

The Government of the Republic of the Union of Myanmar

Ministry of Planning and Finance

Directorate of Investment and Company Administration

Notification No. 59 /2018

(12th) Waning of First Waso, 1380 M.E.

(9th July 2018)

Requirements for Public Companies

In exercise of the powers conferred under section 462(a) of the Myanmar Companies Law 2017, the Directorate of Investment and Company Administration issues this Notification.

1. For the purposes of section 215(a) of the Myanmar Companies Law 2017, a public company must not allot any share capital offered to the public for subscription unless a minimum amount of 500,000,000 kyats has been subscribed, and the sum of at least five per cent thereof has been paid to or received in cash by the company.
2. For the purposes of section 215(f) of the Myanmar Companies Law 2017, if any money received from applicants for shares is required to be repaid under that section and is not repaid within 190 days after the issue of the prospectus, the directors of the company shall be jointly and severally liable to repay that money at an interest rate equivalent to the maximum bank lending rate published by the Central Bank of Myanmar from time to time.
3. For the purposes of section 211(a) of the Myanmar Companies Law 2017, a statement in lieu of prospectus lodged by or on behalf of a public company shall be in the form prescribed in Part I of Schedule One to this Notification and include the reports specified in Part II of Schedule One.
4. Every prospectus issued by or on behalf of a public company must be lodged with the Securities Exchange Commission of Myanmar prior to it being filed for registration with the Registrar under section 203 of the Myanmar Companies Law 2017. Evidence of lodgement of the prospectus with the Securities Exchange Commission of Myanmar must be submitted together with the prospectus for registration with the Registrar.
5. For the purposes of sections 86, 96 and 97 of the Myanmar Companies Law 2017, a public company shall file with the Registrar a notice in the prescribed form of any changes to its register of members only in respect of the 50 members holding the largest number of shares in the company (or such other members if the company has less than 50 members).
6. All documents required to be filed or lodged with the Registrar under the Myanmar Companies Law 2017 by a public company must be filed or lodged by electronic means only on the electronic registry system, unless otherwise directed by the Registrar.

7. In this Notification, “electronic registry system” means the electronic registry system established by the Registrar under section 421 of the Myanmar Companies Law 2017.
8. This Notification shall come into effect on 1 August 2018.

(Aung Naing Oo)

Registrar

Directorate of Investment and Company Administration

SCHEDULE ONE

Statement in Lieu of Prospectus

(Section 211, Myanmar Companies Law 2017)

Statement in Lieu of Prospectus

Filed by

.....
(Name of Company)

Pursuant to section 211 of the Myanmar Companies Law 2017

PART ONE

The issued share capital of the company	MMK / USD
Divided into	Shares of MMK / USD Shares of MMK / USD Shares of MMK / USD
Amount (if any) of above capital which consists of redeemable preferences shares.	
The date on or before which these shares are, or are liable, to be redeemed.	
Names, descriptions and addresses of directors or proposed directors, and any provision in the constitution, or in any contract, as to appointment of and remuneration payable to directors.	
If the share capital of the company is divided into different classes of shares, the right of voting at meetings of the company conferred by, and the rights in respect of capital and dividends attached to, the several classes of shares respectively.	
Number and amount of shares and debentures issued or agreed to be issued as fully or partly paid up otherwise than in cash.	1. __ shares of MMK / USD Fully paid. 2. __ shares upon which MMK / USD per share credited as paid. 3. Debentures MMK / USD
The consideration for the issue or intended issue of those shares and debentures	4. Consideration:
Number, description, and amount of any shares or debentures which any person has or is entitled to be given an option to subscribe for, or to acquire from a person to whom they have been allotted or agreed to be allotted with a view to this offering them for sale	1. shares of MMK / USD and debentures of MMK / USD
Period during which option is exercisable	2. Until

Price to be paid for shares or debentures subscribed for or acquired under option	3. MMK / USD
Consideration for option or right to option	4. Consideration:
Persons to whom option or right to option was given or, if given to existing shareholders or debentureholders as such, the relevant shares or debentures	5. Names and addresses:
Names and address of vendors of property purchased or acquired, or proposed to be purchased or acquired by the company, except where the contract for the purchase or acquisition was entered into in the ordinary course of the business intended to be carried on by the company or the amount of the purchase money is not material. Amount (in cash, shares or debentures) payable to each separate vendor.	
Amount (if any) paid or payable (in cash or shares or debentures) for any such property specifying amount (if any) paid or payable for goodwill.	Total purchase price MMK..... Cash MMK..... Shares MMK..... Debentures MMK..... Goodwill MMK.....
Short particulars of any transaction relating to any such property which was completed within the 2 preceding years and in which any vendor to the company or any person who is, or was at the time thereof, a promoter, director, or proposed director of the company had any interest direct or indirect	
Amount (if any) paid or payable as commission for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares or debentures in the company; or rate of the commission.	Amount paid: MMK Amount payable: MMK Rate per cent
Amount or rate of brokerage	
The number of shares, if any, which persons have agreed for a commission to subscribe absolutely.	
Estimated amount of preliminary expensesMMK
By whom those expenses have been paid or are payable	
Amount paid or intended to be paid to any promoter	Name of promoter: Amount: MMK
Consideration for the payment	Consideration:
Any other benefit given or intended to be given to any promoter Consideration for giving of benefit... ..	Name of promoter: Nature and value of benefit: Consideration:
Dates of, and parties to very material contract (except contracts entered into in the ordinary course of the business intended to be carried on by the company, or contracts entered into more than two years before the delivery of this statement).	
Time and place at which the contracts or copies thereof	

may be inspected.	
Names and addresses of the auditors of the company (if any).	
Full particulars of the nature and extent of the interest of every director in the promotion of or in the property proposed to be acquired by the company, or, where the interest of such a director consists in being a partner in a firm or a holder of shares or debentures in a corporation, the nature and extent of the interest of the firm or corporation, with a statement of all sums paid or agreed to be paid to him or to the firm or corporation in cash or shares, or otherwise, by any person either to induce him to become, or to qualify him as, a director, or otherwise for services rendered by him or by the firm or corporation in connection with the promotion or formation of the company.	
If it is proposed to acquire any business, the amount, as certified by the persons by whom the accounts of the business have been audited, of the net profits of the business in respect of each of the three financial years immediately preceding the date of this statement ; provided that in the case of a business which has been carried on for less than three years and the accounts of which have only been made up in respect of two years or one year the above requirement shall have effect as if be, were substituted for references to three years, and in any such case the statement shall say how long the business to be acquired has been carried on.	
<p><i>And also, in the case of a statement to be lodged by a private company on becoming a public company, the following items:</i></p> <p>Rates of the dividends, if any, paid by the company in respect of each class of shares in the company in each of the 3 financial years immediately preceding the date of this statement or since the incorporation of the company, whichever period is the shorter</p> <p>Particulars of the cases in which no dividends have been paid in respect of any class of shares in any of these years.</p>	

PART TWO

Reports to be set out

1. Where it is proposed to acquire a business, a report by the person appointed as auditor of the company (who shall be named in the statement) with respect to —
 - (a) the profits or losses of the business in respect of each of the 3 financial years immediately preceding the lodging of the statement with the Registrar; and
 - (b) the assets and liabilities of the business at the last date to which the accounts of the business were made up.
2. Where it is proposed to acquire shares in a corporation which by reason of the acquisition or anything to be done in consequence thereof or in connection therewith will become a subsidiary of

the company, a report by the person appointed as auditor of the company (who shall be named in the statement) with respect to the profits and losses and assets and liabilities of the other corporation in accordance with sub-paragraph (3) or (4), as the case requires, indicating how the profits and losses of the other corporation dealt with by the report would, in respect of the shares to be acquired, have concerned members of the company, and what allowance would have fallen to be made, in relation to assets and liabilities so dealt with, for holders of other shares, if the company had at all material times held the shares to be acquired.

3. If the other corporation has no subsidiaries, the report referred to in sub-paragraph (2) shall:
 - (a) so far as regards profits and losses, deal with the profits or losses of the other corporation in respect of each of the 3 financial years immediately preceding the delivery of the statement to the Registrar; and
 - (b) so far as regards assets and liabilities, deal with the assets and liabilities of the other corporation at the last date to which the accounts of the corporation were made up.

4. If the other corporation has subsidiaries, the report referred to in sub-paragraph (2) shall:
 - (a) so far as regards profits and losses, deal separately with the other corporation's profits or losses as provided by sub-paragraph (3), and, in addition, deal as aforesaid either:
 - (i) as a whole with the combined profits or losses of its subsidiaries; or
 - (ii) individually with the profits or losses of each subsidiary,or, instead of dealing separately with the other corporation's profits or losses, deal as aforesaid as a whole with the profits or losses of the other corporation and with the combined profits or losses of its subsidiaries; and
 - (b) so far as regards assets and liabilities, deal separately with the other corporation's assets and liabilities as provided by sub-paragraph (3), and, in addition, deal as aforesaid either:
 - (i) as a whole with the combined assets and liabilities of its subsidiaries, with or without the other corporation's assets and liabilities; or
 - (ii) individually with the assets and liabilities of each subsidiary, and shall indicate as respects the profits or losses and the assets and liabilities of the subsidiaries the allowance to be made for persons other than members of the company.

Note.—Where a company is not required to furnish any of the reports referred to in this Part, a statement to that effect giving the reasons therefor should be furnished.

(Signatures of the persons above-named as directors or proposed directors or of their agents authorised in writing)

Date:

PART THREE

Provisions applying to Parts I and II of this Schedule

1. In this Schedule “vendor” includes any person who is a vendor for the purposes of the Myanmar Companies Law.
2. If, in the case of a business which has been carried on for less than 3years or of a corporation which has been carrying on business for less than 3years, the accounts of the business or corporation have only been made up in respect of 2 years or one year, Part II of this Schedule shall have effect as if references to 2 years or one year, as the case may be, were substituted for references to 3 years.
3. Any report required by Part II of this Schedule shall either indicate by way of note any adjustments as respects the figures of any profits or losses or assets and liabilities dealt with by the report which appear to the persons making the report necessary or shall make those adjustments and indicate that adjustments have been made.