



ANNUAL REPORT 2023

AS OF 31 DECEMBER 2023

VISION & MISSION

VISION

By insisting on continually adopting state-of-the-art construction technologies and the latest architectural design trends, it is our vision that all Cambodians will be able to own genuine and affordable homes with the finest workmanship.

MISSION

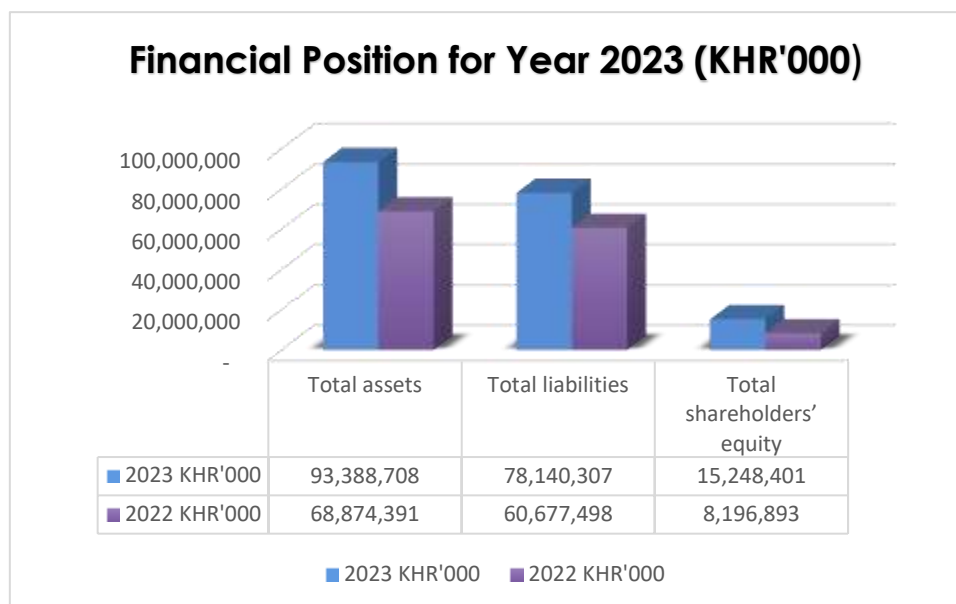
The company primary mission is to build homes that meet the needs of the Cambodians and to deliver properties with quality that inspire and enrich the lives of the homeowners.

FINANCIAL HIGHLIGHT

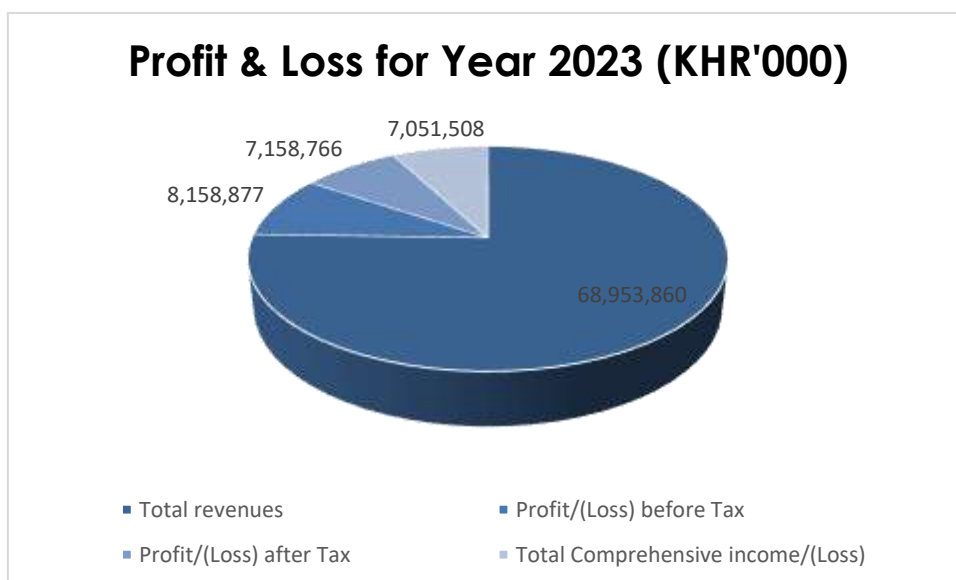
1. Financial Position		2023	2022	2021
		KHR'000	KHR'000	KHR'000
Total assets		93,388,708	68,874,391	41,448,305
Total liabilities		78,140,307	60,677,498	38,465,200
Total shareholders' equity		15,248,401	8,196,893	2,983,105
2. Profit/Loss		2023	2022	2021
		KHR'000	KHR'000	KHR'000
Total revenues		68,953,860	-	5,461,896
Profit/(Loss) before Tax		8,158,877	(5,211,763)	234,187
Profit/(Loss) after Tax		7,158,766	(5,249,551)	100,952
Total Comprehensive income/(Loss)		7,051,508	(4,959,044)	121,615
3. Financial Ratios		2023	2022	2021
Solvency ratio		16.33%	11.90%	7.20%
Debt to equity ratio		5.12	7.40	12.89
Liquidity ratio	Current ratio	99.68%	150.18%	126.66%
	Quick ratio	48.32%	149.46%	125.63%
Profitability ratio	Return on assets	7.55%	-7.20%	0.29%
	Return on equity	46.24%	-60.50%	4.08%
	Gross profit margin	23.74%	0%	42.07%
	Profit margin	10.23%	0%	2.23%
	Earnings per share (for equity listed entity)	278.44	-212.21	7.99
Interest Coverage ratio		9.58	-255.02	8.53
Dividend per share (if any) (for equity listed entity)		N/A	N/A	N/A

FINANCIAL SUMMARY CHART

FINANCIAL POSITION (KHR'000)



COMPREHENSIVE INCOME 2023 (KHR'000)



KEY STATISTICS OF ANNUAL OPERATION RESULTS

Key Statistics of Annual Operational Results

Indicator	2023	2022
Total Asset (KHR'000)	93,388,708	68,874,391
Revenue (KHR'000)	68,953,860	-
Other Income (KHR'000)	1,379,472	334,300
Total comprehensive income for the year (KHR'000)	7,051,508	(4,959,044)
Number of Condo units Sales	280	-



BOARD OF DIRECTORS



OKNHA KOY LE SAN
EXECUTIVE CHAIRMAN



DATO' YAP TING CHIAT
CEO/EXECUTIVE DIRECTOR



OKNHA MENG LEE
NON-EXECUTIVE DIRECTOR



MR. TANG CHUN KIU
NON-EXECUTIVE DIRECTOR



MR. YAP MAOW JUN
NON-EXECUTIVE DIRECTOR



MR. YAP TENG WUI
NON-EXECUTIVE DIRECTOR



MR. TANG CHAT TONG
NON-EXECUTIVE DIRECTOR



MR. TAN SER CHHAY
INDEPENDENT DIRECTOR



DATO' TAN TECK ZIN
INDEPENDENT DIRECTOR

MESSAGE FROM CHAIRMAN



OKNHA KOY LE SAN

Greetings to all valued shareholders!

Marking our 2nd year listed on the Cambodia Stock Market (CSX), the year 2023 proved to be exceptionally prosperous for JS LAND PLC. It is with great pleasure to present the annual report of our company for the fiscal year 2023 to all of you.

This past year has been a journey of challenges, achievements, and growth for our organization. I am pleased to report that despite the uncertainties and disruptions in the real estate sector, our company has remained resilient and adaptive, demonstrating strong performance in growth and financial position.

Let me reiterate in accordance with Cambodia International Financial Reporting Standards (CIFRSs), our revenues from individual projects are recognized only upon the handing over of ownership of residential units to buyers.

JS LAND Plc successfully completed The Garden Residency 2 (TGR2) and hand over to our buyers well ahead of schedule. Till date TGR2 has a progress of 98.77% construction completion, with a remarkable 82.60% of total units sold. JS LAND PLC reported a total comprehensive income amount of KHR7,051,508,000 FY2023, representing a 242.19% increase compared to net loss of KHR4,959,044,000 FY2022, which is an increase by KHR12,010,552,000.

As of 31 December 2023, our financial position remains strong with total assets amounting to KHR 93,388,708,000 comprising non-current assets of KHR 56,613,381,000 and current assets of KHR 36,775,327,000. Total equity stood at KHR 15,248,401,000, reflecting an increase of 86.03% compared to KHR 8,196,893,000 in FY 2022.

As we look ahead to the future, we are optimistic about the opportunities that lie before us. We have initiated both long-term and short-term planning strategies, including joint ventures in micro finance institution and diversification of our unsold units generating rental revenue. Our strategic initiatives and investments are laying the foundation for sustainable growth and long-term value creation for our stakeholders.

I would like to express my gratitude to our dedicated employees, whose hard work and passion continue to propel our company forward. I would also like to thank our shareholders for their continued trust and support, as well as our customers, business partners, and stakeholders for their invaluable collaboration.

In closing, I would like to reaffirm our commitment to upholding the highest standards of corporate governance, transparency, and accountability. As we continue to strive for excellence in all that we do, we remain focused on creating long term and additional value for our shareholders and at the same time making a positive impact on the communities we serve.

I invite you to review the detailed information presented in our annual report, and I welcome your questions and feedback. Together, let us continue to build a bright and successful future for our company.

Phnom Penh Date 29...../ March / 2021

Signature and seal



OKNHA KOY LE SAN
Executive Chairman

MESSAGE FROM EXECUTIVE DIRECTOR/CEO



DATO' YAP TING CHIAT

Greetings to all valued shareholders!

The year 2023 is an exceptional year for JS LAND PLC as marking the company 2nd year listed on CSX, we managed to achieve several significant milestones including the handover of The Garden Residency 2 (TGR2) ahead of our schedule with an achievement of 82.60% sales amid the tough market conditions and as of 31st December 2023, JS LAND PLC reported total comprehensive profit of KHR7,051,508,000, increase of comprehensive profit by KHR12,010,552,000 equivalent to 242.19% compared to FY 2022. At the same time, the company also reported other income of KHR1,379,472,000 increased by KHR1,045,172,000, equivalent to 312.64% compared to FY 2022.

In additionally, JS Land PLC has been maintaining strong financial position as of 31 December 2023, with total assets amounting to KHR 93,388,708,000 comprising non-current assets of KHR 56,613,381,000 and current assets of KHR 36,775,327,000. Total equity stood at KHR 15,248,401,000, a robust increase of 86.03% compared to KHR 8,196,893,000 in FY 2022.

Marching into 2024, for our development segment, we are proud to announce that JS LAND PLC will target to launch THE GARDEN RESIDENCY 3 and to develop industrial project to meet the increasing demand of factory in Cambodia.

As for other revenue income source, JS LAND PLC's venture into the microfinance industry demonstrates the company's adaptability and forward critical thinking approach and underscores our commitment to new avenues for the company's growth and profitability.

As a company, we are looking forward to the challenges and opportunities that lie ahead in 2024. We are indeed excited and be ready that resonate with effective strategic planning, innovative thinking and unwavering commitment, we shall ensure the company continue to achieve high sales performance, high revenues and turn out profit in every quarter of 2024.

Our dedication to this endeavor remains steadfast, as we navigate the dynamic landscape of our company's future plan with resilience and foresight.

Finally, I would like to take this opportunity to thank all our valued shareholders for your continued support and trust as always.

Thank you!

Phnom Penh, Date 29...../ March 2024...

Signature and seal



DATO' YAP TING CHIAT
Executive Director/CEO

TABLE OF CONTENTS

Vision and Mission.....	i
Financial Highlight.....	ii
Financial Summary Charts.....	iii
Key Statistics of Annual Operation Result.....	iv
Board of Directors.....	v
Message from Chairman.....	vi
Message from Executive Director/CEO.....	viii
PART1.- General Information of JS LAND PLC	1
A. Identity of the JS LAND PLC	1
B. Nature of Business.....	1
C. Group Structure of JS LAND PLC	2
D. JS LAND PLC's milestone	2
E. Market Situation.....	3
F. Competitive Situation	3
G. Future Plan	3
H. Risk Factors.....	3
PART2.-Information on Business Operation Performance	10
A. Business Operation Performance	10
B. Income Structure.....	10
PART3.-Information on Corporate Governance	11
A. Organization Structure	11
B. Board of Directors	12
C. Senior Officers	12
PART4.-Information on Securities' Trading and Shareholder of JS LAND PLC.....	13
A. Information on Securities	13
B. Securities' Price and Trading Volume	13
C. Controlling Shareholder	14
D. Substantial Shareholder	14
E. Information on Dividend Distribution in the last 3 (three) years.....	14
PART5.- Internal Control Audit Report by Internal Auditor.....	15
PART6.-Financial Statement Audited by the External Auditor	17
PART7.-Information on Related Party Transactions and Conflict of Interest.....	18
A. Material Transactions with Shareholder(s) who hold at least 5% or more shares of outstanding equity securities.....	18
B. Material Transactions with Director(s) and Senior Officer(s).....	18
C. Transactions with Director(s) and Shareholder(s) related to buy/sell asset and service	19

D. Material Transactions with Immediate Family Members of the Director(s), Senior Officer(s) and Shareholder(s) who hold at least 5% or more shares...	19
E. Material Transactions with the Person, who associated with Director(s) of JS LAND PLC, its Subsidiary or Holding Company	19
F. Material Transactions with Former Director(s) or a Person who involved with Former Director(s)	19
G. Material Transactions with Director(s) who is holding any position in a non-profit organization or in any other company other than JS LAND PLC	20
H. Material Transactions with Director(s) who get benefit whether finance or non-financial from JS LAND PLC	20
PART8. - Management's Discussion and Analysis	21
A. Overview of Operations.....	22
B. Significant Factors Affecting Profit.....	22
C. Material Changes in Sales and Revenue	23
D. Impact of Foreign Exchange, Interest Rates and Commodity Prices	23
E. Impact of Inflation	24
F. Economic / Fiscal / Monetary Policy of Royal Government.	24
PART9.-Other Necessary Information for Investor Protection (if any)	25
Signature of Board of Directors	
Appendix of Annual Report of 2023 - Annual Corporate Governance Report 2023.	

PART 1 – GENERAL INFORMATION of JS LAND PLC

A. Identity of JS LAND PLC

Name of Company in Khmer	ជេអេស លែន គីអិលស៊ី
In Latin	JS LAND PLC.
Standard Code	Kh1000160007
Address	B2-107, The Elysee Diamond Island, Koh Pich Street, Sangkat Tonle Bassac, Khan Chamkarmon, Phnom Penh
Telephone	+855 10 88 66 99
Website	www.jslandplc.com
Email	enquiry@jsland.com.kh
Registration Number	00010332 12 December 2014
Authorization and registered documents number	248/21 ន.ម.ក.ក./ស.ស.វ. 27 December 2021
Representative	OKNHA KOY LE SAN

B. Nature of Business

JS LAND PLC was incorporated on 12 December 2014 as a private limited company under the Law on Commercial Enterprises of Cambodia. The company was subsequently converted into a public limited company and adopted its present name on 13 May 2021 to facilitate the IPO.

Our primary mission is to build homes that meet the needs of the Cambodian people and to deliver properties with quality that inspire and enrich the lives of homeowners. By insisting on continually adopting state-of-the-art construction technologies and the latest architectural design trends, it is the Company's vision that all Cambodians are able to own genuine and affordable homes of the finest workmanship.

JS LAND PLC was among the pioneers to introduce affordable condominium project in Phnom Penh. JS LAND PLC launched its first condominium in Sen Sok in 2015. It was completed and handed over to its buyers in 2019.

Building on the success of The Garden Residency 1, JS LAND PLC launched The Garden Residency 2 in 2020 and a topping-off ceremony was successfully held in 2022. The project is finally completed ahead of the schedule and issue to handover over to its buyers from August 2023 onwards.

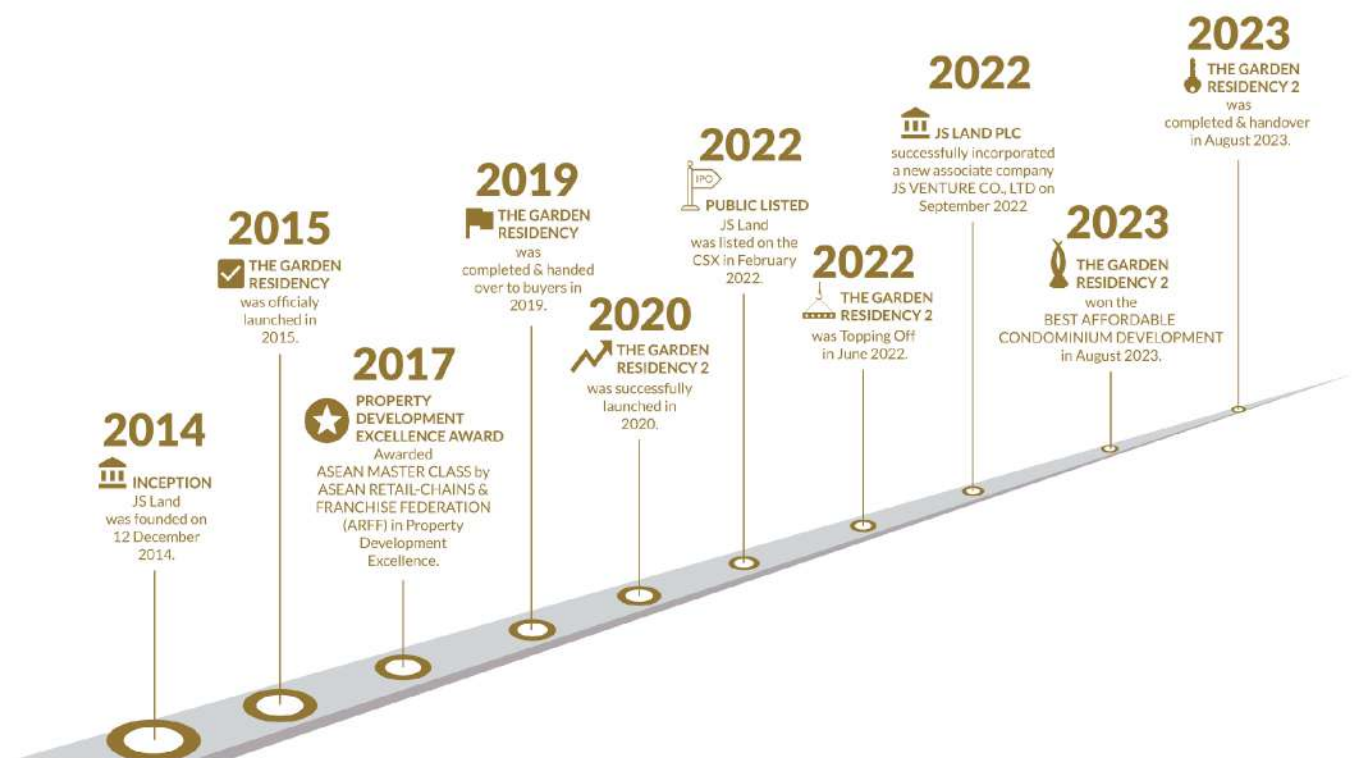
C. Group Structure of JS LAND PLC

JS LAND PLC has successfully incorporated a new associate company named JS Venture Co., Ltd. The Memorandum and Articles of Association (MOA) of JS Venture Co., Ltd. was approved by Ministry of Commerce (MOC) on 09th September 2022. JS LAND PLC owns 40% shares of JS Venture Co., Ltd.

On 14 November 2023, the National Bank of Cambodia (NBC) has granted approval for JS Venture Co., Ltd to acquire 40% ownership stake in LCH MICROFINANCE PLC. The venture into Microfinance aligns with JS LAND PLC overarching strategy to explore new avenues for sustainable growth.

This strategic move underscores our dedication to expanding our presence in the microfinance sector and actively participating in the growth of LCH MICROFINANCE PLC.

D. Milestones of JS LAND PLC



E. Market Situation

As of 31st December 2023, JS LAND PLC announced a total comprehensive profit of KHR7,051,508,000 increase by KHR12,010,552,000 equivalent to 242.19% compared to FY 2022.

F. Competitive Situation

Our company is supported by the following key strengths and competitive advantages to sustain our business as well as to support our growth. These key competitive advantages are set out below:

1. We have a strong management team with a combination of foreign expertise and local knowledge.
2. We have a proven track record of successful completion and handover of The Garden Residency and The Garden Residency 2 which help build trust and confidence in our company.
3. We have precise product knowledge and a unique proposition.
4. All our projects are located in strategic locations.
5. We target a largely untapped market of affordable and lifestyle condominiums for the young generation.
6. We provide not only houses with affordable prices but also a flexible payment scheme.
7. We constantly customize our promotion packages to attract the interest of buyers.
8. We have secured a land bank for the development of our future projects.

G. Future Plan

JS LAND PLC target to launch THE GARDEN RESIDENCY 3 as soon as we have obtained all the relevant permit and licenses.

In additional, JS LAND PLC is also in the midst of planning to develop industrial project to meet the increasing demand of factory from the garment industry.

As for other revenue income source, with the acquisition of LCH Microfinance PLC, JS LAND PLC will seek to play a more active roles and divert more attention to develop the microfinance businesses which come hand in hand with our core business of developing affordable condominium.

H. Risk Factors

While the types and degree of risks the company may be exposed to depends upon several factors such as its size, the complexity of business activities, volume, etc., we believe that JS LAND PLC generally faces the following types of risks continuously:

1. Interest Rate Risk

a. Analysis

Interest rate risk refers to risks from fluctuations in interest rates in the future, which may adversely affect financing costs and returns to JS LAND PLC. Our company's ability to expand our business operation is dependent upon our ability to raise sufficient financing or internally generated cash flows.

b. Management view and Risk mitigation

The increase in interest rates by the banks and private funding may affect our financial results. In our case, the risk of fluctuating interest rates is lower as we only have a short-term loan with high interest that lessens the interest repayment. In addition, we have a high collection of interest from our buyers, this is especially so with the handover of TGR2 as the loan interest for TGR2 buyers will start to commence. Therefore, JS LAND PLC's financial performance is not adversely impacted.

2. Change in economic, political, social and regulatory conditions in Cambodia

a. Analysis

Housing market is susceptible to changes in economic, political and social conditions. Any adverse developments affecting the housing market may have adverse impact on our business operations and profitability. These situations include, but are not limited to, current global and local economic climates, inflation, credit conditions, political leadership, government regulations and policies, methods of taxation, nationalization, expropriation and renegotiation or nullification of existing contracts.

Furthermore, our business operations are governed by the government policies and legislation, regulations and requirements established to control and protect consumers as well as to determine minimum industry standards.

The performance of the property market is also dependent on the availability, cost and the ease of access to financing by home buyers. The steady decline in banks' interest rate for mortgage financing in recent year in Cambodia, coupled with the flexible instalment scheme offered by property developers such as our Company, has been stimulating growth in the residential property market in Cambodia. As such, any adverse developments affecting the cost and ease of access to financing for home buyers, including but not limited to, the increase in USD financing cost in the international market and measures that may be imposed by the NBC to contain bank mortgage financing and to deter developers' instalment scheme to cool down the property market may have adverse impacts on our business operations and financial performance.

b. Management view and Risk mitigation

The temporary setback in the Cambodian economy in 2023 and the over-supply of residential units has led to a slowdown in the housing development market.

We believe the Cambodian stimulus in light of the economic slowdown we may adversely affected by new rules regulations that may be introduced by the authorities in the future such as those aiming at deterring speculative activities and protecting consumer interests. Furthermore, we may be adversely affected by any decision of the NBC to cool down the mortgage financing by imposing conditions on mortgage financing by banks and deterring instalment scheme offered by developers.

Notwithstanding the above, our products unique positioning and affordable price factor still attract the country's young population and growing middle class.

As for JS LAND PLC, The Garden Residency 2 has shown high demand for our project. To date, the company has achieved up to 82.60% sales since the launch of The Garden Residency 2 in 2020.

3. Fluctuation of costs

a. Analysis

JS LAND PLC's profitability may be adversely affected by any increase in land acquisition costs and fluctuations of construction costs which are inherent in the property development industry. Higher cost of materials, cost of labor and contractor and overheads costs will reduce our profit margin in the event that we are unable to pass on these increased costs to customers in the form of higher selling prices. Selling prices of properties are largely dependent on the product differentiation in terms of location, reputation of developer, quality, design and the condition of the property market.

b. Management view and Risk mitigation

JS LAND PLC is taking a prudent approach to managing our development costs and pricing our product to maintain a healthy profit margin. We generally engage with independent contractors to handle all our construction activities. As such, our contractors will bear the risk of fluctuation in the costs of materials and labor. Furthermore, before acquiring a land bank, we take into consideration a wide range of factors including but not limited to the type of properties to be developed, marketability of the development and consumer demand for the properties in that area.

4. Scarcity of commercially-viable land bank for development

a. Analysis

For JS LAND PLC to continue to be successful in the residential development industry, we rely to a large extent on our existing land bank, as well as our ability to identify and acquire suitable land bank with development potential to deliver sustainable growth and profitability.

b. Management view and Risk mitigation

For the development of our future projects, JS LAND PLC has secured approximately 4.2 hectares land in the strategic location of Phnom Penh through a joint-venture agreement with the land owner.

5. We may be affected by property overhang and/or unsold properties

a. Analysis

Property overhang is commonly caused by oversupply and/or low take up rate of new property launches by property developers. Other factors contributing to property overhang may include economic downturn and unfavorable market conditions. Any prolonged rise in the property overhang situation would inevitably result in us potentially holding high number of unsold properties and thus adversely affect our financial performance. Apart from the general property overhang situation, an increase in the number of unsold properties of a particular project may also be due to factors such as weak reception of the launched property project, location of the development and changes in consumer preference.

b. Management view and Risk mitigation

JS LAND PLC seek to lower the risk of holding unsold properties by launching presale events to attract early bird buyers with attractive selling price and payment options. We believe our various options of payment scheme not only help attract interest of buyers but also reduce the cancellation rate which contribute to lower the risk of property overhang. Further, before acquiring and developing any land bank, we conduct feasibility to determine the potential demand of the properties by taking into consideration including amongst others, the market supply and demand, forecasted budget and estimated costs of construction, comparable projects, potential pricing of the properties, existing and/or potential competitors developing in the vicinity of the site.

JS LAND PLC also plans to extend its business to the rental of condo units by renting out the unsold units. We will convert a portion of the unsold units into company assets to be renovated and rented out. As such, we reduce the risk of property overhang and/or unsold properties. Furthermore, it will be another source of income for the company.

6. Change Day-to-day operational risk and insurance coverage

a. Analysis

As JS LAND PLC operates in the housing development industry, our business activities are susceptible to operational risks. Risks in day-to-day include accidents, as well as fire, flood, and/or other natural disasters that may cause losses.

b. Management view and Risk mitigation

During construction time. Our management view and risk mitigation, JS LAND PLC seeks to limit the above risks through inter-alia, the following measures:

- i). JS LAND PLC has taken up an annual fire insurance policy for ongoing construction projects. Nevertheless, after vacant possession, JS Land PLC will hand over this responsibility to each respective co-owned building management.
- ii). JS LAND PLC select contractors to handle our construction project based on their qualifications, experiences, and track records.
- iii). JS LAND PLC requires our contractors to abide by safety standards and to take up appropriate insurance policies to minimize damages from any accident.
- iv). Our office premise and property buildings are equipped with firefighting equipment as required by the applicable regulations such as fire hose reel system and fire extinguisher stored at strategic locations which can be easily accessible in the event of fire.

7. Delay in completions of projects

a. Analysis

Most of JS LAND PLC property units are sold prior to the completion of the development project. Furthermore, we may be affected by external factors which may give rise to the delay in delivery of our properties to our buyers. These external factors include, but not limited to, regulatory approvals and permits from various authorities, adverse weather conditions, unsatisfactory performance of contractors, accident at project sites, stop work orders issued by relevant local authorities, labor disputes and availability of materials and labor.

Any delay in completion may give rise to potential claims for damages from our buyers pursuant to the terms of the sales and purchase agreement and such claims may adversely affect our Company's reputation and financial performance.

b. Management view and Risk mitigation

As a housing developer, JS LAND PLC engage independent contractors in all our projects. We seek to limit risk of delay by inviting bids from our panel of registered and experienced contractors with track records and proven capabilities. Further, we are also able to claim from contractors in the event of such delays, subject to the terms and conditions set out in our contracting agreements.

8. Reliance on licenses, permits and other relevant approvals issued

a. Analysis

JS LAND PLC required to possess the licenses, permits and other approvals by the relevant authorities in order to operate our business in Cambodia. Any changes in the laws, regulations and government policies could affect our operations. In particular, any decisions by the government or regulatory authorities related to grant or renewal of our licenses or permits could disrupt our operations and have material adverse effect on our business and financial condition of our Company. Even though we have obtained the required licenses, permits and approvals, we are subject to continuous review under the applicable laws and regulations, the implementation of which is subject to change from time to time.

b. Management view and Risk mitigation

JS LAND PLC will continue to remain compliant with the laws and regulations in the countries where we are operating by ensuring we review the regulations, conditions imposed and new directives on an on-going basis. Nonetheless, there is no assurance that our effort is sufficient to mitigate such risk.

9. Liquidity risk

a. Analysis

Liquidity risk is the risk that JS LAND PLC will encounter difficulty in raising and/or generating funds to meet our short-term payment commitments.

We generally extend credit terms to our customers in the form of payment instalment. We also provide our customers with long term instalment option for up to 20 years.

As such, in the event that a significant number of customers delay or default their payments to us, we may not have sufficient liquidity to meet our payment obligations and our business operations may as such be adversely affected.

b. Management view and Risk mitigation

JS LAND PLC seek to maintain sufficient cash and cash equivalents to meet our working capital requirements. We regularly monitor the current and expected liquidity requirements to ensure that we maintain sufficient reserves of cash to meet our liquidity requirements in the short and long term. In addition, we believe we are able to secure financing from our existing banking partners as well as other banks to meet any funding requirement.

Furthermore, we seek to mitigate the liquidity risk by launching pre-sale booking to gauge potential demand before we commence the construction. Moreover, we have a large customer base who are mostly individual homebuyers and none of whom contribute significant percentage to our revenue.

10. Credit risk

a. Analysis

Credit risk is the risk of a financial loss by the Company if a customer or counterparty to a financial instrument fail to meet its contractual obligations. Like our peers, we generally collect payments from our customers on a progressive basis or based on the terms set out in the sales and purchase agreement. Our business may, therefore, be adversely affected if customers are unable to meet their payment obligations to us. As at 31st December 2023 we have not been materially affected by the default or late payment by our customers.

b. Management view and Risk mitigation

The payment terms offered by JS LAND PLC to our customers are generally in line with the industry practice. Moreover, as an industry practice, a title deed of a property unit will be transferred to a customer only after we receive full payment. And it is contractually agreed by the customers that in the event that any customers fail to meet their payment obligations as set out in the sales and purchase agreement; we have the rights to terminate the agreement without any refund.

PART 2 – INFORMATION ON BUSINESS OPERATION PERFORMANCE

A. Business Operation Performance Including Business Segment

JS LAND PLC derives its revenues primarily from condo unit sales and other sources of income.

As of 31 December 2023, JS LAND PLC has sold up to 82.60% of total units of The Garden Residency 2 (TGR 2). As well as, The Garden Residency 2 (TGR2) has achieved overall progress on construction completion that up to 98.77%.

The company reported other income of KHR1,379,472,000 increased by KHR1,045,172,000 equivalent to 312.64% compared to FY 2022. As of 31st December 2023, JS LAND PLC reported total comprehensive profit of KHR 7,051,508,000 increase of comprehensive profit by KHR12,010,552,000 equivalent to 242.19% compared to FY 2022.

JS LAND PLC maintains strong financial position as of 31 December 2023, with total assets amounting to KHR 93,388,708,000 comprising non-current assets of KHR 56,613,381,000 and current assets of KHR 36,775,327,000. Total equity stood at KHR 15,248,401,000, a robust increase of 86.03% compared to KHR 8,196,893,000 in FY 2022.

B. Income Structure

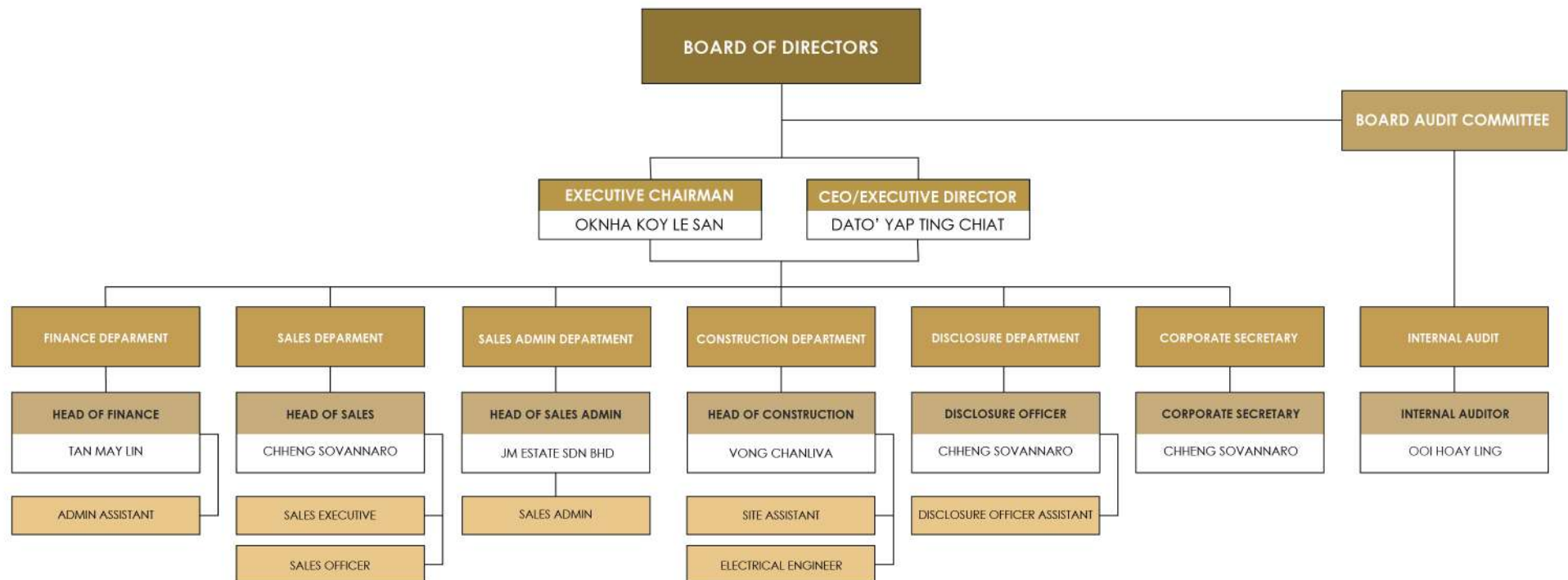
Nº	Source of Income	2023		2022	
		Amount (KHR'000)	%	Amount (KHR'000)	%
1	Revenue	68,953,860	98%	-	0%
2	Other Income	1,379,472	2%	334,300	100%
Total Revenue		70,333,332	100%	334,300	100%

PART 3 - INFORMATION ON CORPORATE GOVERNANCE

A. Organizational Structure



ORGANIZATION CHART OF JS LAND PLC



B. Board of Directors

Composition of Board of Directors

No	Name of Directors	Position	Start Date	End Date
1	Oknha Koy Le San	Executive Chairman	26 Oct 2021	25 Oct 2026
2	Dato' Yap Ting Chiat	Executive Director/CEO	26 Oct 2021	25 Oct 2026
3	Oknha Meng Lee	Non-Executive Director	26 Oct 2021	25 Oct 2024
4	Mr. Tang Chun Kiu	Non-Executive Director	26 Oct 2021	25 Oct 2024
5	Mr. Yap Maow Jun	Non-Executive Director	06 Oct 2022	05 Sep 2025
6	Mr. Yap Ting Wui	Non-Executive Director	06 Oct 2022	05 Sep 2025
7	Mr. Tang Chat Tong	Non-Executive Director	06 Oct 2022	05 Sep 2025
8	Mr. Tan Ser Chhay	Independent Director	26 Oct 2021	25 Oct 2024
9	Dato' Tan Teck Zin	Independent Director	06 Oct 2022	05 Sep 2025

Name of Company Secretary: Mr. Chheng Sovannaro

C. Senior Officers

Composition of senior officers

No	Name	Gender	Position
1	Oknha Koy Le San	Male	Executive Chairman
2	Dato' Yap Ting Chiat	Male	CEO/Executive Director
3	Ms. Tan May Lin	Female	Head of Finance
4	Mr. Chheng Sovannaro	Male	Head of Sales, Disclosure Officer, and Corporate Secretary
5	Mr. Vong Chanliva	Male	Head of Construction
6	Ms. Ooi Hoay Ling	Female	Internal Auditor

Note: Detail information on corporate governance is attached as Appendix.

PART 4 – INFORMATION ON SECURITIES' TRADING AND SHAREHOLDERS OF JS LAND PLC

A. Information on Securities

1. Information on Equity Securities

- Name of equity securities: Ordinary Share
- Equity securities symbol: JSL
- Class of equity securities: Voting Shares
- Par value per equity securities: KHR 100
- IPO Price: KHR 1,900
- The total number of outstanding Shares: 8,281,000 Shares
- Market capitalization: KHR 113,124,000,000
(as of 29 December 2023)
- Permitted Securities Market: Cambodia Securities Exchange (CSX)
- Listing Date: 10th February 2022

2. Information on Debt Securities

N/A

3. Other Securities

N/A

B. Securities' price and Trading volume

Share		Jan	Feb	Mar	Apr	May	Jun
Trading Price (KHR)	Maximum	4,960	4,820	4,720	4,600	4,460	4,180
	Average	4,825	4,772	4,623	4,554	4,261	3,982
	Minimum	4,800	4,700	4,540	4,460	4,060	3,800
Trading Volume (Share)	Maximum	4,389	23,208	151,051	48,596	1,970	2,053
	Average	760	2,106	9,545	2,940	463	473
	Minimum	0	25	53	17	21	43

Share		Jul	Aug	Sep	Oct	Nov	Dec
Trading Price (KHR)	Maximum	3,830	3,520	3,260	2,490	3,650	4,880
	Average	3,530	3,426	2,860	2,338	2,634	4,304
	Minimum	3,280	3,190	2,500	2,220	2,210	3,670
Trading Volume (Share)	Maximum	4,891	1,437	4,512	3,826	7,435	185,566
	Average	1,081	410	899	1,010	1,289	16,976
	Minimum	3	8	11	1	1	154

C. Controlling Shareholders (30% or more)

There are no shareholders holding more than 30%

D. Substantial Shareholders (5% or more)

No	Name	Nationality	Number of Shares	Percentage
1	Oknha Koy Le San	Cambodian	6,306,718	24.53%
2	Dato' Yap Ting Chiat	Malaysian	6,259,517	24.35%
3	Oknha Meng Lee	Cambodian	1,695,791	6.6%
4	Kin Solyta	Cambodian	1,695,791	6.6%
5	CT Development PPC Limited	Hong Kong	1,285,500	5%
6	Phrontier Capital Co., Ltd.	Singaporean	1,285,500	5%
7	Nordest Asia Capital Co., Ltd.	Malaysian	2,571,000	10%

E. Information on dividend distribution in the last 3 (three) years

As of 31 December 2023, JS LAND PLC has no any dividend distribution.

Details of dividend distribution	2023	2022	2021
Net profit N/A	N/A	N/A	N/A
Total cash dividend	N/A	N/A	N/A
Total share dividend	N/A	N/A	N/A
Another dividend	N/A	N/A	N/A
Dividend payout ratio (%)	N/A	N/A	N/A
Dividend yields (%)	N/A	N/A	N/A
Dividend per share	N/A	N/A	N/A

PART 5.- INTERNAL CONTROL AUDIT REPORT BY INTERNAL AUDITOR

i. Introduction

Internal audit is an independent, objective assurance and consulting activity designed to add value and improve the company operations. It helps the company to accomplish the objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes. The internal audit function is led by the Internal Audit Officer, who is authorized to communicate and interact directly with the Board Audit Committee.

ii. Scope of Internal Audit Engagement

The scope of Internal Audit activities consists of three core engagements to apply the systematic and disciplined approach to examine and evaluate internal control, risk management perspectives and the processes of the company's operation.

Monitoring, analyzing and assessing the risks and controls of the company

Review the company's compliance with policies and laws.

Making reassurances and recommendation to the company's owner.

iii. Summary of Performing Internal Audit Engagement in 2023

The activities of internal audit consisted of defining the scope of assessment, submitting the audit plan to the Board Audit Committee for approval, performing and controlling engagements, communicating the results, providing a written report, monitoring corrective action taken by management.

An annual internal audit plan of the year 2023 was established based on the comprehensive risk assessment method to align with the company strategy to define the audit objective and scope of each engagement. The Board Audit Committee approved the annual internal audit plan, including the budget to support the internal audit activities, human resources and professional knowledge development.

The 2023 internal audit plan approved by the Board Audit Committee was successfully performed. The engagements also to cover the following audit areas, namely Risk Management Audit, Human Resource Audit, Office Management Audit, Credit Audit, Information Security Audit, Financial Audit, Market Risk Audit, and Liquidity Risk Management.

Where material issues have been identified through internal audit review, recommendations have been communicated to management and internal audit have ensured that management have set up the appropriate corrective actions with proper timelines for improvement such as updating/developing policy, operating manual and procedures, strengthening and training management and staff.

iv. Conclusion

The internal audit had successfully implemented the 2023 engagement plan, employing a rigorous risk-based approach across all audit areas and locations.

This facilitated recommendations for enhancing risk management, internal controls, and compliance procedures.

In response, management had established corrective action plans to fortify the control environment for daily operations.

The audit results confirm that the company's governance, risk management, and control framework are well-aligned with regulatory requirements and internal protocols, ensuring compliance and operational efficiency.

Read and Approved

Phnom Penh,

Date 29 / March / 2024

Signature



TAN SER CHHAY

Chairman of Audit Committee

Phnom Penh,

Date 29 / March / 2024

Signature



OOI HOAY LING

Internal Auditor

PART 6.- FINANCIAL STATEMENT AUDITED BY THE EXTERNAL AUDITOR

Please find the annex of Audited financial statement as attached with.

PART 7.-INFORMATION ON RELATED PARTY TRANSACTIONS AND CONFLICT OF INTEREST

JS LAND PLC would like to disclose information of material related party transactions in the last 2 (two) years, specifying name, relation between the JS LAND PLC and related parties, size of transaction and the type of interest which arise from that relationship as follows;

A. Material Transactions with shareholder who hold at least 5% or more shares of outstanding equity securities.

As of 31 December 2023, aside from the material contracts was disclosed as set out in section 7 (7.5.16) Of JS LAND PLC's disclosure document, the company has transactions with shareholder who hold at least 5% or more shares of outstanding equity securities as below:

Name of Relation Party	Nature of Transaction	2023 USD	2022 USD	2021 USD
JM Estate Sdn Bhd	Accounts and Management services	51,023.27	44,777.39	35,934.00
Oknha Koy Le San	Office Rental	66,672.00	66,672.00	58,586.00

B. Material Transactions with Director and Senior Officer

As of 31 December, 2023, aside from the material contracts was disclosed as set out in section 7 (7.5.16) Of JS LAND PLC's disclosure document, the company has transaction with director and senior officer as below;

Name of Relation Party	Nature of Relationship	Nature of Transaction	2023 USD	2022 USD	2021 USD
Oknha Koy Le San	Director	Director	136,119.80	113,091.00	49,106.00
		Non-cash interest	-	-	-
		Loan Interest	189,952.62	112,450.11	69,911.92
		Loan	566,881	1,249,791.96	500,500.01
		(Repayments)	(1,960,420.44)	(227,815.07)	(550,500.00)
Dato' Yap Ting Chiat	Director	Director's benefit*	251,777.41	207,013.00	134,512.00
		Non-cash interest	-	-	-
		Loan Interest	106,354.84	73,511.54	33,010.30
		Loan	609,839.01	-	115,000.00
		(Repayments)	(488,822.99)	(156,249.00)	(376,085.84)

The balance of the related party must not be guaranteed and compensated with the requirements. The interest rate of advances amount is 0%, while the loan's interest rate is 15% per year.

*Note: *Inclusive of free condominium units*

C. Transactions with Director and Shareholder related to buy/Sell asset and service

As of 31 December, 2023, aside from the material contracts was disclosed as set out in section 7 (7.5.16) Of JS LAND PLC's disclosure document, the company has transaction with director related to buy asset and service.

D. Material transactions with immediate family members of the director, Senior Officer and Shareholder who hold at least 5% or more shares

As of 31 December, 2023, aside from the material contracts was disclosed as set out in section 7 (7.5.16) Of JS LAND PLC's disclosure document, the company has no any transaction with immediate family members of the director, Senior Officer and Shareholder who hold at least 5% or more shares.

E. Material transactions with the person, who associated with director of JS LAND PLC, its Subsidiary or Holding Company, whose relationship has occurred in any transactions or have been made by JS LAND PLC

As of 31 December, 2023, aside from the material contracts was disclosed as set out in section 7 (7.5.16) Of JS LAND PLC's disclosure document, the company has transaction with related party as below;

Name of Relation Party	Nature of Transaction	2023 USD	2022 USD	2021 USD
JM Estate Sdn Bhd	Accounts and Management services	51,023.27	44,777.39	35,934.00
Oknha Koy Le San	Office Rental	66,672.00	66,672.00	58,586.00

F. Material transactions with former director or person who involved with former director

As of 31 December, 2023, aside from the material contracts was disclosed as set out in section 7 (7.5.16) Of JS LAND PLC's disclosure document. The company has no material transactions with former director or person who involved with former director.

G. Material transactions with director who is holding any position in a non-profit organization or in any other company other than JS LAND PLC

As of 31 December, 2023, aside from the material contracts was disclosed as set out in section 7 (7.5.1 6) Of JS LAND PLC's disclosure document, the company has no any transaction with director who is holding any position in a non-profit organization or in any other company other than JS LAND PLC.

H. Material transactions with directors who get benefit either finance or non-financial from JS LAND PLC

As of 31 December, 2023, aside from the material contracts was disclosed as set out in section 7 (7.5.16) Of JS LAND PLC's disclosure document, the company has no any transaction with directors who get benefit either finance or non-financial from JS LAND PLC.

PART 8.- MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)

A. Overview of operations

JS LAND PLC was incorporated on 12 December 2014 under the Law of Commercial Enterprise of Cambodia. We are principally engaged in the development of affordable and lifestyle condominium to meet the housing need of the young Cambodian generation.

1. Revenue Analysis

Our main source of revenue is from the sale of condominium project that we have developed. All revenues are recognized at a point in time upon transfer of the ownership of the residential units to the customers.

2. Revenue by segment analysis

As of 31 December 2023, JS LAND PLC reported sales on real estate. However, JS LAND PLC has reported other income of KHR 1,379,472,000.

3. Gross profit margin analysis

As of 31st December 2023, JS LAND PLC reported gross profits of KHR16,366,969,000, equivalent to 100% compared to FY 2022.

4. Profit/ (Loss) before tax analysis

As of 31st December 2023, JS LAND PLC reported profit before tax of KHR8,158,877,000 increase by KHR 13,370,640,000 equivalent to 256.55% compared to FY 2022. The increasing was driven by there's recognition of revenue from real estate sale and also other income.

5. Profit/ (Loss) after tax analysis

Summary of Profit 2023	2023	2022	Difference	
	KHR' 000	KHR' 000	KHR' 000	%
Profits before tax	8,158,877	(5,211,763)	13,370,640	256.55%
Income tax expenses	(1,000,111)	(37,788)	(962,323)	2546.64%
Profits after tax	7,158,766	(5,249,551)	12,408,317	236.37%

As of 31 December 2023, JS LAND PLC reported profit after tax of KHR 7,158,766,000 increase by KHR 12,408,317,000, equivalent to 236.37% compared to FY 2022.

6. Total comprehensive income (Loss) analysis

As of 31 December 2023, JS LAND PLC reported total comprehensive profit of KHR 7,051,508,000 increase by KHR 12,010,552,000 equivalent to 242.19% compared to FY 2022.

7. Factors and trends analysis affecting financial conditions and results

Increase of interest rates by the banks and private funding may affect our financial conditions and results. JS LAND PLC have only a short-term loan with high interest that lessens the interest repayment. In addition, we have a high collection of interest from our buyers. Therefore, JS LAND PLC has no any factors and trend affecting financial conditions and results.

B. Significant factors affecting profit

Based on our track record, Board of directors have observed the following significant factors that may affect our profitability;

1. Demand and supply conditions analysis

The condominium market in Cambodia has continue to be challenging due to the high supply **exceeding the demand** of condominium.

In response to this market landscape, JS LAND PLC has since last quarter been actively to promote The Garden Residency 2 Handover Campaign effectively capitalized on existing demand. We have successfully achieved our target sales of more than 80%.

JS LAND PLC will continue to strive to be the market leader in the affordable condominium market through proactive initiatives and strategic decision-making, paving the way for continued success in the ever-evolving condominium landscape.

We believe our various options of payment scheme not only help attract interest of buyers but also reduce the cancellation rate which contributes to lower the risk of property overhang. Further, before acquiring and developing any land bank, we conduct feasibility to determine the potential demand of the properties by taking into consideration including amongst others, the market supply and demand, forecasted budget and estimated costs of construction, comparable projects, potential pricing of the properties, existing and/or potential competitors developing in the vicinity of the site.

2. Fluctuations in prices of raw materials analysis

JS LAND PLC is the real estate developer; therefore, all construction and related construction works of our projects are sub-contracted to main contractor Sinohydro Corporation Limited, located on 27th Floor, Canadia Tower, No 315, the Corner of Ang Duong Street and Monivong Blvd, Phnom Penh, Cambodia.

As of 31 December, 2023, our profitability may be adversely affected by any increase in land acquisition costs and fluctuations of construction cost which are inherent in the property development industry.

3. Tax Analysis

Having been successfully listed on the CSX, JS LAND PLC is entitled to a temporary postponement on the prepayment of profit tax for a period of 3 years after listing in accordance with Prakas No. 855 of the Ministry of Economy and Finance ("MEF") dated 24 July 2015. JS LAND PLC has submitted its application to the General Department of Taxation ("GDT") through the Securities and Exchange Regulator of Cambodia ("SERC ") to enjoy the tax incentives.

On 29 April 2022, JS LAND PLC received a letter of approval from the GDT to defer the Company's 1% prepayment of profit tax from December 2021 until December 2024.

In accordance with Sub-decree dated 24 February 2022 issued by the Royal Government of Cambodia, entities that list or offer either stock or debt security are entitled to enjoy 50% reduction of the annual tax on income liability for first three years. The tax on income incentive is calculated based on percentage of stock securities issued. On 15 June 2022, JS LAND PLC has obtained letter No. 13051 issued by the GDT to approve its application for this tax on income incentive from 2022 until 2024.

Further, our profitability could be affected by any possible tax liability arising from tax reassessment. Under the self-declaration regime, the taxpayers are required to self-assess its tax which is subject to a future tax audit.

4. Exceptional and extraordinary items analysis

As of 31 December 2023, JS LAND PLC did not experience any items, transactions or events of a material and unusual nature that has impact to the company and has no any exceptional and extraordinary items analysis.

C. Material changes in sales and revenue

As of 31 December, 2023, JS LAND PLC has no significant factors in material changes that affecting in sales and revenue. All materials used were according to plan that was proposed & approved.

D. Impact of foreign exchange, interest rate and commodity prices

1. Impact on foreign exchange

Our sales revenue and purchases are mainly denominated in USD. As such, JS LAND PLC has no any materially affected by the fluctuations of the foreign exchanges during the Financial Year under Review.

2. Impact on interest rates

The increase in interest rates by the banks and private funding may affect our financial results. In our case, the risk of fluctuating interest rates is lower as we only have a short-term loan with high interest that lessens the interest repayment. In addition, we have a high collection of interest from our buyers. Therefore, JS LAND PLC's financial performance is not adversely impacted.

3. Impact on commodity prices

As of 31 December, 2023, JS LAND PLC has no material impact of commodity prices on our financial results.

E. Impact of inflation

As of 31 December, 2023, JS LAND PLC has no material impact of inflation.

F. Economic/ fiscal I monetary policy of Royal Government

Risk relating to government, economic, fiscal or monetary policies or other factor which may materially affect our operations are set out in Part I.H.2 of this report.

As of 31 December, 2023, JS LAND PLC financial result is not impacted by the economic, fiscal or monetary policies of Royal Government or other factors.

PART 9.- Other Necessary Information for Investors Protection

- 1) On 31 January 2023, JS LAND PLC has new appointment of disclosure officer for JS LAND PLC

The main duty for new appointed disclosure officer is to in charge for the company disclosure. Details of the new Assistance Disclosure Officer as follow:

- 1. Full Name : Chheng Sovannaro
- 2. Nationality : Cambodian
- 3. ID Number : 010 814 124
- 4. Email Address : chhengsovannaro@gmail.com
- 5. Contact Number : +855 10 439 999

- 2) On the 27 February 2023, JS Land Plc. is proud to announce that our company has successfully acquired a prime piece of land in Sangkat Phnom Penh Thmey, Khan Sen Sok, Phnom Penh, intended for the development of our upcoming The Garden Residency 3 project. The acquiring price of the land is 7,410,600,000 KHR. Total assets at the end of the Latest Fiscal Year are 65,355,511,810 KHR and the ratio of price to total assets 11.34%.

As a company dedicated to building homes that meet the needs of Cambodians, we are committed to delivering high-quality, innovative projects that exceed our shareholder's expectations. We believe that the TGR 3 project will not only contribute to the growth of the real estate market but also provide Cambodians with a comfortable and sustainable living environment.

- 3) On 7 March 2023, JS LAND PLC Announce the Modification Of The Assets To Be Acquired That Published On February 27, 2023 Of JS LAND PLC. JS LAND PLC informed to its shareholders that an error was discovered in the disclosure of the assets to be acquired, which was published on February 27, 2023. The information provided on the total assets at the end of the latest fiscal year was incorrect. The company would like to rectify this by correcting the figures from KHR 65,355,511,810 to KHR 56,028,025,000, and the ratio of price to total assets from 11.34% to 13.23%.
- 4) On 5 May 2023, JS LAND PLC Announcement on the Amendments of Articles of Incorporation

JS LAND PLC informed to its shareholders that the company received the notification of approval from the Ministry of Commerce (MOC) on the amendments of the Articles of Incorporation of the Company on 21 April 2023.

The company changed in three main points are:

- a. Increase of registered capital
- b. Change of shareholding structure and
- c. Change of members of the Board of Directors

- 5) On 23 May 2023, JS LAND PLC Announcement on the Incorporation of JS Venture Co., Ltd. as a New Associate of JS LAND PLC.

JS LAND PLC announce that the company has successfully incorporated a new associate company which is called JS Venture Co., Ltd. and Memorandum and Articles of Association (MOA) was approved by Ministry of Commerce (MOC) on 09th September 2022. This strategic development is a significant milestone for our organization, and we would like to share this exciting news with our valued stakeholders.

JS Venture Co., Ltd. has been established as an associate of JS LAND PLC, with our company holding an ownership stake of 40%. This investment further strengthens our commitment to expanding our business operations and diversifying our portfolio to enhance value to our shareholders.

- 6) On 26th May 2023, JS LAND PLC Announcement on Decision on Increase in Long-term Borrowing

JS LAND PLC has entered into a loan agreement with amount USD200,000.

- 7) On 26th May 2023, JS LAND PLC Announcement on Decision on Increase in Long-term Borrowing

JS LAND PLC has entered into a loan agreement with amount USD500,000.

- 8) On 29th May 2023, JS LAND PLC Announcement on Decision on Increase in Long-term Borrowing

JS LAND PLC has entered into a loan agreement with amount USD989,342.21.

- 9) On 29th May 2023, JS LAND PLC Announcement on Decision on Increase in Long-term Borrowing

JS LAND PLC has entered into a loan agreement with amount USD344,455.57.

- 10) On 9th June 2023, JS LAND PLC held the 1st Annual General Shareholders' Meeting.

JS LAND PLC has held the 1st Annual General Shareholders' Meeting on 9th June 2023 at 9:00 AM. to 11:25 AM. The meeting was held in-person meeting at Hyatt Regency Phnom Penh and by virtual meeting via Zoom platform.

The 1st Annual General Shareholders' Meeting of JS LAND PLC was held with the motion to be passed by the shareholders as below:

1. Approval for JS Land Loan Assignment
2. Approval for Rental Business
3. Approval for Purchase of The Garden Residency 3 (TGR3) Land Development

As a result, the majority shareholders approved the proposal of all the resolutions.

- 11) On 12 June 2023, JS LAND PLC Announcement on Non-Dividend Distribution to Shareholders for 2022 of JS LAND PLC.

JS LAND PLC informed to its shareholders that the Board of Directors resolved not to distribute dividend to shareholders for 2022 due to JSL reported total revenue of KHR 0 and net loss during the period was KHR 4,959,044,000 in 2022. JS LAND PLC will move the dividend distribution to next year.

- 12) On 25th July 2023, JS LAND PLC Announcement on Decision on Increase in Long-term Borrowing.

JS LAND PLC has entered into a loan agreement with amount USD4,000,000.

- 13) On 26th July 2023, JS LAND PLC Announcement on Decision on Increase in Long-term Borrowing.

JS LAND PLC has entered into a loan agreement with amount USD1,000,000.

- 14) On 2nd August 2023, JS LAND PLC Announcement on the Obtainment of New Market of JS LAND PLC. JS LAND PLC has announced that the company has diversified our sources of income through obtaining the rental revenue from The Garden Residency 1 (TGR1) within comprising 21 units which are significantly contributes to the company's overall financial performance.

- 15) On 22nd August 2023, JS LAND PLC Announcement on Decision on Awarded for The Best Affordable Condo Development of JS LAND PLC. JS LAND PLC has announced that our company has been recognized as the winner of the prestigious "Best Affordable Condo Development (Phnom Penh)" award at the PropertyGuru Cambodia Property Awards which took place on Friday, 18th August 2023 in Phnom Penh, Cambodia.

- 16) On 29th August 2023, JS LAND PLC Announcement on Unit Handover Notice on The Garden Residency 2 (TGR2) of JS LAND PLC. JS LAND PLC has announced that the company has successfully completed of THE GARDEN RESIDENCY 2 (TGR2) and achieved this milestone ahead of the schedule. On this momentous day, we are proudly to issue the Unit Handover Notice (Condo Unit), symbolizing the culmination of our achievement.

- 17) On 25th September 2023, JS LAND PLC Announcement on Appointment of Risk Management Committees of JS LAND PLC. JS LAND PLC informed to its shareholders that in accordance of JSL's result on 3rd Board of Directors Meeting held on 25th September 2023, Board of Directors approved on appointment of 3 Board of Directors as Risk Management Committees of the company.

Risk Management Committee is formed as follows:

1. Dato' Tan Teck Zin - Chairman
2. Oknha Meng Lee - Member
3. Yap Maow Jun - Member

18) On 26th September 2023, JS LAND PLC Announcement on Decision on Increase in Long-term Borrowing. JS LAND PLC has entered into a Request for the Extension for the Repayment of Loan Agreement with amount USD570,700.00.

19) On 23rd November 2023, JS LAND PLC Announcement on JS VENTURE CO., LTD. as Associate of JS LAND PLC Investment in LCH MICROFINANCE PLC.

JS LAND PLC took pride in announcing a significant milestone to our esteemed investors and the public that our associate, JS Venture Co., Ltd. in which JS LAND PLC holds a 40% ownership, has successfully acquired approval from the National Bank of Cambodia (NBC) to proceed with the acquisition in Microfinance.

As of November 14, 2023, LCH MICROFINANCE PLC. has received a formal approval from the National Bank of Cambodia (NBC) for the incorporation of a new shareholder, JS Venture Co., Ltd. holding 40% ownership stake.

Furthermore, the update for the capital registration of JS Venture Co., Ltd. will be submitted to the Ministry of Commerce (MOC) for registration, and the corresponding documentation will subsequently be forwarded to the National Bank of Cambodia (NBC).

Until the completion of the acquisition procedure, JS LAND PLC. will have acquired a 16% ownership stake in LCH MICROFINANCE PLC.

20) On 6th December 2023, JS LAND PLC Announcement on Increase in Revenue of JS LAND PLC. As of 30 September 2023, JS Land PLC reported Net Profit after tax of KHR 12,810,009,000 increase by KHR 14,689,683,000 equivalent to 781.50% compared to Q3 FY 2022. The main reason of Increase in revenue and operating profit were due to this third quarter of JS LAND PLC is started to recognize revenue following International Financial Reporting Standards (IFRS) upon handover.

21) On 14th December 2023, JS LAND PLC Announcement on Change of Chairman of Audit Committee of JS LAND PLC

JS LAND PLC has announced that according to Board Meeting of JS LAND PLC held on 14 December 2023, Mr. Tan Ser Chhay, the Independent Director of JS LAND PLC, is going to resign from Board of Directors of JSL with effectively from date on 29th December 2023. Mr. Tan Ser Chhay is also ceased as an Audit Committee with effective from the same date.

Therefore, Dato' Tan Teck Zin is going to be a Chairman of Audit Committee effectively date on 01st January 2024 which appointed by majority of Board of Directors.

Upon this resolution, the Composition of Audit Committee is formed as follows:

1. Dato' Tan Teck Zin - Chairman
2. Oknha Koy Le San - Member
3. Yap Ting Chiat - Member

22) On 29th December 2023, JS LAND PLC Announcement on Change on Board of Directors of JS LAND PLC

JS LAND PLC has announced all investors and the public the resignation of a Director from Board of Directors of the company that Mr. Tan Ser Chhay, the Independent Director of JSL, had resigned from Board of Directors of JS LAND PLC with effectively from date on 29th December 2023.

Upon his resignation as an Independent Director of JS LAND PLC, the Composition of Board of Directors of JS LAND PLC shall be as following:

- | | |
|-------------------------|------------------------|
| 1. Oknha Koy Le San | Executive Chairman |
| 2. Dato' Yap Ting Chiat | Executive Director/CEO |
| 3. Oknha Meng Lee | Non-Executive Director |
| 4. Mr. Tang Chun Kiu | Non-Executive Director |
| 5. Mr. Yap Maow Jun | Non-Executive Director |
| 6. Mr. Yap Teng Wui | Non-Executive Director |
| 7. Mr. Tang Chat Tong | Non-Executive Director |
| 8. Dato' Tan Teck Zin | Independent Director |

Signature of Board of Directors

Date: 29...../March....2024
Read and approved by:



Oknha Koy Le San
Chairman

Date: 29...../March/..2024..
Read and approved by:



Dato' Yap Ting Chiat
Executive Director &
Chief Executive Director

Date: 29...../March/..2024..
Read and approved by:



Oknha Meng Lee
Non-Executive Director

Date: 29...../March/..2024..
Read and approved by:



Tang Chun Kiu
Non-Executive Director

Date: 29...../March/..2024..
Read and approved by:



Yap Maow Jun
Non-Executive Director

Date: 29...../March/..2024..
Read and approved by:



Tang Chat Tong
Non-Executive Director

Date: 29...../March/..2024..
Read and approved by:



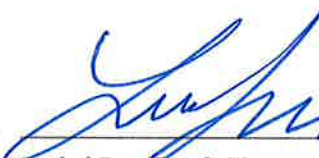
Yap Teng Wui
Non-Executive Director

Date: 29...../March/..2024..
Read and approved by:



Tan Ser Chhay
Independent Director

Date: 29...../March/..2024..
Read and approved by:



Dato' Tan Teck Zin
Independent Director

APPENDIX OF ANNUAL REPORT 2023

ANNUAL CORPORATE GOVERNANCE REPORT 2023

ANNEX: CORPORATE GOVERNANCE REPORT

Part 1. Shareholders

A. Shareholder Structure

Shareholders of JS LAND PLC is updated on the 31 December 2023.

1. Shareholder Information

Description	Nationality	Type of Shareholders	Number of Shareholders	Number of Shares	Percentage
Less than 5%	Cambodian	Individual	569	283,112	1.10%
		Legal Person	None	None	None
	Non-Cambodian	Individual	62	4,327,071	16.83%
		Legal Person	None	None	None
From 5% to 30%	Cambodian	Individual	3	9,698,300	37.72%
		Legal Person	None	None	None
	Non-Cambodian	Individual	1	6,259,517	24.35%
		Legal Person	3	5,142,000	20.00%
From 30%	Cambodian	Individual	None	None	None
		Legal Person	None	None	None
	Non-Cambodian	Individual	None	None	None
		Legal Person	None	None	None
TOTAL			638	25,710,000	100.00%

2. Shareholders Who Are Directors, Senior Officers and Employees of JS LAND PLC.

Shareholders	Number of Shareholders	Number of Shares	Percentage
Directors	7	17,209,487	66.94%
Senior Officers	3	80,028	0.31%
Total	10	17,289,515	67.25%

B. Shareholders' Rights and Protection of Shareholders' Rights

1. Rights of Shareholders

Unless otherwise provided by the company's Memorandum and Article of Association, a holder of each share shall be entitled to:

- All shareholders with the same classes and series of shares shall have the same rights.
- One share is entitled to one vote
- Vote at any meeting of shareholders of the company either directly or via proxy

- Receive any dividend declared by the company
- Receive the remaining property of the company on dissolution
- Examine the list of shareholders during business hours at registered office of the company; and
- Receive any right and protection in accordance with the Law on Commercial Enterprises of the Kingdom of Cambodia

2. Protection of Shareholders' Rights and the Company's Practice of the Protection of Shareholders' Rights

Shareholders have the right to vote for board to lead the business of JS LAND PLC. Therefore, the board shall perform roles and duties to protect the interest of the shareholders. Rights of shareholder shall be protected by the company's Memorandum and Article of Association, laws and regulations.

3. Protection of Minority Shareholders' Rights and the Company's Practice of the Protection of Shareholders' Rights

Every shareholder shall have equal rights and obligations; and IPO shares shall rank *pari passu* in all respects with the existing issued shares of the company.

C. General Shareholder Meeting

1. Procedures of General Shareholder Meeting and Voting

AGM may be convoked at least once a year for not exceeding 6 months after the end of each fiscal year, upon a majority of votes of the board of directors, or by the chairman of board of directors, or by a majority if the voting power of the shareholders, or by an auditor. General meeting of the shareholders shall be held at the company office or at any other place as specified in the invitation letter. The invitation letter shall provide the date, agenda, and place of the meeting and must be sent to all shareholders at least 20 days and not exceed 50 days before the meeting takes place.

Quorum of the general meeting of the shareholders is limited by a majority of votes of over half if the shareholder's voting power.

A resolution of the general meeting of shareholders is valid only if there is consent of shareholders representing a majority of votes of more than 51% of the voting shares of the shareholders presented in the meeting.

General Shareholders Meeting may be held by proxy instead of their presence in the meeting. In such case, a decision of the meeting is valid only if all shareholders give their unanimous consent to such decision. In any case, each shareholder may assign a third party to represent him/her through a proper letter of power of attorney with date and signature of shareholder by specify on the total shares which held by shareholder, name and address of proxy, and proxy appointment period.

Voting procedure shall be based on transparency, effectiveness and fairness. To ensure the transparency, effectiveness and fairness of the voting at general meeting of shareholders, the company shall assign the person in charge voting whose responsibilities are to oversee, count and record the votes. Results of the voting shall be immediately announced to the general meeting of shareholders.

2. Information of General Shareholder Meeting

No	Date	Type of Meeting	Quorum	Agenda	Resolution
1	9/6/2023	Annual General Meeting	83.98%	The voting proposal for approval below: 1. Approval for JS Land Loan Assignment 2. Approval for Rental Business (Board of Director) 3. Approval for Purchase of The Garden Residency 3 (TGR3) Land Development	The majority shareholders voted to pass the approval of the proposal of all as below: 1. The majority shareholders voted pass the approved for JS Land Loan Assignment: voted pass the approval with voting result of 99.9998% 2. The majority shareholders voted pass the approval for Rental Business (Board of Director): voted the approval with voting result of 100% 3. The majority shareholders voted pass the approval for Purchase of The Garden Residency 3 (TGR3) Land Development: voted pass the approval with voting result of 99.9997%
2	13/7/2023	Extraordinary Meeting	77.94%	The voting proposal for approval below: 1. To grant full power and absolute authority to the Board of Director to (i) sign, execute and deliver any and all types of agreements and/or contracts (including but not limited to facility	The majority shareholders voted to pass the approval of the proposal of all as below: 1. The majority shareholders voted pass the approval with voting result of 99.9999%

				agreement, loan agreement, land sale and/or purchase agreement, etc.) ("Agreements"), each having value of up to USD5,000,000 for and on behalf of the JSL; (ii) do any and all necessary things or actions to give effect to the signing, execution and performing of the above Agreements; and (iii) generally do all such things as the Board deems necessary or expedient for the foregoing purposes. 2. To approve and authorize the Board to grant power and authority by way of Board Resolution & Power of Attorney to (i) Oknha Koy Le San, Executive Chairman, and (ii) Dato' Yap Ting Chiat, Chief Executive Officer of JSL ("Attorney") to (a) sign, execute and deliver any and all types of agreements and/or contracts (including but not limited to facility agreement, loan agreement, land sale and/or purchase agreement, etc.) ("Agreements"), each having value of USD2,000,000 and below for and on behalf of the JSL; (b) do any and all necessary things or actions to give effect to the signing, execution and performing of the above Agreements; and (c) generally do all such things as the Attorneys deem necessary or expedient for the foregoing purposes.	2. The majority shareholders voted pass the approval with voting result of 99.9999%
--	--	--	--	---	--

D. Dividend Distribution

1. Dividend Policy

The ability of the company to pay dividends or make other distributions to our shareholders is subject to various factors, such as having profits and excess funds not required to fund our business.

Our directors will consider the following factors, amongst others, when recommending dividends for approval by our shareholders or when declaring any interim dividends:

- (i) our level of cash and retained earnings;
- (ii) our expected financial performance;
- (iii) our projected levels of capital expenditure and other investment plans;
- (iv) our working capital requirements; and
- (v) any contractual restrictions and/or commitments.

Any dividend declared will be subject to the recommendation of our board and subject to the approval of our shareholders at the annual general shareholder meeting.

Notwithstanding the above, the investor should note that the intention to recommend dividends should not be treated as a legal obligation on our Company to do so. The level of dividends should also not be treated as an indication of our future dividend policy. There is no assurance that dividend will be paid out in the future or on timing of any dividends that are to be paid in the future. In determining dividend in respect of subsequent financial years, consideration will be given to maximize shareholders' value.

2. Historical Information of Dividend Distribution for The Last 3 Years.

No.	Detail of Dividend Distribution	2023	2022	2021
1	Announcement Date of Dividend Distribution	N/A	N/A	N/A
2	Record Date	N/A	N/A	N/A
3	Dividend Payment Date	N/A	N/A	N/A

Part 2.- Board of Directors

A. Board of Directors

1. Board Composition

No	Name of Directors	Position	Start Date	End Date
1	Oknha Koy Le San	Executive Chairman	26 Oct 2021	25 Oct 2026
2	Dato' Yap Ting Chiat	Executive Director/CEO	26 Oct 2021	25 Oct 2026
3	Oknha Meng Lee	Non-Executive Director	26 Oct 2021	25 Oct 2024
4	Mr. Tang Chun Kiu	Non-Executive Director	26 Oct 2021	25 Oct 2024
5	Mr. Yap Maow Jun	Non-Executive Director	06 Oct 2022	05 Sep 2025
6	Mr. Yap Teng Wui	Non-Executive Director	06 Oct 2022	05 Sep 2025
7	Mr. Tang Chat Tong	Non-Executive Director	06 Oct 2022	05 Sep 2025
8	Mr. Tan Ser Chhay	Independent Director	26 Oct 2021	25 Oct 2024
9	Dato' Tan Teck Zin	Independent Director	06 Oct 2022	05 Sep 2025

2. Director Biography

Oknha Koy Le San, Executive Chairman

Oknha Koy Le San ("Oknha San"), is our Co-Founder and the Executive Chairman of our company.

He was educated in Singapore and was awarded Director Honours List during his polytechnic years in Temasek Polytechnic.

He was involved in the planning, coordination, execution and also the marketing strategies for the development of the GT Tower, a 15-storey office building with more than 18,000 sqm of office space in the center of the Phnom Penh. GT Tower was developed by Golden Tree Co., Ltd. with the investment capital of USD15 million.

Having witnessed the growth of the real estate sector in Cambodia, Oknha Koy Le San and Dato' Yap Ting Chiat co-founded JS LAND. JS LAND has launched a several development project namely – The Garden Residency and The Garden Residency 2 with "Affordable Home" concept in Phnom Penh.

Oknha Koy Le San is also the Co-Founder and Director of JS Property International Co., Ltd. which has developed Chief Tower, a 40-storey integrated office and hotel building in Phnom Penh with a GDV of approximately USD100-million.

Ending the year of 2019 on a high-note, Oknha San was bestowed the honorary title "Oknha" by his majesty King Norodom Sihamoni, the King of Cambodia for his unrelenting effort in helping the needy and contributing to uplift the living standard of the society.

With a great honor and distinction, Oknha Koy Le San graduated in Master's degree of Philosophy specializing in General Management at Universal Ministries of the King's College from United States of America on 28th February 2024. This achievement stands as a testament to Oknha Koy Le San's unwavering commitment to academic excellence and professional advancement.

Dato' Yap Ting Chiat, Executive Director/CEO

Dato' Yap Ting Chiat ("Dato' Jack Yap"), is a Co-Founder and the CEO of our Company.

He graduated from University of Liverpool and admitted to the England Bar Lincoln's Inn as Barrister-At-Law. He was then called to the Bar of England. Thereafter he read in the chambers of Messrs. Skrine & Co. and admitted to the Malaysian Bar Council.

He had started a development company – JM Estate Sdn Bhd in Malaysia and venture into residential housing developing link and town houses. He launched a townhouse project name Villa Domus, which was successfully developed and handed over.

Dato' Jack is also the Co-Founder and Director of JS Property International Co., Ltd. which has developed Chief Tower, a 40-storey integrated office and hotel building in Phnom Penh with a GDV of approximately USD100-million.

On 2014, Dato' Yap Ting Chiat was conferred the title DARJAH INDERA MAHKOTA PAHANG (D.I.M.P) which carries the title "Dato'" by Kebawah Duli Yang Maha Mulia Sultan Pahang Sultan Haji Ahmad Shah Al-Musta'in Billah ibni Almarhum Sultan Abu Bakar Ri'ayatuddin Al-Mu'adzam Shah.

Oknha Meng Lee, Non-executive Director

Oknha Meng Lee, is our Non-Executive Director.

He pursued his study at California State University, Fullerton, USA where he obtained his Bachelor Degree of Business Economics.

With strong interest and passion in the construction and real estate sector, Oknha Meng Lee began his career in the developing and leasing of factory buildings. To date, he has built and leased out four factories with a total build-up of 26,000sqm.

He is also the Proprietor of Borey Chhouk Va 2 Residence, a housing development project located in Sen Sok District, Phnom Penh.

Oknha Meng Lee is also a Director of JS Property International Co., Ltd.

Oknha Meng Lee has been conferred the title of "Oknha" by His Majesty King Norodom Sihamoni on 2020.

Tang Chun Kiu, Non-executive Director

Tang Chun Kiu (Hayden) from Hong Kong China, is our Non-Executive Director.

He graduated from University of Liverpool in and started his career as a Design Engineer in the Geotechnical Consultant Company. After two years working as the Geotechnical Engineer, he joined VSL Hong Kong Ltd, one of the world's leading construction companies, as a Site Engineer. He is currently the Project Manager of VSL looking after the company's projects in China.

Hayden Tang's involvement in the construction during his tenure with VSL Hong Kong includes major projects i.e. Lai Chi Kok Viaduct valued at HKD 9 billion.

Yap Maow Jun, Non-executive Director

David Yap graduated with a Bachelor of Commerce, Finance degree from the University of Queensland in Australia. He was a member of the Chartered Financial Association (CFA) Institute at the university.

Since 2006, he practiced as Financial Advisor of Progressive Insurance Berhad. Majority of his clients are real estate developers and construction firms.

He was Assistant Vice President, Corporate Dealer in Equity Capital Market at JF Apex Securities Bhd from 2009 to 2011, overseeing the accounts and portfolios of several Malaysian listed companies. He then became a Remisier JF Apex between 2011 and 2014.

He joined the family business developing industrial projects in 2014 and has completed the company's flagship industrial projects – One Industrial Park in Balakong, which consists of 28 units of Semi-Detached Factories and 7 Bungalow Factories with total size of approximately 35,000 sqm.

He is the Founder of Nordest Asia Capital Co Ltd.

David invested in Agriculture business as well.

He is also a Director of JS Property International Co., Ltd.

He is the Charter President and Co-Founder of Lion's Club of Kuala Lumpur Elite in Malaysia. Lions Clubs International is the largest service club organization in the world.

Yap Teng Wui, Non-executive Director

Graduated from Santa Clara University with a B.Sc. Electrical Engineering degree,

Mr. Conan Yap has worked in the USA, Singapore and Japan, before returning to join Shin Fuji Labels (S) Pte Ltd. Shin Fuji Labels is a self-adhesive label printer and converter with more than 30 years of experience in the printing industry.

With its 6,224 sqm printing facility in Shah Alam, Malaysia, and over 40 employees, Shin Fuji Labels provides excellent quality and value-added services to our key and growing customer base, leading with Japanese electronics appliances manufacturers like Panasonic, JVC and Sony.

Through our ISO9001 and ISO14001, as well as material ROHS/REACH certifications, we constantly strive to improve our service quality and system to exceed our customer's expectations and with multiple excellent service and best supplier awards to show.

He ventures into business in Cambodia on year 2019.

In 2022, he is appointed as Board of Director of JS. LAND PLC.

Tang Chat Tong, Non-executive Director

Nicholas Tang Chat Tong is the Managing Director and Majority Shareholder of CT Development International Ltd. Mr. Tang has over twenty years' experiences in stock market investing. The experiences had enriched his financial experiences and became well equipped for different business cycles, esp. real estate investment. He manages clients' portfolio, and specializes in securities analysis, also formulates trading strategies on financial derivatives, as well as organizes promotion and educational campaigns for the products to the public. He has been sharing ideas and analysis on several financial newspapers, magazines and TV shows.

Mr. Nicholas also qualified as a Chartered Member of Royal Institution of Chartered Surveyors (MRICS). He is constructing an iconic 40 floor office building in Phnom Penh, also stylish villas in Japan and Portugal.

Mr. Nicholas graduated in Bsc. Biochemistry from Hong Kong University of Science and Technology, also graduated in MBA from The University of North Carolina at Charlotte. He was the Team Captain of HKUST Debate Team. His team had won the Champion in the Inter-University Debate Competition and he also won the Best Debater Award in Basic Law Cup Debate Competition in the same year.

Tan Ser Chhay, Independent Director

He graduated at California State University, Fullerton, USA where he obtained his Bachelor Degree in Economics.

He started his career as a Marketing Assistant at Moët Hennessy Diageo Singapore Pte., Ltd. He joined Attwood Import Export Co., Ltd. as the Trade Marketing Manager and has been appointed to be the Chief Executive Officer. He is the Executive Director of LCH Investment Group Co., Ltd.

Dato' Tan Teck Zin, Independent Director

Dato' Tan Teck Zin graduated from University of Exeter Devon United Kingdom with Honors in 2001 and has since gained vast experience in handling of conveyancing matters and corporate governance. In 2004, he was appointed as the legal consult for the Japanese Freight Conglomerate, Kintetsu World Express in Malaysia.

He is currently the Executive Firm Manager in the legal practice of Messrs. Kevin Kiran Ng & Associates, Advocates & Solicitors a legal firm in Malaysia providing full service ranging from commercial to criminal law which serves the legal needs of a wide portfolio of clients both local and multinational across a broad spectrum of industry sectors.

Dato' Tan Teck Zin is also the Executive Director of Pure East Capital Sdn Bhd, a boutique property investment firm providing overall investment solutions and property management with asset portfolio ranging from medium to high end property market segment.

In 2013, Dato' Tan Teck Zin was bestowed DARJAH KEBESARAN MAHKOTA PAHANG YANG AMAT MULIA-PERINGKAT KEDUA DARJAH INDERA MAHKOTA PAHANG (D.I.M.P) by the late Sultan Haji Ahmad Shah Al-Musta'in Billah ibni Almarhum Sultan Abu Bakar Ri'ayatuddin Al-Mu'azzam Shah which carries the title Dato' and in 2020 he was conferred the BINTANG KHIDMAT TERPUJI / STAR OF DISTINGUISH SERVICE (B.K.T).

3. If Any Director is Director, Shareholders or Co-owner of Other Company

No.	Name	Company	Director, Shareholder or Co-owner
1	OKNHA KOY LE SAN	- Angel Boss Group Co., Ltd. - JS Property International Co., Ltd. - JS & Partners Co., Ltd. - K-Capital International Co., Ltd. - JS Venture Co., Ltd. - SPD International Sdn Bhd	Director and Shareholder

2	DATO' YAP TING CHIAT	- JS Property International Co., Ltd. - JS & Partners Co., Ltd. - JS Venture Co., Ltd. - K Capital International Co., Ltd. - T2 Interactive International Sdn Bhd - JM Estate Sdn Bhd - T2 Plus Sdn Bhd - Creative Craftworks Sdn Bhd - Jotex Industries Sdn Bhd - Digital Business Platform Sdn Bhd	Director and Shareholder
3	OKNHA MENG LEE	- JS Property International Co., Ltd. - K-Capital International Co., Ltd. - JS Venture Co., Ltd. - JS & Partners Co., Ltd.	Director and Shareholder
4	TANG CHUN KIU	- JS & Partners Co., Ltd - K Capital International Co., Ltd.	Director and Shareholder
5	YAP MAOW JUN	- Nordest Asia Capital - JS Property International Co., Ltd. - JS Venture Co., Ltd. - JS & Partners Co., Ltd. - Transgrow Development Sdn Bhd - SL Property Management Sdn Bhd - Summerplus Holdings Sdn Bhd - LY Reliance Advisory Sdn Bhd - Good Hope Resource Sdn Bhd - Legion Harmony Capital Sdn Bhd - Legion Harmony Agro Sdn Bhd - Ao Xiang Capital Sdn Bhd	Director and Shareholder

6	YAP TENG WUI	- Phrontier Capital Co. Ltd - Shin Fuji Labels (S) Pte. Ltd. - Yap Family Investments Pte Ltd	Director and Shareholder
7	TANG CHAT TONG	- CT Care Limited - CT Development HCMC Limited - CT Development PPC Limited - CT Development UK Limited - CT Lender (Hong Kong) Limited - JS Property International Co. Ltd - Phoenix Capital HCMC Limited - Las Vegan Cuisine Limited - Noir International Consultancy Limited - Nile International Consultancy Limited	Director and Shareholder
8	TAN SER CHHAY	- Attwood Import Export Co., Ltd. - LCH Investment Group Co., Ltd. - LCH-Microfinance Plc. - Taskforce Tech Co., Ltd. - Attcapital PLC.	Director and Shareholder
9	DATO' TAN TECK ZIN	- Kevin Kiran Ng & Associates - Pure East Capital Sdn Bhd	Director and Shareholder

4.Board Roles, Duties and Responsibilities and Performance

The Board is charged with leading and controlling the company in an effective. The board of directors shall have roles, duties and responsibilities to manage and to serve the lawful interests of the company which include, but are not limited to, the power to:

- Ensure that the company has the effective transaction with its shareholders and other related parties;
- Establish, investigate, evaluate the strategic plan and business plan of the company and ensure that resources have already been prepared for responding to the direction determined;
- Establish, investigate, and evaluate the effectiveness of the auditing;
- Establish and investigate the risk management policy;

- Prepare the policy on the remuneration for directors for submitting to the meeting of shareholders for approval and establish the policy on the remuneration for senior officers;
- Set the qualifications and procedure to nominate a director;
- Appoint and remove senior officers, corporate secretary, head of internal audit and officer in charge of information;
- Investigate, review and evaluate the effectiveness of the performance of the board of directors, directors, and other board committees;
- Endeavor to use the best effort in performing the roles and duties in order to ensure the financial solvency of the company;
- Establish mechanism and procedure of protecting the rights of the shareholders by ensuring that the minority shareholders also have the right to participate in nominating director(s) or to be a director;
- Establish mechanism and procedure of the election in the meeting of shareholders such as cumulative voting system in order to ensure the protection of the interests of the minority shareholders;
- Establish mechanism allowing the majority shareholders and shareholders with absolute majority voting rights to disclose the change in shareholding structure to the public through the company;
- Establish mechanism and procedure in relation to the related parties' transaction;
- Set other policies in the company;
- Comply with applicable laws and regulations in force;
- Determine and approve the remuneration and other compensations of all officers of the company;
- Determine the remuneration and other compensations of all directors and submit for shareholders' approval;
- Issue notes, bonds, debentures and other evidences of debt of the company and determine their absolute, relative and contingent characteristics;
- Propose to shareholders the amendments to or annulments of the articles of the company;
- Propose to shareholders an agreement of merger or consolidation between Company and any other person;
- Propose to the shareholders the sale of all major part of the Company's assets;
- Propose to the shareholders a dissolution or liquidation of the company;
- Declare dividends in accordance with accounting principles and the terms of payment of each class of shares entitled to receive dividends;
- Borrow money;
- Issue, reissue or sell securities of the company as approved by the shareholders;
- Give guarantee on behalf of the Company;
- Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the company to secure any obligation of the company; and
- Close account books of each financial year and propose the annual profits for submission to the shareholders and shareholders' general meeting.

5. Board Meeting

No.	Date	Type of Meeting	Name of Directors Attending the Meeting
1	28 March 2023	First Quarter Board Meeting	1. Oknha Koy Le San 2. Dato' Yap Ting Chiat 3. Mr. Yap Maow Jun 4. Tang Chun Kiu 5. Tang Chat Tong 6. Dato' Tan Teck Zin
2	28 April 2023	Second Quarter Board Meeting	1. Oknha Koy Le San 2. Dato' Yap Ting Chiat 3. Oknha Meng Lee 4. Tang Chat Tong 5. Yap Maow Jun 6. Dato' Tan Teck Zin
3	2 June 2023	2 nd Second Quarter Board Meeting	1. Oknha Koy Le San 2. Dato' Yap Ting Chiat 3. Tang Chat Tong 4. Yap Maow Jun 5. Tang Chun Kiu 6. Yap Teng Wui 7. Dato' Tan Teck Zin
4	25 September 2023	Third Quarter Board Meeting	1. Oknha Koy Le San 2. Dato' Yap Ting Chiat 3. Oknha Meng Lee 4. Tang Chun Kiu 5. Yap Maow Jun 6. Tang Chat Tong 7. Yap Teng Wui 8. Tan Ser Chhay 9. Dato' Tan Teck Zin
5	14 December 2023	Fourth Quarter Board Meeting	1. Oknha Koy Le San 2. Dato' Yap Ting Chiat 3. Yap Teng Wui 4. Tang Chun Kiu 5. Yap Maow Jun 6. Tang Chat Tong 7. Tan Ser Chhay 8. Dato' Tan Teck Zin

B. Board Committees

1. Board Committee Structure

1.1. Audit Committee

No.	Name	Position	Appointing Date	Number of Attending the meeting	Total number of meeting
1	Tan Ser Chhay	Chairman	26 October 2021	2	2
2	Oknha Koy Le San	Member	26 October 2021	2	
3	Dato' Yap Ting Chiat	Member	26 October 2021	2	

Roles and Duties

Board Audit Committee is responsible to provide independent oversight on the management of the financial reporting and internal control system and ensuring checks and balances and to review the financial condition and performance. Roles and duties of audit committee are defined by board as following:

- Review financial statements
- Review internal controls
- Review internal auditing
- Review external auditing
- Report to board committee performance to board of directors
- Review risk management if there is no risk management committee
- Report and recommend to board and
- Perform other roles and duties set by board of directors.

Results of Audit Committee Performance

As JS LAND PLC has held 2 meetings in 2023:

- 1st meeting - To review quarterly financial report internal control and internal audit.
- 2nd meeting - To review quarterly financial report internal control and internal audit.

2. Changes of Committee Member

On 14th December 2023, JS LAND PLC Announcement on Change of Chairman of Audit Committee of JS LAND PLC.

Upon this resolution, the Composition of Audit Committee is formed as follows:

- | | |
|-----------------------|------------|
| 4. Dato' Tan Teck Zin | - Chairman |
| 5. Oknha Koy Le San | - Member |
| 6. Yap Ting Chiat | - Member |

C. Remuneration or Compensation

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

Directors

Remuneration or Compensation for Directors of JS LAND PLC

Others remuneration and compensation.

Senior Officers

Remuneration or Compensation for Senior Officers of JS LAND PLC

- Net Salary
- Allowance
- Bonus
- Seniority

2. Aggregate Amount of Remuneration or Compensation Paid

Aggregate amount of remuneration or compensation paid is updated on the 31 December 2023.

No.	Remuneration or Compensation Payees	Aggregate Amount of Remuneration or Compensation	Others
1	Directors	397,897.21*	
2	Executive Directors	4,000.00*	
3	Top 5 Employees Paid the highest remuneration or compensation	99,539.90	

* In 2023, Executive directors were paid Remuneration, Allowance, Director fee and Seniority, whereas Non-Executive Directors were paid only Director fee.

D. Annual Performance Assessment of Board, Directors, Committees and CEO

In 2023, JS LAND PLC conducted evaluation on the annual board performance. As the result of the evaluation, the board managed the challenge to perform solid strategy to optimize shareholder value. This process includes active consultation with management on the issues, business environment, assumptions, goals and financial budgets that underpin the strategy and ensures that risk levels are appropriate.

E. Training for Directors and Senior Officers

In 2023, JS LAND PLC have effective trainings for directors and senior officers following:

1. On 10th February 2023, JS LAND PLC held inaugural JS LAND PLC Townhall 2023 at NagaWorld2. The Townhall event held in order for Directors and Seniors staff from every department to discuss on topics for the improvisation of departments. Townhall Agenda including, Compliance training, Department knowledge, Team Building, and Future of JS LAND PLC.

Along a day of JS LAND PLC Townhall 2023, the company has celebrated an Auspicious Chinese New Year Dinner 2023 at The Playroom – Cambodia with Directors and Seniors staffs from every department of JS LAND PLC to make the unforgettable memories.

2. On 14th March 2023, JS LAND PLC Chairman, CEO, senior staffs, and Disclosure Team have joined SERC training regarding Annual Corporate Governance Questionnaire Evaluation Performance for Listed Company including Prakas No. 011/18 SECC/BB.K. dated on 19th December 2018 on Corporate Governance for The Listed Companies as Agenda which conducted at JS LAND PLC's conference room. The training lead by SERC officer team which held in order to ensure the implementation of good corporate governance through fulfill the obligation of Annual Corporate Governance Questionnaire Evaluation with transparency and accountability with the accurate disclosure.
3. On 27th April 2023, JS LAND PLC Chairman, CEO, senior staffs, and Disclosure Team have joined training regarding Prakas No. 007/18 K.M.K/BB.K. dated on 30th October 2018 on Corporate Disclosure at JS LAND PLC's conference room. The training lead by SERC officer team which held in order to enhance the obligation on disclosure fulfillment and perform effectively and efficiency in accordance with the Prakas on Corporate Disclosure.
4. On 17th May 2023, JS LAND PLC Chairman, CEO, senior staffs, and Disclosure Team have joined training regarding Prakas No. 007/18 K.M.K/BB.K. dated on 30th October 2018 on Corporate Disclosure at JS LAND PLC's conference room. The training lead by CSX officer team which held in order to enhance the obligation on disclosure fulfillment and perform effectively and efficiency in accordance with the Prakas on Corporate Disclosure.
5. On 7th -14th August 2023, JS LAND PLC has sent Ms. Meas Phallyda, a Disclosure Officer Assistant as a representative for JS LAND PLC to attend the 25th Training Examination and Continuing Professional Education in Securities Sector at Business Development Center Building (BDC). With regards to become qualified enough as a Disclosure Officer Assistant to perform disclosure obligation in accordance with the laws and regulations efficiency.
6. On 15th November 2023, JS LAND PLC senior staffs and Disclosure Team have joined 2nd training regarding the Prakas No. 011/18 SECC/BB.K. dated on 19th December 2018 on Corporate Governance for The Listed Companies. The training lead by SERC officer team in order to expand knowledgeable in Corporate Governance and to enhance the Corporate Governance Performance of JS LAND PLC to be more effectively and efficiency.

Part 3.- Code of Business Conduct Practices

A. Brief Description of Code of Business Conducts Policy for Directors and Senior Officers

This code of conducts applies to directors, senior officers and all employees of the JS LAND PLC to rightly behave with ethics and professionalism in various aspects towards colleagues, customers and stakeholders.

The existence of this code of conducts provides clarity on the JS LAND PLC core values toward greater achievement, prosperity, trust promotion and integrity safeguarding. We extensively believe that the code of conducts will provide employees with necessary guidance in the way we work through the following common values as clarified below:

- | | |
|----------------------------------|--|
| 1. Compliance with law | Employees are expected to comply with all laws, rules, and regulations that are applicable to the company's activities. |
| 2. Trust/ Honesty/Responsibility | Employees are obliged to moral character and connotes other positive and virtuous attributes including sincerity, trustworthy, integrity and a huge sense of responsibility.
Employees involved in the sale of our products must ensure that all statements, communications, and representations to clients are accurate, complete, and truthful. |
| 3. Professionalism | Employees must show integrity and professionalism in every aspect of conducts, including matters involving dignity, fraudulent engagement and impartiality. In this alignment, employees should wholeheartedly perform works with highest standard and commitment to deliver on a promise. |
| 4. Respectfulness | Employees should respect their colleagues, supervisors, and customers. Any discriminatory behavior or harassment will not be tolerated. |

5. Confidentiality

Employees should safeguard the private and confidential nature of the information acquired as part of their work duties, and more specifically to comply with the confidentiality clauses requested by Clients and other counterparties.

6. Conflict of interest

Employees should not. (1) engage in any activities that will bring direct or indirect profit to a competitor and for own private advantages (2) accept gifts from clients, or partners for the benefit of another party (3) improperly use or waste any assets belonging to the company for personal gain.

B. Publication of Code of Business Conducts

The code of business conduct is established with a formal written and set the requirements for the conduct of directors, senior officer and all employees in order to control and maintain the employee practice in accordance with the code of conducts in the company. In 2023, JS LAND PLC did not find or know that any director, senior officer and employee were not in compliance with the code.

C. Mechanisms and Procedures to Assess Code of Business Conducts

JS LAND PLC has assigned the task to Internal Audit Department to conduct regular inspections as well as motivate and encourage all employees of JS LAND PLC should report any evidence of illegal or unethical acts to the department or competent person while any of those illegal or unethical acts may have a serious negative impact on the business and the reputation of JS LAND PLC or it may lead to serious legal liability.

D. Related-Party Transactions

1. Related-Party Transaction Policies

No	Related Parties	Policies
1	Holding Company	N/A
2	Joint Venture	N/A
3	Subsidiary	N/A
4	Majority Shareholders and Controlling Shareholders	Yes
5	Directors	Yes
6	Others	N/A

2. Material Transactions with Related Parties

In 2023, JS LAND PLC has related-party transaction.

Refer the Annual Report 2023

Part 7 - Information On Related Party Transactions And Conflict Of Interest

Part 4.- Risk Management, Internal Controls and Auditing

A. Brief Risk Management System or Risk Management Policies

JS LAND PLC, the condominium developer in Phnom Penh and the listed company is exposed to key risks arising from operations and the use of financial instruments. We establish financial risk management policy to ensure that adequate resources are available for the development of our business whilst managing our credit risk, liquidity risk, foreign currency risk and interest rate risk.

To prevent and manage risk of the company, board of directors established and approved the risk management policy and procedure as follows:

- Identify risks JS LAND PLC is facing including: risk description, risk identification, risk estimation;
- Measure and classify risks
- Assess risks having impacts on all parts of the business operation of the company
- Control and oversee risks on the regular basis and ensure that related persons are well and fully informed in order to response to the risks in the timely and effective manners
- Monitor risks through proper inspections and regular performance assessment.

B. Brief Internal Control System

Board of JS LAND PLC establishes and implements the internal control system in order to ensure that the effectiveness of the use of resources is in compliance with laws and regulations relevant to the business of the company and minimizing the frauds in the company.

Board audit committee is responsible to provide independent oversight on the management of the financial reporting and internal control system and ensuring checks and balances and to review the financial condition and performance of the company.

Internal control system has functions as follows:

1. Ensure that business execution by directors, senior officers and employees complies with the company's Memorandum and Article of Association, laws and regulations
2. Store and manage data on execution of duties of directors
3. Comply with standards and risk management system
4. Ensure that director effectively execute roles and duties
5. Ensure that auditors independently inspect financial statements and operations of the company without any interfere of directors
6. Establish a formal reporting process from senior officers to directors and from senior officers to auditors
7. Ensure that auditing is conducted effectively.

C. Auditing

1. Internal Audit

1.1 Roles and Responsibilities of Internal Auditors

The responsibilities of the internal auditor shall include the development of an audit plan and executing internal control reviews of key business processes and related controls by undertaking the following:

- Understand and evaluate, through the review of documentation, interviews with management and process owners and performing walk-through procedures, business processes and related business controls from a risk perspective along each entire process lifecycle;
- Review and assess the adequacy of documented policies and procedures;
- Perform an assessment of the effectiveness of the design of the current system of internal controls;
- Conduct internal control testing on sampling basis of the key business processes to assess the integrity and effectiveness of the internal controls in place;
- Identify control weaknesses/deficiencies within the key processes;
- Identify process improvement opportunities within the processes reviewed; and
- Provide recommendations for improvement.

1.2 New Appointment and Removal/Resignation of Head and/or Deputy Head of Internal Auditors

No.	Name	Appointment Date	Removal/Resignation Date	Reasons
1	N/A	N/A	N/A	N/A

1.3 Appointment of Head and/or Deputy of Internal Auditors

No.	Name	Appointment Date	Removal/ Resignation Date
1	N/A	N/A	N/A

2. External Auditors

No.	Name of Audit Firms	Agreement Date	Auditing Fee	Non-Audit Fees
1	Grant Thornton (Cambodia) Limited	12 th April 2023	USD 38,050.00	N/A

Reasons for the Change, Suspension and Termination of Audit Firms in Securities Sector. In 2023, JS LAND PLC did not change, suspend or remove auditing firm providing the audit service to the company.

Part 5.- Stakeholders

A. Identify Policies and Activities Related to the Following:

No.	Contents	Policies	Actions
1	Customer Welfare	Pay attention and fulfill customers' need	Provide service to customers on time
2	Suppliers and Subcontractors Selection	Implement procurement procedure	Bidding and consultation
3	Management and Protection of Employee	Quarterly employee meeting	Resolve issues raise up during meeting
4	Environment Protection	Implement energy saving plan in the building	Install energy-efficient lighting systems, such as LEDs
5	Community Interaction	Offer help when necessary	Donation, and Charity
6	Creditors' Right Protection	Reservation for paying debt according to their due date	Settle debt on time
7	Anti-Corruption Program	Establish a strong internal control system	Monitor by internal auditors

B. Describe the Corporate Social Responsibilities of JS LAND PLC

On 4th May 2023, **Ms. Nor Belzanine** and team work as representative of JS LAND PLC provided 800 packs of mineral water to of the National Police and Central Security Department team in charge for the 32nd Southeast Asian Games (SEA Games) and the 12th ASEAN Para Games at Morodok Techo National Stadium.

The mineral water handover ceremony was attended by His Excellency, **Dy Vichea**, Deputy Commissioner General of the National Police and Central Security Department at the Ministry of Interior, the National Police of Cambodia and accompanied by the members of the Armed Forces.

Part 6.- Disclosure and Transparency

A. Identify the Following Information in the Annual Report:

No.	Information	Yes/No
1	Visions/Missions/Objectives	Yes
2	Financial Indicator	Yes
3	Non-Financial Indicator	Yes
4	Main Risk Factors	Yes
5	Dividend Policy	Yes
6	Biography of Directors	Yes
7	Training for Directors	Yes
8	Number of Board Meeting	Yes
9	Attendance of Directors in Board Meeting	Yes
10	Remuneration or Compensation for Directors and Senior Officers	Yes

B. Describe the Mechanism of Disclosure Including Means, Procedures and Responsibilities

Procedure and Means of Information Disclosure:

Information disclosure shall be made via the following procedures and means:

- a. Written official letter, email and phone to inform SERC
- b. Written letter, email, phone and E-Disclosure System to inform CSX
- c. Disclosure via JS LAND PLC's website
- d. Invitation letter to shareholders for attending general shareholder meeting of JS LAND PLC etc.

Person in Charge of Disclosure:

No.	Name and Position	Contact
1	Chheng Sovannaro Disclosure Officer	▪ Mobile Number: (+855) 71 992 4309 ▪ Email: chhengsovannaro@gmail.com
2	Lim Shu Zhen Disclosure Officer Assistant	▪ Mobile Number: (+60) 12 356 2298 ▪ Email: susanlim@jslandplc.com
3	Meas Phallyda Disclosure Officer Assistant	▪ Mobile Number: (+855) 77 675 431 ▪ Outlook : disclosure@jslandplc.com
4	Adrena Lim Binti Mohd Rizal Lim Disclosure Officer Assistant	▪ Mobile Number: (+60) 13-204 9890 ▪ Email: adrenalim@jslandplc.com
5	Ooi Yi Shi Disclosure Officer Assistant	▪ Mobile Number: (+60) 17-476 8845 ▪ Email: ys.ooi@jslandplc.com

C. Investor Relations

1. Demonstrate Mechanisms and Procedures for Investor Relations Investor relation is conducted via the following means and procedures:

- Disclosure via JS LAND PLC's website
- Disclosure via CSX's website
- Written letter, email and phone to investors
- Transfer agent playing important role in providing information to investors.

2. Briefly Describe Investor Relations for the Last Year

a). JS LAND PLC has held the 1st Annual General Shareholders' Meeting

In 2023, JS LAND PLC has held the 1st Annual General Shareholders' Meeting on 9th June 2023 at 9:00 AM to 11:25 AM. The meeting was held in-person meeting at Hyatt Regency Phnom Penh and by virtual meeting via Zoom platform.

The 1st Annual General Shareholders' Meeting of JS LAND PLC was attended by 10 shareholders in-person and 5 shareholders in virtual meeting with total shares balance of 21,592,061 of the total issues shares of 25,710,000 which achieved total of 83.98% of the required quorum to convene the AGM and voting for approval from the shareholders.

The 1st Annual General Shareholders' Meeting of JS LAND PLC was held with the motion to be passed by the shareholders as below:

1. Approval for JS Land Loan Assignment
2. Approval for Rental Business
3. Approval for Purchase of The Garden Residency 3 (TGR3) Land Development

As a result, the majority shareholders approved the proposal of all the resolutions.

As such, the resolutions are carried.

b). JS LAND PLC has held the Extraordinary General Shareholders' Meeting

In 2023, JS LAND PLC has held the Extraordinary General Shareholders' Meeting on 13th July 2023 at 9:00 AM. to 10:20 AM. The meeting was held by virtual meeting via Zoom platform at JS LAND PLC Conference room.

The Extraordinary General Shareholders' Meeting of JS LAND PLC was attended by 12 shareholders in virtual meeting with total 20,039,219 shares of the total issues shares of 25,710,000, which achieved total of 77.94% of the required quorum.

The Extraordinary General Shareholders' Meeting of JS LAND PLC was held with the motion to be passed by the shareholders as below:

- a. To grant full power and absolute authority to the Board of Director to (i) sign, execute and deliver any and all types of agreements and/or contracts (including but not limited to facility agreement, loan agreement, land sale and/or purchase agreement, etc.) ("**Agreements**"), each having value of up to **USD5,000,000** for and on behalf of the JSL; (ii) do any and all necessary things or actions to give effect to the signing, execution and performing of the above Agreements; and (iii) generally do all such things as the Board deems necessary or expedient for the foregoing purposes.
- b. To approve and authorize the Board to grant power and authority by way of Board Resolution & Power of Attorney to (i) Oknha Koy Le San, Executive Chairman, and (ii) Dato' Yap Ting Chiat, Chief Executive Officer of JSL ("**Attorney**") to (a) sign, execute and deliver any and all types of agreements and/or contracts (including but not limited to facility agreement, loan agreement, land sale and/or purchase agreement, etc.) ("**Agreements**"), each having value of **USD2,000,000 and below** for and on behalf of the JSL; (b) do any and all necessary things or actions to give effect to the signing, execution and performing of the above Agreements; and (c) generally do all such things as the Attorneys deem necessary or expedient for the foregoing purposes.

As a result, the majority shareholders approve the proposal of all the above said.

As such, the resolutions are carried.

**Report of the Board of Directors
and
Audited financial statements**

JS Land Plc.

31 December 2023

JS LAND PLC.

CONTENTS

	Pages
Report of the Board of Directors	1 - 3
Audited financial statements	
Independent auditor's report	4 - 8
Statement of financial position	9
Statement of comprehensive income	10
Statement of changes in equity	11
Statement of cash flows	12 - 13
Notes to the audited financial statements	14 - 49

JS LAND PLC.

REPORT OF THE BOARD OF DIRECTORS

The Board of Directors submits its report together with the audited financial statements of JS Land Plc. ("the Company") as at 31 December 2023 and for the year then ended.

The Company

JS Land Plc., previously known as JS Land Limited, is a private limited company established under the laws of the Kingdom of Cambodia on 12 December 2014, pursuant to its Memorandum and Articles of Association ("MAA") and Certificate of Incorporation No. Co. 3278 KH/2014 issued by the Ministry of Commerce ("MOC"). On 9 June 2016, the Company re-registered with MOC under its new registration number 00010332.

On 13 May 2021, the Company amended its MAA to adopt its new corporate name and its new registered business address at B2-107, The Elysee Diamond Island, Koh Pich Street, Sangkat Tonle Bassac, Khan Chamkarmon, Phnom Penh, Kingdom of Cambodia.

On 4 March 2022, the Company was successfully listed on the growth board of the Cambodia Securities Exchange. The number of new issued shares are 5,710,000 shares with a par value of KHR100 or USD0.025 per share, at an offering price of KHR1,900 or USD0.46 per share. The Company obtained approval from the MOC for the amendment of its Memorandum and Articles of Association on 21 April 2023.

The Company's second project in Sensok district, which was launched in November 2020, was completed in August 2023.

During the annual general meeting on 9 June 2023, the Company announced its intention to invest in an associate namely JS Venture Co., Ltd. As of 31 December 2023, JS Land Plc. has not yet injected any capital into JS Venture Co., Ltd.

Principal activities

The Company is principally engaged in all aspects of a real estate company, particularly in the development of building projects for sale or lease.

Results and dividends

The results of the Company's operations for the year ended 31 December 2023, and the state of its affairs as at that date are set out in the accompanying audited financial statements.

The Board of Directors does not recommend the payment of any dividends in respect of the year ended 31 December 2023.

Board of Directors

The members of the Board of Directors of the Company during the year and to the date of this report as are follows:

Name	Position	Date of appointment/ resignation
Oknha Koy Le San	Chairman	12 June 2015
Mr Tang Chun Kiu	Director	12 June 2015
Mr Meng Lee	Director	12 June 2015
Mr Yap Ting Chiat	Director	12 June 2015
Mr Yap Teng Wui	Director	6 October 2022
Mr Yap Maow Jun	Director	6 October 2022
Mr Tang Chat Tong	Director	6 October 2022
Mr Tan Teck Zin	Independent Director	6 October 2022
Mr Tan Ser Chhay	Independent Director	19 May 2021/ 29 December 2023

Directors' benefit

During the year, no arrangements subsisted in which the Company is a party, with the object or objects of enabling the directors of the Company to acquire benefit by means of the acquisition of shares in or debenture of the Company or any other corporate body.

Since the end of the previous financial year, the directors have not received or become entitled to receive any benefit by reason of a contract made by the Company or a related corporation with any director or with a firm of which any director is a member, or with a company in which any director has a substantial financial interest, other than as disclosed in the notes to the financial statements.

Auditor

The Company's audited financial statements as at 31 December 2023 and for the year then ended have been 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 2023, and of its financial performance and its cash flows for the year then ended. When 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 judgements and estimates and then apply them consistently;
- ii. comply with the disclosure requirements of CIFRSs or, if there have been any departures from such requirement 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 decisions and/or instructions 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 materials respects, the financial position of the Company as at 31 December 2023, and of its financial performance and its cash flows for the year then ended in accordance with CIFRSs.

On behalf of the Board of Directors:

A blue circular official stamp of JS Land PLC, Kingdom of Cambodia. The stamp contains the text "ព្រះរាជាណាចក្រកម្ពុជា" (Kingdom of Cambodia) at the top, "ក្រុមហ៊ុន" (Company) in the center, "JS LAND PLC." below it, and "KINGDOM OF CAMBODIA" at the bottom. A handwritten signature in blue ink is written over the stamp.

Oknha Koy Le San
Chairman

Phnom Penh, Kingdom of Cambodia
29 March 2024

Independent auditor's report

To the Shareholders of JS Land Plc.

Opinion

We have audited the financial statements of JS Land Plc. ("the Company"), which comprise the statement of financial position as at 31 December 2023, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy 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 2023, and 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 the 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.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Company for the current year. These matters were addressed in the context of our audit of the financial statements of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Below are the key audit matters identified in our audit of the financial statements of the Company:

Key audit matters	How our audit addressed the key audit matter
Net realisable value of completed properties The completed properties are recognised in accordance with the accounting policies and significant estimates, assumptions and judgement as detailed in notes 4.5 and 5 to the financial statements, respectively. We focused on this area as significant Management's judgement and estimates are involved in determining the net realisable value based on the recent sales transactions of similar properties or comparable properties in similar or nearby locations net of estimated cost necessary to complete the sale.	In addressing this area of focus, we have performed, amongst others, the following procedures: - Evaluated the Company's policy for valuation of completed properties through discussion with Management and considered Management's basis for determining the net realisable value; - Tested Management's assessment of net realisable value by comparing it to recent transacted prices of similar or comparable completed property units and taking into consideration the estimated cost necessary to complete the sales; - Challenged the reasonableness of Management's assumptions and estimation for determining the net realisable value; - Performed site visits to assess the condition of the inventories to arrive at an overall assessment as to whether information provided by Management is reasonable and to ascertain if any write-down is warranted due to physical obsolescence and deterioration of the units.
Expected credit loss of contract assets CIFRS 9 Financial Instruments requires the Company to account for the expected credit loss ("ECL") of these assets using simplified approach. The measurement of ECL requires the application of significant judgment in the ECL models as detailed in note 4.9 to the financial statements. We focused on this area as significant management's estimates are involved in calculating the ECL of contract assets.	In addressing this area of focus, we have performed, amongst others, the following procedures: - Assessed the management's estimate process for determining ECL, including the adequacy of assumptions, data and methodologies used; - Considered the impact of current and expected economic conditions on the creditworthiness of the Company's customer; - Analysed historical credit loss experience compared to management expectations, and assessed the appropriateness of management's historical data.



Other information

Management is responsible for the other information. The other information comprises the Report of the Board of Directors, but does not include the financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the annual report, which is expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance 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 on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Board of Directors and respond to that matter in accordance with the requirements of CISA 720 (revised).

Responsibilities of the Management and Board of Director for the financial statements

Management 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.

Board of Directors are responsible for overseeing the Company's financial reporting process.

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 judgement 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 the directors.
- Conclude on the appropriateness of the 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 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 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.

From the matters communicated with directors, we determine those matters that were of most significance in the audit of the financial statements of the Company for the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.


GRANT THORNTON (CAMBODIA) LIMITED
 Certified Public Accountants
 Registered Auditors




Ng Yee Zent

Partner – Audit and assurance

Phnom Penh, Kingdom of Cambodia
 29 March 2024

JS LAND PLC.
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023

		31 December 2023		31 December 2022	
		USD	KHR'000	USD	KHR'000
	Note		(Note 4.2)		(Note 4.2)
Assets					
Non-current					
Property and equipment - net	6	700,168	2,860,186	675,851	2,782,479
Investment properties	7	2,665,088	10,886,884	-	-
Contract assets - net of current portion	11	10,382,833	42,413,873	-	-
Right-of-use assets	14	90,756	370,738	30,867	127,079
Other non-current assets	20	20,000	81,700	-	-
Total non-current assets		13,858,845	56,613,381	706,718	2,909,558
Current					
Real estate inventories	8	4,638,305	18,947,476	76,246	313,905
Property development costs	9	1,810,400	7,395,484	12,380,547	50,970,712
Contract costs	10	-	-	137,373	565,565
Contract assets	11	1,873,742	7,654,236	2,695,421	11,097,048
Receivables	11	461,514	1,885,285	79,263	326,326
Prepayments and other receivables	12	9,801	40,037	384,046	1,581,116
Cash and cash equivalents	13	208,766	852,809	269,653	1,110,161
Total current assets		9,002,528	36,775,327	16,022,549	65,964,833
Total assets		22,861,373	93,388,708	16,729,267	68,874,391
Equity and liabilities					
Equity					
Share capital	15	642,750	2,571,000	642,750	2,571,000
Share premium	16	2,400,458	9,601,832	2,400,458	9,601,832
Retained earnings/(accumulated losses)		689,571	2,858,735	(1,052,221)	(4,300,031)
Currency translation difference		-	216,834	-	324,092
Total equity		3,732,779	15,248,401	1,990,987	8,196,893
Liabilities					
Non-current					
Borrowings	18	5,910,986	24,146,378	4,069,248	16,753,094
Amounts due to a shareholder - net of current portion	20	3,500,000	14,297,500	-	-
Trade and other payables	17	653,707	2,670,393	-	-
Lease liabilities	14	32,432	132,485	-	-
Total non-current liabilities		10,097,125	41,246,756	4,069,248	16,753,094
Current					
Contract liabilities	11	-	-	3,358,675	13,827,665
Trade and other payables	17	5,885,601	24,042,680	2,305,115	9,490,158
Borrowings	18	1,661,893	6,788,833	3,238,996	13,334,947
Lease liabilities	14	60,436	246,881	32,619	134,292
Amounts due to shareholders	20	1,209,022	4,938,855	1,731,823	7,129,915
Income tax payable	25(b)	214,517	876,302	1,804	7,427
Total current liabilities		9,031,469	36,893,551	10,669,032	43,924,404
Total liabilities		19,128,594	78,140,307	14,738,280	60,677,498
Total equity and liabilities		22,861,373	93,388,708	16,729,267	68,874,391

JS LAND PLC.

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR THEN ENDED 31 DECEMBER 2023

	Note	For the year ended 31 December 2023		For the year ended 31 December 2022	
		USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Real estate sales		16,777,095	68,953,860	-	-
Cost of real estate sold	8	(12,794,864)	(52,586,891)	-	-
Gross profit		3,982,231	16,366,969	-	-
Other income	21	335,638	1,379,472	81,796	334,300
Selling and marketing expenses	22	(255,430)	(1,049,817)	-	-
General and administrative expenses	23	(1,154,203)	(4,743,774)	(1,377,091)	(5,628,171)
Other operating expense	24	(692,077)	(2,844,436)	-	-
Operating profit/(loss)		2,216,159	9,108,414	(1,295,295)	(5,293,871)
Finance costs	14, 18	(231,454)	(951,276)	(4,981)	(20,357)
Finance income	13, 20	423	1,739	25,071	102,465
Profit/(loss) before income tax		1,985,128	8,158,877	(1,275,205)	(5,211,763)
Income tax expense	25(a)	(243,336)	(1,000,111)	(9,246)	(37,788)
Profit/(loss) for the year		1,741,792	7,158,766	(1,284,451)	(5,249,551)
Other comprehensive (loss)/income –					
Currency translation difference		-	(107,258)	-	290,507
Total comprehensive income/(loss) for the year		1,741,792	7,051,508	(1,284,451)	(4,959,044)

The earnings/(loss) per share attributable to shareholders of the Company during the period are as follows:

Basic earnings/(loss) per share (cent/ riel)	31	0.07	278.44	(0.05)	(212.21)
Diluted earnings/(loss) per share (cent/ riel)	31	0.07	278.44	(0.05)	(212.21)

JS LAND PLC.

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR THEN ENDED 31 DECEMBER 2023

	USD	Share capital KHR'000 (Note 4.2)	USD	Share premium KHR'000 (Note 4.2)	Retained earnings/ (accumulated losses)		Cumulative translation difference KHR'000 (Note 4.2)	Total	
					USD	KHR'000 (Note 4.2)		USD	KHR'000 (Note 4.2)
Balance at 1 January 2023	642,750	2,571,000	2,400,458	9,601,832	(1,052,221)	(4,300,031)	324,092	1,990,987	8,196,893
Profit for the year	-	-	-	-	1,741,792	7,158,766	-	1,741,792	7,158,766
Currency translation difference	-	-	-	-	-	-	(107,258)	-	(107,258)
Balance at 31 December 2023	642,750	2,571,000	2,400,458	9,601,832	689,571	2,858,735	216,834	3,732,779	15,248,401
Balance at 1 January 2022	500,000	2,000,000	-	-	232,230	949,520	33,585	732,230	2,983,105
Shares issued (Note 15)	142,750	571,000	2,400,458	9,601,832	-	-	-	2,543,208	10,172,832
Loss for the year	-	-	-	-	(1,284,451)	(5,249,551)	-	(1,284,451)	(5,249,551)
Currency translation difference	-	-	-	-	-	-	290,507	-	290,507
Balance at 31 December 2022	642,750	2,571,000	2,400,458	9,601,832	(1,052,221)	(4,300,031)	324,092	1,990,987	8,196,893

JS LAND PLC.

STATEMENT OF CASH FLOWS

FOR THE YEAR THEN ENDED 31 DECEMBER 2023

		For the year ended 31 December 2023		For the year ended 31 December 2022	
		USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
	Note				
Cash flows from operating activities					
Profit/(loss) before income tax		1,985,128	8,158,877	(1,275,205)	(5,211,763)
Adjustments for:					
Finance costs	19	1,060,461	4,358,495	503,430	2,057,519
Expected credit loss of contract assets and receivables	24	267,457	1,099,248	-	-
Impairment on investment properties	24	238,967	982,154	-	-
Inventories written down	24	155,564	639,368	-	-
Depreciation	23, 24	106,173	436,371	77,856	318,198
Finance income	13, 20	(423)	(1,739)	(25,071)	(102,465)
Income from terminated units	21	(135,525)	(557,008)	(21,617)	(88,349)
Gain on lease termination	21	-	-	(1,350)	(5,517)
Operating profit/(loss) before working capital changes		3,677,802	15,115,766	(741,957)	(3,032,377)
Changes in working capital					
Net changes in:					
Property development costs		(29,759)	(122,309)	(6,932,472)	(28,333,013)
Real estate inventories		12,721,048	52,283,507	-	-
Receivables		(408,382)	(1,678,450)	(59,873)	(244,701)
Contract assets		(16,228,303)	(66,698,325)	319,262	1,304,824
Prepayments and other receivables		8,406	34,547	180,548	737,900
Contract costs		137,373	564,603	(31,937)	(130,527)
Other non-current assets		(20,000)	(82,200)	-	-
Trade and other payables		(2,850,479)	(11,715,467)	(332,921)	(1,360,648)
Contract liabilities		1,762,799	7,245,104	1,731,473	7,076,530
Cash used in operations		(1,229,495)	(5,053,224)	(5,867,877)	(23,982,012)
Income tax paid	25(b)	(30,623)	(125,861)	(77,517)	(316,812)
Interest received	13, 20	423	1,739	25,071	102,465
Net cash used in operating activities		(1,259,695)	(5,177,346)	(5,920,323)	(24,196,359)
Investing activities					
Acquisitions of investment properties	7	(904,683)	(3,718,247)	-	-
Acquisitions of property and equipment	6	(40,695)	(167,256)	(26,512)	(108,355)
Net cash used in investing activities		(945,378)	(3,885,503)	(26,512)	(108,355)
Financing activities					
Drawdown of borrowings	19	4,510,518	18,538,229	3,949,792	16,142,800
Interest paid on borrowings	19	(906,609)	(3,726,163)	(312,819)	(1,278,491)
Repayment of borrowings	19	(4,393,822)	(18,058,608)	(596,257)	(2,436,902)
Payment of principal portion of lease liabilities	19	(60,759)	(249,719)	(61,691)	(252,131)
Interest paid on lease liabilities	19	(5,913)	(24,302)	(4,981)	(20,357)
Additional advance from shareholders	19	5,575,542	22,915,478	2,120,093	8,664,820
Repayment of advance from shareholders	19	(2,574,771)	(10,582,309)	(1,628,458)	(6,655,508)
Proceeds from issuance of share capital		-	-	2,543,208	10,394,091
Net cash from financing activities		2,144,186	8,812,606	6,008,887	24,558,322

JS LAND PLC.

STATEMENT OF CASH FLOWS (CONTINUED)

FOR THE YEAR THEN ENDED 31 DECEMBER 2023

	Note	For the year ended 31 December 2023		For the year ended 31 December 2022	
		USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Net change in cash and cash equivalents		(60,887)	(250,244)	62,052	253,608
Cash and cash equivalents, beginning of the year	13	269,653	1,110,161	207,601	845,766
Currency translation differences		-	(7,108)	-	10,787
Cash and cash equivalents, end of the year	13	208,766	852,809	269,653	1,110,161

[The remainder of this page was intentionally left blank.]

JS LAND PLC.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR THEN ENDED 31 DECEMBER 2023

1 The Company

JS Land Plc., previously known as JS Land Limited, is a private limited company established under the laws of the Kingdom of Cambodia on 12 December 2014, pursuant to its Memorandum and Articles of Association (“MAA”) and Certificate of Incorporation No. Co. 3278 KH/2014 issued by the Ministry of Commerce (“MOC”). On 9 June 2016, the Company re-registered with MOC under its new registration number 00010332.

On 13 May 2021, the Company amended its MAA to adopt its new corporate name and its new registered business address at B2-107, The Elysee Diamond Island, Koh Pich Street, Sangkat Tonle Bassac, Khan Chamkarmon, Phnom Penh, Kingdom of Cambodia.

On 4 March 2022, the Company was successfully listed on the growth board of the Cambodia Securities Exchange. The number of new issued shares are 5,710,000 shares with a par value of KHR100 or USD0.025 per share, at an offering price of KHR1,900 or USD0.46 per share. The Company obtained approval from the MOC for the amendment of its Memorandum and Articles of Association on 21 April 2023.

The Company is principally engaged in all aspects of a real estate company, particularly in the development of building projects for sale or lease.

The Company’s second project in Sensok district, which was launched in November 2020, was completed in August 2023.

During the annual general meeting on 9 June 2023, the Company announced its intention to invest in an associate namely JS Venture Co., Ltd. As of 31 December 2023, JS Land Plc. has not yet injected any capital into JS Venture Co., Ltd.

2 Basis of preparation and statement of compliance with CIFRSs

The financial statements of the Company have been prepared in accordance with Cambodian International Financial Reporting Standards (“CIFRSs”).

CIFRSs are equivalent to International Financial Reporting Standards (“IFRSs”) as issued by the International Accounting Standards Boards (“IASB”) because IFRSs were adopted by the Accounting and Auditing Regulator of Cambodia (“ACAR”) without modification as CIFRSs.

3 Amendment Standards or Interpretations

3.1 New amendments adopted as at 1 January 2023

The following amendments are effective for the period beginning from 1 January 2023:

- Disclosure of Accounting Policies (Amendments to CIAS 1 and CIFRS Practice Statement 2)

The amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy. Examples of when an accounting policy is likely to be material are added. To support the amendment, IASB has also developed guidance and examples to explain and demonstrate the application of the ‘four- step materiality process’ described in CIFRS Practice Statement 2.

- Definition of Accounting Estimates (Amendments to IAS 8)

The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty.” Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error.

- Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (Amendments to IAS 12)

The International Accounting Standards Board (“IASB”) amends IAS 12 to provide a further exception from the initial recognition exemption. Under the amendments, an entity does not apply the initial recognition exemption for transactions that give rise to equal taxable and deductible temporary differences. Depending on the applicable tax law, equal taxable and deductible temporary differences may arise on initial recognition of an asset and liability in a transaction that is not a business combination and affects neither accounting nor taxable profit. For example, this may arise upon recognition of a lease liability and the corresponding right-of-use asset applying IFRS 16, Leases, at the commencement date of a lease. Following the amendments to IAS 12, an entity is required to recognise the related deferred tax asset and liability, with the recognition of any deferred tax asset being subject to the recoverability criteria in IAS 12.

These amendments do not have a significant impact on the Company’s financial statements.

3.2 Amendments and interpretations to existing standards that are not yet effective and have not been adopted 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:

- Classification of Liabilities as Current or Non-current (Amendments to IAS 1)
- Lease liability in a Sale and Leaseback (Amendments to IFRS 16)
- Non-current Liabilities with Covenants (Amendments to IAS 1)
- Lack of Exchangeability (Amendments to IAS 21)
- Supplier Finance Arrangement (Amendment to IAS 7 and IFRS 7)

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New Standards, amendments and Interpretations not adopted in the current year are not expected to have a material impact on the Company’s financial statements.

4 Material 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 convention and drawn up in accordance with IFRSs.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and disclosure purposes in these audited financial statements is determined on such basis.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted price, included within level 1, that are observable for the asset or liability, either directly or indirectly; and,
- Level 3 inputs are unobservable inputs for the asset or liability.

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 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 (April 2016) and have been made using the prescribed official exchange rate of USD1 to KHR rate published by the National Bank of Cambodia as follows:

	2023	2022
Closing rate	4,085	4,117
Average rate*	4,110	4,087

* The average rate is calculated using the daily rates during the year

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 this or any other rate of exchange.

Foreign currency transactions and balances

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

4.3 Revenue recognition

The Company recognises its revenue from the sale of real estate. Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers the control of a real estate to a customer.

Construction and sale of real estate

The Company constructs and sells condominium units under long-term agreements with customers. Under the terms of the Sale and Purchase Agreement ("SPA"), the Company is contractually restricted from redirecting the property to another customer, unless the customer defaulted the scheduled payments, but does not have an enforceable right to collect payment for performance completed to date. Revenue from construction of real estate is therefore recognised at a point in time, i.e., when the control over the condominium is transferred to the customer. Management considers that this method is an appropriate measure of complete satisfaction of the performance obligation under CIFRSs.

Transaction price

The Company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring control over the real estate to a customer, excluding amounts collected on behalf of third parties. The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both.

The revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Significant financing component

In determining the transaction price, the Company adjusts the amount of consideration for the effects of time value of money for payments to be received after the transfer of control over real estate to the customer, if any.

Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract assets

The Company initially recognises a contract asset upon control over real estate is transferred to the customer. The contract asset is subsequently reclassified to receivables based on the repayment schedule in the SPA.

Contract liabilities

The Company recognises a contract liability when there is an obligation to transfer control over real estate to a customer for which the Company has received consideration (or the amount is due) from the customer.

Contract costs

The Company recognises the incremental costs of obtaining a contract with a customer as an asset if the Company expects to recover those costs. The incremental costs of obtaining a contract are those costs that the Company incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Company recognises an asset from the costs incurred to fulfil a contract if those costs relate directly to a contract or to an anticipated contract that the Company can specifically identify, the costs generate or enhance resources of the Company that will be used in satisfying (or in continuing to satisfy) performance obligations in the future, and the costs are expected to be recovered.

Costs to obtain a contract that would have been incurred regardless of whether the contract was obtained are recognised as an expense when incurred, unless those costs are explicitly chargeable to the customer regardless of whether the contract is obtained.

Other income

The Company's other sources of revenue are from its other income, which is generated outside the normal course of business and is recognised when it is probable that the economic benefits will flow to the Company and it can be measured reliably.

4.4 Property and equipment

Property and equipment are initially measured at cost. The cost of an item of property and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by Management.

At the end of each reporting period, item of property and equipment measured using the cost model are carried at cost less any subsequent accumulated depreciation and impairment losses.

Depreciation is computed on the straight-line method based on the estimated useful lives of the assets as follows:

	Useful lives (years)
Building	10 years
Furniture and fixtures	4 years
Computer equipment	4 years
Office Equipment	4 years
Leasehold improvements	Shorter of lease term or 10years
Land	Indefinite

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gain or loss arising on the disposal of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

4.5 Investment properties

Investment properties are properties which are owned to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured initially at cost. Cost includes expenditures that are directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

Investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is computed on the straight-line method based on the estimated useful lives of the asset as follows:

	Useful lives
Condominium	Over 50 years
Car park	Over 30 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

4.6 Inventories

Inventories pertain to fully constructed real estates which are initially measured at cost. Subsequently, inventories are stated at the lower of cost and net realisable value. Cost of inventories include costs of construction and any other costs directly attributable to bringing the inventories to a working condition for their intended use.

The costs of inventories are calculated using specific identification of individual costs. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost to sell or the current replacement cost of the asset.

When the net realisable value of the inventories is lower than the cost, the Company provides for an allowance for the decline in the value of the inventory and recognises the write-down as an expense in the statement of comprehensive income. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

4.7 Property development costs

Property development costs are determined based on a specific identification basis. Property development costs comprising costs of land, direct materials, direct labour, borrowings costs on qualifying assets, and other direct costs attributable overheads and payments to subcontractors that meet the definition of inventories are recognised as an asset and are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable variable selling expenses. The asset is subsequently recognised as an expense in the statement of comprehensive income when or as the control of the asset is transferred to the customer at a point in time.

4.8 Impairment of non-financial assets

At the end of each reporting period, the Company assesses whether there is any indication that any of its non-financial assets may have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised as an expense, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

Impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

4.9 Financial instruments

Financial assets and financial liabilities are recognised in the Company's audited financial statements when the Company becomes a party to the contractual provisions of the instrument.

Initial recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

Classification and subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Fair value is determined in the manner described in Note 4.1.

Financial assets measured subsequently at amortised cost

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding, are subsequently measured at amortised cost using the effective interest rate method.

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

The Company's cash and cash equivalents, receivables and certain other receivables fall into this category of financial instruments.

Impairment of financial assets

CIFRS 9's impairment requirements – the 'expected credit loss ("ECL") model', use forward-looking information to recognise expected credit losses. Instruments within the scope include contract assets, receivables, cash and cash equivalents and certain other receivables, which the company recognises lifetime ECL for these instruments.

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 ECL' are recognised for the "Stage 1" financial instruments while 'lifetime ECL' are recognised for "Stage 2" and "Stage 3" financial instruments.

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.

Derecognition

The Company derecognises a financial asset only when the contractual rights to the asset's cash flows expire or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL. Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not (i) held-for-trading, or (ii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the Company exchanges with the existing lender one debt instrument into another one with substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Company accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is at least 10 percent different from the discounted present value of the remaining cash flows of the original financial liability.

If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after modification should be recognised in profit or loss as the modification gain or loss within other gains and losses.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by Company are recognised at the proceeds received, net of direct issue costs.

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are considered as a deduction from the proceeds, net of tax.

Share premium

The share premium mainly represents the excess amount received by the Company over the par value of its shares pursuant to the issuance of shares, net of transaction costs directly attributable to the issuance.

Retained earnings

Retained earnings represent accumulated profit attributable to equity holders of the Company after deducting dividends declared. Retained earnings may also include effect of changes in accounting policy as may be required by the standard's transitional provisions.

Other components of equity include cumulative difference on translation of USD to KHR.

4.10 Cash and cash equivalents

Cash and cash equivalents comprises cash on hand and deposits in banks which are subject to an insignificant risk of changes in value.

4.11 Prepayments

Prepayments represent expenses not yet incurred but already paid in cash. Prepayments are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are charged to profit or loss as they are consumed in operations or expire with the passage of time.

Prepayments are classified in the statement of financial position as current assets when the costs related to the prepayments are expected to be incurred within one year or the Company's normal operating cycle, whichever is longer. Otherwise, prepayments are classified as non-current assets.

4.12 Provisions, contingent assets and contingent liabilities

Provisions

Provisions are recognised when the Company has a present obligation, either legal or constructive, as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised is the best estimate of the consideration required to settle the present obligation at the end of each reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation; its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that a transfer of economic benefits will be required to settle the obligation, the provision should be reversed.

Contingent assets and liabilities

Contingent assets and liabilities are not recognised because their existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent assets are not recognised, but are disclosed only when an inflow of economic benefits is probable. When the realisation of income is virtually certain, asset should be recognised.

Contingent liabilities are disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote.

4.13 Expenses

Expenses are recognised in profit or loss when a decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably. Expenses are recognised in profit or loss:

- i) on the basis of a direct association between the costs incurred and the earning of specific items of income;
- ii) on the basis of systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association with income can only be broadly or indirectly determined; or,
- iii) immediately when an expenditure produces no future economic benefits or when, and to the extent that, future economic benefits do not qualify, or cease to qualify, for recognition in the statements of financial position as an asset.

Expenses in the statement of comprehensive income are presented using the function of expense method.

4.14 Leases

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

At the date of initial adoption, the lease liability was discounted at an incremental borrowing rate of 7.5% per annum.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and,
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as separate line in the statements of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The Company did not make any such adjustments during the periods presented.

Right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under CIAS 37. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the statements of financial position. The Company applies CIAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property and equipment' policy.

As a practical expedient, CIFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement.

4.15 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in statement of comprehensive income in the period in which they are incurred.

4.16 Related party transactions

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. In addition:

- i. A person or a close member of that person's family is related to the Company if that person:
 - a. Has control or joint control over the Company;
 - b. Has significant influence over the Company; or,
 - c. Is a member of the key management of the ultimate holding company of the Company, or the Company.
- ii. An entity is related to the Company if any of the following conditions applies:
 - d. The entity and the Company are members of the same group.
 - e. One entity is an associate or joint venture of the other entity.
 - f. Both entities are joint ventures of the same third party.
 - g. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - h. The entity is a post-employment benefit plan for the benefits of employees of either the Company or an entity related to the Company.
 - i. The entity is controlled or jointly-controlled by a person identified in i. above.
 - j. A person identified in i.a. above has significant influence over the entity or is a member of the key management of the ultimate holding company or the entity.
 - k. The entity, or any member of a group of which it is a part, provides key management services to the Company or to the parent of the Company.

4.17 Income taxes

Income tax expense represents the sum of the current tax and deferred tax expense.

Current tax

The current tax expense is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statements of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's current tax expense is calculated using 20% corporate income tax rate or 1% minimum tax rate, whichever is higher.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the audited financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Deferred tax liabilities are generally recognised for all taxable temporary differences. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

4.18 Events after reporting period

The Company identifies events after the end of each reporting period as those events, both favourable and unfavourable, that occur between the end of the reporting period and the date when the audited financial statements are authorised for issue. The audited financial statements of the Company are adjusted to reflect those events that provide evidence of conditions that existed at the end of the reporting period. Non-adjusting events after the end of the reporting period are disclosed in the notes to the audited financial statements when material.

4.19 Operating segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenue and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

The Company has one reportable segment, namely real estate construction. The chief operating decision maker reviews the internal management report, which reports the performance of the segment as a whole, to assess performance of the reportable segment.

5 Significant accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, Management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on the historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Significant judgements in applying accounting policies

The following are the significant judgments, apart from those involving estimations, that Management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in audited financial statements.

Determining the timing of satisfaction of performance obligations

The Company assessed that there is only one performance obligation and that revenue arising from such qualify for recognition at a point in time, when the control over real estate is transferred to the customer.

Determining the transaction price and the amounts allocated to performance obligation

The Company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring control over the real estate to a customer, excluding amounts collected on behalf of third parties.

The Company assessed that there is only one performance obligation for each SPA that it has entered and that revenue arising from such agreements qualify for recognition at a point in time based on the transfer of control. Control over real estate refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from the asset. The Company allocates the transaction price to one performance obligation and recognises revenue at a point in time.

Determining the amount of contract costs

The Company assessed that incremental costs of obtaining a contract with a customer such as sales commissions paid are costs that the Company incurs that would not have incurred if the contract had not been obtained and should be recognised as an asset.

Income tax expense

The Company will recognise 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 a tax expense will be made following examination by the GDT. When the final tax outcome of these matters is different from the amount that were initially recognised, such differences will impact the tax provision in the financial year in which such determination is made.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimating loss allowance for expected credit losses

The Company measures expected credit losses of a financial instrument in a way that reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, the time value of money and information about past events, current conditions and forecasts of future economic conditions. When measuring ECL the Company uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Estimating useful lives of assets

The useful lives of the Company's assets with definite life are estimated based on the period over which the assets are expected to be available for use. The estimated useful lives of Company's property and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the Company's assets.

In addition, the estimation of the useful lives is based on the Company's collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of property, plant and equipment would increase the recognised operating expenses and decrease non-current assets.

Estimating cost of right-of-use assets

Determining the cost of right-of-use asset includes the amount of lease liability recognised and the estimated costs to be incurred in dismantling and removing its underlying asset or restoring to the condition required by the contract.

Impairment of non-financial assets

The Company performs an impairment review when certain impairment indicators are present.

Determining the recoverable amount of property and equipment which require the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, requires the Company to make estimates and assumptions that can materially affect the audited financial statements. Future events could cause the Company to conclude that property and equipment are impaired. Any resulting impairment loss could have a material adverse impact on the financial condition and results of operations.

The preparation of the estimated future cash flows involves significant judgment and estimations. While the Company believes that its assumptions are appropriate and reasonable, significant changes in the assumptions may materially affect the assessment of recoverable values and may lead to future additional impairment charges.

Deferred tax assets

The Company reviews the carrying amounts at the end of each reporting period and reduces deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. However, there is no assurance that the Company will generate sufficient taxable profit to allow all or part of its deferred tax assets to be utilised.

Estimating net realisable value of inventories

The net realisable value of inventories represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The Company determines the estimated selling price based on the recent sale transactions of similar goods with adjustments to reflect any changes in economic conditions since the date the transactions occurred. The Company records provision for excess of cost over net realisable value of inventories. While the Company believes that the estimates are reasonable and appropriate, significant differences in the actual experience or significant changes in estimates may materially affect the profit or loss and equity.

[The remainder of this page was intentionally left blank.]

6 Property and equipment

Movements in the carrying amount of the Company's property and equipment are as follows:

	Land USD	Buildings USD	Furniture and fixtures USD	Office equipment USD	Computer equipment USD	Leasehold improvements USD	Fixed asset in progress USD	USD	Total KHR'000 (Note 4.2)
Gross carrying amount									
Balance as at 1 January 2023	560,000	97,646	16,720	2,816	4,143	16,504	21,381	719,210	2,960,988
Additions	-	-	-	4,200	-	-	36,495	40,695	167,256
Currency translation difference	-	-	-	-	-	-	-	-	(24,032)
Balance as at 31 December 2023	560,000	97,646	16,720	7,016	4,143	16,504	57,876	759,905	3,104,212
Accumulated depreciation									
Balance as at 1 January 2023	-	(27,306)	(9,234)	(1,103)	(2,416)	(3,300)	-	(43,359)	(178,509)
Depreciation	-	(9,764)	(3,570)	(991)	(401)	(1,652)	-	(16,378)	(67,314)
Currency translation difference	-	-	-	-	-	-	-	-	1,797
Balance as at 31 December 2023	-	(37,070)	(12,804)	(2,094)	(2,817)	(4,952)	-	(59,737)	(244,026)
Carrying amount as at 31 December 2023	560,000	60,576	3,916	4,922	1,326	11,552	57,876	700,168	2,860,186

Fixed assets in progress consist of leasehold improvements, software, and equipment under construction or installation intended use for daily operation. The amount is stated at the cost of the property and equipment under construction or installation until the property and equipment are ready for their intended use. Assets in progress are not depreciated until they are completed and ready for their intended use.

6 Property and equipment (continued)

	Land USD	Buildings USD	Furniture and fixtures USD	Office equipment USD	Computer equipment USD	Leasehold improvements USD	Fixed asset in progress USD	USD	Total KHR'000 (Note 4.2)
Gross carrying amount									
Balance as at 1 January 2022	560,000	96,500	15,320	-	4,374	16,504	-	692,698	2,822,052
Reclassification	-	-	-	1,551	(1,551)	-	-	-	-
Additions	-	1,146	1,400	1,265	1,320	-	21,381	26,512	108,355
Currency translation difference	-	-	-	-	-	-	-	-	30,581
Balance as at 31 December 2022	560,000	97,646	16,720	2,816	4,143	16,504	21,381	719,210	2,960,988
Accumulated depreciation									
Balance as at 1 January 2022	-	(17,570)	(5,620)	-	(2,397)	(1,650)	-	(27,237)	(110,964)
Reclassification	-	-	-	(477)	477	-	-	-	-
Depreciation	-	(9,736)	(3,614)	(626)	(496)	(1,650)	-	(16,122)	(65,891)
Currency translation difference	-	-	-	-	-	-	-	-	(1,654)
Balance as at 31 December 2022	-	(27,306)	(9,234)	(1,103)	(2,416)	(3,300)	-	(43,359)	(178,509)
Carrying amount as at 31 December 2022	560,000	70,340	7,486	1,713	1,727	13,204	21,381	675,851	2,782,479

On 1 August 2016, the Company entered into a Contract and Declaration of Trust with its shareholder to hold a parcel of land used for its showroom.

As at 31 December 2023, Management believes that the recoverable amounts of the Company's property and equipment exceed their carrying amounts, accordingly, no impairment loss was recognised.

7 Investment properties

	2023		2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Cost				
Balance as at beginning of the year	-	-	-	-
Additions	904,683	3,718,247	-	-
Transferred from property development	1,629,360	6,696,670	-	-
Transferred from inventory	398,688	1,638,608	-	-
Currency translation difference	-	(73,319)	-	-
Balance as at end of the year	2,932,731	11,980,206	-	-
Accumulated depreciation				
Balance as at beginning of the year	-	-	-	-
Impairment	(238,967)	(982,154)	-	-
Depreciation	(28,676)	(117,858)	-	-
Currency translation difference	-	6,690	-	-
Balance as at end of the year	(267,643)	(1,093,322)	-	-
Carrying amount as at end of the year	2,665,088	10,886,884	-	-

During the year, the Company purchased several units of condominiums and furniture with the purpose to earn rental income.

Included in the above are:

	31 December 2023		31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Car park	1,629,360	6,655,936	-	-
Condominium	1,286,507	5,255,381	-	-
Furniture	16,864	68,889	-	-
	2,932,731	11,980,206	-	-

Income and expenses recognised in profit or loss:

	For the year ended 31 December 2023		For the year ended 31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Rental income (note 21)	13,376	54,975	-	-
Direct operating expenses (note 24)				
Depreciation	28,676	117,858	-	-
Commission	1,413	5,808	-	-

8 Real estate inventories

Details of the Company's inventories are as follows:

	31 December 2023		31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Condominium units	4,041,957	16,511,395	76,246	313,905
Car park lots	619,157	2,529,256	-	-
Commercial units	132,755	542,304	-	-
	4,793,869	19,582,955	76,246	313,905
Less: inventories written down	(155,564)	(635,368)	-	-
Currency translation difference	-	(111)	-	-
	4,638,305	18,947,476	76,246	313,905

The cost of inventories sold during the period amounted USD12,794,864 or KHR52,586,891 (2022: Nil) and is recognised as cost of real estate sale.

As at 31 December 2023, inventories with a cost of USD38,123 or KHR155,732,000 (31 December 2022: USD38,123 or KHR156,952,000) have been pledged as security for the Company's borrowings as disclosed in Note 18(a).

During the year, the Company rescinded purchase agreements with multiple defaulted customers, subsequently repossessing and categorising the sold properties as part of its inventories.

9 Property development costs

Movements in the carrying amount of the Company's property development costs are as follows:

	2023		2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Cost				
Balance as at beginning of the year	12,380,547	50,970,712	5,448,075	22,195,458
Land held for property development	-	-	1,800,000	7,356,600
Capitalised as inventory during the year	(16,236,646)	(66,732,615)	-	-
Capitalised as investment properties during the year	(1,629,360)	(6,696,670)	-	-
Capitalised development costs during the year	7,295,859	29,985,980	5,132,472	20,976,413
Currency translation difference	-	(131,923)	-	442,241
Balance as at end of the year	1,810,400	7,395,484	12,380,547	50,970,712

In 2022, the Company entered into a contract with the third party to purchase a parcel of land for the construction of its third project.

10 Contract costs

	USD	2023 KHR'000 (Note 4.2)	USD	2022 KHR'000 (Note 4.2)
Balance as at beginning of the year	137,373	565,565	105,436	429,546
Additions	18,692	76,824	31,937	130,527
Recognised as expense	(156,065)	(641,427)	-	-
Currency translation difference	-	(962)	-	5,492
Balance as at end of the year	-	-	137,373	565,565

Costs to obtain contracts represent to commission fees paid to intermediaries to obtain residential property sales contracts.

11 Contract assets/(liabilities)

The details of the Company's contract assets/(liabilities) are as follows:

	USD	2023 KHR'000 (Note 4.2)	USD	2022 KHR'000 (Note 4.2)
Cost				
Balance as at beginning of the year	(663,254)	(2,730,617)	1,394,135	5,679,706
Income recognised during the year from real estate sales (included VAT)	18,454,805	75,849,249	-	-
Asset repossessed	(1,600,713)	(6,578,930)	-	-
Billings	(3,692,937)	(15,177,971)	(2,057,389)	(8,408,549)
Expected credit loss	(241,326)	(991,850)	-	-
Currency translation difference	-	(301,772)	-	(1,774)
Balance as at end of the year	12,256,575	50,068,109	(663,254)	(2,730,617)

All the contract liabilities recognised from the prior year were recorded as revenue as at 31 December 2023 (2022: nil).

During the year, the Company has rescinded the agreements of several defaulted customers, resulting in a write-off of USD241,326 or KHR991,850,000 and a recovery of USD1,600,713 or KHR6,578,930,000, which were transferred to inventory accordingly.

The table below presents the carrying amounts of the Company's contract assets/(liabilities):

	31 December 2023 USD	31 December 2023 KHR'000 (Note 4.2)	31 December 2022 USD	31 December 2022 KHR'000 (Note 4.2)
Contract assets	12,256,575	50,068,109	2,695,421	11,097,048
Contract liabilities	-	-	(3,358,675)	(13,827,665)
	12,256,575	50,068,109	(663,254)	(2,730,617)

The table below presents the carrying amounts of the Company's contract assets:

	31 December 2023		31 December 2022	
	USD	KHR'000	USD	KHR'000
		(Note 4.2)		(Note 4.2)
Current	1,873,742	7,654,236	2,695,421	11,097,048
Non-current	10,382,833	42,413,873	-	-
	12,256,575	50,068,109	2,695,421	11,097,048

Receivables pertaining to uncollected amounts due from customers based on the repayment schedule per sale and purchase agreement. Details of the Company's contract receivables are as follows:

	31 December 2023		31 December 2022	
	USD	KHR'000	USD	KHR'000
		(Note 4.2)		(Note 4.2)
Contract receivables	616,638	2,518,966	79,263	326,326
Asset repossessed	(128,993)	(526,936)	-	-
Expected credit loss	(26,131)	(106,745)	-	-
	461,514	1,885,285	79,263	326,326

Expenses recognised in profit or loss are summarised as follows:

	For the year ended		For the year ended	
	31 December 2023		31 December 2022	
	USD	KHR'000	USD	KHR'000
		(Note 4.2)		(Note 4.2)
Expected credit loss of contract assets and receivables	267,457	1,099,248	-	-

12 Prepayments and other receivables

Details of the Company's prepayments and other receivables are as follows:

	31 December 2023		31 December 2022	
	USD	KHR'000	USD	KHR'000
		(Note 4.2)		(Note 4.2)
Receivables from a related party	4,850	19,812	4,067	16,744
Liquidated damages receivables	-	-	305,000	1,255,685
VAT input	-	-	33,339	137,257
Advance payments	-	-	27,500	113,218
Prepayments	-	-	12,500	51,463
Deposits	-	-	1,640	6,749
Other receivables	4,951	20,225	-	-
	9,801	40,037	384,046	1,581,116

13 Cash and cash equivalents

Cash and cash equivalents at the end of the reporting period as shown in the statements of cash flows can be reconciled to the related items in the statements of financial position as follow:

	31 December 2023		31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Cash in banks	192,168	785,006	207,857	855,747
Cash on hand	16,598	67,803	61,796	254,414
	208,766	852,809	269,653	1,110,161

Interest income earned on cash in banks amounted to USD423 or KHR1,739,000 during the year (31 December 2022: USD2,471 or KHR10,099,000).

As of 31 December 2023, the Company holds refundable deposits and advance payment received from the residents for renovation, management fee and sinking fund amounted to USD47,919 or KHR195,749,000.

Additionally, the Company has made payment on behalf for the property management of the Garden Residency 2 during the reporting date, totalling USD16,806 or KHR68,653,000. These payments included operating expense, utility expense.

The net amounts of refundable deposits and advance payment as of 31 December 2023 after considering the offset with payments made on behalf amounts to USD31,113 or KHR127,096,000. The Company manages these transactions in accordance with its policies.

The Company treats the refundable deposits received as off-balance sheet items until the occurrence of events triggering the refund obligation. Similarly, the payments are considered off-balance sheet items until reimbursement or settlement occurs.

14 Right-of-use assets and lease liabilities

The Company has a lease contract with one of its shareholders for the building that is used as its corporate office for a period of two non-cancellable years started from 1 July 2023. The Company is not restricted from assigning and subleasing the leased asset.

Movements in the carrying amount of the Company's right-of-use assets are as follows:

	USD	2023 KHR'000 (Note 4.2)	USD	2022 KHR'000 (Note 4.2)
Cost				
Balance as at beginning of the year	123,468	508,318	148,006	602,977
Additions	121,008	497,343	-	-
Lease expiration	(123,468)	(507,453)	(24,538)	(100,287)
Currency translation difference	-	(3,890)	-	5,628
Balance as at end of the year	121,008	494,318	123,468	508,318
Accumulated depreciation				
Balance as at beginning of the year	(92,601)	(381,239)	(54,015)	(220,058)
Amorisation	(61,119)	(251,199)	(61,734)	(252,307)
Lease expiration	123,468	507,453	23,148	94,606
Currency translation difference	-	1,405	-	(3,480)
Balance as at end of the year	(30,252)	(123,580)	(92,601)	(381,239)
Carrying amount as at end of the year	90,756	370,738	30,867	127,079

Lease liabilities pertain to the present value of lease payments over the term of the lease agreements.

Movements in lease liabilities are as follows:

	USD	2023 KHR'000 (Note 4.2)	USD	2022 KHR'000 (Note 4.2)
Balance as at beginning of the year	32,619	134,292	97,050	395,382
Additions	121,008	497,343	-	-
Derecognised lease	-	-	(1,390)	(5,681)
Interest expense	5,913	24,302	4,981	20,357
Repayment of principal	(60,759)	(249,719)	(61,691)	(252,131)
Repayment of interest	(5,913)	(24,302)	(4,981)	(20,357)
Gain on lease termination	-	-	(1,350)	(5,517)
Currency translation difference	-	(2,550)	-	2,239
Balance as at end of the year	92,868	379,366	32,619	134,292

The table below presents the carrying amounts of the Company's lease liabilities:

	31 December 2023 USD	31 December 2023 KHR'000 (Note 4.2)	31 December 2022 USD	31 December 2022 KHR'000 (Note 4.2)
Current	60,436	246,881	32,619	134,292
Non-current	32,432	132,485	-	-
	92,868	379,366	32,619	134,292

Interest rate underlying the lease liabilities is 9.5% (2022: 7.5%).

The details of future minimum lease payments are summarised below:

	Within one year USD	1 – 2 years USD	31 December 2023 USD	31 December 2023 Total KHR'000 (Note 4.2)
Lease payments	66,672	33,337	100,009	408,537
Finance charges	(6,236)	(905)	(7,141)	(29,171)
Net present value	60,436	32,432	92,868	379,366

	Within one year USD	1 – 2 years USD	31 December 2022 USD	31 December 2022 Total KHR'000 (Note 4.2)
Lease payments	33,336	-	33,336	137,244
Finance charges	(717)	-	(717)	(2,952)
Net present value	32,619	-	32,619	134,292

Expenses related to short-term leases during the period amounted to USD267 or KHR1,097,000 (2022: USD289 or KHR1,181,000), as disclosed in Note 23.

15 Share capital

The Company is originally authorised with KHR20,000,000 share capital (equivalent to USD5,000) represented by 5,000 ordinary shares, having a par value of USD1 per share.

On 13 May 2021, the Company sent a request letter to the MOC to increase its authorised share capital to KHR2,000,000,000 (equivalent to USD500,000), represented by 20,000,000 ordinary shares with par value of KHR100 or USD0.025 per share. The request was approved by the MOC on 19 May 2021. The amended authorised share capital is fully issued and paid-up.

On 4 March 2022, the Company was successfully listed on the growth board of the Cambodia Securities Exchange. The number of new issued shares are 5,710,000 shares with a par value of KHR100 or USD0.025 per share, at an offering price of KHR1,900 or USD0.46 per share. The Company obtained approval from the MOC for the amendment of its Memorandum and Articles of Association on 21 April 2023.

The movement in the authorised share capital are as follows:

	2023			2022		
	Number of shares	USD	Amount KHR'000 (Note 4.2)	Number of shares	USD	Amount KHR'000 (Note 4.2)
As at beginning of the year	25,710,000	642,750	2,571,000	20,000,000	500,000	2,000,000
Issuance of share capital	-	-	-	5,710,000	142,750	571,000
As at end of the year	25,710,000	642,750	2,571,000	25,710,000	642,750	2,571,000

The movements in the paid-up capital are as follows:

	2023			2022		
	Number of shares	USD	Amount KHR'000 (Note 4.2)	Number of shares	USD	Amount KHR'000 (Note 4.2)
As at beginning of the year	25,710,000	642,750	2,571,000	20,000,000	500,000	2,000,000
Share issued	-	-	-	5,710,000	142,750	571,000
As at end of the year	25,710,000	642,750	2,571,000	25,710,000	642,750	2,571,000

16 Share premium

The share premium mainly represents the excess amount received by the Company over the par value of its shares pursuant to the issuance of shares, net of transaction costs directly attributable to the issuance.

17 Trade and other payables

The details of this account consist of:

	31 December 2023		31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Trade payables*	5,122,522	20,925,502	2,065,224	8,502,527
Output value-added tax ("VAT")	704,222	2,876,747	-	-
Other taxes payables	35,603	145,438	178,209	733,686
Rental deposit	4,360	17,811	-	-
Other payables	18,894	77,182	61,682	253,945
	5,885,601	24,042,680	2,305,115	9,490,158

*Includes payable for the purchase of a parcel of land for future project development amounted to USD800,000.

Non-current trade payables amounted to USD653,707 or KHR2,670,393,000 represent retention sum associated with construction contracts, which is repayable 24 months after the completion of construction project.

18 Borrowings

This account is composed of:

	31 December 2023		31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Loans from commercial banks (a)	6,296,783	25,722,358	4,509,164	18,564,228
Loans from related parties (b)	1,076,096	4,395,852	2,099,080	8,641,913
Loan from third parties (c)	200,000	817,001	700,000	2,881,900
	7,572,879	30,935,211	7,308,244	30,088,041

- a. On 1 August 2019, the Company entered in a contract with a reputable commercial bank to obtain loan amounting to USD960,000. The loan bears interest at the rate of 8.5% per annum, which will mature on 31 August 2021, and is secured by a mortgage over the Company's real estate inventories as disclosed in Note 8. Upon maturity, the term of the loan was extended until 31 August 2023 and bears interest at rate of 9% per annum. This loan was further extended up until 2 September 2024 and bears interest at rate of 12% per annum.

In September 2021, the Company entered in several contracts with a reputable commercial bank to obtain loan totalling USD1,994,893. The loans are unsecured, bear interest at the rate of 8.5% per annum and will mature in September 2036.

On 12 May 2022, the Company entered in a contract with a reputable commercial bank to obtain loan amounting to USD4,000,000. The loan bears interest at the rate of 8.5% per annum, which will mature on 13 May 2027, and is secured by a joint mortgage and guarantee from six shareholders of the Company. The first drawdown was in July 2022.

- b. Loans from related parties bear interest of 15% per annum. These loans are unsecured and are payable on demand.

Movements in the loan from related parties are disclosed in Note 20.

c. Details of the loan from individual third parties are as below:

Date of contract	Principal amount (USD)	Security	Effective interest rate	Maturity date
26 December 2022	200,000	Unsecured	18%	25 December 2024
Total	200,000			

The table below presents the carrying amounts of the Company's borrowing:

	31 December 2023		31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Current				
Loans from commercial banks (a)	585,797	2,392,980	639,916	2,634,534
Loans from related parties (b)	1,076,096	4,395,852	2,099,080	8,641,913
Loan from third parties (c)	-	-	500,000	2,058,500
Non current				
Loans from commercial banks (a)	5,710,986	23,329,378	3,869,248	15,929,694
Loan from third parties (c)	200,000	817,001	200,000	823,400
	7,572,879	30,935,211	7,308,244	30,088,041

Interest expense during the year, which was capitalised as part of property development costs, with details as follows:

	For the year ended 31 December 2023		For the year ended 31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Bank loans	305,265	1,254,639	304,987	1,246,482
Loans from related parties	273,666	1,124,767	185,962	760,027
Loans from third parties	250,076	1,027,812	7,500	30,653
	829,007	3,407,218	498,449	2,037,162

Interest expense amounted to USD225,541 or KHR951,276 was charged out to profit or loss after completion of the property development.

[The remainder of this page was intentionally left blank.]

19 Reconciliation of liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities are classified as follows:

	1 January 2023 USD	Recognition of lease liabilities USD	Non-cash flows				Cash flows			31 December 2023	
			Interest expense USD	Gain on lease termination USD	Payment on behalf USD	Collection on behalf USD	Proceeds USD	Repayments of principal USD	Repayments of interest USD	USD	KHR'000 (Note 4.2)
Borrowings	7,308,244	-	1,054,548	-	-	-	4,510,518	(4,393,822)	(906,609)	7,572,879	30,935,211
Lease liabilities	32,619	121,008	5,913	-	-	-	-	(60,759)	(5,913)	92,868	379,366
Amount due to shareholders	1,731,823	-	-	-	16,098	(39,670)	5,575,542	(2,574,771)	-	4,709,022	19,236,355
	9,072,686	121,008	1,060,461	-	16,098	(39,670)	10,086,060	(7,029,352)	(912,522)	12,374,769	50,550,932

	1 January 2022 USD	Derecognition of lease liabilities USD	Non-cash flows				Cash flows			31 December 2022	
			Interest expense USD	Gain on lease termination USD	Payment on behalf USD	Collection on behalf USD	Proceeds USD	Repayment of principal USD	Repayments of interest USD	USD	KHR'000 (Note 4.2)
Borrowings	3,769,079	-	498,449	-	-	-	3,949,792	(596,257)	(312,819)	7,308,244	30,088,041
Lease liabilities	97,050	(1,390)	4,981	(1,350)	-	-	-	(61,691)	(4,981)	32,619	134,292
Amount due to shareholders	1,268,459	-	-	-	-	(28,271)	2,120,093	(1,628,458)	-	1,731,823	7,129,915
	5,134,588	(1,390)	503,430	(1,350)	-	(28,271)	6,069,885	(2,286,406)	(317,800)	9,072,686	37,352,248

20 Related party transactions

The following balances are outstanding with related parties:

Related party	31 December 2023		31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Shareholders and directors				
Amount due to shareholders – net of current portion	3,500,000	14,297,500	-	-
Amount due to shareholders	1,209,022	4,938,855	1,731,823	7,129,915
Borrowings	1,076,096	4,395,852	2,099,080	8,641,913
Contract asset	407,534	1,664,777	-	-
Contract liabilities	-	-	389,899	1,605,214
Refundable deposit*	20,000	81,700	-	-
Receivable	4,009	16,377	-	-
Company under common control				
Receivables from a related party	4,850	19,812	-	-

Amounts due to shareholders are advances received and payments of expense made by the shareholders on behalf of the Company. These amounts are unsecured, interest-free, and repayable on demand, except for the amount of USD3,500,000, which is repayable after 2024.

Details of borrowings are disclosed in Note 18.

*Refundable deposit is paid to the relevant authority to obtain trust license for a shareholder to hold properties on behalf of the Company.

[The remainder of this page was intentionally left blank.]

During the year, the following transactions with related parties are recorded.

Related party and relationship	Transactions	For the year ended 31 December 2023		For the year ended 31 December 2022	
		USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Shareholder	Advances received	5,575,542	22,915,478	2,120,093	8,664,820
	Repayment of principal	2,331,840	9,583,862	384,064	1,569,670
	Repayment of advance	2,574,771	10,582,309	1,628,458	6,655,508
	Proceeds from borrowings	1,176,720	4,836,319	1,249,792	5,107,900
	Interest expense	295,108	1,212,894	185,962	760,027
	Repayment of interest	164,171	674,743	-	-
	Collections on behalf of the Company	39,670	163,044	324,093	1,324,568
	Deposits paid	20,000	82,200	-	-
	Payments made on behalf of the Company	16,098	66,163	5,061	22,891
	Receivable	4,009	16,477	-	-
	Processing fees	1,200	4,932	-	-
Company under common control	Management fee	29,977	123,205	23,847	97,463
	Accounting fee	21,047	86,503	20,931	85,545
	Loan provided	50,000	205,500	1,130,000	4,618,310
	Loan collection	50,000	205,500	1,130,000	4,618,310
	Payment on behalf	47,979	197,194	48,526	198,326
	Interest income	-	-	22,600	92,366
	Service render	121	497	-	-

Transactions with key management personnel

Key management personnel are defined as those persons having and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly. Key management includes all the directors of the Company. Transactions with key management personnel are as follows:

	For the year ended 31 December 2023		For the year ended 31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Directors' benefits	390,744	1,605,958	320,104	1,308,265

21 Other income

	For the year ended 31 December 2023		For the year ended 31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Premium on deferred payment	157,385	646,852	35,840	146,478
Income from terminated units	135,525	557,008	21,617	88,349
Gain on foreign exchange	18,392	75,591	7,670	31,347
Rental income	13,376	54,975	-	-
Gain on lease termination	-	-	1,350	5,517
Others	10,960	45,046	15,319	62,609
	335,638	1,379,472	81,796	334,300

22 Selling and marketing expense

	For the year ended 31 December 2023		For the year ended 31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Commission	163,096	670,325	-	-
Marketing	92,334	379,492	-	-
	255,430	1,049,817	-	-

23 General and administrative expenses

Details of the Company's general and administrative expenses are as follows:

	For the year ended 31 December 2023		For the year ended 31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Salaries	533,816	2,193,984	427,882	1,748,754
Professional fees	146,032	600,192	297,484	1,215,817
Non-deductible taxes	115,177	473,377	35,274	144,165
Upkeep	79,151	325,311	-	-
Depreciation (Notes 6 and 14)	77,497	318,513	77,856	318,198
Management fee	76,905	316,080	122,255	499,656
Audit fees	38,050	156,385	35,300	144,271
Processing fees	14,902	61,247	2,500	10,218
Travel	11,518	47,339	5,137	20,995
Insurance	6,162	25,326	1,428	5,836
Utilities	5,591	22,979	2,997	12,249
Printing and stationeries	4,138	17,007	2,619	10,704
Gifts and donation	2,630	10,809	1,050	4,291
Repairs and maintenance	2,423	9,959	3,116	12,735
Staff welfare and refreshment	1,945	7,994	298	1,218
Communication	1,592	6,543	1,841	7,524
Staff benefit	866	3,559	154	629
Bank charges	543	2,232	347	1,418
Rental	267	1,097	289	1,181
Tax penalty	-	-	274,350	1,121,268
Others	34,998	143,841	84,914	347,044
	1,154,203	4,743,774	1,377,091	5,628,171

24 Other operating expense

	For the year ended 31 December 2023		For the year ended 31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Impairment on investment properties	238,967	982,154	-	-
Expected credit loss of contract assets and receivable	267,457	1,099,248	-	-
Inventories written down	155,564	639,368	-	-
Depreciation (Note 7)	28,676	117,858	-	-
Commission	1,413	5,808	-	-
	692,077	2,844,436	-	-

25 Income tax

(a) Income tax expense

In accordance with Cambodia's Law on Taxation, the Company has an obligation to pay tax on income of the higher of either the tax on income at the rate of 20% of taxable income or a minimum tax at 1% of annual turnover inclusive of all taxes, except value-added tax. The minimum tax is due irrespective of the taxpayer's profit or loss position.

Components of income tax expense charged to profit or loss are as follows:

	For the year ended 31 December 2023		For the year ended 31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Current income tax expense	214,536	881,743	9,246	37,788
Under provision in prior years	28,800	118,368	-	-
Income tax expense	243,336	1,000,111	9,246	37,788

Reconciliation between profit/(loss) before income tax and estimated corporate income tax

The reconciliation between accounting profit/(loss) before income tax and estimated corporate income tax is shown below:

	For the year ended 31 December 2023		For the year ended 31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
Profit/(loss) before income tax	1,985,128	8,158,877	(1,275,205)	(5,211,763)
Add: Non-deductible expenses	744,171	3,058,543	1,367,662	5,589,635
Less: Utilisation of previously unrecognised tax losses	(583,936)	(2,399,977)	-	-
Taxable income for the year	2,145,363	8,817,443	92,457	377,872
Income tax at applicable rate of 10%* (A)	214,536	881,743	9,246	37,788
Minimum tax at rate 1% (B)	146,581	602,448	-	-
Income tax expense (higher of A or B)	214,536	881,743	9,246	37,788
Under provision in prior year	28,800	118,368	-	-
Income tax expense	243,336	1,000,111	9,246	37,788

Having been successfully listed on the CSX, the Company is entitled to a temporary postponement on the prepayment of profit tax for a period of 3 years after listing in accordance with Prakas No. 855 of the Ministry of Economy and Finance ("MEF") dated 24 July 2015. The Company has submitted its application to the General

Department of Taxation ("GDT") through the Securities and Exchange Regulator of Cambodia ("SERC") to enjoy the tax incentives.

On 29 April 2022, the Company received a letter of approval from the GDT to defer the Company's 1% prepayment of profit tax from December 2021 until December 2024.

* In accordance with Sub-decree dated 24 February 2022 issued by the Royal Government of Cambodia, entities that list or offer either stock or debt security are entitled to enjoy 50% reduction of the annual tax on income liability for first three years. The tax on income incentive is calculated based on percentage of stock securities issued. On 15 June 2022, the Company obtained letter No. 13051 issued by the GDT to approve its application for this tax on income incentive from 2022 until 2024.

(b) Current income tax payable

	USD	2023 KHR'000 (Note 4.2)	USD	2022 KHR'000 (Note 4.2)
As at beginning of the year	1,804	7,427	70,075	285,486
Charge during the year	214,536	881,743	9,246	37,788
Income tax paid	(30,623)	(125,861)	(77,517)	(316,812)
Under provision in prior year	28,800	118,368	-	-
Currency translation difference	-	(5,375)	-	965
As at end of the year	214,517	876,302	1,804	7,427

(c) Tax losses carried forward

In accordance with the Prakas on Tax on Income, in order for tax losses to be carried forward and utilised against taxable income in subsequent years, the following conditions should be met:

- The loss must be recorded in the TOI return and submitted to the GDT on time;
- Continuity of the business activity of the Company; and,
- No tax unilateral reassessment on the tax losses has been made by the GDT during the tax year.

Tax losses for which no deferred tax asset has been recognised expire as follows:

Operating year	Can be utilised up to	Estimated unused tax loss USD	Utilised up to 31 December 2023 USD	Unutilised as at 31 December 2023 USD	Unutilised as at 31 December 2023 KHR'000 (Note 3.2)
2022	2027	583,936	583,936	-	-

Tax losses can be carried forward to offset future years' taxable income of up to five years from the year in which they were incurred. The actual amount of accumulated losses that can be carried forward is subject to assessment by the GDT and may not be utilised if one of the criteria mentioned above will not be met.

(d) Unrecognised deferred taxes

Deferred tax asset items were not recognised since there is no reasonable certainty of realisation as at the reporting date.

(e) Taxation contingencies

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 are susceptible to varying interpretations, the amounts reported to the financial statements could change at a later date upon final determination by the GDT.

The taxation system in Cambodia is characterised by numerous taxes and frequently changing legislation, which is subject to interpretation. Often times, 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 substantially greater than in other countries. Management believes that tax liabilities have been adequately provided for based on its interpretation of tax legislations. However, the relevant authorities may have different interpretations and the effects could be significant since the incorporation of the Company.

On 12 July 2022, the Company received a notification letter from the GDT to perform comprehensive tax audit on the Company's tax return for the fiscal years 2020 to 2021. The tax audit was carried out on 1 August 2022. As of the reporting date, the Management has yet to receive tax reassessment result from the tax authority.

26 Categories of financial instruments

The category of financial instruments are shown below:

Financial assets	31 December 2023		31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
At amortised cost				
Cash and cash equivalents	208,766	852,809	269,653	1,110,161
Receivables	461,514	1,885,285	79,263	326,326
Other receivables*	9,801	40,037	310,707	1,279,178
Other non-current asset	20,000	81,700	-	-
	700,081	2,859,831	659,623	2,715,665

*Excludes input VAT, prepayments, non-refundable deposit and advance payments

Financial liabilities	31 December 2023		31 December 2022	
	USD	KHR'000 (Note 4.2)	USD	KHR'000 (Note 4.2)
At amortised cost				
Trade and other payables**	5,799,483	23,690,888	2,126,906	8,756,472
Borrowings	7,572,879	30,935,211	7,308,244	30,088,041
Amounts due to shareholders	4,709,022	19,236,355	1,731,823	7,129,915
Not within scope of CIFRS 9				
Lease liabilities	92,868	379,366	32,619	134,292
	18,174,252	74,241,820	11,199,592	46,108,720

**Excludes output VAT and other taxes payable

27 Fair value information

As at the end of the year, Management considers the fair values of financial assets and financial liabilities of the Company approximate their carrying amounts as these items are not materially sensitive to the shift in market interest rates.

28 Commitments

	31 December 2023		31 December 2022	
	USD	KHR'000 (Note 3)	USD	KHR'000 (Note 3)
Contractual commitments:				
Software	16,954	69,257	42,625	175,487
Sales and marketing	7,000	28,595	-	-
Property development costs	-	-	7,310,242	30,096,266
	23,954	97,852	7,352,867	30,271,753

29 Risk management objectives and policies

The Company is significantly exposed to credit risk and liquidity risk in relation to its financial instruments.

The Company's exposures to foreign currency sensitivity and interest rate sensitivity are minimal as most of its transactions are conducted in USD and it does not have any financial assets and financial liabilities subject to floating interest rate. The Company's financial assets and liabilities by category are summarised in Note 4.9.

The Company's risk management is closely monitored by Management, and focuses on actively securing the Company's short to medium-term cash flows by minimising the exposure to financial markets.

The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed to are described below.

(a) Credit risk analysis

Credit risk refers to the possibility that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company only transacts with entities that are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the Company uses other publicly available financial information and its own trading records to rate its major customers. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Contract assets

The Company applies the CIFRS 9 simplified model of recognising lifetime ECL for all contract assets as these items do not have a significant financing component.

In measuring the expected credit losses, contract assets 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 years before 31 December 2023. 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 these macroeconomic factors has not been consider significant within the reporting period.

Receivables

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.

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 analysis

Liquidity risk arises when the Company encounters difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's objective of managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's financial liabilities which have contractual maturities as at 31 December 2023 and 31 December 2022 are summarised below:

	31 December 2023		31 December 2022	
	USD	KHR'000	USD	KHR'000
		(Note 4.2)		(Note 4.2)
Within one year				
Trade and other payables*	5,145,776	21,020,495	2,126,906	8,756,472
Borrowings	1,661,893	6,788,833	3,238,996	13,334,947
Amounts due to shareholders	1,209,022	4,938,855	1,731,823	7,129,915
Lease liabilities	60,436	246,881	32,619	134,292
More than one year				
Borrowings	5,910,986	24,146,378	4,069,248	16,753,094
Amount due to a shareholder – net of current	3,500,000	14,297,500	-	-
Long-term trade payable	653,707	2,670,393	-	-
Lease liabilities	32,432	132,485	-	-
	18,174,252	74,241,820	11,199,592	46,108,720

*Excludes output VAT and other taxes payable

Analysis of financial instruments by contractual maturities

The table below analyses the maturity profile of the Company's financial liabilities based on contractual undiscounted cash flow:

	31 December 2023		31 December 2022	
	USD	KHR'000	USD	KHR'000
		(Note 4.2)		(Note 4.2)
Within one year				
Trade and other payables*	5,145,776	21,020,495	2,126,906	8,756,472
Borrowings	3,308,337	13,514,557	3,499,912	14,409,138
Lease liabilities	66,672	272,355	33,336	137,244
More than one year				
Borrowings	6,269,606	25,611,341	5,236,733	21,559,630
Lease liabilities	32,432	132,485	-	-
	14,822,823	60,551,233	10,896,887	44,862,484

*Excludes output VAT and other taxes payable

30 Capital risk management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividends payable to shareholders, return capital to shareholders or issue new capital. No changes were made in the objective, policies or processes during the period.

31 Earnings/(loss) per share

Basic earnings/(loss) per share are calculated by dividing the earnings/(loss) attributable to equity holders of the Company by the weighted average numbers of ordinary shares in issue during the respective period as shown below:

	For the year ended 31 December 2023		For the year ended 31 December 2022	
	USD	KHR (Note 4.2)	USD	KHR (Note 4.2)
Earnings/(loss) attributable to the owners of the Company (USD/KHR'000)	1,741,792	7,158,766	(1,284,451)	(5,249,551)
Weighted average number of shares	25,710,000	25,710,000	24,737,418	24,737,418
Basic earnings/(loss) per share (cent/riel)	0.07	278.44	(0.05)	(212.21)
Diluted earnings/(loss) per share (cent/riel)	0.07	278.44	(0.05)	(212.21)

32 Post-reporting date significant events

There are no significant events occurred after the end of the reporting period and the date of authorisation of these financial statements, which would require adjustments or disclosures to be made in the financial statement.

33 Authorisation of the audited financial statements

The financial statements as at 31 December 2023 and for the year then ended were approved for issue by the Board of Directors on 28 March 2024.