

Form C-3 | Change to share capital or register of members

Sections 71(a), 74(f), 86, 96, 112, and 113 Myanmar Companies Law 2017

Note

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

For office use only

Name of company

Registration number

1. General instructions

This form must be used to notify the Registrar of changes to the company's share capital (including the issue of new shares and cancellation of shares), changes to the members' register (including changes to member details or the ultimate holding company details) and whether a company has become or ceased to become a "foreign company".

Sections 112 of the Myanmar Companies Law 2017 provides:

- “(a) A company limited by shares, subject to its constitution, may alter its share capital as follows, it may:
- (i) increase its capital by the issue of new shares of such amount as it thinks expedient in accordance with Division 11;
 - (ii) by ordinary resolution passed at a general meeting, consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, with any amount unpaid on the shares being divided equally among the replacement shares;
 - (iii) by ordinary resolution passed at a general meeting, sub-divide its shares, or any of them, into shares of smaller amount than originally issued, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
 - (iv) by special resolution passed at a general meeting convert an ordinary share into a preference share;
 - (v) by special resolution passed at a general meeting convert a preference share to an ordinary share;
 - (vi) redeem any redeemable preference shares in accordance with in accordance with Division 11;
 - (vii) reduce its share capital in the manner set out in this Division;
 - (viii) buy-back shares in the manner set out in this Division; and
 - (ix) provide financial assistance in connection with the purchase of its shares in the manner set out in this Division.”

Sections 113 of the Myanmar Companies Law 2017 provides that where a company having a share capital has altered its share capital, it shall within 21 days of the relevant alteration file a notice with the Registrar.

Section 71(a)(ii) of the Myanmar Companies Law 2017 provides that within 21 days of the issue of shares or other securities the company must update the relevant register of the company and file a notice in the prescribed form with the Registrar.

Section 74 (e) and (f) of the Myanmar Companies Law 2017 provide that redeemable preference shares are cancelled on redemption and the company must notify the Registrar of the redemption in the form prescribed within 21 days of the redemption.

Section 86 of the Myanmar Companies Law 2017 provides that within 21 days of the registration of the transfer of shares the company must file notice of the transfer in the prescribed form with the Registrar. If as a result of the transfer the company has either become or ceased to be a foreign company, the notice must state this.

Section 96 of the Myanmar Companies Law 2017 provides that a company must file a notice in the prescribed form with the Registrar detailing any changes it makes to its register of members within 21 days of the relevant change.

2. Is there a change in the company's share capital: Yes No

If "Yes" please provide the information below for the share capital of the company after the change.

A. Total number of shares of all classes issued by the company:

B. The currency in which the company's share capital is denominated:
(MMK or USD)

C. Is there a change in the company's ultimate holding company? Yes No

The question only applies if the company has a member which is a corporate entity.

Name of ultimate holding company

Registration number (if applicable)

Jurisdiction of incorporation

Effective date of change

dd	/	mm	/	yyyy
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D. Updated share capital structure (after the change)

Where there has been a change to a class of shares (e.g. as a result of the issue or cancellation of shares) show the updated details for the share class in the table below (after the change). Details of share classes that have not changed are not required in be stated.

Share class code	Full title of class if not listed in the share class code table below	Total number of shares	Total amount paid on these shares (if applicable)	Total amount unpaid on these shares (if applicable)

The following are standard share codes that may be used to complete the table above. If the company will have a class of shares that does not appear in this table below please enter the full title of the class in the space provided above.

Share class code	Full title of share class
ORD	Ordinary
A	Class A shares
B	Class B shares
C	Class C shares
EMP	Employee's shares

MGM	Management shares
RED	Redeemable shares
PRF	Preference shares
REDP	Redeemable-Preference shares

Effective date of change

/	/
dd	mm yyyy

E. Increase in shares

List details of new share in the table below.

Share class code	Full title of class if not listed in the share class code table	Total number of shares	Total amount paid on these shares (if applicable)	Total amount unpaid on these shares (if applicable)	Reason for increase (select from table below)

The following are reasons used to complete the table above.

Reason for increase	Description
NI	New issue of shares
COV	Conversion of shares
DIV	Sub-division of shares

Effective date of change

/	/
dd	mm yyyy

F. Cancellation of shares

List details of the share cancellations in the table below.

Share class code	Full title of class if not listed in the share class code table	Number of shares cancelled	Total amount paid	Cancellation reason (select from table below)

The following are share cancellation reasons used to complete the table above.

Cancellation Reason	Description
RDM	Redemption of shares
CNS	Consolidation of shares
BB	Buy-back of shares
CR	Capital reduction
FFT	Forfeiture of shares

Effective date of change

/	/
dd	mm yyyy

G. Declaration of compliance with requirements for changes to share capital

By signing this form, the authorised person affirms that the company has complied with all of the requirements under the Myanmar Companies Law 2017 with respect to changes to the company's share capital, including by passing the necessary resolutions.

Note: The company must maintain the relevant resolutions with the company records.

3. Following the change the company will be a foreign company: Yes No

A "foreign company" means a company incorporated in the Union in which an overseas corporation or other foreign person (or combination of them) owns or controls, directly or indirectly, an ownership interest of more than thirty-five per cent.

Effective date of change

/	/	
dd	mm	yyyy

4. Following the change there will be a change in the register of members: Yes No

If "Yes" please provide the information below for the register of members of the company after the change.

A. Are there new members in the company? Yes No

*If "Yes" please complete **section 5** below to show the register of members of the company after the change.*

B. Are there changes to existing members of the company? Yes No

*If "Yes" please complete **section 6** below to show the register of members of the company after the change.*

C. Are there members who have ceased to hold any shares in the company? Yes No

*If "Yes" please complete **section 7** below to show the register of members of the company after the change.*

Instructions for completing member information**For a public company**

A public company may have any number of members. However, this form is only required to be filed with the Registrar if there are changes to the 50 members holding the largest number of shares in the company or, if upon completion of the change a member will hold sufficient shares to become one of the top 50 shareholders. to (or such other members if the company has less than 50 members). If this applies, attach an updated list of members following the change which includes the following information:

- a) If the member is a natural person, provide their full legal name and address in English, nationality and N.R.C (for Myanmar citizens) or passport (for foreign citizens), gender and date of birth.
- b) If the member is another entity registered in the Union (such as another company or registered overseas corporation), provide the entity name and registration number.
- c) If the member is an entity that is not registered in the Union (such as a non-registered overseas company), provide the entity name, registration number (if any), address, jurisdiction, and contact person information.
- d) For every member, state the number and class of shares issued to that member, the total amount paid on those shares and the total amount unpaid on those shares. Please submit additional pages containing all required information for members with this application.

By signing this form, the authorised person hereby certifies that the company has attached a true and correct list of members and attests that each person named as a member has consented in writing to act in this capacity and subscribe for the shares allotted to them.

For a private company

A private company may have no more than fifty (50) members. However—

- a) Shares held by employees of the company do not count towards this 50-members limit; and
- b) If two or more persons hold one membership jointly, they are treated as one member. If the membership is jointly held, provide the particulars of each member on a separate sheet and indicate that the shares are jointly held.

By signing this form, the authorised person attests that each person named as a member has consented in writing to act in this capacity and subscribe for the shares allotted to them.

5. New Members (for private companies only)

*Complete this section if new members have been added to a private company.
If there is insufficient space please attach additional pages with this form containing the required information.*

A. New members that are natural persons

i) First new member that is a natural person

Full name in English (required)

Full name in Myanmar language (optional)

Nationality

N.R.C (Myanmar citizens) / Passport No. (foreign citizens only)

Other nationalities, if applicable

Gender

Male Female

Date of birth

 / /

Address in English (required)

Street number and street name

Unit, level, etc. (if applicable)

Quarter/City/Township

State/Region

Country

Postcode (optional)

Shareholding details

Share class code	Full title of class if not listed in the share class code table	Total number of shares	Total amount paid on these shares (if applicable)	Total amount unpaid on these shares (if applicable)

Date of entry of member in register of members

/	/
dd	yyyy

ii) Second new member that is a natural person**Full name in English (required)**

Full name in Myanmar language (optional)

Nationality

N.R.C. (for Myanmar citizens) / Passport (for foreign citizens only)

Other nationalities, if applicable

Gender
 Male Female
Date of birth

/	/
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Address in English (required)

Street number and street name

Unit, level, etc. (if applicable)

Quarter/City/Township

State/Region

Country

Postcode (optional)

Shareholding details

Share class code	Full title of class if not listed in the share class code table below	Total number of shares	Total amount paid on these shares (if applicable)	Total amount unpaid on these shares (if applicable)

Date of entry of member in register of members

/	/
dd	yyyy

B. New member that is a corporate entity**Name of company**

Registration number

Jurisdiction of incorporation

Address in English in home jurisdiction (for entities not registered in the Union)

Street number and street name

Unit, level, etc. (if applicable)

Quarter/City/Township

State/Region

Country

Postcode (optional)

Shareholding details

Share class code	Full title of class if not listed in the share class code table	Total number of shares	Total amount paid on these shares (if applicable)	Total amount unpaid on these shares (if applicable)

Date of entry of member in register of members

/	/
dd	yyyy

6. Change in existing members (for private companies only)

*Complete this section if there are changes to the existing members of a private company.
If there is insufficient space please attach additional pages with this form containing the required information.*

A. Changes to existing members that are natural persons**i) First existing member that is a natural person****Full name in English (required)**

Full name in Myanmar language (optional)

Nationality**N.R.C. (Myanmar citizens only) / Passport (for foreign citizens only)****Address in English (required)**

Street number and street name

Unit, level, etc. (if applicable)

Quarter/City/Township

State/Region

Country

Postcode (optional)

Shareholding details

Share class code	Full title of class if not listed in the share class code table	Total number of shares	Total amount paid on these shares (if applicable)	Total amount unpaid on these shares (if applicable)

Effective date of change

dd

mm

yyyy

i) Second existing member that is a natural person**Full name in English (required)****Full name in Myanmar language (optional)****Nationality****N.R.C. (Myanmar citizens only) / Passport (for foreign citizens only)****Address in English (required)**

Street number and street name

Unit, level, etc. (if applicable)

Quarter/City/Township

State/Region

Country

Postcode (optional)

Shareholding details

Share class code	Full title of class if not listed in the share class code table	Total number of shares	Total amount paid on these shares (if applicable)	Total amount unpaid on these shares (if applicable)

Effective date of change

dd

mm

yyyy

i) Existing member that is a corporate entity**Name of company****Registration number****Jurisdiction of incorporation****Address in English in home jurisdiction (for entities not registered in the Union)**

Street number and street name

Unit, level, etc. (if applicable)

Quarter/City/Township

State/Region

Country

Postcode (optional)

Shareholding details

Share class code	Full title of class if not listed in the share class code table	Total number of shares	Total amount paid on these shares (if applicable)	Total amount unpaid on these shares (if applicable)

Effective date of change

dd

mm

yyyy

7. Existing member ceasing to hold any shares (for private companies only)

Complete this section if an existing member has ceased to hold all shares in a private company.
If there is insufficient space please attach additional pages with this form containing the required information.

A. Existing member ceasing to hold all shares that is a natural person**i) First existing member that is a natural person**

Full name in English (required)

Full name in Myanmar language (optional)

Nationality

N.R.C. (Myanmar citizens only) / Passport (for foreign citizens only)

Effective date of change

/	/
dd	mm
yyyy	

ii) Second existing member that is a natural person

Full name in English (required)

Full name in Myanmar language (optional)

Nationality

N.R.C. (Myanmar citizens only) / Passport (for foreign citizens only)

Effective date of change

/	/
dd	mm
yyyy	

B. Existing member ceasing to hold all shares that is a corporate entity

Name of company

Registration number

Jurisdiction of incorporation

Effective date of change

/	/
dd	mm
yyyy	

8. Signed by authorised person

I certify that the information in this form and any document attached to this form are true and correct.

Name:

Signature: _____

Capacity: Director Secretary

9. Lodged by

Name:

Address:

Telephone:

Email:

10. Checklist

The following must accompany this form—

- A copy of member information if the company filing is a public company.
- The prescribed filing fee.