

Questionnaire on Beneficial Ownership Information

Contact Information

Please provide contact details for potential follow-up questions. Contact details will be treated confidentially.

1. Definition of beneficial ownership & mechanisms for obtaining beneficial ownership information

The following answer is only for the matters relating to the Directorate of Investment and Company Administration.

1.1 Please provide the definition of "beneficial ownership" in your country for:

- (a) legal persons; and
- (b) legal arrangements, including the relevant legislation (if applicable).

Please describe criteria and thresholds that are applied to determine beneficial ownership, including any criteria for exercising control without legal ownership (e.g. voting rights, right to appoint or remove board of directors).

Ans: Directorate of Investment and Company Administration of the Ministry of Investment and Foreign Economic Relations issued the directive No. 17/2019 on 15th November 2019 on Disclosure of Beneficial Ownership Information.

The article 3 (a) of the directive No. 17/2019 describes that “Beneficial ownership means the natural person(s) who ultimately owns or controls a customer and/or the natural person on whose behalf a transaction is being conducted. It also includes those persons who exercise ultimate effective control over a legal person or arrangement.”

The article 3 (b) of the directive No. 17/2019 describes that “Legal persons mean any entities other than natural persons that can establish a permanent customer relationship with a financial institution or otherwise own property. In this expression, companies, corporations, joint ventures, body corporate, foundations, partnerships, or associations and other relevantly similar entities are also included.”

The article 3 (c) of the directive No. 17/2019 describes that “Legal arrangements refer to express trusts or other similar legal arrangements.”

The article 3 (d) of the directive No. 17/2019 describes that “Beneficial Owner would be any individual who (i) hold, directly or indirectly, more than 5% of the shares and/or voting rights; (ii) have the right, directly or indirectly, to appoint and remove the majority of the board; or (iii) have the right to exercise, or actually exercises, significant influence or control over the public or private company or corporate entity.”

2. Access to basic information on legal persons

2.1 Please describe the process for obtaining basic information on legal persons created or registered in your country, including the role of the company registry.

Ans: The electronic company registry “Myanmar Companies Online (MyCO)” has established for obtaining basic information on legal persons registered under the Myanmar Companies Law.

The section 421 (a) of the Myanmar Companies Law prescribes that “The Registrar must establish, keep and maintain all registers required to be

maintained by it under this Law and all records filed with it under this Law.”

The article 3 (a) of the Myanmar Companies Regulations describes that “The Registrar shall establish and maintain the electronic registry system. Any registry transaction under the Law shall be carried out using the electronic registry system.”

The article 3 (b) of the Myanmar Companies Regulations describes that “The Registrar may determine the manner in which a registry transaction may be carried out on the electronic registry system and may require a registry transaction to be carried out only by electronic means on the electronic registry system.”

2.2 Please list the categories of basic information on legal persons that is obtained and recorded by the company registry (or other relevant registries), e.g. name of entity, date of incorporation, tax ID number, etc.

Ans: The section 6 (b) of the Myanmar Companies Law prescribes that “The application to the Registrar for the registration of a company under this Law must be made in the prescribed form and must state:

- (1) the proposed name of the company;
- (2) the proposed type of company;
- (3) the full name and address of each applicant;
- (4) the full name, date of birth, gender, nationality and address of every director and any secretary of the proposed company;
- (5) that each individual named as a director or secretary of the proposed company has given their written consent to act as a director or secretary of the proposed company;
- (6) the address of the registered office of the proposed company, which in the absence of any other notice will be taken to be the address for service of documents to the proposed company;

- (7) the address of the company's principal place of business if different to the registered office; and
- (8) in the case of a private, public or unlimited company:
 - (a) the full name and address of every member of the proposed company;
 - (b) that each member of the proposed company has given their written consent to be a member and subscribe for the shares to be allotted to them;
 - (c) the number and class of shares to be issued to each member;
 - (d) the currency in which the company's share capital is to be denominated;
 - (e) the amount (if any) each member agrees to pay for each share;
 - (f) whether these shares will be fully paid on registration;
 - (g) whether the proposed company has an ultimate holding company;
 - (h) whether the proposed company will, on incorporation, be a foreign company; and
- (9) in the case of a company limited by guarantee:
 - (a) the full name and address of every member of the proposed company;
 - (b) that each member of the proposed company has given their written consent to be a member;
 - (c) the proposed amount of the guarantee that each member agrees to provide; and
 - (d) if the company is to have a share capital:
 - (aa) the number and class of shares to be issued;

- (bb) the currency in which the company's share capital is to be denominated
- (cc) the amount (if any) each member agrees to pay for each share; and
- (dd) whether these shares will be fully paid on registration.”

2.3 Is the company registry available publicly & online in your country?

YES/NO

If YES, please provide links to the company registry and any other relevant registries of legal persons, or provide details about how the public can access them.

Ans: YES

The links to the company registry “the Myanmar Companies Online Registry (MyCO)” is <https://www.myco.dica.gov.mm/>. Creating an account with the Myanmar Companies Online Registry (MyCO) allows access to MyCO. Account users have access to register new companies, lodge change filings, order company documents and extracts, and request company authority.

Do not need to create an account to perform a Company Search on MyCO.

3. Access to beneficial ownership information of legal persons

3.1 Through which mechanism(s) can competent authorities (such as law enforcement, police, financial intelligence unit and tax agencies) access beneficial ownership information on companies and other legal persons created or registered in your country. Please select all that apply

- (1) Through a registry/registries with beneficial ownership information.
- (2) Through a different mechanism.
- (3) Competent authorities do not currently have access to beneficial ownership information

If REGISTRY, please provide further details on such registry(ies) including:

- (1) Authority(ies)/agency(ies) responsible for obtaining and maintaining beneficial ownership information and for maintaining the register(ies). Please list if more than one;
- (2) Categories of beneficial ownership information (data fields) obtained, recorded and maintained on the registry(ies), e.g. name, nationality, date of birth, address, etc.,
- (3) Types of legal entities covered within the scope of the beneficial ownership registry(ies), including any exempt entities;
- (4) Details of the registry's(ies') access policy:
 - (a) Is the information on the registry(ies) available to the public?
YES/NO
 - (b) If YES, please include a link(s) to the registry(ies).
 - (c) If NO, please list the authorities/agencies that have access to this information, or that can request access.
 - (d) Does accessing beneficial ownership information in the registry(ies) entail any costs?
 - (e) Does the registry(ies) provide features to search information by different types of information, e.g. legal entity name, name of director, name of beneficial owner, by first or last name, by business address, by registered agent? Is it possible to search for a combination of information (Boolean searches)?
- (5) Frequency of updates of information and triggers for updates;
- (6) Any mechanisms to verify beneficial ownership information submitted to the registry (ies) by legal persons or their representatives (if they exist).

Ans: In recent time in Myanmar, the Beneficial Ownership Disclosure Registry which shall be establish in accord with the sectors-wide consistent BO legal framework is only in the initial planning stage.

The article 4 of the DICA's directive No. 17/2019 describes that "All legal person or legal arrangement incorporated within the Republic of the Union of Myanmar must comply with this directive."

The article 5 of the DICA's directive No. 17/2019 describes that "All legal persons sand legal arrangements are required to obtain and hold up-to date information on their beneficial ownership and submit it in a timely manner to DICA and the Internal Revenue Department."

In recent time in Myanmar, the Beneficial Ownership Disclosure Registry which shall be establish in accord with the sectors-wide consistent BO legal framework is only in the initial planning stage.

Through mechanisms which Competent authorities (law enforcement, police, financial intelligence unit and Tax agencies) can access information concerning with the Beneficial Ownership assets of Companies and other legal persons registered or created in Myanmar. Through registry/registries concerning the information of Beneficial Ownership assets.

Details procedures of registration are as follow;

- (1) The following competent authorities conduct the registration;
 - (a) Keeping registry of the title and the negotiable instruments concerning real estate and immovable property in the registration of deeds office at *Department of Agricultural Land Management and Statistics (DALMS)*
 - (b) Keeping registry of the ownership documents of the real estate and building in Naypyitaw, Yangon and Mandalay by the relevant municipal committee.

- (c) Keeping registry of real estate and building in Yangon under the administrative power of the Department of Urban and Rural Housing Development.
 - (d) Keeping registry concerning the permission of private/departmental and industrial land lease under the disposal lands which is outside of the municipal area in Naypyitaw, Yangon and Mandalay.
 - (e) Keeping registry of vehicle ownership by the Road Transport Administration Department.
 - (f) Keeping registry of vessel ownership by the Department of Marine Administration.
 - (g) Keeping registry in Myanmar securities exchange commission, securities exchange companies and Yangon stock exchange to service the ownership, trading and transferring of securities.
 - (h) Keeping registry concerning the deposit money by Bank and Financial Institutions.
- (2) In identifying the information of the beneficial ownership of assets include the name of owner, nationality, ID card number, date of birth and address.
 - (3) Any organization require to register in accordance with the said above paragraph (a).
 - (4) The policies to access registered information are as follow;
 - (a) Although people can not use the registered information, Anti-corruption commission, Myanmar police force, authorized law enforcement organization including Bureau of Special Investigation, the Central Bank of Myanmar, The Financial Institutions Supervision Department and the securities exchange commission can access the registered information.
 - (b) Accessing the registered information is not entail.

- (c) By registering the assets, you can not search any the sort of information. However, legal entity name, name of director, name of beneficial ownership and business addresses can be search via the internet webpage on <https://bo.dica.gov.mm/pages/bo-disclosure?status=Active> and [https:// www.myco.dica.gov.mm/](https://www.myco.dica.gov.mm/) of Directorate of Investment and Company Administration (DICA). While searching the information, not only the said above paragraph (a) but also the public can search without charge.
- (d) During the transferring and trading of assets in the above mentioned paragraph (a), require to register the beneficial ownership information up to date. According to the section 5 and 6 of the Directive of Disclosure on Beneficial Ownership Information issued by DICA on 15-11-2019, the beneficial ownership information of legal person and legal arrangement shall exactly and continuously submit to the DICA and Internal Revenue Department.
- (e) The following procedures are exercising to identify the information of Beneficial Ownership submitted by the Legal Person and representatives to Registration Department.
- (aa) Under section 19, paragraph (d) (3) and (4) ,the Anti-Money Laundering law, to identify the Beneficial Ownership of the Bank and Financial Institutions, Non-bank and financial institutions, Designated non-financial business and Professionals, to understand the ownership and control mechanism of the legal person, to scrutinize whether the person has power of attorney or not, and to scrutinize the legality of entity,

the reasonable action including the Customer Due Delligence shall be taken.

- (bb) According to the section 5 and 6 of the Directive of Disclosure on Beneficial Ownership Information issued by DICA dated 15-11-2019, the beneficial ownership information of legal person and legal arrangement shall be accurately and continuously submit to the DICA and Internal Revenue Department.

- 3.2 Please describe any other sources (mechanisms) through which competent authorities/agencies can access beneficial ownership information in your country. In each case, please describe how beneficial ownership information on companies and other legal entities is made available to authorities and/or the public (if applicable).

Examples may include through private-public partnerships (e.g. involving financial institutions, notaries and/or corporate service providers), through stock exchange or security exchange commission, or disclosure obligations for participation in public procurement processes, etc.

Ans: Nothing to express.

- 3.3 Are foreign legal persons, foreign (express) trusts or foreign legal arrangements allowed to operate in/own assets/ and/or register in your country? **YES/ NO**

If YES,

- (1) how is basic information on these arrangements recorded (if at all)?
- (2) how is beneficial ownership information on these arrangements recorded (if at all)? Please provide details of the relevant legislation and practices.

Ans: Foreign companies and the overseas corporations can be registered in accord with the Myanmar Companies Law.

In the case of the foreign companies, the basics information requirements are as same as the answer mentioned for the above Question 2.1.

In the case of the overseas corporations, the section 47 (b) of the Myanmar Companies Law prescribes that: “the application must:

- (1) state the name of the overseas corporation;
- (2) state the full names, date of birth, gender, nationalities and residential addresses of the directors and any secretary of the overseas corporation at the date of the application;
- (3) state that the overseas corporation has appointed an authorised officer, and provide the full name, date of birth and residential address of the authorized officer appointed by the overseas corporation (who will be authorised to accept service of documents in the Union of documents on behalf of the overseas corporation);
- (4) state that the person named as the authorised officer has given their written consent to act as authorised officer the overseas corporation;
- (5) the full address of the registered office in the Union of the overseas corporation;
- (6) state the full address of the place of business in the Union of the overseas corporation (if it is different to the registered office) or, if the overseas corporation has more than one place of business in the Union, the full address of the principal place of business in the Union of the overseas corporation;
- (7) state the full address of its registered office or principal place of business in its place of origin;
- (8) include a declaration by the overseas corporation that all matters stated in the application are true and correct; and

- (9) have attached evidence of incorporation of the overseas corporation and a copy of the instrument constituting or defining the constitution of the corporation, and, if not in Myanmar language, a Myanmar language translation of such documents and a summary statement in the English language duly certified by a director in that behalf shall be filed

Foreign Legal Person can operate and register beneficial ownership in Myanmar except for owning of the land. Maintaining procedures of Beneficial Ownership information of such Legal Person are equivalent to the said above paragraph 3.1 and 3.2. However, foreign (express) trust and foreign legal arrangements are not granted to operate in Myanmar. (The interpretation of foreign (express) trust or foreign legal arrangement is misinterpreted as the foreign investment in Questionnaire.)

4. Access to basic information and beneficial ownership information of (express) trusts and other similar legal arrangements.

4.1 Does your country recognize (express) trusts or other similar legal arrangements? **YES/NO**

- (1) If YES, please provide a broad overview of your country's system and mechanisms for obtaining beneficial ownership information on (express) trusts and other similar legal arrangements created or registered in your country.
- (2) If NO, please skip to question 5

Ans: Related to other Legal Arrangements accordingly, all Legal Person or Legal Arrangements established in Myanmar must comply with Directive No. 17/2019 dated on 15-11-2019 of the Ministry of Investment and Foreign Economic Relations.

4.2 How is basic information on (express) trusts and other legal arrangements obtained and recorded in your country?

Ans: More information is available at <https://www.myco.dica.gov.mm> .

4.3 How is beneficial ownership information on (express) trusts and other legal arrangements obtained and recorded in your country?

- (1) Through a registry/registries with beneficial ownership information
- (2) Through a different mechanism
- (3) Competent authorities do not currently have access to beneficial ownership information

If **REGISTRY**, please provide details on the registry(ies), authority(ies)/ agency (ies) in charge of maintaining the registry(ies), type of information collected, and details on the access policy.

If **ALTERNATIVE MECHANISM**, please provide details on the mechanism, type of information collected, and details on the access policy.

Ans: More information is available at <https://www.myco.dica.gov.mm> .

5. Sanctions

5.1 Please describe the types of sanctions, sanctionable conduct, and targets of sanctions for noncompliance with beneficial ownership disclosure regulations (whether on the registry(ies) or through an alternative mechanism).

Ans: The article 10 of the DICA's directive No. 17/2019 describes that "Any legal person or legal arrangement that fails to provide accurate and up-to-date information and fails to comply with this directive, successor regulations and directives shall be punishable in line with Chapter (XI) of the Anti-Money Laundering Law."

5.2 Please describe the powers available to the designated authority(ies)/agency(ies) to enforce sanctions for non-compliance with

the beneficial ownership disclosure requirements, including any statistics on enforcement of such sanctions.

- Ans: (1) The Bank and Financial Institutions, Non-bank and financial institutions who failed to comply the section 19, paragraph (d)(3) and (4) of anti-money laundering law shall be punished with imprisonment for a term which may extend to three years and may also be liable to a fine under the section 44 in this law. If the offender is a company, a fine up to one hundred million kyats shall be imposed on such company or organization. This authority shall assign to the relevant courts.
- (2) If the Bank and Financial Institutions, Non-bank and financial institutions who failed to comply the section 19, paragraph (d)(3) and (4) in the above mentioned law, Competent regulatory authorities may impose them by means of written warning, restricted by specific instructions to submit report in line with the stipulation and will be taken action.
- (3) If fail to comply with the Directive on Disclosure of Beneficial Ownership Information issued by DICA on 15-11-2019, shall be punishable in line with chapter (XI) of the Anti-Money Laundering Law.

6. International Cooperation, asset recovery and challenges

6.1 Does your country make beneficial ownership information available to foreign competent authorities (directly or upon request)? Please provide details of the relevant legislative and regulatory framework in your country that allows for the international exchange of such information.

Ans: Directorate of Investment and Company Administration of the Ministry of Investment and Foreign Economic Relations issued the directive No.

17/2019 on 15th November 2019 on Disclosure of Beneficial Ownership Information.

In recent time in Myanmar, the Beneficial Ownership Disclosure Registry which shall be established in accord with the sectors-wide consistent BO legal framework is only in the initial planning stage.

After establishing the planned Beneficial Ownership Disclosure Registry, any requesting authorities can easily be accessible to the required information

Foreign relevant competent authorities can directly request the beneficial ownership information other than the said above article 3.1, paragraph (d), sub-paragraph 3. Union of Myanmar is a State Party of the international conventions and the State which has bilateral agreement with the Union of Myanmar can request assistance directly to the Central Authority under the section 10 of Mutual assistance in criminal matter law. They can also request to the Central Authority through the diplomatic channel. The requesting State may, in urgent circumstance make request orally by telephone facsimile, electronic mail or other electronic means including computer network. In making such request the original letter of request shall be sent to the Central Authority without delay under the section 13 of the above mentioned law. The detail of the standard procedure of the requesting assistance and refusal are enacted in this law Chapter (IV).

- 6.2** Please describe how foreign competent authorities may request or access beneficial ownership information on legal persons and legal arrangements formed in your country which agency(ies)/authority(ies) is/are responsible for receiving and responding to foreign requests? **Please provide contact information and instructions.**

Ans: In recent time in Myanmar, the Beneficial Ownership Disclosure Registry which shall be establish in accord with the sectors-wide consistent BO legal framework is only in the initial planning stage.

While the foreign competent authorities are requesting the beneficial ownership information of legal person, shall comply the expression in above mentioned sub-paragraph 6.1. The contact address is the central authority. While the foreign competent authorities are requesting the beneficial ownership information of legal person, shall comply the expression in above mentioned sub-paragraph 6.1. The contact address is the central authority on mutual assistance in criminal matter law, Office Number (10), Ministry of Home Affairs, Naypyitaw.

6.3 In your opinion, what are the main challenges faced by foreign competent authorities to access beneficial ownership information held in your country?

Ans: In recent time in Myanmar, the Beneficial Ownership Disclosure Registry which shall be establish in accord with the sectors-wide consistent BO legal framework is only in the initial planning stage.

After establishing the planned Beneficial Ownership Disclosure Registry, any requesting authorities can easily be accessible to the required information.

6.4 In your opinion, what are the main challenges faced by competent authorities of your country to access/receive beneficial ownership information held in a foreign country?

Ans: Nothing to express.

6.5 Do you have any case studies or examples where the transparency of beneficial ownership has enabled or enhanced the effective recovery and return of proceeds of crime in (or for) your country?

Ans: Nothing to express.

7. Good Practices for Beneficial Ownership Transparency

7.1 Has your country implemented any specific good practices relating to Beneficial Ownership Transparency that you wish to highlight? Examples could include good practices in verification, data format, searchability, use of technology, enforcement of sanctions, automatic red flagging, use or risk-based approach.

Ans: Directorate of Investment and Company Administration of the Ministry of Investment and Foreign Economic Relations issued the directive No. 17/2019 on 15th November 2019 on Disclosure of Beneficial Ownership Information.

In recent time in Myanmar, the Beneficial Ownership Disclosure Registry which shall be established in accord with the sectors-wide consistent BO legal framework is only in the initial planning stage.

In this planning stage, the competent authorities such as Anti-Money Laundering Central Board (AMLCB), Anti-Corruption Commission, law enforcement, police, and the financial intelligence unit-FIU) should be learned from the international good practice.

8. Follow-up to the special session of the General Assembly against corruption

8.1 Please describe any other measures, if any, that your country may have taken to implement paragraph 16 of the political declaration adopted by the General Assembly at its special session against corruption held in June 2021.