



Technical Assistance Report

Project Number: 47268
Capacity Development Technical Assistance (CDTA)
May 2014

Republic of the Union of Myanmar: Strengthening Institutions for a Better Investment Climate (Financed by Japan Fund for Poverty Reduction)

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Asian Development Bank

CURRENCY EQUIVALENTS

(as of 21 April 2014)

Currency unit	–	kyat (MK)
MK1.00	=	\$0.001038
\$1.00	=	MK962.50

ABBREVIATIONS

ADB	–	Asian Development Bank
DICA	–	Directorate of Investment and Company Administration.
GDP	–	gross domestic product
MNPED	–	Ministry of National Planning and Economic Development
PBL	–	policy-based loan
P3F	–	post-program partnership framework
RFP	–	request for proposal
TA	–	technical assistance

TECHNICAL ASSISTANCE CLASSIFICATION

Type	–	Capacity development technical assistance (CDTA)
Targeting classification	–	General intervention
Sector (subsector)	–	Industry and trade (industry and trade sector development)
Themes (subthemes)	–	Economic growth (promoting economic efficiency and enabling business environment), private sector development (a conducive policy and institutional environment)
Location (impact)	–	National (high)
Partnership	–	Japan Fund for Poverty Reduction

NOTE

- (i) The fiscal year of the Government of Myanmar begins on 1 April and ends on 31 March. “FY” before a calendar year denotes the year in which the fiscal year starts, e.g., FY2013 begins on 1 April 2013 and ends on 31 March 2014.
- (ii) In this report, “\$” refers to US dollars.

Vice-President	S. Groff, Operations 2
Director General	J. Nugent, Southeast Asia Department (SERD)
Director	S. Hattori, Financial Sector, Public Management, and Trade Division, SERD
Team leader	K. Bird, Principal Economist, SERD
Team members	C. de Vera, Operations Assistant, SERD K. Hattel, Financial Sector Specialist, SERD S. Kawazu, Senior Counsel, Office of the General Counsel J. Mitra, Associate Project Analyst, SERD

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I. INTRODUCTION

1. In July 2013, the Ministry of National Planning and Economic Development (MPED) asked the Asian Development Bank (ADB) for technical assistance (TA) to support the drafting of a new company law, the establishment of an electronic company registry, and other policy support relating to the investment climate. In response, ADB conducted a fact-finding mission in July 2013; during that mission ADB and MPED agreed on the proposed impact, outcome and outputs, implementation arrangements, cost, financing arrangements, and terms of reference as laid out in the approved concept paper.¹ Previous consultations on the company law and registry system were held in December 2012 and February 2013. The December 2012 mission included a presentation on a reform agenda to senior government officials based on ADB analysis of the company law and registry carried out in 2012.² The TA is included in the interim country partnership strategy, 2012–2014 for Myanmar.³ The project design and monitoring framework is in Appendix 1.

II. ISSUES

2. Myanmar's economic growth performance has been mixed. Various estimates of economic growth and production suggest that long-term growth has been relatively low compared with neighboring economies. Based on International Monetary Fund estimates, growth in gross domestic product (GDP) averaged 4.6% during 2005–2010, increased to above 5.0% during fiscal year (FY) 2011–FY2012, with projected GDP growth of 6.2% in FY2013. The average GDP growth rate is much lower than the rates achieved by Indonesia, Malaysia, and Thailand in the 1970s and 1980s, during their early stages of industrialization.

3. Long-term economic growth in Myanmar has not been broad-based, as reflected in the structure of the economy, with agriculture and low-end services accounting for 76% of GDP. Economic growth has also not been inclusive, and there are significant disparities in economic growth in various regions, with economic activity concentrated in a few key commercial centers. As a consequence, the incidence of poverty has declined only slowly. The most reliable survey of household wellbeing in Myanmar is the Integrated Household Living Conditions Survey, conducted in 2005 and 2009–2010.⁴ Based on the results of the survey, the union poverty incidence fell from 31% in 2005 to 25% in 2009–2010. However, other proxies for poverty show mixed results. The share of food in total consumption actually increased for the poorest 30% of the population, and declined only for the richest 10%, suggesting that the wellbeing of the poorest families may not have improved.

4. The government has set out a challenging economic reform agenda to increase economic growth to sustainable levels and ensure it is inclusive, and reaches different socioeconomic groups and sub-regions. The agenda includes: (i) macroeconomic stabilization; (ii) trade, investment and financial integration; (iii) stimulating rural development; and (iv) promoting human capital development.⁵

¹ The TA first appeared in the business opportunities section of ADB's website on 15 October 2013.

² ADB. 2012. *Review of the Companies Act 1914*. Consultant's Report. Manila (TA 8114-MYA); ADB. 2012. *Report on Companies Registration*. Consultant's Report. Manila (TA 8114-MYA).

³ ADB. 2012. *Interim Country Partnership Strategy: Myanmar, 2012–2014*. Manila.

⁴ Government of Myanmar, Ministry of Planning and Economic Development. 2011. *Integrated Household Living Conditions Survey in Myanmar: Poverty Profile (2009–2010)*. Yangon. The survey has sampling errors, and caution should be exercised when interpreting trends in the magnitude of change in the incidence of poverty and income inequality.

⁵ ADB. 2012. *Report and Recommendation of the President to the Board of Directors: Proposed Policy-Based Loan to the Republic of the Union of Myanmar for Support for Myanmar's Reforms for Inclusive Growth Program*. Manila.

5. Insufficient investor protection and a cumbersome and complex licensing and regulatory environment have suppressed investments in Myanmar and deterred new foreign investment. The regulatory environment is complex, costly, and unpredictable. It can take up to 6 months for an investment license to be approved, as it requires cabinet approval, and another 2 months for a company to register for the first time. The government has enacted a new foreign investment law, which has improved the regulatory conditions for foreign investment entry. However, the foreign investment law's effectiveness as a promotional tool to attract foreign investment is constrained by an outdated company law. A company law provides the core legal framework for firms to register and to operate as legal entities in a country. In Myanmar, the company law was enacted 99 years ago and is outdated for a modern market economy. For example, the current company law classifies a company according to the citizenship of its owners, a distinction that does not exist in company laws in the region's market economies. The company registry is an outdated manual system (footnote 2). Companies must first register in Nay Pyi Taw, which adds to the cost of registration. The results of this system are telling. According to the Directorate of Investment and Company Administration (DICA), only about 30,000 enterprises on its registry are believed to be active. By comparison, there are about 500,000 active firms registered under Thailand's company law; Lao People's Democratic Republic (which has 10% of Myanmar's population) has about 94,000 firms registered under its enterprise law.

6. The government is committed to creating a competitive investment environment for private sector development. An improved investment environment would increase and support more inclusive economic growth through increased enterprise startups and subsequent employment generation. The government recognizes the need for a new company law that would modernize the legal framework for companies to operate in Myanmar, including partnerships and other corporate arrangements. A new company law would also provide the opportunity to legislate much-needed corporate governance that is aligned to practices in other common law jurisdictions in the region, and would enable passage of other economic legislation such as a securities law and a competition law. A modern company law will serve as the foundation for building a competitive private and corporate sector in Myanmar. An electronic company registry would also promote better governance by reducing discretion in the registration process.

7. A new law has significant potential benefits for Myanmar. First, a new law and registry system would simplify and reduce the cost of incorporating a business in Myanmar, and thereby support private sector investment. Second, small and medium-sized enterprises—and especially those owned by women—will benefit from a more transparent and lower-cost registration system; these groups are generally more reluctant to register under the current high-cost manual system in Yangon and Nay Pyi Taw. A new law will provide the opportunity for the tens of thousands of small enterprises to formalize, and thus gain better access to finance and public services.

8. The interim country partnership strategy supports the government's objectives for improving the investment climate. Reforms to the company registry and registration system are also a policy measure specified in the post-program partnership framework (P3F) of the policy-based loan (PBL) (footnote 5). The P3F sets out the government's reform agenda for 2012–2014, and the proposed TA is designed to support implementation of the P3F. ADB worked with DICA staff under small-scale TA to review the 1914 Company Law and the company registry (footnote 2). An ADB-funded business regulation cost survey is currently being carried out in Yangon to estimate the direct and time-based costs faced by businesses in complying with key licensing requirements, which will provide the basis for monitoring the outcome of the proposed TA, and allow for an evidence-based impact evaluation of the TA outcome.

9. The government has demonstrated its support for this reform and announced its intention to draft a new company law and establish an electronic registry. It has decided to undertake a comprehensive, sequenced reform of the company law and registration system, rather than adopting a short-term, piecemeal approach to reform, with associated higher risk of policy failure. Through the proposed TA, the government is committed to following best international practice in the new company law and registry, based on examining examples from Asia and the Pacific. An important element of the proposed TA will be to link DICA with other company registry offices in Asia and the Pacific for knowledge sharing and longer-term partnership and support. The MPED will establish a government committee, chaired by DICA, to oversee the reform and drafting of the new company law.

10. The sequencing of this TA in support of this reform is important. The company law would be enacted before the electronic company registry is developed and put into use, because the law will establish the type of company registry and the registration processes, and thus guide the design and development of the registry. It is expected to take up to 8 months to draft and enact the law, with promulgation by the President of Myanmar anticipated around October 2014.

11. ADB has extensive experience working with developing member countries on formulating new company laws and implementing company registrations. In Southeast Asia, ADB assisted the Government of Viet Nam to draft its enterprise law, supported the Government of the Lao People's Democratic Republic to draft its enterprise law and develop a modern enterprise registry, and supported the Government of Cambodia to establish its enterprise registry.

III. THE TECHNICAL ASSISTANCE

12. The proposed TA aims to support a better investment climate, and is anchored on the P3F of the PBL. It has two main interventions: (i) assist the government to draft a modern company law; and (ii) develop an electronic company registry to allow options for online registration.

A. Impact and Outcome

13. The impact of the proposed TA will be an increased number of enterprises registered under the new company law. This will be achieved by establishing a legal foundation to enable domestic and foreign firms to be treated equally when operating in Myanmar. Progress in achieving this impact will be measured by an increase, by 2020, of 40% in the number of firms registered under the new registration system over the base year (FY2010 = 25,108).

14. The outcome will be a strengthened legal and institutional framework for the investment sector. Progress towards achieving this outcome will be measured by a reduction by the end of 2017 of 30% in the cost of starting a business, compared to the base year (2013). The impact and outcome performance indicators are specified in the design and monitoring framework of the PBL. Adopting these indicators integrates the TA impact and outcome with the PBL and its P3F.

B. Methodology and Key Activities

15. The key activities are divided into three main outputs.

16. **Output 1: Company law modernized.** A team of consultants will draft a new company law and support DICA in holding public consultations, advocacy, and public education on the law and its implementation. Four international experts (for a total of 17 person-months) and two national experts (for a total of 8 person-months) will be engaged to implement activities under output 1. The international experts include (i) a team leader and corporate law expert (5 person-months) to oversee the activity; (ii) a corporate law advocacy expert (3 person-months) to work with the team leader and DICA staff in developing the draft law and assisting with public education and advocacy on the draft law; (iii) a legal draftsman (3 person-months); and (iv) company registry expert (for 6 person-months) to provide input to the draft law on provisions related to the electronic registry, and to draft the specifications of the electronic registry, which would be part of the procurement document under output 2. The expert would also be responsible for monitoring and evaluating progress in implementing the registry under output 2. The two national experts are (i) a communications and media relations expert (4 person-months) and (ii) a national legal expert (4 person-months).

17. **Output 2: Electronic company registry established.** A firm specializing in the design, development, and implementation of a company registry would be engaged to implement activities under this output using performance terms of reference and related selection procedures. Activities under this output include (i) procurement of an electronic company registry to allow owners of enterprises to register online in accordance with agreed specifications of the electronic registry developed under output 1; (ii) DICA staff training to manage the electronic registry; (iii) support DICA promotion of the new electronic registry, and assist DICA with re-registration of enterprises; and (iv) technical support of the registry until June 2017 (see para. 19).

18. **Output 3: Staff skills and knowledge.** Shifting from the current system of regulatory control and a manual registry to a modern company law with an electronic registry will result in changes in some DICA staff tasks and assignments. It will also require a shift in the outlook of the staff, away from regulatory control to private sector facilitation. New skills will be required. This output would support a DICA training needs assessment, staff re-training, and longer-term capacity development of DICA through exchange programs. Through ADB, output 3 would facilitate partnerships between DICA and reputable company registry offices in Asia and the Pacific, academia, and other agencies for sharing knowledge on new developments in company law and registries and other investment climate issues. A follow-up business regulation cost survey will be carried out in late 2016, and will provide input for an evaluation by ADB of the impact of the new electronic company registry.

19. The following timeline is expected to be followed in implementing activities under outputs 1 to 3: (i) draft and translate the company bill (4 months); (ii) provide public education and carry out stakeholder consultations on the draft law—DICA and project team, simultaneous with (i); (iii) submit the company bill to the Office of the Attorney General for review and revision of legal language (1–2 months or more); (iv) submit to the President's office and the cabinet (up to 1 month); (v) submit to the National Assembly (around November 2014); and (vi) following enactment, promulgation of the law by the President (1–2 months). Thus, it is expected that the company law will be promulgated in early 2015, and the necessary implementing decrees (which will be drafted with the bill) then issued. The priority implementing regulations would be issued in the first quarter of 2015. The initiation of the ADB procurement process for the electronic registry under output 2 would begin once the law has been submitted to the National Assembly, which is expected in November 2014. Actual procurement of the registry (i.e., signing of a contract under output 2) would occur once the company law has been enacted. The registry is expected to be trialed in mid-2015 and fully operational by October 2015, with

commencement of the re-registration system. DICA capacity building and technical servicing of the electronic registry would continue until June 2017. DICA (through the electronic registry) would collect annual registration fees to ensure its financial sustainability after the TA finishes in June 2017.

C. Cost and Financing

20. The TA is estimated to cost \$ 1,521,000, of which \$1,500,000 will be financed on a grant basis by the Japan Fund for Poverty Reduction (JFPR) and administered by ADB. The government will provide counterpart support in the form of counterpart staff, office space, and other in-kind contributions.

D. Implementation Arrangements

21. The executing agency will be DICA, which is an agency of the MPED. DICA is responsible for the implementation of the company law and company registry. The MPED will establish a task force for overseeing the drafting of the company law and implementation of the electronic company registry. The task force will be chaired by DICA and will comprise representatives from MPED, the Office of Attorney General, and the private sector. DICA will provide office space with furniture and support services for the consultants.

22. A team of four international consultants and two national consultants will be recruited by ADB through individual contract services to implement activities under output 1 (para. 16). A firm will be engaged using performance terms of reference to develop, operationalize, and provide technical support for the electronic company registry. The firm will also provide training to DICA staff to manage and promote the registry. The firm will be selected using the quality- and cost-based selection method with a 90:10 quality–cost ratio. The selection and recruitment of consultants will be conducted in accordance with ADB's Guidelines on the Use of Consultants (2013, as amended from time to time). TA proceeds will be disbursed in accordance with the ADB's *Technical Assistance Disbursement Handbook* (2010, as amended from time to time). Equipment and the registry procured under this TA will be procured following ADB's Procurement Guidelines (2013, as amended from time to time) and the assets will be handed over to the executing agency upon completion of the project.

23. The TA will be implemented over 38 months (starting in May 2014, and ending by June 2017), following the signing of the TA agreement between the government and ADB. Consultant deliverables are included in the terms of reference in Appendix 3.

IV. THE PRESIDENT'S DECISION

24. The President, acting under the authority delegated by the Board has approved ADB administering technical assistance not exceeding the equivalent of \$1,500,000 to the Government of Myanmar to be financed on a grant basis by the Japan Fund for Poverty Reduction for Strengthening Institutions for a Better Investment Climate, and hereby reports this action to the Board.

DESIGN AND MONITORING FRAMEWORK

Design Summary	Performance Targets and Indicators with Baselines	Data Sources and Reporting Mechanisms	Assumptions and Risks
<p>Impact Increased number of enterprises registered under the new company law</p>	<p>By the end of 2020: Number of registered firms increased by 40% over base year (FY2010 = 25,108)</p>	<p>Company registry, DICA</p>	<p>Assumptions Macroeconomic conditions remain stable.</p> <p>Transition to democracy stays on course and peace achieved or maintained in subnational conflict regions.</p>
<p>Outcome Strengthened legal and institutional framework for the investment sector</p>	<p>By end of 2017: The cost to start a business reduced by 30% over base year (2013)</p>	<p>ADB regulation cost survey in 2013 and 2016 that calculates business compliance costs of regulations using the standard cost model</p>	<p>Assumption The government will continue to support the reform agenda for an improved, more open investment environment.</p> <p>Risk Government's administrative capacity to implement reforms and resources may be stretched, thereby limiting implementation of reforms.</p>
<p>Outputs 1. Company law modernized</p>	<p>By June 2015: Modern company law adopted by the National Assembly.</p> <p>All relevant implementing regulations and guidelines for the company law approved.</p> <p>Annual report on company registration completed</p>	<p>ADB mission review and reports from the task force on company law</p> <p>DICA</p>	<p>Risk The enactment of the law is delayed due to the elections in 2015.</p>
<p>2. Electronic company registry established</p>	<p>By June 2017: (i) The electronic company registry is hosted and has begun online re-registration of all enterprises. (ii) Department order detailing business processes for online registration issued.</p>	<p>ADB mission review and reports from the task force on company law.</p> <p>MNPED</p> <p>Manual endorsed by DICA.</p>	<p>Risk Lack of capacity of DICA staff may slow implementation of the electronic company registry.</p>

Design Summary	Performance Targets and Indicators with Baselines	Data Sources and Reporting Mechanisms	Assumptions and Risks
	(iii) Registry operating manual produced and DICA staff trained on operating and managing the registry	At least 25 DICA staff trained on manual and registry.	
3. Staff skills and knowledge enhanced	By June 2017 (i) Partnerships with regional company registry offices established (ii) 25 DICA staff members trained in company law implementation	Exchange programs with regional company registry offices Participants and training curriculums	
Activities with Milestones 1.1. Task force on company law established, October 2013. 1.2. First draft law produced, by April 2014. 1.3. Final draft produced and submitted to the National Assembly by November 2014. 2.1. Specifications for the development of the electronic company registry produced by March 2014. 2.2. Firm (IT registry contractor) selected and contracted to design, develop, and establish the electronic company registry by July 2014. 2.3. Electronic company registry operated on trial basis in June 2015. 2.4. Nationwide re-registration of all enterprises begun in October 2015 and completed by December 2015. 2.5. Service agreement between ADB, DICA, and ADB-recruited company registry firm completed in June 2017. 3.1. Exchange programs with regional company registry offices initiated in March 2014. 3.2. DICA staff training on the implementation of the draft law carried out during May–August 2014. 3.3. Public education on the law and registry carried out during June–December 2014.			Inputs Japan Fund for Poverty Reduction: \$1,500,000

ADB = Asian Development Bank, DICA = Directorate of Investment and Company Administration, FY = fiscal year, IT = information technology, SME = small and medium-sized enterprises, MNPED = Ministry of National Planning and Economic Development.

Source: Asian Development Bank.

COST ESTIMATES AND FINANCING PLAN
(\$'000)

Item	Amount
Japan Fund for Poverty Reduction^a	
1. Consultants	
a. Remuneration and per diem	
i. International consultants	698.0
ii. National consultants	60.0
b. International and local travel	70.0
c. Reports and communications	6.0
2. Equipment ^b	481.0
3. Training, seminars, and conferences	
a. Facilitators	20.0
b. Training, seminars and conferences ^c	35.0
4. Survey ^d	25.0
5. Miscellaneous administration and support costs	24.0
6. Representative for contract negotiations	5.0
7. Contingencies	76.0
Total	1,500.0

Note: The technical assistance (TA) is estimated to cost \$1,521,000, of which contributions from the Japan Fund for Poverty Reduction are presented in the table above. The government will provide counterpart support in the form of counterpart staff, office accommodation, and other in-kind contributions. The value of government contribution is estimated to account for 1.4% of the total TA cost.

^a Administered by the Asian Development Bank.

^b Equipment include procurement of the registry product and any licensing fees, up to 14 computers, 3 servers, 3 scanners, 3 faxes, and 3 photocopiers, and the cost of hosting the servers and data for 2 years.

^c Training, seminars, and conferences include series of workshops, seminars and focus group discussions with stakeholders on input to the draft company law and public education on the law. It also includes in-house training of Directorate of Investment and Company Administration staff on the electronic company registry. Resource persons from other overseas company registry offices, academia, and institutions will be invited to participate in the conferences, workshops, and seminars. Tentatively, four resource persons will be invited.

^d The survey will cover approximately 200 enterprises in Yangon and will collect data on the cost of compliance with regulations. The cost of the survey is estimated at \$25,000.

Source: Asian Development Bank estimates.

OUTLINE TERMS OF REFERENCE FOR CONSULTANTS

A. Output 1: Modern Company Law Drafted

1. Under output 1, four international consultants and two national consultants will be engaged to work with the Directorate of Investment and Company Administration (DICA) to draft a new company law. These experts are: (i) a team leader and corporate law expert (5 person-months); (ii) corporate law advocacy expert (3 person-months); (iii) legal draftsman (3 person-months); (iv) company registry expert (6 person-months); (v) a national legal expert (4 person-months), and (vi) national communications and media relations expert (4 person-months). The selection and recruitment of consultants will be conducted in accordance with the Asian Development Bank (ADB) Guidelines on the Use of Consultants (2013, as amended from time to time). The total budget allocation for consulting services under output 1 is approximately \$500,000.

2. **Team leader and corporate law expert** (international, 5 person-months). The expert must have a law degree and at least 10 years' professional experience in corporate law, including some experience in legal practice. The expert must have (i) extensive experience in company law reform, and detailed understanding of legal frameworks for establishing an electronic company registry; and (ii) solid project management experience. She or he will report directly to the director general of DICA and the ADB task manager.

3. The expert will (i) work with DICA staff to draft the structure and key provisions of the company law and main implementing regulations based on recent international developments in common law legal jurisdictions; and (ii) supervise the international corporate law advocacy expert and the international legal draftsman drafting the company law (in English). A national consultant (legal expert) will be engaged to assist in ensuring consistency with Myanmar legal norms and practices, and will work with the international draftsman. DICA staff will translate the draft into the Myanmar language, and the Office of the Attorney General will check and revise the draft bill to ensure consistency with Myanmar law and drafting principles. The team leader will further (i) oversee the international company registry expert, who will be responsible for developing the specifications and business processes for a company registry; (ii) provide DICA with additional policy support during the finalization of the draft law; and (iii) draft (in English) implementing regulations to the satisfaction of DICA and ADB.

4. The team leader will deliver: (i) within 2 weeks of commencement of the assignment, an inception report detailing activities and timelines for all activities under output 1, which will be a consolidated report of the four international experts and the national legal expert; (ii) the draft company law in English, with explanatory notes, to the satisfaction of DICA and ADB; and (iii) draft implementing decrees.

5. The team leader will divide their time between home base (1.5 person-months) and Myanmar (3.0 person-months in Nay Pyi Taw and 0.5 person-months in Yangon). The assignment is expected to begin in January 2014. The team leader will make four trips to Myanmar.

6. **Corporate law advocacy expert** (international, 3 person-months). The expert must have a law degree and at least 3 years' professional experience in corporate law and in legal practice in a common law jurisdiction. She or he will report directly to the director general of DICA, the ADB task manager, and the team leader.

7. Tasks include (i) under the guidance of the team leader, provide input into the provisions of the company law and explanatory notes, and the implementing regulations; (ii) work with DICA staff in drafting a public education and advocacy plan for the draft law; (iii) work with DICA staff to implement the public education and advocacy plan; and (iv) provide DICA with additional policy support during the finalization of the draft law.

8. The corporate law advocacy expert will provide input to the draft law and explanatory notes and support DICA with public education and advocacy on the law. This will include public seminars and focus group discussions in Nay Pyi Taw, Yangon, and Mandalay. The expert will (i) within 2 weeks of commencing the assignment submit her or his section of the inception report to the team leader, detailing public education and advocacy activities; and (ii) within 2 weeks of completing activities submit a final consultancy report to ADB and the executing agency detailing progress on implementing the public education and advocacy plan.

9. The corporate law advocacy expert will divide time between their home base (0.5 months) and Myanmar (2.5 months), with the latter equally divided between Nay Pyi Taw and Yangon. The assignment is expected to begin in January 2014. The expert will make four trips to Myanmar.

10. **Legal drafts person** (international, 3 person-months). The legal drafts person must have a law degree and at least 10 years of professional experience in drafting bills. Experience drafting corporate laws in common law jurisdictions is required. She or he will report directly to the director general of DICA and the team leader.

11. The expert's tasks include working with team leader and DICA staff to provide legal drafting of the draft company law and implementing decrees to ensure they are consistent with the recognized legal language used in a company law. A national consultant (legal expert) will be engaged to assist with ensuring consistency with legal norms and practices in Myanmar. DICA staff will translate the draft into the Myanmar language. The Office of Attorney General will check and revise the draft bill to ensure consistency with Myanmar law. The expert will also provide other support as requested by the team leader and DICA staff related to drafting the law.

12. The expert, jointly with the team leader, will deliver a draft company law in English that is satisfactory to DICA.

13. The duration of the assignment is 3 person-months. The assignment is expected to begin in January 2014. The assignment will be divided between the expert's home base (2 person-months) and Nay Pyi Taw (1 person-month). The drafts person will make two trips to Nay Pyi Taw.

14. **Company registry expert** (international, 6 person-months). The expert must have demonstrated experience with design, development, and overseeing the establishment of a company registry in both advanced and developing economies. The expert will work with the team leader to assist DICA to develop the specifications for a registry and business processes. She or he will report directly to the director general of DICA, the ADB task manager, and the team leader.

15. Tasks of the expert include the following: (i) provide input to the draft company law related to the establishment of the electronic registry; (ii) work with team leader and DICA staff to develop business processes and guidelines for company registration based on the mandates

to be included in the draft company law; (iii) develop the design and specifications for an electronic national company registry that includes online registration; (iv) develop a costing table for the establishment of the registry, operational costs for 1 year, information technology servicing for up to 3 years, and DICA staff capacity building for 3 years; and draft the procurement document—request for proposal (RFP)—for the consultant (firm) to implement output 2 of the TA following ADB procurement guidelines; (v) provide project support to DICA during the transition from the enactment of the company law and the mobilization of the firm; and (vi) monitor and evaluate progress in implementing activities under output 2. This will be done on a quarterly basis throughout the project period.

16. The expert will deliver (i) input to the draft company law; (ii) specifications for the electronic company registry, which will become part of the RFP for the consultant under output 2; (iii) a project administration manual for the development of the company under output 2; and (iv) four evaluation reports on implementation of the registry. The first report will be submitted to the executing agency and ADB task manager 3 months after commencement of activities under output 2. The second report will be submitted 6 months after commencement of output 2 activities. The third report will be submitted 12 months after commencement of activities under output 2. The final report will be 18 months after commencement of activities under output 2. The expert will also provide input to the team leader for the consolidated inception report within 2 weeks of commencement of the assignment.

17. The duration of the assignment will be 6 person-months, including 1 person-month at home base, 4 person-months in Nay Pyi Taw and 1 person-month in Yangon. The assignment is expected to begin in January 2014 and be completed by June 2016. The expert will make five trips to Myanmar.

18. **Legal expert** (national, 4 person-months). The national legal expert must have a law degree and at least 10 years of professional experience in law, either at a university or legal practice, or in government. Experience with legal drafting of laws is desirable. The national expert will report to the director general of DICA, the team leader, and the international legal draftsman.

19. The main task will be to work with the international legal draftsman and DICA staff to assist in drafting the company law in ensuring consistency with Myanmar's legal norms and practices. She or he will also provide input into the explanatory notes, ensuring consistency with Myanmar's legal norms and practices.

20. The assignment will be for 4 person-months, with commencement expected in January 2014. The assignment will be in Myanmar. The national consultant is expected to join the international team in Nay Pyi Taw on an as-needed basis.

21. **Communications expert** (national, 4 person-months). The communications expert must have professional experience in public relations, communications and/or media relations. She or he must have a university degree or equivalent and working knowledge of written and spoken English. The national expert will report to the director general of DICA, the team leader, and the ADB project manager.

23. The main task will be to work with the corporate law advocate and DICA staff to support public education and stakeholder consultations of the draft law. Specifically, she or he must (i) develop a communication strategy for supporting public education of the law, (ii) organize and arrange logistics for public education events such as seminars and workshops, and (iii) organize

and arrange logistics for press releases and media events on the draft law. The number and structure of meetings and briefings will be determined with supervision from the corporate law advocate and will be endorsed by the team leader.

24. The assignment will be for 4 person-months. Commencement is expected in February 2014. The assignment will be in Myanmar. The national consultant is expected to join the international team in Nay Pyi Taw on an as-needed basis.

B. Output 2: Electronic Company Registry Established

25. Under output 2 a firm will be engaged to develop, operationalize and provide technical support for an electronic company registry using performance terms of reference. Also, the firm will provide training to DICA staff to manage and maintain and promote the company registry. The total budget for this activity is approximately \$900,000. The specifications of the registry will be developed under output 1 and will be included in the RFP for the electronic company registry. The consultants must specialize in developing and operationalizing company registries in advanced and developing economies. The consultants will be selected using the quality- and cost-based selection method with a 90:10 quality–cost ratio. The selection and recruitment of consultants will be conducted in accordance with ADB’s Guidelines on the Use of Consultants (2013, as amended from time to time). The consultants will report to the director general of DICA, and the ADB task manager.

26. **Deliverables.** The firm will develop and operationalize an electronic company registry for DICA that provides for online registration by companies, an operating manual, and finalized business processes. The registry must be operational after a trial period. The firm will also provide technical support to the registry until June 2017. The firm will also support DICA in promoting the registry with the business community. The firm will also assist ADB to facilitate establishing institutional partnerships and knowledge sharing on company law and registries between DICA and company registry offices in the region. Finally, the firm will assist DICA with the national re-registration of enterprises.

27. **Duration and location.** The duration of the assignment will be 3 years, with commencement expected in the third quarter of 2014, pending the enactment of the company law. The registry is expected to be fully operational by October 2014, with technical support provided on an intermittent basis until 2017.