taking on additional contracts for MEP and Civil Engineering work as the Company is confident it can hire additional skilled labors and workers as required.

p- Transactions with subsidiary, associates, holding company or related companies

DBD does not have a subsidiary or holding company. Therefore, there is no such transaction.

2- Operational plan and financial position

a- Projected income statement

DBD's projected income statement is based on:

- GDP growth rate of -2.0%, 4.0%, 5.2%, and 7.0% in 2020, 2021, 2022, and 2023, respectively;
- Inflation rate of 3.0%, 2.5%, 2.5%, and 3.0% in 2020, 2021, 2022, and 2023, respectively;
- Total revenue is forecasted to increase on average (2020-2023) by 4.73% by considering the GDP growth and inflation adjustment;
- Total cost of services is forecasted to increase on average (2020-2023) by 6.16% in relation to an increase in revenue;
- 50% tax reduction on income tax for 3 years beginning from 2021-2023 according to Anukret No. 1 ANK. BK on tax incentives in the securities sector dated 04 January 2019.

The projected income statements for 2021-2023 are prepared by DBD in USD. This projected income statement is not reviewed by external auditors.

Table 45: Projected income statement

Description	2018 Audited	2019 Audited	2020 Audited	2021P*	2022P*	2023P*
Total income (revenues + other income)	8,193,860	8,779,682	13,516,819	13,742,179	14,314,768	15,509,147
Costs of goods sold	(6,228,226)	(6,807,132)	(11,204,134)	(10,429,163)	(10,856,532)	(11,748,182)
Gross profit	1,965,634	1,972,550	2,312,685	3,313,016	3,458,237	3,760,965
Operating expenses	(576,930)	(687,391)	(1,498,327)	(988,902)	(931,845)	(959,045)
Profit before interest	1,388,704	1,285,159	814,357	2,324,114	2,526,392	2,801,920
Interest expenses	(120,876)	(120,280)	(369,475)	(140,276)	(54,564)	(47,804)
Profit before Tax	1,267,828	1,164,879	444,882	2,183,837	2,471,828	2,754,117
Tax on profit	(112,234)	(64,568)	(140,001)	(218,384)	(247,183)	(275,412)
Profit after tax	1,155,594	1,100,311	304,881	1,965,454	2,224,645	2,478,705

Note:

* P: Projected

b- Expectation of significant changes in the number of employees

The Company does not expect any significant changes in the number of permanent employees for the fiscal year ending 31 December 2021.

c- Internal and external sources of capital

c-1- Internal sources of capital

Table 46: Sources of internal capital

	31 December 2018	31 December 2019
	USD	USD
Share capital	142,500	142,500
Other share capital	-	-
Dividend paid	-	(100,000)
Retained earnings	2,265,745	3,421,289
Net profit during the period	1,155,544	1,100,311
Total	3,563,789	4,564,100

c-2- External sources of capital

Table 47: External sources of capital

	31 December 2018		31 December 2019	
	USD	KHR '000	USD	KHR '000
Borrowings				
Current	419,082	1,683,871	860,880	3,508,087
Non-current	173,389	696,677	1,475,590	6,013,029
Overdraft	241,908	971,986	1,463,906	5,965,417
Total	592,471	2,380,548	2,336,470	9,521,116

d- Material capital expenditure and expected source of funds for such expenditure

See Section 4: Company's Information, b.5. Development Plan.

e- Material changes in income, cost of services, other operating expenses and net income

The below table illustrates material changes in DBD's revenue, cost of services, other operating expenses, and net income. Please refer to the "Management Discussion and Analysis and Results of Operations" in Section 7 of this Disclosure Document for details.

Table 48: Material changes

Description	31 December 2018	31 December 2019	Change	Change
	USD	USD	USD	%
Revenue	8,142,085	8,669,552	527,467	6.48%
Cost of services	(6,228,226)	(6,807,132)	578,906	9.29%
Operating expenses	(576,930)	(687,391)	110,461	16.15%
Net profit	1,155,544	1,100,311	(55,232)	(4.78%)

f- Seasonal aspect of the Company's business

The engineering and project management services market are dependent on the construction industry, which is cyclical in nature and is highly dependent on the general economic conditions and political stability of the country. However, DBD believes that there will be continued demand for its services because the construction industry is one of the main drivers of Cambodia's economy. The construction industry further supports social development of the country through the provision of basic infrastructure and generation of employment opportunities.

g- Trends events, or uncertainties

DBD understands that the following matters may affect its operations, revenue, and profit:

Project level

- Shortage of materials on site and late delivery of materials;
- Shortage of skilled labor;
- Labor absenteeism;
- Unrealistic scheduling;
- Poor site management.

Macro level

- Economic conditions in the country and region including epidemics, pandemics or large-scale medical emergencies;
- Political stability of the country;
- Development of the construction sector.

h- Changes in the assets of the Company to settle any liability

As of the date of this Disclosure Document, DBD does not have any plan to settle any liability with its assets or provide any guarantee to any person including its senior management.

i- Material loans between holding company and its subsidiary

DBD does not have subsidiary or holding company. Therefore, there is no such loan.

j- Future contractual and contingent liabilities

As of the date of this Disclosure Document, DBD is not aware of any future contractual and contingent liabilities.

k- VAT, income tax, customs duty or other un-paid tax liability including any contingent liabilities

DBD is under the Law on Commercial Enterprise of Cambodia. Therefore, DBD is obliged to pay taxes, customs and duties.

k-1- Value Added Tax (VAT)

DBD is subject to VAT at the rate of 10% when providing taxable supplies of goods or services to customers. Likewise, DBD is also subject to pay VAT at the rate of 10% when purchasing of goods or services for the business.

k-2- Income tax

DBD is subject to income tax at the rate of 20% on taxable profits or the minimum tax at the rate of 1% of turnover in pursuance to the Law on Taxation.

k-3- Customs duty

As of the date of this Disclosure Document, DBD is not aware of any unpaid customs duty.

k-4- Other un-paid tax liability including any contingent liabilities

Please refer to “h-2- Contingent liabilities” as described in Section 7 of this Disclosure Document.

l- Provisions related to personnel schemes including retirement benefits that would not involve the issuance of equity securities of the Company

N/A

3- Information related to the Company’s assets

a- Property, plant and equipment, biological assets and intellectual property rights

a-1- Description of Property, plant, and equipment

a-1-1- Description of property, building and land

As of the date of this Disclosure Document, DBD has owned a plot of land since 2019 as describe below. The hard title deed of this land has been placed as the collateral to secure the loan for this land until full repayment at ABA Bank. The details of this land are shown in below table.

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Table 49: Description of land

No.	Description	Owner	Land Size		Location	Certificate of Property No.	Lot No.	Acquisition Date	Acquisition Cost	Remaining Principle (loan at ABA Ban)k as of 20 December 2020*
1	Land for new office and investment	Mr. Neang Vithy and Mrs. Lim Muyly are the authorized persons in the land title deed on behalf of DBD.	Total land size: 10,322 square meters	5,355 square meters	Svay Chek Village, Sangkat Kork Roka, Khan Prek Pnov, Phnom Penh, Cambodia	12120103-0495	495	16 December 2019	USD 2,167,620	USD 1,384,015.80
				4,967 square meters			12120103-0496			

* Based on the loan repayment schedule as set forth in the loan agreement.

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a-1-2- Description of plant (main facility for production and distribution)

As of the date of this Disclosure Document, DBD does not own any plant.

a-1-3- Description of equipment

Table 50: Description of equipment

No.	Description of equipment	Original Cost (USD)	Net Book Value As of 31 December 2019 (USD)
1	Machines	595,609	243,090
2	Vehicle s	572,204	120,345
3	Office equipment	61,879	13,241
4	Furniture	7,563	144
5	Intangible assets	41,946	40,781
	Total	1,279,201	417,601

a-2- Description of biological asset

As of the date of this Disclosure Document, DBD does not own any biological assets.

a-3- Description of intellectual property rights

As of the date of this Disclosure Document, DBD does not own any intellectual property rights.

b- Asset valuation and revaluation including valuation method, valuation date, name of independent appraiser, and reason for valuation or re-valuation

As of the date of this Disclosure Document, DBD has not conducted any revaluation of the company's PPE. The PPE is valued at historical cost less accumulated depreciation and impairment losses following Cambodian International Financial Reporting Standards (CIFRS).

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SECTION 5: INFORMATION OF COMPANY'S BOARD OF DIRECTORS, SENIOR OFFICERS AND SHAREHOLDERS

1- Board of Directors

a- Current member list of the Board of Directors as of 31 October 2020

Table 51: Current member list of the Board of Directors as of 31 October 2020

No.	Name	Designation	Nationality	Appointment Date	Date of Expiry of Current Term
1	Mr. Neang Vithy	Chairman and Managing Director	Cambodian	10-Mar-2019	10-Mar-2022
2	Mrs. Lim Muyly	Executive Director and CFO	Cambodian	12-Oct-2020	12-Oct-2023
3	Mr. Huy Vatharo	Independent Director	Cambodian	12-Oct-2020	12-Oct-2023
4	Mr. Thai Vantha	Non-Executive Director	Cambodian	12-Oct-2020	12-Oct-2023

Note: As reflected in Article 17 of the Memorandum and Articles of Association of DBD, the term of office for directors is 03 (three) years, and members may be re-elected by the general meeting of shareholders.

After the IPO, one more director who represents public investors will be added to DBD's BOD based on the resolution from DBD's shareholders by complying with the below conditions:

- Investors who successfully subscribe the IPO for more than 5% of total voting shares-post IPO could have the rights to propose a candidate.
- The Board of Directors will set the qualification criteria for the board candidates.
- Only the qualified candidates will be proposed by the Board of Directors to be selected in the shareholders' meeting.

b- Brief biography of the Board of Directors

Table 52: Brief biography of the Board of Directors

No.	Name	Designation	Experiences
1	Mr. Neang Vithy	Chairman and Managing Director	Mr. Victor is the founder of DBD, a multifaceted engineering and construction company operating for over twenty years. He is the Managing Director with comprehensive knowledge and experience in engineering and the construction business. He was an expert Panel Builder, Electrical Engineer and Project Engineer in France as well as Cambodia before DBD Engineering was established. With his 12 years of experience in France and 23 years of experience in Cambodia, Mr. Victor not only has a key role in decision making but is also responsible for a major part of visionary leadership, quality management, and effective strategic planning. He received a Bachelor Degree in B. Eng. Electrical Industry System Engineering from Lycee La Martiniere Monplaisance in Lyon, France.
2	Mrs. Lim Muyly	Executive Director and CFO	Mrs. Muyly is the CFO of DBD. She has many years of experience relating to logistics, accounting and financial works. She has significant responsibility in finding funds for projects' expense, securing cash flow, and implementing accounting standards. Mrs. Muyly holds a Bachelor Degree in Accountancy from Vanda Institute.
3	Mr. Huy Vatharo	Independent Director	Mr. Huy Vatharo is an Independent Director of DBD. He is also a managing Director and Board Member of Cambodian Reinsurance Company as well as the Chairman of the Insurance Association of Cambodia since 2014. He has experience in the financial sector of over 20 years. He holds a Master of Arts in International Development from International

No.	Name	Designation	Experiences
			University of Japan (Niigata, Japan), a Bachelor of Economics from Royal University of Law and Economics and a Diploma of Electrical Technician from Institute of Technology of Cambodia.
4	Mr. Thai Vantha	Non-Executive Director	Mr. Thai Vantha is a Non-Executive Director of DBD. He has been a Deputy Director of Eurotech Import Export Co., LTD (Pure drinking water company) since 2000, and a founder of @home Photography (Media Production Business) since 2009. He holds a Bachelor and Master Degree in Business Administration from National University of Management.

c- Powers and duties of the Board of Directors

DBD is under the leadership of the BOD, according to Article 18 of the MAA dated [], the BOD shall have general powers to manage the Company which include, but are not limited to (except as otherwise provided in the MAA) the following:

- Ensure that the Company communicates effectively with shareholders, and other stakeholders;
- Set-up, monitor, and evaluate the strategic plan and business plan of the Company, and ensure that the necessary resources are in place for the Company to meet its objectives;
- Set-up, monitor, and evaluate internal control systems;
- Set-up, monitor, and evaluate audit efficiency;
- Set-up and monitor the risk management policy;
- Prepare the policy on compensation;
- Determine the criteria and the procedure to appoint directors;
- Nominate and remove individuals from the positions of corporate secretary, chief of internal audit, and staff in charge of providing information;
- Monitor, control, and evaluate the efficiency of the Board of Directors and other committees of the Board;
- Ensure the financial stability of the Company by fulfilling its duty and responsibility as much as possible;
- Create mechanisms and procedures to protect the rights of shareholders by guaranteeing that minority shareholders also have the right to stand as the director and request to be a candidate as a director;
- Create mechanisms and procedures of voting in shareholder general meetings such as implementation of the voting system in order to guarantee the interest of the minority shareholders;
- Create mechanisms to allow the substantial shareholders and controlling shareholders to disclose to the public through the Company any information relevant to changes in shareholders;
- Create mechanisms and procedures in regards to related parties' transactions;
- Create policies for the Company;
- Comply with applicable laws and regulations;
- And any other roles required by laws and relevant regulations.

d- Independent Director

DBD shall have at least one (1) Independent Director who can independently exercise his or her best judgement without any interference in order to promote transparency, accountability and effectiveness of the Company's business, operations, and management to serve and protect the interests of DBD and its shareholders. The Independent Director must not have any material relationship with DBD or related persons, other than the director's fees paid to the Independent Director.

Responsibilities of the Independent Director

The Independent Director shall independently exercise his or her best judgement without any interference in order to promote transparency, accountability and effectiveness of the business operations and management performance to serve and protect the interests of the Company and its shareholders.

The Independent Director must not have a material or pecuniary relationship with the Company or related persons, other than the director's fees paid to the Independent Director.

The Independent Director has the following responsibilities:

- To participate in the Board of Directors' meeting and to bring an independent judgment to bear on the issues of strategy, policy, accountability, resources, appointment of senior management and other matters;
- Taking the lead role in solving and preventing potential conflicts of interests;

- Serving on the Board committees such as the Audit and Risk Committee; and
- Strictly monitor DBD to ensure the achievement of goals and objectives.

2- Board committee

Audit Committee

The Audit Committee has been established under DBD's Board committees to assist the Board in overseeing the Company's business and operations.

Table 53: Audit Committee

Chaired by	Designation	List of members	Meeting Frequency
Mr. Huy Vatharo	Independent Director	1. Mr. Thai Vantha 2. Mrs. Lim Muiyly	Quarterly basis

Responsibilities of the Audit Committee

- To review financial statements of the Company in accordance with Cambodian International Financial Reporting Standards (CIFRS) and endorse to the Board of Directors for final approval;
- To review and ensure that internal control is properly performed;
- To review the internal & external audit reports and analyze any unusual nature or incidents;
- To review and oversee the risk management processes, including risk identification and risk mitigation;
- To report and provide recommendations to the Board of Directors;
- To perform other actions as determined by the Board of Directors.

3- Senior officers

a- Current member list of the senior officers as of 31 October 2020

Table 54: Current list of senior officers as of 31 October 2020

No.	Name	Position	Nationality	Appointment Date
1	Mr. Neang Vithy	Managing Director	Cambodian	10-Mar-1998
2	Mrs. Lim Muiyly	CFO and Corporate Secretary	Cambodian	01-Jul-2013**
3	Mr. Norng Bamnang	Human Resources Manager	Cambodian	01-Sep-2019
4	Mr. Sour Sok	Project Manager	Cambodian	01-Jan-2018**
5	Mr. Ung Kimhann	Project Manager	Cambodian	01-May-2019**
6	Mr. Kuy Kao	Project Manager	Cambodian	01-Mar-2018**
7	Mr. May Channa	Project Manager	Cambodian	01-Jul-2018**
8	Mr. Khan Ratanak	Project Manager	Cambodian	01-Jun-2019**
9	Mr. San Panha	Project Manager	Cambodian	01-Aug-2019**
10	Mr. Veth Vandy	Production Manager	Cambodian	01-Nov-2019**
11	Mr. Chourn Metrey	Design & QS Manager	Cambodian	01-Apr-2019**
12	Mr. Yim Tonha	Warehouse and Purchase Manager	Cambodian	01-Oct-2019**
13	Mr. Siek Sokhorn	Maintenance & Customer Service Manager	Cambodian	01-May-2019**

** The renewed appointment date is based on internal restructure and/or promotion.

b- Brief biography of the senior officers

Table 55: Brief biography of the senior officers

No.	Name	Position	Experiences
1	Mr. Neang Vithy	Managing Director	Mr. Victor is the founder of DBD, a multifaceted engineering and construction company operating for over twenty years. He is the Managing Director with comprehensive knowledge and experience in engineering and the construction business. He was an expert Panel Builder, Electrical Engineer and Project Engineer in France as well as Cambodia before DBD Engineering was established. With his 12 years of experience in France and 23 years of experience in

No.	Name	Position	Experiences
			Cambodia, Mr. Victor not only has a key role in decision making but is also responsible for a major part of visionary leadership, quality management, and effective strategic planning. He received a Bachelor Degree in B. Eng. Electrical Industry System Engineering from Lycee La Martiniere Monplaisure in Lyon, France..
2	Mrs. Lim Muiyly	CFO and Corporate Secretary	Mrs. Muiyly is the CFO of DBD. She has many years of experience relating to logistics, accounting and financial works. She has significant responsibility in finding funds for projects' expense, securing cash flow, and implementing accounting standards. Mrs. Muiyly holds a Bachelor Degree in Accountancy from Vanda Institute.
3	Mr. Norng Bamnang	Human Resources Manager	Mr. Bamnang is the Human Resources Manager of DBD. He has over 16 years of experience in human resources disciplines, administration, staff performance management, staff retention, training development, recruitment, and compliance management in various private firms. Mr. Bamnang has gained valuable skills for enabling and empowering people by working within different types of industry and a variety cultural settings. He holds a Master Degree of Business Administration (MBA) in Management and Bachelor of Business Administration (BBA) in Management.
4	Mr. Sour Sok	Project Manager	Mr. Sok is a Project Manager and Quantity Surveyor for DBD. With his 20 years of experience in leadership and management skills, many big projects have successfully been completed on time. Mr. Sok holds a Master Degree in Electrical Engineering at National Technical Training Institute and Bachelor Degree and Diploma in Electrical Engineering from Preah Kosomak Poly Technique Institute.
5	Mr. Ung Kimhann	Project Manager	Mr. Kimhann is a Project Manager for DBD. He has expertise in MEP, over 18 years of experience in the industry, and many years of experience at DBD. He was a Site Manager before being promoted to Project Manager. Mr. Kimhan holds an Electrical Engineering Degree from Vocational Training Center Cambodia.
6	Mr. Kuy Kao	Project Manager	Mr. Kao is a Project Manager for DBD. Mr. Kao has over 22 years of experience in MEP construction works. He has accomplished many major projects on schedule since he has worked as a MEP Site Manager and M&E Site Supervisor until his current position as Project Manager. He holds an Electrical Engineering degree, Level of Brevet of Technician Superior from Institute of Technical of Cambodia.
7	Mr. May Channa	Project Manager	Mr. Channa is currently a Project Manager for DBD. With his expertise and over 10 years of experiences, he was promoted from an MEP Site Manager, the MEP Project Engineer, the Project Engineer, the Electrical Site Engineer, Electrical Design Engineer, respectively, before being assigned as Project Manager. He holds a Bachelor Degree in Electrical Engineering from Institute of Technology of Cambodia.
8	Mr. Khan Ratanak	Project Manager	Mr. Ratanak is currently a Project Manager for DBD. He has over 10 years of work experience related to M&E design, BOQ, bidding document preparation, site survey, plumbing sanitary work, and MEP work. He graduated from Institute of Technology of Cambodia, majoring in Electrical & Energy Engineering and Mechanical Engineering. He also holds a Diploma of Technology in Mechanics.
9	Mr. San Panha	Project Manager	Mr. Panha is currently a Project Manager for DBD. With nearly 10 years working in architectural and structural

No.	Name	Position	Experiences
			field, he is an important architect and designer for construction project accomplishments. He received a Bachelor Degree from Royal University of Fine Arts, majoring in Urban Architecture.
10	Mr. Veth Vandy	Production Manager	Mr. Vandy is currently a production manager for DBD. He has worked with DBD since 2009 as a site engineer then promoted as production and site manager since 2013. His main tasks include managing production of air ducting fabrication, steel forming work, welding work, painting work, and providing trainings to new staff. He completed technical skills in air condition from Phnom Penh Poly Technical School in 2006.
11	Mr. Chourn Metrey	Design & QS Manager	Mr. Metrey has worked at DBD since 2014 as a draftsman on Mechanical systems before being promoted as a Design & QS Manager who is responsible for design and preparing materials for the projects. He obtained a bachelor degree in Electrical Engineering from National Technical Training Institution (NTTI) in 2007.
12	Mr. Yim Tonha	Warehouse and Purchase Manager	Mr. Tonha joined DBD in March 2020. He is currently a Warehouse and Procurement Manager. Before joining DBD, he worked as international marketing manager handling export sales works for 7 years in CKT Distribution Co., Ltd and N.R engineering Co.,Ltd in Bangkok, Thailand. He obtained a Master Degree in International Business management from SIAM University of Thailand.
13	Mr. Siek Sokhorn	Maintenance & Customer Service Manager	Mr. Sokhorn is currently a Maintenance & Customer Service Manager of DBD. With more than 10 years of industry experience, he has been assigned to manage MEP technical works and related projects. His recent accomplishments include the plumbing and sanitary project maintenance work at Aeon Mall-1 and mechanical and electrical work at Northbridge International School & Serviced Apartments. He holds a Bachelor Degree in Electrical from National Technical Training Institute and a Diploma in Electrical from National Poly Technique Institute of Cambodia.

c- Directors who are also a director, a shareholder, an owner or a partner of another company

Table 56: List of directors who is are a director, a shareholder, an owner or a partner of another company

No.	Name of Director	Company/Entities	Role as Director/Shareholder/Owner/Partner
1	Mr. Huy Vatharo	Cambodian Reinsurance Company	Managing Director and Board Member
		Insurance Association of Cambodia	Chairman
2	Mr. Thai Vantha	@home Photography	Owner

d- Family relationships among directors and senior officers (if any)

Table 57: Family relationship among directors and senior officers

No.	Director/Senior Officer	Position	Name of Relative	Relationship	Position of Relative	Commencement Date of Relative
1	Mr. Neang Vithy	Chairman and Managing Director	Mrs. Lim Mulyy	Spouse	Managing Director and CFO	1999
2	Mrs. Lim Mulyy	Director and CFO	Mr. Neang Vithy	Spouse	Chairman and Managing Director	1999

4- Involvement of directors and senior officers in certain legal proceedings for the last 05 years.

a- Bankruptcy petitioned against any company in which any senior officer or director of the issuer was a director, a senior officer or a partner

As of the date of this Disclosure Document, the Company does not have any bankruptcy petitioned against any company in which any senior officer or director of the Company was a director, a senior officer or a partner for the last 05 years.

b- Conviction of any crime or any criminal proceeding pending against directors or senior officers

As of the date of this Disclosure Document, the Company does not have any conviction of any crime or any criminal proceeding pending against directors or senior officers for the last 05 years

c- Permanent or temporary jurisdiction of any competent court against any director or senior officer enjoining, barring, suspending, or limiting the involvement in any securities or business activity

As of the date of this Disclosure Document, the Company does not have any permanent or temporary jurisdiction of any competent court against any director or senior officer enjoining, barring, suspending or limiting the involvement in any securities or business activity for the last 05 years.

d- Decision of SERC, Foreign Securities and Exchange Commission or other regulators enjoining, barring, suspending, or limiting the involvement of directors or senior officers in any securities or business activity

As of the date of this Disclosure Document, the Company does not have any decision of SERC, Foreign securities and Exchange Commission or other regulators enjoining, barring, suspending or limiting the involvement of directors or senior officers in any securities or business activity for last 05 years.

5- Remuneration or compensation of directors and senior officers

a- The five employees who received highest remuneration or compensation including the aggregate amount of their remuneration or compensation

Table 58: Remuneration of key management

Description	Total amount in 2018 (USD)	Total amount in 2019 (USD)
Key management personnel's salaries and benefits	97,500	114,000

b- Aggregate amount of remuneration or compensation for non-executive directors

N/A: DBD didn't have non-executive directors for the fiscal year 2018 and 2019.

c- Aggregate amount of remuneration or compensation for all directors and senior officers as a group

The aggregate amount of remuneration paid to all directors and senior officers of DBD was USD 48,000 for the year 2018, and USD 48,000 for the year 2019. Please refer to point "25- Transactions with key management personnel" of the audited financial statements as enclosed in appendix 1 of this Disclosure Document.

d- Aggregate amount of remuneration or compensation for all directors and senior officers for one future fiscal year

DBD has not determined the remuneration or compensation for all directors and senior officers for one future fiscal year.

e- Material increase in remuneration or compensation for directors or senior officers during the current or future fiscal year

As of the date of this Disclosure Document, DBD is studying and analyzing its capacity to provide an increase in remuneration or compensation for directors or senior officers during the current or future fiscal year by considering each staff's performance, the Company's operating results and the macroeconomic situation of the country.

6- Stock options granted to directors, senior officers and employees

a- Stock options granted to directors

In principle, DBD has not granted any stock options to its directors before the IPO, except the two shareholders who are the existing members of the BOD before the IPO.

b- Stock options granted to senior officers

In principle, DBD has not granted any stock options to its senior officers before the IPO.

c- Stock options granted to employees

In principle, DBD has not granted any stock options to its employees before the IPO.

7- Shareholders

a- Company's shareholders

a-1- Identity of shareholder(s) who own at least 5% of the Company's total equity securities

Table 59: List of shareholder(s) who own at least 5% of the Company's total equity securities

No.	Name	Address	Quantity	Percentage (%)
1	Mr. Neang Vithy	#31, St. 8A, Payab Village, Sangkat Phnom Penh Thmey, Khan Sen Sok, Phnom Penh, Cambodia	8,400,000 shares	70%
2	Mrs. Lim Mulyly	#31, St. 8A, Payab Village, Sangkat Phnom Penh Thmey, Khan Sen Sok, Phnom Penh, Cambodia	3,600,000 shares	30%

a-2- Identity of five employees receiving the highest remuneration or compensation who held the Company's equity securities

As of the date of this Disclosure Document, no employee who held the Company's equity securities has received the highest remuneration or compensation.

a-3- Identity of each director who held the Company's equity securities

Table 60: Identity of each director who held the Company's equity securities

No.	Name	Designation	Address	Quantity	Percentage (%)
1	Mr. Neang Vithy	Chairman	#31, St. 8A, Payab Village, Sangkat Phnom Penh Thmey, Khan Sen Sok, Phnom Penh, Cambodia	8,400,000 shares	70%
2	Mrs. Lim Mulyly	Executive Director	#31, St. 8A, Payab Village, Sangkat Phnom Penh Thmey, Khan Sen Sok, Phnom Penh, Cambodia	3,600,000 shares	30%

a-4- Identity of other employees who held the Company's equity securities

As of the date of this Disclosure Document, no other employees held DBD's shares.

b- Insolvency of shareholders holding at least 5% of the Company's total equity securities

Mr. Neang Vithy and Mrs. Lim Mulyly are the only two shareholders of DBD as of the date of this Disclosure Document. They haven't been involved in any insolvency.

SECTION 6: RELATIONSHIP AND TRANSACTIONS WITH RELATED PARTIES

1- Transactions with shareholders during the last 3 years prior to filing of application

Before 13 November 2020, the Company was a single member private limited company where Mr. Neang Vithy was the only one owner who acts as the Company representative along with Mrs. Lim Muyly being a Finance Manager of the Company. Based on the BOD resolution dated 15 July 2019, the Company has provided a loan to Mr. Neang Vithy with the amount of USD 100,000 for personal use. However, under the following BOD's resolution, this loan was already paid off by way of setting off with dividends that Mr. Neang Vithy would receive as a shareholder of the company.

According to the registered Articles of Association of the Company dated 13 November 2020, Mr. Neang Vithy, Mrs. Lim Muyly, Mr. Huy Vatharo and Mr. Thay Vantha are appointed as the new BOD of the Company. As disclosed by the Company, Mr. Huy Vatharo and Mr. Thay Vantha did not have any material transaction with the Company.

2- Material transactions with directors or senior officers or persons whereby directors or seniors' officers of the Company has interest during the last 5 years prior to the filing of application

Before 13 November 2020, the Company was a single member private limited company where Mr. Neang Vithy was the only one owner who acts as the Company representative along with Mrs. Lim Muyly being a Finance Manager of the Company. For the material transaction between the Company and Mr. Neang Vithy and Mrs. Lim Muyly, please refer to n-1-Material financial contracts in Section 7 of this Disclosure Document for details.

According to the registered Article of Association of the Company dated 13 November 2020, Mr. Neang Vithy, Mrs. Lim Muyly, Mr. Huy Vatharo and Mr. Thay Vantha are appointed as the new Board of Director of the Company. As disclosed by the Company, Mr. Huy Vatharo and Mr. Thay Vantha did not have any material transaction with the Company.

3- Material transactions with shareholders holding at least 5% of the Company's outstanding shares during the last 3 years prior to the filing of application

Based on the board of director resolution dated 15 July 2019, the Company has provided a loan to Mr. Neang Vithy in the amount of USD 100,000 for personal use. However, under the following BOD's resolution, this loan was already paid off by way of setting off with dividend that Mr. Neang Vithy would receive as a shareholder of the Company.

4- Material transactions with family members of directors or senior officers or shareholders holding at least 5% of the outstanding shares during the last 3 years prior to the filing of application

Based on the information provided by the Company, Mr. Neang Vithy and/or Mrs. Lim Muyly used to take loans from their relatives, and these loans were for the business of the Company. As of this filing date, these loans were all settled. Currently, the Company has only three loans with the relatives of Mr. Neang Vithy and Mrs. Lim Muyly.

Please refer to n-1-Material financial contracts in Section 7 of this Disclosure Document for details.

5- Material transactions with persons who have a relationship with directors of the Company, its subsidiary or holding company where relationship occurred in the transaction or any arrangement with the Company during the last 3 years prior to the filing of application

Before 13 November 2020, the Company was a single member private limited company where Mr. Neang Vithy was the only one owner who acts as the company representative along with Mrs. Lim Muyly being a Finance Manager of the company. Before this date, Mr. Neang Vithy was the only director of the company. For the material transaction between the company and Mr. Neang Vithy, please refer to answer to question number 4 above and n-1-Material financial contracts below in Section 7 of this Disclosure Document.

According to the registered Article of Association of the Company dated 13 November 2020, Mr. Neang Vithy, Mrs. Lim Muyly, Mr. Huy Vatharo and Mr. Thay Vantha are appointed as the new BOD of the Company. As disclosed by the company, Mr. Huy Vatharo and Mr. Thay Vantha did not have any material transaction with the Company.

6- Material transactions with persons who were directors or with any person who has a relation with the former directors of the Company during the last 2 years prior to the filing of application

Please refer to answer to question number 2 and 5 above and n-1-Material financial contracts in Section 7 of this Disclosure Document.

7- Material transactions with directors holding any position in an association or non-profit organization or other companies for the last 2 years prior to the filing of application

Before 13 November 2020, the Company was a single member Private Limited Company where Mr. Neang Vithy was the only one owner who acts as the company representative along with Mrs. Lim Muiyly being a Finance Manager of the Company. For the material transaction between the company and Mr. Neang Vithy and Mrs. Lim Muiyly, please refer to n-1-Material financial contracts in Section 7 of this Disclosure Document.

According the registered Articles of Association of the Company dated 13 November 2020, Mr. Neang Vithy, Mrs. Lim Muiyly, Mr. Huy Vatharo and Mr. Thay Vantha are appointed as the new Board of Directors of the Company. As disclosed by the Company, Mr. Huy Vatharo and Mr. Thay Vantha did not have any material transaction with the Company, nor hold any position in any association or non-profit organization or other companies.

8- Material transactions with directors receiving interest or professional fee for services in which director provided via any firm to issuer during the last 3 years prior to the filing of application

Before 13 November 2020, the Company was a single member Private Limited Company where Mr. Neang Vithy was the only one owner who acts as the company representative along with Mrs. Lim Muiyly being a Finance Manager of the Company. For the material transaction between the Company and Mr. Neang Vithy and Mrs. Lim Muiyly, please refer to n-1-Material financial contracts in Section 7 of this Disclosure Document.

According the registered Article of Association of the Company dated 13 November 2020, Mr. Neang Vithy, Mrs. Lim Muiyly, Mr. Huy Vatharo and Mr. Thay Vantha are appointed as the new Board of Director of the Company. As disclosed by the company, Mr. Huy Vatharo and Mr. Thay Vantha did not have any material transaction with the Company.

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SECTION 7: FINANCIAL INFORMATION

1- Exchange rate

Some parts of financial data of DBD in this Disclosure Document use both “Khmer Riel (KHR),” the national currency and the US Dollar (USD). However, as the Company transacts its business and maintains its accounting records primarily in “US dollars (USD)”, the Company has determined the USD to be the Company’s functional currency for both measurement and presentation purposes as it reflects the economic substance of the underlying events and circumstances of the Company.

The exchange rates between KHR and USD are presented in the financial statements for the financial year ended 31 December 2018, and 31 December 2019 using the official exchange rate of the National Bank of Cambodia as follows.

Table 61: Exchange rate

Date	Average Exchange rate (1 USD/KHR)	Closing Exchange rate (1 USD/KHR)
31 December 2019	4,052	4,075
31 December 2018	4,045	4,018

2- Historical financial information

The following information shows financial information for the years ended 31 December 2018 and 2019. The financial information has been audited for the years ended 31 December 2018 and 2019 by accredited auditors.

a- Statement of comprehensive income for the years ended 31 December 2018 and 31 December 2019

The table below shows the comprehensive income statements for the years ended 31 December 2018 and 2019 (audited).

Table 62: Statement of comprehensive income

Statement of Comprehensive Income	31 December 2018 Audited		31 December 2019 Audited	
	USD	KHR'000	USD	KHR'000
Revenues	8,142,085	32,934,734	8,669,552	35,129,025
Cost of services	(6,228,226)	(25,193,174)	(6,807,132)	(27,582,500)
Gross profit	1,913,859	7,741,560	1,862,420	7,546,525
Other income	51,725	209,228	110,130	446,247
Operating expenses	(576,930)	(2,333,682)	(687,391)	(2,785,308)
Finance costs	(120,876)	(488,943)	(120,280)	(487,375)
Profit before tax	1,267,778	5,128,163	1,164,879	4,720,089
Income tax expense	(112,234)	(453,987)	(64,568)	(261,630)
Profit for the year	1,155,544	4,674,176	1,100,311	4,458,459
Translation differences	-	(76,956)	-	226,144
Net profit for the financial year	1,155,544	4,597,220	1,100,311	4,458,459

b- Statement of financial position as of 31 December 2018 and 31 December 2019

The table below shows the statement of financial position as of 31 December 2018 and 2019 (audited).

Table 63: Statement of financial position

Statement of Financial Position	31 December 2018 Audited		31 December 2019 Audited	
	USD	KHR'000	USD	KHR'000
Assets				
Non-current assets				
property, plant and equipment	180,073	723,533	2,544,441	10,368,597
Intangible assets	-	-	40,781	166,183
Right-of-use assets	148,990	598,642	109,695	447,007
Other non-current assets	20,000	80,360	35,000	142,625
Total non-current assets	349,063	1,402,535	2,729,917	11,124,412
Current assets				
Contract assets	343,510	1,380,223	2,406,948	9,808,313
Other current assets	213,406	857,464	680,595	2,773,425
Inventories	1,161,440	4,666,666	1,233,507	5,026,541
Trade receivables	865,762	3,478,632	1,919,941	7,823,761
Fixed deposit	1,274,853	5,122,360	1,073,147	4,373,074
Cash and bank balance	1,047,033	4,206,979	16,267	66,288
Total current assets	4,906,004	19,712,324	7,330,405	29,871,402
Total assets	5,255,067	21,114,859	10,060,322	40,995,814
Equity and liabilities				
Equity				
Share capital	142,500	575,273	142,500	575,273
Retained earnings	3,421,289	14,116,861	4,421,600	18,170,120
Other reserves	-	(372,829)	-	(146,685)
Total equity	3,563,789	14,319,305	4,564,100	18,598,708
Liabilities				
Non-current liabilities				
Borrowings	173,389	696,677	1,475,590	6,013,029
Lease liabilities	163,224	655,834	108,181	440,838
Total non-current liabilities	336,613	1,352,511	1,583,771	6,453,867
Current liabilities				
Borrowings	419,082	1,683,871	860,880	3,508,087
Overdraft	241,908	971,986	1,463,906	5,965,417
Trade and other payables	491,339	1,974,200	1,353,447	5,515,296

Statement of Financial Position	31 December 2018 Audited		31 December 2019 Audited	
	USD	KHR'000	USD	KHR'000
Amount due to shareholders	105,235	422,834	33,075	134,781
Lease liabilities	49,811	200,141	55,042	224,296
Contract liabilities	6,290	25,273	146,101	595,362
Current income tax liabilities	41,000	164,738	-	-
Total current liabilities	1,354,665	5,443,043	3,912,451	15,943,239
Total liabilities	1,691,278	6,795,554	5,496,222	22,397,106
Total equity and liabilities	5,255,067	21,114,859	10,060,322	40,995,814

3- Capitalization and indebtedness

a- Capitalization

Overall, there was no change in DBD's share capital during the last two years. The share capital is equal to USD 142,500 for the years 2018 and 2019. Any decrease or increase in the share capital requires the approval from the BOD of DBD and the Ministry of Commerce. The change in total equity was due to the change in retained earnings including dividend distribution in each year. Thanks to DBD's healthy performance, the Company's total internal sources of capital increased noticeably to USD 4,421,600 in 2019 from USD 3,563,789 in 2018. The Company managed to distributed a dividend of USD 100,000 in 2019 as a contribution to the shareholder.

The table below shows DBD's internal sources of capital for the years ended 31 December 2018 and 31 December 2019:

Table 64: Capitalization

Description	31 December 2018		31 December 2019	
	USD	KHR'000	USD	KHR'000
Share capital	142,500	575,273	142,500	575,273
Other share capital	-	-	-	-
Dividends paid	-	-	(100,000)	(405,200)
Retained earnings	2,265,745	9,442,685	3,421,289	14,116,861
Net profit during the period	1,155,544	4,674,176	1,100,311	4,458,459
Total	3,563,789	14,319,305	4,564,100	18,598,708

b- Indebtedness

DBD's indebtedness is classified into current and non-current including borrowings and overdraft. The total indebtedness of DBD was at USD 834,379 and USD 3,800,376 for the years 2018 and 2019, respectively.

The table below shows DBD's indebtedness for the years ended 31 December 2018 and 31 December 2019:

Table 65: Indebtedness

Description	31 December 2018		31 December 2019	
	USD	KHR'000	USD	KHR'000
Current liabilities				
Borrowings	419,082	1,683,871	860,880	3,508,087
Overdraft	241,908	971,986	1,463,906	5,965,417
Non-current liabilities				
Borrowings	173,389	696,677	1,475,590	6,013,029

Description	31 December 2018		31 December 2019	
	USD	KHR'000	USD	KHR'000
Total	834,379	3,358,534	3,800,376	15,486,533

4- Management's discussion and analysis

The following management discussion and analysis of DBD's results of operations and financial condition should be read together with the audited financial statements for the year ended 2019 as set out in Appendix 1 of this Disclosure Document. The financial statement has been prepared in accordance with CIFRS.

The discussion and analysis in this section contains data derived from the Company's audited financial statements and forward-looking statements concerning events that involve risks and uncertainties. The Company's actual results that may differ significantly from those discussed in such forward-looking statements include, but are not limited to, those set out in *Section 3: Risk Factors* and other parts of this Disclosure Document. In case of doubt, investors should seek advice from professional advisors.

a- Overview of operations

DBD was incorporated in 1998 under the laws of the Kingdom of Cambodia. The Company is a construction contractor specializing in MEP and Civil Engineering works, providing mechanical, electrical, plumbing, firefighting, air conditioning-cold room HVAC, and building maintenance.

Please refer to Section 4.1 of this Disclosure Document for the Company's detailed business overview.

a-1- Revenue analysis

DBD's main revenue is derived from the construction and maintenance services which include MEP and Civil Engineering works, with the total revenues recorded in the financial statements separated into three categories listed below:

- Construction and maintenance
- Sales of goods
- Other income

MEP works are currently the core contributor to the Company's revenue, contributing around 80% of the total revenue in 2019. Revenue is recognized when or as a performance obligation in the contract with customer is satisfied, i.e. when the "control" of the goods or services underlying the particular performance obligation is transferred to the customer. The performance obligation is certified by the contractual parties, typically by the Company's project manager, and the client's consultant.

To determine whether to recognize revenue, the Company follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognizing revenue when/as performance obligation(s) are satisfied

Please refer to Note 3.3 in Appendix 1: Audited Financial Statement 2019 and 2018 in this Disclosure Document for details.

Table 66: Revenue analysis

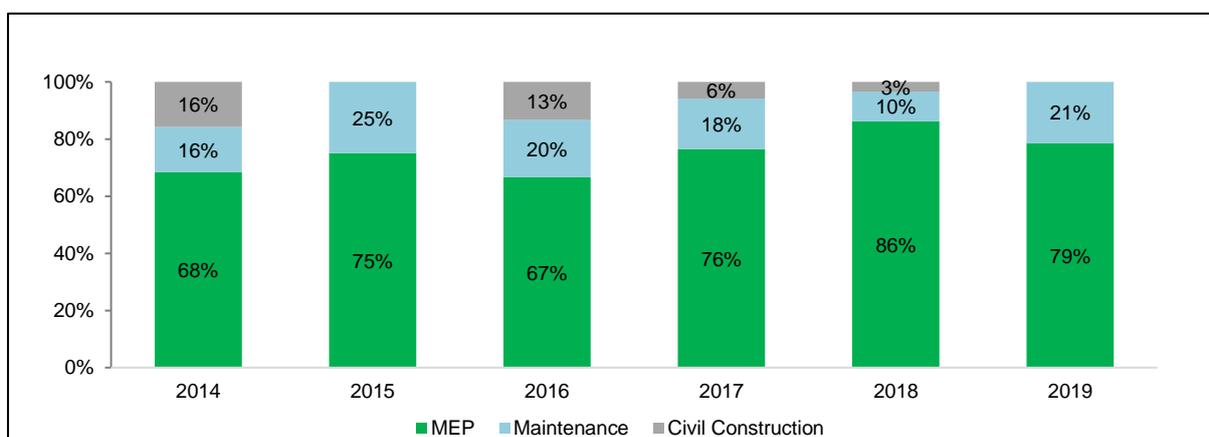
Description	31 December 2018		31 December 2019		Changes	
	USD	KHR '000	USD	KHR '000	USD	%
Construction and maintenance	7,284,262	29,464,840	8,140,251	32,984,297	855,989	11.75%
Sale of goods	857,823	3,469,894	529,301	2,144,728	(328,522)	(38.30%)
Other income	51,725	209,228	110,130	446,247	58,405	112.91%
Total revenues	8,193,810	33,143,962	8,779,682	35,575,272	585,872	7.15%

Revenue in 2019 vs 2018: Comments on major movements

Total revenues increased USD 585,872 or 7.15% to USD 8,779,682 in 2019 from USD 8,193,810 in 2018 with the below major movements:

- Construction and maintenance increased USD 855,989 or 11.75% thanks to the growth in MEP and Civil Engineering works.
- Sale of goods decreased USD 328,522 or 38.30% as some of the construction materials were directly purchased by the clients.
- Other income increased USD 58,405 or 112.91%, mainly driven by the 32.26% growth in interest income and 67.79% growth in rental income. Interest income is derived from the performance bond for each construction contract which was placed in interest-bearing accounts at financial institutions. Rental income is derived from the rental of construction equipment.

Figure 1: Type of service completion distribution



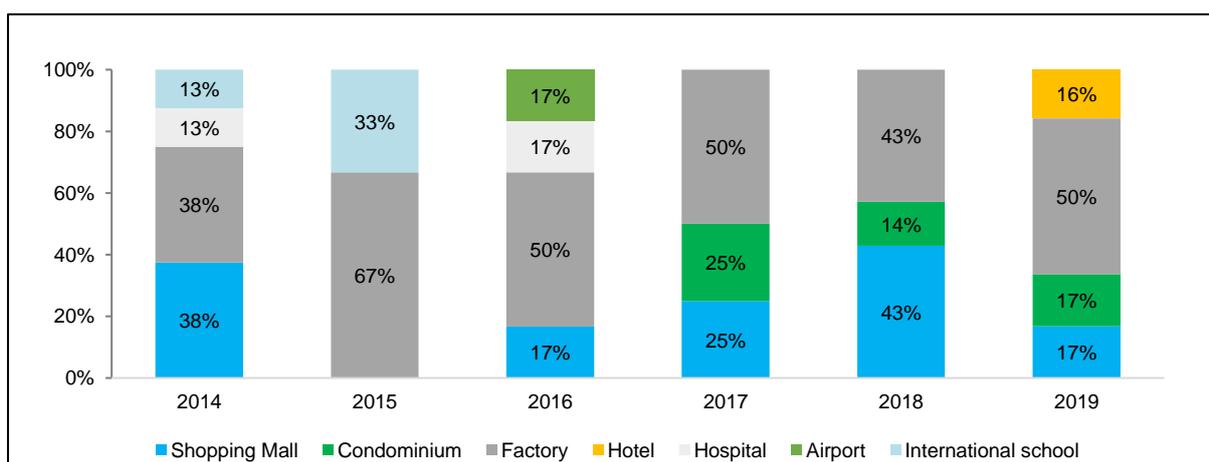
(source: DBD's data)

Business line analysis

Condominiums, hotels, shopping malls, and factory projects are skyrocketing in Cambodia. The Company secured the following MEP project breakdown in 2019:

- 50% were manufacturing factories;
- 17% were condominiums;
- 17% were shopping malls;
- 16% were hotels.

Figure 2: Business line analysis



a-2- Analysis of cost of services

DBD's cost of services consists of cost of goods sold, cost of construction, and other related costs to the project. Cost of goods sold includes materials costs sold to clients while cost of construction includes the cost for main construction materials and engineering works. Other related costs are comprised of personnel expense for the site, tool expenses, and others.

Table 67: Cost of services analysis

Description	31 December 2018		31 December 2019		Changes	
	USD	KHR '000	USD	KHR '000	USD	%
Cost of goods sold	636,865	-	540,878	-	(95,986)	(15.07%)
Cost of construction	3,700,623	-	4,105,762	-	405,139	10.95%
Other related costs	1,890,738	-	2,160,492	-	269,753	14.24%
Total cost of services	6,228,226	25,193,174	6,807,132	27,582,500	578,905	9.29%

Cost of services 2019 vs 2018: Comments on major movements

Total cost of services increased USD 578,905 or 9.29% to USD 6,807,132 in 2019 from USD 6,228,226 in 2018 with the below major movements:

- Cost of goods sold decreased by USD 95,986 or -15.07% reflecting the decrease in goods sold to clients.
- Cost of construction increased USD 405,139 or 10.92% reflecting the growth of the construction contracts.
- Other related costs increased USD 269,753 or 14.24% in relation to the growth of the projects.

a-3- Analysis of operating expenses

Table 68: Operating expenses analysis

Description	31 December 2018		31 December 2019		Changes	
	USD	KHR '000	USD	KHR '000	USD	%
Total revenues	8,193,810	33,143,962	8,779,682	35,575,272	585,872	7.15%
Costs of goods sold	(6,228,226)	(25,193,174)	(6,807,132)	(27,582,500)	578,906	9.29%
Operating expenses						
Personnel	(149,903)	(606,358)	(232,522)	(942,179)	82,619	55.11%
Utilities	(70,258)	(284,194)	(77,249)	(313,013)	6,991	9.95%
Other taxes	(83,507)	(337,786)	(66,947)	(271,269)	(16,560)	(19.83%)
Depreciation	(39,679)	(160,501)	(51,569)	(208,957)	11,890	29.97%
Insurance	(37,039)	(149,823)	(41,420)	(167,834)	4,381	11.83%
Office supplies and stationery	(24,569)	(99,382)	(38,846)	(157,404)	14,277	58.11%
Repair and maintenance	(30,682)	(124,109)	(34,925)	(141,516)	4,243	13.83%
Bank charges	(14,197)	(57,427)	(34,125)	(138,274)	19,928	140.37%
Inventory adjustments	-	-	(31,049)	(125,811)	31,049	
Professional fees	(9,376)	(37,926)	(21,338)	(86,462)	11,962	127.58%
Rent	(16,129)	(65,242)	(17,545)	(71,092)	1,416	8.78%
Travelling	(1,856)	(7,508)	(13,019)	(52,753)	11,163	601.45%
Entertainment	(9,908)	(40,078)	(8,730)	(35,374)	(1,178)	(11.89%)
Communication	(9,166)	(37,076)	(7,693)	(31,172)	(1,473)	(16.07%)
Loss on disposal of fixed assets	(23,856)	(96,496)	-	-	(23,856)	(100%)
Others	(56,805)	(229,776)	(10,414)	(42,198)	(46,391)	(81.67%)
Total operating expenses	(576,930)	(2,333,682)	(687,391)	(2,785,308)	110,461	19.15%
Operating profit	1,388,652	5,617,106	1,285,159	5,207,464	(103,494)	(7.45%)

Operating expenses 2019 vs 2018: Comments on major movements

Operating expenses (including depreciation) increased by USD 110,461 or 19.15% to USD 687,391 in 2019 from USD 576,930 in 2018 with the below major movements:

- Personnel expense increased by USD 82,619 or 55.11% reflecting the growth in number of employees.
- Other taxes decreased by USD 16,560 or 19.83% due to the absence of major expenses in 2019 including the fee paid to Ministry of Land Management Urban Planning and Construction for the license to carry

construction business of USD 5,410 and the fee paid to GDT for the limited tax audit to GDT of USD 23,337. The license fee is to be paid every three years.

- Insurance expenses increased by USD 4,381 or 11.83% reflecting the growth of the business. The insurance coverage included third-party, equipment for the construction project, National Social Security Fund (NSSF) for office and site staffs, and insurance for the collateral for project's bank guarantee.
- Office supplies and stationery expense increased by USD 14,277 or 58.11% reflecting the growth of the business. The office supplies and stationery include the expenses for both construction sites and the main office.
- Bank charges increased by USD 19,928 or 140.37% due to the commission charge for project performance bond's bank guarantee and processing fee for new loans. There were two new loans in 2019, including one from ABA Bank which amounted to USD 2,190,000 and another from MayBank which amounted to USD 100,000.
- Inventory adjustment increased by USD 31,049 or 100% due to the inventory stock count at the end of 2019.
- Professional fees increased by USD 11,962 or 127.58% due to related expenses for IPO preparation including legal and monthly & annual tax declaration professional fees.
- Travelling expenses increased by USD 11,163 or 601.45% due to frequent visits with clients to overseas production factories in 2019.
- Communication expenses, including telephone and internet expenses, decreased by USD 1,473 or -16.07% reflecting savings due to the economy of scale.
- Loss on disposal of fixed assets decreased by USD 23,856 or -100%.
- Other expenses decreased by USD 46,391 or -19.15% reflecting savings due to the economy of scale. This decreased mainly due to the drop in transport expense (100%), courier service (98%), and advertising (92%).

a-3- Analysis of profit before income tax

Table 69: Profit before income tax analysis

Description	30 December 2018		30 December 2019		Changes	
	USD	KHR '000	USD	KHR '000	USD	%
Operating profit	1,388,652	5,617,106	1,100,311	5,207,464	(288,341)	(20.76%)
Finance costs	120,876	488,943	120,280	487,375	(596)	(0.49%)
Profit before income tax	1,267,778	5,128,163	1,164,879	4,720,089	(102,899)	(8.12%)

DBD's profit before income tax amounted to USD 1,164,879 in 2019, representing a decrease of USD 102,899 or -8.12% from USD 1,267,778 in 2018, which was mainly due to lower revenue and higher operating expenses in 2019. Finance costs were mainly comprised of interest expenses on bank borrowings, overdrafts, and lease liabilities. In 2019, interest on borrowings increased by USD 3,793 or 3.83% while interest on lease liabilities decreased by USD 4,390 or -20.16%.

a-4- Analysis of profit after income tax

The annual income tax DBD is required to pay is 20% of its taxable income.

Table 70: Profit after income tax analysis

Description	31 December 2018		31 December 2019		Changes	
	USD	KHR '000	USD	KHR '000	USD	%
Profit before income tax (a)	1,267,778	5,128,163	1,164,879	4,720,089	(102,899)	(8.12%)
Income tax expense (b)	112,234	453,987	64,568	261,630	(47,666)	(42.47%)
Net profit	1,155,544	4,674,176	1,100,311	4,458,459	(55,233)	(4.78%)

DBD's net profit amounted to USD 1,100,311 in 2019, representing a slight decrease of USD 55,233 or -4.78% from USD 1,155,544 in 2018. The decline in 2019 was mainly due to the higher cost of services and operating expenses.

a-5- Analysis of factors affecting financial position and results

DBD's business can be affected with number of factors as follows.

Economic situation in the country, the region, and the world

In 2020, all major economies around the world have been impacted by the COVID-19 pandemic. According to the World Bank publication *Global Economic Prospects* published in June 2020, output in advanced economies is set to contract sharply in 2020 due to disruptions in domestic demand and supply, trade and finance. Advanced-economy output is projected to slow from an expansion of 1.6% in 2019 to a contraction of 7% in 2020. As long as the pandemic does not cause lasting damage to financial systems, growth is expected to rebound in 2021 aided by strong support from fiscal, monetary and financial sector policies. Historical, estimated, and baseline projections of GDP growth figures for major world economies are listed below.

Table 71: Economic growth in the world

Location	2017	2018	2019*	2020**	2021**
World	3.2%	3.1%	2.6%	-3.2%	4.2%
EU	2.2%	2.1%	1.8%	-5.5%	2.8%
USA	2.8%	2.9%	2.3%	-4.8%	3.9%
East Asia	5.6%	5.8%	5.0%	0.8%	6.4%
South Asia	7.0%	5.1%	3.8%	-0.6%	4.4%
China	6.5%	6.6%	6.1%	1.7%	7.6%

(Source: UN World Economic Situation and Prospects Mid-2020)

*Figures are estimated

**Figures are forecast

Preferential treatment of the trade between Cambodia and those in the region and the world

Any factor affecting trade between Cambodia and its trading partners in the region and the world can affect the general economic conditions in Cambodia, which could affect the construction industry. Those factors are, for example:

- Tariffs on imports and exports and the preferential treatment of customs and excise taxes;
- Non-tariff factors such as the membership in the ASEAN Economic Community, which will positively affect Cambodia's trade because the tariffs will be reduced or eliminated for some goods.

b- Significant factors affecting profits

The BOD has observed the following significant factors that may affect the Company's profitability based on the track record for the fiscal year ended 2018 and 2019.

b-1- Analysis of demand and supply

The construction industry prospects for MEP and Civil Engineering in Cambodia remains promising despite the Covid-19 pandemic disruption. The Company continued efforts to retain its reputation and improve the quality to meet international standards to be in line with the Company's vision and mission to enhance the strong presence in Cambodia's construction industry. As of 31 July 2020, there are nine ongoing projects amounting to USD 12.69 million. Having successfully completed various large projects in Cambodia, the Company has enhanced its profile which has facilitated the procurement of future projects for the Company that allow it to expand further. Simultaneously, the Company will leverage its competitive strengths to procure more jobs in Cambodia.

b-2- Tax analysis

DBD has an obligation to pay taxes and excises to the government under the laws of Cambodia. DBD is a large tax payer and is required to pay tax under the real regime tax system as set forth by the General Department of Taxation. Tax expenses include taxes paid during the fiscal year and deferred taxes. Tax expenses are recorded in the statement of gains/losses except those related to capital.

b-2-1- Tax on profit

DBD has an obligation to pay tax on profit at the rate of 20% of taxable profit which is settled with the monthly prepayment of 1% of annual turnover. The total tax on profit for the year will be the higher of either the 20% tax on taxable profit or the 1% prepaid tax on the monthly turnover.

The Company's tax returns are subject to examination by the tax authorities. As the application of tax laws and regulations for many types of transactions is subject to various interpretations, the amount reported in the financial statements could be changed later upon final determination by the tax authorities.

According to Annukret No. 1 ANKR. BK on Tax Incentives in Securities Sector dated 4th January 2019, DBD shall be entitled to 50% reduction on tax on income for three years after listing.

b-2-2- Value added tax (VAT)

As a VAT registered company, DBD charges VAT of 10% on invoiced amounts when issuing invoices to clients. This VAT is settled with the 10% input tax that DBD pays to the suppliers when making purchases.

b-2-3- Tax withheld on interest income

DBD has an obligation to pay withholding tax on interest income at the rate of 4% for current deposit. This withholding tax is deducted by banks, which pass it to the General Department of Taxation. This withholding tax is recognized as a part of interest income in the statement of comprehensive income of DBD.

b-2-4- Tax withheld on BOD's compensation and other expenses

DBD has an obligation to withhold tax at the rate of 15% on the BOD's compensation, and at the rate of 14% (non-resident) to 15% (resident) on expenses related to consultant/advisory service fees as determined by the General Department of Taxation.

b-3- Tax withheld on rental income

DBD has an obligation to withhold tax on rental income at the rate of 10% as determined by the General Department of Taxation.

b-3-1- Import tax

DBD has an obligation to pay import tax on materials and raw materials at rates ranging from 7% to 35%, depending on the type of goods, as determined by the General Department of Taxation.

b-3-2- Other taxes and customs duties

As of the date of this Disclosure Document, DBD does not have an obligation to pay any other taxes and customs duties other than the ones listed above.

b-4- Analysis of any exceptional and extraordinary items

As the date of this Disclosure Document, the BOD and management believe that DBD does not have any exceptional and extraordinary items.

c- Material changes in sales and revenues

The main source of DBD 's revenues is from the construction contracts which accounted for 74.34% and 85.30% of the Company's total revenue in 2018 and 2019, respectively. Revenue streams may increase with the growth of GDP, FDI, and the construction industry's performance. Any significant changes in the revenue from construction contracts will affect the total revenue of DBD.

d- Impacts of exchange rate, interest rate and commodity prices

d-1- Impacts of exchange rate

The Company's sales revenue and purchases are mainly denominated and conducted in USD. As such, DBD has not been materially affected by the fluctuations of the foreign exchange rates during the fiscal years 2018 and 2019.

Please refer to “**I- Currency exchange risk**” as set out in **1- Risks relating to DBD’s business and operations of Section 3** of this Disclosure Document.

d-2- Impact of interest rate

The Company is not exposed to interest rate risk as the Company does not have any floating rate-based financial assets and liabilities.

d-3- Impacts of commodity prices

There was no material impact of commodity prices on DBD’s financial results for the fiscal years 2018 and 2019.

e- Impact of inflation

Inflation may have an impact on the Company’s business operations such as an increase of imported construction materials price and an increase of the transportation charge.

f- Economic, fiscal and monetary policy of the government

f-1- Industry overview

This part contains information and statistics relating to the industry that DBD operates in and related industry sectors. Such information and data have been derived from government and private publications which have not been independently verified by DBD, SBIR, or any of their respective advisors. The information in such sources may not be consistent with other information compiled within or outside Cambodia. DBD, SBIR, or any of their respective advisors make no representation as to the correctness or accuracy of such information and accordingly such information should not be unduly relied on.

f-1-1- Cambodia’s economic growth and trade activity

Cambodia's economy has a long history of impressive growth. From 1995 to 2018 the average annual GDP growth rate was 7.7% according to the World Bank. In 2019, the GDP growth rate was strong at 7.1%, leading Cambodia to be one of the fastest growing economies in the world. Inflation inched up, increasing to 3.2% in 2019 from 3.1% in 2018. The construction sector has been the largest contributor to economic growth for several years. In 2019, the construction sector contributed 36% of GDP growth and employed roughly 4.5% of paid employment in the country. Cambodia has a high percentage of young population who are in the working group (60% of the population are between 15 to 54 years old), which has enormous potential in ASEAN. This age structure provides an opportunity for expansion, particularly in the construction sector which is labor intensive.

In early-2020, the COVID-19 pandemic significantly impacted the global economy including Cambodia. The outbreak caused sharp decelerations in most of Cambodia’s growth drivers in the first quarter of 2020, including weakened tourism and construction activity. Cambodia’s economic growth is projected to slow sharply to -2.0% in 2020, but recover to 4.0% and 5.2% for 2021 and 2022, respectively. Inflation is estimated to stay low at 3.0%, 2.5%, and 2.5% in 2020, 2021, and 2022, respectively.

Table 72: Cambodia’s economic growth and trade activity

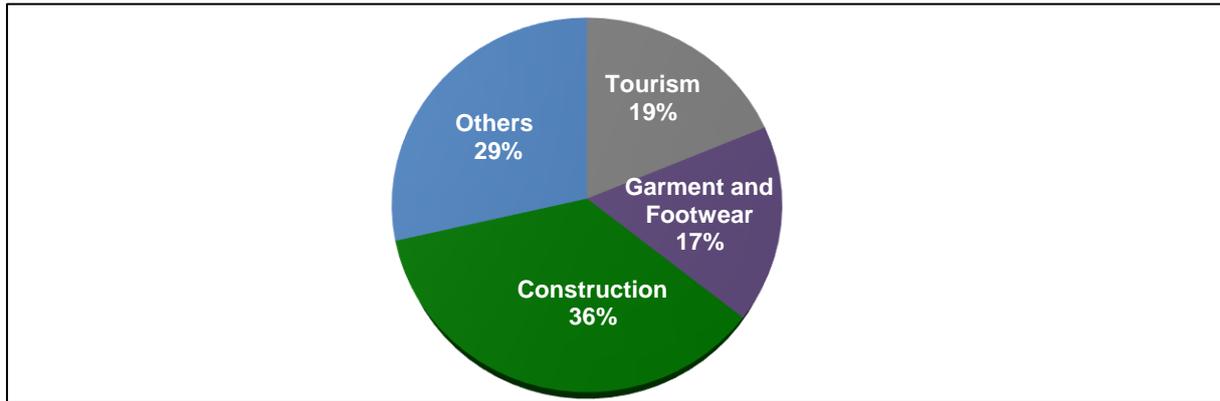
Description	2018	2019*	2020**	2021**	2022**
GDP growth (%)	7.5	7.1	-2.0	4.0	5.2
Inflation (consumer price index, %)	3.1	3.2	3.0	2.5	2.5
Net foreign direct investment (% of GDP)	12.6	10.6	9.0	9.1	9.3

(source: East Asia and Pacific Economics Update April 2020 by World Bank, Cambodia Economic Update November 2020 by World Bank)

*Figures are estimated

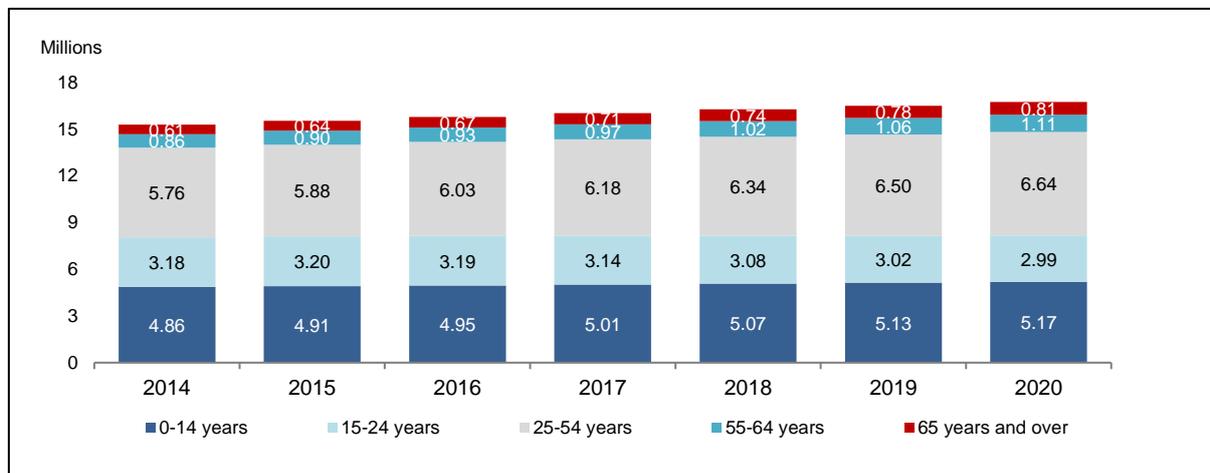
**Figures are forecast

Figure 3: GDP growth drivers in 2019



(source: Cambodia Economic Update May 2020, World Bank)

Figure 4: Cambodian population demographic



(source: World Bank)

f-1-2- Development of real estate and construction in Cambodia

Industry performance, outlook, and prospects

The construction industry can broadly be divided into two key major segments including construction of buildings and infrastructure. The construction of buildings is then further categorized into commercial, residential and industrial where: (1) commercial buildings are used for business purposes and this includes office buildings, warehouses, hotel, retail outlets and other institutional or purpose-built buildings such as convention centers, educational & medical institutions, and resorts; (2) Residential buildings that are intended for dwelling purposes; and (3) Industrial properties that are buildings or structures where industrial or manufacturing activities are carried out, and includes factories and production plants. The construction of infrastructure refers to any form of development of public assets used for purposes such as transportation, utilities management and communication, recreation, and community use.

In the last several years, the real estate and construction sector has been one of the top drivers of economic growth. According to CBRE's report, *Cambodian Real Estate Market Outlook 2019*, the construction industry grew by 18.1% in 2018, and the number of condominium units grew by roughly 120%. While diverse economic growth factors into the strong performance of the construction industry, Foreign Direct Investment (FDI) is one of the main drivers of the industry. In 2019, FDI in Cambodia accounted for 10.6% of total GDP. In 2018, FDI reached record highs, increasing by 10.7% or USD 300 million from USD 2.8 billion in 2017 to USD 3.1 billion in 2018 (*World Bank*). A significant local COVID-19 outbreak, real estate market correction following a prolonged construction and property boom, increased credit provided to the construction/real estate/mortgage sector (that recently relies highly on Chinese investment), and high outstanding credit are the current industry vulnerabilities.

Due to the strong market fundamentals, there is heavy competition for market share in the construction industry. Competition is particularly strong among smaller, domestic construction companies, as their numbers have increased rapidly due to low entry barriers including few regulations. The market for larger construction companies such as DBD is less fierce because of the capital, technology, heavy equipment, and human capital required to complete large projects such as those that DBD works on. When the economy is strong, such as it is now in Cambodia, competition poses little threat to DBD's business since there are plenty of projects for the relatively few companies of DBD's size and capabilities. However, during times of economic contraction, competition can become more intense since the number of projects decreases while the number of contractors and construction companies remains the same. DBD has both strong financials and a strong reputation, allowing the Company to weather varying market conditions.

There is also competition from foreign companies who often have the capital and expertise to rival those of DBD. The surge in FDI has meant that there have been more foreign construction companies entering the market. Even with the increase in foreign competition, DBD remains competitive due to its long track record of completing quality, high-profile projects in addition to its excellent reputation, local knowledge, and steady supply chains.

In order to remain competitive in a growing industry, DBD continually improves its business operations through measures such as incorporation of new technology and investment in advanced equipment and machinery. The Company also continually invests in human capital, seeking ongoing development of its staff's diverse expertise. Furthermore, DBD is always developing beneficial partnerships and long-term supply chains in order to collaboratively take on large-scale construction projects. The Company's historical success and reputation combined with these ongoing investments and collaborations serve as the strategic direction for the Company to not only remain competitive but to increase the scale of its operations, thereby increasing revenue and profit in a sustainable manner.

Growing construction in Cambodia

In 2019, there were 4,888 approved construction projects with capital investment of USD 11.44 billion, an increase over 2018 of 48.57% and 98.96%, respectively, according to Ministry of Land Management, Urban Planning and Construction. The average growth of the industry was 18.1% per year from 2014 to 2019². Capital investment in 2019 was USD 9.35 billion, an increase of 79% from 2018, according to Ministry of Information.

5- Regulatory overview

DBD is one of the leading MEP service providers in Cambodia offering services such as (1) mechanical & electrical contracting, (2) plumbing & fire-fighting contracting, (3) heating, ventilation, and air conditioning, and (4) building maintenance. Accordingly, DBD's business is subject to relevant laws and regulations of Cambodia, and under the supervision of Cambodian government authorities. DBD's business operations are subject to Cambodia's law and regulations relating to construction works, employment and safety, environmental protection and operation qualifications. Any violation of those laws and regulations would have a negative impact on DBD's business operations and future development.

a- Supportive governmental policies

The construction industry in Cambodia has been supported by governmental policies over the years. Below are developments in the industry initiated by Cambodia's government:

- Coordinate and facilitate the investments in the construction sector by paying attention to the strengthening of partnership with the private sector to boost the country's economy and create employment opportunities for citizens;
- Prepare and adopt the Construction Law, construction standards, sub-decrees, and legal policy documents relating to the construction work for effective implementation;
- Strengthen mechanisms and capacity of technical staff in order to effectively improve the administrative services, and continue to implement the de-concentration policy in the construction sector.

6- Liquidity and capital resources

a- Working capital

DBD's working capital is funded by cash generated from construction contracts, credit extended by the suppliers, financing tools from financial institutions and related parties, as well as the existing cash and bank balances.

² <https://en.propertyarea.asia/cambodias-construction-sector-grow-again-in-2021/>

In 2018, the Company's total current assets were USD 4,906,004 while total current liabilities were at USD 4,906,004, representing a positive working capital of USD 3,551,339 with a current ratio of 3.62 times. In 2019, the Company's total current assets were at USD 7,330,405 while total current liabilities were at USD 3,912,451, representing a positive working capital of USD 3,417,954 with a current ratio of 1.87 times.

DBD's working capital for the year 2018 and 2019 are set out as below:

Table 73: Working capital

Description	31 December 2018		31 December 2019	
	USD	KHR '000	USD	KHR '000
Total current assets (a)	4,906,004	19,712,324	7,330,405	29,871,402
Total current liabilities (b)	1,354,665	5,443,043	3,912,451	15,943,239
Working capital (a) – (b)	3,551,339	14,269,281	3,417,954	13,928,163
Current ratio	3.62		1.87	

b- Cash flow

DBD's cash flow from operating activities, investing activities, and financing activities are set out as below:

Table 74: Cash flow summary

Description	31 December 2018		31 December 2019	
	USD	KHR '000	USD	KHR '000
Net cash from / (used in) operating activities	496,314	2,007,590	(595,733)	(2,413,909)
Net cash from / (used in) investing activities	(89,211)	(360,858)	(2,008,940)	(8,140,225)
Net cash from / (used in) financing activities	(215,187)	(840,431)	1,573,907	6,377,471
Net increase / (decrease) in cash and cash equivalents	191,916	776,301	(1,030,766)	(4,176,663)
Cash and bank balances, 01 January	855,117	3,452,107	1,047,033	4,206,979
Cash and bank balances, 31 December	1,047,033	4,206,979	16,267	66,288

c- Borrowings

DBD has some short-term borrowings as shown in the table below, which represent the current portion of long-term borrowings.

c-1- Short-term borrowings

Table 75: Short-term borrowings

Description	31 December 2018		31 December 2019	
	USD	KHR '000	USD	KHR '000
Short-term borrowings (due in one year)	419,082	1,683,871	860,880	3,508,087

c-2- Long-term borrowings

Table 76: Long-term borrowings

Description	31 December 2018		31 December 2019	
	USD	KHR '000	USD	KHR '000
From two to five years	173,389	696,677	1,179,142	4,805,004
Over five years	-	-	296,448	1,208,025
Total	173,389	696,677	1,475,590	6,013,029

d- Breach of terms and conditions associated with credit arrangement or, bank loans

As of the date of this Disclosure Document, DBD believes that they are not in breach of terms and conditions associated with any credit arrangement or bank loan which could materially affect the Company's financial position or business operations or the investment by holders of the Company's securities.

e- Types of financial instruments used

Financial instruments used at DBD include financial assets and liabilities. Financial assets contain cash and bank balance, trade receivables, fixed deposit, and other non-current assets. Financial liabilities contain borrowing, lease liabilities, overdraft, trade and other payables, and amounts due to shareholder.

The table below shows the financial instruments used by DBD:

Table 77: Types of financial instruments used

Description	31 December 2018		31 December 2019	
	USD	KHR '000	USD	KHR '000
Financial assets				
Other non-current assets	20,000	80,360	35,000	142,625
Fixed deposit	1,274,853	5,122,360	1,073,147	4,373,074
Trade receivables	865,762	3,478,632	1,919,941	7,823,761
Cash and bank balance	1,047,033	4,206,979	16,267	66,288
Total	3,207,648	12,888,331	3,044,355	12,405,748
Financial liabilities				
Borrowings	592,471	2,380,548	2,336,470	9,521,116
Lease liabilities	213,035	855,975	163,223	665,134
Overdraft	241,908	971,986	1,463,906	5,965,417
Trade and other payables*	338,129	1,358,602	1,311,933	5,346,126
Amount due to shareholder	105,235	422,834	33,075	134,781
Total	1,490,778	5,989,945	5,308,607	21,632,574

* Excludes other taxes payable and advances from customers

f- Policy on cash management and purposes

DBD's Finance Department regularly monitors cash balances to ensure adequate cash for use in the business. At the end of each fiscal year, a projection of cash demand is made based on the annual budget plan prepared by the Finance Department and reviewed by the Audit Committee and BOD. The regular review of cash balances is also intended to reduce the risk associated with cash surplus, exchange rates and interest rates. DBD does not provide loans to any parties except the loans for employees who participate in the ESOP.

In order to create long-term value for the shareholders as well as maximize profit, the surplus of the Company's funds is deposited at local or overseas financial institutions. The selection of banks for cash deposit is chosen based on the financial status of the banks and interest rate offered.

As of the date of this Disclosure Document, DBD does not have any policy to invest the remaining cash balance in other financial instruments other than deposit at financial institutions.

g- Material commitments

As of the date of this Disclosure Document, DBD has no material commitments for capital expenditure other than the annual budget expenses and capital expenditures detailed the future development plan.

h- Material litigation and contingent liabilities

h-1- Material litigation

The Company does not have any material litigation or any suit, claim action, complaint, legal proceeding, order, investigation or enquiry now pending or threatened against or relating to the Company, including its solvency status,

by any person or by or before any court or governmental or regulatory authority or body or arbitration panel, other than legal proceedings with regard to enforcement of loans against customers.

h-2- Contingent liabilities

In 2016, DBD completed a comprehensive tax audit by GDT. In addition, the GDT also assessed the Company through a limited audit every year.

The GDT has been conducting a comprehensive tax audit on DBD for the fiscal years from 2017-2019. As of the date of this Disclosure Document, the final tax reassessments for the periods have not been issued.

Notwithstanding the above, in accordance with Anukret No. 1 ANK. BK on tax incentives in the securities sector dated 04 January 2019, any company that has been granted an approval from SERC on securities issuance and is listed on the CSX shall be entitled to tax exemptions on income tax liability for 3 years from the effective date of the Anukret, which includes tax exemptions on tax liability on entire profit, withholding tax, value added tax, specific tax on certain merchandises and services, accommodation tax, public lighting tax, incurred prior to N-2 (N being the listing year).

i- Key financial ratios

Table 78: Key financial ratios

(Unit: USD, Times and %)

No.	Description	31 December 2018	31 December 2019
1	Solvency ratio (1)/(2)	0.85	0.45
	(1): Total net worth	3,563,789	4,564,100
	(2): Aggregate of the asset (net amount after deduction of provision and depreciation) and off-balance sheet items. weighted to their degree of credit risk	4,208,034	10,044,055
2	Liquidity ratio		
2.1	Current ratio (1)/(2)	3.62	1.87
	(1): Current assets	4,906,004	7,330,405
	(2): Current liabilities	1,354,665	3,912,451
2.2	Quick ratio (1)/(2)	2.76	1.56
	(1): Current assets-inventories	3,744,564	6,096,898
	(2): Current liabilities	1,354,665	3,912,451
3	Profitability ratio		
3.1	Return on asset (1)/(2)	21.99%	10.94%
	(1): Net income	1,155,544	1,100,311
	(1): Total assets	5,255,067	10,060,322
3.2	Return on equity (1)/(2)	32.42%	24.11%
	(1): Net income-dividend paid to preference shares	1,155,544	1,100,311
	(2): Shareholders' equity	3,563,789	4,564,100
3.3	Gross profit margin (1)/(2)	23.51%	21.48%
	(1): Gross profit	1,913,859	1,862,420
	(2): Revenue	8,142,085	8,669,552
3.4	Profit margin (1)/(2)	14.19%	12.69%
	(1): Net income	1,155,544	1,100,311
	(2): Revenues	8,142,085	8,669,552
3.5	Earnings per share (1)/(2) (USD)	405.45	386.07
	(1): Net income - Dividend paid to preference shares	1,155,544	1,100,311
	(2): Number of common shares	2,850	2,850
4	Activity		
4.1	Asset turnover ratio (1)/(2)	1.55	0.86

(Unit: USD, Times and %)

No.	Description	31 December 2018	31 December 2019
	(1): Revenue	8,142,085	8,669,552
	(2): Total assets	5,255,067	10,060,322
4.2	Account receivable turnover ratio (1)/(2)	11.28	6.22
	(1): Revenue	8,142,085	8,669,552
	(2): Average account receivables	721,597	1,392,852
4.3	Account payable turnover ratio (1)/(2)	7.47	6.87
	(1): Cost of services	6,228,226	6,807,132
	(2): Average account payables	833,848	991,548
4.4	Inventory turnover ratio (1)/(2)	7.01	7.03
	(1): Sales revenue	8,142,085	8,669,552
	(2): Inventories	1,161,440	1,233,507
5	Capital structure analysis ratio		
5.1	Interest coverage ratio (1)/(2)	11.49	10.68
	(1): Profit before interest and tax	1,388,654	1,285,159
	(2): Interest expenses	120,876	120,280
5.2	Debt to equity ratio (1)/(2)	47.46%	120.42%
	(1): Total borrowings	1,691,278	5,496,222
	(2): Shareholders' equity	3,563,789	4,564,100

j- Trade receivables

DBD's trade receivables refer to the credit terms provided to the clients. The standard credit term is 30 days to 45 days; otherwise they are assessed and approved on a case-by-case basis after taking into consideration the background, credit-worthiness of the client, past collection history, and the relation with the client.

The trade receivables increased USD 1,054,179 or 121.76% to USD 1,919,941 in 2019 from USD 865,762 in 2018 because the revenue collection for the last two months in 2019 was carried to the beginning of 2020. The flow of DBD's revenue stream during November and December 2019 amounted to approximately USD 4 million, which was an increase of USD 2.4 million compared to the same period in 2018. However, one of the projects valued at approximately USD 1.10 million was carried to next year.

Table 79: Trade receivables

Description	31 December 2018		31 December 2019		Changes	
	USD	KHR '000	USD	KHR '000	USD	%
Trade receivables	865,762	3,478,632	1,919,941	4,373,074	1,054,179	121.76%

k- Inventories

DBD's inventories include HVAC materials for the Company's own use (~95% per year) and selling to clients (~5% year). The inventories increased slightly by USD 72,067 or 6.20% to USD 1,233,507 in 2019 from USD 1,161,440 in 2018.

Table 80: Inventories

Description	31 December 2018		31 December 2019		Changes	
	USD	KHR '000	USD	KHR '000	USD	%
Inventories	1,161,440	4,666,666	1,233,507	5,026,541	72,067	6.20%

l- Non-current assets

DBD's non-current assets include property and equipment, intangible assets, right-of-use assets, and other non-current asset.

Please refer to note 6, 7, 8, 9 in Appendix 1: Audited Financial Statement 2019 and 2018 in this Disclosure Document for details.

I-1- Property and equipment

DBD's property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Where an item of property and equipment comprises of major components having different useful lives, the components are accounted for as separate items of property and equipment.

Depreciation is calculated to write off the cost of items of property and equipment to their residual values on a straight-line method over their respective estimated useful lives as follows:

	<u>Useful lives (years)</u>
Machine	10
Vehicle	4
Office equipment	2 to 4
Furniture	2 to 3
Right of use assets	2 to 3

Assets under construction are stated at cost. Gains or losses arising from the retirement or disposal of an item of property and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the income statement on the date of the retirement or disposal. Fully depreciated property and equipment are retained in the financial statements until they are disposed of or written off.

In 2019, the Company bought a plot of land with the cost USD 2,167,620. Therefore, the total carried net book value rose to USD 2,544,441 in 2019 from USD 180,073 in 2018. The Company intends to use the land for a new head office building.

The property and equipment for the year ended 31 December 2018 and 31 December 2019 are shown on the following page:

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Table 81: Property and equipment

	Land USD	Machine USD	Vehicle USD	Office equipment USD	Furniture USD	USD	Total KHR'000
Gross carrying amount							
Balance at 1 January 2019	-	425,847	515,514	49,293	7,397	998,051	4,010,169
Additions	2,167,620	186,797	103,800	15,527	166	2,473,910	10,024,283
Disposal	-	(17,034)	(47,110)	(2,940)	-	(67,084)	(271,824)
Currency translation difference	-	-	-	-	-	-	112,246
Balance at 31 December 2019	2,167,620	595,610	572,204	61,880	7,563	3,404,877	13,874,874
Accumulated depreciation							
Balance at 1 January 2019	-	318,564	449,173	42,953	7,288	817,978	3,286,636
Depreciation	-	50,861	49,797	8,524	131	109,313	442,936
Disposal	-	(16,907)	(47,110)	(2,838)	-	(66,855)	(270,896)
Currency translation difference	-	-	-	-	-	-	47,601
Balance at 31 December 2019	-	352,518	451,860	48,639	7,419	860,436	3,506,277
Carrying amount at 31 December 2019	2,167,620	243,092	120,344	13,241	144	2,544,441	10,368,597
Gross carrying amount							
Balance at 1 January 2018	-	432,383	563,353	67,562	12,903	1,076,201	4,344,623
Additions	-	84,538	351	6,545	-	91,434	369,851
Disposal	-	(91,074)	(48,190)	(24,814)	(5,506)	(169,584)	(685,967)
Currency translation difference	-	-	-	-	-	-	(18,338)
Balance at 31 December 2018	-	425,847	515,514	49,293	7,397	998,051	4,010,169
Accumulated depreciation							
Balance at 1 January 2018	-	354,308	433,972	59,152	12,639	860,071	3,472,106
Depreciations	-	38,410	59,527	5,625	103	103,665	419,325
Disposal	-	(74,154)	(44,326)	(21,824)	(5,454)	(145,758)	(589,591)
Currency translation difference	-	-	-	-	-	-	(15,204)
Balance at 31 December 2018	-	318,564	449,173	42,953	7,288	817,978	3,286,636
Carrying amount at 31 December 2018	-	107,283	66,341	6,340	109	180,073	723,533

Note: Please refer to “table 49: description of land” for details of the land which has been owned by DBD since 2019. The hard title deed of this land has been placed as the collateral to secure the loan for this land until full repayment at ABA Bank.

I-2- Intangible assets

Intangible assets represent software that DBD owns including Conical Hat accounting software and SAP accounting system, which is stated at cost less accumulated amortization and impairment losses. Historical cost includes expenditure that is directly attributable to bringing the software for its intended use. Software is not amortized before it is ready for its intended use. The SAP accounting system was bought in 2019 to better manage the Company's transactions and data management in preparation to comply with CIFRS while the Conical Hat was retained by the Company for tax recording purpose.

The intangible assets for the year ended 31 December 2018 and 31 December 2019 are shown below:

Table 82: Intangible assets

	31 December 2018		31 December 2019	
	USD	KHR'000	USD	KHR'000
Gross carrying amount				
Balance as at 1 January	12,693	51,242	7,543	30,308
Additions	-	-	41,946	169,965
Disposal	(5,150)	(20,832)	(7,543)	(30,564)
Currency translation difference	-	(102)	-	1,221
Balance as at 31 December	7,543	30,308	41,946	170,930
Accumulated amortization				
Balance as at 1 January	10,443	42,158	7,543	30,308
Amortization	-	-	1,165	4,721
Disposal	(2,900)	(11,731)	(7,543)	(30,564)
Currency translation difference	-	(119)	-	282
Balance as at 31 December	7,543	30,308	1,165	4,747
Carrying amount as at 31 December	-	-	40,781	166,183

m- Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are shown below.

Table 83: Trade and other payable analysis

Description	31 December 2018		31 December 2019		Changes	
	USD	KHR '000	USD	KHR '000	USD	%
Account payable	305,456	1,227,322	824,250	3,358,819	518,794	169.84%
Other tax payable	152,015	610,796	41,514	169,170	(110,501)	(72.69%)
Salary payable	24,271	97,521	-	-	(24,271)	(100%)
Accrued expenses	8,402	33,759	-	-	(8,402)	(100%)
Advances from customer	1,195	4,802	-	-	(1,195)	(100%)
Other liabilities	-	-	487,683	1,987,307	487,683	100%
Total	491,339	1,974,200	1,353,447	5,515,296	862,108	175.46%

Trade and other payables 2019 vs 2018: Comments on major movements

Trade and other payable increased by USD 862,108 or 175.46% to USD 1,353,447 in 2019 from USD 491,339 in 2018 mainly due to:

- Accounts payable increased by USD 518,794 or 169.84% reflecting that the Company bought more construction materials on credit.
- Other liabilities increased by USD 487,683 or 100% mainly due to the outstanding loan payable for the Company's land that amounted to USD 484,520. This amount shall be paid to the previous landowner in 2020. For this land loan, DBD is the corporate guarantor while the hard title deed of this land has been placed as the collateral to secure this loan until full repayment.

n- Material contracts

n-1- Material financial contracts

The Company has disclosed information about valid material financial contracts with a value threshold of at least USD 50,000. As of 31 July 2020, the Company has taken loans from 03 (Three) financial institutions namely (1)

CHIP MONG COMMERCIAL BANK PLC., (2) MAYBANK (CAMBODIA) PLC and (3) ADVANCED BANK OF ASIA LIMITED (ABA). The Company also provides that for the loan dated June 09, 2019 which the Company has loan with MAYBANK (CAMBODIA) PLC, the Company has already settled the loan and the Company applied for loan refinancing from J TRUST ROYAL BANK PLC on August 31, 2020. Please see below table as of 31 July 2020 (Excluding the loan with J TRUST ROYAL BANK PLC).

Table 84: Material financial contracts with financial institutions

No.	Lenders	Executed Date	Purpose	Borrowing (USD)	Outstanding (USD)	Tenor
1	MAYBANK (CAMBODIA) PLC. (This loan was refinanced by J Trust Royal Bank PLC)	Letter of offer dated 9 June 2020	DBD's Business	Overdraft with limit of USD 600,000	569,947.38	1 year
		Letter of offer dated 9 June 2020	Performance Guarantee in DBD's Project	Bank guarantee letter with the amount of USD 600,000	600,000	n/a
2	MAYBANK (CAMBODIA) PLC	Letter of offer dated 15 July 2019	Personal	USD 100,000	94,465.63	10 years
3	J Trust Royal Bank PLC	Letter of offer dated 31 August 2020	To refinance OD facility of USD 600,000 at May Bank to support operating expense and working capital requirement of the business	USD 600,000	n/a	Revolving, subject to annual review.
			1. To refinance IG facility of USD 600,000 at May Bank to support contract project with all types of guarantee; 2. To offer new limit of USD 1,800,000 to support contract project with all types of guarantee	USD 2,400,000	n/a	Revolving, subject to annual review and repayable on demand by the Bank
4	CHIP MONG COMMERCIAL BANK PLC.	Letter of offer dated 7 April 2019 and Correction letter dated 11 June 2020	DBD's Business	Overdraft with limit of USD 400,000	9,509.08	1 year
		Letter of offer dated 7 April 2019 and Correction letter dated 11 June 2020	DBD's Business	Termed revolving facility with limit of USD 1,600,000	25,595	1 year
5	ADVANCED BANK OF ASIA LIMITED	Loan agreement dated 8 January 2020	Land Purchase	USD 1,690,000	1,503,327.50	6 years

No.	Lenders	Executed Date	Purpose	Borrowing (USD)	Outstanding (USD)	Tenor
		Guarantee letter from the Company dated 3 October 2019	DBD's Business	Overdraft with limit of USD 500,000	458,271.39	1 year
		Guarantee letter from the Company dated 8 January 2020 over the debt of Mr. Neang Vithy and Mrs. Lim Muiyly	Performance Guarantee in DBD's Project	Bank guarantee letter with the amount of USD 500,000	500,000	n/a

Besides loan with the above financial institutions, the Company also has loans with other individuals, who are the relatives of Mr. Neang Vithy and Mrs. Lim Muiyly. Please see below table for the debt as of 31 July 2020:

Table 85: Material financial contracts with individuals

Lender	Relation	Agreement	Purpose	Signed date	Borrowing Amount (USD)	Outstanding Amount (USD)	Note
Mr. NEANG Dara and Mrs. NEANG Sophy	Sibling of Mr. Neang Vithy	Loan agreement	For business operation	06/12/2019	112,000	112,000	- Interest: 7% equally to USD 7840 every 31 December of each year. The payment of interest for the first year has done on 31 December 2019. - Tenor: unlimited
Mrs. NEANG Vouch	Mother of Mr. Neang Vithy	Loan agreement	For business operation	01/12/2017	55,730	55,730	- Interest: USD 325 per month - Tenor: unlimited
Mrs. TAING Chhivheng	Mother in law of Mr. Neang Vithy	Loan agreement	For business operation	02/09/2016	200,000	200,000	- Interest: 0.75% equal to USD 1500. - Tenor: unlimited

n-2- Material commercial contracts

The value threshold of material commercial contracts for review and disclosure is set at USD 50,000. As of 31 July 2020, as disclosed by the Company, below are the valid material commercial contracts that the Company has with:

Table 86: Material commercial contracts

No.	Name	Other Parties	Executed Date	Term or Contract Period	Value of the Contract (USD)
1	Construction Contract for "DNKH New Factory Expension Project (Denso-2) Phase-1"	Branch of Thai Semcon Co., Ltd	01 April 2020	- Starting date of the Construction Work: 01 April 2020. - Completion date of the Construction Work: 30 November 2020. - Warranty period shall be 12 months from the handing over date.	1,200,000
2	Construction Contract for "DNKH New Factory Expension Project (Denso-2) Phase-2"	Branch of Thai Semcon Co., Ltd	01 June 2020	- Starting date of the Construction Work: 01 June 2020. - Completion date of the Construction Work: 30 November 2020. - Warranty period shall be 12 months from the handing-over	350,000

No.	Name	Other Parties	Executed Date	Term or Contract Period	Value of the Contract (USD)
				date.	
3	Construction Contract for "SCWS 2 nd Factory Project"	Branch of Thai Semcon Co., Ltd	19 March 2019	<ul style="list-style-type: none"> - Starting date of the Construction Work: 05 March 2019. - Completion date of the Construction Work: 15 December 2019. - Currently, this project is in warranty period within 12 months from the handing-over date. 	720,000
4	Contract Agreement for "Sales Gallery of One Central Tower Project"	One Central Tower co., Ltd	The Letter of Award is signed dated 13 February 2020 and the main contract is signed dated 06 April 2020	<ul style="list-style-type: none"> - Commencement date of the construction: 15 February 2020 - Completion date of the work shall be 210 days from the contract commencement date. - However, this construction project was requested by the Company to be delayed until the end of 2020. - Defects notification period is 01 years from the date of the Taking-over Certificate. 	1,779,000
5	Letter of Award for "Chip Mong 271 Mega Mall Phnom Penh"	Chip Mong Retail Co., Ltd	28 April 2020	<ul style="list-style-type: none"> - Commencement date of the construction work: 16 March 2020. - Completion of work: 14 May 2021. - Defects notification period shall be 02 years calculated from the date of the Taking-over Certificate. 	17,888,888
6	Letter of Award for "Chip Mong Parkland 598 Phnom Penh"	Chip Mong Retail Co., Ltd and Shanghai Baoye (Cambodia) (SBCC)	01 June 2020	<ul style="list-style-type: none"> - Commencement date of the construction work: 18 May 2020 . - Completion of work: 30 November 2020. - Defects notification period shall be 02 years calculated from the date of the Taking-over Certificate. 	56,500
7	Contract Agreement for "Chip Mong Sen Sok Mall Project"	Chip Mong Retail Co., Ltd	11 April 2019	<ul style="list-style-type: none"> - Commencement date of construction work starts from 14 May 2019 until the final handover and completion of defects rectification 14 March 2020. - However, this construction project is delayed until the end of 2020 due to other contractor's work delay. - Defects liability period shall be 24 months from the issuance date of the Taking-over Certificate. 	6,800,000
8	Contract Agreement for "North Park Condo Phase 2"	Khaou chuly Land Company Limited	18 July 2019	<ul style="list-style-type: none"> - Commencement date of construction work starts from 15 March 2019 until the date for completion 13 September 2020. - However, this construction project is delayed until January 15, 2020 due to other contractor's work delay. - Warranty is not stated in the Contract. 	1,455,446.21

No.	Name	Other Parties	Executed Date	Term or Contract Period	Value of the Contract (USD)
9	Contract supply and installation of mechanical service for "Project Minebea Cambodia No. 3 Factory EMS Area"	Taikisha (Cambodia) Co., Ltd	11 December 2019	- The period for the work is from 11 December 2019 to 31 May 2020 - However, this construction project is delayed until the end of 2020 due to contractor's work delay. - The period of warranty against any defects in the work shall be 12 months from the date of the official handing over of the work.	506,000
10	Contract supply and installation of mechanical service for "Project Minebea Cambodia No. 3 Factory AMM Area"	Taikisha (Cambodia) Co., Ltd	17 December 2019	- The period for the work is from 19 December 2019 to 31 May 2020. - However, this construction project is delayed until the end of 2020 due to contractor's work delay. - The period of warranty against any defects in the work shall be 12 months from the date of the official handing over of the work.	1,079,100
11	Letter of Award for Subcontract Works of Tribe Hotel Phnom Penh	LBL International Co., Ltd	28 November 2019	- Commencement date of work is on 15 November 2019 until the practical complete work by 04 May 2021. - Defects liability period is 24 months.	5,650,000

7- Trend information

DBD has continued to focus on strengthening the market position for MEP and Civil Engineering works across Cambodia. As of the date of this Disclosure Document, the Company had 9 ongoing projects with aggregate contract sum of approximately USD 12.7 million, out of which 2 projects were completed in mid-2020 yet waiting for handover (*please refer to Table 26: Ongoing Projects in 2020 in Section 4: Company Information for projects' details*).

As of the date of this Disclosure Document, the Company's operations have not been expected to be affected by any significant known trends, uncertainties, demand, commitments, or events that are reasonably likely to have a material impact on the financial performance, position, and operations of the Company other than those discussed and disclosed in "4- Management's discussion and analysis" of Section 7 of this Disclosure Document.

8- Projected financial information

DBD's projected income statement is based on:

- GDP growth rate of -2.0%, 4.0%, 5.2%, and 7.0% in 2020, 2021, 2022, and 2023, respectively;
- Inflation rate of 3.0%, 2.5%, 2.5%, and 3.0% in 2020, 2021, 2022, and 2023, respectively;
- Total revenue is forecasted to increase on average (2020-2023) by 4.73% by considering the GDP growth and inflation adjustment;
- Total cost of services is forecasted to increase on average (2020-2023) by 6.16% in relation to an increase in revenue;
- 50% tax reduction on income tax for 3 years beginning from 2021-2023 according to Anukret No. 1 ANK. BK on tax incentives in the securities sector dated 04 January 2019.

The projected income statements for 2021-2023 are prepared by DBD in USD. This projected income statement is not reviewed by an external auditor.

Table 87: Projected income statement

Description	2018 Audited	2019 Audited	2020 Audited	2021P*	2022P*	2023P*
Total income (revenues + other income)	8,193,860	8,779,682	13,516,819	13,742,179	14,314,768	15,509,147
Costs of goods sold	(6,228,226)	(6,807,132)	(11,204,134)	(10,429,163)	(10,856,532)	(11,748,182)
Gross profit	1,965,634	1,972,550	2,312,685	3,313,016	3,458,237	3,760,965
Operating expenses	(576,930)	(687,391)	(1,498,327)	(988,902)	(931,845)	(959,045)
Profit before interest	1,388,704	1,285,159	814,357	2,324,114	2,526,392	2,801,920
Interest expenses	(120,876)	(120,280)	(369,475)	(140,276)	(54,564)	(47,804)
Profit before Tax	1,267,828	1,164,879	444,882	2,183,837	2,471,828	2,754,117
Tax on profit	(112,234)	(64,568)	(140,001)	(218,384)	(247,183)	(275,412)
Profit after tax	1,155,594	1,100,311	304,881	1,965,454	2,224,645	2,478,705

Note:

* P: Projected

9- Consolidated financial information

As of the date of this Disclosure Document, DBD does not have consolidated financial information.

10- Off-balance sheet

As of the date of this Disclosure Document, DBD does not have any off-balance sheet items.

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**SECTION 8: THE DIRECTOR'S REPORT ON THE VALUATION
OF THE COMPANY'S PERFORMANCE**



The Shareholders

DBD Engineering Plc.

Dear Sir/Madame:

On behalf of the Board of Directors of **DBD Engineering Plc. ("DBD") ("Board")**, I wish to report after due enquiry by the Board that for the period between 31 December 2019, being the date to which the last audited financial statements of DBD have been made, up to the date herein, being the date not earlier than 30 days before the date of issue this Disclosure Document:

- i. the business of DBD has, in the opinion of the Board, been satisfactorily maintained;
- ii. in the opinion of the Board, no circumstances have arisen since the last audited financial statements of DBD which have adversely affected the trading or value of the assets of DBD;
- iii. the current assets of DBD appear in the books at values which are believed to be realizable in the ordinary course of business;
- iv. save as disclosed in this Disclosure Document, there are no contingent liabilities by reason of any guarantee or indemnity given by DBD;
- v. there has been no default or any known event that could give rise to a default situation, on payments of either interest and/or principal sums for any borrowing since the last audited financial statements of DBD; and
- vi. save as disclosed in this Disclosure Document, there has been no material change in the published reserves or any unusual factor affecting the profits of DBD since the last audited financial statements of DBD.

Yours faithfully,

For and on behalf of the Board of Directors of
DBD Engineering Plc.

NEANG Vithy

Chairman of the Board of Directors

SECTION 9: ACCOUNTANT'S REPORT

N/A: The Company has requested SERC to exempt this Accountant's Report.

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SECTION 10: OTHER INFORMATION

1- Resolution of the Board of Directors for the last 2 years prior to the filing of application

Table 88: BOD resolution for the last 2 years

No.	Date	Description	Approved/Denied
1	15 July 2019	Appointing Mr. Neang Vithy and Mrs. Lim Muyly as the authorized persons to sign on the loan agreement with MayBank on behalf of DBD.	Approved
2	04 September 2019	Appointing Mrs. Lim Muyly as the authorized person to sign on related rental agreement, including but not limited to land and office rental, on behalf of DBD.	Approved
3	03 October 2019	Appointing Mr. Neang Vithy and Mrs. Lim Muyly as the authorized persons to sign on the loan agreement with ABA Bank on behalf of DBD.	Approved
4	06 December 2019	Appointing Mr. Neang Vithy and Mrs. Lim Muyly as the authorized persons to sign on the loan agreement with Mr. Neang Dara and Mrs. Neang Sophy on behalf of DBD.	Approved
5	31 December 2019	Dividend distribution declaration to DBD's shareholder for the year 2019	Approved
6	15 January 2020	Appointing Mrs. Lim Muyly as the Corporate Secretary	Approved
7	10 August 2020	Appointing Mr. Heng Sokhieng (to represent DBD) as the authorized person to sign on the land rental (extension) agreement with Mr. Him Tora (as the lessor) on behalf of DBD.	Approved
8	12 September 2020	Amending MAA: share transfer to a new shareholder, adding more business objectives, appointing new Board of Directors, Changing corporate structure to public limited company.	Approved
9	26 October 2020	Proposed DBD's IPO and appointed Mr. Neang Vithy as the authorized person who is in charge of the IPO.	Approved
10	03 December 2020	Amending MAA: increase share capital, share split, class of shares, and guaranteed dividend.	Approved

2- Financial information audited by the internal auditor for the last 2 financial years

N/A: DBD did not have an internal auditor for the last 2 financial years.

3- Resolutions of shareholders during the last 2 years prior to the filing of application

Table 89: Resolutions of shareholders during the last 2 years

No.	Date	Description	Approved/Denied
1	26 October 2020	Approved on DBD's IPO and Mr. Neang Vithy's appointment as the authorized person who is in charge of the IPO.	Approved
2	03 December 2020	- Approved on the amendment of the MAA: increase share capital, share split, class of shares, and guaranteed dividend. - Approved on adding one more director representing public investors to DBD's BOD after the IPO.	Approved

4- Dividend report during the last 2 years indicating the dividend per share, total dividend and dividend yield prior to the filing of application

Table 90: Dividend payment during the last 2 years

No.	Date	Dividend per share	Total Dividend	No. of Outstanding Shares	Price per Share	Dividend Yield
1	31 December 2019	35.09	USD 100,000	2,850	USD 50.00	70.18%

Note:

- *Dividend per share = total dividend ÷ no. of outstanding shares*

- *Dividend Yield = annual dividend per share ÷ price per share*

5- Report on legal proceeding description during the last 2 years prior to the filing of application

There was no report on legal proceedings against DBD during the last 2 years prior to the filing of application.

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SECTION 11: EXPERT'S CONSENT

The written consent of the Company's Auditors for the inclusion of its name, the Independent auditor's Report, and all reference thereto in the form and context in which they appear in this Disclosure Document has been given before the issuance of this Disclosure Document and has not subsequently been withdrawn.

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SECTION 12: SUBSCRIPTION FORM



លេខបរិស័កម្ម៖
 Subscription No.:

កាលបរិច្ឆេទ៖
 Date:

ពាក្យស្នើសុំធ្វើបរិស័កម្មមូលបត្រកម្មសិទ្ធិ
APPLICATION FORM TO SUBSCRIBE IPO SHARES

**ព័ត៌មានពាក់ព័ន្ធនឹងក្រុមហ៊ុនបោះផ្សាយ ក្រុមហ៊ុនធានាទិញមូលបត្រ និងមូលបត្រកម្មសិទ្ធិ/
 INFORMATION RELATED TO ISSUER, UNDERWRITER & EQUITY SECURITIES**

ក្រុមហ៊ុនបោះផ្សាយ Issuer	ក្រុមហ៊ុន : ឌី ប៊ី ឌី អ៊ិនជិនឺនីយ៉ា ម.ក (“ឌី ប៊ី ឌី”) Company : DBD Engineering PLC. (“DBD”)
ក្រុមហ៊ុនធានាទិញមូលបត្រ Underwriter	ក្រុមហ៊ុន : អេសប៊ីអាយ រ៉ូយ៉ាល់ ស៊ីយ៉ូរីធី Company : SBI Royal Securities Plc. (“SBIR”)

លោកអ្នកគួរអាន និងយល់ពីខ្លឹមសារ នៃឯកសារផ្តល់ព័ត៌មានរបស់ក្រុមហ៊ុន ឌី ប៊ី ឌី មុនពេលដាក់ពាក្យស្នើសុំធ្វើបរិស័កម្មមូលបត្រកម្មសិទ្ធិ។ ប្រសិនបើលោកអ្នកមានចម្ងល់ ឬមន្ទិលសង្ស័យ លោកអ្នកអាចប្រឹក្សាជាមួយ ទីប្រឹក្សាផ្នែកច្បាប់ ហិរញ្ញវត្ថុ ឬទីប្រឹក្សាជំនាញឯករាជ្យដទៃទៀតរបស់លោកអ្នក។

Prior filling this application, investors are advised to read and understand the contents of the Disclosure Document of DBD (“Disclosure Document”). If you have any doubt or matters contained herein, please consult your legal, financial or other independent professional advisers.

មូលបត្រកម្មសិទ្ធិសរុបដែលត្រូវធ្វើសំណើលក់ជាសាធារណៈមានចំនួន ៦.៤៦១.៥៣៨ ឯកតាមូលបត្រកម្មសិទ្ធិប្រភេទ “ក” ឯកតាមូលបត្រកម្មសិទ្ធិដែលតម្លៃចារឹកក្នុងមួយឯកតាមូលបត្រកម្មសិទ្ធិ ស្មើនឹង ១.០០០ រៀល (ភាគហ៊ុនបោះផ្សាយលក់) ហើយថ្លៃលក់ក្នុងមួយឯកតាភាគហ៊ុនបោះផ្សាយលក់ស្មើនឹង ២.៣៨០រៀល (០,៦០ ដុល្លារអាមេរិក)។ មូលបត្រកម្មសិទ្ធិសរុបដែលលែបម្រុងសម្រាប់៖
 6,461,538 class “A” new ordinary shares with a par value per share of KHR 1,000 in DBD (“Offer Share”) to be offered pursuant to DBD’s Public Offering and the offering price per Offer Share has been set at KHR 2,380 or USD 0.60 which DBD has reserves:

- ១. មូលបត្រកម្មសិទ្ធិលែបម្រុងទុកសម្រាប់និយោជិត មានចំនួន ៦៤៦.១៥៤ ឯកតាភាគហ៊ុនបោះផ្សាយលក់
- ២. វិនិយោគិនសាធារណៈ មានចំនួន ៥.៨១៥.៣៨៤ ឯកតាភាគហ៊ុនបោះផ្សាយលក់
 - 1. 646,154 Offered Shares for ESOP;
 - 2. 5,815,384 Offered Shares for public investors;

ការធ្វើបរិស័កម្មមូលបត្រកម្មសិទ្ធិត្រូវមានចំនួនអប្បបរមាចាប់ពី ១០០ ឯកតាភាគហ៊ុនបោះផ្សាយលក់ឡើងទៅ ករណីការធ្វើបរិស័កម្មមានចំនួនច្រើនជាងចំនួនអប្បបរមា ចំនួនមូលបត្រកម្មសិទ្ធិដែលបានស្នើ គឺស្មើនឹងចំនួនអប្បបរមា បូកនឹងចំនួនដងនៃ ១០ ភាគហ៊ុន។

The minimum of equity securities to be subscribed is 1,000 Offer Shares. If investors wish to subscribe more than the minimum of Offer Shares as mentioned above, the subscription shall equal to the minimum plus a multiple of 10 Offer Shares.

ព័ត៌មានពាក់ព័ន្ធនឹងវិនិយោគិន/ INFORMATION RELATED TO INVESOR

លេខបរិសកម្ម/ Subscription No.			
ឈ្មោះជាអក្សរខ្មែរ/ Name in Khmer			
ឈ្មោះជាអក្សរឡាតាំង/ Name in Latin			
លេខអត្តសញ្ញាណវិនិយោគិន/ Investor ID No.		លេខគណនីជួញដូរ/ Trading Account No.	
ក្រុមហ៊ុនមូលបត្រ/ Name of Securities Firm			
អាសយដ្ឋានទំនាក់ទំនង/ Address			

ក. វិនិយោគិនជាបុគ្គល
A. For Individual:

<input type="checkbox"/> សញ្ជាតិខ្មែរ/ Cambodian	<input type="checkbox"/> មិនមែនសញ្ជាតិខ្មែរ/ Non-Cambodian	សញ្ជាតិ/ Nationality:.....
<input type="checkbox"/> ប្រុស/ Male	<input type="checkbox"/> ស្រី/ Female	ថ្ងៃខែឆ្នាំកំណើត/ Date of Birth:DD / MM / YYYY
លេខទូរស័ព្ទ/ Contact No.		
អ៊ីម៉ែល/ Email		

ខ. វិនិយោគិនជាស្ថិតិបុគ្គល
B. For Legal Entity:

<input type="checkbox"/> សញ្ជាតិខ្មែរ/ Cambodian	<input type="checkbox"/> មិនមែនសញ្ជាតិខ្មែរ/ Non-Cambodian	សញ្ជាតិ/ Nationality:.....
ឈ្មោះអ្នកតំណាង/ Name of authorized representative		
លេខទូរស័ព្ទ/ Contact No.		លេខទូរសារ/ Fax No.
អ៊ីម៉ែល/ Email		គេហទំព័រ/ Website
លេខអត្តសញ្ញាណកម្មសារពើពន្ធ (បើមាន)/ Tax ID No. (if any):.....		

សម្គាល់៖ នីតិបុគ្គលអាចចូលរួមធ្វើបរិសកម្មតាមរយៈតំណាងរបស់ខ្លួនបាន ដោយមានលិខិតប្រគល់សិទ្ធិត្រឹមត្រូវ/ Legal Entity participates in the subscription through its representative (s) as per Authorized

វិនិយោគិនថ្មីសុំធ្វើបរិសកម្ម / SUBSCRIPTION OFFER FOR NEW INVESTORS

ចំនួនភាគហ៊ុនបោះផ្សាយលក់សរុបដែលស្នើសុំធ្វើបរិសកម្ម (១) Total number of Offer Shares for subscription (1)	ឯកតាមូលបត្រកម្មសិទ្ធិ Shares
ថ្លៃលក់ក្នុងមួយឯកតាភាគហ៊ុនបោះផ្សាយលក់ (២) Price per Offer Share (2)	១.០០០ រៀល/ ០,៦០ ដុល្លារអាមេរិក 1,000 KHR/0.60 USD
ចំនួនទឹកប្រាក់សរុបដែលត្រូវទូទាត់សម្រាប់ការស្នើសុំធ្វើបរិសកម្ម (១) X (២) Total value for subscription (1) X (2)	
ចំនួនទឹកប្រាក់តម្កល់ជាក់ស្តែងសម្រាប់ការស្នើសុំធ្វើបរិសកម្ម* Actual deposit in subscription	

គណនីសម្រាប់ដាក់ទឹកប្រាក់តម្កល់នៅធនាគារអេស៊ីប៊ីដា
 The accounts for the deposit at ACLEDA Bank
 (SWIFT Code: ACLBKHPP)

លេខគណនីសម្រាប់ដាក់ទឹកប្រាក់តម្កល់ Account Number for Deposit	ឈ្មោះគណនីសម្រាប់ដាក់ទឹកប្រាក់តម្កល់ Account Name for Deposit	រូបិយប័ណ្ណ Currency
00010407665445	DBD ENGINEERING PLC - Subscription Account	KHR
00010407665434	DBD ENGINEERING PLC - Subscription Account	USD

ព័ត៌មានពាក់ព័ន្ធនឹងការផ្ទេរប្រាក់កក់/ REFUND INFORMATION

ករណីខ្ញុំមិនទទួលបានភាគហ៊ុនបោះផ្សាយលក់ទៅតាមការធ្វើបរិសកម្ម ខ្ញុំមានបំណងទទួលប្រាក់កក់បរិសកម្មដែលនៅសល់ (ក្រោយពីការដកចេញនូវរាល់ការចំណាយ ប្រសិនបើមាន) ដែលខ្ញុំបានតម្កល់ក្នុងគណនីក្រុមហ៊ុនបោះផ្សាយក្នុងការធ្វើបរិសកម្មតាមវិធីណាមួយដូចខាងក្រោម៖
 In case I do not receive the full amount of the Offer Shares that I subscribe, I would like to receive the remaining of the subscription deposit (deduct all the expenses, if any) that I have deposited into the Issuer's Account during the subscription process by one of the following means:

- ផ្ទេរត្រឡប់ទៅគណនីជួញដូរ/ Refund to trading account
- ដកជាសាច់ប្រាក់/ Refund by cash (នៅទីស្នាក់ការធនាគារ អេស៊ីប៊ីដា / at ACLEDA Bank)
- ផ្ទេរទៅគណនីធនាគារ/Refund to bank account (ក្រោយការដកចេញចំណាយពាក់ព័ន្ធសម្រាប់ ការផ្ទេរ ប្រសិនបើមាន/ After deduction of related charges for such transfer, if any)

ឈ្មោះធនាគារ/ Bank Name	សាខា/ Branch	ប្រភេទគណនី/ Account Type	ឈ្មោះគណនី/ Account Name	លេខគណនី/ Account No.	រូបិយប័ណ្ណ/ Currency

លេខកូដស្វីហ្វប្រើសម្រាប់គណនីក្រៅប្រទេស (SWIFT Code for international transfer):

សម្គាល់៖ សូមបញ្ជាក់ថានៅពេលផ្ទេរប្រាក់កក់ត្រឡប់ទៅវិនិយោគិនដែលមិនទទួលបានជោគជ័យ និងម្ចាស់គណនីត្រូវតែជាបុគ្គលតែមួយ។ គណនីរួមមិនត្រូវបានអនុញ្ញាតនិងមិនត្រូវបានទទួលទេ។

Please note that when making the refund, the account owner and unsuccessful investor must be the same person. Joint account is not allowed and will not be accepted.

វិនិយោគិនត្រូវភ្ជាប់ឯកសារដូចខាងក្រោម/ INVESTOR SHALL ATTACH DOCUMENTS BELOW

- វិក្កយបត្រតម្កល់ប្រាក់/Deposit Slip
- លិខិតប្រគល់សិទ្ធិត្រឹមត្រូវ/Authorized Letter (សម្រាប់នីតិបុគ្គល/For legal entity only)

សេចក្តីថ្លែងរបស់វិនិយោគិនដែលធ្វើបរិសកម្ម / STATEMENT OF SUBSCRIBER

នៅក្នុងការធ្វើបរិសកម្មភាគហ៊ុនបោះផ្សាយលក់នេះ ខ្ញុំ/យើងខ្ញុំបានទទួលឯកសារផ្តល់ព័ត៌មានក្នុងទម្រង់ជា/ In subscribing to the Offer Shares, I/we hereby received the Disclosure Document in the form of:

- ច្បាប់ចម្លង/Hard copy
- ឧបករណ៍ផ្ទុក/Electronic storage device
- អ៊ីមែល/Email
- តាមរយៈគេហទំព័រ/Website:
- ផ្សេងៗ/Others:

ការធ្វើបរិសកម្ម និងការទូទាត់ ដែលធ្វើឡើងដោយអ្នកធ្វើបរិសកម្ម ត្រូវតែស្របទៅតាមលក្ខខណ្ឌដែលមានចែងក្នុងឯកសារផ្តល់ព័ត៌មាន។ ខ្ញុំ/យើងយល់ព្រម និងទទួលស្គាល់ថា ក្រុមហ៊ុន ឌី.ប៊ី.ឌី. មានសិទ្ធិបដិសេធក្នុងករណីដែលការស្នើសុំធ្វើបរិសកម្មណាមួយមិនគោរពតាមលក្ខខណ្ឌតម្រូវ។ ខ្ញុំ/យើងយល់ព្រមទិញភាគហ៊ុនបោះផ្សាយលក់ក្នុងចំនួនដូចបានកំណត់ខាងលើ ឬចំនួនភាគហ៊ុនបោះផ្សាយលក់ដែលក្រុមហ៊ុនបានបែងចែកកម្រិតខ្ញុំ/យើង។ ខ្ញុំ/យើងសូមសន្យាថា មិនលុបចោលការធ្វើបរិសកម្មរបស់ខ្ញុំ/យើងទេ និងយល់ព្រមទទួលប្រាក់សងត្រឡប់មកវិញ ករណីដែលការធ្វើបរិសកម្ម

កម្មត្រូវបានបដិសេធ។ ខ្ញុំ/យើងយល់ស្របតាមលក្ខខណ្ឌនៃសំណើបោះផ្សាយលក់មូលបត្រកម្មសិទ្ធិជាសាធារណៈលើកដំបូង ដូចមានចែងក្នុងឯកសារផ្តល់ព័ត៌មាន។ ខ្ញុំ/យើងទទួលស្គាល់ផងដែរថា ការវិនិយោគលើភាគហ៊ុនបោះផ្សាយលក់មានហានិភ័យពាក់ព័ន្ធ។

The subscription and payment made by subscriber shall be in accordance with the terms and conditions specified in the Disclosure Document. I/We hereby agree and acknowledge that DBD are entitled to refuse, if any subscription does not comply with the said terms and conditions. I/we undertake to purchase the number of Offer Shares as stated above or the number of Offer Shares allotted to me/us. I/We shall not cancel my subscription, and accept refund if the subscription is refused. I/We also hereby agree with the terms and conditions of initial public offering as specified in the Disclosure Document. I also acknowledge that the investment in the Offer Shares can be volatile.

ខ្ញុំ/យើងសូមអះអាងថា ខ្ញុំ/យើងបានអានឯកសារផ្តល់ព័ត៌មានដោយម៉ត់ចត់ និងយល់ព្រមលើលក្ខខណ្ឌ និងព័ត៌មានដែលមានក្នុងឯកសារផ្តល់ព័ត៌មាននេះ មុនពេលធ្វើបរិសកម្ម និងមិនមានការបញ្ចុះបញ្ចូលដោយភាគីណាមួយទេ។

I/we hereby declare that I have read and accepted the terms and conditions and information contained in the Disclosure Document before applying such Offer Shares, and have not relied on any party.

ហត្ថលេខា ឬ/ និងត្រាសម្រាប់នីតិបុគ្គល Signature or/and Stamp for Legal Entity	ហត្ថលេខា Signature	ហត្ថលេខា និងត្រា Signature and Stamp
ឈ្មោះវិនិយោគិន/ Investor's Name:	ឈ្មោះភ្នាក់ងារក្រុមហ៊ុនមូលបត្រ/ Representative's Name:	ឈ្មោះប្រធានភ្នាក់ងារក្រុមហ៊ុនមូលបត្រ ឬនាយក ប្រតិបត្តិ ក្រុមហ៊ុនធានាទិញមូលបត្រ/ Head of Securities Representative or CEO:

* ក្រុមហ៊ុនធានាទិញមូលបត្រ ឬតំណាងភ្នាក់ងារលក់នៃក្រុមហ៊ុនបោះផ្សាយ ត្រូវពន្យល់វិនិយោគិនអំពីខ្លឹមសារនៃសេវាបរិសកម្មដែលមានចែងដូចខាងក្រោមនេះ។
The Underwriter or the Issuer's authorized selling agents shall explain to the undersigned Investor the terms of the Subscription Service prescribed hereunder.

** វិនិយោគិនទទួលខុសត្រូវលើលទ្ធផល និងរាល់ហេតុការណ៍ទាំងឡាយដែលកើតឡើង ឬដែលអាចនឹងកើតឡើងពាក់ព័ន្ធនឹងការធ្វើបរិសកម្មរបស់ក្រុមហ៊ុន ឌី ប៊ី ឌី ហើយ ក្រុមហ៊ុនធានាទិញមូលបត្រ និង/ឬតំណាងភ្នាក់ងារលក់នៃក្រុមហ៊ុនបោះផ្សាយ មិនទទួលខុសត្រូវលើលទ្ធផល និងរាល់ហេតុការណ៍ទាំងនោះទេ។
The undersigned Investor hereby assumes full responsibility for the outcome and all the matters that arise or eventuate in connection the Subscription process of the DBD's IPO and the Underwriter and/or the Issuer's authorized selling agents do not and shall not take any responsibility with respect to such outcome or matters.

**សេវាបរិសកម្ម
SUBSCRIPTION SERVICE**

វិនិយោគិន និង ក្រុមហ៊ុនធានាទិញមូលបត្រ បានអាន និងយល់ព្រមលើលក្ខខណ្ឌនៃសេវាបរិសកម្មដូចខាងក្រោម/ The Investor and the Underwriter have hereby reviewed and agreed on the following terms and conditions of this Subscription Service:

- ១. លក្ខខណ្ឌទូទៅ/ 1. GENERAL CONDITIONS
 - ១.១ ការដាក់ពាក្យស្នើសុំត្រូវធ្វើលើពាក្យស្នើសុំបានរៀបចំដោយក្រុមហ៊ុនធានាទិញមូលបត្រ។
Application must be made on the application form that has been prepared by the Underwriter.

១.២ ពាក្យស្នើសុំត្រូវធ្វើឡើងដោយរូបវន្តបុគ្គល ឬនីតិបុគ្គលដែលបានចុះបញ្ជី និងមិនត្រូវធ្វើក្នុងនាមអនីតិជន ឬបុគ្គលដែលមានសតិមិនគ្រប់គ្រាន់ទេ។

Application must be made by existing individuals or registered legal entities and not in the name of minors or persons of unsound mind.

១.៣ ពាក្យស្នើសុំត្រូវបំពេញឲ្យបានពេញលេញ និងគោរពតាមលក្ខខណ្ឌត្រូវដែលមាន។

Application must be complete and satisfy the requirements contained herein.

១.៤ វិនិយោគិនត្រូវផ្តល់នូវ (១) លេខអត្តសញ្ញាណវិនិយោគិនចេញដោយ គ.ម.ក (២) ព័ត៌មានលម្អិតអំពីគណនីជួញដូរមូលបត្រដែលមាននៅក្រុមហ៊ុនមូលបត្រណាមួយដែលទទួលអាជ្ញាប័ណ្ណពី គ.ម.ក. (៣) ព័ត៌មានលម្អិតអំពីគណនីធនាគារសម្រាប់ការផ្ទេរប្រាក់ត្រឡប់ទៅវិញ (ប្រសិនបើមាន) និង (៤) ឯកសារផ្សេងទៀតដែលស្នើសុំដោយក្រុមហ៊ុនធានាទិញមូលបត្រ ឬតំណាងភ្នាក់ងារលក់នៃក្រុមហ៊ុនបោះផ្សាយនៅពេលដាក់ពាក្យស្នើសុំ ឬនៅពេលក្រោយ ដែលព័ត៌មានក្នុងចំណុច (១) និង (២) អាចផ្តល់ឲ្យបានមុននឹងធ្វើការជួញដូរលើ គ.ម.ក.។

An investor should provide its (1) Investor Identification Number issued by the SERC, (2) details of the trading account at one of the securities firms licensed by the SERC, (3) details of a bank account for the purpose of receiving the refund (if any), and (4) any other documents requested by Underwriter or any one of the Issuer's authorized selling agents, either at the time of submitting the application or at a later date provided that the information noted under (1) and (2) are made available prior to trading on the CSX.

១.៥ ពាក្យស្នើសុំដែលមានព័ត៌មានមិនពិត ឬមិនត្រឹមត្រូវនឹងត្រូវបានបដិសេធចោល វិនិយោគិនអាចនឹងត្រូវផ្តន្ទាទោសតាមច្បាប់ ដែលក្នុងករណីនេះ ក្រុមហ៊ុនធានាទិញមូលបត្រ មិនទទួលខុសត្រូវឡើយ។

Application containing false statements or incorrect information may be rejected and the relevant investor may be subjected prosecution under the law for which the Underwriter assumes no responsibility for such action.

១.៦ វិនិយោគិនម្នាក់មិនអាចដាក់ពាក្យស្នើសុំលើសពីមួយទេ ហើយក្រុមហ៊ុនធានាទិញមូលបត្រសូមរក្សាសិទ្ធិបដិសេធពាក្យស្នើសុំដែលដាក់ច្រើនដង ឬពាក្យស្នើសុំដែលសង្ស័យថាត្រូវបានដាក់ច្រើនដង។

An investor cannot submit more than one application and the Underwriter reserve the right to reject all multiple applications or suspected multiple applications.

១.៧ នៅពេលដាក់ពាក្យស្នើសុំតាមរយៈអ្នកតំណាង ពាក្យស្នើសុំត្រូវតែភ្ជាប់ជាមួយនូវលិខិតប្រគល់សិទ្ធិត្រឹមត្រូវដែលមានសុពលភាព។

1.7 When applying through a representative or a proxy, the application must be accompanied by a valid authorization or proxy letter.

១.៨ លើកលែងមានការបញ្ជាក់ផ្សេងពីនេះ ពាក្យកាត់នៅក្នុងកិច្ចព្រមព្រៀងនេះ ត្រូវមានន័យដូចដែលមានចែងក្នុងឯកសារផ្តល់ព័ត៌មានរបស់ក្រុមហ៊ុនបោះផ្សាយ ដែលបានចុះបញ្ជី និងទទួលបានការអនុញ្ញាតនៅ គ.ម.ក។

1.8 Unless stated otherwise, all capitalized terms herein shall have the meaning stipulated or referred to in the Issuer's Disclosure Document that has been registered and approved the SERC.

២. ការធ្វើបរិសកម្ម/ 2. SUBSCRIPTION

២.១ វិនិយោគិនត្រូវធ្វើបរិសកម្មមិនតិចជាង ១០០ ឯកតាភាគហ៊ុនបោះផ្សាយលក់ និងត្រូវកើនឡើងស្មើនឹងចំនួន ១០ ឯកតាភាគហ៊ុនបោះផ្សាយលក់ ប្រសិនបើការធ្វើបរិសកម្មលើសពីនោះ។

2.1 Investors must subscribe no less than 100 Offer Shares and shall be increased by additional 10 Offer Shares.

២.២ ការដាក់តម្កល់ប្រាក់សម្រាប់ការធ្វើបរិសកម្ម ("ប្រាក់តម្កល់បរិសកម្ម") ត្រូវមានចំនួន ១០០% នៃតម្លៃភាគហ៊ុនបោះផ្សាយលក់សរុប ដែលបានធ្វើបរិសកម្មក្នុងពាក្យស្នើសុំ។ ទឹកប្រាក់ដែលដាក់តម្កល់នឹងមិនមានការប្រាក់ទេ លើកលែងតែមានការបញ្ជាក់ច្បាស់លាស់ពីគ.ម.ក។

2.2 Deposit for the subscription (the "Subscription Deposit") shall be 100% of the total value of the amount of Offer Shares that have been subscribed in the application, and no interest shall accrue on the Subscription Deposit unless expressly instructed otherwise by the SERC.

២.៣ អត្រាប្តូរប្រាក់៖ វិនិយោគិនអាចតម្កល់ប្រាក់សម្រាប់ការធ្វើបរិសកម្មជាប្រាក់រៀល ឬដុល្លារអាមេរិក។ ប្រសិនបើវិនិយោគិនតម្កល់ប្រាក់ដុល្លារអាមេរិក វិនិយោគិនយល់ព្រមឲ្យ ក្រុមហ៊ុន ឌី ប៊ី ឌី ("ក្រុមហ៊ុនបោះផ្សាយ") កំណត់អត្រាប្តូរប្រាក់ ០ រៀល = ១ ដុល្លារអាមេរិក ដោយយោងតាមអត្រាប្តូរប្រាក់ជាផ្លូវការរបស់ធនាគារជាតិនៃកម្ពុជា ប្រាំថ្ងៃនៃថ្ងៃធ្វើការមុនថ្ងៃធ្វើបរិសកម្ម ដើម្បីគណនាចំនួនប្រាក់កក់សម្រាប់ការធ្វើបរិសកម្ម។

2.3 Exchange Rate: Investor can pay the subscription deposit either by either United States Dollar ("USD") or Khmer Riel ("KHR"). If the investor pays such deposit in USD, then the investor agrees that DBD ("Issuer") has

fixed at KHR []= USD 1, based on the official exchange rate of National Bank of Cambodia prior to five (5) working days of initial date of Subscription , to determine the subscription deposit amount.

- ២.៤ ក្នុងករណីមានភាពខុសគ្នារវាងចំនួនមូលបត្រកម្មសិទ្ធិសរុបដែលបានធ្វើបរិសកម្ម និងចំនួនមូលបត្រកម្មសិទ្ធិដែលអាចធ្វើបរិសកម្មបាន ជាមួយនឹងប្រាក់តម្កល់បរិសកម្ម វិនិយោគិន ត្រូវសន្មតថាបានធ្វើបរិសកម្មលើចំនួនទឹកប្រាក់តម្កល់ធ្វើបរិសកម្ម។
- 2.4 In the event of any discrepancy between the subscribed amount and the amount that can be subscribed with the Subscription Deposit, the Investor shall be deemed to have subscribed for the amount corresponding to the Subscription Deposit.
- ២.៥ ប្រាក់តម្កល់បរិសកម្មត្រូវផ្ទេរឲ្យបានគ្រប់ចំនួនតាមការណែនាំរបស់ ក្រុមហ៊ុនធានាទិញមូលបត្រ។ ក្រុមហ៊ុនធានាទិញមូលបត្រ មិនទទួលខុសត្រូវលើការកាន់ច្រឡំ ឬយឺតយ៉ាវណាមួយ ដែលកើតឡើងក្នុងអំឡុងពេលផ្ទេរប្រាក់ ដែលបណ្តាលមកពីការមិនគោរពតាមការណែនាំខាងលើ។
- 2.5 The Subscription Deposit must be transferred or remitted in full in accordance with the Underwriter's instructions. The Underwriter assumes or undertakes no responsibility for any error or delay in the transfer or remittance as a result of a failure to follow the aforementioned instructions.
- ២.៦ ការធ្វើបរិសកម្មលើភាគហ៊ុនបោះផ្សាយលក់ដែលលែបម្រុងទុកសម្រាប់វិនិយោគិនសក្តានុពល ត្រូវកំណត់តាមវិធាន និងបទបញ្ជារបស់ក្រុមហ៊ុន បោះផ្សាយ និង ក្រុមហ៊ុនធានាទិញមូលបត្រ។
- 2.6 Subscription pursuant to Offer Shares reserved for potential investors shall be regulated in accordance rules and regulation stipulated by the Issuer and Underwriter.
- ២.៧ ការធ្វើបរិសកម្មលើមូលបត្រកម្មសិទ្ធិដែលលែបម្រុងទុកសម្រាប់លក់ឲ្យបុគ្គលិករបស់ក្រុមហ៊ុនបោះផ្សាយ ត្រូវកំណត់តាមវិធានផ្ទៃក្នុងរបស់ក្រុមហ៊ុនបោះផ្សាយ។
- 2.7 Subscription pursuant to the Issuer's ESOP shall be regulated in accordance with the Issuer's internal rules.

គណនីសម្រាប់ដាក់ទឹកប្រាក់តម្កល់នៅធនាគារអេស៊ីលីដា
 The accounts for the deposit at ACLEDA Bank
 (SWIFT Code: ACLBKHPP)

លេខគណនីសម្រាប់ដាក់ទឹកប្រាក់តម្កល់ Account Number for Deposit	ឈ្មោះគណនីសម្រាប់ដាក់ទឹកប្រាក់តម្កល់ Account Name for Deposit	រូបិយប័ណ្ណ Currency
00010407665445	DBD ENGINEERING PLC - Subscription Account	KHR
00010407665434	DBD ENGINEERING PLC - Subscription Account	USD

៣. ការបែងចែកមូលបត្រកម្មសិទ្ធិ/ 3. ALLOTMENT

- ៣.១ ក្នុងករណី ចំនួនភាគហ៊ុនដែលបានបម្រុងសម្រាប់ការធ្វើបរិសកម្មរបស់ក្រុមវិនិយោគិនណាមួយមិនបានធ្វើបរិសកម្មអស់ នោះ ចំនួនភាគហ៊ុនដែលនៅសល់នឹងត្រូវបែងចែកទៅឲ្យក្រុមវិនិយោគិនផ្សេងទៀត ដែលធ្វើបរិសកម្មលើសពីចំនួនភាគហ៊ុនដែលបានបម្រុងទុក។
- 3.1 In the event that the reserved shares of a particular investor group are not fully covered by actual subscription, the residual unsubscribed shares shall be re-allotted to another investor group with excess subscription.
- ៣.៤ គោលការណ៍បែងចែកភាគហ៊ុនទៅឲ្យភាគហ៊ុនកាន់កាប់តិចជាង ១% ត្រូវបានអនុវត្ត។
- 3.4 1% Rule is applied.

៤. ការផ្ទេរប្រាក់/ 4. REFUND

- ៤.១ ប្រាក់តម្កល់បរិសកម្មដែលលើសពីចំនួនទឹកប្រាក់ដែលបានទិញភាគហ៊ុនបោះផ្សាយលក់ដាក់ស្តែង បន្ទាប់ពីដំណាក់កាលបរិសកម្ម ត្រូវផ្ទេរត្រឡប់ទៅ វិនិយោគិនវិញ តាមរយៈការផ្ទេរតាមធនាគារ ដែលបានបញ្ជាក់ក្នុងពាក្យស្នើសុំ ឬតាមវិធីដែលសមស្របផ្សេងទៀត។ ការផ្ទេរប្រាក់ ត្រូវគិតតាមថ្លៃលក់មូលបត្រស្មើនឹង ២ រៀល ឬ ២ ដុល្លារអាមេរិក។
- 4.1 Any amount of the Subscription Deposit which exceeds the amount of Offer Shares acquired after the subscription period shall be refunded to the corresponding investors through a bank transfer to their respective bank accounts as mentioned in their application or via any other reasonable methods. A refund shall be calculated based on the offer price of KHR [] or USD [].
- ៤.២ រូបិយប័ណ្ណនៃការផ្ទេរប្រាក់កក់ វិនិយោគិនយល់ព្រមថា រូបិយប័ណ្ណនៃការផ្ទេរប្រាក់កក់ ត្រូវដូចគ្នាទៅនឹងរូបិយប័ណ្ណ ដែលបានតម្កល់ក្នុងពេលធ្វើបរិសកម្ម។

4.2 Refund Currency: Investor agrees that the refund currency shall be the same currency with the subscription deposit.

៤.៣ ក្រុមហ៊ុនធានាទិញមូលបត្រ និង/ឬក្រុមហ៊ុនបោះផ្សាយ មិនទទួលខុសត្រូវលើការកាន់ត្រឡប់ណាមួយដែលកើតឡើងក្នុងអំឡុងពេលធ្វើប្រាក់ត្រឡប់ទៅវិញ ដែលបណ្តាលមកពីព័ត៌មានគណនីធនាគារនៅក្នុងពាក្យស្នើសុំមិនត្រឹមត្រូវ។

4.3 Underwriters and/or the Issuer assumes or undertakes no responsibility for any error in the refund due to inaccurate bank account details in the application.

៤.៤ រាល់ការចំណាយ និងកម្រៃណាមួយដោយផ្នែក ឬទាំងអស់ដែលពាក់ព័ន្ធនឹងការផ្ទេរត្រឡប់ទៅវិញ រួមទាំងការចំណាយ និងកម្រៃសេវាលើការផ្ទេរតាមធនាគារត្រូវជាបន្ទុករបស់វិនិយោគិន។

4.4 Any and all expenses, fees and charges related to the refund including, without limitation, the bank transfer fee and service charge, shall be borne by the investor.

៥. អំណាចនៃត្រារបស់ ក្រុមហ៊ុនធានាទិញមូលបត្រ និងទម្រង់ហត្ថលេខារបស់ភ្នាក់ងាររបស់ក្រុមហ៊ុនធានាទិញមូលបត្រ / 5. POWER OF SEAL OF THE UNDERWRITER AND SIGNATURE IMAGE OF THE UNDERWRITER OR THE UNDERWRITER'S SECURITIES REPRESENTATIVES

ត្រារបស់ក្រុមហ៊ុនធានាទិញមូលបត្រ និងទម្រង់ហត្ថលេខារបស់ប្រធានភ្នាក់ងារ និងភ្នាក់ងាររបស់ក្រុមហ៊ុនធានាទិញមូលបត្រ ដែលមាននៅលើពាក្យស្នើសុំធ្វើបរិស័កមូលបត្រកម្មសិទ្ធិ និងវិក្កយបត្របរិស័កមូលបត្រ ត្រូវចាត់ទុកដូចជាត្រាដើមរបស់ ក្រុមហ៊ុនធានាទិញមូលបត្រ និងហត្ថលេខាដើមរបស់ប្រធានភ្នាក់ងារ និងភ្នាក់ងាររបស់ ក្រុមហ៊ុនធានាទិញមូលបត្រ និងមានឥទ្ធិពលតាមផ្លូវច្បាប់ដូចត្រាដើម និងហត្ថលេខាដើមតទៅ។ តាមការស្នើសុំរបស់វិនិយោគិន ក្រុមហ៊ុនធានាទិញមូលបត្រ ត្រូវប្រគល់ឲ្យវិនិយោគិននូវពាក្យស្នើសុំធ្វើបរិស័កមូលបត្រកម្មសិទ្ធិ និង/ឬវិក្កយបត្របរិស័កមូលបត្រ ដែលមានត្រាដើមរបស់ ក្រុមហ៊ុនធានាទិញមូលបត្រ និងហត្ថលេខាដើមរបស់ប្រធានភ្នាក់ងារ និងភ្នាក់ងាររបស់ក្រុមហ៊ុនធានាទិញមូលបត្រ ក្នុងរយៈពេល ១៨ (ដប់ប្រាំបី) ថ្ងៃនៃថ្ងៃធ្វើការ គិតចាប់ពីថ្ងៃដែលវិនិយោគិនស្នើសុំ។

The seal of either the Underwriter as affixed hereto by the Underwriters and the signature image of either the Underwriters or the Underwriter's Head of Securities Representatives and the Securities Representative as affixed on the Application Form to subscribe IPO shares and Receipt for Subscription shall be deemed as the originals of the seal of either the Underwriters and the original signatures of either the Underwriters or the Underwriter's Head of Securities Representatives and the Securities Representative respectively, and be construed as having the same legal effect as to the original thereof. Upon request from the Investor, either the Underwriter shall provide such Investor with either of the Application Form to subscribe IPO shares and/or Receipt for Subscription with the original seal of either the Underwriter and the original signatures of either the Underwriter or the Underwriter's Head of Securities Representatives and the Securities Representative affixed thereto within eighteen (18) business days from the date of such request.

៦. ផ្សេងៗ/ 6. MISCELLANEOUS

៦.១ លទ្ធផលបរិស័កមូលបត្រ នឹងត្រូវប្រកាសជូនសាធារណៈ តាមរយៈសារព័ត៌មានដែលបានការទទួលស្គាល់ និងគេហទំព័រផ្លូវការរបស់ ក្រុមហ៊ុនធានាទិញមូលបត្រ ក្រុមហ៊ុនបោះផ្សាយ គ.ម.ក. និង/ឬតំណាងភ្នាក់ងារលក់នៃក្រុមហ៊ុនបោះផ្សាយ។

6.1 Subscription result shall be announced to the public via accredited newspapers and the official websites of the Underwriter, the Issuer, the SERC and/or the Issuer's authorized selling agents.

៦.២ ក្រុមហ៊ុនធានាទិញមូលបត្រ រក្សាសិទ្ធិកែប្រែលក្ខខណ្ឌដែលមានចែងក្នុងកិច្ចព្រមព្រៀងនេះ។

6.2 The Underwriter reserves the right to amend the terms and conditions contained herein.

៦.៣ វិនិយោគិនដែលមានសំណួរពាក់ព័ន្ធនឹងពាក្យស្នើសុំនេះ គួរស្វែងរកនូវការបញ្ជាក់ពីក្រុមហ៊ុនធានាទិញមូលបត្រ ឬតំណាងភ្នាក់ងារលក់របស់ក្រុមហ៊ុនបោះផ្សាយ។

6.3 An investor with queries regarding the application or any of the matters contained herein should seek clarification from Underwriters or Joint Underwriter or the Issuer's authorized selling agents.

**SECTION 13: SIGNATURE OF CHAIRMAN OF BOARD OF DIRECTORS, DIRECTORS,
MANAGING DIRECTOR AND CFO OF COMPANY**

<p>Mr. Neang Vithy <i>Chairman and Managing Director</i></p>	<p align="center">_____ Signature</p>	<p align="center">_____ Date</p>
<p>Mrs. Lim Muiyly <i>Executive Director and CFO</i></p>	<p align="center">_____ Signature</p>	<p align="center">_____ Date</p>
<p>Mr. Huy Vatharo <i>Independent Director</i></p>	<p align="center">_____ Signature</p>	<p align="center">_____ Date</p>
<p>Mr. Thai Vantha <i>Non-Executive Director</i></p>	<p align="center">_____ Signature</p>	<p align="center">_____ Date</p>

Appendix

- 1- Audited Financial Statement 2020, 2019, and 2018
 - 2- Code of Conduct
 - 3- Certification of Accuracy
-

Appendix 1:
Audited Financial Statement 2020, 2019, and 2018

**Report of the Board of Directors
and
Audited financial statements**

DBD Engineering Plc. (formerly known as DBD
Engineering Co., Ltd)

31 December 2020

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Report of the Board of Directors

The Board of Directors submits its report together with the financial statements of DBD Engineering Plc. (formerly known as DBD Engineering Co., Ltd) (“the Company”) as at 31 December 2020 and for the year then ended (“the year”).

The Company

The Company is a public limited company established under the laws of the Kingdom of Cambodia on 10 March 1998 with registration number Co. 00004029 from the Ministry of Commerce. In accordance with its Memorandum and Articles of Association, the Company is allowed to operate for 99 years beginning from the date of registration with the Ministry of Commerce (“MOC”) in the Kingdom of Cambodia.

The Company changed its name from DBD Engineering Co., Ltd to DBD Engineering Plc. after obtaining approval from the MOC on 18 January 2021.

The registered office and principal place business of the Company are both located at No.68 Street 598, Phnom Penh Thmey, Khan Sen Sok, PO Box 178, Phnom Penh, Kingdom of Cambodia.

The Company had 1,043 employees as at 31 December 2020 (31 December 2019: 781 employees).

The principal activities

The principal activities of the Company are mechanical and electrical contractor, plumbing and firefighting contractor, air conditioning cold room HVAC and building maintenance.

Results and dividends

The results of the Company’s operations for the year then ended 31 December 2020, and the state of its affairs as at that date are set out in the accompanying financial statements.

The Board of Directors does not recommend the payment of dividends for the year then ended 31 December 2020. (2019: USD100,000)

Board of Directors

The members of the Board of Directors of the Company during the year and to the date of this report are as follows:

Name	Position	Date of appointment
Mr. Neang Vithy	Chairman	24 March 2016
Mrs. Lim Muyly	Director	24 March 2016
Mr. Thai Vantha	Director	29 September 2020
Mr. Huy Vatharo	Independent Director	29 September 2020

Auditors

The financial statements as at 31 December 2020 and for the year then ended have been audited by Grant Thornton (Cambodia) Limited.

Directors' interest in the Company

According to the Articles of Incorporation of the Company, the interest of directors in office at the end of the year in the ordinary shares of the Company and its related corporations during the year are as follows:

	31 December 2020		31 December 2019	
	% of ownership	Number of shares	% of ownership	Number of shares
Mr. Neang Vithy	70%	8,400,000	100%	2,850
Mrs. Lim Muyly	30%	3,600,000	-	-
	100%	12,000,000	100%	2,850

Board of Directors' responsibility in respect of the financial statements

The Board of Directors is responsible for ensuring that the financial statements are properly drawn up so as to present fairly, in all material respects, the financial position of the Company as at 31 December 2020, and its financial performance and its cash flows for the year then ended. In preparing these financial statements, the Board of Directors is required to:

- i. adopt appropriate accounting policies in accordance with Cambodian International Financial Reporting Standards "CIFRSs", which are supported by reasonable and prudent judgments and estimates and then apply them consistently;
- ii. comply with the disclosure requirements of CIFRSs or, if there have been any departures from such requirements in the interest of true and fair presentation, ensure that these have been appropriately disclosed, explained and quantified in the financial statements;
- iii. maintain adequate accounting records and an effective system of internal control;
- iv. prepare the financial statements on a going-concern basis unless it is inappropriate to assume that the Company will continue its operations in the foreseeable future; and,
- v. control and direct effectively the Company in all material decisions affecting its operations and performance and ascertain that such decision and/or instruction have been properly reflected in the financial statements.

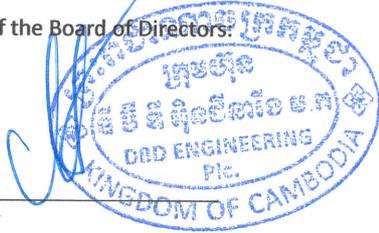
The Board of Directors is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Board of Directors confirms that the Company has complied with the above requirements in preparing the financial statements.

Statement by the Board of Directors

In the opinion of the Board of Directors, the accompanying statements of financial position, comprehensive income, changes in equity and cash flows, together with the notes thereto, have been properly drawn up and present fairly, in all material respects, the financial position of the Company as at 31 December 2020, and of its financial performance and its cash flows for the year then ended, in accordance with Cambodian International Financial Reporting Standards.

On behalf of the Board of Directors:



Neang Vithy
Chairman

Phnom Penh, Kingdom of Cambodia
May 13, 2021



Grant Thornton

Independent auditor's report

Grant Thornton (Cambodia) Limited
20th Floor Canadia Tower
315 Preah Ang Duong Street
(corner Monivong Boulevard)
Sangkat Wat Phnom
Khan Daun Penh
Phnom Penh
Kingdom of Cambodia

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To the Shareholders of

DBD Engineering Plc. (formerly known as DBD Engineering Co., Ltd)

Opinion

We have audited the financial statements of DBD Engineering Plc. (formerly known as DBD Engineering Co., Ltd) (“the Company”), which comprise the statement of financial position as at 31 December 2020, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2020, and of its financial performance and its cash flows for the year then ended, in accordance with Cambodian International Financial Reporting Standards (“CIFRSs”).

Basis for opinion

We conducted our audit in accordance with Cambodian International Standards on Auditing (“CISAs”). Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (“IESBA Code”) together with ethical requirements that are relevant to our audit of financial statements in the Kingdom of Cambodia, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Management is responsible for the other information. The other information comprises the information included in the Report of the Board of Directors, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of audit assurance or conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the financial statements

The Management of the Company is responsible for the preparation and fair presentation of the financial statements in accordance with CIFRSs, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with CISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with CISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.



- Conclude on the appropriateness of Management’s use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicated with Management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provide Management with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Grant Thornton

GRANT THORNTON (CAMBODIA) LIMITED

Certified Public Accountants

Registered Auditors



Ronald C. Almera

Ronald C. Almera

Partner – Audit and assurance

Phnom Penh, Kingdom of Cambodia

13 May 2021

Statement of financial position

	Note	31 December 2020		31 December 2019	
		USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Assets					
Non-current					
Property and equipment	6	2,600,015	10,517,061	2,544,441	10,368,597
Intangible assets	7	37,456	151,510	40,781	166,183
Right-of-use asset	8	70,402	284,776	109,695	447,007
Other non-current assets	9	59,050	238,857	35,000	142,625
Non-current assets		2,766,923	11,192,204	2,729,917	11,124,412
Current					
Contract assets	14	3,150,830	12,745,107	2,406,948	9,808,313
Other current assets	13	457,476	1,850,490	680,595	2,773,425
Inventories	12	1,633,816	6,608,786	1,233,507	5,026,541
Trade receivables		1,487,219	6,015,801	1,919,941	7,823,761
Guarantee deposits	11	210,545	851,655	1,073,147	4,373,074
Cash and cash equivalents	10	283,124	1,145,237	16,267	66,288
Current assets		7,223,010	29,217,076	7,330,405	29,871,402
Total assets		9,989,933	40,409,280	10,060,322	40,995,814
Equity					
Share capital	15	3,000,000	12,225,301	142,500	575,273
Retained earnings		1,868,982	7,763,096	4,421,600	18,170,120
Currency translation reserves		-	(293,365)	-	(146,685)
Total equity		4,868,982	19,695,032	4,564,100	18,598,708
Liabilities					
Non-current					
Borrowings - net of current portion	16	1,181,824	4,780,478	1,475,590	6,013,029
Lease liabilities - net of current portion	8	48,510	196,223	108,181	440,838
Non-current liabilities		1,230,334	4,976,701	1,583,771	6,453,867
Current					
Borrowings	16	967,207	3,912,352	860,880	3,508,087
Overdraft	17	1,724,592	6,975,975	1,463,906	5,965,417
Trade and other payables	18	697,168	2,820,046	1,353,447	5,515,296
Amount due to shareholder	24	5,642	22,822	33,075	134,781
Lease liabilities	8	60,090	243,064	55,042	224,296
Contract liabilities	14	407,953	1,650,170	146,101	595,362
Current income tax liability	23.3	27,965	113,118	-	-
Current liabilities		3,890,617	15,737,547	3,912,451	15,943,239
Total liabilities		5,120,951	20,714,248	5,496,222	22,397,106
Total equity and liabilities		9,989,933	40,409,280	10,060,322	40,995,814

The accompanying notes are an integral part of these financial statements.

Statement of comprehensive income

	Note	For the year ended 31 December 2020		For the year ended 31 December 2019	
		USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Revenue	19	13,463,188	54,889,417	8,669,552	35,129,025
Cost of services		(11,204,134)	(45,679,254)	(6,807,132)	(27,582,500)
Gross profit		2,259,054	9,210,163	1,862,420	7,546,525
Other income	21	53,631	218,654	110,130	446,247
Operating expenses	20	(1,498,327)	(6,108,679)	(687,392)	(2,785,312)
Finance costs	22	(369,475)	(1,506,350)	(120,279)	(487,371)
Profit before tax		444,883	1,813,788	1,164,879	4,720,089
Income tax expense	23.1	(140,001)	(570,784)	(64,568)	(261,630)
Profit for the year		304,882	1,243,004	1,100,311	4,458,459
Other comprehensive (loss)/income -					
Currency translation differences		-	(146,680)	-	226,144
Total comprehensive income for the year		304,882	1,096,324	1,100,311	4,684,603

Statement of changes in equity

	USD	Share capital KHR'000 (Note 4.2)	Retained earnings USD	Retained earnings KHR'000 (Note 4.2)	Currency translation reserves KHR'000 (Note 4.2)	USD	Total KHR'000 (Note 4.2)
Balance at 1 January 2020	142,500	575,273	4,421,600	18,170,120	(146,685)	4,564,100	18,598,708
Additional capital contribution	2,857,500	11,650,028	(2,857,500)	(11,650,028)	-	-	-
Profit for the year	-	-	304,882	1,243,004	-	304,882	1,243,004
Exchange difference	-	-	-	-	(146,680)	-	(146,680)
Balance at 31 December 2020	3,000,000	12,225,301	1,868,982	7,763,096	(293,365)	4,868,982	19,695,032
Balance at 1 January 2019	142,500	575,273	3,421,289	14,116,861	(372,829)	3,563,789	14,319,305
Profit for the year	-	-	1,100,311	4,458,459	-	1,100,311	4,458,459
Dividend payment	-	-	(100,000)	(405,200)	-	(100,000)	(405,200)
Exchange difference	-	-	-	-	226,144	-	226,144
Balance at 31 December 2019	142,500	575,273	4,421,600	18,170,120	(146,685)	4,564,100	18,598,708

Statement of cash flows

	Note	For the year ended 31 December 2020		For the year ended 31 December 2019	
		USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Operating activities					
Profit before income tax		444,883	1,813,788	1,164,879	4,720,089
Adjustments for:					
Depreciation and amortization	6, 7 and 8	163,854	668,033	149,773	606,880
Finance costs	22	369,475	1,506,350	120,279	487,371
Loss/(gain) on disposal of property and equipment and intangible assets	21	914	3,726	(22,167)	(89,821)
Operating profit before changes in working capital		979,126	3,991,897	1,412,764	5,724,519
Changes in working capital					
Net changes in:					
Contract assets		(743,882)	(3,032,807)	(2,063,438)	(8,361,051)
Other current assets		223,119	909,656	(467,189)	(1,893,050)
Inventories		(400,309)	(1,632,060)	(72,067)	(292,015)
Guarantee deposit		862,602	3,516,828	201,706	817,313
Trade receivables		432,722	1,764,208	(1,054,179)	(4,271,533)
Other non-current assets		(24,050)	(98,052)	(15,000)	(60,780)
Overdraft		260,686	1,062,817	1,221,998	4,951,536
Trade and other payables		(656,279)	(2,675,649)	277,588	1,124,788
Contract liabilities		261,852	1,067,571	139,811	566,514
Amount due to shareholder		(27,433)	(111,844)	(72,160)	(292,392)
Cash generated from/(used in) operating activities		1,168,154	4,762,565	(490,166)	(1,986,151)
Income tax paid	23.3	(112,036)	(456,771)	(105,568)	(427,762)
Net cash from/(used in) operating activities		1,056,118	4,305,794	(595,734)	(2,413,913)
Investing activities					
Acquisition of property and equipment and intangible assets	6 and 7	(177,805)	(724,911)	(2,031,336)	(8,230,973)
Proceeds from disposals of property and equipment and intangible assets		81	331	22,396	90,748
Net cash used in investing activities		(177,724)	(724,580)	(2,008,940)	(8,140,225)
Financing activities					
Repayments of lease liabilities		(54,623)	(222,698)	(49,812)	(201,838)
Repayments of borrowings	16	(662,982)	(2,702,978)	(246,001)	(996,796)
Drawdown from borrowings	16	475,543	1,938,789	1,990,000	8,063,480
Payment of interest		(369,475)	(1,506,350)	(120,279)	(487,371)
Net cash (used in)/from financing activities		(611,537)	(2,493,237)	1,573,908	6,377,475
Net change in cash and cash equivalents during the year					
		266,857	1,087,977	(1,030,766)	(4,176,663)
Cash and cash equivalents, beginning of year		16,267	66,288	1,047,033	4,206,979
Currency translation difference	-	-	(9,028)	-	35,972
Cash and cash equivalents, end of year	10	283,124	1,145,237	16,267	66,288

Notes to the financial statements

1. General information

DBD Engineering Co., Ltd. (the “Company”) is a public limited company established under the laws of the Kingdom of Cambodia on 10 March 1998 with registration number Co. 00004029 from the Ministry of Commerce. In accordance with its Memorandum and Articles of Association, the duration of the Company is 99 years beginning from the date of registration with the Ministry of Commerce in the Kingdom of Cambodia.

The registered office and principal place business of the Company are both located at No.68 Street 598, Phnom Penh Thmey, Khan Sen Sok, PO Box 178, Phnom Penh, Kingdom of Cambodia.

The Company changed its name from DBD Engineering Co., Ltd to DBD Engineering Plc. after obtaining approval from the MOC on 18 January 2021.

The principal activities of the Company are mechanical and electrical contractor, plumbing and firefighting contractor, air conditioning cold room HVAC and building maintenance.

The Company had 1,043 employees as at 31 December 2020 (31 December 2019: 781 employees).

2. Basis of preparation and statement of compliance with CIFRS

These financial statements have been prepared in accordance with Cambodian International Financial Reporting Standards (“CIFRSs”).

The National Accounting Council of Cambodia, as mandated by Prakas (Circular) No. 068-MEF-Pr dated 8 January 2009 issued by the Ministry of Economy and Finance of Cambodia on the adoption of Cambodian Financial Reporting Standards, has decided to fully adopt International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) without modifications. The standards are referred to as CIFRSs.

3. New or revised standards and interpretations

3.1 Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Company

At the date of authorisation of these financial statements, several new, but not yet effective, Standards and amendments to existing Standards, and Interpretations have been published by the IASB.

Other Standards and amendments that are not yet effective and have not been adopted early by the Company include:

- IFRS 17, Insurance Contracts

- Reference to the Conceptual Framework
- Replacement issues in the context of the IBOR reform (Amendments to IFRS 16, IFRS 9, and IAS 39)
- Prohibition of deducting proceeds from items produced on property and equipment (Amendments to IAS 16)
- Costs to include when assessing contract is onerous (Amendments to IAS 37)
- Classification of liabilities (Amendments to IAS 1)

These amendments are not expected to have a significant impact on the Company's financial statements in the period of initial application and therefore the disclosures have not been made.

4. Summary of significant accounting policies

4.1 Basis of preparation

The financial statements of the Company, which are expressed in United States Dollars ("USD"), are prepared under the historical cost of convention and drawn up in accordance with CIFRSs.

4.2 Functional and presentation currency

The national currency of Cambodia is the Khmer Riel ("KHR"). However, as the Company transacts its business and maintains its accounting records primarily in USD, Management has determined the USD to be the Company's currency for measurement and presentation purposes as it reflects the economic substance of the underlying events and circumstances of the Company.

Transactions in foreign currencies, other than USD, are translated to USD at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in currencies other than USD at the reporting date are translated into USD at the rates of exchange ruling at that date. Exchange differences arising on translation are recognised in the statement of comprehensive income.

The translations of USD amounts into KHR as presented in the financial statements are included solely to comply with the requirement pursuant to the Law on Accounting and Auditing dated 11 April 2016 and have been made using the prescribed official exchange rate based on the following applicable exchange rate per USD1 as announced by the General Department of Taxation ("GDT"). Starting from January 2020, the GDT instructed to use the rates published by the National Bank of Cambodia:

	2020	2019
Average rate*	4,077*	4,052
Closing rate	4,045	4,075

*The average amounts were determined by using the NBC's average of daily rates

Such translation amounts are unaudited and should not be construed as representations that the USD amounts represent, or have been or could be, converted into KHR at that or any other rate of exchange.

4.3 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantially all risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expired.

Classification and initial measurement of financial assets

All financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost,

- fair value through profit or loss (FVTPL), or
- fair value through other comprehensive income (FVOCI).

The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within interest income or interest expense.

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objectives is to hold the financial assets and collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, trade receivables, guarantee deposit and other non-current assets fall into this category of financial instruments.

Financial assets measure at amortized cost are cash and cash equivalents, trade receivables, guarantee deposit and other non-current asset.

Trade receivables are non-interest bearing and are normally settled within one month after billing the invoice at every end of the month until the project is completed.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model than 'hold to collect' or 'hold to collect and sell', and financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. None of the Company's financial instruments fall into this category.

Financial assets at fair value through other comprehensive income (FVOCI)

The Company accounts for financial assets at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objectives is hold to collect the associated cash flows and sell
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Any gains or losses recognised in OCI will be recycled upon derecognition of the asset. None of the Company's financial instruments fall into this category.

Impairment of financial assets

CIFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss' (ECL) model. The Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and;

- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date. However, none of the Company's financial assets fall into this category.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a profitability-weighted estimate of the credit losses over the expected life of the financial instrument.

Trade and other receivables and contract assets

The Company makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. The Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using historical loss rate.

Classification and measurement of financial liabilities

As the accounting for financial liabilities remains largely the same under CIFRS 9 compared to CIAS 39, the Company's financial liabilities were not impacted by the adoption of CIFRS 9. However, for completeness, the accounting policy is disclosed below.

The Company's financial liabilities include borrowings, amounts due to related parties, and trade and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in the statement of comprehensive income (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in the statement of comprehensive income are included within finance costs or finance income.

4.4 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and balances with other banks which are readily convertible into known amounts of cash which are subject to an insignificant risk of changes in value.

4.5 Equity, reserve and accumulated losses

Share capital represents the nominal value of shares that have been issued. Accumulated losses include all current and prior year losses.

4.6 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Company and amounts can be estimated reliably. The timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events, for example, product warranties granted, legal disputes or onerous contracts.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values where the time value of money is material.

Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases, where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

Possible inflows of economic benefits to the Company that do not yet meet the recognition criteria of an asset are considered contingent assets.

4.7 Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, there is a legally enforceable right to set off and an intention to settle them on a net basis or to realise the assets and settle the liabilities simultaneously. Income and expenses are presented on a net basis only when permitted under CIFRSs, or for gains and losses arising from similar transactions.

4.8 Property and equipment

Items of property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Where an item of property and equipment comprises major components having different useful lives, the components are accounted for as separate items of property and equipment.

The cost of a property and equipment item comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Where an item of property and equipment comprises major components having different useful lives, the components are accounted for as separate items of property and equipment.

Subsequent costs are included in an assets' carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred and it is probable that the future economic benefits associated with the asset will flow to the Company and the cost of the asset can be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred. Cost also comprises the initial estimate of dismantling and removing the asset and restoring the site on which it is located for which the Company is obligated to incur when the asset is acquired, if applicable.

Depreciation is calculated to write off the cost of items of property and equipment to their residual values on a straight-line method over their respective estimated useful lives, as follows:

As no finite useful life for land can be determined, related carrying amounts are not depreciated.

	Estimated useful lives
Machine	2 to 5 years
Vehicle	3 to 5 years
Office equipment	2 to 4 years
Furniture	2 to 3 years
Right-of use assets	2 to 3 years

At the end of each reporting period, the carrying amount of an item of property and equipment is assessed for impairment when events or changes in circumstances indicate that its carrying amount may not be recoverable. A write down is made if the carrying amount exceeds the recoverable amount.

Asset under construction is stated at cost. This includes cost of construction of property and equipment, borrowing costs directly attributable to such asset during the construction period and other direct costs. Asset under construction is not depreciated until such time when the relevant assets are completed and ready for operational use.

Gains or losses arising from the retirement or disposal of an item of property and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in income statement on the date of retirement or disposal.

Fully depreciated property and equipment are retained in the financial statements until they are disposed of or written off.

The residual values, useful lives and depreciation method are reviewed at each financial period end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property and equipment. If expectations differ from previous estimates, the changes are accounted for as change in an accounting estimate.

The carrying amount of an item of property and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any, and the carrying amount is included in profit or loss.

4.9 Intangible assets

Intangible asset represents software which is stated at cost less accumulated amortisation and impairment losses. Historical cost includes expenditure that is directly attributable to bringing the software for its intended use. Software is not amortised before it is ready for its intended use.

4.10 Impairment testing of non-financial assets

For purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at the cash-generating unit level. An impairment loss is recognised for the amount by which the asset or cash-generating unit's carrying amount exceeds its recoverable amount, which is the higher of fair value less costs to sell and value-in-use.

To determine the value-in-use, Management estimates expected future cash flows from each cash-generating unit and determine a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Company's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect their respective risk profiles as assessed by Management.

4.11 Leases

The Company as a lessee

Lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

To apply this definition, the Company assesses whether the contract meets three key evaluations which are whether:

- i) the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company.
- ii) the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract.
- iii) the Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of comprehensive income on a straight-line basis over the lease term.

Revenue recognition

Revenue is recognised when or as a performance obligation in the contract with customer is satisfied, i.e. when the "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation is a promise to transfer a distinct goods or service (or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer) to the customer that is explicitly stated in the contract and implied in the Company's customary business practices.

To determine whether to recognise revenue, the Company follows a 5-step process:

- a. Identifying the contract with a customer
- b. Identifying the performance obligations
- c. Determining the transaction price
- d. Allocating the transaction price to the performance obligations
- e. Recognising revenue when/as performance obligation(s) are satisfied

Revenue is measured at the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised goods or services to the customers, excluding amounts collected on behalf of third parties such as sales taxes or goods and services taxes. If the amount of consideration varies due to discounts, rebates, refunds, credits, incentives, penalties or other similar items, the Company estimates the amount of consideration to which it will be entitled based on the expected value or the most likely outcome. If the contract with customer contains more than one performance obligation, the amount of consideration is allocated to each performance obligation based on the relative stand-alone selling prices of the goods or services promised in the contract.

The control of the promised goods or services may be transferred over time or at a point in time. The control over the goods or services is transferred over time and revenue is recognised over time if:

- the customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs;
- the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Company's performance does not create an asset with an alternative use and the Company has an enforceable right to payment for performance completed to date.

Revenue for performance obligation that is not satisfied over time is recognised at the point in time at which the customer obtains control of the promised goods or services.

The Company recognises revenue from construction services over time if it creates an asset with no alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. Revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation.

The progress towards complete satisfaction of the performance obligation is measured based on the Company's efforts or inputs to the satisfaction of the performance obligation (e.g. by reference to the property development costs incurred to date as a percentage of the estimated total costs of development of the contract).

Where revenue recognised in the statement of comprehensive income exceeds billings to purchasers, the balance is shown as contracts assets. Where billings to purchasers exceed revenue recognised in the statement of comprehensive income, the balance is shown as contracts liabilities.

Revenue from sales of goods is recognised upon delivery of goods where the control of the properties has been passed to the buyers.

Other income

Other income is recognised in the statement of comprehensive income in the year in which they are earned.

4.12 General and administrative expenses

General and administrative expenses and selling and marketing expenses are recognised in the statement of comprehensive income in the period in which they are incurred.

4.13 Income taxes

Tax expense recognised in the profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to or claims from fiscal authorities relating to current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements.

Deferred income tax is calculated on temporary differences between the carrying amounts of assets and liabilities and their tax bases that are expected to increase or reduce taxable profit in the future and on unused tax losses and unused tax credits.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization provided that they are enacted or substantively enacted at the reporting date, taking into consideration all possible outcomes of a review by the tax authorities.

Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be able to be utilised against future taxable income. This is assessed based on the

Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax liabilities are generally provided for in full.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to set off current tax assets and liabilities from the same taxation authority.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted as necessary to reflect the current assessment of future taxable profit.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income (such as revaluation of land) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

4.14 Related parties

A related party is a person or entity that is related to the Company. A related party transaction is a transfer of resources, services or obligations between the Company and its related party, regardless of whether a price is charged.

- a. A person or a close member of that person's family is related to the Company if that person:
 - i. Has control or joint control over the Company;
 - ii. Has significant influence over the Company; or
 - iii. Is a member of the key management personnel of the Company.
- b. An entity is related to the Company if any of the following conditions applies:
 - i. The Company are members of the same group.
 - ii. One entity is an associate or joint venture of the other entity.
 - iii. Both entities are joint ventures of the same third party.
 - iv. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - v. The entity is a post-employment benefit plan for the benefits of employees of the Company.
 - vi. The entity is controlled or jointly-controlled by a person identified in a. above.
 - vii. A person identified in a.i. above has significant influence over the entity or is a member of the key management personnel of the ultimate holding company or the entity.
 - viii. The entity, or any member of a group of which it is a part, provides key management personnel services to the Company.

5. Significant accounting estimates, assumptions and judgments

The Company makes estimates, assumptions and judgments concerning future transactions which may not equal actual results. The accounting estimates, assumptions and judgments which may cause significant impact on the current recognition and measurement of assets, liabilities, income and expenses are summarised below:

a. Significant accounting estimates and assumptions

Leases – Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Company estimates the IBR using average borrowing rate in Cambodia.

Income tax expense

The Company will recognize liabilities for expected tax expenses based on an estimate of whether the taxes are due through Management's current interpretation of the various tax legislations which are subject to periodic changes. The final determination of tax expenses will be made following examination by the General Department of Taxation.

When the final tax outcome of these matters is different from the amount that were initially recognized, such differences will impact the tax provision in the financial year in which such determination is made.

Recognition of contract revenues

Recognising construction contract requires significant judgment in determining milestones, actual work performed and the estimated costs to complete the work.

Contract revenues

Recognised amounts of contract revenues and related receivables reflect Management's best estimate of each contract's outcome and stage of completion. This includes the assessment of the profitability of on-going construction contracts and the older backlog. For more complex contracts in particular, costs to complete and contract profitability are subject to significant estimation uncertainty.

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forwards can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Useful life of depreciable assets

The Company reviews its estimate of the useful life of depreciable assets at each reporting date, based on the expected utility of the assets.

Impairment

In assessing impairment, the Company estimates the recoverable amount of each asset or cash generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

b. Significant accounting judgment

The directors are not aware of any critical judgments in relation to the amounts in the financial statements.

6. Property and equipment

	Freehold land USD	Machine USD	Vehicles USD	Office equipment USD	Furniture USD	Work in progress USD	USD	Total KHR (Note 4.2)
Gross carrying amount								
Balance at 1 January 2020	2,167,620	595,610	572,204	61,880	7,563	-	3,404,877	13,874,874
Additions	-	96,005	10,645	15,948	2,143	52,165	176,906	721,246
Disposals	-	-	(9,581)	-	-	-	(9,581)	(39,062)
Write-off	-	(141,013)	-	(16,452)	(1,053)	-	(158,518)	(646,278)
Currency translation difference	-	-	-	-	-	-	-	(102,428)
Balance at 31 December 2020	2,167,620	550,602	573,268	61,376	8,653	52,165	3,413,684	13,808,352
Accumulated depreciation								
Balance at 1 January 2020	-	352,518	451,860	48,639	7,419	-	860,436	3,506,277
Depreciation	-	83,378	23,577	12,741	641	-	120,337	490,614
Disposals	-	-	(9,581)	-	-	-	(9,581)	(39,062)
Write-off	-	(140,018)	-	(16,452)	(1,053)	-	(157,523)	(642,221)
Currency translation difference	-	-	-	-	-	-	-	(24,317)
Balance at 31 December 2020	-	295,878	465,856	44,928	7,007	-	813,669	3,291,291
Carrying amount 31 December 2020	2,167,620	254,724	107,412	16,448	1,646	52,165	2,600,015	10,517,061
Gross carrying amount								
Balance at 1 January 2019	-	425,847	515,514	49,293	7,397	-	998,051	4,010,169
Additions	2,167,620	186,797	103,800	15,527	166	-	2,473,910	10,024,283
Disposal	-	(17,034)	(47,110)	(2,940)	-	-	(67,084)	(271,824)
Currency translation difference	-	-	-	-	-	-	-	112,246
Balance at 31 December 2019	2,167,620	595,610	572,204	61,880	7,563	-	3,404,877	13,874,874
Accumulated depreciation								
Balance at 1 January 2019	-	318,564	449,173	42,953	7,288	-	817,978	3,286,636
Depreciation	-	50,861	49,797	8,524	131	-	109,313	442,936
Disposals	-	(16,907)	(47,110)	(2,838)	-	-	(66,855)	(270,896)
Currency translation difference	-	-	-	-	-	-	-	47,601
Balance at 31 December 2019	-	352,518	451,860	48,639	7,419	-	860,436	3,506,277
Carrying amount 31 December 2019	2,167,620	243,092	120,344	13,241	144	-	2,544,441	10,368,597

On 22 October 2019, the Company entered into a consumption loan contract with Advanced Bank of Asia Limited ("ABA") amounting to USD1,690,000 bearing interest at 8% per annum and repayable with 72 (Seventy-two) Months from the date of implementation of the loan. As of 31 December 2020, the remaining principal of the loan is USD1,384,016. The loan is secured by two lots of land with total land size of 10,322 square meters, covered by certificate of property no. 12120103-0495 and 12120103-0496, lot no. 495 and 496, located at Svay Chek Village, Sangkat Kork Roka, Khan Prek Pnov, Phnom Penh, Cambodia, recorded in the Company's property and equipment as freehold land costing USD2,167,620. The title of the land was registered under the name of Mr. Neang Vithy and Mrs. Lim Muyly on behalf of the Company.

The Company has fully paid the remaining liability related to the acquisition of the freehold land as at 31 December 2020 (31 December 2019: USD484,520).

7. Intangible assets

	USD	2020 KHR'000 (Note 4.2)	USD	2019 KHR'000 (Note 4.2)
Gross carrying amount				
Balance as at 1 January	41,946	170,930	7,543	30,308
Additions	899	3,665	41,946	169,965
Disposal	-	-	(7,543)	(30,564)
Currency translation difference	-	(1,287)	-	1,221
Balance as at 31 December	42,845	173,308	41,946	170,930
Accumulated amortisation				
Balance as at 1 January	1,165	4,747	7,543	30,308
Amortisation	4,224	17,221	1,165	4,721
Disposal	-	-	(7,543)	(30,564)
Currency translation difference	-	(170)	-	282
Balance as at 31 December	5,389	21,798	1,165	4,747
Carrying amount as at 31 December	37,456	151,510	40,781	166,183

8. Right-of-use asset and lease liabilities

Company as a lessee

The Company has a lease contract for the building that is used as its office for a period of ten (10) non-cancellable years, with no option to renew the lease after the end of the tenancy period. The Company is not restricted from assigning and subleasing the leased asset.

The carrying amounts of right-of-use assets recognised and the movements during the period are as follows:

	USD	2020 KHR'000 (Note 4.2)	USD	2019 KHR'000 (Note 4.2)
Gross carrying amount				
Balance as at 1 January	392,941	1,601,235	392,941	1,578,837
Currency translation difference	-	(11,789)	-	22,398
Balance as at 31 December	392,941	1,589,446	392,941	1,601,235
Accumulated depreciation				
Balance as at 1 January	283,246	1,154,228	243,951	980,195
Amortisation	39,293	160,198	39,295	159,223
Currency translation difference	-	(9,756)	-	14,810
Balance as at 31 December	322,539	1,304,670	283,246	1,154,228
Carrying amount as at 31 December	70,402	284,776	109,695	447,007

The table below describes the nature of the Company's leasing activities by type of right-of-use asset recognized on statement of financial position.

Right-of-use asset	No. of right-of-use assets	Range of remaining term	Average remaining lease term	No. of leases with extension options	No. of leases with option to purchase	No. of leases with variable payments linked to index	No. of leases with termination options
Office building	1	1.8	1.8	-	-	-	-

Lease liabilities are presented in the statement of financial position as follows:

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Current	60,090	243,064	55,042	224,296
Non-current	48,510	196,223	108,181	440,838
	108,600	439,287	163,223	665,134

Set out below are the carrying amounts of lease liabilities and the movements during the period:

	USD	2020 KHR'000 (Note 4.2)	USD	2019 KHR'000 (Note 4.2)
At 1 January	163,223	665,134	213,035	855,975
Accretion of interest	12,577	51,277	17,388	70,456
Repayments	(67,200)	(273,975)	(67,200)	(272,294)
Currency translation difference	-	(3,149)	-	10,997
At 31 December	108,600	439,287	163,223	665,134

8.1 Reconciliation of liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

	1 January 2020	For the year ended 31 December 2020			31 December 2020	
	USD	Drawdown USD	Repayment USD	Non-cash flow USD	USD	KHR'000 (Note 4.2)
Lease liabilities	163,223	-	(67,200)	12,577	108,600	439,287

	1 January 2019	For the year ended 31 December 2019			31 December 2019	
	USD	Drawdown USD	Repayment USD	Non-cash flow USD	USD	KHR'000 (Note 4.2)
Lease liabilities	213,035	-	(67,200)	17,388	163,223	665,134

8.2 Future minimum lease payments

The details of future minimum lease payments related to the office rental are summarized below:

	Minimum lease payments due			Total KHR'000 (Note 4.2)
	Within one year	1-2 years	USD	
31 December 2020				
Lease payments	67,200	50,400	117,600	475,692
Finance charges	(7,110)	(1,890)	(9,000)	(36,405)
Net present value	60,090	48,510	108,600	439,287

	Minimum lease payments due			Total KHR'000 (Note 4.2)
	Within one year	1-2 years	USD	
31 December 2019				
Lease payments	67,200	117,600	184,800	753,060
Finance charges	(12,158)	(9,419)	(21,577)	(87,926)
Net present value	55,042	108,181	163,223	665,134

9. Other non-current assets

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Notes receivable	39,000	157,755	15,000	61,125
Deposits paid	20,050	81,102	20,000	81,500
	59,050	238,857	35,000	142,625

10. Cash and cash equivalents

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Cash at banks	277,993	1,124,482	11,650	47,474
Cash on hand	5,131	20,755	4,617	18,814
	283,124	1,145,237	16,267	66,288

11. Guarantee deposit

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Guarantee deposit on credit facility	210,545	851,655	1,073,147	4,373,074

The 12-month guarantee deposit has been used as the security to secure the credit facilities granted to the Company, earning 6% interest per annum. These are deposited with Advanced Bank of Asia and Maybank (Cambodia) Plc.

12. Inventories

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Heating, ventilation, and air conditioning materials	1,633,816	6,608,786	1,233,507	5,026,541

In 2020, a total of USD2,222,051 (2019: USD2,799,192) of inventories was included in cost of sales.

13. Other current assets

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Prepayments	444,397	1,797,586	667,795	2,721,265
Staff loan	10,000	40,449	12,800	52,160
VAT credit carry forward	3,079	12,455	-	-
	457,476	1,850,490	680,595	2,773,425

Interest rate on staff loan charged by the Company ranges from 0-1% per month.

14. Contract assets/liabilities

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Contract assets	3,150,830	12,745,107	2,406,948	9,808,313
Contract liabilities	407,953	1,650,170	146,101	595,362

The contract assets represent the Company's right to consideration for work completed on construction contracts but not billed yet at the reporting date. Typically, the amount will be billed within 30 days and payment is expected within 60 days.

The contract liabilities represent advance considerations received from customers for construction contract where revenue is recognised over time during the construction of a property. The contract liabilities are expected to be recognised as revenue upon completion of certain agreed milestones.

Significant changes to contract liabilities during the year are as follows:

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Contract liabilities at the beginning				
the year recognized as revenue	134,100	546,726	6,290	25,273

15. Share capital

All ordinary shares are registered, issued, and paid with a par value of USD 0.25 per share. (2019: USD 50 per share)

As at 31 December 2020 and 2019, details of the Company's shareholdings were as follow:

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Mr. Neang Vithy	2,100,000	8,556,001	142,500	575,273
Mrs. Lim Muyly	900,000	3,669,300	-	-
	3,000,000	12,225,301	142,500	575,273

16. Borrowings

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Non-current	1,181,824	4,780,478	1,475,590	6,013,029
Current	967,207	3,912,352	860,880	3,508,087
	2,149,031	8,692,830	2,336,470	9,521,116

	2020		2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Balance 1 January	2,336,470	9,521,116	592,471	2,380,548
Additions	475,543	1,938,789	1,990,000	8,063,480
Repayments	(662,982)	(2,702,978)	(246,001)	(996,796)
Interest charged	356,898	1,455,073	102,891	416,915
Interest paid	(356,898)	(1,455,073)	(102,891)	(416,915)
Currency translation difference	-	(64,097)	-	73,884
Balance 31 December	2,149,031	8,692,830	2,336,470	9,521,116

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
By maturity:				
Within one year	967,207	3,912,352	860,880	3,508,087
From two to five years	1,134,351	4,588,450	1,179,142	4,805,004
Over five years	47,473	192,028	296,448	1,208,025
	2,149,031	8,692,830	2,336,470	9,521,116
By security:				
Secured	1,384,016	6,194,113	1,768,740	7,207,616
Not secured	765,015	2,498,717	567,730	2,313,500
	2,149,031	8,692,830	2,336,470	9,521,116
By currency:				
USD	2,149,031	8,692,830	2,336,470	9,521,116
KHR	-	-	-	-
	2,149,031	8,692,830	2,336,470	9,521,116
	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
By relationship:				
Non-related parties	1,531,301	2,498,717	1,768,740	7,207,616
Related parties	617,730	6,194,113	567,730	2,313,500
	2,149,031	8,692,830	2,336,470	9,521,116
By Interest rate (per annum)				
Term loans		1 to 9 %		1 to 9 %

17. Overdraft

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Advanced Bank of Asia	1,131,994	4,578,916	471,051	1,919,533
Chip Mong Commercial Bank Plc.	351,764	1,422,885	396,706	1,616,577
J Trust Royal Bank	240,834	974,174	-	-
Maybank (Cambodia) Plc.	-	-	596,149	2,429,307
	1,724,592	6,975,975	1,463,906	5,965,417

Overdraft with Advanced Bank of Asia has an interest rate of 8% per annum and is secured by lot of land recorded as freehold land under property and equipment costing USD2,167,620 and the properties of the shareholder and key management personnel. The agreement was re-entered by Mr. Neang Vithy and Mrs. Lim Muylly on behalf of the Company on 26 October 2020 with a limited amount of USD1,300,000 and payable within twelve months from the agreement date.

Overdraft with Chip Mong Commercial Bank Plc. has an interest rate of 9% per annum which is unsecured. The agreement was re-entered on 12 June 2020 with a limited amount of USD400,000 and maturity date on 30 April 2021.

Overdraft with J Trust Royal Bank have an interest rate of 8% per annum which is secured by the properties of the shareholder and key management personnel. The agreement was re-entered on 1 October 2020 with a limited amount of USD600,000 and maturity date on 30 April 2021.

18. Trade and other payables

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Accounts payable	489,633	1,980,565	824,250	3,358,819
Other taxes payable	132,101	534,349	41,514	169,170
Retention payable	59,656	241,309	-	-
Accrued expenses	7,935	32,097	-	-
Other current liabilities	7,843	31,726	487,683	1,987,307
	697,168	2,820,046	1,353,447	5,515,296

Retention payable pertains to amount of money the Company holds and owed to its sub-contractors. The Company will release 50% of retention payable once the contract is finished and the other 50% until the end of guaranty period which normally ranges from 30 days to 180 days.

19. Revenues

	For the year ended 31 December 2020		For the year ended 31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Construction and maintenance	13,071,507	53,292,534	8,140,251	32,984,297
Sale of goods	391,681	1,596,883	529,301	2,144,728
	13,463,188	54,889,417	8,669,552	35,129,025

20. Operating expenses

	For the year ended 31 December 2020		For the year ended 31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Personnel	322,993	1,316,842	232,522	942,179
Other taxes	240,931	982,276	66,947	271,269
Inventory adjustment	214,865	876,005	31,049	125,811
Bank charges	110,573	450,806	34,125	138,274
Office supplies and stationeries	80,510	328,239	38,846	157,404
Depreciation	80,477	328,105	51,569	208,957
Insurance	63,895	260,500	41,420	167,834
Professional fees	62,665	255,485	21,338	86,462
Utilities	60,372	246,137	77,249	313,013
Repairs and maintenance	54,524	222,294	34,925	141,516
Rent	18,169	74,075	17,545	71,092
Communication	6,902	28,139	7,693	31,172
Entertainment	5,500	22,424	8,730	35,374
Travelling	431	1,757	13,019	52,753
Others	175,520	715,595	10,415	42,202
	1,498,327	6,108,679	687,392	2,785,312

21. Other income

	For the year ended 31 December 2020		For the year ended 31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Interest income	49,221	200,674	43,458	176,092
Rental income	5,242	21,372	31,656	128,270
(Loss)/gain on disposal of property and equipment and intangible assets	(914)	(3,726)	22,167	89,821
Shared SAP services	-	-	12,584	50,990
Foreign exchange gain	82	334	265	1,074
	53,631	218,654	110,130	446,247

22. Finance costs

	For the year ended 31 December 2020		For the year ended 31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Interest on borrowings	356,898	1,455,073	102,891	416,915
Interest on lease liability	12,577	51,277	17,388	70,456
	369,475	1,506,350	120,279	487,371

23. Income taxes

The Company has an obligation to pay tax on income at 20% of taxable income or a minimum tax at 1% of annual turnover, whichever is higher. The minimum tax is an annual tax with a liability equal to 1% of gross revenues.

23.1 Income tax expense

The reconciliations between accounting profit before income tax and estimated taxable income for the years ended 31 December 2020 and 2019 are shown below:

	For the year ended 31 December 2020		For the year ended 31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Accounting profit before tax	444,883	1,813,788	1,164,879	4,720,089
Adjustments:				
Permanent differences	366,614	1,494,687	66,605	269,887
Utilized tax allowances	(111,491)	(454,547)	(908,645)	(3,681,826)
Estimated taxable income	700,006	2,853,928	322,839	1,308,150
Income tax at applicable rate of 20%	140,001	570,784	64,568	261,630
Minimum tax rate at rate of 1% of revenue	116,365	474,420	64,125	259,835
Estimated current income tax expense	140,001	570,784	64,568	261,630

The Company's tax returns are subject to examination by the tax authorities. Because the application of tax laws and regulations for many types of transactions is susceptible to varying interpretations, the amounts reported on the financial statements could change at a later date upon final determination by the tax authorities.

23.2 Taxation contingencies

The taxation system in Cambodia is relatively new and is characterised by numerous taxes and frequently changing legislation, which is often unclear and subject to interpretation. Oftentimes, different interpretations exist among numerous taxation authorities and jurisdictions. Taxes are subject to reviews and investigations by a number of authorities that are enabled by law to impose severe fines, penalties and interest charges.

These facts may create tax risks in Cambodia, which may be substantially greater than in other countries. Management believes that tax liabilities have been adequately provided for based on its interpretation of current tax legislations. However, the relevant authorities may have differing interpretations and the effects could be significant.

23.3 Income tax payable

	For the year ended 31 December 2020		For the year ended 31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Beginning balance	-	-	41,000	164,738
Current income tax	140,001	570,784	64,568	261,630
Income tax paid	(112,036)	(456,771)	(105,568)	(427,762)
Exchange rate difference	-	(895)	-	1,394
Income tax liability	27,965	113,118	-	-

24. Related party balances and transactions

The following balances are outstanding with related parties:

Related party	Relationship	31 December 2020		31 December 2019	
		USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Amount due to shareholder					
Neang Vithy	Shareholder	5,642	22,822	33,075	134,781

The amount due to shareholder is unsecured, interest free and repayable on demand.

During the period, the following transactions with shareholder are recorded.

Related party	Transactions	For the year ended 31 December 2020		For the period ended 31 December 2019	
		USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Neang Vithy	Advances from	-	-	214,000	867,128
	Offset with the amounts due from/ to shareholder	27,432	111,840	250,318	1,014,289
	Dividends paid	-	-	100,000	-
	Advances to	-	-	214,000	867,128
	Payment on behalf of shareholder	-	-	278,158	1,127,096

25. Transactions with key management personnel

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly. Key management includes the Chairman of the Company.

	For the year ended 31 December 2020		For the year ended 31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Salaries and benefits	64,000	260,928	48,000	194,160

26. Commitments

As at the reporting date, the Company has lease commitments under non-cancellable commitment for the lease of dormitories for its workers under an operating lease arrangement.

The details of future minimum lease payments related to the dormitories' rental are summarized below:

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Within one year	14,100	57,486	15,580	63,130
Between two to five years	16,175	65,945	29,400	119,129
More than five years	-	-	9,275	37,582
	30,275	123,431	54,255	219,841

27. Categories of financial assets and financial liabilities

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Financial assets measured at amortised cost				
Other non-current assets	59,050	238,857	35,000	142,625
Guarantee deposit	210,545	851,655	1,073,147	4,373,074
Trade receivables	1,487,219	6,015,801	1,919,941	7,823,761
Cash and cash equivalents	283,124	1,145,237	16,267	66,288
Total financial assets	2,039,938	8,251,550	3,044,355	12,405,748

	31 December 2020		31 December 2019	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Financial liabilities measured at amortised cost				
Borrowing	2,149,031	8,692,830	2,336,470	9,521,116
Lease liabilities	108,600	439,287	163,223	665,134
Overdraft	1,724,592	6,975,975	1,463,906	5,965,417
Trade and other payables*	565,067	2,285,697	1,311,933	5,346,126
Amount due to shareholder	5,642	22,822	33,075	134,781
Total financial liabilities	4,552,932	18,416,611	5,308,607	21,632,574

* Excludes other taxes payable and advances from customers

28. Risk management objectives and policies

Financial risk

The Company is exposed to financial risks arising from their operations and the use of financial instruments. A financial risk management policy is established to ensure that adequate resources are available for the development of the Company's business whilst managing its credit risk, liquidity risk, foreign currency risk and interest rate risk. The Company operates within clearly defined policies and procedures that are approved by the Board of Directors to ensure the effectiveness of the risk management process.

The main areas of financial risks faced by the Company and its policies in respect of the major areas of treasury activities are set out below:

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It is the Company's policy to enter into financial instruments with creditworthy counterparties. The Company does not expect to incur material credit losses on its financial assets or other financial instruments.

The concentration of credit risk exists when changes in economic, industry and geographical factors affect groups of counterparties whose aggregate credit exposure is significant in relation to the Company's total credit exposure. The Company's transactions are entered into with creditworthy counterparties, thereby mitigating any significant concentration of credit risk.

The areas where the Company are exposed to credit risk are as follows:

Trade receivables

The Company applies the CIFRS 9 simplified model of recognising lifetime expected credit losses for all trade receivables as these items do not have a significant financing component.

In measuring the expected credit losses, receivables have been assessed on a collective basis as they possess shared credit risk characteristics.

The expected loss rates are based on the corresponding historical credit loss over the past 3 years before 31 December 2020 and 31 December 2019, respectively, as well as the corresponding historical credit losses during that period. The historical rates are adjusted to reflect current and forwarding looking macroeconomic factors affecting the customer's ability to settle the amount outstanding. Given the short period exposed to credit risk, the impact of macroeconomic factors has not been considered as significant within the reporting period.

Trade receivables are written off (i.e. derecognised) when there is no reasonable expectation of recovery. Failure to make payments within 180 days from the invoice date and failure to engage with the Company on alternative payment amongst other is considered indicators of no reasonable expectation recovery.

As at 31 December 2020 and 2019, the Management is in the view that the trade receivables are assessed to have low credit risk in which the impairment loss is considered immaterial.

Cash and cash equivalents

The credit risk for cash and cash equivalents and short-term placements is considered negligible, since the counterparties are reputable local banks.

(b) Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at

close to its fair value. The Company's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

The liquidity risks arise principally from its borrowing, lease liabilities, overdraft, trade and other payables and amount due to shareholder.

Analysis of financial instruments by contractual maturities

The following table provides an analysis of the financial liabilities of the Company into relevant maturity groupings. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

	Current	More than 30 days	More than 90 days	More than one year	Over five years	Total
	USD	USD	USD	USD	USD	USD
At 31 December 2020						
Financial liabilities						
Borrowings	-	617,730	349,477	1,134,351	47,473	2,149,031
Lease liabilities*	5,600	16,800	44,800	50,400	-	117,600
Overdraft	1,724,592	-	-	-	-	1,724,592
Trade and other payables**	565,067	-	-	-	-	565,067
Amount due to shareholder	5,642	-	-	-	-	5,642
Total financial liabilities	2,300,901	634,530	394,277	1,184,751	47,473	4,561,932
Equivalent in KHR'000 (Note 4.2)	9,307,145	2,566,674	1,594,850	4,792,318	192,028	18,453,015

*Before deducting finance charges

**Excludes other taxes payable and advances from customers

	Current	More than 30 days	More than 90 days	More than one year	Over five years	Total
	USD	USD	USD	USD	USD	USD
At 31 December 2019						
Financial liabilities						
Borrowings	-	114,848	746,032	1,179,142	296,448	2,336,470
Lease liabilities*	5,600	16,800	44,800	117,600	-	184,800
Overdraft	1,463,906	-	-	-	-	1,463,906
Trade and other payables**	1,311,933	-	-	-	-	1,311,933
Amount due to shareholder	33,075	-	-	-	-	33,075
Total financial liabilities	2,814,514	131,648	790,832	1,296,742	296,448	5,330,184
Equivalent in KHR'000 (Note 4.2)	11,469,145	536,466	3,222,640	5,284,224	1,208,026	21,720,500

*Before deducting finance charges

**Excludes other taxes payable and advances from customers

(c) Foreign currency risk

The foreign currency exchange risk of the Company arises from the transactions denominated in foreign currencies.

During the year, the Company's exposure to this risk is minimal as most of its transactions are conducted in USD.

(d) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates.

The Company is not exposed to interest rate risk as the Company does not have any floating rate-based financial assets and financial liabilities.

29. Capital management

The primary objective of the Company's capital management is to ensure that it maintains adequate capital ratio in order to support its business and maximise shareholder value.

The Company manages its capital structure and adjusts it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividends payable to shareholder and issue new capital. No changes were made in the objective, policies or processes during the year ended 31 December 2020 and 2019.

The Board of Directors approved the payment of dividends amounting to USD100,000 for the year ended 31 December 2019 by offsetting the dividend payable with the outstanding receivable from the shareholder as at 31 December 2019.

30. Significant event

On 12 April 2021, the Cambodia Securities Exchange (CSX) has approved in principle the Company's application to list its share capital as its first listing of equity securities on the CSX's Growth Board for small and medium-sized enterprises (SMEs). At the issuance date of these financial statements, the Company is waiting for final approval from the Securities and Exchange Commission of Cambodia.

31. Post-reporting date events

No adjusting or significant non-adjusting events have occurred between the 31 December 2020 reporting date and the date of authorisation of these financial statements.

32. Authorisation of financial statements

The financial statements as at 31 December 2020 and for the year then ended and were approved for issue by the Board of Directors on 13 May 2021.

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Financial statements and independent auditor's report

DBD Engineering Co Ltd

31 December 2019 and 2018

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Report of the Board of Directors

The Board of Directors submits its report together with the audited financial statements of DBD Engineering Co Ltd (“the Company”) as at and for the years ended 31 December 2019 and 2018 (“the years”).

The Company

The Company is a private limited company established under the laws of the Kingdom of Cambodia on 10 March 1998 with registration number Co. 00004029 from the Ministry of Commerce. In accordance with its Memorandum and Articles of Association, the Company is allowed to operate for 99 years beginning from the date of registration with the Ministry of Commerce in the Kingdom of Cambodia.

The registered office and principal place business of the Company is located at No.68 Street 598, Phnom Penh Thmey, Khan Sen Sok, PO Box 178, Phnom Penh, Kingdom of Cambodia.

The Company had 781 and 529 employees as at 31 December 2019 and 2018, respectively.

Principal activities

The principal activities of the Company are to operate as mechanical and electrical contractor, plumbing and firefighting contractor, air conditioning-cold room HVAC and building maintenance contractor.

Results and dividends

The results of the Company’s operations for the years then ended, and the state of its affairs as at those dates are set out in the accompanying financial statements.

The Board of Directors paid a dividend amounting to USD 100,000 and nil by offsetting the dividend payment to the outstanding receivable from the shareholder for the years then ended 31 December 2019 and 2018, respectively.

Board of Directors

The member of the Board of Directors of the Company during the years and to the date of this report are as follows:

Name	Position	Date of appointment
Neang Vithy	Chairman	24 March 2016

Auditor

The Company's financial statements were audited by Grant Thornton (Cambodia) Limited.

Board of Directors' responsibility in respect of the financial statements

The Board of Directors is responsible for ensuring that the financial statements are properly drawn up so as to present fairly, in all material respects, the financial position of the Company as at 31 December 2019 and 2018 and its financial performance and cash flows for the years then ended. In preparing these financial statements, the Board of Directors are required to:

- i. adopt appropriate accounting policies in accordance with Cambodian International Financial Reporting Standards ("CIFRSs"), which are supported by reasonable and prudent judgements and estimates, and then apply them consistently;
- ii. comply with the disclosure requirements of the CIFRSs or, if there have been any departures from such requirements in the interest of true and fair presentation, ensure that these have been appropriately disclosed, explained and quantified in the financial statements;
- iii. maintain adequate accounting records and an effective system of internal control;
- iv. prepare the financial statements on a going-concern basis unless it is inappropriate to assume that the Company will continue its operations in the foreseeable future; and,
- v. effectively control and direct the Company in all material decisions affecting its operations and performance, and ensure that such have been properly reflected in the financial statements.

The Board of Directors is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Board of Directors confirms that the Company has complied with the above requirements in preparing the financial statements.

Statement by the Board of Directors

In the opinion of the Board of Directors, the accompanying statements of financial position, comprehensive income, changes in equity and cash flows, together with the notes thereto, have been properly drawn up and present fairly, in all material respects the financial positions of the Company as at 31 December 2019 and 2018, and of its financial performances and its cash flows for the years then ended in accordance with CIFRSs.

On behalf of the Board of Directors:



Neang Vithy
Chairman

Phnom Penh, Kingdom of Cambodia
17 November 2020



Independent auditor's report

Grant Thornton (Cambodia) Limited
20th Floor Canadia Tower
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To the shareholder of DBD Engineering Co Ltd

Opinion

We have audited the financial statements of DBD Engineering Co Ltd (“the Company”), which comprise the statements of financial position as at 31 December 2019 and 2018, statements of comprehensive income, statements of changes in equity and statements of cash flows for the years then ended, and notes to financial statements, including a summary of significant accounting policies, other explanatory information and notes to the financial statements set out from page 10 to 34.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2019 and 2018, and of its financial performances and its cash flows for the years then ended, in accordance with Cambodian International Financial Reporting Standards (“CIFRSs”).

Basis for opinion

We conducted our audit in accordance with Cambodian International Standards on Auditing (“CISAs”). Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (“IESBA Code”) together with ethical requirements that are relevant to our audit of financial statements in the Kingdom of Cambodia, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the Report of the Board of Directors, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of audit assurance or conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Other matter

The financial statements of the Company as at 31 December 2017 and for the year ended were unaudited.

Responsibilities of the Board of Directors for the financial statements

The Board of Directors of the Company is responsible for the preparation and fair presentation of the financial statements in accordance with CIFRSs, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with CISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with CISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the director.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Grant Thornton
GRANT THORNTON (CAMBODIA) LIMITED

Certified Public Accountants
Registered Auditors



Ronald C. Almera

Partner – Audit and assurance

Phnom Penh, Kingdom of Cambodia
17 November 2020

Certified Public Accountants and Auditors

A member of Grant Thornton International Ltd (GTIL). GTIL and the member firms are not a worldwide partnership. Services are delivered independently by the member firms.

Statements of financial position

	Note	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
		USD	KHR'000	USD	KHR'000	USD	KHR'000
			(Note 3.2)		(Note 3.2)		(Note 3.2)
Assets							
Non-current							
Plant, property and equipment	6	2,544,441	10,368,597	180,073	723,533	216,130	872,517
Intangible asset	7	40,781	166,183	-	-	2,250	9,083
Right-of-use asset	8	109,695	447,007	148,990	598,642	188,284	760,103
Other non-current assets	9	35,000	142,625	20,000	80,360	20,000	80,740
Non-current assets		2,729,917	11,124,412	349,063	1,402,535	426,664	1,722,443
Current							
Contract assets	14	2,406,948	9,808,313	343,510	1,380,223	1,051,955	4,246,742
Other current assets	13	680,595	2,773,425	213,406	857,464	191,074	771,366
Inventories	12	1,233,507	5,026,541	1,161,440	4,666,666	1,409,204	5,688,957
Trade receivables		1,919,941	7,823,761	865,762	3,478,632	577,432	2,331,093
Fixed deposit	11	1,073,147	4,373,074	1,274,853	5,122,360	786,757	3,176,138
Cash and bank balance	10	16,267	66,288	1,047,033	4,206,979	855,117	3,452,107
Current assets		7,330,405	29,871,402	4,906,004	19,712,324	4,871,539	19,666,403
Total assets		10,060,322	40,995,814	5,255,067	21,114,859	5,298,203	21,388,846
Equity and liabilities							
Equity							
Share capital	15	142,500	575,273	142,500	575,273	142,500	575,273
Retained earnings		4,421,600	18,170,120	3,421,289	14,116,861	2,265,745	9,442,685
Other reserves		-	(146,685)	-	(372,829)	-	(295,873)
Total equity		4,564,100	18,598,708	3,563,789	14,319,305	2,408,245	9,722,085
Liabilities							
Non-current							
Borrowings	16	1,475,590	6,013,029	173,389	696,677	224,741	907,279
Lease liabilities	8	108,181	440,838	163,224	655,834	213,035	860,022
Non-current liabilities		1,583,771	6,453,867	336,613	1,352,511	437,776	1,767,301
Current							
Borrowings	16	860,880	3,508,087	419,082	1,683,871	416,620	1,681,895
Overdraft	17	1,463,906	5,965,417	241,908	971,986	894,019	3,609,155
Trade and other payables	18	1,353,447	5,515,296	491,339	1,974,200	706,122	2,850,615
Amount due to shareholder	24	33,075	134,781	105,235	422,834	365,000	1,473,505
Lease liabilities	8	55,042	224,296	49,811	200,141	45,421	183,365
Contract liabilities	14	146,101	595,362	6,290	25,273	-	-
Current income tax liability	23.3	-	-	41,000	164,738	25,000	100,925
Current liabilities		3,912,451	15,943,239	1,354,665	5,443,043	2,452,182	9,899,460
Total liabilities		5,496,222	22,397,106	1,691,278	6,795,554	2,889,958	11,666,761
Total equity and liabilities		10,060,322	40,995,814	5,255,067	21,114,859	5,298,203	21,388,846

The accompanying notes are an integral part of these financial statements.

Statements of comprehensive income

	Note	For the year ended		For the year ended		(Unaudited)	
		31 December 2019		31 December 2018		31 December 2017	
		USD	KHR'000	USD	KHR'000	USD	KHR'000
			(Note 3.2)		(Note 3.2)		(Note 3.2)
Revenue	19	8,669,552	35,129,025	8,142,085	32,934,734	9,241,330	37,381,180
Cost of services		(6,807,132)	(27,582,500)	(6,228,226)	(25,193,174)	(7,117,267)	(28,789,345)
Gross profit		1,862,420	7,546,525	1,913,859	7,741,560	2,124,063	8,591,835
Other income	21	110,130	446,247	51,725	209,228	721,397	2,918,051
Operating expenses	20	(687,392)	(2,785,312)	(576,929)	(2,333,678)	(1,021,313)	(4,131,211)
Finance costs	22	(120,279)	(487,371)	(120,877)	(488,947)	(125,279)	(506,754)
Profit before tax		1,164,879	4,720,089	1,267,778	5,128,163	1,698,868	6,871,921
Income tax expense	23.1	(64,568)	(261,630)	(112,234)	(453,987)	(125,846)	(509,047)
Profit for the year		1,100,311	4,458,459	1,155,544	4,674,176	1,573,022	6,362,874
Translation differences		-	226,144	-	(76,956)	-	(295,873)
Total comprehensive income for the year		1,100,311	4,684,603	1,155,544	4,597,220	1,573,022	6,067,001

Statements of changes in equity

	Share capital		Retained earnings		Other reserves	USD	Total KHR'000 (Note 3.2)
	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)	KHR'000 (Note 3.2)		
Balance at 1 January 2019	142,500	575,273	3,421,289	14,116,861	(372,829)	3,563,789	14,319,305
Profit for the year	-	-	1,100,311	4,458,459	-	1,100,311	4,458,459
Dividend payment	-	-	(100,000)	(405,200)	-	(100,000)	(405,200)
Exchange difference	-	-	-	-	226,144	-	226,144
Balance at 31 December 2019	142,500	575,273	4,421,600	18,170,120	(146,685)	4,564,100	18,598,708
Balance at 1 January 2018	142,500	575,273	2,265,745	9,442,685	(295,873)	2,408,245	9,722,085
Profit for the year	-	-	1,155,544	4,674,176	-	1,155,544	4,674,176
Exchange difference	-	-	-	-	(76,956)	-	(76,956)
Balance at 31 December 2018	142,500	575,273	3,421,289	14,116,861	(372,829)	3,563,789	14,319,305
Balance at 1 January 2017	142,500	575,273	1,515,242	6,406,900	-	1,657,742	6,982,173
Profit for the year	-	-	1,573,022	6,362,874	-	1,573,022	6,362,874
Dividend payment	-	-	(822,519)	(3,327,089)	-	(822,519)	(3,327,089)
Exchange difference	-	-	-	-	(295,873)	-	(295,873)
Balance at 31 December 2017 (Unaudited)	142,500	575,273	2,265,745	9,442,685	(295,873)	2,408,245	9,722,085

The accompanying notes are an integral part of these financial statements.

Statements of cash flows

					(Unaudited)	
	For the year ended		For the year ended		For the year ended	
Note	31 December 2019		31 December 2018		31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Cash flow from operating activities						
Profit before income tax	1,164,879	4,720,089	1,267,778	5,128,163	1,698,868	6,871,921
Adjustments for:						
	6, 7,					
Depreciation and amortization	and 8	149,773	606,880	142,959	578,269	280,859
Finance costs	22	120,279	487,371	120,877	488,947	125,279
Loss/(gain) on disposal of fixed and intangible assets	21	(22,167)	(89,821)	23,856	96,496	(684,630)
Operating profit before working capital changes		1,412,764	5,724,519	1,555,470	6,291,875	1,420,376
		5,745,421		5,745,421		5,745,421
Changes in:						
Contract assets		(2,063,438)	(8,361,051)	708,445	2,865,660	(971,249)
Other current assets		(467,189)	(1,893,050)	(22,332)	(90,333)	17,292
Inventories		(72,067)	(292,015)	247,764	1,002,205	(473,299)
Fixed deposit		201,706	817,313	(488,096)	(1,974,348)	(786,757)
Trade receivables		(1,054,179)	(4,271,533)	(288,330)	(1,166,295)	79,640
Other non-current assets		(15,000)	(60,780)	-	-	(19,700)
Overdraft		1,221,998	4,951,536	(652,111)	(2,637,789)	894,019
Trade and other payables		277,588	1,124,788	(214,783)	(868,795)	(481,044)
Contract liabilities		139,811	566,514	6,290	25,443	-
Amount due to shareholder		(72,160)	(292,392)	(259,765)	(1,050,749)	1,187,519
Cash from operating activities		(490,166)	(1,986,151)	592,552	2,396,874	866,797
Income tax paid	23	(105,568)	(427,762)	(96,234)	(389,267)	(100,846)
Net cash (used in)/ from operating activities		(595,734)	(2,413,913)	496,318	2,007,607	765,951
Investing activities						
Acquisitions of fixed and intangible assets	6 and 7	(2,031,336)	(8,230,973)	(91,434)	(369,851)	(406,135)
Proceeds from disposals of fixed and intangible assets		22,396	90,748	2,220	8,980	790,000
Net cash (used in)/from investing activities		(2,008,940)	(8,140,225)	(89,214)	(360,871)	383,865
Financing activities						
Repayments of lease liabilities		(49,812)	(201,838)	(45,421)	(183,728)	-
Repayments of borrowings	16	(246,001)	(996,796)	(48,890)	(197,760)	(775,807)
Proceeds from borrowings	16	1,990,000	8,063,480	-	-	509,450
Payment of interest	22	(120,279)	(487,371)	(120,877)	(488,947)	(125,279)
Proceeds from capital contribution		-	-	-	-	73,714
Net cash from/ (used in) financing activities		1,573,908	6,377,475	(215,188)	(870,435)	(317,922)
Net (decrease)/increase in cash and bank balance		(1,030,766)	(4,176,663)	191,916	776,301	831,894
Cash and bank balances, 1 January		1,047,033	4,206,979	855,117	3,452,107	23,223
Translation difference		-	35,972	-	(21,429)	-
Cash and bank balances, 31 December		16,267	66,288	1,047,033	4,206,979	855,117

Notes to the financial statements

1 The Company

DBD Engineering Co., Ltd. (the “Company”) is a private limited company established under the laws of the Kingdom of Cambodia on 10 March 1998 with registration number Co. 00004029 from the Ministry of Commerce. In accordance with its Memorandum and Articles of Association, the duration of the Company is 99 years beginning from the date of registration with the Ministry of Commerce in the Kingdom of Cambodia.

The registered office and principal place business of the Company is located at No.68 Street 598, Phnom Penh Thmey, Khan Sen Sok, PO Box 178, Phnom Penh, Kingdom of Cambodia.

The principal activities of the Company are mechanical and electrical contractor, plumbing and firefighting contractor, air conditioning-cold room HVAC and building maintenance.

The Company had 781 and 529 employees as at 31 December 2019 and 2018, respectively.

2 Statement of compliance with the International Cambodian Financial Reporting Standards (“CIFRSs”)

The financial statements of the Company have been prepared in accordance with the Cambodian International Financial Reporting Standards (“CIFRSs”). CIFRSs are equivalent to full International Financial Reporting Standards (“IFRSs”) as issued by the International Accounting Standards Boards (“IASB”) because IFRSs are adopted by the National Accounting Council (“NAC”) without modification as CIFRSs.

These financial statements of the Company are the first financial statements that the Company has prepared in accordance with CIFRSs. The entity did not present financial statements for previous periods.

In accordance with CIFRS 1, First-time adoption of Cambodian International Financial Reporting Standards, the Company presents three statements of financial position in its first CIFRS financial statements. In subsequent periods, the Company will present two comparative periods for the statement of financial position when it: (i) applies an accounting policy retrospectively, (ii) makes a retrospective restatement of items in its financial statements, or (iii) reclassifies items in the financial statements.

3 Summary of significant accounting policies

3.1 Overall consideration

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These accounting policies have been used throughout all periods presented in these financial statements, unless otherwise stated.

3.2 Functional and presentation currency

The national currency of Cambodia is the Khmer Riel (“KHR”). However, as the Company transacts its business and maintains its accounting records primarily in USD, Management has determined the USD to be the Company’s functional currency for both measurement and presentation purposes as it reflects the economic substance of the underlying events and circumstances of the Company.

Transactions in foreign currencies other than USD are translated to USD at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in currencies other than USD at the reporting date are translated into USD at the rates of exchange ruling at that date. Exchange differences arising on translation are recognised in the statement of comprehensive income.

The translations of USD amounts into KHR as presented in the financial statements are included solely to comply with the requirement pursuant to the Law on Accounting and Auditing dated 11 April 2016 and have been made using the prescribed official exchange rate based on the following applicable exchange rate per USD1 as announced by the General Department of Taxation:

	2019	2018	2017
Average rate	4,052	4,045	4,045
Closing rate	4,075	4,018	4,037

Such translation amounts are unaudited and should not be construed as representations that the USD amounts represent, or have been or could be, converted into KHR at that or any other rate.

3.3 Revenue recognition

Revenue is recognised when or as a performance obligation in the contract with customer is satisfied, i.e. when the “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation is a promise to transfer a distinct goods or service (or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer) to the customer that is explicitly stated in the contract and implied in the Company’s customary business practices.

To determine whether to recognise revenue, the Company follows a 5-step process:

- a. Identifying the contract with a customer
- b. Identifying the performance obligations
- c. Determining the transaction price
- d. Allocating the transaction price to the performance obligations
- e. Recognising revenue when/as performance obligation(s) are satisfied

Revenue is measured at the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised goods or services to the customers, excluding amounts collected on behalf of third parties such as sales taxes or goods and services taxes. If the amount of consideration varies due to discounts, rebates, refunds, credits, incentives, penalties or other similar items, the Company estimates the amount of consideration to which it will be entitled based on the expected value or the most likely outcome. If the contract with customer contains more than one performance obligation, the amount of consideration is allocated to each performance obligation based on the relative stand-alone selling prices of the goods or services promised in the contract.

The control of the promised goods or services may be transferred over time or at a point in time. The control over the goods or services is transferred over time and revenue is recognised over time if:

- the customer simultaneously receives and consumes the benefits provided by the Company’s performance as the Company performs;
- the Company’s performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Company’s performance does not create an asset with an alternative use and the Company has an enforceable right to payment for performance completed to date.

Revenue for performance obligation that is not satisfied over time is recognised at the point in time at which the customer obtains control of the promised goods or services.

The Company recognises revenue from construction services over time if it creates an asset with no alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. Revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation.

The progress towards complete satisfaction of the performance obligation is measured based on the Company's efforts or inputs to the satisfaction of the performance obligation (e.g. by reference to the property development costs incurred to date as a percentage of the estimated total costs of development of the contract).

Where revenue recognised in the statement of comprehensive income exceeds billings to purchasers, the balance is shown as contract assets. Where billings to purchasers exceed revenue recognised in the statement of comprehensive income, the balance is shown as contract liabilities.

Revenue from sales of goods is recognised upon delivery of goods where the control of the properties has been passed to the buyers.

Other income

Other income is recognised in the statement of comprehensive income in the year in which they are earned.

3.4 General and administrative expenses and selling and marketing expenses

General and administrative expenses and selling and marketing expenses are recognised in the statement of comprehensive income in the period in which they are incurred.

3.5 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get them ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

The amount of borrowing costs eligible for capitalisation is determined based on actual interest incurred on borrowings made specifically for the purpose of obtaining a qualifying asset and less any investment income on the temporary investment of that borrowing.

All other borrowing costs are recognised as finance costs in statement of comprehensive income in the financial year in which they are incurred.

3.6 Plant, property and equipment

Items of plant, property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Where an item of plant, property and equipment comprises major components having different useful lives, the components are accounted for as separate items of plant, property and equipment.

Subsequent costs are included in an assets' carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred and it is probable that the future economic benefits associated with the asset will flow to the Company and the cost of the asset can be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of the plant, property and equipment are recognised in profit or loss as incurred. Cost also comprises the initial estimate of dismantling and removing the asset and restoring the site on which it is located for which the Company is obligated to incur when the asset is acquired, if applicable.

Depreciation is calculated to write off the cost of items of plant, property and equipment to their residual values on a straight-line method over their respective estimated useful lives, as follows:

As no finite useful life for land can be determined, related carrying amounts are not depreciated.

	Useful lives (years)
Machines	10
Vehicles	4
Office equipment	2 to 4
Furniture	2 to 3
Right-of use assets	2 to 3

At the end of each reporting period, the carrying amount of an item of plant, property and equipment is assessed for impairment when events or changes in circumstances indicate that its carrying amount may not be recoverable. A write down is made if the carrying amount exceeds the recoverable amount.

Asset under construction is stated at cost. This includes cost of construction of plant, property and equipment, borrowing costs directly attributable to such asset during the construction period and other direct costs. Asset under construction is not depreciated until such time when the relevant assets are completed and ready for operational use.

Gains or losses arising from the retirement or disposal of an item of plant, property and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in income statement on the date of retirement or disposal.

Fully depreciated plant, property and equipment are retained in the financial statements until they are disposed of or written off.

The residual values, useful lives and depreciation method are reviewed at each financial period end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of plant, property and equipment. If expectations differ from previous estimates, the changes are accounted for as change in an accounting estimate.

The carrying amount of an item of plant, property and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any, and the carrying amount is included in profit or loss.

3.7 Intangible assets

Intangible asset represents software which is stated at cost less accumulated amortisation and impairment losses. Historical cost includes expenditure that is directly attributable to bringing the software for its intended use. Software is not amortised before it is ready for its intended use.

3.8 Impairment testing of non-financial assets

For purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at the cash-generating unit level.

An impairment loss is recognised for the amount by which the asset or cash-generating unit's carrying amount exceeds its recoverable amount, which is the higher of fair value less costs to sell and value-in-use.

To determine the value-in-use, Management estimates expected future cash flows from each cash-generating unit and determine a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Company's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect their respective risk profiles as assessed by Management.

3.9 Leases

The Company as a lessee

Lease is defined as ‘a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration’.

To apply this definition, the Company assesses whether the contract meets three key evaluations which are whether:

- i) the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company.
- ii) the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract.
- iii) the Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct ‘how and for what purpose’ the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company’s incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of comprehensive income on a straight-line basis over the lease term.

The Company early adopted CIFRS 16, Leases before the required application of the standard since the Company has already applied CIFRS 15, Revenue from Contracts with Customers.

The Company has applied CIFRS 16, Leases using the Standard’s full retrospective approach. Under this approach the cumulative effect of initially applying CIFRS 16 is recognised as an adjustment to equity at the date of application.

3.10 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantially all risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expired.

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with CIFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset

All income and expenses relating to financial assets that are recognised in the statement of comprehensive income are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objectives is to hold the financial assets and collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category includes non-derivative financial assets like loans and receivables with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and bank balances, fixed deposit, amount due from related parties, trade and most other receivables, and other current assets fall into this category of financial instruments.

Trade receivables are non-interest bearing and are normally settled within one month after billing the invoice at every end of the month until the project is completed.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model than 'hold to collect' or 'hold to collect and sell', and financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. None of the Company's financial instruments fall into this category.

Financial assets at fair value through other comprehensive income (FVOCI)

The Company accounts for financial assets at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objectives is hold to collect the associated cash flows and sell

- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Any gains or losses recognised in OCI will be recycled upon derecognition of the asset. None of the Company's financial instruments fall into this category.

Impairment of financial assets

IFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss' (ECL) model. Instruments within the scope of the requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under IFRS 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Recognition of credit losses is no longer dependent on the Company first identifying a credit loss event. Instead the Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and;
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').
- Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

However, none of the Company's financial assets fall into this category.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a profitability-weighted estimate of the credit losses over the expected life of the financial instrument.

Trade and other receivables and contract assets

The Company makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. The Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using historical loss rate.

Classification and measurement of financial liabilities

As the accounting for financial liabilities remains largely the same under CIFRS 9 compared to CIAS 39, the Company's financial liabilities were not impacted by the adoption of CIFRS 9. However, for completeness, the accounting policy is disclosed below.

The Company's financial liabilities include borrowings, amounts due to related parties, and trade and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method, except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in the statement of comprehensive income (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in the statement of comprehensive income are included within finance costs or finance income.

3.11 Cash and bank balances

Cash and cash equivalents comprise cash on hand and cash in banks as well as other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

3.12 Equity, reserve and accumulated losses

Share capital represents the nominal value of shares that have been issued. Accumulated losses include all current and prior year losses. Other components of equity include other reserve which comprises gains and losses from translation differences.

3.13 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Company and amounts can be estimated reliably. The timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events, for example, product warranties granted, legal disputes or onerous contracts.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values where the time value of money is material.

Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases, where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

Possible inflows of economic benefits to the Company that do not yet meet the recognition criteria of an asset are considered contingent assets.

3.14 Income taxes

Tax expense recognised in the profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to or claims from fiscal authorities relating to current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements.

Deferred income tax is calculated on temporary differences between the carrying amounts of assets and liabilities and their tax bases that are expected to increase or reduce taxable profit in the future and on unused tax losses and unused tax credits.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization provided that they are enacted or substantively enacted at the reporting date, taking into consideration all possible outcomes of a review by the tax authorities.

Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be able to be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax liabilities are generally provided for in full.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to set off current tax assets and liabilities from the same taxation authority.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted as necessary to reflect the current assessment of future taxable profit.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income (such as revaluation of land) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

3.15 Related parties

A related party is a person or entity that is related to the Company. A related party transaction is a transfer of resources, services or obligations between the Company and its related party, regardless of whether a price is charged.

- a. A person or a close member of that person's family is related to the Company if that person:
 - i. Has control or joint control over the Company;
 - ii. Has significant influence over the Company; or
 - iii. Is a member of the key management personnel of the ultimate holding Company of the Company, or the Company
- b. An entity is related to the Company if any of the following conditions applies:
 - i. The entity and the Company are members of the same group.
 - ii. One entity is an associate or joint venture of the other entity.
 - iii. Both entities are joint ventures of the same third party.
 - iv. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - v. The entity is a post-employment benefit plan for the benefits of employees of either the Company or an entity related to the Company.
 - vi. The entity is controlled or jointly-controlled by a person identified in a. above.
 - vii. A person identified in a.i. above has significant influence over the entity or is a member of the key management personnel of the ultimate holding Company or the entity.
 - viii. The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

4 Significant Management judgment in applying accounting policies and estimation uncertainty

The Company makes estimates, assumptions and judgments concerning future transactions which may not equal actual results. The accounting estimates, assumptions and judgments which may cause significant impact on the current recognition and measurement of assets, liabilities, income and expenses are summarised below:

a. Significant accounting estimates and assumptions

Leases – Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Company estimates the IBR using the average borrowing rate in Cambodia.

Income tax expense

The Company will recognize liabilities for expected tax expenses based on an estimate of whether the taxes are due through Management's current interpretation of the various tax legislations which are subject to periodic changes. The final determination of tax expenses will be made following examination by the General Department of Taxation.

When the final tax outcome of these matters is different from the amount that were initially recognized, such differences will impact the tax provision in the financial year in which such determination is made.

Recognition of contract revenues

Recognising construction contract requires significant judgment in determining milestones, actual work performed and the estimated costs to complete the work.

Contract revenues

Recognised amounts of contract revenues and related receivables reflect Management's best estimate of each contract's outcome and stage of completion. This includes the assessment of the profitability of on-going construction contracts and the older backlog. For more complex contracts in particular, costs to complete and contract profitability are subject to significant estimation uncertainty.

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forwards can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Useful life of depreciable assets

The Company reviews its estimate of the useful life of depreciable assets at each reporting date, based on the expected utility of the assets.

Impairment

In assessing impairment, the Company estimates the recoverable amount of each asset or cash generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

b. Significant accounting judgments

The director is not aware of any critical judgments in relation to the amounts in the financial statements.

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6 Plant, property and equipment

	Land USD	Machines USD	Vehicles USD	Office equipment USD	Furniture USD	USD	Total KHR'000 (Note 3.2)
Gross carrying amount							
Balance at 1 January 2019	-	425,847	515,514	49,293	7,397	998,051	4,010,169
Additions	2,167,620	186,797	103,800	15,527	166	2,473,910	10,024,283
Disposals	-	(17,034)	(47,110)	(2,940)	-	(67,084)	(271,824)
Currency translation difference	-	-	-	-	-	-	112,246
Balance at 31 December 2019	2,167,620	595,610	572,204	61,880	7,563	3,404,877	13,874,874
Accumulated depreciation							
Balance at 1 January 2019	-	318,564	449,173	42,953	7,288	817,978	3,286,636
Depreciation	-	50,861	49,797	8,524	131	109,313	442,936
Disposals	-	(16,907)	(47,110)	(2,838)	-	(66,855)	(270,896)
Currency translation difference	-	-	-	-	-	-	47,601
Balance at 31 December 2019	-	352,518	451,860	48,639	7,419	860,436	3,506,277
Carrying amount at 31 December 2019	2,167,620	243,092	120,344	13,241	144	2,544,441	10,368,597
Gross carrying amount							
Balance at 1 January 2018	-	432,383	563,353	67,562	12,903	1,076,201	4,344,623
Additions	-	84,538	351	6,545	-	91,434	369,851
Disposals	-	(91,074)	(48,190)	(24,814)	(5,506)	(169,584)	(685,967)
Currency translation difference	-	-	-	-	-	-	(18,338)
Balance at 31 December 2018	-	425,847	515,514	49,293	7,397	998,051	4,010,169
Accumulated depreciation							
Balance at 1 January 2018	-	354,308	433,972	59,152	12,639	860,071	3,472,106
Depreciations	-	38,410	59,527	5,625	103	103,665	419,325
Disposals	-	(74,154)	(44,326)	(21,824)	(5,454)	(145,758)	(589,591)
Currency translation difference	-	-	-	-	-	-	(15,204)
Balance at 31 December 2018	-	318,564	449,173	42,953	7,288	817,978	3,286,636
Carrying amount at 31 December 2018	-	107,283	66,341	6,340	109	180,073	723,533

6. Plant, property and equipment (continued)

	Land USD	Machines USD	Vehicles USD	Office equipment USD	Furniture USD	Building USD	USD	Total KHR'000 (Note 3.2)
Balance at 1 January 2017	81,500	346,789	410,744	52,153	12,409	751,296	1,654,891	6,680,795
Additions	-	85,594	152,609	15,409	494	149,779	403,885	1,633,715
Disposal to shareholder	-	-	-	-	-	(822,520)	(822,520)	(3,327,093)
Disposal to third party	(81,500)	-	-	-	-	(78,555)	(160,055)	(647,422)
Currency translation difference	-	-	-	-	-	-	-	4,628
Balance at 31 December 2017 (Unaudited)	-	432,383	563,353	67,562	12,903	-	1,076,201	4,344,623
Accumulated depreciation								
Balance at 1 January 2017	-	315,917	259,903	40,259	11,021	147,599	774,699	3,127,460
Depreciation	-	38,391	174,069	18,893	1,618	47,888	280,859	1,136,075
Disposal to shareholder	-	-	-	-	-	(140,264)	(140,264)	(567,368)
Disposal to third party	-	-	-	-	-	(55,223)	(55,223)	(223,377)
Currency translation difference	-	-	-	-	-	-	-	(684)
Balance at 31 December 2017 (Unaudited)	-	354,308	433,972	59,152	12,639	-	860,071	3,472,106
Carrying amount at 31 December 2017	-	78,075	129,381	8,410	264	-	216,130	872,517

The Company acquired a land amounting to USD2,167,620 on 13 September 2019 and the remaining liability related to the purchased land amounting to USD484,520 was paid on January 2020.

7 Intangible assets

	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)
Gross carrying amount						
Balance as at 1 January	7,543	30,308	12,693	51,242	10,443	42,158
Additions	41,946	169,965	-	-	2,250	9,101
Disposal	(7,543)	(30,564)	(5,150)	(20,832)	-	-
Currency translation difference	-	1,221	-	(102)	-	(17)
Balance as at 31 December	41,946	170,930	7,543	30,308	12,693	51,242
Accumulated amortisation						
Balance as at 1 January	7,543	30,308	10,443	42,158	10,443	42,242
Amortisation	1,165	4,721	-	-	-	-
Disposal	(7,543)	(30,564)	(2,900)	(11,731)	-	-
Currency translation difference	-	282	-	(119)	-	(83)
Balance as at 31 December	1,165	4,747	7,543	30,308	10,443	42,159
Carrying amount as at 31 December	40,781	166,183	-	-	2,250	9,083

8 Right-of-use asset and lease liabilities

Company as a lessee

The Company has a lease contract for the building that is used as its office for a period of ten (10) non-cancellable years, with an option to renew the lease after the end of the tenancy period. The Company is not restricted from assigning and subleasing the leased asset.

The carrying amounts of right-of-use asset recognised and the movements during the years are as follows:

	31 December 2019		31 December 2018	
	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)
Gross carrying amount				
Balance 1 January	392,941	1,578,837	392,941	1,586,303
Currency translation difference	-	22,398	-	(7,466)
Balance 31 December	392,941	1,601,235	392,941	1,578,837
Accumulated depreciation				
Balance 1 January	243,951	980,195	204,657	826,200
Amortisation	39,295	159,223	39,294	158,944
Currency translation difference	-	14,810	-	(4,949)
Balance 31 December	283,246	1,154,228	243,951	980,195
Carrying amount at 31 December	109,695	447,007	148,990	598,642

The carrying amount of the right-of-use asset as at 31 December 2017 is USD392,941 (KHR1,586,383) with no movement during the year then ended.

The table below describes the nature of the Company's leasing activities by type of right-of-use asset recognized on the statement of financial position:

Right-of-use asset	No. of right-of-use assets	Range of remaining term	Average remaining lease term	No. of leases with extension options	No. of leases with option to purchase	No. of leases with variable payments linked to index	No. of leases with termination options
Office building	1	2.8	2.8	-	-	-	-

Lease liabilities are presented in the statements of financial position as follows:

	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)
Current	55,042	224,296	49,811	200,141	45,421	183,365
Non-current	108,181	440,838	163,224	655,834	213,035	860,022
	163,223	665,134	213,035	855,975	258,456	1,043,387

Set out below are the carrying amounts of lease liabilities and the movements during the years:

	31 December 2019		31 December 2018	
	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)
At 1 January	213,035	855,975	258,456	1,043,387
Accretion of interest	17,388	70,456	21,779	88,096
Repayments	(67,200)	(272,294)	(67,200)	(271,824)
Currency translation difference	-	10,997	-	(3,684)
At 31 December	163,223	665,134	213,035	855,975

The carrying amount of the lease liabilities as at 31 December 2017 is USD258,456 (KHR1,043,387) with no movement during the year then ended.

8.1 Reconciliation of liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

	For the year ended 31 December 2019				31 December 2019	
	1 January 2019	Drawdown	Repayment	Non-cash flow	USD	KHR'000 (Note 3.2)
	USD	USD	USD	USD	USD	KHR'000 (Note 3.2)
Lease liabilities	213,035	-	(67,200)	17,388	163,223	665,134

	For the year ended 31 December 2018				31 December 2018	
	1 January 2018	Drawdown	Repayment	Non-cash flow	USD	KHR'000 (Note 3.2)
	USD	USD	USD	USD	USD	KHR'000 (Note 3.2)
Lease liabilities	258,456	-	(67,200)	21,779	213,035	855,975

8.2 Future minimum lease payments

The details of future minimum lease payments related to the office rental are summarized below:

	Minimum lease payments due			Total
	Within one year	One to two years	USD	KHR'000 (Note 3.2)
31 December 2019				
Lease payments	67,200	117,600	184,800	753,060
Finance charges	(12,158)	(9,419)	(21,577)	(87,926)
Net present value	55,042	108,181	163,223	665,134

	Within one year	One to two years	USD	Total KHR'000 (Note 3.2)
31 December 2018				
Lease payments	67,200	184,800	252,000	1,012,536
Finance charges	(17,389)	(21,576)	(38,965)	(156,561)
Net present value	49,811	163,224	213,035	855,975

	Within one year	One to two years	USD	Total KHR'000 (Note 3.2)
31 December 2017				
Lease payments	67,200	252,000	319,200	1,288,610
Finance charges	(21,779)	(38,965)	(60,744)	(245,223)
Net present value (Unaudited)	45,421	213,035	258,456	1,043,387

9 Other non-current assets

	31 December 2019		31 December 2018		31 December 2017 (Unaudited)	
	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)
Note receivable	15,000	61,125	-	-	-	-
Deposit paid	20,000	81,500	20,000	80,360	20,000	80,740
	35,000	142,625	20,000	80,360	20,000	80,740

10 Cash and cash equivalents

	31 December 2019		31 December 2018		31 December 2017 (Unaudited)	
	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)
Cash at banks	11,650	47,475	945,829	3,800,341	733,558	2,961,374
Cash on hand	4,617	18,813	101,204	406,638	121,559	490,733
	16,267	66,288	1,047,033	4,206,979	855,117	3,452,107

11 Fixed deposit

	31 December 2019		31 December 2018		31 December 2017 (Unaudited)	
	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)
Fixed deposit	1,073,147	4,373,074	1,274,853	5,122,360	786,757	3,176,138

The 12-month fixed deposit has been used as the security to secure the credit facilities granted to the Company, earning 6% interest per annum.

12 Inventories

	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Heating, ventilation, and air conditioning (HVAC) materials	1,233,507	5,026,541	1,161,440	4,666,666	1,409,204	5,688,957
	1,233,507	5,026,541	1,161,440	4,666,666	1,409,204	5,688,957

13 Other current assets

	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Prepayments	667,795	2,721,265	195,152	784,121	170,971	690,210
Staff loans	12,800	52,160	13,009	52,270	5,520	22,284
VAT credit carry forward	-	-	5,245	21,073	-	-
Salary advance	-	-	-	-	14,583	58,872
	680,595	2,773,425	213,406	857,464	191,074	771,366

14 Contract assets/liabilities

	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Contract assets	2,406,948	9,808,313	343,510	1,380,223	1,051,955	4,246,742
Contract liabilities	146,101	595,362	6,290	25,273	-	-

The contract assets represent the Company's right to consideration for work completed on construction contracts but not billed yet at the reporting date. Typically, the amount will be billed within 30 days from the issuance of month-end progress report by the Operations Department and payment is expected within 60 days.

The contract liabilities represent advance considerations received from customers for construction contracts where revenue is recognised over time during the construction of a property. The contract liabilities are expected to be recognised as revenue upon completion of certain agreed milestones.

Significant changes to contract liabilities during the year are as follows:

	31 December 2019		31 December 2018	
	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)	
Contract liabilities at the beginning of the year recognized as revenue	6,290	25,273	-	-

15 Share capital

The Company's authorized and registered share capital is USD 142,500 represented by 2,850 shares, with a par value of USD 50 per share. The share capital was fully paid by its sole shareholder as at 31 December 2019 and 2018.

16 Borrowings

	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Non-current	1,475,590	6,013,029	173,389	696,677	224,741	907,279
Current	860,880	3,508,087	419,082	1,683,871	416,620	1,681,895
	2,336,470	9,521,116	592,471	2,380,548	641,361	2,589,174

	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Balance 1 January	592,471	2,380,548	641,361	2,589,174	907,718	3,664,458
Additions	1,990,000	8,063,480	-	-	509,450	2,060,725
Repayments	(246,001)	(996,796)	(48,890)	(197,760)	(775,807)	(3,138,139)
Interest charged	102,891	416,914	99,098	400,851	125,279	506,754
Interest paid	(102,891)	(416,914)	(99,098)	(400,851)	(125,279)	(506,754)
Currency translation difference	-	73,884	-	(10,866)	-	2,130
Balance 31 December	2,336,470	9,521,116	592,471	2,380,548	641,361	2,589,174

a. By maturity						
Within one year	860,880	3,508,087	419,082	1,683,871	416,620	1,681,895
From two to five years	1,179,142	4,805,004	173,389	696,677	224,741	907,279
Over five years	296,448	1,208,025	-	-	-	-
	2,336,470	9,521,116	592,471	2,380,548	641,361	2,589,174

b. By security						
Secured	1,768,740	7,207,616	224,741	903,009	271,631	1,096,576
Not secured	567,730	2,313,500	367,730	1,477,539	369,730	1,492,598
	2,336,470	9,521,116	592,471	2,380,548	641,361	2,589,174

c. By currency						
USD	2,336,470	9,521,116	592,471	2,380,548	641,361	2,589,174
KHR	-	-	-	-	-	-
	2,336,470	9,521,116	592,471	2,380,548	641,361	2,589,174

d. By relationship						
Non-related parties	1,768,740	7,207,616	224,741	903,009	271,631	1,096,576
Related parties	567,730	2,313,500	367,730	1,477,539	369,730	1,492,602
	2,336,470	9,521,116	592,471	2,380,548	641,361	2,589,174

e. Interest rate (per annum)						
Term loans		1% to 9%		1% to 9%		1% to 9%

17 Overdraft

	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Maybank (Cambodia) Plc.	596,150	2,429,311	241,908	971,986	894,019	3,609,155
Advanced Bank of Asia	471,050	1,919,529	-	-	-	-
Chip Mong Commercial Bank Plc.	396,706	1,616,577	-	-	-	-
	1,463,906	5,965,417	241,908	971,986	894,019	3,609,155

The annual interest rates of overdraft ranges from 8% to 9% for the years ended 31 December 2019 and 2018.

18 Trade and other payables

	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Accounts payable	824,250	3,358,819	305,456	1,227,322	467,456	1,887,120
Other taxes payable	41,514	169,170	152,015	610,796	238,185	961,553
Salary payable	-	-	24,271	97,521	-	-
Accrued expenses	-	-	8,402	33,759	481	1,942
Advances from customer	-	-	1,195	4,802	-	-
Others	487,683	1,987,307	-	-	-	-
	1,353,447	5,515,296	491,339	1,974,200	706,122	2,850,615

19 Revenues

	For the year ended		For the year ended		(Unaudited) For the year ended	
	31 December 2019		31 December 2018		31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Construction and maintenance	8,140,251	32,984,297	7,284,262	29,464,840	8,912,872	36,052,567
Sale of goods	529,301	2,144,728	857,823	3,469,894	328,458	1,328,613
	8,669,552	35,129,025	8,142,085	32,934,734	9,241,330	37,381,180

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20 Operating expenses

	(Unaudited)					
	For the year ended		For the year ended		For the year ended	
	31 December 2019		31 December 2018		31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Personnel	232,522	942,179	149,903	606,358	510,085	2,063,294
Utilities	77,249	313,013	70,258	284,194	62,487	252,760
Other taxes	66,947	271,269	83,507	337,786	129,741	524,802
Depreciation	51,569	208,957	39,679	160,501	-	-
Insurance	41,420	167,834	37,039	149,823	25,594	103,528
Office supplies and stationery	38,846	157,404	24,569	99,382	38,564	155,991
Repairs and maintenance	34,925	141,516	30,681	124,105	66,810	270,246
Bank charges	34,125	138,274	14,197	57,427	9,035	36,547
Inventory adjustment	31,049	125,811	-	-	-	-
Professional fees	21,338	86,462	9,376	37,926	28,971	117,188
Rent	17,545	71,092	16,129	65,242	79,735	322,528
Travelling	13,019	52,753	1,856	7,508	15,932	64,445
Entertainment	8,730	35,374	9,908	40,078	11,741	47,492
Communication	7,693	31,172	9,166	37,076	8,933	36,134
Loss on disposal of fixed assets	-	-	23,856	96,496	537	2,172
Bad debt	-	-	-	-	10,053	40,664
Others	10,415	42,202	56,805	229,776	23,095	93,420
	687,392	2,785,312	576,929	2,333,678	1,021,313	4,131,211

21 Other income

	(Unaudited)					
	For the year ended		For the year ended		For the year ended	
	31 December 2019		31 December 2018		31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Interest income	43,458	176,092	32,858	132,911	4,855	19,638
Rental income	31,656	128,270	18,867	76,317	15,464	62,552
Gain on disposal of fixed and intangible assets	22,167	89,821	-	-	685,167	2,771,501
Shared SAP services	12,584	50,990	-	-	-	-
Foreign exchange gain	265	1,074	-	-	15,911	64,360
	110,130	446,247	51,725	209,228	721,397	2,918,051

22 Finance costs

	(Unaudited)					
	For the year ended		For the year ended		For the year ended	
	31 December 2019		31 December 2018		31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Interest on borrowings	102,891	416,915	99,098	400,851	125,279	506,754
Interest on lease liabilities	17,388	70,456	21,779	88,096	-	-
	120,279	487,371	120,877	488,947	125,279	506,754

24 Related party balances and transactions

The following balances are outstanding with related parties:

Related Party	Relationship	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
		USD	KHR'000	USD	KHR'000	USD	KHR'000
			(Note 3.2)		(Note 3.2)		(Note 3.2)
Amount due to shareholder							
Neang Vithy	Shareholder	33,075	134,781	105,235	422,834	365,000	1,473,505

The amount due to shareholder is unsecured, interest free and repayable on demand.

During the years, the following transactions with shareholder are recorded.

Related party	Transactions	For the year ended 31 December 2019		For the year ended 31 December 2018		(Unaudited) For the year ended 31 December 2017	
		USD	KHR'000	USD	KHR'000	USD	KHR'000
			(Note 3.2)		(Note 3.2)		(Note 3.2)
Neang Vithy	Payments to	214,000	867,128	822,000	3,324,990	-	-
	Offset with the amounts due from shareholder	250,318	1,014,289	238,200	963,519	822,519	3,327,089
	Dividends offset	100,000	405,200	-	-	822,519	3,327,089
	Advances from	214,000	867,128	457,000	1,848,565	-	-
	Payments on behalf of the shareholder	278,158	1,127,096	132,965	537,843	365,000	1,476,425

25 Transactions with key management personnel

Key management personnel is defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly. Key management includes the Chairman of the Company.

	For the year ended 31 December 2019		For the year ended 31 December 2018		(Unaudited) For the year ended 31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
		(Note 3.2)		(Note 3.2)		(Note 3.2)
Salaries and benefits	48,000	194,496	48,000	194,160	36,000	145,620
	48,000	194,496	48,000	194,160	36,000	145,620

26 Commitments

As at the reporting date, the Company has lease commitments under non-cancellable operating lease arrangements for the lease of dormitories and machines.

The details of future minimum lease payments related to these rentals are summarized below:

	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
		(Note 3.2)		(Note 3.2)		(Note 3.2)
Within one year	15,580	63,130	13,490	54,567	13,490	54,567
Between two to five years	29,400	119,129	41,400	167,463	54,890	222,030
More than five years	9,275	37,582	11,375	46,012	24,865	100,579
	54,255	219,841	66,265	268,042	93,245	377,176

27 Categories of financial assets and financial liabilities

	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Financial assets measured at amortised cost						
Other non-current assets	35,000	142,625	20,000	80,360	20,000	80,740
Fixed deposit	1,073,147	4,373,074	1,274,853	5,122,360	786,757	3,176,138
Trade receivables	1,919,941	7,823,761	865,762	3,478,632	577,432	2,331,093
Cash and bank balance	16,267	66,288	1,047,033	4,206,979	855,117	3,452,107
	3,044,355	12,405,748	3,207,648	12,888,331	2,239,306	9,040,078

	31 December 2019		31 December 2018		(Unaudited) 31 December 2017	
	USD	KHR'000	USD	KHR'000	USD	KHR'000
	(Note 3.2)		(Note 3.2)		(Note 3.2)	
Financial liabilities measured at amortised cost						
Borrowing	2,336,470	9,521,116	592,471	2,380,548	641,361	2,589,174
Lease liabilities	163,223	665,134	213,035	855,975	258,456	1,043,387
Overdraft	1,463,906	5,965,417	241,908	971,986	894,019	3,609,155
Trade and other payables*	1,311,933	5,346,126	338,129	1,358,602	467,937	1,889,062
Amount due to shareholder	33,075	134,781	105,235	422,834	365,000	1,473,505
Total financial liabilities	5,308,607	21,632,574	1,490,778	5,989,945	2,626,773	10,604,283

* Excludes other taxes payable and advances from customers

28 Risk management objectives and policies

Financial risk

The Company is exposed to financial risks arising from their operations and the use of financial instruments. A financial risk management policy is established to ensure that adequate resources are available for the development of the Company's business whilst managing its credit risk, liquidity risk, foreign currency risk and interest rate risk. The Company operates within clearly defined policies and procedures that are approved by the Board of Directors to ensure the effectiveness of the risk management process.

The main areas of financial risks faced by the Company and its policies in respect of the major areas of treasury activities are set out below:

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

It is the Company's policy to enter into financial instruments with creditworthy counterparties. The Company does not expect to incur material credit losses of its financial assets or other financial instruments.

The concentration of credit risk exists when changes in economic, industry and geographical factors affect groups of counterparties whose aggregate credit exposure is significant in relation to the Company's total credit exposure. The Company's transactions are entered into with creditworthy counterparties, thereby mitigating any significant concentration of credit risk.

The areas where the Company are exposed to credit risk are as follows:

Trade receivables

The Company applies the CIFRS 9 simplified model of recognising lifetime expected credit losses for all trade receivables as these items do not have a significant financing component.

In measuring the expected credit losses, receivables have been assessed on a collective basis as they possess shared credit risk characteristics.

The expected loss rates are based on the corresponding historical credit loss over the past 3 years before 31 December 2019 and 31 December 2018, respectively, as well as the corresponding historical credit losses during those periods. The historical rates are adjusted to reflect current and forwarding looking macroeconomic factors affecting the customer's ability to settle the amount outstanding. Given the short period exposed to credit risk, the impact of macroeconomic factors has not been considered as significant within the reporting period.

Trade receivables are written off (i.e. derecognised) when there is no reasonable expectation of recovery. Failure to make payments within 180 days from the invoice date and failure to engage with the Company on alternative payment amongst others are considered indicators of no reasonable expectation recovery.

As at 31 December 2019 and 2018, no expected credit loss is recognised as the trade receivables are fully settled after the reporting period.

Cash and cash equivalents

The credit risk for cash and cash equivalents and short-term placements is considered negligible, since the counterparties are reputable local banks.

(b) Liquidity risk

Liquidity of funding risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments.

Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

The liquidity risks arise principally from its borrowing, lease liabilities, overdraft, trade and other payables and amount due to shareholder.

Analysis of financial instruments by contractual maturities

The following table provides an analysis of the financial liabilities of the Company into relevant maturity groupings. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

	Current USD	More than 30 days USD	More than 90 days USD	More than one year USD	Over five years USD	Total USD
At 31 December 2019						
Financial liabilities						
Borrowings	-	114,848	746,032	1,179,142	296,448	2,336,470
Lease liabilities*	5,600	16,800	44,800	117,600	-	184,800
Overdraft	1,463,906	-	-	-	-	1,463,906
Trade and other payables**	1,311,933	-	-	-	-	1,311,933
Total financial liabilities	2,781,439	131,648	790,832	1,296,742	296,448	5,297,109
Equivalent in KHR'000 (Note 3.2)	11,334,364	536,466	3,222,640	5,284,224	1,208,026	21,585,719

*Before deducting finance charges

**Excludes other taxes payable and advances from customers

	Current USD	More than 30 days USD	More than 90 days USD	More than one year USD	Over five years USD	Total USD
At 31 December 2018						
Financial liabilities						
Borrowings	-	293,285	125,798	173,389	-	592,471
Lease liabilities*	5,600	16,800	44,800	184,800	-	252,000
Overdraft	241,908	-	-	-	-	241,908
Trade and other payables**	338,129	-	-	-	-	338,129
Amount due to shareholder	105,235	-	-	-	-	105,235
Total financial liabilities	690,872	310,085	170,598	358,189	-	1,529,743
Equivalent in KHR'000 (Note 3.2)	2,775,924	1,245,920	685,461	1,439,203	-	6,146,507

*Before deducting finance charges

**Excludes other taxes payable and advances from customers

	Current USD	More than 30 days USD	More than 90 days USD	More than one year USD	Over five years USD	Total USD
(Unaudited)						
At 31 December 2017						
Financial liabilities						
Borrowings	-	321,120	95,500	224,741	-	641,361
Lease liabilities*	5,600	16,800	44,800	252,000	-	319,200
Overdraft	894,019	-	-	-	-	894,019
Trade and other payables**	467,937	-	-	-	-	467,937
Amount due to shareholder	365,000	-	-	-	-	365,000
Total financial liabilities	1,732,556	337,920	140,300	476,741	-	2,687,517
Equivalent in KHR'000 (Note 3.2)	6,994,329	364,183	566,391	1,924,603	-	10,849,506

*Before deducting finance charges

**Excludes other taxes payable and advances from customers

(c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates.

The Company is not exposed to interest rate risk as the Company does not have any floating rate-based financial assets and financial liabilities.

(d) Foreign currency risk

The foreign currency exchange risk of the Company arises from the transactions denominated in foreign currencies.

During the year, the Company's exposure to this risk is minimal as most of its transactions are conducted in USD.

29 Capital management

The primary objective of the Company's capital management is to ensure that it maintains adequate capital ratio in order to support its business and maximise shareholder value.

The Company manages its capital structure and adjusts it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividends payable to shareholder and issue new capital. No changes were made in the objective, policies or processes during the year ended 31 December 2019 and 2018.

The Board of Directors paid a dividend amounting to USD 100,000 for the year ended 31 December 2019 by offsetting the dividend payable with an outstanding receivable from the shareholder. No dividends were declared for the year ended 31 December 2018.

30 First-time adoption of CIFRS

The date of transition to CIFRSs is 31 December 2017. The Company applied CIFRS 1, First-time adoption of Cambodian International Financial Reporting Standards in preparing these first CIFRSs financial statements. The effects of the transition to CIFRSs on equity and total comprehensive income are presented in this section and are further explained in the notes that accompany the tables.

30.1 First-time adoption exemptions applied

Upon transition, CIFRS 1 permits certain exemptions from full retrospective application of CIFRSs. The Company has applied the mandatory exceptions and certain optional exemptions, as set out below.

a. Mandatory exceptions adopted by the Company:

- i. Financial assets and liabilities that had been derecognised before the date of transition to CIFRSs under previous generally accepted accounting principles (GAAP) have not been recognised under CIFRSs.
- ii. The Company has used estimates under CIFRSs that are consistent with those applied under previous GAAP (with adjustment for accounting policy differences) unless there is objective evidence those estimates were in error.

b. Optional exemption applied by the Company:

- i. The Company has elected to use facts and circumstances existing at the date of transition to determine whether an arrangement contains a lease. No such assessment was done under the previous GAAP.

30.2 Reconciliation of equity

Equity at the date of transition and at 31 December 2018 can be reconciled to the amounts reported under the previous GAAP as follows:

	Previous GAAP USD	31 December 2017		
		Effect of transition to CIFRSs USD	USD	CIFRSs KHR'000 (Note 3.2)
Right-of-use asset	-	188,284	188,284	760,103
Contract assets	-	1,051,955	1,051,955	4,246,742
Retained earnings	1,283,962	981,783	2,265,745	9,442,685
Lease liabilities - net of current portion	-	213,035	213,035	860,022
Lease liabilities	-	45,421	45,421	183,365

	Previous GAAP USD	31 December 2018		
		Effect of transition to CIFRSs USD	USD	CIFRSs KHR'000 (Note 3.2)
Right-of-use asset	-	148,990	148,990	598,642
Contract assets	-	343,510	343,510	1,380,223
Retained earnings	3,148,114	273,175	3,421,289	14,116,861
Lease liabilities - net of current portion	-	163,224	163,224	655,834
Lease liabilities	-	49,811	49,811	200,141
Contract liability	-	6,290	6,290	25,273

The total effect on retained earnings and equity is further analysed as follows:

	31 December 2017		31 December 2018	
	USD	KHR'000 (Note 3.2)	USD	KHR'000 (Note 3.2)
Transition adjustments recorded in retained earnings:				
CIFRS 15, Revenue from Contracts with				
Customers	1,051,955	4,255,158	349,800	1,417,390
CIFRS 16, Leases	(70,172)	(283,846)	(76,625)	(309,948)
Total effect on equity	981,783	3,971,312	273,175	1,107,442

30.3 Reconciliation of total comprehensive income

Total comprehensive income for the reporting period ended 31 December 2018 can be reconciled to the amounts reported under the previous GAAP as follows:

	Previous GAAP USD	31 December 2018		
		Effect of transition to CIFRSs USD	USD	CIFRSs KHR'000 (Note 3.2)
Revenue	7,792,285	349,800	8,142,085	32,934,734
Operating expenses	(592,255)	15,326	(576,929)	(4,131,211)
Finance costs	(99,098)	(21,779)	(120,877)	(453,987)

31 Post-reporting date event

The Company considers the events surrounding the COVID-19 (coronavirus) pandemic as non-adjusting subsequent events which do not impact its financial position and performance as at and for the year ended 31 December 2019. Considering the evolving nature of this pandemic, the Company cannot determine at this time the impact to its financial position, performance and cash flows. The Company will continue to monitor the situation.

As at the date of this report, there were no events which occurred subsequent to 31 December 2019 that had significant impact on the financial position as at 31 December 2019 and performance of the Company for the year then ended, other than those disclosed in the financial statements.

32 Authorisation of the financial statements

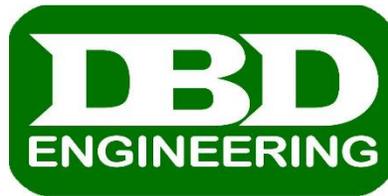
The financial statements as at 31 December 2019 and 2018 and for the years then ended were approved for issue by the Board of Directors on 17 November 2020.

**Appendix 2:
Code of Conduct**

Code of Conduct

DBD Engineering Plc.

Guidelines and Standards of Integrity and Transparency





Purpose and Core Values

DBD's mission is to make the name DBD Engineering and Construction synonymous with quality, excellence, and responsive, intelligent, and competitive customer service that DBD has provided since 1998.

Our core value recognize that our business success is founded upon a commitment to certain principles.

People

The expertise, passion and through leadership of or talented people make our success possible. We respect and encourage our people's ideas, diversity and cultures.

Clients

We are committed to our clients and to setting industry standards for service and delivery.

We take ownership for solving our clients' problems and anticipating new opportunities.

Excellence

We believe in delivering unequivocal excellence in everything that we do.

Integrity

We must always maintain our commitment to acting ethically and with integrity - in all that we do, every day of the year.

Safety

We are the company that puts safety first. We are all accountable for keeping ourselves and our colleagues safe, and for delivering work safety to our clients.

Innovation

We differentiate our company by challenging ourselves to look for new and better ways to deliver our expertise through innovative solutions that enable each client to realize its vision.



Introduction

Integrity in Everything We Do

At DBD, we are committed to do the right thing in all that we do. We believe this commitment to integrity has made our company an industry leader, and will continue to serve our growth in the years ahead. This Code of Conduct (“Code”) address our company’s professional, ethical, financial and social values. It sets forth what is expected of all DBD employees, wherever we conduct business. Our Code also represents our commitment to our clients, shareholders, partners and the communities in which we live and work.

Our Core Values are the foundation for this Code. The following principles set forth the guidelines of behavior that we must follow:

- Ethical behavior is the basis for everything we do.
- DBD is committed to treating its employees fairly, and providing each of us with opportunity for advancement and growth.
- Teamwork, mutual respect and trust, and open communication are the foundations of DBD’s culture.
- Meeting clients’ needs is of utmost importance.
- We are committed to compliance with the laws, rules and regulations of Royal Government of Cambodia.

One DBD, One Code

We all have an obligation to read, understand and follow this Code of Conduct. It applies to all employees, engineers, officers and directors, including those of our subsidiaries and joint ventures, where DBD has the majority interest. Further, we expect that our suppliers, agents, business partners, consultants, contractors, subcontractors and other third parties to be aware and will follow similar principles of these ethical standard as decreed herein. Using our Code to guide our actions allows us to preserve our reputation for doing business the right way.

To this end, each of us must:

- Personally, abide by the Code.
- Not assist others in violating the Code.
- Complete training on the Code and other assigned learning in a timely manner.

You are responsible for reading and understanding the Code and expected to abide by it. Violations of the Code will result in disciplinary measures.



We Rely on Our Colleagues' Respect

Our Commitment to Diversity

DBD is committed to fostering a workplace where we are all treated with dignity and respect. We believe our differing backgrounds, experiences and perspectives give our company the strength we need to lead in our marketplace and reflect our commitment to diversity. We all have the responsibility to treat our colleagues – as well as applicants for employment – with respect and in a fair, non-discriminatory manner.

DBD offers equal employment opportunities for all applicants. This gives each of us equal consideration for employment, regardless of background. Maintaining a respectful workplace also means that we never engage in or tolerate any form of harassment. To be clear, “Harassment” is any action that creates or seeks to create a hostile, intimidating or offensive work environment. Harassing conduct can include, but it not limited to:

- Verbal remarks (comments, suggestions, jokes or requests for sexual favors).
- Pictures (drawings, photographs or videos).
- Physical behavior (suggestive looks, leering or unwelcomed touching).

Keeping Our Workplace Safe

Safety is a DBD Core Value and the safety and security of our staff, our physical assets and the environment in which we operate is a shared responsibility of every DBD employee. Each of us have both a moral and legal responsibility to comply with all applicable laws and regulations, as well as our own internal requirements, related to safety, health and environmental aspects of the work we perform and the facilities we control.

Leading with Integrity

Our managements serve as resources and role models for proper business conduct. For that reason, managers have additional responsibilities when it comes to upholding our Code. They are expected to promote a positive working environment where people are treated with dignity and respect and feel comfortable raising concerns. Supervisors must also make an effort to create a culture of compliance. This can be done, in part, by:

- Acting as role models for Code compliance.
- Fostering an environment that encourages open discussion about legal and ethical concerns.
- Vigilantly preventing and detecting violations of our Code, company policy or the law.

DBD Relies on Our Honesty

Avoiding Conflicts of Interest

We each have a personal stake in acting in the best interest of DBD. To ensure our continued success, it is crucial that we avoid conflicts of interest, whether actual, potential or perceived. A “Conflict of interest” occurs when we use our position at DBD, or information we have acquired during our employment, in a way that may create a conflict between our personal interests and those of our company or its clients.



Business Gifts and Entertainment

Accepting or giving occasional gifts, meals or entertainment with business partners is allowed under some circumstances. However, we must act in a manner consistent with our core values, various laws that govern our actions, and contract requirements. Any gift that could create an obligation or influence the business relationship should never be offered, provided or accepted. For the reasons, we may only offer, provide or accept gifts, meals or entertainment in accordance with applicable law.

We must never offer, provide, or accept these courtesies if:

- It is illegal under any applicable laws or regulations.
- It is to or from an organization with which we are involved in an active procurement.
- It is part of an agreement to do or accept anything in return.
- It is cash or a cash equivalent, such as gift cards or certificates, loans, stock, etc.
- It could be construed to be a bribe or a kickback.
- It might reasonable be interpreted as a reward for preferential treatment, actual or perceived, or as creating an obligation on the other party.

Protecting Company Property and Data Privacy

We have worked hard to acquire our valuable assets, both physical and intangible. DBDD's physical property includes its buildings, facilities, vehicles, equipment, computer systems, resources and records. We are responsible for protecting such property from loss, damage, misuses, theft and waster. We can do this by using company resources wisely and only for business purposes. It is also important to protect our intangible assets – things like our reputation and goodwill in the communities in which we operate. Such assets also include our confidential information, like business plans, intellectual property, proposals, technical innovations designs, inventions, patents, financial information, client lists and other information we produce as part of our work for DBD.

We also have a duty to protect employee data in accordance with applicable legal requirements. No one should access prospective, current or former employee records – such as payroll, group insurance, benefits and working files – without proper authority.

Using Company Computer Systems

Just as we have a duty to protect our company's assets, we share an obligation to use DBD's computer resources, networks and internet and email systems responsibly and securely. These resources are provided for business purposes, and are intended to be used for such.

The Marketplace Relies on Our Integrity

Obtaining Business with Integrity

In order to serve our business partners to the best of our abilities, we must always be truthful about what DBD can and cannot achieve. Any time we discuss our capabilities, credentials, qualifications and corporate history, either verbally or in writing, we must make sure to be honest and accurate.



Competing Fairly

Because DBD competes based on the quality of our products and services, we are committed to promoting fair competition at all times.

Avoiding Corrupt Practices

DBD is proud of work we do throughout the country. We believe that our ability to continue to foster good working relationships with companies, communities and government around the country depends on acting ethically in all our business dealings. This means we never give, offer or accept improper payments in any form. Similarly, we must never offer or accept a “kickback” which is the return of a sum already paid (or due to be paid) as a reward for making or fostering business arrangements. We may not retain a third party or enter into a joint venture or other business association to engage in any activity that we are prohibited from participating in ourselves.

Our Shareholders, Business Partners and Clients Rely on Our Excellence

Providing Quality Products and Services

The foundation of DBD’s reputation is the high quality of the products and services we provide. In order to keep our standards high, we must each comply with all quality control procedures and follow contract specifications at all times.

Licensing

We are responsible for maintaining appropriate licenses. Our Company is committed to providing professional services only in jurisdictions where we are licensed to do so, unless otherwise exempted by applicable law.

Accurate Books and Records

We must each do our part to make certain that the financial documents our company discloses to the public are accurate and honest. The information we record provides an accurate view of our operations and allows our company to make well-informed business decisions. Therefore, every piece of information that we submit in company records of any kind must be absolutely honest, accurate and complete.

Record Retention

Keeping our records in order helps us to build trust with our clients, regulators and shareholders. This commitment applies to both paper and electronic documents, including files such as email and images. In short, we must take care with all the records we create, receive or maintain in order to do our jobs. Effectively managing these records allows us to ensure they are available when needed.

Audits and investigations

During your employment, company or clients may ask you to take part in an audit or investigation of DBD or certain employee.



Financial Integrity

Preventing Money Laundering

DBD is committed to helping in the global fight against money laundering. “Money laundering” is the process by which a person or group tries to conceal illegal funds or attempts to make the sources of their illicit funds look legitimate. In order to keep DBD from becoming inadvertently involved in this type of misconduct, we should always perform due diligence on clients, suppliers, intermediaries and other business partners who wish to conduct business with our company.

Our Communities Rely on Our Integrity & Innovation

Environmental Sustainability

As good corporate citizens, we comply with all environmental laws, rules and regulations in effect wherever we conduct business. To This end, we constantly strive to maximize the efficient use of natural resources in our workplaces and reduce our environmental footprint.



About DBD

DBD Engineering is the oldest Engineering & Construction provider of professional design, construction, installation, and maintenance services to scores of reputed national and international companies. With approximately 700 employees, DBD has an excellent track record of providing high-quality products and services and has achieved an exceptional level of client satisfaction.

More information on DBD and its services can be found at www.dbdengineering.com

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Appendix 3:
Certification of Accuracy

CERTIFICATION OF THE ACCURACY

I have verified the information contained in this Disclosure Document carefully in my capacity as the authorized representative of DBD Engineering Plc "DBD". I certify that such information is true, accurate, and complete and contains no false or misleading statements or no omission of any material facts that should have been stated therein. I also represent that the financial statements and all financial information which form part of this Disclosure Document have been truly, accurately, and completely disclosed and contain all material facts concerning the financial status, business operation and the cash flows of DBD.

In this regard, to evidence that all documents are the same as the certified documents, the stamps of DBD are on every page of the documents. If there is no stamp of DBD, I will deem that such document is not the information that I have certified.

Authorized Representative of DBD Engineering Plc:

Name	Position	Signature
Mr. NEANG Vithy	Managing Director	<hr/>



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