

Myanmar Companies Regulations 2018

On 23rd July 2018, the Ministry of Planning and Finance issued its Notification No. 66/2018 called the Myanmar Companies Regulations 2018 (“**MCR**”) under Section 462(1)(a) of the Myanmar Companies Law 2017 (“**MCL**”) to regulate company registration and compliance procedures. Some of the major provisions of the MCR include:-

1. An electronic registry system called “**MyCo**” will be established by the Registrar for registry transactions.
2. A company must maintain its records, filing forms and documents filed through MyCo at its registered office or head office.
3. All existing companies must be re-registered through MyCo or other means within the re-registration period from 1st August 2018 to 31st January 2019. Otherwise, the Registrar may strike off their names from the Register.
4. The re-registration of the existing company does not (i) create new legal entity; (ii) effect its property, rights or obligations; (iii) effect any legal proceedings filed by or against it; (iv) effect its liability for payment of debts.
5. Once an existing company is re-registered, all the shares issued by it before the re-registration are presumed to be converted into shares with no par value but without negative effects on the entitlement of shareholder in respect of distribution, voting and the redemption of any redeemable shares or distribution of surplus assets of such company in its liquidation.
6. An existing company may create a constitution or adopt the DICA model constitution to replace its Memorandum of Association and Articles of Association when it is re-registered.
7. Each company must have at least one resident director.

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