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Guide to Doing Business in Myanmar



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Contents

Introduction	3
Business Structures	4
Licensing of Business Activities	6
Incentives for Setting Up Business in Myanmar	7
Foreign Investment	8
Taxation	10
Immigration	12
Employment Regulations	13
Intellectual Property	16
Land Ownership	18
Trade	20
Competition Law	22
Workplace Health and Safety Regime	24
Dispute Resolution Systems	25
Closing Down of a Business	27
Key Contacts	30
Our Regional Contacts	31
Disclaimer	32

Introduction

Myanmar is the largest country in mainland Southeast Asia and is strategically located between major regional economies, including China, India, and Thailand. With a population of approximately 55 million people (as of mid-2026) comprising numerous ethnic groups, Myanmar is a culturally diverse country. Burmese is the official language, although English is commonly used in business contexts and agreements, especially where transactions involve foreign investors and international stakeholders.

Myanmar possesses significant natural resources and economic potential, including natural gas reserves, agricultural land and minerals. Myanmar's legal and regulatory framework for business and investment is primarily governed by legislation such as the Myanmar Companies Law 2017 and the Myanmar Investment Law 2016.

In recent years, however, Myanmar has faced political and economic challenges that have affected the business and investment environment, with regulatory consolidation, heightened enforcement and expanding state oversight across multiple areas of law in Myanmar. Most notably, in an attempt to stabilise the forex shortages and exchange rate fluctuations due to political instability, the Central Bank of Myanmar ("**CBM**") has administered foreign exchange control measures which impose restrictions and approval requirements for cross-border remittances, access to foreign currency and imports of goods and services. In effect, overseas counterparties should take into account potential delays and uncertainties relating to the outward remittance of onshore-generated proceeds to overseas stakeholders and settlement of payments for goods and services to offshore suppliers. Further, since Myanmar was downgraded from the Financial Action Task Force's ("**FATF**") grey list (jurisdictions under increased monitoring) to blacklist (high-risk jurisdictions subject to a call for action) in October 2022, and given the extensive sanctions regimes imposed by the US, the UK, etc., Myanmar-related transactions are now commonly subject to enhanced due diligence and increased scrutiny by international financial institutions and overseas business counterparties. In addition, various operational challenges remain on the ground, including prolonged electricity outages and logistical disruptions.

Going forward, Myanmar's legal and regulatory landscape is expected to remain heavily influenced by political developments, fiscal pressures and ongoing efforts to maintain economic and administrative control. With the newly-elected government coming into power since April 2026, businesses should continue to closely monitor developments.

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Business Structures

There are various types of business vehicles used to establish business operations in Myanmar. The principal forms are as follows:

1. Company

A company is a business entity registered pursuant to the Myanmar Companies Law 2017 ("**MCL**"). It has a separate legal personality from its members, is generally responsible for its own debts and liabilities, has rights to own property, to sue or be sued in its own name, and has perpetual succession. All companies must be registered with the Directorate of Investment and Company Administration ("**DICA**"), which oversees the regulatory compliance of the companies.

All companies must have at least one director who is ordinarily resident in Myanmar. In this regard, a person who is ordinarily resident means any person who resides in Myanmar for at least 183 days for each 12-month period (which is calculated on a rolling period basis), regardless of whether they are Myanmar citizens or not.

Recent policy developments have also emphasised investment facilitation and digitalisation of company registrations. Under the MCL, the incorporation process is now undertaken via the online company registry system known as MyCO, which simplifies the registration process.

2. Myanmar-incorporated Private Company Limited by Shares

A private company limited by shares is the most common entity in Myanmar. It can have up to 50 shareholders, and the right to share transfers must be restricted. Shareholders are generally only liable for the company's debts up to the amount of share capital they have subscribed.

Foreign companies often set up subsidiaries as a private company limited by shares to retain control over the Myanmar subsidiary, by being a sole or major shareholder in it, subject to foreign ownership restrictions. Corporations may also be shareholders. A company incorporated in Myanmar is considered a "foreign company" under the MCL, where more than 35% of the shareholding is under the control of a foreign individual or entity. Under Myanmar laws, foreign companies are subject to sector-specific restrictions and have limited rights in land use.

3. Branch and Representative Office of an Overseas Corporation

Under the MCL, a foreign corporation may establish its presence in Myanmar by registering with DICA as an overseas corporation's branch or a representative office. Representative offices and branches do not have a separate legal personality, and any liabilities incurred by

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a representative office or a branch office would be the liabilities of their overseas headquarters.

While a branch office is able to engage in legitimate profit-making activities, a representative office is prohibited from engaging in revenue-generating activities.

Any overseas corporation intending to register in Myanmar is required to appoint an authorised officer acting as its representative to accept service of documents in Myanmar, who must be a person that is ordinarily resident in Myanmar. A person is considered to be ordinarily resident if they reside in Myanmar for more than 183 days in each 12-month period (which is calculated on a rolling period basis).

4. Partnership

A partnership consists of two to 20 partners and can be formed without having to register with DICA. Partnerships are governed by the Partnership Act 1932. Members of the partnership may enter into a Partnership Agreement that determines their respective interests, rights and obligations between them. Where there is no Partnership Agreement, members of the partnership are equally entitled to profits earned and equally liable to creditors for all debts and liabilities incurred in the partnership's name without limitation. There are no limited partnerships in Myanmar.



Licensing of Business Activities

In Myanmar, businesses must generally obtain the appropriate licences or permits before commencing operations, and the specific requirements depend on the nature of the business activity and the relevant regulatory authority. In principle, any person or entity carrying on a commercial activity must ensure that the activity is permitted under applicable laws and that the necessary approvals from the competent government authorities are obtained. Certain sectors such as manufacturing, trading, financial services, healthcare, and telecommunications are subject to stricter licensing regimes due to their regulatory and public interest implications.

Businesses that have completed company registration do not have an automatic right to conduct business activities, as it merely establishes the legal existence of the entity. After incorporation, the company must obtain additional sector-specific licences, permits, or approvals from relevant ministries, municipal bodies, or regulatory authorities depending on the sector. For example, trading activities require registration with the Ministry of Commerce; certain service businesses require municipal approvals from local development committees; financial institutions require licences from the Central Bank of Myanmar; telecommunication businesses require approvals and permits from the Ministry of Transport and Communications; and companies engaged in energy, pharmaceuticals, or food production require approvals and permits from the relevant line ministries and regulatory bodies, including the Myanmar Investment Commission and the Food and Drug Administration.

In addition to sector-specific approvals, businesses are also required to comply with local municipal regulations, including obtaining business operation permits, building use approvals, and signage permissions from the relevant city development committees. For instance, businesses located in Yangon commonly require operating permits from the Yangon City Development Committee depending on the type of establishment - such as restaurants, clinics, factories, or retail shops.

Furthermore, businesses must comply with other registration obligations related to taxation, labour, health, and safety. This typically includes registering for tax purposes with the Internal Revenue Department ("**IRD**"), obtaining relevant workplace registrations, including registration with the township labour office, under labour laws, and ensuring compliance with environmental, health, and safety standards where applicable.

Overall, the licensing framework in Myanmar is designed to ensure that businesses operate in accordance with legal, regulatory, and public policy requirements. Therefore, before commencing any business activity, it is important for businesses to review, or consult with legal experts regarding the applicable laws and regulations and obtain all required licences and permits from the relevant authorities to ensure full compliance.

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Incentives for Setting Up Business in Myanmar

Myanmar offers a range of incentives designed to attract both domestic and foreign investment, particularly in sectors that contribute to economic development, employment generation, and technology transfer. These incentives are primarily provided under the Myanmar Investment Law 2016 ("**MIL**") and related regulations administered by the Myanmar Investment Commission ("**MIC**"). The MIL establishes a framework to facilitate investment by providing tax incentives, land-use rights, and regulatory support for approved investment projects.

One of the key incentives is income tax relief. Investment projects approved by MIC may receive corporate income tax exemptions for a period of three, five, or seven years, depending on the development level of the region in which the investment activity is located. Myanmar classifies investment zones into three categories: developed, moderately developed, and less developed areas to encourage investment in less-developed regions. Investors operating in less-developed zones may benefit from the longest tax exemption period.

In addition to income tax holidays, investors may benefit from customs duty and commercial tax exemptions on the importation of machinery, equipment, instruments, and construction materials required for the initial establishment of the business. These exemptions may also apply to raw materials imported during the early years of operation, depending on the nature of the investment project.

The MIL also allows foreign investors to obtain long-term land-use rights, which is particularly important given the restrictions on foreign land ownership in Myanmar. Approved investors may lease land or buildings for an initial period of up to 50 years, with the possibility of two extensions of 10 years each, subject to approval by MIC.

Another important incentive is the ability to repatriate profits and capital. Investors are generally permitted to transfer profits, dividends, and proceeds from the sale or liquidation of investments abroad in the relevant foreign currency, subject to compliance with foreign exchange regulations administered by CBM.

The government has also implemented special economic zones ("**SEZs**") to promote industrial and export-oriented investments. Businesses operating in SEZs such as Thilawa SEZ, Kyaukphyu SEZ, and Dawei SEZ may benefit from additional incentives, including extended tax holidays, reduced income tax rates, and streamlined administrative procedures under the Special Economic Zone Law. At present, only the Thilawa SEZ is operational.

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Foreign Investment

Foreign investment in Myanmar is regulated primarily by the MIL and administered by MIC. Under this framework, foreign investors must obtain an investment permit from MIC before making direct investments in specified sectors and projects. The framework also allows for voluntary applications for an endorsement for foreign investors conducting business in non-specified sectors and projects to enjoy certain tax incentives. The MIL aims to encourage foreign investments while balancing national development objectives, sectoral priorities, and regulatory safeguards.

1. Investment Incentives and Benefits

Approved foreign investment projects can benefit from a range of incentives designed to enhance project viability and competitiveness. These include corporate income tax exemptions for a designated period, customs duty exemptions on the importation of capital goods and necessary equipment, and long-term land lease rights for approved business operational space. Investors are also permitted to repatriate profits, dividends, and capital in foreign currency in accordance with applicable regulations, providing predictability for cross-border financial planning.

2. Investment Zones and Priority Sectors

Investment incentives are often tied to development zones, which categorise regions by economic need. Projects in less-developed areas or in sectors the government considers strategic, such as manufacturing, infrastructure, power generation, tourism, value-added agriculture, and logistics, may qualify for enhanced incentives, including longer tax holidays or additional duty relief. Myanmar's regulatory policy also encourages foreign participation in export-oriented industries, technology transfer, and employment generation.

3. Recent Policy Developments

Recent policy developments reflect ongoing efforts to modernise the investment landscape and improve administrative efficiency. The MyCO registration system has been expanded to facilitate faster incorporation and compliance reporting for foreign investors, reducing the need for manual submissions and improving transparency. MIC has also issued updated procedural guidelines clarifying documentation requirements, performance monitoring, and project implementation timelines to reduce ambiguity and support smoother investment processing.

There have been notable changes in macroeconomic and trade-related regulations that affect foreign investors. For example, CBM's reduction of the mandatory export-proceeds foreign exchange conversion requirement from 25% to 15% enhances flexibility for foreign exchange management for export-oriented investors, improving liquidity and reducing exchange risk.

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4. Regional Integration and Investment Outlook

Myanmar's participation in regional frameworks, such as the Regional Comprehensive Economic Partnership (RCEP) and ASEAN trade cooperation initiatives, supports foreign investors by providing preferential market access for export products when rules of origin criteria are met, further enhancing the attractiveness of export-linked investment.

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Taxation

In Myanmar, tax is imposed on income accruing in or derived from Myanmar for any individuals and businesses, or generated outside Myanmar in the event that the taxpayer is a Myanmar citizen, whether they are resident in Myanmar or not. Tax treatment differs between a Myanmar and non-Myanmar tax resident.

Companies incorporated in Myanmar and foreign corporations which have Myanmar-registered offices are taxed at the prevailing rate of 22% unless their businesses qualify for and are granted tax relief for a specified period, for instance, under the MIL.

1. Income Tax

Unless exempted, income tax is generally payable on profits from the carrying on of a trade, business, profession or vocation, employment, investments, etc. Income derived in Myanmar by those who are not tax-resident in Myanmar is still subject to tax, collected through an obligation to withhold on the payer in Myanmar (see section (5) of this Chapter).

All companies in Myanmar are currently taxed at the prevailing rate of 22% on their profits pursuant to the Union Taxation Law 2026 ("**UTL 26**") and the Income Tax Law 2011. Such a rate has remained constant since 2020 as part of corporate relief efforts due to the effects of COVID-19. Notwithstanding, any companies registered at the Yangon Stock Exchange are taxed at a preferential rate of 17%, whilst companies undertaking oil and gas exploration and production are taxed at a premium rate of 25%.

2. Commercial Tax ("CT")

CT applies to Myanmar-made goods, goods imported into Myanmar, trade of goods within Myanmar, or services provided within Myanmar under the Commercial Tax Law 1990 ("**CT Law**").

Businesses must register for CT when their turnover in the past four quarters exceeds, or is expected to exceed in the next 12 months, MMK 50 million (approximately US$12,500, based on the prevailing market exchange rate of approximately US$1 = MMK 4,000). Businesses not exceeding MMK 50 million in turnover may register for CT voluntarily. A CT-registered business must charge CT at the prevailing rate and pay collected tax to the IRD.

A CT-registered business that has taxable proceeds of sale or receipt from service within a year is required to pay monthly tax within 10 days after the end of the relevant month. In addition, a three-monthly return must be furnished to the relevant township IRD office within one month after the end of the three-month period. The registered business will also be required to submit an annual return for the relevant year within three months after the end of such relevant year.

The prevailing CT rate is 5%, levied on nearly all supplies of, and importation of, goods and services in Myanmar. The UTL 26 prescribes specific tax rates for different goods and services, which are typically taxed at the prevailing rate, but also includes 0% tax rated goods and

services as well as other goods and services carrying a premium CT rate (such as 15% CT on internet service providers).

3. Specific Goods Tax

Under the Specific Goods Tax Law 2016 ("**SGT Law**"), certain products specified under the SGT Law and its subsequent amendments and additions under the UTL 26 are subject to specific tax rates for (i) import, (ii) production, and (iii) export of such specific products, such as alcohol.

Unlike other taxes, the SGT Law prescribes unique tax rates, in the form of percentage on the total product price or a fixed tax based on weight (i.e. one cigarette / one litre of alcohol). It is worth noting that for locally produced tobacco products, the specific goods tax is capped at a total of MMK 20 million per year.

4. Stamp Duty

Stamp duty is a tax levied on executed documents relating to properties, interests in properties, shares or interest in shares as described in the Myanmar Stamp Act 1899, including a lease, sale and purchase, gift or mortgage. A document may be subject to *ad valorem* or fixed or nominal duty.

Documents must be stamped and duty paid before or on the day of execution. However, there is a grace period of three months from the date of execution if it was signed overseas.

5. Withholding Tax

Withholding tax is applicable when a person in Myanmar makes certain payments to a resident or non-resident in Myanmar. The payments from which withholding tax is deductible include:

(a) Interest payments, including payments relating to loans or indebtedness;

(b) Royalties, including payments for the use or right to use intellectual property or other movable property;

(c) Payments for the use of or the right to use scientific, technical, industrial or commercial knowledge or information;

(d) Fees for technical assistance and service fees; and

(e) Management fees.

Rates of withholding tax range from 0% to 15% depending on the nature of the payment and whether the recipient is a resident or non-resident. Payments subject to withholding tax may be affected by provisions of relevant double taxation agreements entered into by Myanmar, which may reduce the applicable tax rates or provide exemptions. Under Myanmar laws, any person or business seeking to enjoy benefits under double taxation agreements must apply for such benefits in advance.



Immigration

1. Employment of Foreign Employees

Generally, foreigners must hold the necessary business visas to work in Myanmar. Typically, business visas may take the form of either (i) a single-entry business visa ("**SE Visa**"); or (ii) a multi-entry visa ("**ME Visa**"). As the names suggest, SE Visas are issued with a validity period of 70 days and are valid only for one entry into Myanmar. If a foreigner exits Myanmar before the expiry of an SE Visa, they will be required to apply for a fresh SE Visa when they wish to re-enter Myanmar. ME Visas, on the other hand, can have a validity period of either six or 12 months and permit a foreigner to exit and enter Myanmar multiple times on the same visa during the validity period of the visa.

In practice, all foreigners will be required to have applied for several iterations of the SE Visa for their first few visits to Myanmar before being allowed to apply for an ME Visa. In other words, ME Visas are typically only issued to foreigners after they have visited Myanmar a few times on the basis of an SE Visa.

However, foreigners entering Myanmar on a ME Visa are only permitted to stay within Myanmar for periods of up to 70 days at a time. To avoid having to leave Myanmar at least once every 70 days, a foreigner is required to obtain a Foreigner Registration Certificate ("**FRC**") issued under the Registration of Foreigners Rules 1948 (the "**RFR**") and a stay permit. Specifically, an FRC allows a foreigner to remain within Myanmar for more than 90 days, while a stay permit allows a foreign employee to stay in Myanmar for an extended period without having to exit the country every 70 days. In practice, a foreign employee will require both a stay permit and an FRC to remain in Myanmar on a long-term basis (i.e. beyond 70 days). Applications for an FRC and stay permit are typically undertaken on a concurrent basis and are processed after a foreign employee has arrived in Myanmar.



Employment Regulations

Pursuant to the Employment and Skills Development Law 2013 ("**ESDL**"), employers with five or more employees are required to send a copy of each employment contract entered into with employees to the relevant township office (that is determined based on the location of the employer's registered office) for approval. In practice, all employment contracts entered into with local Myanmar employees are required to follow the template Model Employment Contract ("**MEC**") issued by the Ministry of Labour ("**MoL**"). Although the ESDL permits employers and employees to amend the terms of the MEC by mutual agreement, if such amendments result in rights and benefits for employees that are less favourable to them than what they are entitled to under applicable labour laws, such amendments are considered void. The MEC includes the required statutory details which are set out across a number of pieces of legislation (i.e. working hours, overtime and annual leave) and seeks to standardise the employment contracts for employees.

The requirement to follow the MEC applies to any employer engaging with any employee regardless of their skill level, whether in the government or private sector, irrespective of whether they are paid daily or after the work is done, or whether they are full-time or part-time employees.

At present, there is no mandatory legal requirement for employers to adopt the template MEC for employment contracts entered into with foreign employees, or to procure the registration of employment contracts for foreign employees.

1. Working Hours and Overtime

Employees of a shop or a commercial establishment must not be required to work for more than eight hours per day or 48 hours per week. Additionally, they must be provided with a recess of at least 30 minutes for every consecutive period of four hours of work in a day. Any working hours in excess of the above-mentioned time periods will be counted as overtime hours and the total of overtime hours cannot exceed 12 hours per week, save that in special cases, overtime hours may be extended up to 16 hours in a week, provided that the overtime hours should not extend past 12 midnight.

Employees who are required to work overtime shall be entitled to overtime pay. Based on the current policy of MoL, overtime pay is to be calculated at a rate of double an employee's basic wage. The following formula is used for calculation of overtime pay on a per hour basis:

Overtime pay (per hour of overtime) = [(Monthly Salary x 12) / 52 weeks / 48 hours] x 2

However, slightly different requirements pertaining to working hours and overtime would apply specifically in

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relation to workers employed to work in a factory, who are regulated under a separate set of legislation, being the Factories Act 1951.

2. Earned Leave

The Leave and Holidays Act 1951 ("**LHA**") provides that employees who have completed 12 months of continuous service with an employer shall be granted "earned leave" of a period of 10 days during the subsequent 12 months. An employee must have worked for at least 24 days per month in the preceding 12 months in order to be entitled to earned leave. For every month in which a relevant employee has not completed at least 24 days of service, the employee would need to forfeit one day of his earned leave.

The LHA provides for earned leave to be carried over in the subsequent year in the event that it has not been utilised in the relevant year, subject to mutual agreement with the employer. The carry-over must be limited to the subsequent year only, and the amount of earned leave which can be carried over may be determined by the employer. It is noteworthy that in the event of termination of the employment contract, employers are required to reimburse the employee for any unused earned leave days.

3. Casual Leave

All employees are entitled to paid casual leave for an aggregate of six days a year, provided that casual leave may not be combined with any other types of leave. Further, employees may only apply for a maximum of three consecutive days of casual leave at any one time. The default position is that any casual leave that is not utilised by the end of the calendar year shall lapse and cannot be carried over to the next year.

4. Maternity Leave

The LHA provides that female employees are entitled to maternity leave. Section 7A of the LHA provides that pregnant female employees are entitled to six weeks of maternity leave prior to the delivery and eight weeks of maternity leave following the delivery, with their usual pay or wage. This maternity leave may be taken in continuation of (i.e. consecutively with) "leave on medical certificate".

If insured under the Social Security Law 2012 ("**SSL**"), the female employee receives up to a minimum of 14 weeks of maternity in total. In the case of a twin delivery, an insured female employee is entitled to a further 4 weeks of maternity leave under the SSL. Insured female employees are further entitled to the following cash benefits, provided that they have worked with the employer for at least one year and have made the relevant contributions under the SSL for a minimum of six months within the said one year period:

(a) a maternity benefit of 70% of average annual wage for the period of maternity leave (up to a minimum of 14 weeks pre- and post-delivery in total), or in the case of a miscarriage, 70% of average wage for the period of maternity leave (up to six weeks); and

(b) coverage of maternity expenses, at 50% of average monthly wage for single delivery, 75% for twin delivery and 100% for delivery of triplets or more.

5. Paternity Leave

An insured male employee under the SSL is entitled to 15 days of paternity leave. He also has a right to enjoy 70% of average annual wage of the previous year for the period of paternity leave, provided that his wife is similarly insured under the SSL.

However, where the wife of an insured male employee does not enjoy coverage under the SSL, the male employee would nevertheless be entitled to half of the maternity expenses provided above (i.e. 70% of the wife's annual wage for the period of maternity leave for up to a minimum of 14 weeks pre- and post-delivery in total, or in the case of a miscarriage, 70% of average wage for the period of maternity leave for a period of up to six weeks).

6. Medical Leave

The LHA provides that employees are entitled to up to 30 days of paid "leave on medical certificate" a year, provided that they have been working with the employer for at least six months. The default position is that any medical leave that is not utilised at the end of the calendar year shall lapse and cannot be carried over to the next year.

7. Minimum Wage

Under the Minimum Wage Law 2013 ("**MWL**"), employers are required to pay a minimum wage in accordance with the minimum wage amount prescribed by the National Committee for Minimum Wage ("**NCMW**"). As of the date of this advice, the current minimum wage is set at MMK 4,800 per day (approx. US$1.20, based on the prevailing market exchange rate of approximately US$1 = MMK 4,000) for an eight-hour workday, or MMK 600 per hour.

In addition to the prescribed minimum wage, employers engaging 10 or more workers employed under any type of business in the private sector are also required to pay a daily allowance totalling MMK 3,000 (US$0.75) as of the date of this writing. MoL may introduce additional daily allowances payable from time to time.

8. Payment of Social Security Fund Contributions

Generally, employers and employees are required to contribute a prescribed amount to a social security fund, which is administered by the Social Security Board ("**SSB**") pursuant to the SSL, in order to provide protection to the relevant employees in case of sickness, maternity, death or work injuries. Employees in relation to whom such contributions have been made would be entitled to enjoy benefits in accordance with the insurance systems administered by SSB under the SSL. Currently, employees are required to contribute 2% of their applicable monthly salary (to be withheld and paid on their behalf by the employers), while employers are required to contribute 3% of the said monthly salary to the social security fund. In this regard, the maximum salary for each employee for social security purposes is capped at MMK 300,000, thus consequently capping the contribution at MMK 15,000 (approx. US$4) per month in total.

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Intellectual Property

The forms of intellectual property that are protected in Myanmar are patents, trademarks, industrial designs, and copyrights.

1. Patents & Designs

A patent is a right that is granted for an invention. It can take the form of a novel product, process, or industrial applicability.

To obtain a patent, an application must be made to the Department of Intellectual Property ("**IPD**") at the Ministry of Commerce in Myanmar. Generally, the following three criteria must be satisfied before a patent application is approved, subject to the invention not falling under the non-patentable list:

(a) the invention must be new – it should not have been made known to the public anywhere in the world;

(b) the invention must be inventive – it must be an improvement over any existing product or process that is already available; and

(c) the invention must be of practical use and must be capable of being made or used in any industry, including socioeconomic activities.

A registered patent would be protected for up to 20 years, subject to annual renewal fees. Generally, patents would be either submitted online via IPD's website, or through an over-the-counter process at the applicable IPD office. Applicants have the option to undertake the process by themselves or via a registered agent.

2. Trade Marks

A trademark is a sign that traders can use to distinguish their goods or services from others. To be registered as a trademark, the mark must, amongst other things:

(a) not consist exclusively of signs or indications which may serve to designate the characteristics of goods or services;

(b) be capable of distinguishing the applicant's goods or services from others; and

(c) be distinctive.

The registrant of a trademark will be granted a statutory monopoly of the registered trademark in Myanmar for a period of 10 years, which can last indefinitely if renewed every 10 years.

Please note that under the trademark regime in Myanmar, there is a right of priority to any persons who have filed an application for the registration of a mark in any member State to the Paris Convention for the Protection of Industrial Property ("**Paris Convention**") or the World Trade Organisation, or disclosed such mark

officially at a recognised international exhibition held in any member State to the Paris Convention or the agreement establishing the World Trade Organisation, for a period of six months from such date of application or disclosure.

3. Copyright

The author of a work to which copyright applies automatically enjoys copyright protection as soon as he creates and expresses his work in a tangible form, and there is no need to file for registration to get copyright protection. The Copyright Law 2019 ("**Copyright Law**") sets out the copyright regime in Myanmar. A copyright work created by a Myanmar citizen or resident, or is first published in Myanmar, is protected in many countries overseas through international agreements, and such works would be protected in countries that are party to the international agreements as though the work was made there. Examples of such international agreements include the "Berne Convention for the Protection of Literary and Artistic Works" and the "Agreement on Trade-Related Aspects of Intellectual Property Rights". Examples of countries which are party to such international agreements are the US, the UK, Switzerland, Germany, and Thailand.

Notwithstanding the above, IPD has introduced a voluntary registration system under the Copyright Law, in order to provide sufficient rights or evidence for any author or owner of a copyright. Such a registration can be undertaken via IPD's website or through the over-the-counter process at the applicable IPD office. Registration can be undertaken by the owner of the copyright, or via a registered agent.



Land Ownership

The 2008 Constitution provides that the State is the ultimate owner of all land within the country. As a result, individuals, companies, and other entities generally do not hold absolute private ownership of land. Instead, they possess land-use rights granted by the State, which may include the right to use, transfer, lease, mortgage, or inherit land subject to statutory requirements and approval from relevant authorities.

Myanmar does not have a single comprehensive land law. Rather, land administration is regulated through multiple sector-specific laws that govern different types of land such as agricultural land, vacant land, forest land, and urban land. Among the most important laws governing agricultural land is the Farmland Law (as amended in 2018). Under this law, farmers may apply for and obtain Land Use Certificates (commonly referred to as Form 7). These certificates grant farmers legal rights to cultivate farmland and allow them to transfer, lease, mortgage, or inherit their land-use rights with approval from the relevant administrative bodies, such as the Farmland Administration Body. However, farmland must generally be used only for agricultural purposes, and conversion of farmland for other uses requires permission from the authorities.

Land that is not classified as farmland may fall within the scope of the Vacant, Fallow and Virgin Lands Management Law ("**Vacant Land Law**"), which was also amended in 2018. The Vacant Land Law allows the government to allocate vacant, fallow, or virgin land to individuals, companies, or organisations for agricultural, livestock, mining, or other economic activities. Permits for such land are typically granted for a specified period, commonly up to 30 years with the possibility of extensions, and are subject to compliance with conditions imposed by the government. The amendments to this law introduced stricter registration requirements for those occupying such land and increased penalties for unauthorised occupation.

Urban land and property transfers are regulated by additional laws and administrative rules, including the Transfer of Property Act and municipal land regulations. In practice, land in urban areas may be held under various arrangements, such as grant land, freehold land (ancestral land), permit land, or leasehold land. Grant land is commonly used in cities and typically involves long-term land-use rights issued by the government, which may be transferable with approval. Land-related transactions are also often subject to registration requirements and payment of stamp duties.

Foreign ownership of land in Myanmar is generally restricted. Under the Transfer of Immovable Property Restriction Act, foreigners and foreign-owned companies (i.e. companies incorporated in Myanmar with more than 35% foreign shareholding) are prohibited from purchasing or otherwise acquiring immovable property, including land. The law also limits leases of immovable property to foreigners to a maximum term of one year, unless an exemption applies.

However, certain exceptions exist to encourage foreign investment. Under the MIL, foreign investors who obtain approval or endorsement from MIC may enter into long-term land lease agreements for investment projects. Such leases may be granted for an initial term of up to 50 years, with the possibility of two additional extensions of 10 years each, depending on the nature and location of the investment.

In addition, the Condominium Law allows foreigners to purchase condominium units in certain registered condominium buildings. Foreign ownership is subject to restrictions, including limits on the percentage of units in a building that may be owned by foreigners.



Trade

Trade policy in Myanmar is framed to regulate the flow of goods, facilitate commerce, and align domestic trade practices with regional and international standards. The primary legal and administrative foundation for trade is the customs and tariff regime, managed by the Ministry of Commerce and implemented through the Myanmar TradeNet 2.0 online system. All import and export licensing, permits, and declarations are now processed digitally through TradeNet to enhance transparency, reduce processing times, and centralise compliance requirements. Importers and exporters must ensure that documents, licences, and product classifications conform to the Harmonised System ("**HS**") coding to avoid delays or penalties at customs checkpoints.

Tariffs in Myanmar are applied according to HS codes and comprise multiple duty bands. Preferential or reduced tariffs are granted on certain capital goods, raw materials, and priority industry inputs, while standard tariff rates apply to most consumer goods and finished products. Trade policy also incorporates non-tariff measures, including licensing requirements, technical standards, and sanitary and phytosanitary controls, which are enforced to protect domestic industries and public welfare. Import licensing is categorised into automatic and non-automatic lists, with goods on the non-automatic list requiring additional scrutiny, approval conditions, or restrictions before they can be imported.

Import restrictions in Myanmar are imposed for various policy reasons, including protection of domestic production, balance of payments considerations, and compliance with health, environmental, or safety standards. Restricted imports often include used automobiles, especially older vehicles, certain food products, chemicals requiring special permits, pharmaceuticals subject to health authority approval, and goods that may pose biosafety risks. In many cases, importation of restricted goods requires endorsement from the relevant ministries or government bodies, and failure to secure these endorsements can result in shipment detention, fines, or rejection at the border. Authorities periodically update the import restriction lists based on economic conditions, inflationary pressures, or global supply concerns.

Beyond the product-specific restrictions, all cross-border payments and remittance of funds are subject to strict approval requirements under the Foreign Exchange Supervisory Committee ("**FESC**"). Importers must obtain a valid import licence before effecting any outward payment, and each remittance requires submission of the Import Licence, Import Declaration, Bill of Lading, and Commercial Invoice. Access to foreign currency, particularly US$, is constrained by FESC's enforcement of export proceeds repatriation deadlines, and significant outward remittances may require approval from FESC. In practice, import and export activities are closely linked to foreign currency availability: exporters who fail to repatriate proceeds within the required timelines (30 days for Asia, 60 days for other regions) face blacklisting and licence revocation, which in turn reduces the forex liquidity available to importers.

To support regulatory clarity, the TradeNet system incorporates real-time updates on changes to import

licence requirements, restricted and prohibited items, and tariff modifications. Notifications are issued to incorporate new licensing categories or change the status of certain goods between automatic and non-automatic lists, reflecting evolving government priorities. Importers must closely monitor these bulletins to remain compliant.

Myanmar participates in multilateral and regional frameworks such as the Association of Southeast Asian Nations Free Trade Area and the Regional Comprehensive Economic Partnership ("**RCEP**"). Under RCEP, exporters can claim preferential tariffs in member markets by obtaining a valid RCEP certificate of origin, subject to rules of origin criteria. This mechanism enhances the competitiveness of Myanmar exports in regional markets while encouraging integration into broader supply chains.

Recent policy developments demonstrate an ongoing emphasis on streamlining and modernising trade administration. The rollout of TradeNet 2.0 introduced procedural reforms, including limits on the number of licence applications per month per HS code and fixed validity periods for licence approvals, to prevent licence hoarding and ensure timely processing. The government also revised trade service fees in late 2025, affecting costs associated with licence issuance, amendments, and online services.

On the tariff front, the government introduced temporary exemptions and tariff reductions on select imported goods, such as electric vehicles and automotive assembly components, to support industrial growth and investment in new sectors. In currency policy, a significant development was the reduction of the mandatory export proceed conversion requirement from 25% to 15%, giving exporters greater flexibility in managing foreign exchange and improving liquidity.



Competition Law

Myanmar's Competition Law 2015 ("**Competition Law**") imposes four main prohibitions on anti-competitive behaviour.

1. Acts of Restraint on Competition

Any act which causes an act of restraint on competition, such as price fixing; making an agreement on restraint on competition; abuse of dominant position; restraining and preventing market or resources from being shared; restraining or controlling production, acquisitions, technology or developments; and colluding, is prohibited under the Competition Law.

Certain agreements may be excluded from this prohibition if they: (i) reform businesses to improve capabilities; (ii) upgrade technology to improve the quality of goods and services; (iii) ensure uniform development of technological standards; (iv) ensure uniformity in matters of business, distribution of goods, and payments not concerned with pricing; and (v) ensure competitiveness to be raised amongst small and medium enterprises or Myanmar businesses in the international market.

2. Monopolisation of Market

The Competition Law forbids any acts causing monopolisation of the market. Such acts include controlling purchase prices, restraining services or productions; suspending, reducing or restraining services and production or reducing quality of goods to lessen demand; controlling and restraining areas where goods or services are traded to gatekeep; and interfering in third-party businesses without fairness.

Nonetheless, businesses may obtain permission from relevant authorities to cooperate with other businesses or purchase in full or in part properties or shares of other businesses, in the event of a greenfield investment or to rehabilitate such other business.

3. Unfair Competition

Under the Competition Law, the following acts are prohibited: misleading consumers; disclosure of business secrets; coercion between businesses; defamation; disturbing operations; advertising or conducting promotions to induce unfair competition; discrimination; selling goods at a lower price than production, insurance and freight; abusing influence; instigating a party to a contract to commit breach; and exercising unfair competitive acts.

The Competition Law goes into further details on specifics relating to the above acts on what may be considered as acts of unfair competition based on the relevant facts.

4. Collaborations among Businesses

Under the Competition Law, mergers, consolidations, purchases or acquisitions, joint ventures, and performing other means of collaboration among businesses are further regulated. Specifically, collaborations which raise

the market dominance within a certain period 'extremely' or decrease competition via acquiring sole or minority businesses in the market are outright prohibited.

Furthermore, the Competition Law also prohibits collaborations which would, upon completion, exceed a market share specified by the Competition Commission. In this regard, no further guidance has been issued as to a 'specified market share'; therefore, any envisaged collaboration would require consultation with the relevant authorities in practice.

Notwithstanding the above, the following circumstances may offer an exemption as to the above prohibitions, namely:

(a) The business, after collaboration, would remain the size of a small and medium enterprise;

(b) One or more businesses involved in the collaboration is or are at risk of collapse or of becoming bankrupt; or

(c) Where collaboration promotes export, development of technique and technology, or establishes an entrepreneurial business.

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Workplace Health and Safety Regime

1. Law Relating to Occupational Safety and Health 2019

Under the Law Relating to Occupational Safety and Health 2019 ("**OSH**"), employers must ensure that the workplace is safe and without risk to the health of employees and other persons undertaking work on site.

There are 18 types of industries/businesses to which the OSH applies, including factories, workshops, manufacturing, construction, and communications, which can be owned by government departments or organisations, cooperatives, national citizens or foreigners in private or joint venture.

It is mandatory for a business which falls under the listed industries / businesses to apply to or notify the Factories and General Labour Laws Inspection Department if such businesses wish to: (i) operate a building, extend or demolish a factory or building; (ii) place, install, extend or change the use of applicable machines; and/or (iii) close, terminate, relocate or change the nature of its business.

Under the OSH, some key responsibilities of an employer are: to appoint a person in charge for occupational safety and health to closely supervise the safety and health of workers; to assess the risks of the workplace, process and machines and materials used; to put in place additional safety measures as necessary; and to inform the Factories and General Labour Laws Inspection Department in the case of occupational accident / occupational contamination.

2. The Workmen's Compensation Act 1923

Under the Workmen's Compensation Act 1923 ("**WCA**"), employees who have sustained injuries in work-related accidents may claim work injury compensation from employers, if they have been in the service under the same employer for no less than six months. In the case of contraction of disease from a workplace (i.e. arsenic poisoning), compensation is only claimable under the WCA if the employee contracts any disease listed in the WCA, and it is certified by a qualified medical practitioner that the disease is directly due to the nature of any employment in which the employee was employed at any time within 12 months prior to the date of such disablement. However, no compensation is payable in the case of an employee whose injury has resulted in his death, other than to his dependants.

Under the SSL, employees in relation to whom the social security contributions have been made would be entitled to enjoy benefits, in case of sickness, death or work-related injuries.



Dispute Resolution Systems

1. Litigation

The judicial system of Myanmar is structured in several tiers. Civil and criminal disputes are primarily heard by the Township Courts, which act as courts of first instance for most matters. Appeals from Township Courts may be brought before the District Courts or the High Courts of the respective Regions or States, depending on the nature of the case.

The High Courts of the Regions and States exercise both original and appellate jurisdiction and hear appeals from lower courts within their territorial jurisdiction. At the apex of the judiciary is the Supreme Court of the Union of Myanmar ("**USC**"), which is the highest court in the country and has final appellate jurisdiction over all courts in Myanmar.

Civil litigation in Myanmar is primarily governed by the Code of Civil Procedure 1908, which sets out the procedural framework for civil proceedings, including the filing of claims, conduct of hearings, and enforcement of judgments. Rules relating to the admissibility and evaluation of evidence are governed by the Myanmar Evidence Act 1872.

Court proceedings in Myanmar generally follow an adversarial process involving pleadings, trial, and judgment, with the possibility of appeals to higher courts. In practice, however, litigation may be time-consuming and parties involved in cross-border transactions often consider alternative dispute resolution mechanisms.

2. Mediation

Parties to a dispute may attempt to resolve their differences amicably through negotiation or mediation. Mediation involves the appointment of a neutral third party who assists the parties in reaching a mutually acceptable settlement.

As part of its ongoing efforts to effectively manage the increasing caseloads of the Myanmar Courts, the USC introduced a court-led mediation programme ("**Mediation Programme**") in March 2019 with the assistance of the Japan International Cooperation Agency (JICA). The Mediation Programme aims to provide an alternative time and cost-saving means for litigants to resolve their disputes in monetary claims, family disputes, and commercial disputes, and/or cases which are referred to mediation either voluntarily by mutual consent of the parties or by any law or notification of the USC after the defendant has entered his appearance in the case.

Parties cannot choose their mediator under court-led mediation. Instead, the mediator will be assigned by the mediation centre from a panel of judicial officers who have completed a specialised mediation training programme.

Mediation is generally faster, and parties retain both privacy and control over the mediation outcome. If

parties are successful in reaching a settlement, a settlement agreement will be drawn up under the direction of the mediator for execution by the parties.

3. Arbitration

Arbitration has become an increasingly important mechanism for resolving commercial disputes involving Myanmar parties, particularly in cross-border transactions. Arbitration in Myanmar is governed by the Arbitration Law 2016, which replaced the earlier Arbitration Act 1944 and is largely based on the UNCITRAL Model Law on International Commercial Arbitration.

Myanmar acceded to the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards in 2013, enabling foreign arbitral awards to be recognised and enforced by Myanmar courts subject to limited exceptions. Arbitration proceedings may be administered by arbitration institutions or conducted on an *ad hoc* basis. However, in practice, many cross-border contracts involving Myanmar parties designate arbitration seated in established regional arbitration centres, such as the Singapore International Arbitration Centre due to its more established procedural frameworks and given the current political situation in Myanmar.

Arbitration is quicker than litigation, incurs lower costs, and allows parties to choose an arbitrator with technical knowledge in a particular field.



Closing Down of a Business

Depending on the type of business vehicle, the procedure for closing down a business varies. Apart from registered overseas corporations, closing down of a business is governed by the Insolvency Law 2020.

1. Private Company Limited by Shares

A private company limited by shares may be closed by a members' or creditors' voluntary winding up, or through a compulsory court-ordered winding up.

In addition, a private company limited by shares may be wound up voluntarily: (i) where the constitution fixes a period for the duration of the company and such period expires, or a dissolution event which has been envisaged crystallises; or (ii) where the company resolves by a special resolution.

(a) Members' Voluntary Winding Up

In a members' voluntary winding up, the company's directors must file a declaration of solvency with DICA, declaring that the directors are of the opinion that the company can pay its debts in full within one year after winding up commences. Following this, the company's members must resolve the voluntary winding up via a special resolution and appoint a liquidator in the same resolution. The appointed liquidator must have received an insolvency practitioner's certificate in accordance with the Insolvency Law. Once all the company's affairs have been fully wound up, and the tax clearance certificate from IRD has been obtained, the liquidator shall convene a final meeting of members to present the company's final accounts. Such final accounts, together with the liquidator's statement, must be submitted to DICA within one week of the final meeting. The company's status will be reflected as 'liquidated' within three months from the final submission.

(b) Creditors' Voluntary Winding Up

If the company's directors cannot file solvency statements, or the liquidator finds that the company is unable to pay or provide for the debts' payment in full within a reasonable time after winding up begins, the liquidator must summon a creditors' meeting and state the company's assets and liabilities. Creditors may then appoint another liquidator to commence a creditors' voluntary winding up instead.

(c) Compulsory Winding Up

A company may be wound up pursuant to an Order of the Court under certain circumstances (for example, if the company is unable to pay its debts or has not commenced business within one year of incorporation). A Court may appoint a liquidator to wind up the company's affairs or, alternatively, the Official Receiver shall be the company's liquidator. The liquidator will wind up its affairs and file the necessary notifications required under the Insolvency Law.

2. Overseas Corporation

An overseas corporation registered under section 43 of the MCL may deregister within 21 days of cessation of business in Myanmar through a notification to DICA. In this regard, the overseas corporation is expected to clear all other necessary filings, such as tax clearances in Myanmar, before submission of the notice.

3. Ancillary Processes

In addition to undertaking processes under the Insolvency Law 2020, businesses are required to obtain a tax clearance certificate from IRD, certifying that the business has already settled all remaining payable taxes and has discharged all the tax obligations under Myanmar laws. The tax clearance certificate, together with other necessary documentation, must be filed with DICA in order to finalise the winding up process in Myanmar.

Furthermore, in the event that the wound-up entity has any funds remaining in Myanmar to be remitted back to the offshore shareholders, approval from FESC is required to be obtained before such offshore remittances can be carried out. It is important to note that documentation certifying lawful remittance into Myanmar at the time of commencement of the investment is generally a requirement to obtain FESC approval.

Rajah &Tann Myanmar

Based in Yangon, Rajah & Tann Myanmar Company Limited works closely with offices in our Rajah & Tann Asia network which includes regional lawyers based in Thailand, Vietnam and Lao PDR.

Our knowledge, experience and expertise in the ever-changing business and legal landscape in emerging markets such as Myanmar remain one of our core strengths. We have acted in a diverse and complex portfolio of projects since 1992 across sectors such as energy, construction, real estate development, shipping, healthcare, education, logistics, FMCG and financial services, etc.

Given the varied and extensive experience of the lawyers in Rajah & Tann and our industry experience throughout South East Asia, we are positioned to provide you with sound and practical legal advice from the inception of investments and acquisitions in Myanmar, through to business operations during the life of the projects, managing disputes and enforcement of rights and claims.

We have a multi-faceted talent pool of lawyers in a range of practice areas who are able to provide end-to-end legal services in Myanmar, Indochina and throughout Asia.

Fast Facts

Dedicated team of lawyers focusing on the Myanmar market

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“The Rajah & Tann team offers swift responses to complex issues, providing deep insights and proposing commercially and legally viable alternatives.”

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