



## LINCOLN LEGAL SERVICES (MYANMAR) LIMITED

### COMPLIANCE CHECKLIST FOR AN INVESTMENT IN MYANMAR

#### Excerpt: Corporate Compliance of an Overseas Corporation with an Office in Myanmar (“Branch”)

- Up-to-date as of 30 November 2025.
- Links provided are to English translations of laws for the benefit of readers who are not conversant in the Myanmar language. These English translations may not (i) be accurate and (ii) reflect recent amendments to the respective law. Recent amendments are, however, reflected in our comments.

#### Abbreviations

- [DICA](#) Directorate of Investment and Company Administration
- MCL [Myanmar Companies Law](#) (Pyidaungsu Hluttaw Law No. 29/2017 dated 6<sup>th</sup> December 2017)

## Corporate Compliance (Branch)

Sr. no.	Obligation	Which authority?	When?	Potential penalty for non-compliance
1	<p><b>Filings with the Directorate of Investment and Company Administration (“DICA”)</b></p> <p><b>(a) Regular filings</b></p> <ul style="list-style-type: none"> <li>Annual return (filing fee: MMK 50,000)</li> <li>Financial statements of the headquarters (no filing fee)</li> </ul> <p><b>(b) Event-driven filings</b></p> <ul style="list-style-type: none"> <li>Change of the name of the headquarters or the branch (filing fee: MMK 100,000)</li> </ul>	<p>DICA (online) - form “E-7”</p> <p>DICA (online) - form “E-8”</p> <p>DICA (online) - form “E-1”</p>	<p>Within 28 days from the end of the financial year of the headquarters (section 53(a)(i) MCL)</p> <p>In practice, the financial statements of the headquarters’ last financial year must be filed by the end of the current financial year at the latest.</p> <p>Within 28 days of the name change (section 44(b) MCL)</p>	<p>MMK 100,000 if the filing is 6 months late</p> <p>MMK 100,000 if the filing is 6 months late.</p> <p>MMK 150,000 for the branch, each director of the headquarters, and the authorised officer (section 45 MCL)</p>

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	<ul style="list-style-type: none"> <li>Alteration of the constitution of the headquarters (filing fee: MMK 30,000)</li> <li>Change of directors or the secretary of the headquarters or their particulars (filing fee: MMK 10,000)</li> <li>Change of the headquarters' address (filing fee: MMK 30,000)</li> <li>Change of the address of the Myanmar branch (filing fee: MMK 30,000)</li> <li>Change of particulars of the Myanmar branch's authorised officer (filing fee: MMK 10,000)</li> <li>Notice of ceasing to carry on business in Myanmar (no filing fee)</li> </ul>	<p>DICA (online) - form "E-2)</p> <p>DICA (online) - form "E-3"</p> <p>DICA (online) - form "E-4")</p> <p>DICA (online) - form "E-5"</p> <p>DICA (online) - form "E-6"</p> <p>DICA (online) - form "E-9"</p>	<p>Within 28 days of the change (section 51(a) MCL)</p> <p>Within 28 days of the change (section 51(b) MCL)</p> <p>Within 28 days of the change (section 51(c) MCL)</p> <p>In practice, within 28 days of the change</p> <p>Within 7 days of the change (section 51(e) MCL)</p> <p>Within 21 days after ceasing business (section 55(a) MCL)</p>	<p>MMK 250,000 for the branch, each director of the headquarters, and the authorised officer (section 52 MCL)</p> <p>Dto.</p> <p>Dto.</p> <p>Dto.</p> <p>Dto.</p> <p>Unspecified (section 457(a)(ii), (b) MCL)</p>

Sr. no.	Obligation	Which authority?	When?	Potential penalty for non-compliance
	<ul style="list-style-type: none"> <li>▪ Notice of winding up, dissolution or deregistration of the headquarters (no filing fee)</li> <li>▪ Notice that the headquarters has been dissolved or deregistered (no filing fee)</li> </ul> <p>The branch should in practice retain a copy of any filing made with DICA together with the electronic receipt issued by DICA.</p>	<p>DICA (online) - form “E-10”</p> <p>DICA (online) - form “E-12”</p>	<p>Within 28 days after the winding-up, dissolution or deregistration procedure started (section 55(f)(i) MCL)</p> <p>No deadline specified (section 55(g) MCL)</p>	<p>Dto.</p> <p>Dto.</p>
2	<p><b>Preparation and/or keeping of internal documents</b></p> <p>Differently from the case of companies incorporated in Myanmar, the MCL does not contain specific document retention obligations for Myanmar branches of companies incorporated abroad.</p> <p>(As an exception, section 47(d) obliges the branch to maintain in its record the duplicate original of the branch registration application together with the</p>			

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	<p>accompanying documents, as well as the authorised officer's original consent to act in such capacity.)</p> <p>It is, however, recommendable to retain copies of all filings made with DICA.</p> <p>Furthermore, there are document retention obligations in other laws, in particular tax laws (see our <a href="#">tax compliance checklist</a>) and labour laws (see our <a href="#">labour law compliance checklist</a>).</p>			
3	<p><b>Display of the name of the branch</b></p> <p>Typically, the name of the Myanmar branch of an overseas corporation follows the following format: "Worldwide Global Ltd. (Yangon Office)" or similar.</p> <p>In practice, however, DICA seems to also register branch names that bear no resemblance to the name of the overseas corporation. E.g., Worldwide Global Ltd. could, if it so wished, name its Myanmar branch "John's Mixed Development".</p>			

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	According to section 50 MCL, the branch must ensure that its full name and the country where the headquarters is incorporated are clearly stated in its written communication and in documents that evidence or create a legal obligation and furthermore are prominently displayed at its registered office and principal place of business.	Theoretically, compliance is monitored by DICA.	This is an ongoing obligation for which there is no deadline.	Unspecified (section 457(a)(ii), (b) MCL)
4	<b>Statutory annual general meeting</b>  The branch itself is not a company and therefore does not hold annual general meetings. The headquarters may hold general meetings but there is no obligation to submit minutes thereof to DICA.			
5	<b>Auditor</b>  Differently from the case of companies incorporated in Myanmar, the MCL does not, generally speaking, oblige branches to have its finances audited by a Myanmar CPA.			

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	<p>Furthermore, the tax authorities - who previously insisted on the audited financial statements being filed together with the annual tax returns - do not seem to require the filing of audited financial statements anymore.</p> <p>However, the branch must annually file with DICA the financial statements of its headquarters in such form and containing such particulars and including copies of such documents as the headquarters is required to prepare by the law in its place of origin (section 53(a)(ii) MCL).</p> <p>If the headquarters does not prepare financial statements, DICA may request the branch to prepare financial statements for its business in Myanmar and have them audited by a Myanmar CPA (section 53(b), (c) MCL).</p>	DICA (online) - form "E-8"	In practice, the financial statements of the headquarters' last financial year must be filed by the end of the current financial year at the latest.	MMK 100,000 if the filing is 6 months late.
6	<p><b>Registered office and place of business</b></p> <p>The branch must have a registered office in Myanmar to which correspondence may be sent (sections 47(b)(v), 56(a)(i) MCL). If the branch's principal place of</p>	Compliance is monitored by DICA.	Having a registered office in Myanmar is an	Unspecified (section 457(a)(ii), (b) MCL). A branch without business activities may be struck

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	business is different from the registered office, this must be notified to DICA (section 47(b)(vi) MCL).		ongoing obligation without a deadline.	from DICA's register (section 55(b) MCL).
7	<p><b>Authorised officer</b></p> <p>A branch must have at least one "authorised officer" who is ordinarily resident in Myanmar, to act as its representative (section 1(c)(iii) MCL). This person may be a Myanmar national or a foreigner, provided that he or she resides in the country for at least 183 days in each 12-month period following either (i) the branch registration date for those branches that were registered on or after 1<sup>st</sup> August 2018, or (ii) 1<sup>st</sup> August 2018 for those branches that were registered before that date (section 1(c)xix MCL).</p> <p>If the authorised officer leaves Myanmar, a new authorised officer must be appointed within 7 days (section 51(e) MCL).</p>	DICA (online) - form "E-6"	Within 7 days of the old authorised officer having left Myanmar (section 51(e) MCL)	MMK 250,000 for the branch, each director of the headquarters, and the authorised officer (section 52 MCL)



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	The branch should keep the authorised officer's original consent to act in this capacity.			
8	<b>Branch closure</b>  Within 21 days after ceasing to carry on business in Myanmar, the branch shall file a notice in the prescribed form stating that it has so ceased, and, subject to being satisfied of compliance with other applicable laws, DICA will remove the branch from the register (section 55(a) MCL).	DICA (online) - form "E-9"	Within 21 days after ceasing business (section 55(a) MCL)	Unspecified (section 457(a)(ii), (b) MCL)