

LINCOLN LEGAL SERVICES (MYANMAR) LIMITED

NEWSLETTER 207 - 2 September 2025

Dear Readers,

Welcome to a new edition of our newsletter.

1. DICA compliance directive

On 1 September 2025, the Directorate of Investment and Company Administration (“**DICA**”) under the National Defence and Security Council issued a directive that reprises compliance requirements established in various previous announcements, in particular:

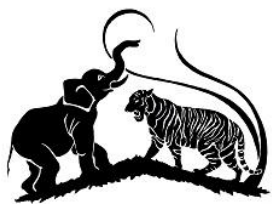
- **Establishment of new companies:** Submission, within 2 months from incorporation, of proof of the company’s bank account, proof of the company’s address, proof of the address of directors and shareholders who are Myanmar nationals, Form C for directors and shareholders who are foreigners residing in Myanmar, and corporate documents of shareholders that are legal persons.
- **Share transfers:** Submission of the BoD resolution approving the transfer and a copy of the revenue-stamped transfer agreement (in practice, the share transfer form).
- **Change of directors:** Submission of the shareholders’ resolution, resignation letter from the old director, and letter from the new director confirming agreement with his appointment.
- Directors of companies that are suspended or struck off for failure to file the annual return on time cannot become directors or shareholders in other companies. (Furthermore, such companies cannot sponsor visas.)
- DICA’s certificate of incorporation does not confer any licenses; companies must separately apply for all licenses necessary for their business.

CONVENIENCE TRANSLATION - ACCURACY NOT GUARANTEED

**Ministry of Investment and Foreign Economic Relations
Directorate of Investment and Company Administration**

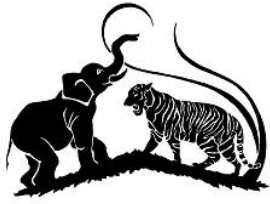
Directive No. 106/2025

**1387, 10th Waxing Day of Tawthalin
(1 September 2025)**

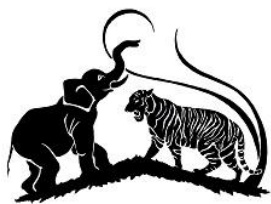


Companies and organisations to strictly comply with the orders, directives and notices issued by the Registrar

1. Exercising the powers conferred by section 1 (c) (31) of Myanmar Companies Law 2017, the Director General of the Directorate of Investment and Company Administration issues from time to time notifications, orders, directives, procedures, schedules and forms that companies and organisations must comply with according to section 462 (a) (2).
2. Companies and organisations registered in the company registration system according to the Myanmar Companies Law are responsible for respecting and complying with the Myanmar Companies Law and Regulations and with the orders, directives and procedures issued by the Registrar.
3. Companies must submit the following documents to the Registrar by e-mail at the time of submitting their annual return, which according to section 97 Myanmar Companies Law must be submitted within 2 months of incorporation:
 - (a) Evidence of a bank account opened in the name of the company;
 - (b) endorsement from the police station confirming that the company's registered office is actually located on the ground;
 - (c) endorsement from the police station confirming that directors actually reside at the registered address, and in case of foreigners, documents issued according to the Registration of Foreigners Rules;
 - (d) endorsement from the police station confirming that company members actually reside at the registered address if they are individuals, and relevant documents if they are legal persons.
4. When company members transfer shares, the following documents must be sent to the advertised e-mail addresses:
 - (a) Resolution of the company's board of directors approving the share transfer according to section 83 Myanmar Companies Law;



- (b) copies of the agreement signed by the transferor and the transferee, with evidence of stamp duty paid.
- 5. When changing a company director, the following documents must be submitted together with a copy of the citizenship scrutiny card/passport:
 - (a) Resolution of the meeting of shareholders held according to section 173 Myanmar Companies Law;
 - (b) document signed by the person concerned for the appointment/resignation, and if the post is ceased, a description of the reason according to section 178.
- 6. The Registrar will be more attentive to the legal compliance status of public companies, and public companies should only be established if they are truly necessary for their business operations and can strictly comply with the provisions that public companies must specifically comply with.
- 7. The Registrar registers companies and organisations only to enable them to do business. These companies and organisations must fully comply with the laws, rules, directives and procedures issued for their business by the relevant ministries and departments, and if any action is taken by relevant departments due to any failure, the Registrar will also take necessary action.
- 8. If companies or company officers fail to comply with laws in force, including the Myanmar Companies Law, or violate any provision, necessary action will be taken, including restricting their participation in any other company. In addition, vetting related to anti-money laundering and counter-terrorism financing procedures will also be carried out.
- 9. When a new company is proposed to be established, the persons who will serve as directors will be vetted and approved only if they did not fail to comply with the provisions of the Myanmar Companies Law and other laws in force.
- 10. Therefore, this directive is issued to ensure strict compliance when the Registrar requests documents that are necessary for the registration of a new company and in connection with requests for registration made by companies.



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(Thant Sin Lwin)

Director General

Directorate of Investment and Company Administration

Letter No. 22/22/02 (0996/2025)

Date: 1 September 2025

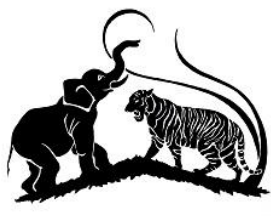
Copies to: *[Omitted.]*

2. Export/import seminar

Our firm is in the fortunate position of having a customs officer as an external advisor. Drawing on his expertise, we will hold a seminar on export and import procedures on 2 October 2025, tentatively covering the following topics:

- Obtaining export and import licences
- Export and import handling at Yangon International Airport
- Criteria for selecting passengers and cargo for screening
- Handling of exports and imports by sea
- Export and import of foreign currency
- Repatriation of foreign currency by exporters
- Import of medicines and medical supplies
- Points CMP manufacturers need to be aware of

Date and time	Thursday, 2 October 2025, 2:30pm - 4:00pm
Place	Rose Garden Hotel, 171 Upper Pansodan Road, Yangon
Speaker	Sebastian Pawlita
Language	English
Participation fee	MMK 25,000 per person, payable in cash at the reception desk
Registration	Please register by sending an e-mail to info@lincolnmyanmar.com , stating the name of your organisation and the names of the participants.



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Suggesting a topic

If you wish us to discuss a particular topic at the seminar, please do not hesitate to include this in your registration e-mail; we will be happy to amend the agenda.

We hope that you have found this information useful.

Sebastian Pawlita
Managing Director

About Lincoln Legal Services (Myanmar) Limited

Lincoln Legal Services (Myanmar) Limited provides the full range of legal and tax advisory and compliance work required by investors. We pride ourselves in offering result-oriented work, high dependability and a fast response time at very competitive prices. Please do not hesitate to contact us:

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