

ASEAN REGULATORY FRAMEWORK

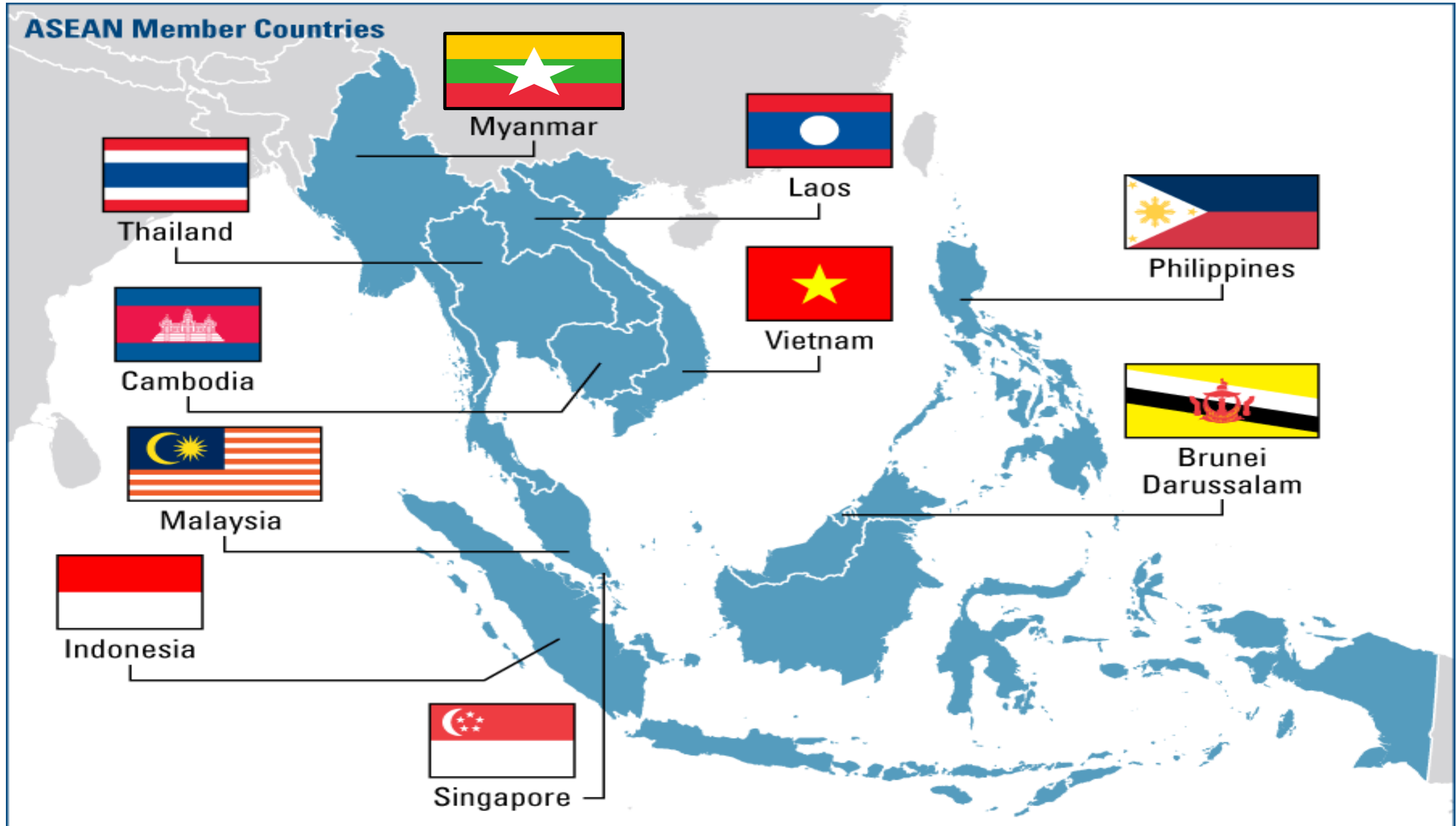


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Overview

ASEAN Members



Available Entity

Entity Types	Myanmar	Laos	Cambodia	Thailand
Subsidiary	X	X	X	X
Branch Office	X	X	X	X
Representative Office	X	X	X	X

Foreign Ownership Restriction

Myanmar

- 100 Percent Foreign Ownership Allow except certain conditions
- MIC Notification Define the conditions for foreign company

Laos

- 100 Percent Foreign Ownership Allow except certain conditions
- Ministry of Industry and Commerce Listed the conditions for the controlled activities

Cambodia

- 100 Percent Foreign Ownership Allow except certain conditions
- Restricted in certain conditions such as land ownership and so on

Thailand

- 51 Percent Thai ownership is mostly required
- BOI define the exception

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Cambodia

Setting Up the Entity



- Minimum Capital Requirement is KHR 4 Million (approximately USD 1,000)
- Shares can be issued for Non-cash consideration with pecuniary value
- Third-Party share transfer need the endorsement from the majority shareholders representing three quarters of the total capital

Setting Up the Entity

Ministry of Commerce

- Certificate of Incorporation
- Articles of Association

General Department of Taxation

- Value Added Tax (VAT)
- Patent Tax Certificate
- Tax Registration Identification
- Tax Instruction Letter

Ministry of Labour and Vocational Training

- Declaration of Opening of Enterprise

Restriction on Foreigner

Land Ownership

- Foreigner cannot own land.
- 51% shareholding controlled by Cambodia Co can own the land
- Perpetual Lease was allowed to do

Business Activities

- Production/ Processing of psychotropic substances and narcotic substances
- Production of Poisonous chemicals, agricultural pesticides/insecticides and other goods using chemical substances
- Power Generation by using imported waste
- Forest exploitation

Foreign Worker

- It allows for foreign manager or technical person.

Foreign Investment Incentive

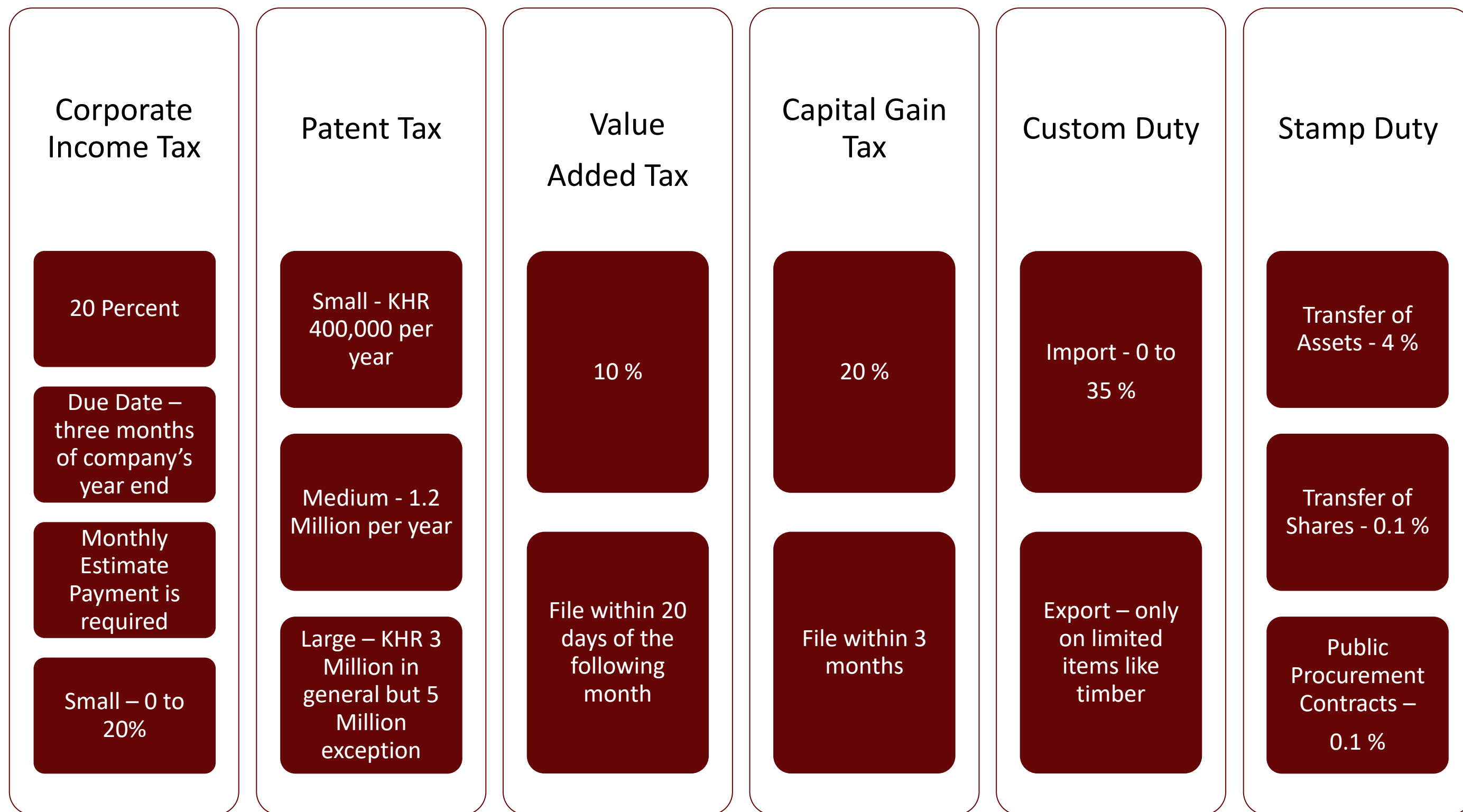
Approved QIPs by Council of Development of Cambodia

Full Import and Export Due Exemptions

Corporate Tax Exemption up to 9 years

Customer Duty Exemptions

Taxation for Corporate



Taxation for Personal

Monthly Salary (KHR)	Tax Rate (%)
0 to 1,500,000	0
1,500,001 to 2,000,000	5
2,000,001 to 8,500,000	10
8,500,001 to 12,500,000	15
Over 12,500,000	20

Non-Resident: 20 Percent Flat Rate

Deduction: KHR 150,000 per month from per child or per spouse

Fringe Benefits: 20 Percent Flat Rate



Your Core Team

Sa Sa Nyunt

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Sa Sa is a founder and managing partner of KST Legal Law Firm. Before he started the KST Legal, he worked in Baker McKenzie, KPMG and other prominent local law firms. He has around 12 years of experiences as a lawyer. He is also a visiting lecturer in Matrix Institute of Professional. He obtained his PhD in relating to the Corporate Tax Laws. His key practice areas are Banking and Finance, Merger & Acquisition and Technology.

Some of his experiences are:

- Member of Myanmar Companies Law 2017 Initial Drafting Team;
- Myanmar Legal Expert of Mini Grid Regulatory Framework Drafting Team;
- Advice and assisted to the International Bank in their 100 Million Dollar Cross-Border Loan;
- Advice and assisted to the leading local bank in their 100 Million Dollar Debt Restructuring;
- Advice to the Multinational Consumer Company in their acquisition of the local leading consumer company in Myanmar with the value of more than 500 Million Dollar;
- Advice to the Multinational Leading Oil Production Company in relating to their farm in and farm out;
- Advice on the Off-Grid Solar Power Plant Development Project;
- Advice on the Off-Grid Geothermal Power Plant Development Project;
- Advice to the local leading bank in their corporate loan for the Port in Myanmar;
- Advice to the several Startup in their pre-seed level funding, seed level funding, and other several level of funding;
- Advice to the leading YSX listed public company in their corporate governance restructuring; and
- Analysis and scrutinizing to the leading YSX listed public company in their General Meeting to be a valid General Meeting.



Haymar Chit Swe

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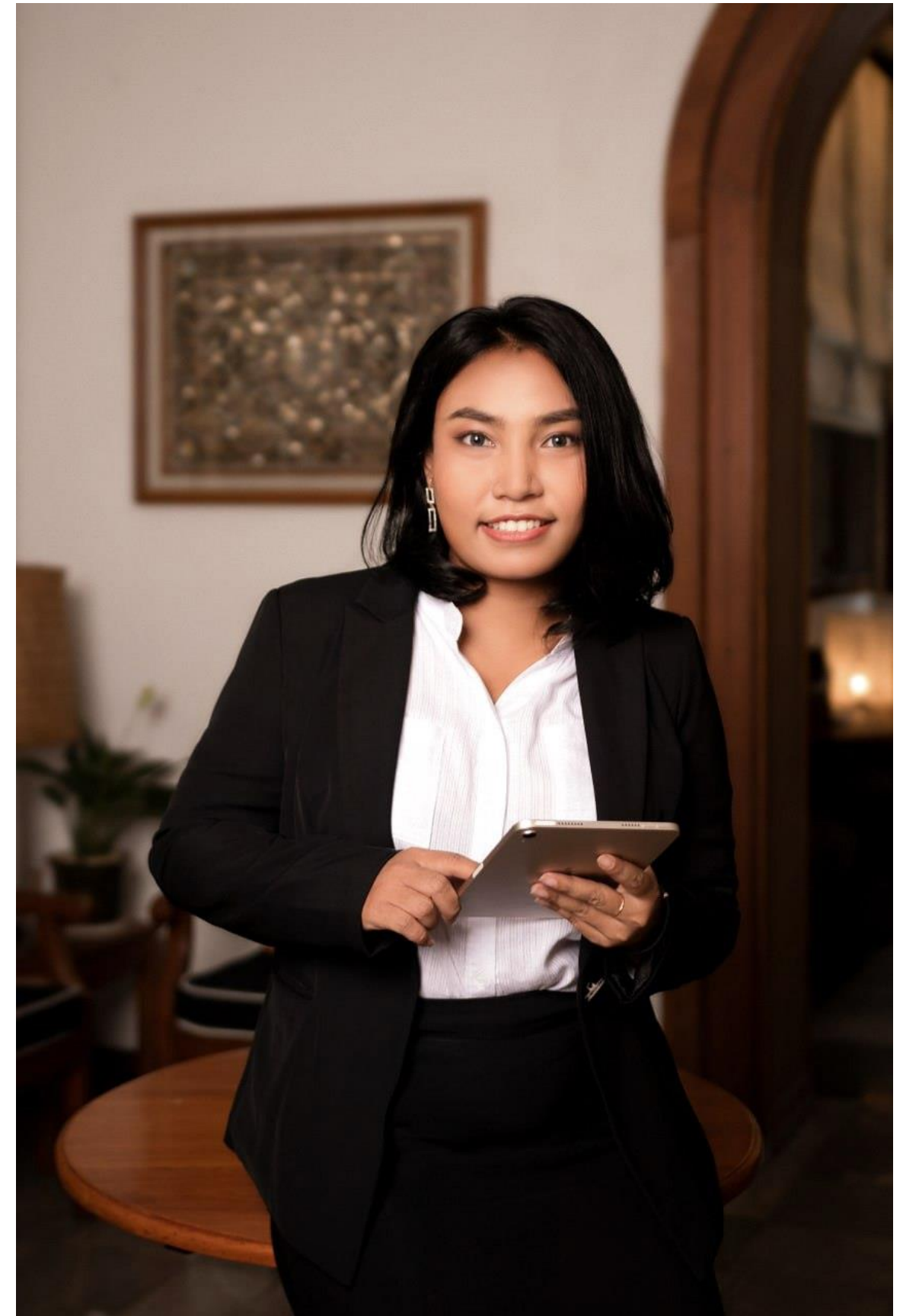
Associate

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Haymar Chit Swe is an Associate at KST Legal Law Firm. Before she worked at KST Legal, she worked in “Thanlwin Legal” as a legal associate. She graduated from the East Yangon University, and she received LL.M degree from the University of Yangon. During her student life, she had field related mock trial experiences and community speaking experiences. She was an outstanding student and won prizes in every academic years of LL.M degree. She has experience in Investment matter when she worked at Than Lwin Legal. She has over 3-year experience in corporate sector. She is also an authorized “Trademark Representative”. Now she is handling corporate matters at KST Legal, especially employment and IP related matters . Can speak fluently in English and Myanmar.

Some of her experiences are:

- Assisted in registration of more than (50) new trademarks and refiling of more than (100) old trademarks at Ministry of Commerce, including one of the most famous global e-commerce company and Insurance Company, and famous companies of Banking and Finance sector in Myanmar ;
- Assisted in corporate matters, including preparing legal memorandum, drafting contracts and registration of such contracts, including drafting of C-Level Employment Contract for companies of Hotel and Tourism Sector, Jewelry Wholesale and Retailed Sector, and Pharmaceutical Sector;
- Assisted in giving legal advice and reviewing the Profit-Sharing Agreement between The Central Bank of Myanmar and a banking service provider, assisted in preparing of financing documents including the Loan Facility Agreement of one of the microfinance company in Myanmar;
- Assisted in restructuring and preparing Shareholders Agreements, Share Transfer Agreements and registration of shares transfer at DICA office for many companies, including a leading company in Energy sector;
- Assisted in drafting and giving notice, and handling the civil proceeding against leading infrastructure company and property management company;
- Assisted and advised to invest in the agricultural sector and assisted in acquiring of MIC Endorsement for the subsidiary of a leading machineries and equipment provider in Myanmar.
- Assisted in preparing Land reports and assisting in the execution of Sale and Purchase Agreement on Land and register the Agreement of a prominent beer factory in Myanmar.





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**Contact Person of
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