

**THE GOVERNMENT**

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**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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*Hanoi, September 14, 2015*

**DECREE**

**ENTERPRISE REGISTRATION**

*Pursuant to the Law on Government organization dated December 25, 2001; Pursuant to Law on Enterprises dated November 26, 2014;*

*Pursuant to Law on Investment dated November 26, 2014; Pursuant the Law on Tax administration dated November 29, 2006;*

*Pursuant the Law on the amendments to the Law on Tax administration dated November 20, 2012;*

*Pursuant to the Law on Credit institutions dated June 16, 2010; At the request of the Minister of Planning and Investment,*

*The Government promulgates a Decree on enterprise registration.*

**Chapter I**

**GENERAL PROVISIONS**

**Article 1. Scope**

This Decree deals with necessary documents and procedures for registration of enterprises and business households; business registration authorities

**Article 2. Regulated entities**

This Decree applies to:

1. Vietnamese, foreign organizations and individuals (hereinafter referred to as entities) applying for enterprise registration under Vietnam's law;
2. Individuals, groups of individuals, and households applying for registration of business households under this Decree;

3. Business registration authorities;
4. Tax authorities;
5. Other entities involved in enterprise registration.

### **Article 3. Interpretation of terms**

In this Decree, the terms below are construed as follows:

1. Enterprise registration means the enterprise's founder registering information about the enterprise to be established; an enterprise registering changes or intended changes in information about enterprise registration with the business registration authority, which is retained in National Enterprise Registration Database. Enterprise registration includes registration of enterprise establishment, registration of changes of enterprise registration information, and other obligation to register, notify under this Decree.
2. National Enterprise Registration Information System means the system of dedicated information about enterprise registration established and operated by the Ministry of Planning and Investment in cooperation with other agencies to send, receive, store, display, or perform other tasks serving enterprise registration.
3. National Business Registration Portal is an electronic information portal for entities to apply for enterprise registration online, access information about enterprise registration, publish enterprise registration information, and for business registration authorities to issue certificates of enterprise registration.
4. National Enterprise Registration Database is the collection of data about enterprise registration nationwide. Information in the application for enterprise registration and legal status of the enterprise stored in National Enterprise Registration Database are considered original information about the enterprise.
5. Online enterprise registration means the enterprise's founder or the enterprise applying for enterprise registration via National Business Registration Portal.
6. Online application for enterprise registration means the application for enterprise registration submitted via National Business Registration Portal which consists of the same documents as those of the paper application that are converted into digital formats. An online application for enterprise registration is as valid as a paper one.
7. Electronic document means electronic data created online or scanned from a paper document in the .doc or .pdf format, which contains the exact and complete information on the paper document.
8. Public digital signature means a form of electronic signature prescribed by regulations of law on digital signature and authentication of digital signature.

9. Business registration accounts are accounts created by National Enterprise Registration Information System for organizations and individuals to apply for enterprise registration online. Business registration accounts are used for authentication of online application for enterprise registration in case the enterprise's founder or the enterprise does not use a public digital signature.

10. Legitimate copies of documents in the application for enterprise registration are copies taken from the master register or copies authenticated by a competent authority, or copies that have been compared to the originals.

11. Document digitalization means scanning information on papers and converting them into electronic documents.

12. Data standardization means reviewing, comparing, and adjusting information about enterprise registration and status of enterprises in National Enterprise Registration Database.

#### **Article 4. Rules for enterprise registration**

1. The enterprise's founder or the enterprise shall complete the application for enterprise registration and take legal responsibility for the legitimacy, truthfulness, and accuracy of information therein. If an enterprise has multiple legal representatives, their signatures in the application for enterprise registration have the same value.

2. The business registration authority is responsible for the legitimacy of the application for enterprise registration, not violations against the law committed by the enterprise and the enterprise's founder.

3. The business registration authority does not have the responsibility to settle disputes between members, shareholders of the company or between the enterprise with other entities.

#### **Article 5. The right to establish enterprises and obligation to apply for enterprise registration of the enterprise's founder**

1. Establishing enterprises is the right of every individual and organization. This right is protected by the State.

2. The enterprise's founder or the enterprise has the obligation to apply for enterprise registration in accordance with this Decree and relevant legislative documents.

3. Business registration authorities and other agencies are prohibited to harass applicants while receiving and processing applications for enterprise registration.

4. Ministries, ministerial agencies, the People's Councils and the People's Committees are not permitted to promulgate their own regulations on enterprise registrations. Regulations on enterprise registration promulgated by Ministries, ministerial agencies, the People's Councils and

the People's Committees against this Clause shall be annulled from the effective date of this Decree.

#### **Article 6. Application form for enterprise registration and certificate of enterprise registration**

1. Templates of the application form for enterprise registration and certificate of enterprise registration promulgated by the Ministry of Planning and Investment are used nationwide.
2. Certificates of enterprise registration are issued to enterprises established and operated under the Law on Enterprises. Contents of the certificate of enterprise registration are specified in Article 29 of Law on Enterprises and written according to information in the application for enterprise registration. The certificate of enterprise registration is also the tax registration certificate of the enterprise. The certificate of enterprise registration is not a business license.
3. In case the content of a certificate of enterprise registration, certificate of branch/representative office registration, or certificate of registration of business location in the form of electronic data in the National Enterprise Registration Database is at the same time different from that of the paper certificate, the one on which information is consistent with information in the application for enterprise registration shall prevail.

#### **Article 7. Writing business lines**

1. When registering establishment of an enterprise, notifying changes of business lines, or applying for the certificate of enterprise registration, the enterprise's founder or the enterprise shall select the level 4 business lines in Vietnam's system of business lines and write them on the application for enterprise registration, notification of changes of enterprise registration, or application for the certificate of enterprise registration. The business registration authority shall provide instruction, compare information, and enter the enterprise's business lines in National Enterprise Registration Database.
2. Specific level 4 business lines will be specified in a Decision of the Minister of Planning and Investment.
3. Conditional business lines prescribed in other legislative documents shall be written as prescribed therein.
4. Business lines that are not mentioned in Vietnam's system of business lines but prescribed in other legislative documents shall be written as prescribed therein.
5. Business lines that are not mentioned in Vietnam's system of business lines and also not in other legislative documents, the business registration authority shall consider adding them to National Enterprise Registration Database if they are not prohibited, then request the Ministry of Planning and Investment (General Statistics Office) to consider adding new business lines.

6. In case an enterprise wishes to register more detailed business lines than level 4, it shall select a level 4 business line in Vietnam's system of business lines, then specify the enterprise's business lines right under the level 4 line, provided the detailed lines are appropriate for the level 4 line.

7. Business lines prescribed in Clause 3 and Clause 4 of this Article shall be written in accordance with Clause 6 of this Article, which means detailed business lines must be written under the business lines prescribed by relevant legislative documents.

8. Enterprises are entitled to engage in conditional business lines if they satisfy all conditions and are able to maintain fulfillment of such conditions throughout their operation. Specialized agencies are responsible for management of conditional business lines and inspection of enterprises' fulfillment of conditions.

9. When a business registration authority receives a notification from a competent authority that an enterprise is engaging in conditional business lines without satisfying all conditions, the business registration authority shall request the enterprise to stop engaging in such conditional business lines. If the enterprise fails to comply with the request, the business registration authority shall request the enterprise to report as prescribed in Point c Clause 1 Article 209 of Law on Enterprises. If the enterprise fails to report, the business registration authority shall revoke the certificate of enterprise registration as prescribed in Point d Clause 1 Article 211 of Law on Enterprises.

#### **Article 8. Enterprise ID number, ID numbers of affiliates of enterprises and business locations**

1. Each enterprise is issued with a single enterprise ID number. This number is also the enterprise's taxpayer identification number (TIN).
2. The enterprise ID number exists throughout its operation and shall not be issued to any other organization or individual. When an enterprise ceases to operate, the enterprise ID number will be invalidated.
3. Enterprise ID numbers are created, sent, and received automatically by National Enterprise Registration Information System, tax registration information system, and written on certificates of enterprise registration.
4. Regulatory agencies shall uniformly use enterprise ID number to manage and exchange information about enterprises.
5. ID numbers of an enterprise's affiliates are issued to the enterprise's branches and representative offices.
6. ID number of a business location is a series of 5 digits from 00001 to 99999. This number is not TIN of the business location.

7. In case the TIN of the enterprise, branch, or representative office is invalidated because of tax offences, it must not be used in business transactions from the day on which the TIN invalidation is announced by the tax authority.

8. With regard to branches and representative offices that are established before the effective date of this Decree but have not had their own ID numbers, the enterprise shall contact the tax authority to be issued with a 13-digit TIN, then change the registration information at the Business Registration Office as prescribed.

9. Enterprise ID numbers of enterprises established and operated under investment license or certificate of investment (also the Certificate of Business Registration) are their TINs.

### **Article 9. Quantity of application for enterprise registration**

1. Each enterprise or its founder shall submit 01 application for enterprise registration.
2. The business registration authority must not request the enterprise or its founder to submit more applications or documents other than those in the application for enterprise registration as prescribed.

### **Article 10. Personal identification numbers in the application for enterprise registration**

1. Vietnamese citizen: unexpired ID card or Vietnamese passport
2. Foreigner: unexpired foreign passport or an equivalent document.

### **Article 11. Authorization of enterprise registration**

In case the enterprise or its founder authorizes another organization or individual to follow enterprise registration procedures, the authorized person must submit one of the personal identification papers in Article 10 of this Article together with:

1. A legitimate copy of the service contract between the enterprise or its founder and the enterprise registration agent, and a letter of introduction; or
2. The letter of attorney as prescribed by law.

### **Article 12. Granting enterprise registration under contingency procedures**

1. Granting enterprise registration under contingency procedures means granting enterprise registration without using National Enterprise Registration Information System .
2. Business registration authority and tax authority shall cooperate in enterprise registration under contingency procedures according to the for paper document circulation.

3. Depending on the expected time of recovery of National Enterprise Registration Information System , except for force majeure events, the Ministry of Planning and Investment shall make a prior notice of time for business registration authorities to grant enterprise registration under contingency procedures.

4. Within 15 working days from the end of contingency procedures for enterprise registration, business registration authorities must update new information on National Enterprise Registration Database.

## Chapter II

### DUTIES AND ENTITLEMENTS OF BUSINESS REGISTRATION AUTHORITIES

#### Article 13. Business registration authorities

1. Each province and central-affiliated city (hereinafter referred to as province) and district, provincial town, provincial city (hereinafter referred to as district) has a business registration authority. To be specific:

a) The business registration authority of each province is the Business Registration Office which is affiliated to the Department of Planning and Investment of the province.

Each Business Registration Office may open branches within the provinces to receive applications and return results.

One or two more Business Registration Offices may be open in Hanoi and Ho Chi Minh City. The establishment of additional Business Registration Offices is decided by the People's Committees of Hanoi and Ho Chi Minh City after consulting with the Ministry of Planning and Investment.

b) The business registration authority of each district is the Finance – Planning Department of the People's Committee of the district which is in charge of business household registration according to Article 15 of this Decree (hereinafter referred to as business registration authority of the district).

2. Each business registration authority has its own account and seal. **Article 14. Duties and**

#### entitlements of Business Registration Offices

1. Directly receive applications for enterprise registration, examine their validity, issue or reject issuance of certificates of enterprise registration.

2. Cooperate in developing, managing, operating National Enterprise Registration Information System ; carry out data standardization, update local enterprise registration data on National Enterprise Registration Database.

3. Provide information about enterprise registration on National Enterprise Registration Database within the province to the People's Committee, Department of Taxation of the province, relevant agencies and entities as prescribed by law.
4. Request enterprises to report their observance of Law on Enterprises according to Point Clause 1 Article 209 of Law on Enterprises.
5. Carry out inspections or request competent authorities to carry out inspections at enterprises according to information in applications for enterprise registration; provide instructions for business registration authorities of districts on necessary documents and procedures for business household registration; provide instructions for enterprises and enterprises' founders on necessary documents and procedures for enterprise registration.
6. Request enterprise to suspend conditional business lines according to Clause 9 Article 8 of this Decree.
7. Revoke certificates of enterprise registration in the cases mentioned in Clause 1 Article 62 of this Decree.
8. Grant other registrations as prescribed by law.

#### **Article 15. Duties and entitlements of business registration authorities of districts**

1. Directly receive applications for business household registration, examine their validity, issue or reject issuance of certificates of business household registration.
2. Cooperate in developing, managing, operating the system of information about business households in the district; submit periodic reports to the People's Committees of the district, Business Registration Office, and tax authority of the district on registration of business households in the district.
3. Carry out inspections or request competent authorities to carry out inspections at business households according to information in applications for business household registration;; provide instructions for business households on necessary documents and procedures for business household registration.
4. Request business households to report their business performance where necessary;
5. Request business households to stop engaging in conditional business lines if they fail to satisfy all conditions.
6. Revoke the certificates of business household registration in the cases mentioned in Clause 1 Article 78 of this Decree.
7. Grant other registrations as prescribed by law.



**Article 16. State's management of enterprise registration** 1. The Ministry of Planning and

Investment shall:

- a) Promulgate or request competent authorities to promulgate legislative documents on enterprise registration and business household registration; provide instructions on reporting serving enterprise registration, business household registration, and online enterprise registration.
- b) Provide instruction and training in enterprise registration for enterprise registration officials and any organization or individual in demand; supervise the enterprise registration process.
- c) Publish enterprise registration contents; provide information about enterprise registration, legal status, and financial statements of enterprises on National Enterprise Registration Database for relevant agencies of the Government and any organization or individual in demand;
- d) Instruct Business Registration Offices to standardize data, update local enterprise registration data on National Enterprise Registration Database;
- dd) Organize the development and management of National Enterprise Registration Information System ; provide instructions on building up local funds for operation of National Enterprise Registration Information System ;
- e) Take charge and cooperate with the Ministry of Finance in the connection between National Enterprise Registration Information System and tax registration information system;
- g) Publish enterprise information publications where information about enterprise registration, establishment of branches and representative offices of enterprises nationwide are posted.
- h) Engage in international cooperation in enterprise registration.

2. The Ministry of Finance shall:

- a) Cooperate with the Ministry of Planning and Investment in connecting National Enterprise Registration Information System and tax registration information system in order to issue enterprise ID numbers, ID numbers of enterprises' affiliates and business locations serving enterprise registration and exchange of information about enterprises;
- b) Take charge and cooperate with the Ministry of Planning and Investment in providing instructions on collection, transfer, management, and use of fees and charges for enterprise registration, business household registration, registration of branches, representative offices, and business locations; fees for provision of information and enterprise registration information.

3. The Ministry of Public Security shall take charge and cooperate with relevant Ministries and agencies in providing instruction on detecting false information in application for enterprise registration.

4. Ministries, ministerial agencies, Governmental agencies, within the ambit of their competence, have the responsibility to provide instruction on regulations of law on business condition; carry out inspections and impose penalties for failure to satisfy business conditions; review and post the list of conditional business lines and business conditions on their websites; send them to the Ministry of Planning and Investment for posting on National Business Registration Portal.

5. The People's Committees of provinces shall provide adequate human resources, funding, and other resources for business registration authorities to perform their duties and entitlements prescribed by this Decree.

### **Chapter III**

#### **REGISTRATION OF ENTERPRISE'S NAME Article 17. Used**

##### **names and confusing names**

1. The enterprise or its founder must not use a name that is already used by another enterprise or easily confused with another enterprise's name that is already registered on National Enterprise Registration Database; except for the names of enterprises that have been dissolved or declared bankrupt by the court.

2. A name is considered confusing in the following cases:

a) The cases prescribed in Clause 2 Article 42 of the Law on Enterprises;

b) The enterprise's proper name is the same as another enterprise's name that has been registered.

3. The enterprise's name in a foreign language must not coincide with another enterprise's foreign name that has been registered. The enterprise's abbreviated name must not coincide with another enterprise's abbreviated name that has been registered. Regulations on avoidance of name coincidence are applied nationwide, except for the names of enterprises that have been dissolved or declared bankrupt by the court.

4. Enterprises operating under their investment licenses or certificate of investments (also the certificate of business registration) whose name are the same as or confused with other enterprises' names on National Enterprise Registration Database are not required to change their names.

5. Enterprises whose names coincide or are confused with each other are recommended to negotiate about changing their names or adding geographical areas to their names as a distinguishing element.

**Article 18. Other issues about naming enterprises** 1. An enterprise's name consists of two elements:

- a) The enterprise's type of business entity;
  - b) The enterprise's proper name.
2. Before registering a name, the enterprise must check National Enterprise Registration Database for registered names.
  3. Business Registration Offices are entitled to accept or reject enterprises' selected names as prescribed by law. The decision given by the Business Registration Office is final.
  4. Enterprises operating under their investment licenses or certificate of investments (also the certificate of business registration) may keep using their registered names and are not required to change their names.

### **Article 19. Enterprises' names violating industrial property rights**

1. It is prohibited to use a protected trade name, brand name, or geographical indication of an organization or individual as part of an enterprise's proper name unless it is accepted by the owner of such protected trade name, brand name, or geographical indication. Before registering a name, the enterprise or its founder may check the database of industrial property authorities for registered brand names and geographical indications.
2. Regulations of law on intellectual property are the basis for identification of enterprises' names that violate industrial property rights.

Enterprises are legally responsible if their names violate industrial property rights. Every enterprise whose name violates industrial property rights must change its name.

3. Every holder of industrial property rights is entitled to request Business Registration Office to request the enterprise whose name violates industrial property rights to change its name. The holder of industrial property rights has the obligation to provide Business Registration Office with necessary documents prescribed in Clause 4 of this Article.
4. The Business Registration Office shall request the violating enterprise to change its name when receiving the notification from the holder of industrial property rights. Documents to be enclosed with the notification of the holder of industrial property rights:
  - a) A legitimate copy of the conclusion given by a competent authority that the enterprise's name violates industrial property rights;
  - b) A legitimate copy of the certificate of registration of brand name or geographical indication; an extract of the national register of brand names and geographical indications protected by industrial property authority; a legitimate copy of the certificate of registration of international brand name protected in Vietnam issued by a industrial property authority.

5. Within 10 working days from the receipt of adequate documents prescribed in Clause 4 of this Article, Business Registration Office shall request the enterprise whose name violates industrial property rights to change its name within 02 months from the date of request. If such enterprise fails to change its name as requested by the aforementioned deadline, Business Registration Office shall notify a competent authority.

6. In case the notified authority issue a decision to impose an administrative penalty which requests the enterprise to change its name or remove violating elements from its name, if the violating enterprise still fails to comply with such request by the prescribed deadline, Business Registration Office shall request the enterprise to provide explanation as prescribed in Point c Clause 1 Article 209 of the Law on Enterprises. If the enterprise fails to provide explanation, Business Registration Office shall revoke the certificate of enterprise registration as prescribed in Point d Clause 1 Article 211 of the Law on Enterprises.

7. The Ministry of Planning and Investment and the Ministry of Science and Technology shall provide detailed guidance on this Article.

#### **Article 20. Names of branches, representative offices, business locations**

1. Names of branches, representative offices, business locations shall comply with Article 41 of the Law on Enterprises.

2. Apart from the Vietnamese name, the enterprise's branch, representative office, or business location may register a foreign name and abbreviated name.

3. The phrase “công ty” and “doanh nghiệp” must not be used as part of the proper name of the enterprise's branch, representative office, or business location.

4. When a state-owned enterprise is converted into a financially dependent unit after restructuring, its existing name before restructuring may be retained.

### **Chapter IV**

#### **DOCUMENTS AND PROCEDURES FOR REGISTRATON OF ENTERPRISES, BRANCHES, REPRESENTATIVE OFFICES, AND BUSINESS LOCATIONS**

#### **Article 21. Application for registration of private enterprises**

1. Application form for enterprise registration

2. Legitimate copy of one of the private enterprise's owner ID papers prescribed in Article 10 of this Decree (hereinafter referred to as ID papers).

#### **Article 22. Application for registration of multi-member limited liability companies, joint-stock companies, and partnerships**

1. Application form for enterprise registration
2. The company's charter.
3. List of members of the multi-member limited liability company or partnership; list of founding shareholders and foreign shareholders of the joint-stock company. List of authorized representatives of foreign shareholders being organizations.
4. Legitimate copies of:
  - a) ID paper if the founder is an individual;
  - b) The decision on establishment or certificate of enterprise registration or an equivalent document, ID paper of the authorized representative and the letter of attorney if the founder is an organization;
  - c) The certificate of investment registration if the enterprise is founded or co-founded by foreign investors or foreign-invested business organizations according to the Law on Investment and its instructional documents.

**Article 23. Application for registration of single-member limited liability company**

1. Application form for enterprise registration
2. The company's charter.
3. A legitimate copy of one of the authorized representative's ID papers prescribed in Article 10 of this Decree if the single-member limited liability company is operated under Point a Clause 1 Article 78 of the Law on Enterprises.  
  
A list of authorized representatives and legitimate copies of ID papers of each authorized representative if the single-member limited liability company is operated under Point b Clause 1 Article 78 of the Law on Enterprises.
4. Legitimate copies of:
  - a) ID paper of the company's owner if the company is owned by is an individual;
  - b) The decision on establishment or certificate of enterprise registration or an equivalent document, the Charter or an equivalent document of the company's owner if the company's owner is an organization (except for the State);
  - c) The certificate of investment registration if the enterprise is founded by foreign investors or foreign-invested business organizations according to the Law on Investment and its instructional documents.

5. The letter of attorney if the company is owned by an organization.

**Article 24. Application for registration of companies established after a full/partial division, consolidation, merger**

1. In case of full division of a limited liability company or joint-stock company, apart from the documents mentioned in Article 22 and Article 23 of this Decree, the applications for enterprise registration of new companies must include the resolution on full division of company according to Article 192 of the Law on Enterprises, a legitimate copy of the minutes of meeting on company division of the Board of members if the company is a multi-member limited liability company, of the General meeting of shareholders if the company is a joint-stock company, and a legitimate copy of the certificate of enterprise registration or an equivalent document of the divided company.

2. In case of partial division of a limited liability company or joint-stock company, apart from the documents mentioned in Article 22 and Article 23 of this Decree, the application for enterprise registration of transferee company must include the resolution on partial division of company according to Article 193 of the Law on Enterprises, a legitimate copy of the minutes of meeting on partial division of company of the Board of members if the company is a multi-member limited liability company, of the General meeting of shareholders if the company is a joint-stock company, and a legitimate copy of the certificate of enterprise registration or an equivalent document of the (divided company) transferor company.

3. In case of consolidation of several companies into a new company, apart from the documents mentioned in Article 22 and Article 23 of this Decree, the application for enterprise registration of consolidated company must include documents prescribed in Article 194 of the Law on Enterprises and a legitimate copy of the certificate of enterprise registration or an equivalent document of the consolidating companies.

4. In case of merger of one or some companies into another company, apart from the documents mentioned Chapter VI of this Decree, the application for enterprise registration of acquirer company must include documents prescribed in Article 195 of the Law on Enterprises and legitimate copies of certificates of enterprise registration or equivalent documents of the acquirer companies and acquired companies.

**Article 25. Application for enterprise registration in case of conversion**

1. In case of conversion of a single member limited company into a multi-member limited liability company, the application for registration of conversion consists of:

a) Application form for enterprise registration;

b) Charter of the converted company according to Article 25 of the Law on Enterprises;

c) A list of members and legitimate copies of ID papers of the company's members that are individuals and legitimates copies of certificate of enterprise registration or equivalent documents of the company's members being organizations.

d) Transfer contract or documents proving completion of the transfer; or giveaway contract in case the company's owner gives away part of charter capital to another individual or organization; the decision of the company's owner on raising more capital (if any).

2. In case of conversion of a multi-member limited liability company into a single member limited company, the application for registration of conversion consists of:

a) Application form for enterprise registration;

b) Charter of the converted company according to Article 25 of the Law on Enterprises;

c) Legitimate copy of ID paper of the company's owner if the company is owned by an individual, or legitimate copy of the decision on establishment or certificate of enterprise registration or equivalent documents of the company if the company is owned by a organization;

d) Legitimate copy of ID paper of the authorized representative if the single-member limited liability company is operated under Point a Clause 1 Article 78 of the Law on Enterprises.

A list of authorized representatives and legitimate copies of ID papers of each authorized representative if the single-member limited liability company is operated under Point b Clause 1 Article 78 of the Law on Enterprises.

The letter of attorney if the company is owned by an organization.

dd) The contract to transfer stakes in the company or documents proving completion of the transfer;

e) A decision and legitimate copy of the minutes of meeting of the Board of members of the multi-member limited liability company on conversion of the company.

3. In case of conversion of a private enterprise into a limited liability company, the application for registration of conversion consists of:

a) Application form for enterprise registration;

b) Charter of the converted company according to Article 25 of the Law on Enterprises;

c) A list of creditors and unpaid debts, including tax debts, and deadlines for paying them; list of current employees; list of unfinished contracts;

d) A list of members as prescribed in Article 26 of the Law on Enterprises in case of conversion into a multi-member limited liability company; legitimate copies of ID papers of the company's



members that are individuals and legitimates copies of certificate of enterprise registration or equivalent documents of the company's members being organizations.

dd) A written commitment of the private enterprise's owner to take personal responsibility with all of his property for every unpaid debt of the private enterprise and to pay the debts when they are due;

e) A decision and legitimate copy of the minutes of meeting of the Board of members of the multi-member limited liability company on conversion of the company.

a) A written commitment of the private enterprise's owner or agreement between the private enterprise's owner and other capital contributors on keep using current employees of the private enterprise.

4. In case of conversion of a limited liability company into a joint-stock company and vice versa, the application for registration of conversion consists of:

a) Application form for enterprise registration;

b) Charter of the converted company according to Article 25 of the Law on Enterprises;

c) A decision of the company's owner or a decision and legitimate copy of the minutes of meeting of the Board of members or the General Meeting of Shareholders on conversion of the company;

d) A list of members or a list of founding shareholders, foreign shareholders, and legitimate copies of the documents prescribed in Clause 4 Article 22 and Clause 4 Article 23 of the Law on Enterprises;

dd) The contract for stake transfer or documents proving completion of the transfer or agreement on capital contribution.

5. Conversion of a company in case of inheritance shall comply with regulations on conversion of corresponding type of company. In this case, the transfer contract or documents proving completion of the transfer shall be replaced with documents certifying the lawful right of inheritance.

## **Article 26. Documents and procedures for registration of credit institutions**

1. Documents and procedures for registration of credit institutions, their affiliates, notification of establishment of business locations of credit institutions shall comply with this Decree and vary according to the type of business; the application must include a legitimate copy of the license or written approval issued by the State bank of Vietnam.

2. In case the State bank of Vietnam appoints the representative of a credit institution under special control, the application for registration of replacement of representative shall comply



with Article 43 of this Decree. The decision of the owner (if the company is a the single-member limited liability company), the decision and legitimate copy of the minutes of meeting of the Board of members (if the company is a multi-member limited liability company), the decision and legitimate copy of the minutes of meeting of the General meeting of shareholders or the Board of Directors (if the company is a joint-stock company) shall be replaced with a legitimate copy of the decision on appointment of the credit institution's representative by the State bank of Vietnam.

3. In case the State bank of Vietnam directly contributes capital or buy shares, or appoints another credit institution to contribute capitals of buy shares of a credit institution under special control, the application for change of enterprise registration information shall comply with relevant regulations of this Decree. The decision of the owner (if the company is a the single-member limited liability company), the decision and legitimate copy of the minutes of meeting of the Board of members (if the company is a multi-member limited liability company), the decision and legitimate copy of the minutes of meeting of the General meeting of shareholders or the Board of Directors (if the company is a joint-stock company), the transfer contract or documents proving completion of the transfer shall be replaced with a legitimate copy of the decision of the State bank of Vietnam.

#### **Article 27. Receiving and processing applications for enterprise registration**

1. The enterprise, its founder or authorized representative shall submit applications at Business Registration Office of the province where the enterprise's headquarters is situated.

2. Applications for enterprise registration shall be received and updated on National Enterprise Registration Information System when:

- a) It contains adequate documents as prescribed in this Decree;
- b) The enterprise's name has been written on the application form for enterprise registration or change of enterprise registration information or notification of change of enterprise registration information;
- c) There is an address of the person who submits the application for enterprise registration;
- d) Fees and charges for enterprise registration are fully paid.

3. After receiving an application for enterprise registration, Business Registration Office shall give a confirmation slip to the person who submits the application.

4. After giving the confirmation slip, Business Registration Office shall enter information in the application for enterprise registration into National Enterprise Registration Information System and check the legitimacy of the application and documents contained therein.

#### **Article 28. Time limit for issuing certificate of enterprise registration and confirmation of change of enterprise registration information**

1. Business Registration Office shall issue the certificate of enterprise registration and confirmation of change of enterprise registration information within 03 working days from the receipt of the satisfactory application.
2. If the application is not satisfactory, Business Registration Office shall inform the applicant of necessary revisions and supplementation within 03 working days from the receipt of the application. Business Registration Office must include every necessary revision and supplementation to the application in a notification.
3. After the aforementioned deadline, if the certificate of enterprise registration or certificate of change of enterprise registration information is not issued or enterprise registration information on National Enterprise Registration Database is not changed, or no notification of necessary revisions and supplementation to the application for enterprise registration is received, the enterprise or its founder is entitled to lodge a complaint as prescribed by regulations of law on complaints and denunciation.

#### **Article 29. Issuance of certificate of enterprise registration**

1. Every enterprise shall be issued with the certificate of enterprise registration when all of the conditions in Clause 1 Article 28 of the Law on Enterprises are satisfied.
2. Every enterprise may receive the certificate of enterprise registration directly at Business Registration Office or pay a charge to receive it by post.
3. Information on the certificate of enterprise registration is effective from its issuance date. The enterprise is entitled to do business from the issuance date of the certificate of enterprise registration, except for conditional business lines.
4. The enterprise is entitled to request Business Registration Office to provide copies of the certificate of enterprise registration and pay fees for them.

#### **Article 30. Standardization and update of enterprise registration data**

1. In case information about enterprise registration on the certificate of enterprise registration or confirmation of change of enterprise registration information is not consistent with that on the application for enterprise registration, Business Registration Office shall make a notice and rectify information or instruct the enterprise to do so.
2. In case information about enterprise registration on National Enterprise Registration Database is inadequate or inaccurate compared to the certificate of enterprise registration or the paper application for enterprise registration because of data transfer process, Business Registration Office shall update information or instruct the enterprise to do so.
3. The enterprise has the responsibility to update information about its phone number and email when changing enterprise registration information.

4. Standardization of data, digitalization of documents, update and transfer of enterprise registration data of applications for enterprise registration submitted before the effective date of this Decree shall be carried on according to annual plans of Business Registration Offices.

5. The Ministry of Planning and Investment shall provide detailed guidance on this Article.

### **Article 31. Provision of enterprise registration information**

1. Within 05 working days from the issuance date of the certificate of enterprise registration or changes of enterprise registration information, Business Registration Office shall send information about enterprise registration or changes of enterprise registration information to the tax authority, statistical agency, employment authority, and social insurance authority. The authorities using enterprise registration information sent by Business Registration Office must not request enterprises to provide information that is already sent by Business Registration Office.

2. Business Registration Office shall send a monthly list of enterprises registered in the previous month, including their information, to relevant regulatory bodies and the People's Committee of the district where the enterprise's headquarters is situated.

3. The provision and exchange of enterprise registration information between business registration authority and other regulatory authorities shall be done in the form of paper or electronic documents.

4. Other organizations and individuals may pay fees to obtain information about enterprise registration, legal status, and financial statements of enterprises via National Business Registration Portal or at Business Registration Office or the Ministry of Planning and Investment.

### **Article 32. Fees and charges for enterprise registration**

1. The enterprise or its founder must pay fees and charges for enterprise registration when submitting the application for enterprise registration. Fees and charges for enterprise registration may be submitted directly at Business Registration Office or transferred to its account using electronic payment services. Fees and charges for enterprise registration shall not be refunded if the enterprise is not issued with the certificate of enterprise registration.

2. Online payment of fees and charges is supported on National Business Registration Portal. Fees for electronic payment services must not be included in fees and charges for enterprise registration, fees for provision of enterprise registration information, and fees for publishing of enterprise registration information.

3. In case errors occur during the process of electronic payment services, the payer shall contact the payment service provider.

4. The Ministry of Finance shall take charge and cooperate with the Ministry of Planning and Investment in providing guidance on collection, management, and use of fees for registration of enterprises and business households, fees for provision of enterprise registration information, and fees for publishing enterprise registration information to defray the costs of business registration authorities.

**Article 33. Registration of branches, representative offices; notification of establishment of business locations**

1. Application for registration of branch/representative office:

When registering a branch/representative office, the enterprise must send the notification of establishment of the branch/representative office to Business Registration Office of the province where the branch/representative office is situated. The notification shall contain:

- a) The enterprise ID number;
- b) Name and address of the enterprise's headquarters;
- c) Name of the branch/representative office to be established;
- d) Address of the branch/representative office;
- dd) Scope of operation of the branch/representative office;
- e) Tax registration information;
- g) Full name, residence, ID number/passport number or number of another ID paper of the head of the branch/representative office;
- h) Full name and signature of the legal representative of the enterprise.

The notification must be enclosed with:

- The decision and legitimate copy of the minutes of meeting of the Board of members (if the company is a multi-member limited liability company), of the company's owner or the Board of members or the company's president owner (if the company is a the single-member limited liability company), of the Board of Directors (if the company is a joint-stock company), or general partner (if the company is a partnership) on establishment of the branch/representative office;
- A legitimate copy of the decision to appoint the head of the branch/representative office;
- Legitimate copy of the ID paper of the head of the branch/representative office.

2. Notification of establishment of business location:

The business location of an enterprise may be located outside its headquarters. An enterprise may only establish its business locations within the province in which its headquarters or branches are located. Within 10 working days from the date of establishment of business location, the enterprise shall send a notification to Business Registration Office. The notification shall contain:

- a) The enterprise ID number;
- b) Name and address of the enterprise's headquarters or branch (if the business location is located in a province where the enterprise's branch is located);
- c) Name and address of the business location;
- dd) Business lines of the business location;
- dd) Full name, residence, ID number/passport number or number of another ID paper of the head of the business location;
- e) Full name, signature of the legal representative of the enterprise if the business location is affiliated to the enterprise; full name, signature of the head of the branch if the business location is affiliated to the branch.

3. After receiving satisfactory documents from the enterprise, Business Registration Office shall enter information into National Enterprise Registration Information System in order to request an ID number of the branch/representative office/business location. Within 03 working days from the receipt of satisfactory documents, Business Registration Office shall issue the certificate of registration of branch/representative office, or update information about the business location on National Enterprise Registration Database. Business Registration Office may issue a certificate of registration of business location at the request of the enterprise.

4. In case the enterprise establishes a branch/representative office in a province other than the province in which its headquarters is located, Business Registration Office of the province where the branch/representative office is located shall send information to the Business Registration Office of the province where the enterprise's headquarters is located.

5. Establishment of overseas branches/representative offices shall comply with the law of the host country.

Within 30 working days from the official opening date of the overseas branch/representative office, the enterprise must send a written notification to Business Registration Office. The notification must be enclosed with a legitimate copy of the certificate of registration of branch/representative office or an equivalent document in order to update information about the enterprise's branches and representative offices on National Enterprise Registration Database.

#### **Article 34. Notification of use, change, destruction of seal design**

1. Every enterprise is entitled to decide the design, content, and quantity of its seal and the seals of its branches and representative offices. An enterprise may have multiple seals with the same design and content.
2. Before using, changing, or destroying a seal design of an enterprise or its branch/representative office, the enterprise must send a notification to Business Registration Office of the province where the enterprise, branch, or representative office is situated in order to post the seal design on National Business Registration Portal. The notification shall contain:
  - d) Name, ID number, address of the enterprise or its branch/representative office;
  - b) The quantity of seals, seal design, and its effective date.
3. After receiving the seal design, Business Registration Office shall give a confirmation slip to the enterprise and post the seal design on National Business Registration Portal.
4. Business Registration Office is not responsible for the truthfulness, accuracy, legitimacy, appropriateness, and distinction of the seal design as well as dispute over the management and use of the seal design.
5. When an enterprise receives a notification that its seal design has been posted, the previous notifications are no longer valid.

## **Chapter V**

### **ONLINE ENTERPRISE REGISTRATION Article 35. Online**

#### **enterprise registration**

1. Every organization and individual may apply for enterprise registration online. Business Registration Office shall enable all applicants to search information and apply for enterprise registration online.
2. Applicants shall use public digital signatures or business registration accounts to apply enterprise registration online.
3. An Online application for enterprise registration is as valid as a paper application.

#### **Article 36. Validity of online application for enterprise registration**

An online application for enterprise registration is valid when all of the following conditions are satisfied:

1. There are sufficient electronic documents with complete contents as paper documents. Names of electronic documents must be relevant to names of paper documents.

2. Information about enterprise registration on electronic documents is complete and accurate.
3. Online applications for enterprise registration must be authenticated with public digital signatures or business registration accounts of enterprises' legal representatives.

**Article 37. Procedures for online enterprise registration using public digital signatures**

1. The legal representative shall enter information, download electronic documents, append the digital signature on the electronic registration application, and pay fees online according to the procedures on National Business Registration Portal.
2. After the application is sent, the legal representative will receive a confirmation slip.
3. If the application is satisfactory, Business Registration Office shall send information to the tax authority to automatically generate an enterprise ID number. After receiving the enterprise ID number from the tax authority, Business Registration Office shall issue the certificate of enterprise registration and notify the applicant. If the application is not satisfactory, Business Registration Office shall send an electronic notification to the applicant for revision or supplementation of the application.
4. Procedures for online enterprise registration are also applied to registration of the enterprise's branches, representative offices, and business locations.

**Article 38. Procedures for online enterprise registration using business registration account**

1. The legal representative shall enter information, download electronic versions of ID papers from National Business Registration Portal in order to be issued with a business registration account.
2. The legal representative shall use the business registration account to enter information, download electronic documents, and authenticate the online application for enterprise registration according to the procedures on National Business Registration Portal.
3. After the application is sent, the legal representative will receive a confirmation slip.
4. Business Registration Office shall examine the application and send an electronic notification to the applicant for revision or supplementation of the application if it is not satisfactory. If the application is satisfactory, Business Registration Office shall send information to the tax authority to generate an enterprise ID number. After receiving the enterprise ID number from the tax authority, Business Registration Office shall send an electronic notification of issuance of the certificate of enterprise registration to the applicant.
5. After receiving the notification, the legal representative shall submit a paper application for enterprise registration enclosed with the confirmation slip to Business Registration Office, whether directly or by post.



6. After receiving the paper application, Business Registration Office shall compare documents therein with the documents submitted online and issue the certificate of enterprise registration if they are consistent.

If Business Registration Office does not receive the paper application within 30 days from the day on which the notification of issuance of the certificate of enterprise registration is sent, the online application is no longer valid.

7. The legal representative is responsible for the completeness and accuracy of the paper application compared to the online application. In case the paper application is not consistent with the online application but the applicant fails to notify Business Registration Office, it will be considered fraudulent and dealt with as prescribed in Clause 1 Article 63 of this Decree.

8. Procedures for online enterprise registration are also applied to registration of the enterprise's branches, representative offices, and business locations.

### **Article 39. Imposition of penalties for violations, settlement of complaints and disputes related to public digital signatures and business registration accounts**

The disputes, complaints, and violations related to management, use of public digital signatures and business registration accounts shall be handled in accordance with regulations of law.

## **Chapter VI**

### **DOCUMENTS AND PROCEDURES FOR REGISTRATION OF CHANGES OF ENTERPRISE REGISTRATION INFORMATION Article 40.**

#### **Registration of relocation of headquarters address**

1. Before registering the relocation of the headquarters address, the enterprise must complete all tax procedures related to relocation in accordance with regulations of law on taxation.

2. If the headquarters is relocated within the same province, the enterprise shall send a notification to the Business Registration Office where the enterprise was registered. The notification shall contain:

- a) Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);
- b) New address of the headquarters;
- c) Full name and signature of the legal representative of the enterprise.

The notification must be enclosed with the decision and legitimate copy of the minutes of meeting on relocation of the Board of members (if the enterprise is a multi-member limited liability company), the General Meeting of Shareholders (if the enterprise is a joint-stock



company), general partners (if the enterprise is a partnership), or decision of the company's owner (if the enterprise is a single-member limited liability company). The decision and minutes of meeting must specify the changes in the company's charter.

When receiving the notification, Business Registration Office shall give a confirmation slip to the enterprise, examine the validity of documents, and issue the certificate of enterprise registration.

3. If the headquarters is relocated to another province, the enterprise shall send a notification to the Business Registration Office of the province to which the headquarters is relocated. The notification shall contain:

a) Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);

b) New address of the headquarters;

dd) Full name, residence, signature, ID number/passport number or number of another ID paper of the enterprise's legal representative.

The notification must be enclosed with:

- A legitimate copy of the revised charter of the company;

- A list of members (if the enterprise is a multi-member limited liability company); a list of authorized representatives (if the enterprise is a single-member limited liability company); a list of founding shareholders, foreign shareholders, authorized representatives of shareholders being foreign organizations (if the enterprise is a joint-stock company); or a list general partners (if the enterprise is a partnership);

- The decision and legitimate copy of the minutes of meeting on relocation of the Board of members (if the enterprise is a multi-member limited liability company), the General Meeting of Shareholders (if the enterprise is a joint-stock company), general partners (if the enterprise is a partnership), or decision of the company's owner (if the enterprise is a single-member limited liability company).

When receiving the notification, Business Registration Office of the province to which the headquarters is relocated shall give a confirmation slip to the enterprise, examine the validity of documents, issue the certificate of enterprise registration, and send information to the Business Registration Office where the enterprise was initially registered.

4. The relocation of the enterprise's headquarters does not affect the enterprise's rights and obligations.

#### **Article 41. REGISTRATION OF CHANGE OF ENTERPRISE'S NAME**

1. When changing its name, the enterprise shall send a notification to Business Registration Office that issued the certificate of enterprise registration. The notification shall contain:

- a) The current name, enterprise ID number, TIN or number of certificate of business registration (in case the enterprise has not had an enterprise ID number or TIN);
- b) The new name;
- c) Full name and signature of the legal representative of the enterprise.

The notification must be enclosed with the decision and legitimate copy of the minutes of meeting on relocation of the Board of members (if the enterprise is a multi-member limited liability company), the General Meeting of Shareholders (if the enterprise is a joint-stock company), general partners (if the enterprise is a partnership), or decision of the company's owner (if the enterprise is a single-member limited liability company). The decision and minutes of meeting must specify the changes in the company's charter.

2. When receiving the notification, Business Registration Office shall give a confirmation slip to the enterprise, examine the validity of documents, and issue the certificate of enterprise registration if the new name does not contravene regulations on naming enterprises.

3. The change of an enterprise's name does not affect the enterprise's rights and obligations.

#### **Article 42. Registration of changes of general partners**

In case of dismissal or admission of a general partner as prescribed in Article 180 and Article 181 of the Law on Enterprises, the partnership shall send a notification to Business Registration Office where it was registered. The notification shall contain:

1. Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);
2. Full name, residence, signature, ID number/passport number or number of another ID paper of new general partner or dismissed general partner;
3. Signatures of all general partners or authorized general partners, except for the dismissed one;
4. Changes of the company's charter.

The notification must be enclosed with a legitimate copy of the ID paper of the new general partner.

When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, and issue the certificate of enterprise registration.

### **Article 43. Registration of replacement of legal representatives of limited liability companies and joint-stock companies**

1. The application for replacement of the legal representative of a limited liability company or joint-stock company consists of:

- a) A notification of replacement of the legal representative;
- b) A legitimate copy of the ID paper of the new legal representative;
- c) The decision of the company's owner on replacement of the legal representative (if the enterprise is a single-member limited liability company); decision and legitimate copy of the minutes of meeting of the Board of members on replacement of the legal representative (if the enterprise is a multi-member limited liability company);

The decision and legitimate copy of minutes of meeting of the General Meeting of Shareholders on replacement of the legal representative (if the enterprise is a joint-stock company) in case it changes the company's charter;

The decision and legitimate copy of minutes of meeting of the Board of Directors on replacement of the legal representative (if the enterprise is a joint-stock company) in case it does not change the company's charter except for name and signature of the legal representative according to Article 25 of the Law on Enterprises;

The decision and minutes of meeting must specify the changes in the company's charter.

2. Content of the notification of replacement of the legal representative:

- a) Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);
- b) Full names, ID numbers/passport numbers or number of another ID paper, positions, permanent residences of the current legal representative and the new legal representative;
- c) Full name and signature of one of the following persons:

The company's owner if the enterprise is a single-member limited liability company owned by an individual.

The Chairperson of the Board of members or the company's President if the enterprise is a single-member limited liability company owned by an organization.

The Chairperson of the Board of members if the enterprise is a multi-member limited liability company. In case the Chairperson of the Board of members is the legal representative, the notification shall bear the signature of the new Chairperson elected by the Board of members.

The Chairperson of the Executive Board if the enterprise is a joint-stock company. In case the Chairperson of the Executive Board is the legal representative, the notification shall bear the signature of the new Chairperson elected by the Executive Board.

In case the Chairperson of the Board of members, the company's President, or the Chairperson of the Executive Board of the company makes a getaway, is under police detention, has a mental disease or another disease that renders him/her unable to control himself/herself, or refuses to sign the notification, the notification must bear full names and signatures of members of the Board of members, the company's owner, or members of the Executive Board who voted for replacement of the legal representative.

When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, and issue the certificate of enterprise registration.

#### **Article 44. Registration of change of charter capital or capital contribution (stake) ratio**

1. In case of change of ratio of capital contributions by members of a multi-member limited liability company, of general partners of a partnership, the enterprise shall send a notification to Business Registration Office where the enterprise was registered. The notification shall contain:

- a) Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);
- b) Full name, address, nationality, ID number/passport number or number of another ID paper, or number of decision on establishment, enterprise ID number of each member/general partner.
- c) The ratio of capital contribution of each member/general partner;
- d) Registered charter capital and new level of charter capital; time and method of increasing/decreasing capital;
- dd) Full name, nationality, ID number/passport number or number of another ID paper, permanent residence, and signature of the enterprise's legal representative or authorized general partner.

2. In case of change of charter capital, the notification prescribed in Clause 1 of this Article must be enclosed with the decision and legitimate copy of the minutes of meeting of the Board of members (if the enterprise is a multi-member limited liability company), the General Meeting of Shareholders (if the enterprise is a joint-stock company), or decision of the company's owner (if the enterprise is a single-member limited liability company) on change of charter capital; a written approval for capital contribution, purchase of shares/stakes by foreign investors given by the Department of Planning and Investment of the province in the case mentioned in Clause 1 Article 26 of the Law on Investment.

3. If the General Meeting of Shareholders ratifies offering of shares to increase charter capital and assigns the Board of Directors to complete procedures for registration of charter capital after

the end of each offering, the notification prescribed in Clause 1 of this Article and application for permission to increase charter capital must be enclosed with:

- a) A decision and legitimate copy of the minutes of meeting of the General Meeting of Shareholders on offering of shares to increase charter capital, which specifies the quantity of shares offered and that the Board of Directors will complete procedures for registration of charter capital after each offering;
- b) A decision and legitimate copy of minutes of meeting of the Board of Directors of the joint-stock company on registration of increase of charter capital after each offering.

The decision and minutes of meeting must specify the changes in the company's charter.

4. In case charter capital is decreased, the company must promise to settle all debts and other liabilities after capital decrease; the notification must be enclosed with the latest financial statement of the company.

5. When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, and issue the certificate of enterprise registration.

#### **Article 45. Registration of changes of members of multi-member limited liability company**

1. In case of admission of new members, the company shall send a notification to Business Registration Office where the enterprise was registered. The notification shall contain:

- a) Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);
- b) Names, enterprise ID numbers, addresses of headquarters of members being organizations; full names, nationalities, ID numbers/passport numbers or numbers of other ID papers of members being individuals; value of capital contribution, time of capital contribution, type of assets contributed as capital, quantity and value of each type of assets contributed as capital by the new members;
- c) Capital contributions that are changed after admission of new members;
- d) Charter capital of the company after admission of new members;
- dd) Full name and signature of the legal representative of the company. The notification must be

enclosed with:

- A decision and legitimate copy of minutes of meeting of the Board of members on admission of new members;
- Certifications of new members' capital contribution;

- A legitimate copy of the decision on establishment or certificate of enterprise registration or an equivalent document, a legitimate copy the ID paper of the authorized representative and letter of attorney of each member being an organization, legitimate copy of the ID paper of each member being an individual;

- A written approval for capital contribution, purchase of shares/stakes by foreign investors given by Department of Planning and Investment of the province in the case mentioned in Clause 1 Article 26 of the Law on Investment.

The decision and minutes of meeting of the Board of members must specify the changes in the company's charter.

When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, and issue the certificate of enterprise registration.

2. In case of changes of members because of stake transfer, the company shall send a notification to Business Registration Office where it was registered. The notification shall contain:

a) Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);

b) Names, addresses of headquarters of organizations; full names, nationalities, ID/passport numbers of individuals; stakes being transferred;

c) Stakes of members after transfer;

d) Time of transfer;

dd) Full name and signature of the legal representative of the company. The notification must be enclosed with:

- A transfer contract or documents proving completion of the transfer;

- A legitimate copy of the decision on establishment or certificate of enterprise registration or an equivalent document, a legitimate copy the ID paper of the authorized representative and letter of attorney of each new member being an organization, legitimate copy of the ID paper of each new member being an individual;

- A written approval for capital contribution, purchase of shares/stakes by foreign investors given by Department of Planning and Investment of the province in the case mentioned in Clause 1 Article 26 of the Law on Investment.

When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, and issue the certificate of enterprise registration.

3. In case of change of members because of inheritance, the company shall send a notification to Business Registration Office where it was registered. The notification shall contain:

- a) Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);
- b) Full name, ID/passport number, nationality, stake of each giver and inheritor;
- c) Time of inheritance;
- d) Full name and signature of the legal representative of the company.

The notification must be enclosed with a legitimate copy of certification of the inheritor's right to inheritance and legitimate copy of the inheritor's ID paper.

When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, and issue the certificate of enterprise registration.

4. In case of changes of members because of a member's failure to contribute capital as prescribed in Clause 3 Article 48 of the Law on Enterprises, the company shall send a notification to Business Registration Office where it was registered. The notification shall contain:

- a) Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);
- b) Names, addresses of headquarters of organizations; full names, nationalities, ID/passport numbers, nationalities, and capital supposed to be contributed by members who fail to contribute capital, and the buyers of their slots.
- c) Full name and signature of the legal representative of the company.

The notification must be enclosed with the decision and legitimate copy of the minutes of meeting of the Board of members on changes of members because of failure to contribute capital and a list of remaining members of the company. The decision and minutes of meeting of the Board of members must specify the changes in the company's charter.

When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, and issue the certificate of enterprise registration.

5. Registration of changes of members because of stake offering;

The registration of changes of members in case of stake offering is similar to registration of changes of members because of stake transfer. In this case, the transfer contract or documents proving completion of the transfer shall be replaced with documents certifying the offering contract.



#### **Article 46. Registration of replacement of owner of single-member limited liability company**

1. In case an owner of a company transfers the entire charter capital to another individual or organization, the transferee must register the replacement of the company's owner. The registration documents include:

- a) A notification of changes of enterprise registration information bearing the signatures of the old owner or his/her legal representative and the new owner or his/her legal representative;
- b) A legitimate copy of the ID paper of the transferee (if the transferee is an individual) or legitimate copy of certificate of enterprise registration or an equivalent document (if the transferee is an organization); a list of authorized representatives, a legitimate copy the ID paper of the authorized representative and a letter of attorney issued by the owner;
- c) A legitimate copy of the revised charter of the company;
- d) A capital transfer contract or documents proving completion of the capital transfer;
- dd) A written approval for capital contribution, purchase of shares/stakes by foreign investors given by Department of Planning and Investment of the province in the case mentioned in Clause 1 Article 26 of the Law on Investment.

2. In case of replacement of the owner of a single-member limited liability company under a decision of a competent authorities on restructuring of state-owned enterprises, the registration documents are the same as Clause 1 of this Article, except for the transfer contract or documents proving completion of the transfer that are replaced with the decision on replacement of the company's owner issued by a competent authorities.

3. In case of replacement of the owner of a single-member limited liability company because of inheritance, registration documents include:

- a) A notification of changes of enterprise registration information bearing the signature of the new owner or his/her legal representative;
- B) A legitimate copy of the revised charter of the company; c) a Legitimate copy of the new owner's ID paper;
- d) A legitimate copy of the certificate of the inheritor's lawful right to inheritance.

4. In case more than one individual or organization inherits the capital of the owner of the single-member limited liability company, it will be converted into a multi-member limited liability company. The application for conversion consists of:

- a) Application form for enterprise registration;



- b) The revised charter of the company;
  - c) A list of members;
  - d) Legitimate copies of ID papers of members being individuals; legitimate copies of certificates of enterprise registration or equivalent documents of members being organizations.
  - dd) A legitimate copy of the certification of the lawful right to inheritance of inheritors.
5. In case of stake offering, the registration of replacement of the owner of the single-member limited liability company is the same as the case of stake transfer in Clause 1 of this Article. IN this case, the contract for stake transfer or documents proving the completion of transfer will be replaced with the offering contract.
6. When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, and issue the certificate of enterprise registration.

**Article 47. Registration of change of private enterprise in case the enterprise is sold, offered, the owner dies or is missing**

In case the owner of a private enterprise sells or offers the enterprise, dies, or is missing, the buyer, receiver, or inheritor of the enterprise must register the change of private enterprise's owner. Registration documents include:

1. A notification of change of enterprise registration information bearing the signature of the seller/giver and the buyer/receiver, or signature of the inheritor in case the private company's owner dies or is missing;
2. A legitimate of ID paper of the buyer/receiver/inheritor.
3. A sale contract, offering contract, or documents proving completion of the transfer in case the private company is sold or offered; a legitimate copy of the certification of the inheritor's right to inheritance.

When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, and issue the certificate of enterprise registration.

**Article 48. Registration of changes of registered information about branches, representative offices, business locations**

1. Before registering the change of location of a branch of representative office, the enterprise must complete all tax procedures related to relocation in accordance with regulations of law on taxation.
2. When changing registered information about a branch/representative office/business location, the enterprise shall send a notification of change of registered information about the

branch/representative office/business location to Business Registration Office of the province where the branch/representative office is situated. When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, change information about the branch/representative office/business location on National Enterprise Registration Database, and issue the certificate of registration of branch/representative office/business location within 03 working days from the day on which satisfactory documents are received. Business Registration Office shall issue a certification of change of registered information about the branch/representative office/business location at the request of the enterprise.

3. In case a branch/representative office/business location is relocated to another province, the enterprise shall send a notification of change of registered information about the branch/representative office/business location to Business Registration Office of the province to which the branch/representative office is relocated.

When receiving the notification, Business Registration Office of the province to which the branch/representative office is relocated shall give a confirmation slip, examine the validity of documents, issue the certificate of registration of branch/representative office to the enterprise, and send information to the Business Registration Office of the province where branch/representative office was initially located.

#### **Article 49. Notification of addition/change of business lines**

1. In case of addition/change of business lines, the enterprise shall send a notification to Business Registration Office where it was registered. The notification shall contain:

- a) Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);
- b) The new or changed business lines;
- c) Full name and signature of the legal representative of the enterprise.

The notification must be enclosed with the decision and legitimate copy of the minutes of meeting of the Board of members (if the enterprise is a multi-member limited liability company), the General Meeting of Shareholders (if the enterprise is a joint-stock company), general partners (if the enterprise is a partnership), or decision of the company's owner (if the enterprise is a single-member limited liability company) on addition/change of business lines. The decision and minutes of meeting must specify the changes in the company's charter.

2. When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, change information about the enterprise's business lines on National Enterprise Registration Database. Business Registration Office shall issue a certification of change of registered information about the enterprise at the request of the enterprise.

3. If documents about addition/change of business lines are not satisfactory, Business Registration Office shall request the enterprise to complete the documents within 03 working days.

4. The enterprise has the responsibility to notify addition/change of its business lines to Business Registration Office within 10 working days from the occurrence of such change. Otherwise, the enterprise will incur penalties in accordance with penalties for administrative violations against regulations on planning and investment.

#### **Article 50. Notification of capital investment of private enterprise's owner**

1. In case of increase or decrease of registered capital investment, the private enterprise's owner must send a notification to Business Registration Office where the enterprise was registered. The notification shall contain:

- a) Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);
- b) Registered capital investment, new level of capital, and time of change;
- c) Full name and signature of the private enterprise's owner.

When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, change information about the enterprise's capital investment on National Enterprise Registration Database. Business Registration Office shall issue a certification of change of registered information about the enterprise at the request of the enterprise.

2. If documents about change of capital investment are not satisfactory, Business Registration Office shall request the enterprise to complete the documents within 03 working days.

3. The enterprise has the responsibility to notify the change of capital investment of the private enterprise's owner to Business Registration Office within 10 working days from the occurrence of such change. Otherwise, the enterprise will incur penalties in accordance with penalties for administrative violations against regulations on planning and investment.

#### **Article 51. Notification of change of information about founding shareholders of joint-stock companies**

1. founding shareholders prescribed in Clause 2 Article 4 of the Law on Enterprises shall be enumerated on the list of founding shareholders which is submitted to Business Registration Office upon registration of the enterprise establishment.

2. In case of changes of information about founding shareholders because some founding shareholders have not paid or have partly paid for the shares they register, the company shall

send a notification to Business Registration Office where the company was registered. The notification shall contain:

- a) Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);
- b) Full name, ID number/passport number or number of another ID paper of each founding shareholder being an individual; Name, address of the headquarters, number of decision on establishment or enterprise ID number of each founding shareholder being an organization;
- c) Full name, signature, ID number/passport number or number of another ID paper of the company's legal representative.

When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, change information about the company's founding shareholders on National Enterprise Registration Database. Business Registration Office shall issue a certification of change of registered information about the enterprise at the request of the enterprise.

Founding shareholders who have not paid for the shares they register are indisputably no longer shareholders of the company according to Point a Clause 3 Article 112 of the Law on Enterprises and shall be removed from the list of founding shareholders of the company.

3. In case of change of information about founding shareholders because some founding shareholders transfer their shares, the following documents must be submitted apart from the documents mentioned in Clause 2 of this Article:

- a) A list of information about founding shareholders after the change;
- b) A shares transfer contract or documents proving completion of the transfer;
- c) A written approval for capital contribution, purchase of shares/stakes by foreign investors given by Department of Planning and Investment of the province in the case mentioned in Clause 1 Article 26 of the Law on Investment.

4. In case the founding shareholder is an organization that is an acquired enterprise, divided enterprise, or consolidating enterprise, the registration is the same as registration of change of founding shareholders because of shares transfer prescribed in Clause 3 of this Article. In this case the acquisition contract, decision on company division, or consolidation contract shall replace the transfer contract or documents proving the transfer completion.

5. The registration of change of founding shareholders in case of offering, inheritance of shares is the same as registration of change of founding shareholders because of shares transfer prescribed in Clause 3 of this Article. In this case, the offering contract or a legitimate copy of the certification of the lawful right to inheritance shall replace the transfer contract or documents proving the transfer completion.

6. If documents about change of founding shareholders are not satisfactory, Business Registration Office shall request the company to complete the documents within 03 working days.

7. The joint-stock company has the responsibility to notify the change of its founding shareholders to Business Registration Office within 10 working days from the occurrence of such change. Otherwise, it will incur penalties in accordance with penalties for administrative violations against regulations on planning and investment.

## **Article 52. Notification of change of foreign shareholders in unlisted joint-stock companies**

1. In case of foreign shareholders of an unlisted joint-stock company are changed as prescribed in Clause 3 Article 32 of the Law on Enterprises, the company shall send a notification to Business Registration Office where it was registered. The notification shall contain:

- a) Name, enterprise ID number, TIN, or number of certificate of business registration (in case the enterprise has not had a enterprise ID number or TIN);
- b) Information about foreign shareholders who transfer their shares (transferor shareholders): name, address of headquarters of each foreign shareholder being a organization; full name, nationality, permanent residence of each shareholder being a individual; type of shares and their holdings in the company; type and quantity of shares being transferred;
- c) Information about foreign shareholders who receive shares (transferee shareholders): name, address of headquarters of each foreign shareholder being a organization; full name, nationality, permanent residence of each shareholder being a individual; type and quantity of shares being received; type of shares and their holdings in the company;
- d) Full name, signature, ID number/passport number or number of another ID paper of the company's legal representative.

The notification must be enclosed with the decision and legitimate copy of the minutes of meeting of the General Meeting of Shareholders on changes of foreign shareholders; a list of foreign shareholders after the change; shares transfer contract or documents proving completion of transfer; legitimate copy of the decision on establishment or an equivalent document; legitimate copies of ID papers of authorized representatives of transferee shareholders being organizations and corresponding letters of attorneys; legitimate copies of ID papers of transferee shareholders being individuals; a written approval for capital contribution, purchase of shares/stakes by foreign investors issued by Department of Planning and Investment of the province according to the Law on Investment.

The decision and minutes of meeting of the General Meeting of Shareholders must specify the changes in the company's charter.

When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, change information about the company's foreign

shareholders on National Enterprise Registration Database. Business Registration Office shall issue a certification of change of registered information about the enterprise at the request of the enterprise.

2. If documents about change of foreign shareholders are not satisfactory, Business Registration Office shall request the company to complete the documents within 03 working days.
3. The company has the responsibility to notify the change of its foreign shareholders to Business Registration Office within 10 working days from the occurrence of such change. Otherwise, it will incur penalties in accordance with penalties for administrative violations against regulations on planning and investment.

### **Article 53. Notification of tax registration information**

1. Every enterprise that changes the tax registration information without changing business registration information shall send a notification to Business Registration Office of the province where its headquarters is situated.

The notification shall contain:

- a) Name, address of headquarters, enterprise ID number, and issuance date of the certificate of business registration, tax registration certificate, or certificate of enterprise registration;
- b) Changes of tax registration information.

2. Business Registration Office shall receive the notification, enter information on National Enterprise Registration Information System in order to transfer information to the database of General Department of Taxation. Business Registration Office shall issue a certification of change of registered information about the enterprise at the request of the enterprise.

### **Article 54. Notification of information about the enterprise's manager, information about foreign shareholders; notification of private placement of shares; notification of lease of private enterprise; notification of change of information about authorized representatives**

1. Within 05 working days from the day on which information about the full name, address, nationality, ID number of the enterprise's manager, a member of the Control Board or Controller is changed, the enterprise shall send a notification to Business Registration Office of the province where its headquarters is situated according to Article 12 of the Law on Enterprises.
2. Within 03 working days from the day on which information about full name, nationality, passport number, permanent residence, quantity and types of shares of a shareholder being a foreigner; name, enterprise ID number, address of headquarters, quantity and types of shares, full name, nationality, passport number, and permanent resident of the authorized representative of a shareholder being a foreign organization is available or changed, the enterprise shall send a notification to Business Registration Office of the province where its headquarters is situated according to Clause 3 Article 171 of the Law on Enterprises.

3. Within 05 working days from the issuance date of the decision on private placement of shares, the joint-stock company shall send a notification to Business Registration Office of the province where its headquarters is situated according to Article 123 of the Law on Enterprises.
4. Within 03 working days from the effective date of the enterprise lease contract, the owner of the private enterprise shall send a notification to Business Registration Office of the province where its headquarters is situated according to Article 186 of the Law on Enterprises.
5. Within 10 working days from the day on which information about authorized representative of the owner of a single-member limited liability company is changed, the company shall send a notification to Business Registration Office of the province where its headquarters is situated.
6. When receiving the notification, Business Registration Office shall give a confirmation slip, examine the validity of documents, change information about the enterprise on National Enterprise Registration Database. Business Registration Office shall issue a certification of change of registered information about the enterprise at the request of the enterprise.

#### **Article 55. Publishing of enterprise registration information**

1. Enterprise registration information shall be published in accordance with Article 33 of the Law on Enterprises.
2. When receiving the certificate of business registration, or confirmation of change of enterprise registration information in terms of business lines, founding shareholders, foreign shareholders, the enterprise shall pay a fee for publishing enterprise registration information.
3. Business Registration Office shall publish the enterprise registration information on National Business Registration Portal.

#### **Article 56. Cases in which change of enterprise registration information is not registered**

1. The enterprise shall not register the change of enterprise registration information in the following cases:
  - a) Business Registration Office has issued a notice that the enterprise's violation results in revocation of the certificate of enterprise registration, or has issued a decision to revoke the certificate of enterprise registration;
  - b) The enterprise is undergoing dissolution under a decision on enterprise dissolution;
  - c) The registration is refused at the request of the court, police authority, or judgment enforcement authority.
2. The enterprise mentioned in Clause 1 of this Article may register changes of enterprise registration information in the following cases:



- a) The enterprise has taken remedial measures as requested by the notice of violations and such measures are accepted by Business Registration Office;
- b) The enterprise has to register some changes of enterprise registration information to serve its dissolution process and complete the dissolution dossier as prescribed. In this case, the application for registration must be enclosed with the enterprise's explanation for changes;
- c) The enterprise has implemented the decision of the Court or judgment enforcement authority, and is accepted by the Court or judgment enforcement authority.

## **Chapter VII**

### **PROCEDURES FOR BUSINESS SUSPENSION, REISSUANCE OF CERTIFICATE OF ENTERPRISE REGISTRATION, ENTERPRISE DISSOLUTION, AND REVOCATION OF CERTIFICATE OF ENTERPRISE REGISTRATION**

#### **Article 57. Business suspension and resumption of business ahead of schedule**

1. When an enterprise carries out procedures for business suspension, a notification of suspension of the branch/representative office/business location shall be sent to Business Registration Office where the branch/representative office/business location is registered.
2. When an enterprise or branch/representative office/business location suspends its operation or resumes its operation ahead of schedule, a notification shall be sent to Business Registration Office where the enterprise or its branch/representative office/business location was registered at least 15 days before the date of suspension or resumption. The suspension period must not exceed one year. If the enterprise or its branch/representative office/business location is still suspended after this period, another notification must be sent to Business Registration Office. The total duration of continuous suspension must not exceed two year.
3. When an enterprise suspends its operation, the notification must be enclosed with the decision and legitimate copy of the minutes of meeting of the Board of members (if the enterprise is a multi-member limited liability company), the company's owner (if the enterprise is a single-member limited liability company), the Board of Directors (if the enterprise is a joint-stock company), or general partners (if the company is a partnership).
4. The Business Registration Office shall give a receipt to the enterprise after receiving the notification of business suspension or resumption of business operation ahead of schedule. Within 03 working days from the receipt of satisfactory documents, Business Registration Office shall issue certification that the enterprise, branch/representative office/business location has registered the business suspension or early resumption of business operation. Business Registration Office shall send information about business suspension and early resumption of business to tax authorities.

#### **Article 58. Reissuance of certificate of enterprise registration**



1. Any enterprise that wishes to have its certificate of enterprise registration reissued because it is lost, damaged, or otherwise destroyed shall submit an application for reissuance of the certificate of enterprise registration to the Business Registration Office that issued the original one.

Business Registration Office shall consider reissuing the certificate of enterprise registration within 03 working days from the receipt of the application.

2. In case the certificate of enterprise registration was issued improperly, Business Registration Office shall send a notification to request the enterprise to complete the documents within 30 days from the notification date in order to have the certificate of enterprise registration reissued. Business Registration Office shall reissue the certificate of enterprise registration within 03 working days from the receipt of satisfactory documents.

3. In case information in the application for enterprise registration is not truthful or not accurate, Business Registration Office shall notify a competent authority to handle the case. After a decision on penalties is issued by the competent authority, Business Registration Office shall request the enterprise to remake the application and reissue the certificate of enterprise registration within 03 working days from the receipt of satisfactory application.

4. When an enterprise is issued with a new certificate of enterprise registration, the old certificates are no longer effective.

#### **Article 59. Procedures for registering enterprise's dissolution**

1. Before initiating procedures for registering an enterprise's dissolution, the enterprise must complete the procedures for shutdown of its branches, representative offices, and business locations at the Business Registration Offices of the provinces where the branches, representative offices, and business locations are situated.

2. Within 07 working days from the day on which the decision on dissolution is ratified according to Clause 1 Article 202 of the Law on Enterprises, the enterprise shall send a notification on dissolution to Business Registration Office. The notification must be enclosed with the decision on enterprise's dissolution of the company's owner (if the enterprise is a single-member limited liability company), decision and legitimate copy of the minutes of meeting on enterprise's dissolution of the Board of members (if the enterprise is a multi-member limited liability company), the General Meeting of Shareholders (if the enterprise is a joint-stock company), of general partners (if the enterprise is a partnership).

3. After receiving the dissolution documents mentioned in Clause 1 Article 204 of the Law on Enterprises, Business Registration Office shall send information about the dissolved enterprise to the tax authority. Within 02 working days from receipt of information from Business Registration Office, the tax authority shall offer its opinions about the dissolution to Business Registration Office.

4. Within 05 working days from the receipt of dissolution documents, Business Registration Office shall change the enterprise's status on National Enterprise Registration Database to

“dissolved” if the tax authority has no objection and issue a notification of the enterprise’s dissolution.

5. If the enterprise uses a seal issued by a police authority, the seal and the certificate of seal registration shall be returned to the police authority in order to be issued with a certificate of seal withdrawal. In this case, the seal and certificate of seal registration in the dissolution documents mentioned in Point c Clause 1 Article 204 of the Law on Enterprises shall be replaced with the certificate of seal withdrawal.

### **Article 60. Shutdown of branches, representative offices, business locations**

1. When shutting down a branch/representative office/business location, the enterprise shall send a notification of the shutdown to Business Registration Office of the province where the branch/representative office/business location is situated.

The notification must be enclosed with the documents mentioned in Clause 2 Article 206 of the Law on Enterprises, including a decision to shut down the branch/representative office issued by the owner (if the enterprise is a private enterprise), owner or the Chairperson of the Board of members or the president (if the enterprise is a single-member limited liability company), of the Board of members (if the enterprise is a multi-member limited liability company), the Board of Directors (if the enterprise is a joint-stock company), or general partners (if the enterprise is a partnership).

2. Business Registration Office shall receive the notification, examine the documents, change the status of the branch/representative office/business location on National Enterprise Registration Database to “shut down”, and issue a notification of shutdown of the branch/representative office/business location.

3. The certificate of registration shall be withdrawn if the branch/representative office/business location is shut down for 01 year without notifying Business Registration Office and tax authority. In this case, Business Registration Office shall issue a notice of violations and request the legal representative of the enterprise to explain at Business Registration Office. If the legal representative of the enterprise does not explain within 10 working days from the date written in the notice, Business Registration Office shall issue a decision to withdraw the certificate of registration of the branch/representative office/business location.

### **Article 61. Removal of divided company, consolidating companies, acquired companies**

1. Within 03 working days from the day on which the transferee companies (from a full division), consolidated company, or acquirer company is granted the certificate of enterprise registration, Business Registration Office of the province where the transferor company, consolidating companies, or the acquired company shall remove them from National Enterprise Registration Database.

2. Business Registration Office shall also remove branches, representative offices, business locations of the transferor company, consolidating companies, or the acquired company from National Enterprise Registration Database.

3. In case the headquarters of the transferor company, consolidating companies, or the acquired company is located outside the province where the headquarters of the transferee companies, consolidated companies, or acquirer company is situated, Business Registration Office of the latter shall send information to Business Registration Office of the former to remove the existence of them from National Enterprise Registration Database.

### **Article 62. Revocation of certificate of enterprise registration**

1. The cases in which the certificate of enterprise registration is revoked are specified in Clause 1 Article 211 of the Law on Enterprises and Clause 26 Article 1 of the Law on the amendments to the Law on Tax administration.

2. Procedures for revocation of a certificate of enterprise registration under a court's decision shall comply with instructions of competent authorities.

3. In case the act of forging documents in the application for enterprise registration needs to be investigated as the basis for revocation of the certificate of enterprise registration as prescribed in Point a Clause 1 Article 211 of the Law on Enterprises, Business Registration Office shall send a written request for investigation to the police authority. The police authority shall give a written response to Business Registration Office within 30 working days from receipt of the written request. If documents in the application for enterprise registration are forged according to the conclusion given by the police authority, Business Registration Office shall revoke the certificate of enterprise registration under the procedures in Clause 1 Article 63 of this Decree.

**Article 63. Procedures for revocation of certificate of enterprise registration** 1. In case the application for enterprise registration is fraudulent:

If the application for registration of a new enterprise is found fraudulent, Business Registration Office shall issue a notice of violations and a decision to revoke the certificate of enterprise registration.

In case the application for change of enterprise registration information or notification of enterprise registration information is found fraudulent, Business Registration Office shall issue a notice of violations and cancel the changes that are made according to fraudulent information, restore the certificate of enterprise registration according to the latest valid documents, and notify a competent authority.

2. In case an enterprise is established by an individual or organization banned from establishing enterprises as prescribed in Clause 2 Article 18 of the Law on Enterprises:

a) If the enterprise is a private enterprise or single-member limited liability company owned by an individual: Business Registration Office where the enterprise is registered shall issue a notice of violations and a decision to revoke the certificate of enterprise registration.

b) If the enterprise is multi-member limited liability company, single-member limited liability company owned by an organization, joint-stock company, or partnership: Business Registration Office where the enterprise is registered shall request the enterprise to replace the member(s) or shareholder(s) banned from establishing enterprises within 30 days from the date of request. If such member(s) or shareholder(s) is/are not replaced by the aforementioned deadline, Business Registration Office shall issue a notice of violations and a decision to revoke the certificate of enterprise registration.

3. In case an enterprise violates Point c Clause 1 Article 211 of the Law on Enterprises, Business Registration Office shall issue a notice of violations and request the legal representative of the enterprise to explain at Business Registration Office. If the legal representative of the enterprise does not explain within 10 working days from the date written in the notice, Business Registration Office shall issue a decision to revoke the certificate of enterprise registration.

4. In case an enterprise fails to send reports as prescribed in Point c Clause 1 Article 209 of the Law on Enterprises, within 10 working days from the deadline prescribed in Point d Clause 1 Article 211 of the Law on Enterprises, Business Registration Office shall issue a notice of violations and request the legal representative of the enterprise to explain at Business Registration Office. If the legal representative of the enterprise does not explain within 10 working days from the date written in the notice, Business Registration Office shall issue a decision to revoke the certificate of enterprise registration.

5. In case of enforcement of a tax decision as prescribed in Clause 26 Article 1 of the Law on the amendments to the Law on Tax administration, within 10 working days from the receipt of the request for revocation of the certificate of enterprise registration issued by the head of the tax authority as prescribed in Clause 31 Article 1 of the Law on the amendments to the Law on Tax administration, Business Registration Office shall revoke the certificate of enterprise registration in accordance with the procedures in Clause 3 of this Article.

6. After receiving the decision to revoke the certificate of enterprise registration, the enterprise shall initiate procedures for dissolution as prescribed in Article 203 of the Law on Enterprises.

7. Information about revocation of the certificate of enterprise registration shall be entered into National Enterprise Registration Information System and sent to the tax authority.

#### **Article 64. Restoration of an enterprise's legal status after the certificate of enterprise registration is revoked**

Business Registration Office shall issue a decision to cancel the decision on revocation of the certificate of enterprise registration and restore the enterprise's legal status on National Enterprise Registration Information System in the following cases:

1. Business Registration Office determines that the enterprise is not subject to revocation of the certificate of enterprise registration.
2. Business Registration Office receives a written request from the tax authority for restoration of the enterprise's legal status after the certificate of business registration is revoked before Business Registration Office updates the enterprise's status as "dissolved" on National Enterprise Registration Information System or within 06 months from the day on which Business Registration Office issues the decision on revocation of the certificate of enterprise registration.

**Article 65. Following procedures for registering enterprise dissolution under a court's decision**

The application for change of enterprise registration information or other information related to enterprise registration under a court's decision shall be sent to Business Registration Office within 15 working days from the effective date of a court's decision or judgment. The application must include a legitimate copy of the court's decision or judgment that is effective.

**Chapter VIII**

**BUSINESS HOUSEHOLD REGISTRATION Article 66. Business**

**household**

1. Business household owned by an individual, a group of individuals being Vietnamese citizens from 18 years of age or older, have full civil capacity, or owned by a household may only register one business location, employs fewer than 10 employees, and take responsibility for the business operation with all of their property.
2. Households engaged in agriculture, forestry, aquaculture, salt productions, street vendors, nomadic businesspeople, and service providers earning low revenues are not required to registered, except for conditional business lines. The People's Committees of provinces shall specify the low revenues applied within their provinces.
3. Any business household that hires 10 employees or more must apply for enterprise registration as prescribed.

**Article 67. The right to establish business households and obligation to register of business households**

1. Every Vietnamese citizen from 18 years of age or over, has full legal and civil capacity, every household is entitled to establish business households and has the responsibility to register business households as prescribed in this Chapter.

2. Each individual and household mentioned in Clause 1 of this Article may register only one business household nationwide. The individuals mentioned in Clause 1 of this Article are entitled to contribute capital and buy shares of enterprises as individuals.

3. Individuals who establish and contribute capital to a business household must not concurrently hold the position of owner of a private enterprise, general partner of a partnership, unless otherwise agreed by the other general partners.

#### **Article 68. Certificate of business household registration**

1. Certificates of business household registration shall be issued to business households established and operated under this Decree.

2. The certificate of business household registration is issued according to information in the application for business household registration, which is provided by the business household founder.

3. Information on the certificate of business household registration is effective from its issuance date; the business household is entitled to do business from the issuance date of the business household, except for conditional business lines.

4. Every business household may receive the certificate of business household registration directly at business registration authority of the district or pay a charge to receive it by post.

5. The business household is entitled to request business registration authority of the district to provide copies of the certificate of enterprise registration and pay fees for them.

#### **Article 69. Rules for business household registration**

1. The business household or its founder shall complete the application for business household registration and take legal responsibility for the legitimacy, truthfulness, and accuracy of information provided therein.

2. The business registration authority of the district is responsible for the legitimacy of the application for business household registration, not violations of law committed by the business household or its founder.

3. The business registration authority of the district is not responsible for settling disputes between individuals of a business household or between the business household and other entities.

#### **Article 70. Quantity of application for business household registration**

Each business household shall submit 01 application to the business registration authority of the district when applying for business household registration or change of registration information.

## **Article 71. Procedures for business household registration**

1. The individual, group of individuals, or representative of the household shall submit the application form for business household registration to the business registration authority of the district where the business location is situated. Content of application form:

- a) Name, address, phone number, fax number, email address (if any) of the business household;
- b) Business lines;
- c) Capital;
- d) Quantity of employees;
- dd) Full names, signatures, residences, numbers and dates of issue of unexpired ID cards or passports of individuals establishing the business household (if the business household is established by a group of individual) or of the individual (if the business household is established by a individual), or representative of the household (if the business household is established by a household).

The application form must be enclosed with legitimate copies of the unexpired ID cards or passports of individuals in the business household or representative of the household, and a legitimate copy of the minutes of meeting of the group of individuals on establishment of the business household (in case the business household is established by a group of individuals).

2. When receiving the application, the business registration authority of the district shall give a receipt to the applicant and issue the certificate of business household registration within 03 working days from the receipt of the application if all of the following conditions are satisfied:

- a) The registered business lines are not prohibited;
- b) The name of the business household is conformable with Article 73 of this Decree;
- c) Fees and charges for registration are fully paid.

If the application is not satisfactory, within 03 working days from the receipt of the application, the business registration authority of the district shall inform the applicant of necessary revisions or supplementation.

3. After 03 working days from the date of submission of the application for business household registration, if the certificate of business household registration is not issued or no request for revision or supplementation of the application is given, the applicant is entitled to lodge a complaint as prescribed by regulations of law on complaints and denunciation.



4. In the first week of every month, the business registration authority of the district shall send a list of business households registered in the previous month to the tax authority of the same district, Business Registration Office, and regulatory agencies of the province.

### **Article 72. Business location of business household**

Business households, including those doing nomadic business, must select a fixed location to register the business household. This location may be the permanent or temporary residence, the most frequent business location, or the collecting station. Business households doing mobile business are entitled to do business outside the registered location. The registered location and the actual business locations must be notified to the tax authority and market surveillance authority.

### **Article 73. Naming business households**

1. Each business household has its own name, which consists of two elements: a) The phrase “Hộ kinh doanh”;
- b) The proper name.

The proper name consists of letters in Vietnamese alphabet, the letters F, J, Z, W, digits, and symbols.

2. It is prohibited to use words or symbols that contradict Vietnam’s tradition, history, culture, and ethics in the business household’s proper name.
3. The business household’s name must not consists of the phrase “công ty” or “doanh nghiệp”
4. The business household’s proper name must not coincide with the name of another registered business household in the same district.

### **Article 74. Business lines of business household**

1. When applying for registration of a new business household or change of business household registration information, the applicant shall write the business lines on the application for or notification of changes of business household registration information. The business registration authority of the district shall record the business lines on the certificate of business household registration.
2. A business household may start engaging in a conditional business lines from the day on which all conditions are fulfilled and must maintain the fulfillment of such conditions throughout its operation. Specialized agencies are in charge of management of conditional business lines and fulfillment of conditions.

3. In case the business registration authority of the district receives a notification from another competent authority that a business household engages in conditional business lines without satisfying all conditions, the business registration authority shall request the business household to stop engaging in the conditional business lines and notify a competent authority to handle the case.

#### **Article 75. Registration of change of business household registration information**

1. When changing business household registration information, the business household shall notify the changes to the business registration authority of the district where it was registered in the following order:

a) The business household sends a notification of changes of business household registration to the business registration authority of the district.

b) When receiving the application, the business registration authority of the district shall give a receipt and issue the certificate of business household registration within 03 working days from the receipt of the satisfactory application. If the application is not satisfactory or the business household's name is not conformable, the business registration authority shall inform the applicant of necessary revision/supplementation within 03 working days from the receipt of the application.

c) When receiving a new certificate of business household registration in case of changes of business household registration information, the old certificate must be returned.

2. In case a business household is relocated to another district, a notification of relocation shall be sent to the business registration authority of the district to which the business household is relocated. The notification must be enclosed with a legitimate copy of the minutes of meeting of the group of individuals on relocation (if the business household is established by a group of individual) and legitimate copies of the unexpired ID cards or passports of the individuals or the representative of the households.

Within 05 working days from the issuance date of the certificate of business household registration, the business registration authority of the district to which the business household is relocated must send a notification to the business registration authority of the district where the business household was initially registered.

#### **Article 76. Suspension of business household**

1. If the suspension period is from 30 days and longer, the business household must send a notification to the business registration authority of the district and the supervisory tax authority. The suspension period must not exceed one year.

2. The notification must be sent to the business registration authority of the district at least 15 days before the suspension date. When receiving the notification, the business registration authority of the district shall give a receipt to the person who submits the notification. Within 03

working days from the receipt of the satisfactory documents, the business registration authority of the district shall issue a confirmation of registration of suspension to the business household.

### **Article 77. Shutdown of business household**

When a business household shuts down its operation, it must send a notification and return the original certificate of business household registration to the business registration authority of the district where the business household was registered, settle all outstanding debts, including tax debts, and financial obligations.

### **Article 78. Revocation of certificate of business household registration**

1. A business household shall have its certificates of business household registration revoked in the following cases:

- a) Information provided in the application for business household registration is fraudulent;
- b) Business operation is not commenced within 06 months from the issuance date of the certificate of business household registration;
- c) The business is suspended for more than 06 consecutive months without notifying the business registration authority of the district where the business household was registered;
- d) The business household engages in banned business lines;
- dd) The business household is established by persons banned from establishing business households;
- e) No reports on business household's performance are submitted as prescribed in Clause 4 Article 15 of this Decree.

2. If the information in the application for business household registration is found fraudulent, the business registration authority of the district shall issue a notice of violations and a decision to revoke the certificate of business household registration.

If the application for changes of business household registration information is found fraudulent, the business registration authority of the district shall issue a notice of violations, cancel the changes, restore the certificate of business household registration according to latest valid documents, and request a competent authority to handle the case.

3. In case the business household fails to commence its business within 06 months from the issuance date of the certificate of business household registration or suspends its operation for more than 06 consecutive months without notifying the business registration authority where the business household was registered or fails to submit business performance reports as prescribed in Clause 4 Article 15 of this Decree, the business registration authority of the district shall issue a notice of violations and request the representative of the business household to explain at the

office of the business registration authority. If the legal representative of the enterprise fails to explain within 10 working days from the date written in the notice, the business registration authority shall issue a decision to revoke the certificate of business household registration.

4. In case the business household engages in banned business lines, the business registration authority of the district shall issue a notice of violations and a decision to revoke the certificate of business household registration.

5. In case the business household is established by persons banned from establishing business households:

a) If the business household is established by an individual banned from establishing business households, the business registration authority of the district shall issue a notice of violations and a decision to revoke the certificate of business household registration.

b) If the business household is established by a group of individuals that include the individual banned from establishing business households, the business registration authority of the district shall issue a notice of violations and request the business household to replace such individual within 15 working days from the date of notice. If the business household fails to replace the banned individual, the business registration authority of the district shall issue a notice of violations and a decision to revoke the certificate of enterprise registration.

#### **Article 79. Reissuance of certificate of business household registration**

1. In case a certificate of business household registration is lost, damaged, or otherwise destroyed, the business household may submit an application for reissuance of the certificate of business household registration to the business registration authority of the district which issued the original one.

The business registration authority shall consider reissuing the certificate of business household registration within 03 working days from the receipt of the application.

2. In case the certificate of business household registration was issued improperly, the business registration authority shall send a notification to request the business household to complete the documents within 30 days from the notification date in order to have the certificate of business household registration reissued. The business registration authority shall issue the certificate of business household registration within 03 working days from the receipt of satisfactory documents.

3. When a business household is issued with a new certificate of business household registration, the old certificates are no longer effective.

### **Chapter IX**

## **IMPLEMENTATION**

## **Article 80. Penalties and rewards**

1. Officials who require enterprise founders to submit additional documents, impose new procedures or conditions for enterprise registration against this Decree, harass organizations and individuals in the process of enterprise registration or during inspection of enterprise registration information shall be dealt with as prescribed by law.
2. Business registration authorities and officials who accomplish their missions shall be rewarded as prescribed.

## **Article 81. Transition clauses**

1. The Ministry of Planning and Investment shall provide guidance on transfer of enterprise registration data at Business Registration Offices and investment registration authorities to National Enterprise Registration Database.
2. Information on certificates of business registration and certificates of business registration and tax registration at Business Registration Offices and business registration information on investment licenses or certificate of investments (also certificates of business registration) must be transferred into National Enterprise Registration Information System .
3. Enterprise registration information at Business Registration Office and investment registration authorities are original information about enterprises during the transfer process.
4. Enterprises issued with certificates of enterprise registration, certificates of business registration, certificates of business registration and tax registration, investment licenses, or certificate of investments (also certificates of business registration) before the effective date of this Decree shall keep operating under such certificates and license without having to apply for a certificate of enterprise registration. Enterprises shall be issued with certificates of enterprise registration using the new design when applying for changes of enterprise registration information.
5. Any enterprise that wishes to replace its certificate of business registration or certificate of business registration and tax registration with a certificate of enterprise registration without changing business registration and tax registration information shall submit an application form enclosed with the original certificate of business registration and original certificate tax registration certificate or original certificate of business registration and tax registration to Business Registration Office in order to be issued with the certificate of enterprise registration.
6. Any enterprise that wishes to replace its investment license or certificate of investment (also certificate of business registration) with a certificate of enterprise registration without changing business registration information shall submit an application form enclosed with a legitimate copy of the investment license or certificate of investment and a legitimate copy of the tax registration certificate in order to be issued with the certificate of enterprise registration.

## **Article 82. Effect**

1. This Decree comes into force from November 01, 2015.
2. This Decree replaces the Government's Decree No. 43/2010/ND-CP dated April 15, 2010 on business registration and the Government's Decree No. 05/2013/ND-CP dated January 09 2013 on amendments to some articles on administrative procedures of the Decree No. 43/2010/ND-CP.

**Article 83. Responsibility for implementation**

Ministers, Heads of ministerial agencies, Heads of Governmental agencies, Presidents of the People's Committees of provinces, and entities regulated by this Decree are responsible for the implementation of this Decree./.

**ON BEHALF OF THE GOVERNMENT  
THE PRIME MINISTER**

**Nguyen Tan Dung**