

## Form F-2 | Application to change public company limited by shares to a private company limited by shares

Section 58(a), 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

### Current name of public company

### Registration number

## 1. Required statutory statements concerning proposed change of public company limited by shares to private company limited by shares

A. Special resolution. A special resolution that resolves to change the type of the company, specifying the new type and the company's new name (if a change of name is made), has been duly passed.

Yes  No

B. Constitution. A special resolution that resolves to amend the company's constitution so as to comply with requirements of the Myanmar Companies Law 2017 for a private company limited by shares has been duly passed.

Yes  No

C. Change in particulars. Any other changes arising in connection with the change of company type to the particulars of the company which are maintained on the Register by the Registrar are set forth in this Application.

Yes  No

## 2. Procedure after filing this Application

Section 58(b) of the Myanmar Companies Law 2017 provides that after filing this Application, the company must give notice in the Gazette and by publication in a daily newspaper circulating generally in the Union that it has filed an application with the Registrar to alter the details of the company's registration to change the company type. Details of these notices must be provided in the Registry using Form F7 - Notice of Gazette Publication.

Section 58(c) of the Myanmar Companies Law 2017 provides that the notice issued by the company under section 58(b) must also state that the Registrar will, if it is satisfied that the application complies with law, alter the details of the company's registration 28 days after the notice has been published in the Gazette, unless an order by the Court prevents it from doing so.

Section 58(d) of the Myanmar Companies Law 2017 states that subject to an order made by the Court within that 28 day period, after the 28 day period has passed, the Registrar must alter the details of the company's registration to change the company type if it is satisfied that the application complies with section 58(a).

Section 58(e) of the Myanmar Companies Law 2017 provides that a change of company type takes effect when the Registrar alters the details of the company's registration to change the company type and the Registrar must give the

company a new certificate of registration after it alters the details of the company in the register. The company's name is the name specified in the new certificate of registration issued by the Registrar.

### 3. Proposed new name of company

Note: must have "Limited" or "Ltd." as the last word of its name

#### Proposed name of company in English (required)

#### Proposed name of company in Myanmar language (optional)

If the proposed name of company is identical to, or closely resembles, the name of a company which is already registered, the name can only be used if the other company is in the course of being dissolved and a copy of the dissolving company's consent is attached to this Application, if applicable.

### 4. Upon 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.

### 5. Upon the change the company will be a small company:

Yes

No

A "small company" means a company, other than a public company or subsidiary of a public company, which satisfies the following conditions:

(a) it and its subsidiaries have no more than 30 employees (or such other number as may be prescribed under this Law); and

(b) it and its subsidiaries had annual revenue in the prior financial year of less than 50,000,000 Kyats in aggregate (or such other amount as may be prescribed under this Law).

### 6. Name, address and other information for each director

**By signing this Application, the company affirms that the persons named below are the directors of the company. The company attests that each person named as a director has consented in writing to act in this capacity.**

Notes 1) The company must hold evidence of each director's written consent with the company records.

2) At least one director must be ordinarily resident in the Union.

3) You must provide the name and address for each director in English. You may also provide the name in Myanmar language.

4) If there are more than 3 directors please submit additional pages with this Application that contain the required information.

5) A copy of each director's national registration card (N.R.C) for Myanmar citizens and passport for foreign citizens must be attached to this Application.

#### A. First director

##### Full name in English (required)

##### Former name of this person, if applicable, in English

##### Full name in Myanmar (optional)

##### Former name of this person, if applicable, in Myanmar language (optional)

**Nationality****N.R.C. (for Myanmar citizens) / Passport (for foreign citizens only)****Other nationalities, if applicable****Business occupation, if any****Gender**

Male

Female

**Date of birth****Usual residential address for this director in English (required)**

Street number and street name

Unit, level, etc. (if applicable)

Quarter/City/Township

State/Region

Country

Postcode (optional)

Email address (optional, but an email is required to receive notifications)

Phone Number (optional, but a phone number is required to receive notifications)

**B. Second director****Full name in English (required)****Former name of this person, if applicable, in English****Full name in Myanmar (optional)****Former name of this person, if applicable, in Myanmar language (optional)****Nationality****N.R.C. (for Myanmar citizens) / Passport (for foreign citizens only)****Other nationalities, if applicable**

**Business occupation, if any****Gender** Male  Female**Date of birth****Usual residential address for this director in English (required)**

Street number and street name

Unit, level, etc. (if applicable)

Quarter/City/Township

State/Region

Country

Postcode (optional)

Email address (optional, but an email is required to receive notifications)

Phone Number (optional, but a phone number is required to receive notifications)

**C. Third director****Full name in English (required)****Former name of this person, if applicable, in English****Full name in Myanmar (optional)****Former name of this person, if applicable, in Myanmar language (optional)****Nationality****N.R.C. (for Myanmar citizens) / Passport (for foreign citizens only)****Other nationalities, if applicable****Business occupation, if any****Gender** Male  Female**Date of birth**

**Usual residential address for this director in English (required)**

Street number and street name

Unit, level, etc. (if applicable)

Quarter/City/Township

State/Region

Country

Postcode (optional)

Email address (optional, but an email is required to receive notifications)

Phone Number (optional, but a phone number is required to receive notifications)

**7. Name, address and other information for secretary, if applicable**

A company may have a secretary, but this is not required.

***By signing this Application, the company affirms that the person named below is the secretary of the company.  
The company attests that the person named as secretary has consented in writing to act in this capacity.***

*Note: 1) The company must hold evidence of the secretary's written consent with the company records.*

*2) A copy of the secretary's national registration card (N.R.C) for Myanmar citizens and passport for foreign citizens must be attached to this Application.*

**Full name in English (required)****Former name of this person, if applicable, in English****Full name in Myanmar (optional)****Former name of this person, if applicable, in Myanmar language (optional)****Nationality****N.R.C. (for Myanmar citizens) / Passport (for foreign citizens only)****Other nationalities, if applicable****Business occupation, if any****Gender** Male  Female**Date of birth**

**Usual residential address in English (required)**

Street number and street name

Unit, level, etc. (if applicable)

Quarter/City/Township

State/Region

Country

Postcode (optional)

Email address

Phone Number

**8. Registered office address in English**

Street number and street name

Unit, level, etc. (if applicable)

Quarter/City/Township

State/Region

Country

Postcode (optional)

**9. Address of principal place of business in the Union in English (if different to registered office)**

Street number and street name

Unit, level, etc. (if applicable)

Quarter/City/Township

State/Region

Country

Postcode (optional)

**10. Share capital****A. Total number of shares of all classes to be issued by the company:**

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

**C. Does the company have an ultimate holding company?** Yes  No

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

*"Ultimate holding company", in relation to a body corporate, means a body corporate that is a holding company of the first-mentioned body corporate and is itself not a subsidiary of any body corporate.*

**Name of ultimate holding company**

**Registration number (if applicable)**

**Jurisdiction of incorporation**

#### D. Share capital structure

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

## 11. Members

### Instructions for completing member information

*If there is insufficient space please attach additional pages with this Application containing the required information.*

#### Number of members

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

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

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

**A. Members that are natural persons****i) First 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

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)

**ii) Second 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**

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**Gender**
 Male  Female
**Date of birth**

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**Address in English (required)**

Street number and street name

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Unit, level, etc. (if applicable)

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Quarter/City/Township

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State/Region

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Country

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Postcode (optional)

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**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)

**B. Members that are corporate entities****Name of company**

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**Registration number**

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**Jurisdiction of incorporation**

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

Street number and street name

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Unit, level, etc. (if applicable)

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Quarter/City/Township

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State/Region

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Country

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Postcode (optional)

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**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)

**12. Constitution**

Where the company proposes to use a constitution which differs in any substantive way from the model constitution, this Application must be accompanied by a copy of the proposed constitution.

The company will –

Use the model constitution; or

Use its own constitution as attached to this Application.

***By signing this Application, the company hereby certifies that the company has attached a true and correct copy of its constitution or otherwise has adopted the model constitution.***

**13. Signed by authorised person**

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

Name:

Signature: \_\_\_\_\_

Capacity:  Director  Secretary

**14. Lodged by**

Name:
Address:

Telephone:

Email:

**15. Checklist**

**The following must accompany this application form—**

- Any additional pages required to supply the information required by this application.
- A copy of the N.R.C (for Myanmar citizens) or passport (for foreign citizens) for each director and secretary (if any).
- If the company will use its own constitution, attach a copy to this application.
- If the proposed company name is already in use, attach the dissolving company's consent to this application.
- The prescribed filing fee.