

# Luther.

## Memo: Legal Obligations of Branch Offices under Myanmar Law

Updated: June 2023



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## A. Introduction

Unless exempted<sup>1</sup>, an overseas corporation or other body corporate shall not carry out business in the Republic of the Union of Myanmar – whether or not for the purpose of generating profits – unless it is properly registered with the Directorate of Investment and Company Administration (“DICA”).<sup>2</sup>

Division 9 (“Other corporations authorised to register or taken to be registered under this Law – Corporations formed under other laws in force in the Union”) of the Myanmar Companies Law (2017) provides regulations for the registration of overseas corporations (hereafter “branch office”) in Myanmar.

Under the law, a branch office is able to act independently and engage in legitimate profit-making activities. A branch office will, however, not be treated as a separate legal entity from the overseas corporation it represents. Consequently, any and all contracts it enters into and the legal obligations, debts and liabilities arising therefrom, are binding and enforceable against the overseas corporation.

The following memorandum provides an overview of the most relevant general legal obligations applicable to branch offices under Myanmar law. Some of these obligations have to be complied with upon registration of an overseas corporation, while others have to be complied with continuously during the course of a business.

Failure to comply with such legal obligations can lead to administrative action against the branch office, its authorised officer and the director(s) of the overseas corporation.

## B. Compliance

A branch office has to ensure compliance with numerous laws upon registration and commencement of business in Myanmar.

### I. Myanmar Companies Law (2017)

Various obligations stipulated in the Myanmar Companies Law (2017) will apply with effect from the date of registration with DICA.

#### 1. Authorised officer

Any overseas corporation intending to register a branch office in Myanmar is required to appoint an authorised officer acting as its representative.<sup>3</sup>

The authorised officer must be ordinarily resident in Myanmar, i.e. be a permanent resident under an applicable law or be resident in Myanmar for at least 183 days in each twelve months period commencing from (i) in case of a branch office registered under the previous Companies Act (1914), the date of commencement of the Myanmar Companies Law 2017 or (ii) in case of a Branch Office registered under the Myanmar Companies Law (2017), the date of registration of the branch office.<sup>4</sup>

The authorised officer is authorised to accept service of documents in Myanmar on behalf of the branch office of the overseas corporation. He must further keep duplicate originals of the application and all documents accompanying and maintained with the branch office’s records.

It is important to note that the overseas corporation is responsible for having an authorised officer ordinarily resident in Myanmar. Hence, in situations where the sole resident authorised officer is leaving Myanmar or no resident authorised officer is remaining due to other reasons, the overseas corporation will be duty-bound to appoint a new resident authorised officer and notify DICA within seven days from the date of the change.<sup>5</sup> If no such replacement is made within that period and the business continues to operate, the overseas corporation, its authorised officer and each director will be liable to a fine of MMK 250,000.<sup>6</sup>

**Our service:** For the provision of a nominee authorised officer, we charge USD 300 (net) per month / USD 3,600 (net) per year.

1 See sec. 43 (b) Myanmar Companies Law (2017).

2 Sec. 43 (a) Myanmar Companies Law (2017).

3 Sec. 1 (c) (iii) Myanmar Companies Law (2017).

4 Sec. 1 (c) (xix) Myanmar Companies Law (2017).

5 Sec. 51 (e) Myanmar Companies Law (2017).

6 Sec. 52 Myanmar Companies Law (2017).

## 2. Registered office address

A branch office shall have a registered office address in Myanmar to which all communications and notices may be addressed.<sup>7</sup> The registered office address may be different from the principal place of business in Myanmar.

**Our service:** For the provision of a registered office address, we charge USD 25 (net) per month / USD 300 (net) per year.

## 3. Use of name

Every overseas corporation carrying on business in Myanmar through a branch office must ensure that its full name and the name of the country where it was incorporated are clearly stated in any written communications sent by, or on behalf of, the overseas corporation. These details must be clearly stated in any documents issued or signed by, or on behalf of, the overseas corporation that evidence or create a legal obligation of the overseas corporation. They must further be prominently displayed at the registered office and principal place of business of the branch office in Myanmar.<sup>8</sup>

## 4. Annual return

Every overseas corporation conducting business in Myanmar must within 28 days of the end of its financial year in the country of origin file an annual return with DICA to confirm and update its particulars.<sup>9</sup> Non-compliance with this requirement will result in the suspension and de-registration of the branch office.

## 5. Financial statements of overseas corporation

Every overseas corporation conducting business in Myanmar shall, at least once each calendar year and at intervals of no more than 15 months, file a balance sheet of the overseas corporation in its jurisdiction of incorporation, made up to the end of its last financial year, a copy of its cash flow statement for its last financial year, and a copy of its profit and loss statement for its last financial year (in such form and containing such particulars and including copies of such documents as the corporation is required to prepare by the law in its place of origin) with DICA.<sup>10</sup>

## 6. Change of name of overseas corporation

An overseas corporation that changes its name must file a notice of the change of name with DICA within 28 days.<sup>11</sup>

## 7. Alteration of details

Every overseas corporation conducting business in Myanmar must within 28 days of a change file notice of the following:

- Any alteration to the instrument constituting or defining the constitution of the overseas corporation;
- Any change of the director(s) or the residential addresses of the director(s) of the overseas corporation;
- Any change of the address of the registered office or principal place of business of the overseas corporation overseas; and
- Any change of the address of the registered office or principal place of business of the overseas corporation in Myanmar. Notice of the proposed change must be given prior to the company effecting the change in the address of its registered office or principal place of business.

Further, any change of the authorised officer or the address of the authorised officer or the appointment or change in details of any other person authorised to accept service of documents in Myanmar on behalf of the overseas corporation shall be filed with DICA within seven days.<sup>12</sup>

7 Sec. 47 (b) (v) Myanmar Companies Law (2017).

8 Sec. 50 Myanmar Companies Law (2017).

9 Sec. 53 (a) (i) Myanmar Companies Law (2017).

10 Sec. 53 (a) (ii) Myanmar Companies Law (2017).

11 Sec. 44 (b) Myanmar Companies Law (2017).

12 Sec. 51 Myanmar Companies Law (2017).

Relevant mandatory filings with DICA include (not exhaustive):

Corporate action	Time limit	Provision(s) under Myanmar Companies Law (2017)
Any alteration to the instrument constituting or defining the constitution of the overseas corporation	28 days from the change	Sec. 51 (a)
Annual return	within 28 days of the end of its financial year	Sec. 53 (a) (i)
Appointment, resignation, removal or cessation of directors	28 days from the change	Sec. 51 (b)
Appointment, resignation, removal or cessation of authorized officer	28 days from the change	Sec. 51 (e)
Change of address of the overseas corporation	28 days from the change	Sec. 51 (c)
Change of address of Branch Office in Myanmar	28 days from the change	Sec. 51 (d)
Financial statement of the overseas corporation	At least once each calendar year and at intervals of no more than 15 month	Sec. 53 (a) (ii)
Notice of cessation of business in the Republic of the Union of Myanmar	21 days after ceasing business in Myanmar	Sec. 55 (a)

## 8. Beneficial ownership

In order to tackle money laundering and tax evasion, Myanmar introduced mandatory disclosure of beneficial ownership for all entities. Pursuant to Directive No. 17/2019 issued by DICA, every branch office shall, from 1 January 2020, obtain and keep records of certain information relating to its beneficial owners. Such information shall further be registered with DICA. A beneficial owner is a natural person who:

- Holds, directly or indirectly, more than 5 % of the shares or voting rights of the overseas corporation;
- Has the right to, directly or indirectly, appoint and remove the majority of the board of directors or other governing body of the overseas corporation; or
- Has the right to, or actually, exercises significant influence or control over the overseas corporation.

It should be noted that at the time of this memorandum, the procedures for the filing with DICA have not yet been implemented.

## 9. Maintenance of corporate records

The authorised officer of a branch office must keep all duplicate originals of the application and all documents accompanying and maintained with the branch office's records.

## 10. Cessation of business

Within 21 days after ceasing to carry out business in Myanmar, an overseas corporation must file a notice stating that it has so ceased, and, subject to being satisfied of compliance with other applicable laws, DICA will remove the overseas corporation's name from the register.<sup>13</sup>

**Our service:** For an annual retainer fee of USD 1,200 (net) per year, we offer clients all routine corporate secretarial services at no additional fee.

<sup>13</sup> Sec. 55 (a) Myanmar Companies Law (2017).

## II. Corporate tax

Unless exempted, any branch office, whether it is profit generating or not, is subject to certain tax filing obligations.

### 1. Bookkeeping

While not expressly stipulated in the law, any branch office is required to file its taxes based on a return of income, which shall provide for the profit & loss details of the branch office in respect of the activities within Myanmar:

- All sums of money received and expended by the branch office and the matters in respect of which the receipt and expenditure takes place;
- All sales and purchases of goods and services by the branch office;
- All assets and liabilities of the branch office; and
- Any other financial matters prescribed under the Companies Law (2017) or other applicable law.

These financial records shall be prepared based on the Myanmar financial year (1 April to 31 March), in accordance with the applicable accounting standards.

**Our service:** For branch offices whose operations do not necessitate the employment of a full-time accountant, we offer bookkeeping services. Our fees for such services are generally volume based.

### 2. Taxpayer Identification Number

Pursuant to Notification 20/2022, every branch office must within 90 days of its registration apply for a taxpayer identification number (“TIN”) with the Internal Revenue Department.

The registration form must be submitted in both English and Myanmar, together with a duly completed IRD Information Gathering Worksheet.

The TIN shall be used for the payment of income tax, commercial tax, special goods tax and the filing of returns and other communications with the Internal Revenue Department, as well as in business transactions such as payments, imports, applications for export/import licenses and tender bids.

### 3. Filing and payment of corporate income tax

Branch offices, which are considered non-resident for taxation purposes, are subject to corporate income tax of 22 % (from FY 2021/22) levied on any profit derived from the activities in Myanmar.

The tax is due at the time of receiving the income<sup>14</sup> and payable in advance in quarterly instalments computed on the estimated total profit for the financial year.<sup>15</sup> Every branch office shall further furnish an income tax return for the financial year within three (3) months from the end of each financial year.<sup>16</sup> The figures in the return of income must be expressed with Myanmar Kyat.

Any tax withheld by customers from the payments to the branch office (withholding tax) may be set off against the annual tax obligations.<sup>17</sup>

It should be noted that the Internal Revenue Department may determine the profit not only based on the branch office accounts, but may also take into account a proportion of the worldwide income or any other basis considered reasonable, if it concludes that the income cannot be ascertained accurately.

**Our service:** Corporate income tax filing and payment is offered as part of Luther’s accounting services.

### 4. Filing and payment of withholding tax

Pursuant to Notification No. 47/2018, it is no longer required to withhold tax from payments for the purchase of goods or services to resident citizens and resident foreigners. Payments to non-resident foreigners for the purchase of goods or services performed within Myanmar shall however be subject to withholding tax of 2.5 %. Similarly, payments of interest or royalties to non-resident foreigners may be subject to withholding tax.

Branch offices deducting withholding tax from payments to their foreign suppliers shall file and pay the applicable withholding tax within 15 days from such payment.

**Our service:** Withholding tax filing and payment is offered as part of Luther’s tax compliance services.

14 Sec. 15 (a) Income Tax Law (1974).

15 Sec. 16 (a) Income Tax Law (1974).

16 Sec. 17 (a) Income Tax Law (1974).

17 Notification No. 47/2018, Ministry of Planning, Finance & Industry

## 5. Commercial tax registration

Unless exempted, any branch office carrying out production or service activities and exceeding the threshold of MMK 50,000,000 taxable supplies in any one financial year shall apply with the relevant Township Revenue Officer for Commercial Tax Registration.<sup>18</sup> The application shall be submitted one month prior to the commencement of business.<sup>19</sup>

Further, any branch office commencing operation shall furnish a letter of intimidation with the prescribed form within ten days from the commencement of business to the relevant Township Revenue Office.<sup>20</sup>

**Our service:** Our fee for the initial commercial tax registration is USD 500 (net). For each renewal of the registration, we charge a fee of USD 400 (net).

## 6. Filing and payment of commercial tax

Branch offices having taxable proceeds from the sale of goods or services must pay commercial tax monthly within ten days after the end of the relevant month.<sup>21</sup> In addition, quarterly returns must be submitted to the relevant Township Revenue Officer within one month after the end of the relevant quarter, and annual returns within three months after the end of the relevant year.<sup>22</sup>

**Our service:** We offer commercial tax filing services only in combination with our accounting services.

## 7. Stamp duty

Stamp duty is a form of tax charged on certain legal instruments (e.g. lease contracts, loan agreements) in the form of impressed stamps or the affixation of physical stamps on the instrument in question. The payment and affixation of the stamps is generally due before or at the time of execution of the instrument.

The penalty for unpaid or underpaid stamp duty is three times the amount of the unpaid or underpaid stamp duty.

<sup>18</sup> Sec. 11 (a) Commercial Tax Law (1990).

<sup>19</sup> Sec. 3 Commercial Tax Regulations (2012).

<sup>20</sup> Sec. 11 (b) Commercial Tax Law (1990).

<sup>21</sup> Sec. 12 (a) Commercial Tax Law (1990).

<sup>22</sup> Sec. 13 (a) Commercial Tax Law (1990).

## III. Social security and personal income tax

Any branch office with employees will have to comply with the employer obligations stipulated in Myanmar's personal income tax and social security laws.

### 1. Registration for personal income tax

In order to facilitate the payment of the employees' personal income tax, every employer has to register its employees with the relevant Township Office of the Internal Revenue Department.<sup>23</sup>

**Our service:** Personal income tax registration is offered as part of Luther's payroll services and charged on a headcount basis.

### 2. Filing and payment of personal income tax

Employers are required to withhold, file and pay their employees' personal income tax from their salaries at the time of payment.<sup>24</sup>

The tax to be paid must be estimated based on the expected annual income, be withheld in equal instalments and filed and paid monthly. Finally, an employer shall furnish yearly the annual salary statement as prescribed by the regulations within three months from the end of the income year.<sup>25</sup>

Employers failing to withhold and pay their employees' personal income tax are deemed to be at default and liable for such payments.<sup>26</sup>

**Our service:** Personal income tax filing and payment is offered as part of Luther's payroll services.

### 3. Registration with the Social Security Fund

Unless exempted, employers with five or more employees shall register with the relevant Township Office of the Social Security Fund.<sup>27</sup> The registration must be submitted within ten days from the appointment of the fifth (5<sup>th</sup>) employee.

Employers further have to register each new employee within ten days from the appointment and notify the relevant Social Security Office within ten days of any transfer, resignation or death of an employee.

<sup>23</sup> Sec. 16 (d) Income Tax Law (1974) as amended in 2016.

<sup>24</sup> Sec. 16 (d) Income Tax Law (1974).

<sup>25</sup> Sec. 18 Income Tax Law (1974).

<sup>26</sup> Sec 16 (g) Income Tax Law (1974).

<sup>27</sup> Sec. 11 (a) Social Security Law (2012).

**Our service:** Social Security Fund registration is offered as part of Luther's payroll services and charged on a headcount basis.

#### 4. Filing and payment of the Social Security Fund contributions

Employers are required to withhold the employees' social security contributions from their salaries, to be filed and paid monthly together with the employer's contributions to the relevant social security township office before the 15th of the month following the salary payment.<sup>28</sup>

**Our service:** Social security filing and payment is offered as part of Luther's payroll services.

### IV. Employment laws

Any branch office having employees in Myanmar will be subject to the obligations stipulated in the various employment laws.

#### 1. Registration of business

Under Myanmar employment law, any employer opening a shop/establishment shall, within ten days of such opening, send a notice to the inspector of the Factories and Labour Law Inspection Department with the following details:

- Name, address, phone, fax, e-mail of the shop/establishment;
- Type of shop/establishment;
- Name, ID number, residence address, phone, fax, e-mail of employer;
- Name, ID number, residence address, phone, fax, e-mail of manager or person-in-charge representing the employer;
- Number of employees; and
- Name, passport number, nationality, residence-permit duration and residence address of expatriate employee.<sup>29</sup>

**Comment Luther:** The employer shall use Form 1 "Notice of opening of shop/establishment" of the Shops and Establishment Rules (2018). In case of a subsequent change, the employer shall use Form 2 "Notice of change of address/Type of business/Expansion of business/Change of owner/Change in appointments of employees".

#### 2. Registration of employment contracts

Employers must enter into written employment contracts with

<sup>28</sup> Sec. 64(b) Social Security Rule (2014).

<sup>29</sup> Rule 3 Shops and Establishment Rules (2018).

their employees within 30 days of employment.<sup>30</sup> Employers with five or more employees must further submit the employment contracts with the relevant Township Labour Office for registration.

**Our service:** For further information, please refer to our memo "Myanmar Employment Law". The review and drafting of customised employment contracts and/or registration of employment contracts with the relevant Township Labour Office is billed based on the time spent by our attorneys.

#### 3. Employment records & forms

Under the current legal framework, employers in Myanmar must maintain employment records and comply with various filing obligations. Forms contained in both the Shops and Establishment Rules (2018) and the Leave and Holidays Rules (2018) shall be completed by the employer and either kept ready for ad hoc inspection by the Factories and General Labour Law Inspection Department ("Inspector") or be filed with the Inspector.

As employers and managers or supervisors representing the employer may be penalised with fines, imprisonment or both penalties for non-compliance with these statutory obligations, it is crucial to know which records must be maintained and which forms must be kept or filed with the labour authorities.

**Our service:** Please refer to our memo "Myanmar Employment Law" for further information. The maintaining and filing of these forms is offered as part of Luther's payroll services and charged on a headcount basis.

#### 4. Workplace safety and health manager & committee

Under the Occupational Safety and Health Law (2019), enterprises shall either appoint an occupational safety and health manager or form an occupational safety and health committee, depending on the size of the workforce.

**Comment Luther:** For further information, please refer to our memo "Myanmar Employment Law".

#### 5. Workplace coordinating committee

Employers with 30 or more employees must form a workplace coordination committee, which shall be notified to the relevant Township Conciliation Body by filling Form A. The workplace

<sup>30</sup> Sec. 5 (a) Employment and Skills Development Law (2013).



coordination committee shall consist of an even number of six members, equally representing the employer and the employees. The employees' representatives shall be elected by the employees. In case of unionised employees, the labour organisation may nominate candidates.

**Comment Luther:** For further information, please refer to our memo "Myanmar Employment Law".

## V. Miscellaneous

### 1. Anti-corruption code

On 19 October 2018, the Anti-Corruption Commission issued Notification No. 14/2018, announcing fundamental principles for private enterprises to prevent corruption and guide them when dealing with ministries, government organisations and enterprises in Myanmar's private business sectors.

Pursuant to this notification, private companies are required to:

- Define a sound and effective anti-corruption policy, which shall have the support of the highest level of management;
- Effectively identify, analyse and assess risks of corruption;
- Maintain strict, detailed measures for sensitive areas with a high risk of corruption;
- Apply anti-corruption measures not only to their own entity but also to affiliated businesses;
- Maintain accurate and systematic accounts and records;
- Maintain HR Management policies supportive of anti-corruption measures;
- Maintain trustworthy mechanisms for the reporting of suspected corruption; and
- Maintain regular assessment of anti-corruption measures.

On 16 January 2019, the Directorate of Investment and Company Administration published a notice advising all companies and corporations registered in Myanmar (including branch offices) to follow these fundamental principles and establish anti-corruption guidelines.

**Our service:** We would be happy to guide and assist you with the drafting and establishment of your anti-corruption guidelines.

### 2. Immigration

Any branch office employing foreigners in Myanmar must ensure that they hold valid immigration documents.

As Myanmar did not yet establish a comprehensive system of work passes/permits, most foreign employees currently only hold a business visa or stay permit.

By law, foreigners residing in Myanmar for more than 90 consecutive days are also required to apply for a Foreigner Registration Certificate ("FRC").

**Our service:** Applications for business visa, foreigner's registration certificate and long term stay permits are offered as part of Luther's services.

Since October 2016, foreigners occupying residential premises shall, within 24 hours of their arrival, further be reported by their landlord to the relevant Ward Administration Office and Township Office of the Department of Labour (using a copy of the Hotel Arrival Report/Form C).

### 3. Lease agreements

When leasing an office or other premises, branch offices must observe the various restrictions and requirements applicable to leases in Myanmar.

**Our service:** For further information and our services in this regard, please refer to our memo "Leasing of Property in Myanmar".

#### Lease term

The Transfer of Immovable Property Restriction Law (1987) limits the term for leases of immovable property to foreign corporations. As a general rule, no person shall grant a lease of immovable property for a term exceeding one year to a foreign corporation, and correspondingly, no foreign corporation shall receive a lease of immovable property for a term exceeding one year.<sup>31</sup>

Myanmar laws provide certain exemptions from the aforementioned restrictions. For example, the Myanmar Investment Law (2016) provides that any (foreign) investor who has obtained a permit or endorsement from the Myanmar Investment Commission ("MIC") may obtain approval to enter into long-term lease agreements of up to fifty (50) years with the possibility of two extensions of ten years each.<sup>32</sup>

31 Sec. 5 Transfer of Immovable Property Restriction Law (1987).

32 Sec. 50 (b) and (c) Myanmar Investment Law (2016).

Further, a sublease from a lessor who has obtained a permit or endorsement from the Myanmar Investment Commission may be entered into for the same term, even if the lessee did not obtain a permit or endorsement from the Myanmar Investment Commission.

#### Stamp duty

The Stamp Act (1899) stipulates that lease agreements are subject to the payment of stamp duty. Unless the relevant instrument has been executed outside of Myanmar, the payment and affixation of the stamps is generally due on or before the date of execution of the instrument in questions.

#### Registration of long-term leases

Any lease agreement exceeding the term of one year or reserving a yearly rent shall be registered with the Register of Deeds Office.<sup>33</sup>

#### **4. Business registration (City/Regional Development Committee)**

Certain businesses may be required to register their premises to obtain a business license, e.g. from the Yangon City Development Committee.

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<sup>33</sup> Sec. 17 (1) Registration Act (1909). For leases of immovable property for a term not exceeding one year, and leases exempted under section 17 Registration Act (1909), registration pursuant to sec. 18 Registration Act (1909) is optional.

## C. Luther in Myanmar

Active in Myanmar since 2013, Luther is one of the largest law firms and corporate services providers in Yangon. Our international team of more than 50 professionals consist of lawyers, tax consultants, corporate secretaries and accountants from Germany, France, Italy and Myanmar.

With our “one-stop” service solution, Luther Law Firm Limited and Luther Corporate Services Limited provide a comprehensive range of services to assist and advise clients in all stages of the business lifecycle, namely, from the establishment of a Myanmar business, through on-going legal and tax advice, bookkeeping, accounting, payroll and payment administration up to the dissolution of enterprises.

We devise and help our clients to implement legal, tax and corporate compliance structures that work and let them focus on being successful in Asia’s last frontier market. Myanmar’s legal framework is governed by both old and new laws and regulations, as well as internal policies and practices of the Myanmar authorities. Many laws dating back to the colonial and post-independence periods are, with more or less changes, still in force. Since its political and economic opening in 2011, Myanmar has embarked on a comprehensive reform process and is currently overhauling its legal framework.

Our local and international colleagues have the necessary knowledge, experience and commercial expertise to serve our more than 600 clients in this rapidly developing country, including multinational investors, MNCs and SMEs, development organisations, embassies, NGOs and local conglomerates.

To advise each client in the best possible way, our lawyers and tax advisors – in addition to their specialised legal and tax expertise – have expert knowledge of specific industries.

Further, our team members are well connected and actively participating and holding positions in various chambers to stay abreast of the latest developments, such as the European Chamber of Commerce in Myanmar, the German Myanmar Business Chamber, the British Chamber of Commerce and French Myanmar Chamber of Commerce and Industry.

We offer pragmatic solutions and recommendations based on best practice guidelines. We never compromise on quality and we always put our clients first. Our lawyers are trained to deliver work products that comply with the highest standards and we will not settle for less.

## Awards

“The Legal 500 Asia-Pacific 2022” ranked Luther Myanmar in Band 3 and shortlisted the firm as Law Firm of the Year - Myanmar



In 2022, both Luther Myanmar and Alexander Bohusch individually were ranked in Band 3 by Chambers Asia Pacific.



## Legal advisory services

Our international and Myanmar lawyers provide comprehensive legal and tax advice in all areas of corporate and commercial law, including:

### Foreign direct investment and market entry

- Support and advice on the choice of location
- Advice with regard to the appropriate market entry and restrictions under the Myanmar Investment Law
- Representation vis-à-vis regulatory authorities
- Application for permits and endorsements under the Myanmar Investment Law 2016 and the Special Economic Zone Law 2014

### Establishment of a Myanmar business

- Advising on the type of entity to be established and the optimal corporate & tax structure
- Incorporation of limited companies and registration of foreign corporations (“Branch or Representative Offices”)

### Corporate law, investment structuring and joint ventures

- National and international joint ventures, PPP projects
- Capital measures (increase and reduction in capital, cash and in kind)
- Advice to members of executive and supervisory boards
- Shareholders agreements, constitutions and rules of procedure
- Disputes among shareholders

### M&A advisory

- Support in M&A, domestic and cross-border acquisitions by asset or share deal
- Due diligence
- Corporate restructuring measures
- Post-merger / closing integration

### Finance advisory

- Banking, finance and insurance law
- Corporate finance
- Loan and security agreements
- Registrations with the Central Bank and FRD
- Legal opinions

### Real estate law

- Sale and purchase agreements and leases
- Financing structures

### Non-profit sector

- Advice on the appropriate legal structures for NGOs, development organisations, foundations, social enterprises and charities
- Registration of companies limited by guarantee, associations and NGOs
- Application of tax exemptions

### Compliance

- Anti-corruption compliance
- Corporate governance and corporate compliance
- Labour law compliance
- Regulatory compliance
- Tax compliance

### Employment and labour law

- Employment and secondment contracts, employment policies
- Registration of employment contracts with Myanmar labour authorities
- Corporate restructuring, redundancy and compensation plans

### Immigration law

- Visa, long-term stay permits and foreigner registration cards
- Labour Cards
- Form C (Occupation of Residential Premises)

### Contract law

- Negotiation and drafting of commercial agreements
- Registration of deeds and contracts with the authorities
- Advice and assistance on stamp duty payments

### International trade and distribution law

- Registration of foreign trading companies
- Review of general terms and conditions
- Supply and procurement agreements
- Distributorship and sales agency agreements

### Intellectual property law

- Development and implementation of IP protection strategies
- Registration of trademarks, designs and patents
- License agreements, research and development agreements

## Tax advisory and business process outsourcing services

Our tax advisors, company secretaries and accountants support clients with a complete range of BPO services, including:

### Corporate secretarial services

- Provision of personnel to assume statutory positions
  - Company secretary
  - Nominee director/officer
- General statutory compliance services
  - Advice on best practice, corporate governance and compliance with Myanmar law
  - Setting up, custody and maintenance of statutory books and registers
  - Filings with the Directorate of Investment and Company Administration (DICA) and the Myanmar Investment Commission (MIC)
  - Preparation of notices, minutes, and other documents pertaining to directors' and shareholders' meetings
  - Provision of registered office address
- Managing changes:
  - Change of name
  - Change in constitutional documents
  - Change in capital structure (transfer of shares, issuance of shares)
  - Change of shareholders, directors, representatives, auditors and company secretaries
  - Change of registered office address
- Cessation of a business
  - Liquidation of companies
  - De-registration of Overseas Corporations (Branch/Representative office)

### Tax advice and tax structuring

- International tax (inbound and outbound)
- Direct and indirect taxes
- Tax structuring of M&A transactions
- Transfer pricing

### Tax compliance

- Commercial tax and special goods tax
- Corporate income tax and withholding tax
- Personal income tax
- Applications for relief under Double Tax Agreements
- Liaison with the Internal Revenue Department
- Payment of stamp duty

### Accounting and financial reporting

- Bookkeeping
  - Setting up the chart of accounts
  - Recording of all payments and funds received
  - Preparation of monthly bank reconciliation statements
  - Recording of all sales, purchase and trade debtors
  - Recording of prepayments and accruals
  - Recording of assets and related depreciation
  - Recording of all commercial tax (CT) on taxable purchases/supplies
  - Extraction of monthly trial balances and general ledger
- Management reports
  - Compiling of profit and loss account and balance sheet
  - Generating aged financial analysis of debtors and creditors
  - Business advisory services such as accounting reports
  - Budget preparation, comparison and analysis of key components of financial performance
  - Statutory accounting
  - Preparation of financial statements and notes to the financial statements

### Human resources and payroll administration

- Processing and payment of employee expense claims
- Computation of salaries, social security contributions and personal income taxes
- Provision of payroll reports and financial journals
- Payment of salaries net of personal income tax and social security contributions
- Filing and payment of personal income tax and social security contributions
- Ensuring compliance with tax and social security reporting requirements

### Payment administration

- Administration of cash funds deposited with us or in client's own bank accounts
- Account signatory services to enable settlement of company payment obligations and observance of "four eyes principle"
- Cash flow forecasting and processing of accounts receivables
- Issuance of payment vouchers and arrangement of payments

## D. Luther in Asia

### Expertise

Our Myanmar office works closely together with the other Luther offices in Asia and Europe. We take a holistic approach, dealing with Asia-wide compliance issues, assisting with the creation of international holding structures and ensuring tax-efficient repatriation of profits.

We provide the complete range of legal and tax advice to clients doing business in and from Asia. To offer a seamless service, we have teams in Europe as well as in Asia, led by partners with many years of experience on both continents. That way, we can immediately answer questions concerning investment decisions and provide our clients with an accurate assessment of the particularities of their projects, no matter where they are located.

Our lawyers unite substantial practical knowledge in important legal areas and cover the entire spectrum of law in Asia and beyond. We support foreign investors in the assessment of location and investment criteria, the structuring of investment projects, acquisitions and joint ventures. Finding and implementing solutions for sensitive areas like technology transfer and know-how protection also form part of our work. Alongside our clients we negotiate with future partners and local authorities and ensure the enforcement of their rights, in and out of court as well as in arbitration proceedings.

The services of our lawyers are complemented by our accountants, HR professionals and tax consultants offering all the services one would necessarily associate with a “one-stop shop” concept, from outsourced administration to accounting, payroll and tax compliance. Additionally, we provide corporate secretarial services, especially in Asian “common law” countries.

Collectively, our lawyers, tax consultants and professionals combine the competence and experience necessary to comprehensively assist comprehensively on all business matters in Asia. Our tax experts advise on individual and corporate tax compliance as well as on withholding tax issues, on Double Taxation Agreements and on complex international tax structures. Our accountants and professionals carry out the time-consuming administrative tasks of accounting and payroll functions a business must undertake, allowing our clients to concentrate on growing their business.

### Singapore

Singapore is a leading international trade and financial hub. As such, it serves as Asian headquarters for many international companies operating within the Asia-Pacific region.

With a staff strength of more than 90, Luther is by far the largest continental European law firm in Singapore. More than 26 lawyers from Singapore, Germany, France and other jurisdictions cover the full range of corporate and commercial legal work as well as the structuring of investments within South and South East Asia.

Our team is supported by excellent local Singaporean lawyers, notary publics, tax advisors, accountants, corporate secretaries and other professionals.

### Shanghai

Shanghai is the main hub for doing business in China, and with a team of more than 20 international lawyers, Luther is the largest German-speaking law firm in the city. Our China team consists of German and Chinese legal experts most of whom have over a decade of experience in developing and entering the Chinese market.

Luther Shanghai is fully authorised to offer legal services including litigation and provides advice on all questions of Chinese law. Our legal team is supported by Chinese tax advisors, accountants, corporate secretaries and other professionals.

### Region

Our two principal Asian offices in Singapore and Shanghai are complemented by offices and teams in Yangon (Myanmar), Bangkok (Thailand), Delhi-Gurugram (India), Ho Chi Minh City (Vietnam), Kuala Lumpur (Malaysia) and Jakarta (Indonesia).

## Hits the mark. Luther.

Luther Rechtsanwalts-gesellschaft mbH is one of the leading corporate law firms in Germany. With some 420 lawyers and tax advisors, we can advise you in all fields of German and international corporate law. In addition to having offices in every economic centre throughout Germany, we are also present in 11 locations abroad: in Brussels, London and Luxembourg in Europe, and in Bangkok, Delhi-Gurugram, Ho Chi Minh City, Jakarta, Kuala Lumpur, Shanghai, Singapore and Yangon in Asia.

Our advisory services are tailored to our clients' corporate goals. We take a creative, dedicated approach to achieving the best possible economic outcome for each of our clients. The name "Luther" stands for expertise and commitment. With a passion for our profession, we dedicate all our efforts to solving your issues, always providing the best possible solution for our clients. Not too much and not too little – we always hit the mark.

We know how crucial it is to use resources efficiently and to plan ahead. We always have an eye on the economic impact of our advice. This is true in the case of strategic consulting as well as in legal disputes. We have complex projects on our agenda every day. At Luther, experienced and highly specialised advisors cooperate closely in order to offer our clients the best possible service. Thanks to our fast and efficient communication, permanent availability and flexibility, we are there for you whenever you need us.

Luther has been named "Law Firm of the Year: Germany 2021" and also "European Law Firm of the Year 2021" by The Lawyer, one of the most well-known legal magazines worldwide.



## About unyer.

unyer, founded by Luther and Fidal in 2021, is a global organisation of leading international professional services firms. Besides law firms, unyer is also open to other related professional services, especially from the legal tech sector. unyer is based in Zurich as a Swiss Verein. unyer is globally connected but has strong local roots in their respective markets.

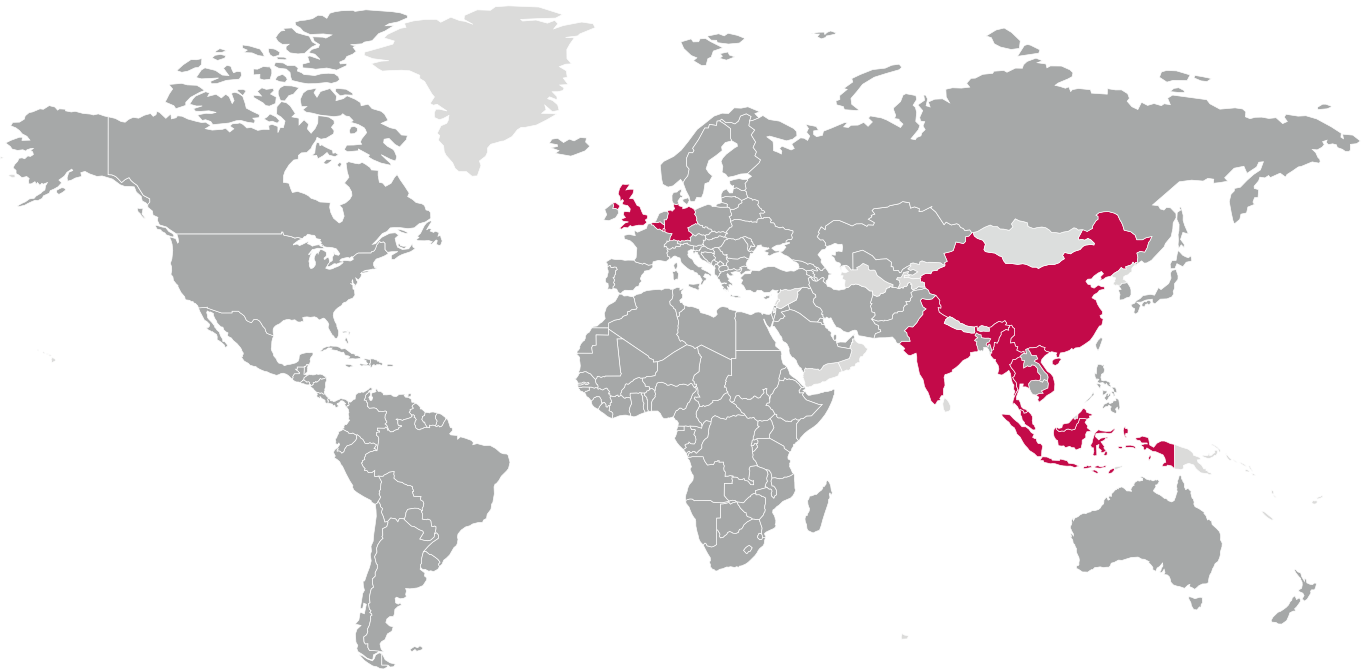
unyer has an exclusive approach and only accepts one member firm from each market. unyer members offer its clients full services across all jurisdictions with a compelling industry focus. The organisation has an annual turnover of more than EUR 650 million and includes over 2,550 lawyers and advisors in more than 10 countries in Europe and Asia. In September 2021, Pirola Pennuto Zei & Associati joined the international organisation. In the spring of 2023, the Austrian law firm KWR joined the group. [www.unyer.com](http://www.unyer.com)



# Our locations

We have a global outlook, with international offices in 11 key economic and financial centres in Europe and Asia. We also maintain close relationships with other commercial law firms in all relevant jurisdictions. Luther is a founding member of unyer ([www.unyer.com](http://www.unyer.com)), a global organisation of leading professional services firms that cooperate exclusively with each other. This way, we ensure a seamless service for our clients throughout their demanding international projects.

Our partner firms are based in Africa, Australia and New Zealand, Europe, Israel, Japan and Korea, the Middle East, Russia and the CIS, South and Central America, the US and Canada.



- Luther locations
- Best friends

**Our locations**

Bangkok	Jakarta
Berlin	Kuala Lumpur
Brussels	Leipzig
Cologne	London
Delhi-Gurugram	Luxembourg
Dusseldorf	Munich
Essen	Shanghai
Frankfurt a.M.	Singapore
Hamburg	Stuttgart
Hanover	Yangon
Ho Chi Minh City	



## Our awards



### JUVE

In the 2022/2023 JUVE Guide to Commercial Law Firms, 52 lawyers from Luther were recommended, and 10 of these were also listed as “leading advisors”. The legal publisher JUVE ranked Luther in 31 areas of law. In 2022, Luther was nominated for the JUVE award “Employment Law” as well as “Real Estate” and was named “Law Firm of the Year” by JUVE in 2019. In the past, Luther already won the JUVE award “Law Firm of the Year 2017 for Environmental and Regulatory Law”.



### The Legal 500

The Legal 500 Germany 2023 recommends Luther in 30 areas of law, with “Top Tier” rankings in two of these areas. 72 lawyers are being recommended, 12 of whom have been specially recognised as “Leading Individual” or “Next Generation Partner”. Luther has also been included for Germany in the first edition of **The Legal 500 Green Guide EMEA 2022**. This guide provides an overview of law firms’ engagement with sustainability, including both work for clients as well as firms’ own best practices and initiatives.



### Chambers

In 2023, Luther was recognised by Chambers Europe for 13 practice areas in Germany as well as in two practice areas in Luxembourg. Moreover, 15 partners were included in the Individual Ranking. Additionally, in 2023, Luther was recognised by Chambers Global in three advisory areas in Germany and Myanmar, while five partners were also included in the Individual Ranking.



### The Lawyer European Awards

Luther has been named “Law Firm of the Year: Germany 2021” and also “European Law Firm of the Year 2021” by The Lawyer, one of the most well-known legal magazines worldwide.



### Kanzleimonitor

Kanzleimonitor 2022/2023 recommends Luther in 25 areas of law and has also included 16 Luther lawyers among the recommended lawyers mentioned by name.

## Best Lawyers

### „Best Lawyers in Germany 2024“

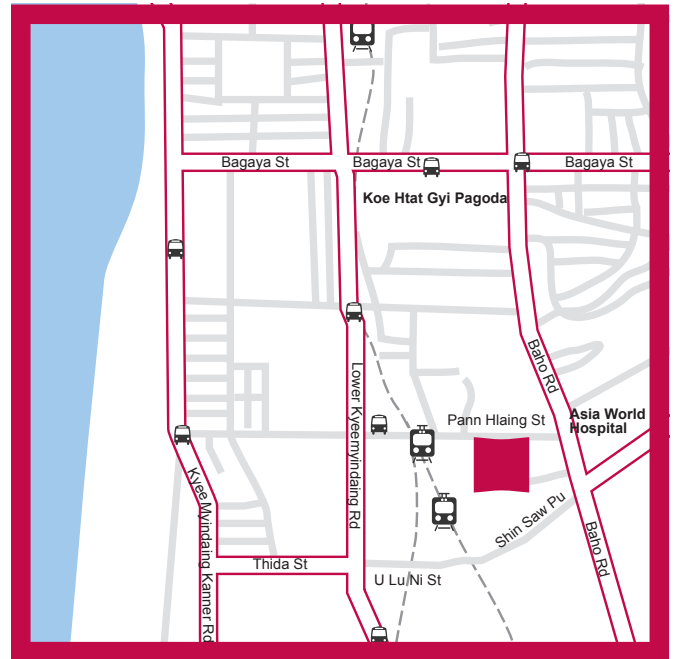
For the year 2024, 99 lawyers have been recommended by Luther as “Best Lawyers in Germany 2024”, an award presented by the US publisher “Best Lawyers” in cooperation with the German Handelsblatt, including one partner as “Lawyer of the Year” for his area of law, and 19 colleagues who have received the recommendation “Best Lawyers - Ones to Watch”.



### WHO'S WHO LEGAL

WHO'S WHO LEGAL listed 21 lawyers in December 2022, four of whom were recognised as Thought Leaders, which is the highest award, and three of whom were named Future Leaders.

# Contact



Description in detail

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