



Overview of the Prakas on the Simplification of Business Registration

Cambodia's Ministry of Commerce ("MOC") introduced Prakas No. 117 on the Simplification of Business Registration dated 09 December 2025 ("Prakas"), which aims to streamline business registration procedures and enhance efficiency and convenience, effective 08 January 2026. The Prakas applies to all traders and commercial companies, clarifying registration requirements and promoting the use of digital processes like online platforms and digital signatures. Key provisions include conditions for using "HOLDING" or "GROUP" in company names, updated documentary requirements, mandatory appointment of a company secretary, and streamlined procedures for amendments, dissolution, and annual declarations.

1. Use of the Words "HOLDING" or "GROUP" in company names

To be permitted to use the words "HOLDING" or "GROUP" in a company name, the company shall meet the following conditions:

Company names using the word "HOLDING"

- The company shall have at least 3 (three) subsidiary companies registered in the Kingdom of Cambodia.
- The parent company shall have business objective the activities of holding companies.
- The parent company shall hold at least 51% (fifty one percent) of the voting shares in each subsidiary company.

Company name using the word "GROUP"

- The company shall have at least 3 (three) subsidiary companies registered in the Kingdom of Cambodia.
- The parent company shall hold at least 51% (fifty one percent) of the voting shares in each subsidiary company.

Registration information and supporting documents shall be submitted in electronic form through the Information Technology System. Applicants who are unable to complete the submission themselves may request assistance from the MOC, either through a Business Registration Official or a Business Registration Agent, to facilitate the completion of the registration on their behalf.

The Prakas provides clear guidance on the documents that applicants are required to prepare, as well as the template for application forms. In particular, it specifies the requirements for corporate documents of foreign corporate shareholders, which shall be notarized or certified by a Cambodian notary public or embassy or consulate to Cambodia, or a foreign chamber of commerce recognized by MOC. To mitigate risks of cyber laundering, entities are also required to conduct personal background checks on incoming directors or shareholders through the Information Technology System. Additionally, applicants may utilize a digital signature registered with the Ministry of Post and Telecommunications ("MPTC") in their applications.

Within 30 (thirty) days from the date of issuance of the Certificate of Incorporation ("COI"), the company shall submit two (2) copies of the documents to the Department of Business Registration. Companies and partnerships may request to use the original Memorandum and Articles of Association ("MAA") without authentication through verify.gov.kh. Failure to submit the original MAA or contract for the establishment of a partnership, within 30 (thirty) days may result in the MOC canceling the business registration.



3. Registration of Local Company Branches

A branch established under a parent company shall be operate under the responsibility of the parent company, and the parent company shall be liable for all activities and obligations of its local company branches. Applicants wish to set up a local company branch shall submit an application, together with the required documents specified in this Prakas, to the MOC through the Business Registration Bureau of the Department of Business Registration.

4. Update on Company Amendments

Companies are required to register any changes or amendments through the MOC's automated system. Any amendments pursuant to the provisions below shall be registered:

- Change of the company's name;
- Change of registered office or contact information;
- Addition, withdrawal or changing of business objectives;
- Redistribute of the number of shares in class with the changing of absolute and relative characteristics of any class of shares;
- Change in the dividend payable on any class of shares;
- Increase of capital by creation of new class of shares;
- Transfer or sale-purchase of shares
- Decrease of stated capital by decrease in the par value of any class of shares;
- Change in the company's duration of existence;
- Change in the number of directors;
- Change of director, shareholder, or representative details;
- Change of representative for corporate shareholder;
- Change of company form;
- Change in the quorum;
- Withdrawal or addition of any provisions authorized by law to be included in the MAA
- Change of the partnership establishment contract;
- Change in partnership details;
- Change of enterprise owner details;
- Transfer of management rights of the enterprise;
- Change of local branch of the company;
- Removal of local company branches from the commercial register.

Pursuant to the provisions of this Prakas, where a shareholder is a legal entity, a copy of the legal documents and the resolution approving the transfer or sale-purchase of shares, as well as the appointment of a representative certified by a notary of the Kingdom of Cambodia, or a foreign embassy or consulate, or a chamber of commerce recognized by the MOC is required. The company may be able to apply to complete the procedure for the transfer or sale of shares online before the official of the MOC. In addition, personal background checks on new shareholders or directors shall be conducted through the Information Technology System to ensure compliance with anti-money laundering requirement.

5. Company Dissolution and Deregistration

Accordance with this Prakas, companies may submit application to the MOC to continue the dissolution and deregistration procedure through the online platform at www.businessregistration.moc.gov.kh. The detailed application requirements are provided in the annex to this Prakas. Notably, the appointed auditor must be either a natural person or legal person who holds a valid accounting and/or auditing license issued by the Accounting and Auditing Regulator of the Non-Banking Financial Services Authority.

6. Filing of the Annual Declaration of Commercial Enterprise

The Prakas emphasized the obligation to file the ADCE for all companies, branches of foreign companies, and representative offices of foreign companies registered with the MOC. The required information and documents shall be submitted in electronic form through the MOC's automated system. Filing shall be completed within three (3) months of the anniversary of the entity's business registration, with an additional grace period of fifteen (15) days granted by the MOC. Failure to submit the ADCE within this timeframe will result in a fine of KHR2,000,000, approximately USD 500 per annum.



7. Company Secretary

Under the provisions of this Prakas, a limited liability company is required to appoint one or more company secretaries within three (3) months from the date of business registration and shall provide the registrar with the name(s) of the appointed company secretary(ies). A company secretary may be either an individual or a legal entity who is legally recognized. A qualified company secretary shall complete the training course and pass the company secretary examination which will be organized by MOC and be accredited as a company secretary by MOC. The duties and responsibilities of the company secretary are set out in this Prakas.

8. Administrative Complaints Within the Jurisdiction of the MOC

The Prakas, an applicant is entitled to file complaints with the MOC, which is categorized into two types: (i) general complaints; and (ii) complaints seeking to prohibit the transfer of shares or the registration of any changes. A complaint to prohibit the transfer of shares or registration of any changes may be filed by any shareholder in the company to prevent such transfer of shares or changes, based on the ruling of preservative relief, ruling of provisional attachment, any other execution by competent authorities, or a written complaint. Where the MOC found to have reasonable grounds, the MOC will decide to prevent the transfer of shares or any application for registration of any changes by placing the matter on the precautionary list in accordance with the complaint.

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