



# Technical Assistance Report

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Project Number: 49287-001  
Capacity Development Technical Assistance (CDTA)  
December 2015

## Republic of the Union of Myanmar: Strengthening Law, Regulation, and the Legal Profession for a Better Investment Climate

This document is being disclosed to the public in accordance with ADB's Public Communications Policy 2011.

**Asian Development Bank**

### CURRENCY EQUIVALENTS

(as of 20 November 2015)

Currency unit	–	kyat/s (MK)
MK1.00	=	\$0.00077
\$1.00	=	MK1,291

### ABBREVIATIONS

ADB	–	Asian Development Bank
SCU	–	Supreme Court of the Union
TA	–	technical assistance

### NOTE

In this report, "\$" refers to US dollars.

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## CAPACITY DEVELOPMENT TECHNICAL ASSISTANCE AT A GLANCE

<b>1. Basic Data</b>		<b>Project Number: 49287-001</b>	
<b>Project Name</b>	Strengthening Law, Regulation, and the Legal Profession for a Better Investment Climate	<b>Department /Division</b>	OGC/OGC
<b>Country</b>	Republic of the Union of Myanmar	<b>Executing Agency</b>	Supreme Court of the Union
<b>2. Sector</b>	<b>Subsector(s)</b>	<b>ADB Financing (\$ million)</b>	
Finance	Finance sector development		1.25
		<b>Total</b>	<b>1.25</b>
<b>3. Strategic Agenda</b>	<b>Subcomponents</b>	<b>Climate Change Information</b>	
Inclusive economic growth (IEG)	Pillar 2: Access to economic opportunities, including jobs, made more inclusive	Climate Change impact on the Project	Low
<b>4. Drivers of Change</b>	<b>Components</b>	<b>Gender Equity and Mainstreaming</b>	
Governance and capacity development (GCD)	Institutional systems and political economy	Some gender elements (SGE)	✓
Knowledge solutions (KNS)	Application and use of new knowledge solutions in key operational areas		
Private sector development (PSD)	Public sector goods and services essential for private sector development		
<b>5. Poverty Targeting</b>		<b>Location Impact</b>	
Project directly targets poverty	Yes	Nation-wide	High
Geographic targeting (TI-G)	Yes		
<b>6. TA Category:</b>	B		
<b>7. Safeguard Categorization</b>	Not Applicable		
<b>8. Financing</b>			
<b>Modality and Sources</b>		<b>Amount (\$ million)</b>	
<b>ADB</b>		<b>1.25</b>	
Capacity development technical assistance: Technical Assistance Special Fund		1.25	
<b>Cofinancing</b>		<b>0.00</b>	
None		0.00	
<b>Counterpart</b>		<b>0.00</b>	
None		0.00	
<b>Total</b>		<b>1.25</b>	
<b>9. Effective Development Cooperation</b>			
Use of country procurement systems		No	
Use of country public financial management systems		No	



## I. INTRODUCTION

1. This capacity development technical assistance (TA) is designed to strengthen the legal and institutional framework for commerce and private sector investment by (i) providing assistance for the drafting, advocacy, and finalization of updated and modernized commercial laws; and (ii) supporting a capacity-building training program to improve the skills and knowledge of legal practitioners in various areas of commercial and financial law. This will improve the investment environment and facilitate increased levels of investment and commercial activities in Myanmar's private sector. A fact-finding mission was fielded in September 2015, during which the government agreed on the proposed impact, outcome, outputs, implementation arrangements, cost, financing arrangements, and terms of reference for consultants.

2. The TA is aligned with the Asian Development Bank's (ADB) interim country partnership strategy, 2015–2016 for Myanmar (which was extended from ADB's interim country partnership strategy, 2012–2014) to strengthen the policy, legislative, and regulatory environment for investment and trade and to support human resource development in both the public and private sectors.<sup>1</sup> This TA falls under private sector development, which is one of the key drivers of change under ADB's Strategy 2020<sup>2</sup> and was identified as a strategic priority under the midterm review.<sup>3</sup> The design and monitoring framework is in Appendix 1.<sup>4</sup>

## II. ISSUES

3. The government has set out a reform agenda to increase economic growth. Part of the agenda includes improving the investment climate through a comprehensive reform of corporate and financial laws. New foreign investment laws have been enacted, and a new company law (to modernize the 1914 Companies Act) is expected to be submitted to Parliament for approval.<sup>5</sup> To achieve the timeline required by the government, the new company law focuses on fundamental areas, including incorporation, management, and administration. The TA will further assist in updating and modernizing Myanmar's commercial, financial investment, and economic legislation (such as the insolvency law), as may be agreed with the government, to align with international best practice<sup>6</sup>. It will assist in the creation of an improved investment environment and competitive private and corporate sectors, and with further legislation needed for corporate governance measures aligned with current international practice.

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<sup>1</sup> ADB. 2015. *Interim Country Partnership Strategy: Myanmar, 2015–2016*. Manila.

<sup>2</sup> ADB. 2008. *Strategy 2020: The Long-Term Strategic Framework of the Asian Development Bank, 2008–2020*. Manila.

<sup>3</sup> ADB. 2014. *Midterm Review of Strategy 2020: Meeting the Challenges of a Transforming Asia and Pacific*. Manila.

<sup>4</sup> The TA first appeared in the business opportunities section of ADB's website on 28 October 2015.

<sup>5</sup> Under ADB. 2014. *Technical Assistance to the Republic of the Union of Myanmar for Strengthening Institutions for a Better Investment Climate*. Manila (TA 8651-MYA, financed by the Japan Fund for Poverty Reduction), ADB has been supporting the development of a new company law. This TA will follow on from previous work on the new company law, and support the drafting of further legislation left largely untouched in the new company law, such as on insolvency. The TA will be implemented in close coordination with ADB's Southeast Asia Department. In addition, the TA will complement and reinforce the objectives of other ADB TA projects which seek to improve the investment climate for commercial activities, including ADB. 2014. *Technical Assistance for Mekong Business Initiative*. Manila (TA 8785-REG), under which a private sector development framework for Myanmar is being developed.

<sup>6</sup> A functioning insolvency law is an essential component of a market economy. Insolvency laws provide for the orderly administration of an insolvent company, the various and conflicting claims of different creditors, and the priorities of those claims in the context of restructuring or liquidation. Such a law requires adequate legislation supported by capacity to implement within the judiciary and among the legal profession.

4. Quality legal education is an essential requirement for producing competent legal professionals who can advise investors and investees on the terms and consequences of their investment, counsel on legal risks, and contribute to the rule of law and fair administration of justice. However, legal education in Myanmar was, and to a certain extent continues to be, undermined by, among other factors, low admissions standards, poor curriculum, and poor methods of instruction. This has resulted in graduates being considered to be ill-prepared to practice law or to provide investors with essential legal analysis and advice on legal risks. In 1988, universities were closed because of student demonstrations, and it was not until 1993 that the University of Yangon was reopened. The longest period of closure of the universities was from 1988 to 2000, when the universities were open only for the equivalent of 3 years.<sup>7</sup> This period of closure and disruption to formal higher legal education has reinforced the teaching of law through distance education or university correspondence courses, offering a truncated curriculum and assessment. For law graduates of universities and distance education courses, there is a presumed need for considerable self-education upon completion of this formal legal education as the education acquired in law school is not perceived to be adequate to practice law upon completion of studies.<sup>8</sup> Overcoming these challenges will require deliberate efforts to build the legal profession in Myanmar and bring its operation into compliance with international standards.

5. Legal practitioners play a crucial role in facilitating private investments and commercial activities. In the context of Myanmar, which is experiencing an influx of foreign direct investment, good legal and structuring advice is necessary to create an enabling environment for private investment. Credible and informed legal advice in the following areas, in particular, serves to improve business confidence and attract investment: preparation and negotiation of commercial and financial contracts, company law, formation of companies and joint ventures, corporate governance, insolvency law, international financing transactions, international commercial arbitration, and environmental law. By improving the legal foundations for the business climate, this TA will facilitate growth of domestic investment, small and medium-sized enterprises, and foreign direct investment.

### III. THE CAPACITY DEVELOPMENT TECHNICAL ASSISTANCE

#### A. Impact and Outcome

6. The impact will be an improved enabling environment for commerce and investment. The outcome will be a strengthened legal and institutional framework for commerce and investment.

#### B. Methodology and Key Activities

7. **Output 1: Commercial and financial laws updated and modernized to align with international best practice.** The Supreme Court of the Union (SCU) is the designated body responsible for the insolvency law. During the fact-finding mission, the SCU specifically identified the insolvency law as a priority for updating and modernization, and requested ADB support to update the law. Accordingly, under the TA, an updated and modernized insolvency law will be prepared and, to assist in the passage of law, public consultations, advocacy, and public education on the law and its implementation will be carried out. New ancillary or

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<sup>7</sup> Crouch, M. and Lindsey, T. 2014. *Law, Society and Transition in Myanmar*. Oxford and Portland, Oregon.

<sup>8</sup> International Commission of Jurists. 2013. *Right to Counsel: The Independence of Lawyers in Myanmar*. <http://www.burmalibrary.org/docs16/ICJ-MYANMAR-Right-to-Counsel-en-red.pdf>



supplemental laws required for the implementation of an updated insolvency law will be drafted. During TA implementation, ADB will continue discussions with the government and other stakeholders regarding the possibility of providing further assistance to update and modernize other commercial and financial laws that have been prioritized by the government.

**8. Output 2: Skills and knowledge of government staff on updated and modernized commercial and financial laws improved.** The shift to new laws with a private sector outlook will require a change in the outlook of staff, and new skills will be required. The output will support training and capacity development of SCU members in the principles and implementation of the updated insolvency law, and Directorate of Investment and Company Administration staff in the principles and implementation of the new sections of the company law.<sup>9</sup> During TA implementation, ADB will discuss with the SCU the possibility of providing support for the establishment of specialized commercial courts, which would enable a critical mass of expertise and experience to be established in the adjudication of commercial and financial cases and conduct of commercial litigation.

**9. Output 3: Skills and knowledge of legal professionals to facilitate commercial activities improved.** The focus will be on improving legal education and skills integral to the practice and adjudication of commercial law. A practical commercial and financial law curriculum will be developed and the following areas will be considered for inclusion:

- (i) commercial and financial contracts, such as sale and purchase agreements, shareholder agreements, and joint venture agreements; and commercial litigation;
- (ii) the proposed new company law, understanding corporate structures, formation and registration of companies, corporate governance, shareholder disputes, and principles of insolvency law;
- (iii) contracts in international financing transactions such as financing agreements, taking and enforcing charges, understanding creditor rights and secured assets, and preparing legal opinions;
- (iv) international commercial arbitration law and practice, and other alternative dispute resolution mechanisms in international transactions; and
- (v) environmental law, enforcement, and practice.<sup>10</sup>

10. A separate commercial and financial law curriculum and training programs will be developed for the three groups participating in the training program: (i) judges of the district courts and high courts, (ii) the Union Attorney General's Office, and (iii) private practice lawyers with a basic understanding of commercial and financial law. The curriculum for each group may differ, depending on the group's needs and competencies, which will be further discussed and finalized during TA implementation.

11. The training program under output 3 will be conducted in two phases; phase 1 will be implemented in 2016–2017 and phase 2 will be implemented in 2017–2018. The timing and duration of each phase will be discussed further with the executing agency, implementing agencies, and the proposed trainers. The training will be interactive and participatory, using simulation exercises and case studies. Modules will focus on enhancing practical commercial

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<sup>9</sup> The training to Directorate of Investment and Company Administration staff on the new company law will be conducted in close coordination with ADB's Southeast Asia Department to ensure there is no duplication with the support being provided under ADB. 2014. *Technical Assistance to the Republic of the Union of Myanmar for Strengthening Institutions for a Better Investment Climate*. Manila (TA 8651-MYA, financed by the Japan Fund for Poverty Reduction).

<sup>10</sup> This is not an exhaustive list and other commercial and financial law topics may be considered for inclusion following further consultations.

understanding, the types of issues and disputes that typically arise, why the issues arise, and how the resolution of these types of disputes should be approached.

### **C. Cost and Financing**

12. The TA is estimated to cost \$1,262,626, of which \$1,250,000 will be financed on a grant basis by ADB's Technical Assistance Special Fund (TASF-V). The government will provide counterpart support in the form of counterpart staff, office space for consultants, organization of conferences and workshops, and other in-kind contributions.

### **D. Implementation Arrangements**

13. The SCU will be the executing agency for this TA. The implementing agencies will be the SCU and the Union Attorney General's Office. The TA will be implemented from January 2016 to December 2019. All consultants will be required to coordinate their work. Consultants will be engaged by ADB in accordance with its Guidelines on the Use of Consultants (2013, as amended from time to time). The outline terms of reference for consultants are in Appendix 2.<sup>11</sup> Disbursements will be made in accordance with ADB's *Technical Assistance Disbursement Handbook* (2010, as amended from time to time).

14. For output 1, two international experts (18 person-months), one national expert (18 person-months), and a legal translator will be engaged to implement these activities. The experts engaged under output 1 will also conduct the associated training under output 2. The international experts are (i) an advisor to oversee the activities and to assist with public education and advocacy on the insolvency law, and (ii) an insolvency law expert and draftsman to draft and finalize the updated insolvency law. The national legal expert will be engaged to review the updated law, ensure consistency with Myanmar's legal norms and practices, and assist with public education and advocacy of the law.

15. For output 3, one international expert (24 person-months) and one national expert (24 person-months) will be engaged either as individual consultants or as part of a firm. The international expert will be an advisor responsible for overseeing the activities and have previous experience working on legal reforms in Myanmar. The national expert will assist the international expert and provide logistical support in interfacing with the implementing agencies and facilitating organizational arrangements for the training sessions. A firm will be engaged to implement the activities under output 3, and its complement of consultants will include experts to provide training on the topics listed in the commercial and financial law curriculum, accompanied by translators. The firm will work with the advisor, who will provide inputs and supervise these activities. The firm may be selected through fixed budget selection based on the best submitted expressions of interest. Firms that submit expressions of interest comprising consultants with prior experience in delivering legal training in countries in transition and delivering such training in a gender-sensitive context will be preferred. Firms that indicate the capability and resources to continue downstream work during phase 2 of the training program (2017–2018) will be preferred.

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<sup>11</sup> To reduce the administrative burden and improve economy, efficiency, and value for money, consulting services under the TA will be engaged under output-based (lump-sum) contracts, where appropriate.

#### **IV. THE PRESIDENT'S DECISION**

16. The President, acting under the authority delegated by the Board, has approved the provision of technical assistance not exceeding the equivalent of \$1,250,000 on a grant basis to the Government of Myanmar for Strengthening Law, Regulation, and the Legal Profession for a Better Investment Climate, and hereby reports this action to the Board.

## DESIGN AND MONITORING FRAMEWORK

<b>Impact the Technical Assistance is Aligned with</b> An improved enabling environment for commerce and investment <sup>a</sup>			
<b>Results Chain</b>	<b>Performance Indicators with Targets and Baselines</b>	<b>Data Sources and Reporting Mechanisms</b>	<b>Risks</b>
<b>Outcome</b>  Strengthened legal and institutional framework for commerce and investment	<p>a. Updated, modernized insolvency law passed by Parliament by end of 2017</p> <p>b. All implementing regulations and guidelines for the new insolvency law approved by end of 2018</p> <p>c. At least 75% of trained legal professionals indicate their skills and knowledge have improved by end of 2019</p>	<p>ADB mission review and reports from task force on the new company law</p> <p>Supreme Court, DICA</p>	The government's administrative capacity to implement reforms and resources may be stretched, thereby limiting implementation of reforms.
<b>Outputs</b>  1. Commercial and financial laws updated and modernized to align with international best practice  2. Skills and knowledge of government staff on updated and modernized commercial laws improved	<p>1a. Updated, modernized insolvency law submitted to the Parliament by end of 2017</p> <p>2a. Knowledge-building seminars conducted for SCU members on the principles and implementation of the proposed new insolvency law, and DICA staff trained in the principles and implementation of the new sections of the company law by end of 2019 (Baseline: 0)</p> <p>2b. At least 50% of SCU members sensitized and other key stakeholders trained indicate improved knowledge of the updated insolvency law and at least 50% of DICA staff indicate improved knowledge of the</p>	<p>1a. ADB mission review and reports from task force on the new insolvency law</p> <p>2a–c. Seminars or workshops on the new company law and insolvency law, Participant feedback on the seminars and workshops, periodic reports of consultant</p>	1–2. The government's administrative capacity to facilitate and implement reforms and resources may be stretched, thereby limiting implementation of reforms.

Results Chain	Performance Indicators with Targets and Baselines	Data Sources and Reporting Mechanisms	Risks
3. Skills and knowledge of legal professionals to facilitate commercial activities improved	<p>new company law by end of 2019 (Baseline: 0)</p> <p>2c. By end of 2019, at least 50% of those participating in the program are women (Baseline: 0)</p> <p>3a. By end of 2019, at least 75% of legal professionals enrolled in the training sessions passed the evaluation test developed during TA implementation (Baseline: 0)</p> <p>3b. By end of 2019, at least 50% of legal professionals enrolled in the training sessions are women (Baseline: 0)</p>	3a–b. Participant feedback on the training curriculum, evaluation tests, periodic reports of consultant	The political will to continue to support improvements to legal education to facilitate private investments ceases to exist.

### Key Activities with Milestones

#### 1. Commercial laws updated and modernized to align with international best practice

- 1.1 Recruit consultant (January–May 2016)
- 1.2 Finalize draft updated insolvency law (ancillary or implementing regulations) (June–October 2016)
- 1.3 Public education and stakeholder consultations (November 2016–February 2017)
- 1.4 Submit new laws and regulations to UAGO for review (March–May 2017)
- 1.5 Submit draft laws to the president's office and the cabinet (June–August 2017)
- 1.6 Submit draft laws to the Parliament (September–December 2017)

#### 2. Skills and knowledge of government staff on updated and modernized commercial laws improved

- 2.1 Train SCU members on principles and implementation of the new insolvency law (2016–2017)
- 2.2 Train DICA staff on principles and implementation of the new company law (2016–2017)

#### 3. Skills and knowledge of legal professionals to facilitate private investments and commercial activities improved

- 3.1 Recruit consultants (January–May 2016)
- 3.2 In consultation with the executing and implementing agencies, develop criteria to determine the group of legal professionals to be trained, including determining prioritization among competing applicants, based on factors such as (i) English language proficiency, (ii) need for training based on prior or current exposure to commercial law matters through current practice, and (iii) commitment to the training program (June–July 2016).
- 3.3 Conduct assessment of the specific training needs of legal professionals in commercial law matters, taking into account the perspectives of the participants (judges, UAGO, private practice lawyers) (June–July 2016)
- 3.4 Select and engage trainers; prepare and finalize commercial and financial law curriculum, which enables judges, UAGO staff, and private practice lawyers to deal more effectively with commercial law matters (July–August 2016)

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| <ul style="list-style-type: none"> <li>3.5 Develop teaching methodology (e.g., use of actual and hypothetical case studies, other teaching delivery methods) (July–August 2016)</li> <li>3.6 Prepare an assessment methodology to measure the impact and understanding of the participants trained (July–August 2016)</li> <li>3.7 Prepare training and assessment materials, and organize venues and other logistical arrangements (July–September 2016)</li> <li>3.8 Deliver the training program to the selected group of judges, UAGO staff, and legal professionals (October–December 2016)</li> <li>3.9 Develop a handbook by the trainers for each module to be used for future training sessions. The handbook will be reviewed by and agreed with UAGO and ADB (December 2016–April 2017).</li> <li>3.10 Prepare a report setting out the recommended design of a training-of-trainers course to enable delivery of future training programs in matters of commercial law (January–February 2017)</li> <li>3.11 Deliver a work plan (by the consultant) to be approved by ADB, regular progress reports on the activities carried out above, activity reports when requested by ADB, and a final TA implementation report after each round of training</li> </ul> |
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<p><b>Inputs</b></p> <p>Asian Development Bank: \$1,250,000</p> <p>Note: The government will provide counterpart support in the form of counterpart staff, office space for consultants, organization of conferences and workshops, and other in-kind contributions.</p>
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<p><b>Assumptions for Partner Financing</b></p> <p>Not applicable.</p>
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ADB = Asian Development Bank, DICA = Directorate of Investment and Company Administration, SCU = Supreme Court of the Union, TA = technical assistance, UAGO = Union Attorney General's Office.

<sup>a</sup> Defined by project.

Source: Asian Development Bank.

**COST ESTIMATES AND FINANCING PLAN**  
(\$'000)

<b>Item</b>	<b>Amount</b>
<b>Asian Development Bank<sup>a</sup></b>	
1. Consultants	
a. Remuneration and per diem	
i. International consultants	746.00
ii. National consultants	198.00
b. Housing	
i. International consultants	4.00
ii. National consultants	2.00
c. International and local travel	100.00
2. Training, seminars, and conferences <sup>b</sup>	100.00
3. Miscellaneous administration and support costs <sup>c</sup>	50.00
4. Contingencies	50.00
<b>Total</b>	<b>1,250.00</b>

Note: The technical assistance (TA) is estimated to cost \$1,262,626, of which contributions from the Asian Development Bank (ADB) are presented in the table above. The government will provide counterpart support in the form of counterpart staff, office space for consultants, organization of conferences and workshops, and other in-kind contributions. The value of government contribution is estimated to account for 1% of the total TA cost.

<sup>a</sup> Financed by ADB's Technical Assistance Special Fund (TASF-V).

<sup>b</sup> Includes staff traveling as resource persons and engagement of external resource persons. An advance may be provided, if appropriate and needed, to the implementing agencies for the administration of workshops, translation and interpretation services, and printing of documents or reports.

<sup>c</sup> Includes translation services.

Source: Asian Development Bank estimates.

## OUTLINE TERMS OF REFERENCE FOR CONSULTANTS

### A. Output 1: Commercial Laws Updated and Modernized to Align with International Best Practice

#### 1. Advisor and Insolvency Law Advocacy Expert (international, 18 person-months, intermittent)

1. The expert must have a law degree and at least 5 years of professional experience in corporate or insolvency law, including experience in legal practice and drafting in a common law jurisdiction. Candidates who have experience working in Myanmar on reforms to other commercial and economic legislation, conducting public consultations, possess local language skills, and are available to work in Myanmar for significant periods of time will be preferred. The expert will oversee the activities and supervise the work of the other consultants and assist with public education and advocacy of the insolvency law. The expert will report directly to the Supreme Court of the Union (SCU) director general and the Asian Development Bank (ADB) task manager.

2. The advisor and insolvency law advocacy expert will provide input to the draft law and explanatory notes and support the SCU 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 advisor will deliver (i) within 1 month 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 insolvency law expert and national legal expert; and (ii) within 2 weeks of completing activities, a final consultancy report to ADB and the executing agency detailing progress on implementation of the communication strategy for public education (developed by the national legal expert) and status of the insolvency law.

3. The advisor will divide his or her time between home base and Myanmar (Nay Pyi Taw and Yangon). The assignment is expected to begin as early as March 2016.

#### 2. Insolvency Law Expert and Draftsperson (international, 18 person-months, intermittent)

4. The expert will work with SCU staff to draft the updated and modernized insolvency law (in English and Myanmar languages). The expert must have a law degree and at least 10 years of professional international experience in insolvency law, including experience in legal practice and drafting in a common law jurisdiction. The expert will report directly to the SCU director general, the ADB task manager, and the advisor.

5. The insolvency law expert and draftsperson will, following feedback from stakeholders and the public, deliver the draft insolvency law, with draft implementing decrees and explanatory notes (all in English and Myanmar languages).

#### 3. Legal Expert (national, 18 person-months, intermittent)

6. The national legal expert must have a law degree and at least 5 years of professional experience in law and legal drafting, either at a university or legal practice, or in government. The main task will be to work with the advisor, insolvency law expert and draftsperson, and SCU staff to assist in the drafting of the updated and modernized insolvency law to ensure consistency with Myanmar's legal norms and practices. The expert will also work with the



advisor, insolvency law expert and draftsman, and SCU staff to support public education and stakeholder consultations of the draft law. The expert will (i) develop a communication strategy for supporting public education of the insolvency 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 insolvency law.

**4. Legal Translator** (national, 3 person-months, intermittent)

7. The translator must have professional experience in translating legal materials from English into Myanmar language. The translator must have good command of written and spoken English.

**B. Output 2: Skills and Knowledge of Government Staff on Updated and Modernized Commercial Laws Improved**

8. Under output 2, the international experts (18 person-months, intermittent) and national expert (18 person-months, intermittent) engaged under output 1 will develop, operationalize, and deliver training to SCU staff on the principles and implementation of the updated and modernized insolvency law, and to Directorate of Investment and Company Administration staff on the principles and implementation of new sections of the company law. The specifications of the training will be developed under output 1 and will be included in the request for proposal for the training.

**C. Output 3: Skills and Knowledge of Legal Professionals to Facilitate Private Investments Improved**

**1. Advisor** (international, 24 person-months, intermittent)

9. Under output 3, an advisor will be engaged, either as an individual consultant or as part of a firm. The advisor must have a law degree and at least 5 years of professional experience in corporate or insolvency law, including experience in legal practice. Candidates who have experience working in Myanmar in the legal sector, possess local language skills, and are available to work in Myanmar for significant periods of time will be preferred. The advisor will oversee the activities and supervise the work of the other consultants and trainers. The advisor will report directly to the SCU director general and the ADB task manager. The advisor will provide substantive inputs into, supervise, and take part in the implementation of the activities listed in 3.2–3.11 of the design and monitoring framework (Appendix 1).

**2. Project Administrator** (national, 24 person-months, intermittent)

10. Under output 3, a national project administrator will be engaged, either as an individual consultant or as part of a firm. The project administrator will oversee the logistical implementation of all activities and maintain day-to-day contact with the local stakeholders. The administrator must have excellent interpersonal skills and experience in organizing workshops and training events in Myanmar. Candidates with experience working in Myanmar in the legal sector and who are available to work in Myanmar for significant periods of time will be preferred. The administrator will assist the advisor (para. 9) and the firm (para. 11) in all activities and provide logistical support in interfacing with the implementing agencies, trainers, and participants of the training program.

### 3. Firm

11. A team of consultants will be recruited through a firm to undertake the activities listed in 3.2–3.11 of the design and monitoring framework (Appendix 1) for phase 1 of the training program (2016–2017). The firm will work with the advisor (para. 9), who will provide inputs and supervise these activities. The firm may be selected through fixed budget selection based on the best submitted expression of interest. Firms that submit expressions of interest comprising experts with prior experience delivering legal training in countries in transition and delivering such training in a gender-sensitive context will be preferred. Experts who will deliver the training modules to the groups of participants must be cleared by ADB and ADB will take into consideration the prior experience of experts in delivering legal training in Myanmar. A provisional sum will be set aside for the preparation and delivery of training modules by such experts and their engagement may be done through subcontracting arrangements. Firms that indicate the capability and resources to continue downstream work during phase 2 of the training program (2017–2018) will be preferred.

12. The firm will undertake the following activities:

- (i) in consultation with the executing and implementing agencies, develop criteria to determine the group of legal professionals to be trained, including determining prioritization among competing applicants, based on factors such as (a) English language proficiency, (b) need for training based on prior or current exposure to commercial law matters through current practice, and (c) commitment to the training program;
- (ii) conduct a needs assessment of the specific training needs of legal professionals in commercial law matters, taking into account the perspectives of the participants (judges, the Union Attorney General's Office, and private practice lawyers);
- (iii) develop a teaching methodology (e.g., use of actual and hypothetical case studies, other teaching delivery methods);
- (iv) prepare an assessment methodology to measure the impact and understanding of the participants trained;
- (v) engage experts to deliver training in each of the topics in the commercial and financial law curriculum (ADB must clear all engagements and will consider the prior experience of experts in delivering legal training in Myanmar), oversee the preparation of training modules by the experts (in English and Myanmar languages) and assessment and impact evaluation materials, and facilitate the organization of venues and other logistical arrangements;
- (vi) oversee delivery of the training program by the experts to the selected groups of judges, the Union Attorney General's Office staff, and legal professionals;
- (vii) prepare a handbook, which will be reviewed and cleared by ADB, for each training module to be used for future training sessions (in English and Myanmar languages);
- (viii) prepare a report setting out the recommended design of a training-of-trainers course to enable delivery of future training programs in matters of commercial law (in English and Myanmar languages);
- (ix) deliver a work plan to be approved by ADB, regular progress reports on the activities carried out above, activity reports when requested by ADB, and a final technical assistance (TA) implementation report after each round of training;
- (x) engage legal translation services in relation to the above; and
- (xi) carry out any other related tasks as may be required by ADB.

**D. Project Coordinator** (national, 18 person months, intermittent)

13. The specialist should have a degree in law or a related field with at least 3 years of professional experience in the area of law, justice, and development. The scope of work will include the following, under the supervision of ADB counsel:

- (i) assist with the management of activities under the TA, including by liaising and coordinating with the other consultants, executing and implementing agencies, and participants of the training program;
- (ii) assist and support ADB counsel and the other consultants in planning and organizing all workshops, seminars, training sessions, and meetings in Myanmar;
- (iii) review and comment on reports and documents submitted in relation to the TA;
- (iv) liaise with ADB departments and ADB's Myanmar Resident Mission on the fielding of missions; holding of workshops, seminars, and meetings; and carrying out of TA-related miscellaneous tasks;
- (v) assist ADB counsel in processing TA activities within ADB using ADB's processing and implementation policies, and facilitate the obtaining of requisite approvals by the executing agency team from ADB Management;
- (vi) participate in meetings with the TA team in Manila or in Myanmar for successful implementation of TA activities;
- (vii) assist the TA team in preparing the inception report, midterm report, and TA completion report; and
- (viii) support any activities planned under the TA and perform other tasks reasonably related to achieve the TA outputs and outcome.