

MEMORANDUM OF INTENT  
ON  
THE COOPERATION FOR THE DEVELOPMENT  
OF THE MASTER PLAN  
FOR THE THILAWA

The Ministry of Foreign Affairs and the Ministry of Economy, Trade and Industry of Japan (hereinafter referred to as “the Japanese side”), and the Ministry of National Planning and Economic Development of the Republic of the Union of Myanmar (hereinafter referred to as “the Myanmar side”),

- Wishing to further develop friendly relationship between Japan and the Republic of the Union of Myanmar;
- Paying attention to the fact that “the Thilawa Special Economic Zone” is planned to be developed by the Government of the Republic of the Union of Myanmar;
- Considering that promotion of Japanese direct investment to the Republic of the Union of Myanmar is highly and mutually beneficial as it will contribute to higher economic growth and increased employment in the Republic of the Union of Myanmar from industrial development, and create more opportunities for the Japanese economy to grow jointly with the Myanmar economy; and
- Pursuant to the prevailing laws and regulations in the respective Countries,

hereby express their intention to cooperate in development of the master plan for the project area (2400ha) in Thilawa (hereinafter referred to as “the Thilawa”) behind the Thilawa Port of Myanmar, which will be incorporated into the Thilawa Special Economic Zone. Endeavours of the both sides should be based, in particular, on the principles stated below:

I. BASIC CONCEPT OF THE THILAWA

1. Both sides recognize that the development of the master plan for the Thilawa will be formulated and implemented under the sovereignty of the Republic of the Union of Myanmar in accordance with its relevant laws and regulations.

2. Both sides acknowledge that the master plan for the Thilawa should be developed as early as possible to set the guideline for key issues, including the Thilawa Port and other related infrastructure, human resource development, zoning, quality standards, environmental consideration, marketing, implementation schedule, financing scheme and framework for private sector participation.

## II. TIME FRAME

Both sides expect that the master plan for the Thilawa will be developed in accordance with the following time frame:

1. A basic master plan will be completed in the second quarter of the year 2012;
2. A feasibility study based on the basic master plan will be carried out and the master plan will be completed by the end of the year 2012.

## III. MISCELLANEOUS

1. Costs and expenses

The Japanese side provides financial support for the master plan for the Thilawa.

2. Confidentiality

Both sides will not disclose any information, which is obtained while preparing the master plan, to any third party, and will not use that information for any other purpose.

3. Commencement, duration and termination

- The cooperation under this Memorandum of Intent (hereinafter referred to as "MOI") will commence on the date of its signature.
- The cooperation under this MOI will be terminated when the master plan will be completed.

4. Settlement of Differences of Interpretation

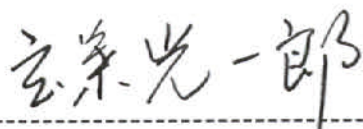
If any differences of Interpretation arising out of this MOI, the both sides will make best efforts to consult with each other to settle them amicably.

5. Modification

In the events that any situation or condition not envisaged under this MOI arises, the both sides will discuss and make necessary modification to this MOI.

6. This MOI is not a legally binding document.

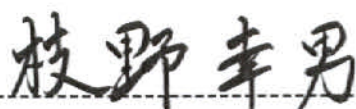
Signed in duplicate in Tokyo on this 21st day of April in the year 2012 in the English language.



-----  
H.E. Mr. Koichiro GEMBA  
Minister for Foreign Affairs  
of Japan



-----  
H.E. U Tin Naing Thein  
Union Minister for National Planning  
and Economic Development  
of the Republic of the Union  
of Myanmar



-----  
H.E. Mr. Yukio EDANO  
Minister of Economy,  
Trade and Industry  
of Japan