

Securities Listing Business Regulations

Section 1 Purpose

1. This Business Regulations shall prescribe necessary matters concerning listing of stocks, listed company compliance, delisting and other matters related to listed stocks pursuant to the provisions of Section 2, Paragraph 3 of the Trading Business Regulations.
2. 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 listed stock or share means a stock or share listed on the Yangon Stock Exchange (hereinafter referred to as "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) Floating shares means, out of shares pertaining to an initial listing application or listed shares, shares excluding those owned by an entity that owns 10% or more of the number of such shares and those specified as illiquid shares in the enforcement business regulations.

Section 3 Delegation to Enforcement Business Regulations

Other than matters specified in this Business Regulations, in cases where it deems necessary with regard to matters related to a listed stock, including listing of a stock, timely disclosure by issuers of a listed stock, and delisting, the Exchange may prescribe details on handling such matters in the enforcement business regulations.

Section 4 Notice of Trading Suspension and Lifting of Trading Suspension

Where the Exchange has suspended trading or lifted a trading suspension on a listed stock, the Exchange shall inform the issuer of such listed stock to that effect.

Section 5 Language for Documents to be Submitted

An issuer pertaining to an initial listing application, issuer of a listed stock and any other entity that submits documents, etc. or conducts disclosure of corporate information, etc., pursuant to the regulations of the Exchange shall make efforts to attach a reference translation in English if the original documents are submitted or disclosed in Myanmar Language.

Section 6 Initial Listing Application

1. An initial listing of a stock shall be made based on an application by the issuer of the stock.

Handling of the stock pertaining to the initial listing application shall be prescribed in the enforcement business regulations.

2. An initial listing applicant who makes an initial listing application shall submit a "Stock Initial Listing Application," a "Written Oath Concerning Application for Initial Listing," and other documents necessary for listing examination as specified by the enforcement business regulations.
3. Listing examination of a stock for which an initial listing application has been made shall be conducted pursuant to the provisions of Sections 7 and 8.
4. The provisions of the following sections through Section 10 shall not apply to new listings of stocks issued by a listed company.

Section 7 Formal Criteria

The listing examination pertaining to stocks specified in Section 6 shall be conducted on companies that satisfy each of the following items.

(1) Share distribution

The following a and b shall be met.

a. Floating shares

The following (a) and (b) shall be met.

- (a) The number of floating shares is expected to reach at least 5,000 on the day of listing;
- (b) The market capitalization of floating shares is expected to reach at least 500 million (500,000,000) Kyat on the day of listing;

b. Number of shareholders

The number of shareholders is expected to reach at least one hundred (100) on the day of listing;

(2) Profit;

Profits have been recorded for the most recent two years. The total profits of the latest two (2) years are more than zero.

(3) Paid-up Capital

Paid-up Capital as of the initial listing application day shall be at least 500 million (500,000,000) Kyat.

(4) Number of consecutive years in business conduct

The business has been in continuous operation on or before a day which is two (2) years prior to the application for initial listing day.

(5) Public company:

The applicant shall be a public company.

(6) Financial Reporting Standards

The applicant shall comply with Myanmar Financial Reporting Standards or International Financial Reporting Standards.

(7) Restrictions on transfers of shares:

No restrictions are imposed on the transfers of shares pertaining to the initial listing application (excluding cases where such restrictions are imposed pursuant to laws and regulations).

(8) Entrustment of shareholder services agency:

The applicant shall have entrusted shareholder services to the Exchange or received informal acceptance of entrustment of such services from the Exchange as a shareholder services agency.

(9) Handling by designated book-entry transfer institution:

Shares shall be handled by the book-entry transfer services provided by the Exchange as a book-entry transfer institution, or expected to be handled by the time of listing.

Section 8 Substantive Examination

Listing examination of a stock pertaining to an initial listing application shall be conducted on the initial listing applicant and its corporate group with respect to matters referred to in each of the following items, and treatment in such case shall be set forth in the Enforcement Regulations for Securities Listing Business Regulations.

(1) Corporate continuity and profitability

A business is operated continuously and a stable revenue base is present.

(2) Soundness of corporate management

Business is being conducted fairly and faithfully.

(3) Effectiveness of corporate governance and internal management system

Corporate governance and internal management systems are appropriately established and functioning.

(4) Appropriate disclosure of corporate information, etc.; and

Corporate information, etc. can be appropriately disclosed.

(5) Other matters the Exchange deems necessary from the perspective of the public interest or investor protection.

Section 9 Listing Agreement

1. Where the Exchange lists a stock pertaining to an initial listing application, the initial listing applicant shall submit a predetermined "Listing Agreement" to the Exchange.
2. The listing agreement in the preceding paragraph shall be effective from the day of listing the stock pertaining to the initial listing application.

Section 10 Lock-up Period

1. Where an initial listing applicant has issued shares or subscription warrants to specific entity within six (6) months before the date of the initial listing 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 listing.

2. Where an initial listing applicant affirms as prescribed in the preceding paragraph, the applicant shall submit such affirmation in writing.

Section 11 Application for Listing of New Shares, etc.

Where a listed company issues new shares of the same class as its listed shares, it shall submit, as a general rule, a "Stock Listing Application" predetermined by the Exchange and other documents prescribed by the enforcement business regulations before such issuance, and apply for listing such shares.

Section 12 Listing of New Shares, etc.

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

Section 13 Faithful Execution of Business

A listed 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 and financial information (hereinafter referred to as "corporate information, etc.") from the investor perspective.

Section 14 Disclosure of Corporate Information

Where a listed company falls under any of the following items, it must immediately disclose details of such fact in a form prescribed by the Exchange.

- (1) Where the body that decides the listed company's business execution has made a decision on important matters regarding the operation, business, assets, or stock of such listed company, which have a considerable impact on investment decisions;
- (2) Where any other important fact regarding the operation, business, assets, or stock of the listed company has occurred, and such fact has a considerable impact on investment decisions.

Section 15 Disclosure of Earnings Information

When earnings details of a listed company pertaining to the consolidated fiscal year or consolidated interim accounting period is finalized, it shall immediately disclose such information in a form prescribed by the Exchange.

Section 16 Disclosure of Material Related Party Transaction

A listed company shall disclose a material related party transaction disclosure report within three (3) calendar days after the closure of the relevant transaction in accordance with Section 10 of "Instruction on Material Related Party Transactions for Listed Companies and Public Companies with More than One Hundred Shareholders" stipulated by SECM.

Section 17 Examination of Disclosure of Corporate Information, etc.

A listed company shall ensure the matters specified in each of the following items when disclosing corporate information, etc. pursuant to the provisions of the preceding three sections.

- (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 listed company is not found lacking in terms of appropriate disclosure.

Section 18 Explanation to the Exchange

Where a listed company discloses corporate information, etc. pursuant to the provisions from Section 14 to Section 16, it shall explain details of such disclosed information to the Exchange in advance.

Section 19 Method of Disclosure of Corporate Information, etc.

1. Disclosure of corporate information, etc. made pursuant to the provisions from Section 14 to Section 16 shall be conducted using the website of the Exchange.
2. In the case of the preceding paragraph, a listed 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, etc. pursuant to the provisions from Section 14 to Section 16 shall be conducted by a method specified by the Exchange on a case-by-case basis.

Section 20 Revision or Correction to Disclosed Information

When it is necessary to revise or correct the details disclosed pursuant to the provisions from Section 14 to Section 16, the listed company shall immediately disclose revisions or corrections.

Section 21 Notification of Person Responsible for Handling Information

1. A listed 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 listed company for disclosure, etc. to the Exchange shall be, as a general rule, handled by the person responsible for handling information.

3. Where the listed company intends to change the content of the notification in Paragraph 1, it shall notify the Exchange to that effect.

Section 22 Compliance with and Respect for Notification on Corporate Governance

A listed company shall comply with provisions of the “Notification on Requirements for Effective Corporate Governance” stipulated by SECM, and shall make efforts to enhance its corporate governance while respecting the intent and spirit of the provisions.

Section 23 Corporate Governance Report

1. A listed company shall submit the “Corporate Governance Report”, predetermined by the Exchange, concerning the matters regarding corporate governance to the Exchange.
2. Where there has occurred any change in the information in the “Corporate Governance Report” prescribed in the preceding paragraph, a listed company shall submit a report reflecting the change to the Exchange without delay.
3. A listed company shall agree that the Exchange makes the “Corporate Governance Report” submitted to the Exchange available for public inspection.

Section 24 Independent Director Notification

1. A listed company shall submit the “Independent Director Notification”, predetermined by the Exchange, concerning independent directors.
2. Where there expects to occur any change in the information in the “Independent Director Notification” prescribed in the preceding paragraph, a listed company shall submit a notification reflecting the change to the Exchange without delay.
3. A listed company shall agree that the Exchange makes the “Independent Director Notification” submitted to the Exchange available for public inspection.

Section 25 Submission of Documents

1. A listed company shall submit documents, etc. to the Exchange in accordance with the enforcement regulations.
2. A listed company shall submit documents, requested by the Exchange on reasonable grounds, without delay to the Exchange, and agree that, out of such documents, those deemed necessary by the Exchange are made available for public inspection on the website, etc. of the Exchange.

Section 26 Facilitating Investor Understanding

A listed company shall make efforts to enact measures for investment in its listed shares that deepen investor understanding of the listed company, such as providing information on its website and holding informational meetings.

Section 27 Entrustment of Shareholder Services

A listed company shall entrust shareholder services to the Exchange, as set forth by the Exchange.

Section 28 Development of Systems and Frameworks to Prohibit and Prevent Insider Trading

1. A listed company must not make directors, agents, employees or others to conduct insider trading for the listed company's own account.
2. A listed 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 29 Response to Inquiries

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

Section 30 Designation and Removal of Designation as Security on Alert

1. In cases where it is necessary for a listed company to draw the attention of investors, such as where a listed company is clearly in violation of matters prescribed in Section 13, the Exchange shall designate the stock of a listed 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 31 Delisting Criteria

The Exchange shall delist a listed stock if such stock falls under any of the following items. Handling of such items shall be prescribed in the enforcement regulations.

(1) Bankruptcy proceedings

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

(3) Entrustment of shareholder services

Where the listed company has ceased to entrust shareholder services (limited to operations related to the preparation of its shareholder register) to the Exchange or has fallen into a state equivalent thereto;

(4) Handling by designated book-entry transfer institution

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

(5) Others

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

Section 32 Delisting by Application

1. Where a listed company intends to make an application for delisting its stock, it shall submit to the Exchange a "Delisting Application" predetermined by the Exchange.
2. Where the Exchange has received a "Delisting Application" pursuant to the preceding paragraph, the Exchange shall delist the stock only if such delisting has a minor significance on the protection of investors in light of share distribution, etc.

Section 33 Day of Delisting

Where the delisting of a listed stock has been decided, the handling of the delisting day shall be prescribed in the enforcement regulations.

Section 34 Warning of Delisting

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

Section 35 Listing Fees

Initial listing applicants and listed companies shall pay listing examination fees, initial listing fees, annual listing fees, and other fees pertaining to listing as prescribed in the enforcement regulations.

Section 36 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 37 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.

Section 38. Application Mutatis Mutandis

The provisions of Regulation section 7 (5) shall be applied mutatis mutandis to a company governed by the Special Company Act [1950].

Supplementary Provision

This Business Regulations shall be implemented on 30th October, 2015.

Supplementary Provision

This amendment shall be implemented on 4th April, 2016

Supplementary Provision

This amendment shall be implemented on 16th October, 2018.

Supplementary Provision

This amendment shall be implemented on 1st January, 2021.

Supplementary Provision

This amendment shall be implemented on 1st April, 2021.