

## Securities Registration Business Regulations

### Section 1 Purpose

1. Yangon Stock Exchange (hereinafter referred to as "the Exchange") has established Pre-Listing Board for unlisted public companies with the aim of allowing such unlisted companies to raise funds in an orderly manner and providing investors with a variety of investment vehicles.
2. This Business Regulations shall prescribe necessary matters concerning registration of stocks, registered company compliance, deregistration and other matters related to registered stocks pursuant to the provisions of Section 2, Paragraph 4 of the Trading Business Regulations.
3. Any amendment to this Business Regulations shall be made by resolution of the board of directors; provided, however, that this shall not apply to minor amendments.

### Section 2 Definitions

The definitions of the terms enumerated in each of the following items in this Business Regulations shall be as specified in each of such items.

- (1) A registered stock or share means a stock or share registered with the Exchange
- (2) The Companies Law means Myanmar Companies Law [2017]
- (3) A public company means a public company stipulated in Section 1, Paragraph c, Item xxviii of the Companies Law
- (4) A registration adviser means an entity that has obtained registration qualification.

### Section 3 Expected Applicants

A company (excluding those listed on the market operated by the Exchange) which falls under any of 1. (a) of the Notification (1/2016) from the Securities and Exchange Commission may make an application to the Exchange in accordance with Paragraph 1 of the next section.

### Section 4 Initial Registration Application

1. An initial registration of a stock shall be made based on an application by the company specified in the preceding section.
2. An initial registration applicant shall submit documents in the following items:
  - (1) The "Stock Initial Registration Application";
  - (2) An annual report (meaning an annual report prescribed in 118(a) of the Securities and Exchange Rules; the same shall apply hereinafter) for the business year immediately before the initial registration application;
  - (3) Prospectus, etc. (limited to cases where an offering of new shares or existing shares is conducted);
  - (4) Letter of Recommendation and Market Value Assessment prescribed by the Exchange prepared by a registration adviser, an attorney at law, a certified public

- accountant in Myanmar, or a financial consulting firm; and
- (5) Other documents deemed necessary by the Exchange.
3. An initial registration applicant may substitute the document of item (2) of the preceding paragraph by submitting the following documents:
- (1) A document containing the business outline, etc., which shall be described in the annual report, of the initial registration applicant; and
  - (2) Financial statements and an auditor's report, which shall be described in the annual report, for the business year immediately before the initial registration application.
4. An initial registration applicant may appoint a registration adviser.

#### Section 5 Requirements for Registration

An initial registration applicant shall satisfy the following requirements at the time of the initial registration application and after registration:

- (1) To adopt financial standards in accordance with Myanmar Financial Reporting Standards or International Financial Reporting Standards and to have an audit certificate from a certified public accountant in Myanmar;
- (2) To fulfill tax duties appropriately in accordance with laws and regulations;
- (3) To impose no restrictions on the transfers of shares for registration, excluding cases where such restrictions are imposed pursuant to laws and regulations;
- (4) To subject its shares to be handled by the book-entry transfer institution; and
- (5) To comply with the Securities and Exchange Law and its relevant rules.

#### Section 6 Approval and Rejection of Registration Application

The Exchange shall, where it has confirmed satisfaction with requirements for registration in each item of the preceding section, approve for registration within ten (10) business days after receiving the initial registration application. The Exchange may reject an initial registration application from the viewpoint of AML/CFT and legal compliance, etc.

#### Section 7 Registration Agreement

1. Where the Exchange registers shares, the issuer of such new shares shall submit a predetermined "Registration Agreement" to the Exchange.
2. The registration agreement in the preceding paragraph shall be effective from the day of registering the stock pertaining to the initial registration application.

#### Section 8 Roles and Responsibility of Registration Adviser

1. A registration adviser shall provide advice on the initial registration application for an initial registration applicant and prepare the Recommendation Letter and the Market Value Assessment prescribed by the Exchange at the time of initial registration as well as provide advice on disclosure of corporate information after registration.
2. A registration adviser shall faithfully respond to confirmation by the Exchange regarding

requirements for registration in each item of Section 5.

3. The following entity may be appointed as a registration adviser.
  - (1) A security company holding a license pursuant to Article 25 of the Securities and Exchange Law (limited to the trading participant of the Exchange)
  - (2) An entity having been qualified by the Exchange pursuant to the next section and Section 10.

#### Section 9 Application for Obtaining Registration Adviser Qualification

1. An entity seeking to obtain registration adviser qualification (hereinafter referred to as an "applicant for obtaining registration adviser qualification") must make such application for obtaining registration adviser qualification to the Exchange.
2. In the case of making an application for obtaining registration adviser qualification prescribed in the preceding paragraph, the applicant shall submit documents referred to in the each of the following items:
  - (1) The "Application Form for Obtaining Registration Adviser Qualification";
  - (2) A certificate of the registered matters of the applicant for obtaining registration adviser qualification;
  - (3) The company constitution;
  - (4) Business report or equivalent document thereto, and auditor's report pertaining to the financial statements attached to these; and
  - (5) Other documents deemed necessary by the Exchange.

#### Section 10 Approval for Obtaining Registration Adviser Qualification

1. The Exchange shall examine an applicant for obtaining registration qualification in accordance with the criteria referred to in each of the following items, and where the Exchange deems that such applicant satisfies such criteria, it shall approve such application for obtaining registration adviser qualification:
  - (1) The applicant has experience and knowledge concerning the capital market;
  - (2) The applicant must not hold more than 10% of shares of the advisee company;
  - (3) The applicant must not be any related party defined in (c) (xxxiii) of section 1 of the Companies Law; and
  - (4) The applicant satisfies other requirements deemed necessary by the Exchange.
2. An applicant for obtaining registration adviser qualification, upon receiving the approval of the preceding paragraph shall submit the "Registration Adviser Agreement" prescribed by the Exchange to the Exchange.
3. Where the Exchange grants the approval of Paragraph 1, the Exchange shall notify the applicant for obtaining registration adviser qualification that the applicant has obtained registration adviser qualification, and announce such fact.
4. After obtaining registration adviser qualification, a registration adviser must continue to satisfy the criteria enumerated in each of the items of Paragraph 1.

5. Where the Exchange deems that a registration adviser does not satisfy the criteria enumerated in each of the items of Paragraph 1, it may take measures such as revocation and temporary suspension of the registration adviser qualification, and warning, etc.

#### Section 11 Lock-up Period

1. Where an initial registration applicant has issued shares or subscription warrants to specific entity within six(6) months before the date of the initial registration application, such applicant shall affirm with the allottee that, as a general rule, such allottee shall hold the allotted shares (including shares obtained by exercise of such subscription warrants) or subscription warrants until three (3)months elapse from the day of registration.
2. Where an initial registration applicant affirms as prescribed in the preceding paragraph, the applicant shall submit such affirmation in writing.

#### Section 12 Application for Additional Registration of New Shares, etc.

Where a registered company issues new shares of the same class as its registered shares, it shall submit, as a general rule, a "Stock Additional Registration Application" predetermined by the Exchange before such issuance, and apply for registering such shares.

#### Section 13 Additional Registration of New Shares, etc.

Where the Exchange receives an application for additional registration of shares pursuant to the provisions of the preceding section, it shall, as a general rule, approve such registration.

#### Section 14 Faithful Execution of Business

A registered company shall fully recognize that the timely and appropriate disclosure of corporate information lie at the foundations of sound markets and shall faithfully execute business, conducting speedy, accurate, and fair disclosure of corporate information from the investor perspective.

#### Section 15 Disclosure of Corporate Information

1. When earnings details of a registered company pertaining to the consolidated fiscal year or consolidated interim accounting period is finalized, it shall immediately disclose such information.
2. Where a registered company falls under any of the following items, it must immediately disclose details of such fact.
  - (1) Where the body that decides the registered company's business execution has made a decision on important matters regarding the operation, business, assets, or stock of such registered company, which have a considerable impact on investment decisions;  
or
  - (2) Where an important fact regarding the operation, business, assets, or stock of the registered company has occurred, and such fact has a considerable impact on

investment decisions.

3. A registered company shall ensure the matters specified in each of the following items when disclosing corporate information pursuant to the provisions of the preceding two paragraphs.
  - (1) The disclosed information does not contain false descriptions.
  - (2) The disclosed information does not lack information that is important for investment decisions.
  - (3) The disclosed information does not contain description that may be misleading.
  - (4) In addition to the matters in the preceding three items, the registered company is not found lacking in terms of appropriate disclosure.

#### Section 16 Method of Disclosure of Corporate Information.

1. Disclosure of corporate information made pursuant to the provisions of Paragraph 1 or Paragraph 2 of the preceding section shall be conducted using the website of the Exchange.
2. In the case of the preceding paragraph, a registered company shall send an electronic file regarding such disclosure to the Exchange, and the Exchange shall post the file on its website.
3. Notwithstanding the preceding paragraph, where the website of the Exchange cannot be used or the Exchange deems necessary, disclosure of corporate information pursuant to the provisions of Paragraph 1 or Paragraph 2 of the preceding section shall be conducted by a method specified by the Exchange on a case-by-case basis.

#### Section 17 Revision or Correction to Disclosed Information

When it is necessary to revise or correct the details disclosed pursuant to the provisions of Section 15, Paragraph 1 or Paragraph 2, the registered company shall immediately disclose revisions or corrections.

#### Section 18 Notification of Person Responsible for Handling Information

1. A registered company shall select at least one (1) person responsible for handling information (meaning a person in charge of liaison with the Exchange for disclosure of corporate information, etc.) from among members of the board of directors or persons in the position equivalent thereto and notify the Exchange of the name, title and contact of such person.
2. Explanation and submission, etc. of corporate information of a registered company for disclosure to the Exchange shall be, as a general rule, handled by the person responsible for handling information.
3. Where the registered company intends to change the content of the notification in Paragraph 1, it shall notify the Exchange to that effect.

#### Section 19 Submission of Documents

1. A registered company shall submit documents referred to in each of the following items etc. to the Exchange.

- (1) Document whose disclosure is required by laws;
  - (2) Documents sent to shareholders; and
  - (3) Other than the preceding two items, documents requested by the Exchange on reasonable grounds.
2. A registered company shall agree that, out of documents referred to in each of the preceding items, those deemed necessary by the Exchange are made available for public inspection on the website, etc. of the Exchange.

#### Section 20 Development of Systems and Frameworks to Prohibit and Prevent Insider Trading

1. A registered company must not make directors, agents, employees or others to conduct insider trading for the registered company's own account.
2. A registered company shall make efforts to develop the necessary systems and frameworks for information management to prevent directors, agents, employees or others from engaging in insider trading.

#### Section 21 Response to Inquiries

A registered company shall promptly respond to inquiries, which the Exchange deems necessary for registered company compliance, in a manner designated by the Exchange.

#### Section 22 Designation and Removal of Security on Alert

1. In cases where it is necessary for a registered company to draw the attention of investors, such as where a registered company is clearly in violation of matters prescribed in Section 14, the Exchange shall designate the stock of a registered company as a security on alert. In this case, the Exchange shall announce such designation and reasons therefor.
2. The Exchange may remove the designation if the Exchange deems it appropriate. In this case, the Exchange shall announce such removal and reasons therefor.

#### Section 23 Trading Suspension and Lifting of Trading Suspension

1. In addition to the cases prescribed in Section 17, Paragraph 1 of the Trading Business Regulations, the Exchange shall suspend the trade of the stock of a registered company in cases where a registered company is clearly in violation of matters prescribed in Section 5.
2. In cases of trading suspend activated pursuant to the provisions of the preceding paragraph, the period until the lifting of the trading suspension shall be specified by the Exchange on a case-by-case basis.
3. Where the Exchange has suspended trading or lifted a trading suspension on a registered stock, the Exchange shall inform the issuer of such registered stock to that effect.

#### Section 24 Deregistering Criteria

The Exchange shall deregister a registered stock if such stock falls under any of the following items.

(1) Bankruptcy proceedings

Where the registered company has decided to commence bankruptcy proceedings pursuant to the provisions of the Companies Law or has fallen into a state equivalent thereto;

(2) Restrictions on transfers of shares

Where the registered company imposes restrictions on transfers of its shares (excluding cases where such restrictions are imposed pursuant to laws and regulations);

(3) Handling by designated book-entry transfer institution

Where the stock of the registered company has ceased to be handled by a designated book-transfer institution or fallen into a state equivalent thereto;

(4) Listing on the market operated by the Exchange

Where the stock of the registered company is listed on the market operated by the Exchange; or

(5) Others

Other than the preceding items, where the Exchange deems that deregistration of the stock is appropriate for the public interest or investor protection.

#### Section 25 Day of Deregistration

Where the deregistration of a registered stock has been decided, the day of deregistration is, as a general rule, the day on which one (1) month passes after the day on which the Exchange decides to deregister the registered stock. If this is not appropriate, the Exchange shall specify the day on a case-by-case basis.

#### Section 26 Warning of Deregistration

In cases where a registered stock is likely to be deregistered, the Exchange shall announce such fact in order to alert investors.

#### Section 27 Registration Fees

Initial registration applicants and registered companies shall pay initial registration fees, annual registration fees, and other fees pertaining to registration. The amount and payment deadline of the registration fees shall be as specified in the table of Fees for Registration Company.

#### Section 28 Registration Adviser Fees

Applicants for obtaining registration adviser qualification and registration advisers pursuant to Section 8, Paragraph 3, Item 2 shall pay registration adviser examination fees (1,000,000 Kyats) and annual registration adviser fees (500,000 Kyats per year).

#### Section 29 Language for Documents to be Submitted

An issuer pertaining to an initial registration application, issuer of a registered stock and any other entity that submits documents, etc. or conducts disclosure of corporate information, etc., pursuant to the regulations of the Exchange shall submit original documents in Myanmar language and make efforts to attach a reference translation in English.

#### Section 30 Confidentiality

Directors, officers, and employees of the Exchange shall not divulge any confidential information obtained in the course of their duties to any third party, or misappropriate such information.

#### Section 31 Comprehensive Provision

In addition to the matters prescribed in this Business Regulations, the Exchange may prescribe measures where it deems necessary in relation to the operation of the Exchange market.

#### Supplementary Provision

This Business Regulations shall be implemented on DDth MMMM 2020.



Registration Agreement

MM DD, YYYY

To Managing Director  
Yangon Stock Exchange Joint-Venture Company Limited

\_\_\_\_\_ (hereinafter referred to as "Company") hereby agrees to comply with the following matters set forth by Yangon Stock Exchange Joint-Venture Company Limited (hereinafter referred to as "the Exchange") for registering its issuing shares.

1. Of the Trading Regulations and any other regulations, and the provisions related to their handling currently set forth and to be set forth or revised by the Exchange in the future (hereinafter referred to as "regulations"), the Company shall comply with all the provisions applicable to the Company and its issuing shares to be registered (hereinafter referred to as "the registered shares").
2. The Company shall comply with measures taken by the Exchange in accordance with the regulations including trading halts and the deregistration of the registered shares.

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Signature

Company Seal

Name

Title

Company Name

Company Address

Company Phone Number

Registration Adviser Agreement

MM DD, YYYY

To Managing Director  
Yangon Stock Exchange Joint-Venture Company Limited

\_\_\_\_\_ (hereinafter referred to as "Company"), upon obtaining the status of Registration Adviser (the "Registration Adviser"), hereby agrees to the following items required by Yangon Stock Exchange Joint-Venture Company Limited. (the "Exchange").

- 1.The Company shall comply with any and all of the company constitution, the Trading Business Regulations, Securities Registration Business Regulations and any other regulations established by, and to be established or revised by, the Exchange (collectively, the "Regulations") as may be applicable to Registration Adviser.
- 2.The Company shall comply with any and all of the orders, including but not limited to, revocation and temporary suspension of Registration Adviser status, warning, conducted or taken by the Exchange in accordance with the Regulations.
- 3.The Company shall bear full responsibility for the damages arising from any forfeit if the Company loses Registration Adviser status. The Company shall work in co-operation as is reasonable with the Exchange, and as appropriate Trading Participants, other Registration Advisers and Registered Companies.
- 4.The Company agrees to be bound by the Exchange by a change in this contract unless the Company raises an objection by the appointed deadline.

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Signature

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Company Seal

Name

Title

Company Name

Company Address

Company Phone Number