

**No. 78/2015/ND-CP**

*Hanoi, September 14, 2015*

## **DECREE**

### **On enterprise registration<sup>1</sup>**

*Pursuant to the December 25, 2001 Law on Organization of the Government;*

*Pursuant to the November 26, 2014 Law on Enterprises;*

*Pursuant to the November 26, 2014 Law on Investment;*

*Pursuant to the November 29, 2006 Law on Tax Administration;*

*Pursuant to the November 20, 2012 Law Amending and Supplementing a Number of Articles of the Law on Tax Administration;*

*Pursuant to the June 16, 2010 Law on Credit Institutions;*

*At the proposal of the Minister of Planning and Investment,*

*The Government promulgates the Decree on enterprise registration.*

#### **Chapter I**

#### **GENERAL PROVISIONS**

##### **Article 1.** Scope of regulation

This Decree prescribes in detail dossiers, the order and procedures for registration of enterprises and business households; and business registration agencies and agencies performing state management of enterprise registration.

##### **Article 2.** Subjects of application

This Decree applies to the following subjects:

1. Domestic organizations and individuals and foreign organizations and individuals that make enterprise registration in accordance with Vietnam's law.

2. Individuals, groups of individuals and households that make business household registration under this Decree.

3. Business registration agencies.
4. Tax agencies.
5. Other organizations and individuals involved in enterprise registration.

**Article 3.** Interpretation of terms

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

1. Enterprise registration means registration by an enterprise founder of information on the to-be-established enterprise or by an enterprise of changes or expected changes in enterprise registration information with the business registration agency which shall be stored on the national enterprise registration database. Enterprise registration includes registration of establishment of enterprise, registration of changes in enterprise registration contents and other compulsory registration and notification prescribed in this Decree.
2. National enterprise registration information system means a specialized enterprise registration information system developed and operated by the Ministry of Planning and Investment in coordination with related agencies to transmit, receive, store, display or otherwise process data for enterprise registration.
3. National enterprise registration portal means an electronic portal for organizations and individuals to make online enterprise registration, access enterprise registration information and announce enterprise registration contents, and for the grant of enterprise registration certificates by business registration agencies.
4. National enterprise registration database means a collection of data on enterprise registration nationwide. Information in enterprise registration dossiers and on the legal status of enterprises stored in the national enterprise registration database is as legally valid as original information on enterprises.
5. Online enterprise registration means enterprise registration by enterprise founders or enterprises via the national enterprise registration portal.
6. Dossier for online enterprise registration means an enterprise registration dossier submitted via the national enterprise registration portal, comprising the same documents as required for a paper dossier and converted into electronic files. A dossier for online enterprise registration is as legally valid as a paper one.

7. Electronic file means electronic data created online or scanned from a paper document in the “.doc” or “.pdf” format and contains accurate and complete contents of the paper document.

8. Public digital signature means a form of e-signature defined by the law on digital signatures and digital signature authentication service.

9. Business registration account means an account created by the national enterprise registration information system and granted to an organization or individual for making online enterprise registration. Business registration accounts shall be used to authenticate dossiers for online enterprise registration in case enterprise founders or enterprises do not use public digital signatures.

10. Valid copy of a document in an enterprise registration dossier means a copy issued from the master register or copy of the original document certified as true copies by a competent agency or organization, or copy already compared with its original.

11. Digitalization of a dossier means the scanning of data on paper documents in order to convert them into electronic files.

12. Standardization of data means the review, checking, supplementation and correction of enterprise registration information and operation status of enterprises on the national enterprise registration database.

**Article 4.** Principles to be applied in carrying out enterprise registration procedures

1. Enterprise founders or enterprises shall themselves make declarations in their enterprise registration dossiers and be held responsible before law for the lawfulness, truthfulness and accuracy of declared information. In case an enterprise has more than one at-law representative, signatures of these representatives in the enterprise registration dossier are of the same legal validity.

2. The business registration agency is responsible for the validity of enterprise registration dossiers, but not for violations committed by enterprises and enterprise founders.

3. The business registration agency shall not settle disputes among members and shareholders of companies, or between them and other organizations or individuals, or between enterprises and other organizations or individuals.

**Article 5.** The right of enterprise founders to establish enterprises and their obligation to make enterprise registration

1. To establish enterprises in accordance with law is the right of individuals and organizations, which is protected by the State.

2. Enterprise founders or enterprises are obliged to make enterprise registration under this Decree and relevant legal documents.

3. Business registration agencies and other agencies are prohibited from hassling organizations and individuals when receiving dossiers and carrying out procedures for enterprise registration.

4. Ministries, ministerial-level agencies, People's Councils and People's Committees at all levels may not promulgate regulations on enterprise registration to be exclusively applied in their own sectors or localities. Enterprise registration regulations which have been issued by ministries, ministerial-level agencies, People's Councils and People's Committees at all levels against the provision of this Clause shall cease to be effective from the effective date of this Decree.

#### **Article 6.** Enterprise registration applications and certificates

1. Enterprise registration application and certificate forms shall be promulgated by the Ministry of Planning and Investment and uniformly applied nationwide.

2. Enterprise registration certificates shall be granted to enterprises established and operating under the Law on Enterprises. Contents of an enterprise registration certificate include those specified in Article 29 of the Law on Enterprises and are consistent with information declared in the enterprise registration dossier. The enterprise registration certificate of an enterprise is concurrently its tax registration certificate, but not its business license.

3. In case an enterprise registration certificate, an operation registration certificate of a branch or representative office, a registration certificate of a business location which is stored in electronic form on the national enterprise registration database has contents inconsistent with those of the paper certificate at a same point of time, the certificate that has contents consistent with those of the enterprise registration dossier is the legally valid one.

#### **Article 7.** Indication of business lines

1. When registering the enterprise establishment, notifying the addition or change of a business line or requesting conversion into an enterprise registration certificate, an enterprise founder or enterprise shall select a level-four economic sector in the Vietnamese system of economic sectors for writing as a business line in the enterprise registration application, notice of change in enterprise registration contents, or request for conversion into an enterprise registration

certificate. The business registration agency shall guide, compare and recognize the business line of the enterprise in the national enterprise registration database.

2. Specific contents of level-four economic sectors mentioned in Clause 1 of this Article must comply with decisions of the Minister of Planning and Investment promulgating regulations on contents of the Vietnamese system of economic sectors.

3. Conditional investment and business sectors and lines regulated in other legal documents shall be written in enterprise registration certificates according to such legal documents.

4. Business lines that are not yet included in the Vietnamese system of economic sectors but are regulated in other legal documents shall be written in enterprise registration certificates according to such legal documents.

5. For business lines that are neither included in the Vietnamese system of economic sectors nor regulated in other legal documents, the business registration agency shall consider and recognize these business lines in the national enterprise registration database provided they are not banned from investment and business, and concurrently notify them to the Ministry of Planning and Investment (the General Statistics Office) for addition as new business lines.

6. In case an enterprise wishes to register a business line which is more specific than any level-four economic sector, it may select a level-four economic sector in the Vietnamese system of economic sectors then indicate specifically its business line right below the selected level-four economic sector, ensuring its business line is conformable with the selected level-four sector. In this case, the business line of the enterprise is that it has specifically indicated.

7. The writing of business lines mentioned in Clauses 3 and 4 of this Article shall be effected under Clause 6 of this Article, with specific business lines indicated according to specialized legal documents.

8. An enterprise may conduct a conditional investment or business line as soon as it fully satisfies the conditions prescribed by law and shall ensure such conditions throughout the course of operation. The state management of conditional investment and business lines and inspection of satisfaction of business conditions by enterprises shall be performed by specialized agencies defined by specialized laws.

9. In case a business registration agency receives a notice from a competent agency that an enterprise conducting a conditional investment or business line without fully satisfying the law-prescribed conditions,

the business registration agency shall issue a written request for the enterprise to cease conducting the conditional investment or business line. In case the enterprise fails to cease conducting the condition investment or business line as requested, the business registration agency shall request the enterprise to report under Point c, Clause 1, Article 209 of the Law on Enterprises. If the enterprise fails to report and explain, the business registration agency shall revoke the enterprise registration certificate under Point d, Clause 1, Article 211 of the Law on Enterprises.

**Article 8.** Identification numbers of enterprises, affiliated units of enterprises, and business locations

1. An enterprise shall be granted a sole identification number which is called enterprise identification number. Such identification number concurrently serves as tax identification number of the enterprise.

2. An enterprise identification number will exist throughout the course of operation of the enterprise and shall not be granted to another organization or individual. When the enterprise terminates its operation, its enterprise identification number will no longer be valid.

3. Enterprise identification numbers shall be automatically created, sent and received by the national enterprise registration information system and tax registration information system and stated in enterprise registration certificates.

4. State management agencies shall uniformly use enterprise identification numbers in managing and exchanging enterprise information.

5. Identification numbers of affiliated units of enterprises shall be granted to their branches and representative offices.

6. Identification number of a business location is a 5-digit number starting from 00001 to 99999. Such identification number is not the tax identification number of the business location.

7. In case an enterprise, a branch or a representative office has its tax identification number invalidated for its violation of the tax law, it may no longer use such tax identification number in economic transactions from the date the tax agency publicly announces the invalidation thereof.

8. For their branches and representative offices established before the effective date of this Decree but not yet granted affiliated unit identification numbers, enterprises shall directly contact the tax agency for obtaining 13-digit tax identification numbers, then carry out



procedures for changing operation registration contents at the business registration agency under regulations.

9. For an enterprise established and operating under its investment license or investment certificate (cum business registration certificate), its enterprise identification number is the tax identification number granted by the tax agency.

**Article 9.** Quantity of enterprise registration dossiers

1. An enterprise founder or enterprise shall submit one dossier set to make enterprise registration.

2. The business registration agency may not ask enterprise founders or enterprises to submit additional dossiers or papers other than those prescribed for an enterprise registration dossier.

**Article 10.** Personal identification papers in enterprise registration dossiers

1. For Vietnamese citizens: Unexpired citizen identity card, people's identity card or Vietnamese passport.

2. For foreigners: Unexpired foreign passport or foreign passport substitute.

**Article 11.** Authorization for carrying out enterprise registration procedures

In case an enterprise founder or enterprise authorizes another organization or individual to carry out enterprise registration procedures, the authorized person, when carrying out the procedures, shall submit a valid copy of one of the personal identification papers prescribed in Article 10 of this Decree, together with:

1. A valid copy of the service provision contract between the enterprise founder or enterprise and the enterprise registration-related service provider, and such provider's letter of introduction of the person directly carrying out enterprise registration procedures; or

2. A power of attorney required by law for the person carrying out enterprise registration procedures.

**Article 12.** Grant of enterprise registrations according to standby procedures

1. Grant of enterprise registrations according to standby procedures means the grant of enterprise registrations not via the national enterprise registration information system.

2. The coordination in the grant of enterprise registrations according to standby procedures between business registration agencies and tax agencies must comply with the procedures for forwarding paper dossiers.

3. Based on the projected time for dealing with an incident in or upgrading the national enterprise registration information system, except in *force majeure* events, the Ministry of Planning and Investment shall notify in advance the projected time for business registration agencies to grant enterprise registrations according to standby procedures.

4. Within 15 working days after granting an enterprise registration according to standby procedures, the business registration agency shall update data and information on the registered enterprise on the national enterprise registration information system.

## **Chapter II**

### **TASKS AND POWERS OF BUSINESS REGISTRATION AGENCIES AND STATE MANAGEMENT OF ENTERPRISE REGISTRATION**

#### **Article 13. Business registration agencies**

1. Business registration agencies shall be organized in provinces and centrally run cities (below collectively referred to as provincial level) and in urban districts, rural districts, towns and provincial cities (below collectively referred to as district level), including:

a/ At the provincial level: Business registration sections within provincial-level Planning and Investment Departments (below referred to as business registration sections).

Business registration sections may organize their points of dossier receipt and result notification at various places in their provincial-level localities.

For Ho Chi Minh City and Hanoi, one or two more business registration sections may be set up and numbered. The establishment of additional business registration sections shall be decided by the municipal People's Committees after reaching agreement with the Ministry of Planning and Investment.

b/ At the district level: Finance and planning sections within district-level People's Committees shall carry out the registration of business households specified in Article 15 of this Decree (below collectively referred to as district-level business registration agencies).

2. Business registration agencies have their own bank accounts and seals.

#### **Article 14. Tasks and powers of business registration sections**



1. To directly receive enterprise registration dossiers; check the validity of these dossiers, and grant or refuse to grant enterprise registration certificates.

2. To coordinate with one another in developing, managing and operating the national enterprise registration information system; to standardize and transfer enterprise registration data from local enterprises registration databases to the national enterprise registration database.

3. To provide enterprise registration information stored on the national enterprise registration database in their respective localities to the provincial-level People's Committees and Tax Departments, related agencies and organizations and individuals that request information provision in accordance with law.

4. To request enterprises to report on their observance of the Law on Enterprises under Point c, Clause 1, Article 209 of the Law on Enterprises.

5. To directly inspect or request competent state agencies to inspect enterprises against the contents in their enterprise registration dossiers; to provide guidance on dossiers, the order and procedures for business household registration to district-level business registration agencies; to provide guidance on dossiers, the order and procedures for enterprise registration to enterprises and enterprise founders.

6. To request enterprises to cease conducting conditional investment or business lines under Clause 9, Article 7 of this Decree.

7. To revoke enterprise registration certificates in the cases specified in Clause 1, Article 62 of this Decree.

8. To carry out registration for enterprises of other types in accordance with law.

**Article 15.** Tasks and powers of district-level business registration agencies

1. To directly receive business household registration dossiers; check the validity of these dossiers, and grant or refuse to grant business household registration certificates.

2. To coordinate with one another in developing, managing and operating information systems for business households operating in their localities; to periodically report to district-level People's Committees, business registration sections and tax agencies on the registration of business households in their localities.

3. To directly inspect or request competent state agencies to inspect business households against the contents in their registration dossiers; to provide guidance on dossiers, the order and procedures for business household registration to business households and business household founders.

4. To request business households to report on their business performance when necessary.

5. To request business households to temporarily cease conducting conditional business lines when finding out that they fail to fully satisfy the business conditions.

6. To revoke business household registration certificates in the cases specified in Clause 1, Article 78 of this Decree.

7. To carry out registration for business households of other types in accordance with law.

**Article 16.** State management of enterprise registration

1. The Ministry of Planning and Investment shall:

a/ Submit to competent authorities for promulgation or promulgate according to its competence legal documents on enterprise registration and business household registration; guiding documents on professional knowledge and operations, forms and reporting regime to serve enterprise registration, business household registration and online enterprise registration;

b/ Provide professional guidance on and training and retraining in enterprise registration to enterprise registration officers, and to organizations and individuals upon request; urge, direct, monitor and inspect enterprise registration work;

c/ Publicize enterprise registration contents; provide information on enterprise registration contents, legal status and financial statements of enterprises stored on the national enterprise registration database to related governmental agencies and to organizations and individuals upon request;

d/ Guide business registration sections in standardizing and transferring enterprise registration data from local enterprise registration databases to the national enterprise registration database;

dd/ Organize the development and management of the national enterprise registration information system; guide the estimation of funds for the operation of the national enterprise registration information system in localities;

e/ Assume the prime responsibility for, and coordinate with the Ministry of Finance in, making connection between the enterprise registration information system and the tax registration information system;

g/ Distribute enterprise information publications containing information on enterprise registration and the establishment of branches and representative offices of enterprises nationwide;

h/ Carry out international cooperation on enterprise registration.

2. The Ministry of Finance shall:

a/ Coordinate with the Ministry of Planning and Investment in connecting the national enterprise registration information system and the tax registration information system for the purpose of granting identification numbers of enterprises and their affiliated units and business locations for use in enterprise registration and information exchange;

b/ To assume the prime responsibility for, and coordinate with the Ministry of Planning and Investment in, guiding the collection, payment, management and use of charges and fees for enterprise or business household registration, operation registration of branches, representative offices and business locations, provision of enterprise registration information, and publicization of enterprise registration contents.

3. The Ministry of Public Security shall assume the prime responsibility for, and coordinate with related ministries and sectors in, guiding the determination of whether declarations in enterprise registration dossiers are untruthful.

4. Ministries, ministerial-level agencies and government-attached agencies shall, within the ambit of their functions and tasks, guide the implementation of regulations on business conditions; examine, inspect and handle violations of business conditions under their state management; revise and post on their websites lists of conditional investment and business lines and business conditions under their state management, then send these lists to the Ministry of Planning and Investment for posting on the National Enterprise Registration Portal.

5. Provincial-level People's Committees shall arrange adequate human resources and funding and other resources for business registration sections to perform the tasks and exercise the powers prescribed in this Decree.

### **Chapter III**

#### **REGISTRATION OF ENTERPRISE NAMES**

### **Article 17. Identical names and confusingly similar names**

1. Enterprise founders or enterprises may not give or use names identical or confusingly similar to those of other enterprises registered on the national enterprise registration database nationwide, except for dissolved enterprises or enterprises declared bankrupt under legally effective court decisions.

2. In the following cases, an enterprise name shall be considered confusingly similar to that of a registered enterprise:

a/ The cases specified in Clause 2, Article 42 of the Law on Enterprises;

b/ The proper name of the enterprise is identical to that of a registered enterprise.

3. An enterprise name in a foreign language must not be identical to the abbreviated name in that foreign language of a registered enterprise. An abbreviated enterprise name must not be identical to that of a registered enterprise. The avoidance of identicalness of enterprise names is applicable nationwide, except for dissolved enterprises or enterprises declared bankrupt under legally effective court decisions.

4. Enterprises operating under investment licenses or investment certificates (cum business registration certificates) bearing names identical or confusingly similar to those of enterprises registered on the national enterprise registration database are not required to register for renaming.

5. Enterprises with identical or confusingly similar names are encouraged and facilitated to negotiate with one another and register to change their names or add geographical names to distinguish their names.

### **Article 18. Other issues related to enterprise naming**

1. An enterprise name must consist of two elements:

a/ Type of enterprise;

b/ Proper name of the enterprise.

2. Before registering its name, an enterprise shall refer to the names of all enterprises registered on the national enterprise registration database.

3. Business registration sections may accept or reject enterprise names expected to be registered in accordance with law and their decisions are final.

4. Enterprises operating under investment licenses or investment certificates (cum business registration certificates) may continue to use their registered names and are not required to register for renaming.

**Article 19.** Handling of cases in which enterprise names infringe upon industrial property rights

1. It is prohibited to use protected trade names, marks or geographical indications of organizations and individuals to form proper names of enterprises, unless consent of owners of those trade names, marks or geographical indications is obtained. Before registering an enterprise name, an enterprise founder or enterprise may refer to registered marks or geographical indications on the database on marks and geographical indications operated by the state management agency in charge of industrial property.

2. Bases for identifying an enterprise name infringing upon industrial property rights must comply with the law on intellectual property.

An enterprise shall be held responsible before law for naming itself in infringement upon intellectual property rights. In case an enterprise name infringes upon industrial property rights, the enterprise bearing that name shall register for change of its name.

3. Industrial property rights holders may request business registration sections to request enterprises whose names infringe upon their industrial property rights to change their names as appropriate. Industrial property rights holders shall provide business registration sections with necessary documents specified in Clause 4 of this Article.

4. Business registration sections shall issue a written request for infringing enterprises to change their names upon receiving a notice from industrial property rights holders of infringements upon industrial property rights. Enclosed with the notice of an industrial property rights holder must be the following:

a/ A valid copy of a competent agency's written conclusion that the use of the enterprise name infringes upon industrial property rights;

b/ A valid copy of the mark or geographical indication registration certificate or an excerpt of the national register of protected marks and geographical indications granted by the state management agency in charge of intellectual property; a valid copy of the certificate of internationally registered mark protected in Vietnam granted by the state management agency in charge of intellectual property.

5. Within 10 working days after receiving all papers specified in Clause 4 of this Article, a business registration section shall issue a

written request for the enterprise with the infringing name to change its name and carry out renaming procedures within 2 months after the request is issued. Past that time limit, if the enterprise fails to change its name as requested, the business registration section shall report the case to a competent state agency for handling in accordance with the law on intellectual property.

6. In case a competent agency that handles the infringement issues an administrative sanctioning decision to force the enterprise renaming or removal of the infringing element from the enterprise name but the infringer fails to execute such decision within the law-prescribed time limit, the competent agency shall notify such to the business registration section for the latter to request the enterprise to report and explain under Point c, Clause 1, Article 209 of the Law on Enterprises. In case the enterprise fails to report, the business registration section shall revoke the enterprise registration certificate under Point d, Clause 1, Article 211 of the Law on Enterprises.

7. The Ministry of Planning and Investment and Ministry of Science and Technology shall guide in detail this Article.

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

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

2. In addition to its name in Vietnamese, a branch, representative office or business location of an enterprise may register a name in a foreign language and an abbreviated name.

3. The proper name in the name of a branch, representative office or business location of an enterprise must not include the word “company” or “enterprise”.

4. Names of state enterprises transformed into dependent accounting units to meet reorganization requirements may be kept unchanged.

#### **Chapter IV**

### **DOSSIERS, ORDER AND PROCEDURES FOR ENTERPRISE REGISTRATION, OPERATION REGISTRATION OF BRANCHES, REPRESENTATIVE OFFICES AND BUSINESS LOCATIONS**

**Article 21.** Enterprise registration dossier for a private enterprise

1. An application for enterprise registration.



2. A valid copy of any of the personal identification papers of the private enterprise owner as prescribed in Article 10 of this Decree.

**Article 22.** Enterprise registration dossier for a limited liability company with two or more members, joint stock company or partnership

1. An application for enterprise registration.

2. The company charter.

3. A list of members, for a limited liability company with two or more members and partnerships; or a list of founding shareholders and shareholders being foreign investors, for a joint stock company; and the list of authorized representatives, for foreign institutional shareholders.

4. Valid copies of the following papers:

a/ Any of the personal identification papers as prescribed in Article 10 of this Decree, of enterprise founders being individuals;

b/ The establishment decision; business registration certificate or enterprise registration certificate or an equivalent document; any of the personal identification papers of the authorized representative as prescribed in Article 10 of this Decree and the relevant power of attorney for enterprise founders being legal entities;

c/ The investment registration certificate, for an enterprise established or jointly established by foreign investors or foreign-invested economic organizations in accordance with the Law on Investment and guiding documents.

**Article 23.** Enterprise registration dossier for a single-member limited liability company

1. An application for enterprise registration.

2. The company charter.

3. A valid copy of any of the personal identification papers as prescribed in Article 10 of this Decree of the authorized representative, for a single-member limited liability company organized and managed under Point a, Clause 1, Article 78 of the Law on Enterprises.

A list of authorized representatives and a valid copy of any of the personal identification papers of each authorized representative as prescribed in Article 10 of this Decree, for a single-member limited liability company organized and managed under Point b, Clause 1, Article 78 of the Law on Enterprises.

4. Valid copies of the following papers:

a/ Any of the personal identification papers as prescribed in Article 10 of this Decree, of the company owner being an individual;

b/ The enterprise establishment decision or enterprise registration certificate or an equivalent document, charter or an equivalent document of the company owner being an institution (except the case the company owner is the State);

c/ The investment registration certificate, for an enterprise established by foreign investors or foreign-invested economic organizations in accordance with the Law on Investment and guiding documents.

5. The power of attorney issued by the company owner being an institution for the authorized person.

**Article 24.** Enterprise registration dossiers for companies established on the basis of division, splitting or consolidation, and for merging companies

1. In case a limited liability company or joint stock company is divided into several companies, in addition to the papers specified in Articles 22 and 23 of this Decree, the enterprise registration dossier of a newly established company must comprise the resolution on company division as specified in Article 192 of the Law on Enterprises, a valid copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members, or of the Shareholders' General Meeting, for a joint stock company, on the company division, and a valid copy of the enterprise registration certificate or an equivalent paper of the divided company.

2. In case a limited liability company or joint stock company is split up, in addition to the papers specified in Articles 22 and 23 of this Decree, the enterprise registration dossier of the split company must comprise the resolution on company split as prescribed in Article 193 of the Law on Enterprises, a valid copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members, or of the Shareholders' General Meeting, for a joint stock company, on the company split, and a valid copy of the enterprise registration certificate or an equivalent paper of the split company.

3. In case several companies are consolidated into a new one, in addition to the papers specified in Articles 22 and 23 of this Decree, the enterprise registration dossier of the consolidating company must comprise also the papers prescribed in Article 194 of the Law on Enterprises and valid copies of the enterprise registration certificates or other equivalent papers of all consolidated companies.

4. In case one or several companies is or are merged into another company, in addition to the papers specified in Chapter VI of this Decree, the enterprise registration dossier of the merging company must comprise the papers prescribed in Article 195 of the Law on Enterprises and valid copies of the enterprise registration certificates or other equivalent papers of the merging company and merged company (ies).

**Article 25.** Enterprise registration dossiers for enterprise conversion

1. In case of conversion of a single-member limited liability company into a limited liability company with two or more members, a conversion registration dossier must comprise:

a/ An application for enterprise conversion;

b/ The charter of the new company as specified in Article 25 of the Law on Enterprises;

c/ A list of members and a valid copy of any of the personal identification papers of individual members as prescribed in Article 10 of this Decree, and valid copies of enterprise registration certificates or other equivalent papers of institutional members;

d/ The transfer contract or written certification of the transfer completion or donation contract in case the company owner transfers or donates part of his/her company's charter capital to other individuals or organizations; the company owner's decision on additional mobilization of capital contributions from other individuals and organizations in case the company additionally mobilizes capital contributions.

2. In case of conversion of a limited liability company with two or more members into a single-member limited liability company, a conversion registration dossier must comprise:

a/ An application for enterprise conversion;

b/ The charter of the new company as specified in Article 25 of the Law on Enterprises;

c/ A valid copy of any of the personal identification papers prescribed in Article 10 of this Decree of the individual company owner, or a valid copy of the enterprise registration certificate or another equivalent paper of the institutional company owner;

d/ A valid copy of any of the personal identification papers prescribed in Article 10 of this Decree of the authorized representative, for a single-member limited liability company organized and managed under Point a, Clause 1, Article 79 of the Law on Enterprises.

A list of authorized representatives and a valid copy of any of the personal identification papers of each authorized representative as prescribed in Article 10 of this Decree of each authorized representative, for a single-member limited liability company organized and managed under Point b, Clause 1, Article 78 of the Law on Enterprises.

The power of attorney of the institutional company owner for the authorized person;

dd/ The contract on transfer of capital contributions to the company or documents proving the completion of the transfer;

e/ A decision and a valid copy of the minutes of the meeting of the Members' Council of the limited liability company with two or more members on the company conversion.

3. In case of conversion of a private enterprise into a limited liability company, a conversion registration dossier must comprise:

a/ An application for enterprise conversion;

b/ The charter of the converting company as specified in Article 25 of the Law on Enterprises;

c/ A list of creditors and unpaid debts, including also tax arrears, and payment deadlines; a list of existing employees; and a list of unliquidated contracts;

d/ A list of members as specified in Article 26 of the Law on Enterprises, for conversion of a private enterprise into a limited liability company with two or more members; a valid copy of any of the personal identification papers of individual company members as prescribed in Article 10 of this Decree, or copies of enterprise registration certificates or other equivalent papers of institutional company members;

dd/ The private enterprise owner's written commitment to bear personal liability for all unpaid debts of the private enterprise with all of his/her assets and commitment to fully pay due debts;

e/ Written agreements with parties to unliquidated contracts on receipt and performance of these contracts by the new limited liability company;

g/ The private enterprise owner's written commitment or an agreement between the private enterprise owner and other capital contributors on receipt and employment of existing employees of the private enterprise.

4. In case of conversion of a limited liability company into a joint-stock company or vice versa, a conversion registration dossier must

- a/ An application for enterprise conversion;
- b/ The charter of the company after conversion;
- c/ The company owner's decision or decision and a valid copy of the minutes of the meeting of the Members' Council or the Shareholders' General Meeting on the company conversion;
- d/ A list of members or a list of founding shareholders and a list of shareholders being foreign investors and valid copies of the papers specified in Clause 4, Article 22 and Clause 4, Article 23 of the Law on Enterprises;
- dd/ The contract on transfer of capital contributions or documents proving the transfer completion or an agreement on investment capital contribution.

5. The enterprise conversion in case of inheritance shall be conducted under relevant regulations on transformation, with the transfer contract or documents proving the transfer completion replaced by the document certifying the lawful right to inheritance.

**Article 26.** Enterprise registration dossiers, order and procedures for credit institutions

1. Enterprise registration dossiers, the order and procedures for credit institutions and affiliated units, and notices of establishment of business locations of credit institutions must comply with the relevant provisions of this Decree for each type of enterprise. A dossier shall be enclosed with a valid copy of the permit or written approval of the State Bank of Vietnam.

2. In case the State Bank of Vietnam designates a representative for a credit institution under special control, the dossier for registration of change of at-law representative must comply with Article 43 of this Decree. In this dossier, the decision of the company owner, for a single-member limited liability company, the decision and a valid copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members, the decision and a valid copy of the minutes of the Shareholders' General Meeting or the Board of Directors, for a joint stock company, shall be replaced with a valid copy of the decision of the State Bank of Vietnam designating a representative at the credit institution.

3. In case the State Bank of Vietnam directly contributes capital or purchases shares of a credit institution under special control or designates another credit institution to do so, a dossier for registration of a change in enterprise registration contents shall be made under the relevant provisions of this Decree. In this dossier, the decision of the

company owner, for a single-member limited liability company, the decision and a valid copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members, the decision and a valid copy of minutes of the Shareholders' General Meeting or the Board of Directors, for a joint stock company, the transfer contract or documents proving the transfer completion shall be replaced with a valid copy of the decision of the State Bank of Vietnam.

**Article 27.** Receipt and processing of enterprise registration dossiers

1. Enterprises or enterprise founders or their authorized representatives shall submit dossiers prescribed in this Decree to the business registration sections in the localities where they or their enterprises are headquartered.

2. An enterprise registration dossier shall be received for inputting information into the national enterprise registration information system when:

a/ It comprises all the documents specified in this Decree;

b/ The enterprise name is indicated in the enterprise registration application or application for registration of change in enterprise registration contents and notice of change in enterprise registration contents;

c/ The contact address of the enterprise registration dossier submitter is indicated;

d/ The enterprise registration charge or fee is paid under regulations.

3. After receiving the enterprise registration dossier, the business registration section shall give a receipt to the dossier submitter.

4. After giving a receipt the business registration section shall input adequate and accurate information in the enterprise registration dossier, check the validity of the dossier and upload documents in the dossier, after being digitalized, on the national enterprise registration information system.

**Article 28.** Time limits for grant of enterprise registration certificates and certifications of change in enterprise registration contents

1. Within 3 working days after receiving a valid dossier, the business registration section shall grant an enterprise registration certificate or a certification of change in enterprise registration contents.

2. If the dossier is invalid or the enterprise name requested to be registered is improper, within 3 working days after receiving the dossier



the business registration section shall clearly notify in writing contents which need to be amended or supplemented to the enterprise founder or enterprise. The business registration section shall write all amendment or supplementation requirements for each submitted enterprise registration dossier in a separate notice.

3. Past the above-said time limit, if receiving no enterprise registration certificate or no certification of change in enterprise registration contents, or not permitted to change enterprise registration contents on the national enterprise registration database, or receiving no request for enterprise registration dossier modification or supplementation, an enterprise founder or enterprise has the right to file a complaint in accordance with the law on complaints and denunciations.

#### **Article 29.** Grant of enterprise registration certificates

1. An enterprise shall be granted an enterprise registration certificate if it satisfies all the conditions prescribed in Clause 1, Article 28 of the Law on Enterprises.

2. An enterprise may receive the enterprise registration certificate directly at the business registration section or register and pay a fee for receipt by post.

3. Information in an enterprise registration certificate shall become legally valid from the date of grant of such enterprise registration certificate. From the date of receiving an enterprise registration certificate, an enterprise may commence its business operation, except those engaged in conditional investment or business lines.

4. An enterprise may request the business registration section to grant copies of its enterprise registration certificate and shall pay a fee under regulations.

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

1. In case enterprise registration information in an enterprise registration certificate or certification of change in enterprise registration contents is inconsistent with contents of the enterprise registration dossier, the business registration section shall notify such to and guide the enterprise concerned to correct the information or directly do so under regulations.

2. In case enterprise registration information on the national enterprise registration database is missing or inconsistent with the enterprise registration certificate or paper enterprise registration dossier due to the data conversion process, the business registration section shall

guide the enterprise concerned to supplement or update information or directly do so under regulations.

3. An enterprise shall update or add information on its telephone number and email address upon changing enterprise registration contents.

4. The standardization of data, digitalization of dossiers, update and conversion or addition of enterprise registration data for enterprise registration dossiers before the effective date of this Decree shall be organized under annual plans of the business registration sections.

5. The Ministry of Planning and Investment shall guide in detail this Article.

**Article 31.** Provision of information on enterprise registration contents

1. Within 5 working days after granting an enterprise registration certificate or certification of change in enterprise registration contents, the business registration section shall send enterprise registration information and changed enterprise registration contents to the tax agency, statistics office, labor management agency and social insurance agency. Agencies using enterprise registration information provided by the business registration section may not request enterprises to provide information already sent by the business registration section.

2. Every month, the business registration section shall send a list of enterprises registered in the last month enclosed with their information to the specialized management agency of the same level and People's Committees in urban districts, rural districts, towns or provincial cities where enterprises are headquartered.

3. The provision and exchange of enterprise registration information between the business registration section and other state management agencies shall be carried out in the form of paper documents or via computer network.

4. Organizations and individuals may request the business registration section to provide information on enterprise registration contents, legal status and financial statements of enterprises via the national enterprise registration information system or directly at the business registration section or the Ministry of Planning and Investment and shall pay a fee under regulations.

**Article 32.** Enterprise registration charge or fee

1. Enterprise founders or enterprises shall pay an enterprise registration charge or fee at the time of submitting enterprise registration

dossiers. This charge or fee may be paid directly at the business registration section or paid into the account of the business registration section or paid using the e-payment service. It shall not be refunded to enterprises if they are not granted enterprise registration certificates.

2. Electronic charge or fee payment may be made via the national enterprise registration information portal. The charge for use of the e-payment service shall not be included in the enterprise registration charge or fee and charges for enterprise registration information provision and publicization of enterprise registration contents.

3. When there is an error in the course of using the e-payment service, organizations and individuals that pay the charge or fee electronically shall contact the e-payment service provider for correction.

4. The Ministry of Finance shall assume the prime responsibility for, and coordinate with the Ministry of Planning and Investment in, prescribing the rates, collection, remittance, management and use of the charge or fee for enterprise and business household registration, and charges for enterprise registration information provision and publicization of enterprise registration contents, ensuring partial coverage of operation expenses of business registration sections.

**Article 33.** Registration of operation of branches or representative offices, and notification of establishment of business locations

1. Dossiers of registration of operation of branches or representative offices:

Upon registering operation of a branch or representative office, an enterprise shall send a notice of establishment of branch or representative office to the business registration section of the locality where the branch or representative office is located. Such a notice must contain the following details:

a/ Enterprise identification number;

b/ Name and address of the head office of the enterprise;

c/ Name of the branch or representative office to be established;

d/ Address of the branch or representative office;

dd/ The field and scope of operation of the branch or representative office;

e/ Tax registration information;

g/ Full name, residence address, identity card or passport number or other legal personal identification papers prescribed in Article 10 of this Decree, of the head of the branch or representative office;

h/ Full name and signature of the at-law representative of the enterprise.

The notice mentioned in this Clause shall be enclosed with:

- The decision and a valid copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members; of the company owner or the Members' Council or the company president, for a single-member limited liability company; of the Board of Directors, for a joint stock company; or of general partners, for a partnership, on the establishment of a branch or representative office;

- A valid copy of the decision appointing the head of the branch or representative office;

- A valid copy of any of the personal identification papers prescribed in Article 10 of this Decree of the head of the branch or representative office;

## 2. Notification of establishment of business locations:

Business locations of an enterprise may be established outside the registered place of its head office. An enterprise may only establish its business locations in provinces or centrally run cities where its head office or branches is or are located. Within 10 working days after issuing a decision to establish a business location, an enterprise shall send a notice of business location establishment to the business registration section. Such a notice must contain the following details:

a/ Enterprise identification number;

b/ Name and address of the head office of the enterprise, name and address of the branch (in case the business location is in the province or centrally run city where the branch is located);

c/ Name and address of the business location;

d/ The field of operation of the business location;

dd/ Full name, residence address, identity card or passport number or another lawful personal identification paper prescribed in Article 10 of this Decree, of the head of the business location;

e/ Full name and signature of the at-law representative of the enterprise, in case the business location is affiliated to the enterprise, or full name and signature of the head of the branch, in case the business location is affiliated to the branch.

3. Upon receiving a valid dossier of an enterprise, the business registration section shall enter information into the national enterprise

registration information system to request identification numbers for branches, representative offices or business locations. Within 3 working days after receiving a valid dossier, the business registration section shall grant a branch or representative office operation registration certificate, or update information on the business location on the national enterprise registration database for the enterprise. At the request of the enterprise, the business registration section may grant a business location registration certificate.

4. In case an enterprise establishes a branch or representative office outside the province or city where its head office is located, the business registration section of the locality where the branch or representative office is located shall send information to the business registration section of the locality where the enterprise's head office is located.

5. The establishment of overseas branches or representative offices by enterprises must comply with the laws of host countries.

Within 30 working days after officially opening an overseas branch or representative office, an enterprise shall send a notice to the business registration section with which it has made registration. Such a notice shall be enclosed with a valid copy of the operation registration certificate of the branch or representative office or an equivalent document in order to add information on the branch or representative office of the enterprise to the national enterprise registration database.

#### **Article 34.** Notification of use, change or cancellation of seals

1. An enterprise may decide on the form, contents and quantity of its seals and seals of its branches and representative offices. An enterprise may have many seals with the same design and contents.

2. Before using, changing or cancelling a seal or change the quantity of its seals or seals of its branches and representative offices, an enterprise shall send a notice of the seal specimen to the business registration section in the locality where its head office or its branch or representative office is located for posting on the national enterprise registration portal. Such a notice must contain the following details:

a/ Name, identification number and address of the head office or branch or representative of the enterprise;

b/ Quantity of seals, seal specimen and time when the seal specimen becomes valid.

3. Upon receiving a notice of the seal specimen of an enterprise, a branch or representative, the business registration section shall give a receipt to the enterprise and post the seal specimen on the national enterprise registration portal.

4. The business registration section is not responsible for the truthfulness, accuracy, lawfulness and conformity with fine traditions, custom and culture, and confusability of seal specimens and disputes arising from the management and use of seal specimens.

5. In case an enterprise receives a notice of publicization of information on its or its branch's or representative office's new seal specimen, the previous notices of seal specimen information publicization are no longer valid.

## Chapter V

### ONLINE ENTERPRISE REGISTRATION

#### Article 35. Online enterprise registration

1. Organizations and individuals may choose to make online enterprise registration. Business registration sections shall create favorable conditions for organizations and individuals to inquire into information and make online enterprise registration.

2. Public digital signatures or use business registration accounts may be used to make online enterprise registration.

3. Online enterprise registration dossiers are as legally valid as paper dossiers.

#### Article 36. Valid dossiers for online enterprise registration

An online enterprise registration dossier is valid when fully satisfying the following requirements:

1. Containing sufficient papers which are fully filled in under regulations applicable to paper dossiers and having been converted into electronic files. These electronic files shall be named consistently with those of paper documents.

2. Enterprise registration information is fully and accurately input according to electronic files.

3. The online enterprise registration dossier is authenticated with public digital signatures or business registration accounts of the at-law representative of the enterprise.

#### Article 37. Order and procedures for online enterprise registration using public digital signatures

1. At-law representatives shall declare information, upload electronic files, give digital signatures on online registration dossiers and pay a fee via the network according to the procedures on the national enterprise registration portal.



2. After completing the sending of an online enterprise registration dossier, an at-law representative shall be given a receipt.

3. In case the dossier is valid for grant of an enterprise registration certificate, the business registration section shall send information to the tax agency for automatic creation of an enterprise identification number. After receiving the enterprise identification number from the tax agency, the business registration section shall grant an enterprise registration certificate and notify the enterprise of the grant. In case the dossier is invalid, the business registration section shall electronically send a request for dossier modification and supplementation to the enterprise.

4. The procedures for online enterprise registration prescribed in this Article are also applicable to the registration of operation of branches and representative offices and notification of establishment of business locations of enterprises.

**Article 38.** Order and procedures for enterprise registration using business registration accounts

1. At-law representatives shall declare information and upload electronic files of personal identification papers on the national enterprise registration portal in order to be granted business registration accounts.

2. At-law representatives shall use business registration accounts in declaring information, uploading electronic files and authenticating dossiers for online enterprise registration according to the procedures on the national enterprise registration portal.

3. After completing the sending of dossiers for online enterprise registration, enterprise founders shall be given receipts.

4. Business registration sections shall examine dossiers and electronically send requests for dossier modification and supplementation to enterprises, in case these dossiers are invalid. If dossiers are valid, business registration sections shall send information to tax agencies for creation of enterprise identification numbers. After receiving enterprise identification numbers from tax agencies, business registration sections shall electronically notify enterprises of the grant of enterprise registration certificates.

5. After receiving a notice of grant of enterprise registration certificate, the at-law representative shall submit a paper dossier set for enterprise registration enclosed with a receipt to the business registration section. The at-law representative may submit the paper dossier set for enterprise registration and receipt for online enterprise registration directly at, or send them by post to, the business registration section.

6. After receiving the paper dossier, the business registration section shall check the documents in the paper dossier against those of the electronically sent dossier and give the enterprise registration certificate to the enterprise if the checked documents are consistent.

Past the time limit of 30 days after sending a notice of grant of enterprise registration certificate, if the business registration section receives no paper dossier, the dossier for online registration of the enterprise will be no longer valid.

7. At-law representatives shall bear responsibility for the completeness and consistency of paper dossiers with electronically sent ones. In case the paper dossier is inconsistent with the electronically sent one and the dossier submitter fails to notify such to the business registration section at the time of submission of the paper dossier, it shall be regarded as having forged documents and handled under Clause 1, Article 63 of this Decree.

8. The procedures for online enterprise registration prescribed in this Article are also applicable to the registration of operation of branches and representative offices and notification of establishment of business locations of enterprises.

**Article 39.** Handling of violations, settlement of complaints and disputes related to public digital signatures and business registration accounts

The identification and handling of disputes and complaints and handling of violations related to the management and use of public digital signatures and business registration accounts must comply with law.

## Chapter VI

### **DOSSIERS, ORDER AND PROCEDURES FOR REGISTRATION OF CHANGES IN ENTERPRISE REGISTRATION CONTENTS**

**Article 40.** Registration of relocation of head offices of enterprises

1. Before registering the relocation of its head office, an enterprise shall carry out relocation- related procedures with the tax agency in accordance with the tax law.

2. If an enterprise relocates its head office within the province or centrally run city where the enterprise has made registration, it shall send a notice to the business registration section with which it has made registration. The notice must contain:

a/ Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case

the enterprise has not had an enterprise identification number or a tax identification number);

b/ New address of the head office;

c/ Full name and signature of the at-law representative of the enterprise.

The notice shall be enclosed with the decision and a valid copy of the minutes of the meeting on the relocation of the Members' Council, for a limited liability company with two or more members, the Shareholders' General Meeting, for a joint stock company), general partners, for a partnership, or decision of the company owner, for a single-member limited liability company. The decision and minutes of the meeting must specify the changed contents of the company charter.

When receiving the notice, the business registration section shall give a receipt to the enterprise, check the validity of the dossier, and grant an enterprise registration certificate.

3. If relocating its head office to another province or centrally run city, an enterprise shall send a notice to the business registration section of the locality to which its head office is relocated. The notice must contain:

a/ Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an enterprise identification number or a tax identification number);

b/ New address of the head office;

c/ Full name, serial number of the identity card, passport or another personal identification paper prescribed in Article 10 of this Decree, permanent residence address and signature of the at-law representative of the enterprise.

The notice shall be enclosed with:

- A valid copy of the revised company charter;

- A list of members, for limited liability companies with two or more members; a list of authorized representatives, for single-member limited liability companies; a list of founding shareholders, foreign shareholders and authorized representatives of foreign institutional shareholders, for joint stock companies; or a list of general partners, for partnerships;

- The decision and a valid copy of the minutes of the meeting on relocation of the Members' Council, for a limited liability company with two or more members, the Shareholders' General Meeting, for a joint

stock company, general partners, for a partnership, or decision of the company owner, for a single-member limited liability company.

When receiving the notice, the business registration section of the locality to which the head office is relocated shall give a receipt to the enterprise, check the validity of the dossier, grant an enterprise registration certificate, and send information to the business registration section with which the enterprise has made initial registration.

4. The relocation of an enterprise's head office does not affect the enterprise's rights and obligations.

**Article 41. Registration of enterprise renaming**

1. When changing its name, an enterprise shall send a notice to the business registration section that has granted the enterprise registration certificate. The notice must contain:

a/ Current name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an enterprise identification number or a tax identification number);

b/ New name;

c/ Full name and signature of the at-law representative of the enterprise.

The notice shall be enclosed with the decision and a valid copy of the minutes of the meeting on the renaming of the Members' Council, for a limited liability company with two or more members, the Shareholders' General Meeting, for a joint stock company, general partners, for a partnership, or decision of the company owner, for a single-member limited liability company. The decision and minutes of the meeting must specify the changed contents of the company charter.

2. When receiving the notice, the business registration section shall give a receipt to the enterprise, check the validity of the dossier, and grant an enterprise registration certificate if the new name does not contravene regulations on naming of enterprises.

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

**Article 42. Registration of change of general partners**

In case of termination of general partner status or admission of a new general partner as prescribed in Article 180 or 181 of the Law on Enterprises, a partnership shall send a notice to business registration section with which it has made registration. The notice must contain:

1. Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an enterprise identification number or a tax identification number);

2. Full name, serial number of the identity card, passport or another lawful personal identification paper prescribed in Article 10 of this Decree, permanent residence address of the new general partner or of the general partner whose status is terminated;

3. Signatures of all general partners or authorized general partners, except for the general partner whose status is terminated;

4. Changed contents of the company charter.

The notice shall be enclosed with a valid copy of one of the personal identification papers prescribed in Article 10 of this Decree of the new general partner.

When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise.

**Article 43.** Registration of change of at-law representatives of limited liability companies and joint stock companies

1. A dossier of registration of change of an at-law representative of a limited liability company or joint stock company must comprise:

a/ A notice of change of the at-law representative;

b/ A valid copy of one of the personal identification papers of the new at-law representative of the company;

c/ The decision of the company owner on change of the at-law representative, for a single-member limited liability company; decision and a valid copy of the minutes of the meeting of the Members' Council on change of the at-law representative, for a limited liability company with two or more members;

The decision and a valid copy of the minutes of the meeting of the Shareholders' General Meeting on change of the at-law representative, for a joint stock company, in case the change results in a change in the company charter;

The decision and a valid copy of the minutes of the meeting of the Board of Directors on change of the at-law representative, for a joint stock company, in case the change does not result in a change in the company charter, except full name and signature of the at-law representative of the company according to Article 25 of the Law on

The decision and minutes of the meeting must specify the changed contents of the company charter.

2. Details of a notice of change of an at-law representative:

a/ Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an enterprise identification number or a tax identification number);

b/ Full names, serial numbers of identity cards or passports or serial numbers of other lawful personal identification papers prescribed in Article 10 of this Decree, positions, permanent residence addresses of the current at-law representative and the new at-law representative of the company;

c/ Full name and signature of one of the following persons:

The company owner, for a single-member limited liability company of an individual owner.

The chairperson of the Members' Council or the company president, for a single-member limited liability company of an institutional owner.

The chairperson of the Members' Council, for a limited liability company with two or more members. In case the chairperson of the Members' Council is also the at-law representative, the notice shall be signed by the new chairperson elected by the Members' Council.

The chairperson of the Board of Directors, for a joint stock company. In case the chairperson of the Board of Directors is also the at-law representative, the notice shall be signed by the new chairperson elected by the Board of Directors.

In case the chairperson of the Members' Council, the company president, or the chairperson of the Board of Directors of the company has absconded from his/her residence, is detained, suffers a mental disease or another disease that renders him/her unable to perceive and control his/her acts, or refuses to sign the notice, the notice must bear full names and signatures of members of the Members' Council, the company owner, or members of the Board of Directors who voted for change of the at-law representative of the company.

When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise.

**Article 44.** Registration of change of charter capital or capital



1. In case of registering change of capital contribution ratios of members of a limited liability company with two or more members, or of general partners of a partnership, the company shall send a notice to the business registration section with which the company has made registration. The notice must contain:

a/ Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an enterprise identification number or a tax identification number);

b/ Full name, address, citizenship, serial number of the identity card or passport or serial number of another lawful personal identification paper prescribed in Article 10 of this Decree or serial number of the establishment decision or enterprise identification number of each member or general partner;

c/ The capital contribution ratio of each member, for limited liability companies with two or more members, or each general partner, for partnerships;

d/ The registered charter capital and new charter capital; time and method of increasing or reducing capital;

dd/ Full name, citizenship, serial number of the identity card or passport or serial number of another lawful personal identification paper prescribed in Article 10 of this Decree, permanent residence address and signature of the enterprise's at-law representative or authorized general partner, for partnerships.

2. In case of registering change of charter capital, the notice prescribed in Clause 1 of this Article shall be enclosed with the decision and a valid copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members, the Shareholders' General Meeting, for a joint stock company, or decision of the company owner, for a single-member limited liability company on change of charter capital; a written approval of the provincial-level Department of Planning and Investment of the capital contribution, purchase of shares or capital contributions by foreign investors in the case mentioned in Clause 1, Article 26 of the Law on Investment.

3. If the Shareholders' General Meeting approves the offering of shares to increase charter capital and assigns the Board of Directors to carry out procedures for registration of charter capital increase after each offering, the notice prescribed in Clause 1 of this Article shall be enclosed with a dossier of registration of charter capital increase comprising:

a/ A decision and a valid copy of the minutes of the meeting of the Shareholders' General Meeting on offering of shares to increase charter capital, which specifies the quantity of shares to be offered and assigns the Board of Directors to carry out procedures for registration of charter capital increase after each offering;

b/ A decision and a valid copy of the minutes of the meeting of the Board of Directors of the joint stock company on registration of charter capital increase after each offering.

The decision and minutes of the meeting must specify the changed contents of the company charter.

4. In case charter capital is reduced, the company shall undertake to pay all debts and other liabilities after the capital reduction. The notice shall be enclosed with the financial statement of the company nearest to the time of making decision on charter capital reduction.

5. When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise.

**Article 45.** Registration of change of members of a limited liability company with two or more members

1. In case of admission of a new member, the company shall send a notice to the business registration section with which it has made registration. The notice must contain:

a/ Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an identification number or a tax identification number);

b/ Name, enterprise identification number, head office address of the institutional member; full name, citizenship, serial number of the identity card, passport or another lawful personal identification paper prescribed in Article 10 of this Decree of the individual member; value and time of capital contribution, type of assets contributed as capital, quantity and value of each type of asset contributed as capital by the new member;

c/ Capital contributions of the members that are changed after admission of the new member;

d/ Charter capital of the company after the admission of the new member;

dd/ Full name and signature of the at-law representative of the

The notice shall be enclosed with:

- The decision and a valid copy of the minutes of the meeting of the Members' Council on admission of the new member;
- Written certification of the new member's capital contribution;
- A valid copy of the establishment decision or enterprise registration certificate or an equivalent paper, a valid copy of one of the personal identification papers prescribed in Article 10 of this Decree of the authorized representative and power of attorney of the institutional member, or a valid copy of one of the personal identification papers prescribed in Article 10 of this Decree of the individual member;
- The written approval of the provincial-level Department of Planning and Investment of capital contribution, purchase of shares or capital contributions by foreign investors, for the case specified in Clause 1, Article 26 of the Law on Investment.

The decision and minutes of the meeting of the Members' Council must specify the changed contents of the company charter.

When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise.

2. In case of change of a member due to transfer of a capital contribution, the company shall send a notice to the business registration section with which the company has made registration. The notice must contain:

a/ Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an enterprise identification number or a tax identification number);

b/ Name, head office address, for an institutional member; full name, citizenship, serial number of the identity card or passport, for an individual member; capital contributions of the transferor and transferee;

c/ Capital contributions of the members after transfer;

d/ Time of transfer;

dd/ Full name and signature of the at-law representative of the company.

The notice shall be enclosed with:

- The transfer contract or papers proving completion of the transfer;

- A valid copy of the establishment decision or enterprise registration certificate or an equivalent paper, a valid copy of one of the personal identification papers prescribed in Article 10 of this Decree of the authorized representative and power of attorney of the new institutional member, a valid copy of one of the personal identification papers prescribed in Article 10 of this Decree of the new individual member;

- A written approval of the provincial-level Department of Planning and Investment of capital contribution, purchase of shares or capital contributions by foreign investors, for the case specified in Clause 1, Article 26 of the Law on Investment.

When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise.

3. In case of change of a member due to inheritance, the company shall send a notice to the business registration section with which it has made registration. The notice must contain:

a/ Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an enterprise identification number or a tax identification number);

b/ Full names, serial numbers of the identity cards or passports or other lawful personal identification papers prescribed in Article 10 of this Decree, citizenships, and capital contributions of the estate leaver and heir;

c/ Time of inheritance;

d/ Full name and signature of the at-law representative of the company.

The notice shall be enclosed with a valid copy of certification of the heir's lawful right to inherence and a valid copy of one of the heir's lawful personal identification papers prescribed in Article 10 of this Decree.

When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise.

4. In case of change of a member due to the member's failure to contribute capital as prescribed in Clause 3, Article 48 of the Law on Enterprises, the company shall send a notice to the business registration section with which it has made registration. The notice must contain:

a/ Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an enterprise identification number or a tax identification number);

b/ Name and head office address, for an institutional member; full names, serial numbers of the identity cards or passports, citizenships, and capital contribution to be made by the member who fails to contribute capital and the purchaser of such capital contribution;

c/ Full name and signature of the at-law representative of the company.

The notice shall be enclosed with the decision and a valid copy of the minutes of the meeting of the Members' Council on change of the member who fails to contribute capital and a list of remaining members of the company. The decision and minutes of the meeting of the Members' Council must specify the changed contents of the company charter.

When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise.

5. Registration of change of members due to donation of capital contributions:

The registration of change of members due to donation of capital contributions is similar to registration of change of members due to transfer of capital contributions. In this case, the transfer contract or papers proving completion of the transfer shall be replaced with the donation contract.

**Article 46.** Registration of change of owners of single-member limited liability companies

1. In case the owner of a company transfers the whole charter capital to another individual or organization, the transferee shall register the change of the company owner. A registration dossier must comprise:

a/ A notice of change in enterprise registration contents, signed by the old owner or his/her at-law representative and by the new owner or his/her at-law representative;

b/ A valid copy of one of the personal identification papers prescribed in Article 10 of this Decree of the individual transferee, or a valid copy of the enterprise registration certificate or an equivalent paper of the institutional transferee; a list of authorized representatives, a valid copy of one of the personal identification papers prescribed in Article 10

of this Decree of each authorized representative, and a power of attorney issued by the owner;

c/ A valid copy of the revised charter of the company;

d/ The capital transfer contract or papers proving completion of the capital transfer;

dd/ A written approval of the provincial-level Department of Planning and Investment of capital contribution, purchase of shares or capital contributions by foreign investors, for the case specified in Clause 1, Article 26 of the Law on Investment.

2. In case of change of the owner of a single-member limited liability company under a decision of a competent agency on restructuring and renewal of state enterprises, the registration dossier must be the same as that prescribed in Clause 1 of this Article, except for the transfer contract or papers proving completion of the transfer which shall be replaced with the decision of the competent agency on change of the company owner.

3. In case of change of the owner of a single-member limited liability company due to inheritance, a registration dossier must comprise:

a/ A notice of change in enterprise registration contents, signed by the new owner or his/her at-law representative;

b/ A valid copy of the revised charter of the company;

c/ A valid copy of one of the new owner's personal identification papers prescribed in Article 10 of this Decree;

d/ A valid copy of the written certification of the heir'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, the company shall be converted into a limited liability company with two or more members. A dossier of registration of conversion must comprise:

a/ An application for enterprise registration;

b/ The revised charter of the company;

c/ A list of members;

d/ Valid copies of the personal identification papers prescribed in Article 10 of this Decree of individual members; valid copies of enterprise registration certificates or equivalent papers of institutional members.



dd/ A valid copy of the written certification of the heirs' lawful right to inheritance.

5. In case of donation of the whole capital contribution, the registration of change of the owner of the single-member limited liability company is the same as the case of transfer of capital contributions prescribed in Clause 1 of this Article. In this case, the transfer contract or papers proving the completion of the transfer shall be replaced with the donation contract.

6. When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise.

**Article 47.** Registration of change of owners of private enterprises in case the enterprises are sold or donated, or their owners die or are missing

In case the owner of a private enterprise sells or donates the enterprise, dies, or is missing, the buyer, donee, or heir of the enterprise shall register the change of the private enterprise's owner. A registration dossier must comprise:

1. A notice of change in enterprise registration contents signed by the seller or donor and the buyer or donee, or by the heir in case the private enterprise owner dies or is missing;

2. A valid copy of one of the personal identification papers prescribed in Article 10 of this Decree of the buyer, donee or heir.

3. The sale contract, donation contract, or papers proving the completion of the transfer in case the private company is sold or donated; a valid copy of the written certification of the heir's lawful right to inheritance.

When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate for the enterprise.

**Article 48.** Registration of change in operation registration contents of branches, representative offices and business locations

1. Before registering the relocation of a branch or representative office, an enterprise shall carry out all procedures related to the relocation with the tax agency in accordance with the tax law.

2. When changing registration contents of a branch, representative office or business location, an enterprise shall send a notice of change in operation registration contents of the branch, representative office or business location to the business registration section of the locality

where the branch or representative office is located. When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, change the registered operation information of the branch, representative office or business location on the National Enterprise Registration Database, and grant a certificate of operation registration of the branch, representative office or business location within 3 working days after receiving a valid dossier. At the request of the enterprise, the business registration section shall grant a certification of change in operation registration contents of the branch, representative office or business location.

3. In case a branch, representative office or business location is relocated to another province or centrally run city, an enterprise shall send a notice of change in operation registration contents of the branch, representative office or business location to the business registration section of the locality to which the branch or representative office is relocated.

When receiving the notice, the business registration section of the locality to which the branch or representative office is relocated shall give a receipt, check the validity of the dossier, grant a certificate of operation registration of the branch or representative office to the enterprise, and send information to the business registration section of the locality from which the branch or representative office is relocated.

**Article 49.** Notice of addition or change of business line

1. In case of addition or change of business line, an enterprise shall send a notice to the business registration section with which it has made registration. The notice must contain:

a/ Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an enterprise identification number or a tax identification number);

b/ New business line;

c/ Full name and signature of the at-law representative of the enterprise.

The notice shall be enclosed with the decision and a valid copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members, the Shareholders' General Meeting, for a joint stock company, general partners, for a partnership, or decision of the company owner, for a single-member limited liability company, on the addition or change of business line. The decision and

minutes of the meeting must specify the changed contents of the company charter.

2. When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and supplement or change information about the enterprise's business line on the National Enterprise Registration Database. At the request of the enterprise, the business registration section shall grant a written certification of change in enterprise registration contents to the enterprise.

3. If the dossier of notification of addition or change of business line is invalid, the business registration section shall request the enterprise to modify or complete the dossier within 3 working days.

4. An enterprise shall notify the addition or change of its business line to the business registration section within 10 working days after making such change. Otherwise, the enterprise shall be sanctioned in accordance with the law on sanctioning of administrative violations in the field of planning and investment.

**Article 50.** Notice of change of invested capital of private enterprise owner

1. In case of increase or reduction of registered invested capital, the owner of a private enterprise shall send a notice of the change to the business registration section with which the enterprise has made registration. The notice must contain:

a/ Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an enterprise identification number or a tax identification number);

b/ Registered invested capital, new level of capital, and time of change;

c/ Full name and signature of the private enterprise owner.

When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and change information about the enterprise's invested capital on the National Enterprise Registration Database. At the request of the enterprise, the business registration section shall grant a written certification of change in enterprise registration contents to the enterprise.

2. If the dossier of notification of change of invested capital of the private enterprise owner is invalid, the business registration section shall request the enterprise to modify and complete the dossier within 3 working days.

3. A private enterprise shall notify the change of invested capital of its owner to the business registration section within 10 working days after making such change. Otherwise, the enterprise shall be sanctioned in accordance with the law on sanctioning of administrative violations in the field of planning and investment.

**Article 51.** Notice 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 are those named on the list of founding shareholders which is submitted to the business registration section upon registration of the enterprise establishment.

2. In case of change of information about founding shareholders because some founding shareholders have not paid or have paid partly for the shares they register to buy, the company shall send a notice to the business registration section with which the company has made registration. The notice must contain:

a/ Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an enterprise identification number or a tax identification number);

b/ Name, head office address, enterprise identification number or serial number of the establishment decision of each founding institutional shareholder; full name, serial number of the identity card or passport or another lawful personal identification paper prescribed in Article 10 of this Decree of each founding individual shareholder;

c/ Full name, serial number of the identity card or passport or another lawful personal identification paper prescribed in Article 10 of this Decree and signature of the company's at-law representative.

When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and change information about the company's founding shareholders on the National Enterprise Registration Database. At the request of the enterprise, the business registration section shall grant a written certification of change in enterprise registration contents to the enterprise.

Founding shareholders that have not paid for the shares they register to buy will naturally be no longer shareholders of the company under Point a, Clause 3, Article 112 of the Law on Enterprises, and shall have their names 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 shall be submitted in addition to the papers mentioned in Clause 2 of this Article:

a/ Sheet of information about founding shareholders after the change;

b/ Share transfer contract or papers proving the completion of the transfer;

c/ Written approval of the provincial-level Department of Planning and Investment of capital contribution, purchase of shares or capital contributions by foreign investors, for the case specified in Clause 1, Article 26 of the Law on Investment.

4. In case the founding institutional shareholder is a merged, split or consolidated enterprise, the registration is the same as the registration of change of founding shareholders due to share transfer prescribed in Clause 3 of this Article. In the dossier of registration of change in enterprise registration contents, the merger contract, decision on company splitting up, or consolidation contract shall replace the transfer contract or papers proving the completion of the transfer.

5. The registration of change of founding shareholders in case of donation or inheritance of shares is the same as the registration of change of founding shareholders due to share transfer prescribed in Clause 3 of this Article. In this case, the donation contract or a valid copy of the written certification of the lawful right to inheritance shall replace the transfer contract or papers proving the completion of the transfer.

6. If the dossier of notification of change of founding shareholders is invalid, the business registration section shall request the enterprise to modify and complete the dossier within 3 working days.

7. The joint stock company shall notify the change of its founding shareholders to the business registration section within 10 working days from making such change. Otherwise, the enterprise shall be sanctioned in accordance with the law on sanctioning of administrative violations in the field of planning and investment.

**Article 52.** Notice of change of foreign shareholders of unlisted joint stock companies

1. In case a foreign shareholder of an unlisted joint stock company is changed as prescribed in Clause 3, Article 32 of the Law on Enterprises, the company shall send a notice to the business registration section with which it has made registration. The notice must contain:

a/ Name, enterprise identification number, tax identification number, or serial number of the business registration certificate (in case the enterprise has not had an enterprise identification number or a tax identification number);

b/ Information about the foreign shareholder that transfers the shares: name, head office address of the foreign institutional shareholder; full name, citizenship, permanent residence address of the individual shareholder; type of shares and the foreign shareholder's current holding in the company; quantity and type of shares being transferred;

c/ Information about the foreign shareholder that receives the shares: name, head office address of the foreign institutional shareholder; full name, citizenship, permanent residence address of the individual shareholder; type and quantity of shares received; type of shares and their holdings in the company;

d/ Full name, signature, serial number of the identity card or passport or serial number of another lawful personal identification paper prescribed in Article 10 of this Decree of the company's at-law representative.

The notice shall be enclosed with the decision and a valid copy of the minutes of the meeting of the Shareholders' General Meeting on change of foreign shareholder; a list of foreign shareholders after the change; share transfer contract or papers proving the completion of the transfer; a valid copy of the establishment decision or an equivalent paper; a valid copy of one of the personal identification papers prescribed in Article 10 of this Decree of the authorized representative of the institutional transferee and the relevant power of attorney; valid copies of the personal identification papers prescribed in Article 10 of this Decree of the transferee-foreign individual shareholder; a written approval of the provincial-level Department of Planning and Investment for capital contribution or purchase of shares or capital contributions by foreign investors in accordance with the Law on Investment.

The decision and minutes of the meeting of the Shareholders' General Meeting must specify the changed contents of the company charter.

When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and change information about the company's foreign shareholder on the National Enterprise Registration Database. At the request of the enterprise, the business registration section shall grant a written certification of change in enterprise registration contents to the enterprise.



2. If the dossier of notification of change of foreign shareholder is invalid, the business registration section shall request the company to modify and complete the dossier within 3 working days.

3. The company shall notify the change of its foreign shareholders to the business registration section within 10 working days after making such change. Otherwise, the enterprise shall be sanctioned in accordance with the law on sanctioning of administrative violations in the field of planning and investment.

**Article 53.** Notice of change in tax registration contents

1. An enterprise that changes the tax registration contents without changing business registration contents shall send a notice of the change to the business registration section of the locality where its head office is located.

The notice must contain:

a/ Name, head office address, enterprise identification number, and date of grant of the business registration certificate, tax registration certificate, or enterprise registration certificate;

b/ Changes in tax registration information.

2. The business registration section shall receive the notice, and enter information on the National Enterprise Registration Information System in order to transfer information to the database of the General Department of Taxation. At the request of the enterprise, the business registration section shall grant a written certification of change in enterprise registration contents to the enterprise.

**Article 54.** Notice of change in information about an enterprise's manager, information about foreign shareholders; notice of private placement of shares; notice of lease of private enterprise; notice of change in information about authorized representatives

1. Within 5 working days after information about the full name, contact address, citizenship, serial number of the citizen identity card number or the identity card or another lawful personal identification paper of the enterprise's manager, a member of the Supervisory Board or the supervisor is changed, the enterprise shall send a notice to the business registration section of the locality where its head office is located under Article 12 of the Law on Enterprises.

2. Within 3 working days after receiving information or changing information about full name, citizenship, passport number, permanent residence address, quantity and types of shares of a foreign shareholder; name, enterprise identification number, head office address, quantity and

types of shares, full name, citizenship, passport number, and permanent residence address of the authorized representative of a foreign institutional shareholder, the enterprise shall send a notice of addition and update of enterprise registration information to the business registration section of the locality where its head office is located under Clause 3, Article 171 of the Law on Enterprises.

3. Within 5 working days after issuing the decision on private placement of shares, a joint stock company shall send a notice to the business registration section of the locality where its head office is located under Article 123 of the Law on Enterprises.

4. Within 3 working days after the enterprise lease contract becomes effective, the private enterprise owner shall send a notice to the business registration section of the locality where its head office is located under Article 186 of the Law on Enterprises.

5. Within 10 working days after changing information about the authorized representative of the owner of a single-member limited liability company, the company shall send a notice of the change to the business registration section of the locality where its head office is located.

6. When receiving the notice, the business registration section shall give a receipt, check the validity of the dossier, and change information about the enterprise on the National Enterprise Registration Database. At the request of the enterprise, the business registration section shall grant a written certification of change in enterprise registration contents to the enterprise.

#### **Article 55.** Announcement of enterprise registration contents

1. Enterprise registration contents shall be publicly announced in accordance with Article 33 of the Law on Enterprises.

2. When receiving the business registration certificate or the written certification of change in enterprise registration contents in terms of business line, founding shareholder or foreign shareholder, the enterprise shall pay a charge for publicly announcing enterprise registration contents.

3. The business registration section shall post enterprise registration contents on the National Business Registration Portal.

**Article 56.** Changes in enterprise registration contents which are not required to be registered

1. An enterprise is not required to register changes in enterprise registration contents in the following cases:

a/ The business registration section has issued a notice that the enterprise's violation results in revocation of its enterprise registration certificate, or has issued a decision to revoke the enterprise registration certificate;

b/ The enterprise is undergoing dissolution under a decision on enterprise dissolution;

c/ The registration is refused at the request of a court or judgment enforcement agency or public security office.

2. The enterprise mentioned in Clause 1 of this Article may register changes in enterprise registration contents in the following cases:

a/ It has taken remedial measures as requested in the notice of the enterprise's violation subject to the revocation of the enterprise registration certificate and such measures are accepted by the business registration section;

b/ It has to register some changes in its enterprise registration contents to serve its dissolution process and complete the dissolution dossier as prescribed. In this case, the dossier of registration of change shall be enclosed with the enterprise's written explanation for the change;

c/ It has implemented the decision of the court or judgment enforcement agency, and the court or judgment enforcement agency has approved.

## Chapter VII

### **ORDER AND PROCEDURES FOR REGISTRATION OF BUSINESS SUSPENSION, RE-GRANT OF ENTERPRISE REGISTRATION CERTIFICATES, ENTERPRISE DISSOLUTION, AND REVOCATION OF ENTERPRISE REGISTRATION CERTIFICATES**

**Article 57.** Business suspension and resumption of business ahead of notified schedule of enterprises, branches, representative offices and business locations

1. When an enterprise carries out procedures for business suspension, it shall also send a notice of suspension of its branch, representative office or business location to the business registration section with which the branch, representative office or business location has made registration.

2. In case an enterprise or a branch, representative office or business location suspends its business or resumes its business ahead of the notified schedule, it shall send to the business registration section with

which the enterprise or its branch, representative office or business location has made registration at least 15 days before the date of business suspension or resumption. The business suspension period must not exceed one year. After this notified period, if the enterprise or its branch, representative office or business location still suspends its business, it shall send another notice thereof to the business registration section. The total period of continuous business suspension must not exceed two years.

3. In case an enterprise suspends its business, its notice shall be enclosed with the decision and a valid copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members, the company owner, for a single-member limited liability company, the Board of Directors, for a joint stock company, or general partners, for a partnership.

4. The business registration section shall give a receipt to the enterprise after receiving the notice of business suspension or resumption of business operation ahead of notified schedule. Within 3 working days after receiving a valid dossier, the business registration section shall grant a written certification that the enterprise or its branch, representative office or business location has registered the business suspension or resumption of business operation ahead of notified schedule. The business registration section shall send information about enterprises' business suspension and resumption of business ahead of notified schedule to the tax agency for coordinated state management of enterprises.

#### **Article 58.** Re-grant of enterprise registration certificates

1. An enterprise that wishes to have its enterprise registration certificate re-granted because it is lost, burnt, torn or otherwise destroyed shall submit an application for re-grant of the enterprise registration certificate to the business registration section that has granted the original one.

The business registration section shall consider and re-grant the enterprise registration certificate within 3 working days after receiving the application for re-grant.

2. If finding that the dossier for the granted enterprise registration certificate was improper or the certificate was granted not according to the prescribed order and procedures, the business registration section shall send a notice to request the enterprise to complete the dossier within 30 days from the date of sending the notice in order to have the enterprise registration certificate re-granted. The business registration

section shall re-grant the enterprise registration certificate within 3 working days after receiving a valid dossier.

3. In case information declared in the enterprise registration dossier is untruthful or inaccurate, the business registration section shall notify such to a competent state agency for handling in accordance with law. After a decision on handling the violation is issued by the competent state agency, the business registration section shall request the enterprise to re-make the dossier and re-grant the enterprise registration certificate within 3 working days after receiving a valid dossier.

4. In case an enterprise is granted a new enterprise registration certificate, the old certificate is no longer valid.

**Article 59.** Order and procedures for registering enterprise dissolution

1. Before carrying out procedures for registering its dissolution, an enterprise shall carry out the procedures for termination of operation of its branches, representative offices and business locations at the business registration sections of the localities where the branches, representative offices and business locations are located.

2. Within 7 working days after adopting the decision on dissolution under Clause 1, Article 202 of the Law on Enterprises, an enterprise shall send a notice of its dissolution to the business registration section. The notice shall be enclosed with the decision on dissolution of the company owner, for a single-member limited liability company, decision and a valid copy of the minutes of the meeting on dissolution of the Members' Council, for a limited liability company with two or more members, the Shareholders' General Meeting, for a joint stock company, or general partners, for a partnership.

3. After receiving the enterprise's dissolution dossier mentioned in Clause 1, Article 204 of the Law on Enterprises, the business registration section shall send information about the enterprise's dissolution registration to the tax agency. Within 2 working days after receiving information from the business registration section, the tax agency shall send its opinion on the dissolution to the business registration section.

4. Within 5 working days after receiving a dissolution dossier, if the tax agency has no objection, the business registration section shall change the enterprise's legal status on the National Enterprise Registration Database to "dissolved" and issue a notice of the enterprise's dissolution.

5. If an enterprise is using a seal issued by the public security office, it shall return the seal and the certificate of seal specimen registration to

the public security office in order to be granted a certificate of seal revocation. In this case, the seal and seal specimen certificate in the dissolution dossier mentioned at Point c, Clause 1, Article 204 of the Law on Enterprises shall be replaced with the certificate of seal revocation.

**Article 60.** Termination of operation of branches, representative offices and business locations

1. When terminating the operation of a branch, representative office or business location, an enterprise shall send a notice thereof to the business registration section of the locality where the branch, representative office or business location is located.

For a branch or representative office, the notice shall be enclosed with the papers specified in Clause 2, Article 206 of the Law on Enterprises, including the decision to terminate the operation of the branch or representative office issued by the owner, for a private enterprise, owner or the chairperson of the Members' Council or the company president, for a single-member limited liability company, the Members' Council, for a limited liability company with two or more members, the Board of Directors, for a joint stock company, or general partners, for a partnership.

2. The business registration section shall receive the notice, check the validity of the dossier, and change the legal status of the branch or representative office or business location on the National Enterprise Registration Database to "operation terminated", and issue a notice of the termination of operation of the branch, representative office or business location.

3. If a branch, representative office or business location suspends operation for 1 year without notifying the business registration section and tax agency, its registration certificate shall be revoked. In this case, the business registration section shall issue a notice of the violation and request the at-law representative of the enterprise to give explanations at the business registration section. If the at-law representative of the enterprise does not come up to give explanation, after 10 working days from the date of appointment written in the notice, the business registration section shall issue a decision to revoke the registration certificate of the branch, representative office or business location.

**Article 61.** Termination of existence of divided companies, consolidated companies, merged companies

1. Within 3 working days after a dividing company, consolidating company or merging company is granted an enterprise registration



certificate, the business registration section of the locality where the divided company, consolidated company or merged company shall terminate the existence of such company on the National Enterprise Registration Database.

2. The business registration section shall also terminate the existence of branches, representative offices and business locations of the divided company, consolidated company or merged company on the National Enterprise Registration Database.

3. In case the head office of the divided company, consolidated company or merged company is located outside the province or centrally run city where the head office of the dividing company, consolidating company or merging company is located, the business registration section of the latter shall send information to the business registration section of the former to terminate the existence of them on the National Enterprise Registration Database.

**Article 62.** Revocation of enterprise registration certificates

1. The cases in which an enterprise registration certificate shall be revoked are specified in Clause 1, Article 211 of the Law on Enterprises and Clause 26, Article 1 of the Law Amending and Supplementing a Number of Articles of the Law on Tax Administration.

2. The order and procedures for revocation of an enterprise registration certificate under a court decision must comply with the guidance of competent state agencies.

3. In case it needs verification of an act of forging an enterprise registration dossier as the basis for revocation of an enterprise registration certificate under Point a, Clause 1, Article 211 of the Law on Enterprises, the business registration section shall send a written request for verification to the public security office. The public security office shall issue a written response on the verification results to the business registration section within 30 working days after receiving the written request. If the enterprise registration dossier contains untruthful contents as concluded by the public security office, the business registration section shall revoke the enterprise registration certificate according to the order and procedures prescribed in Clause 1, Article 63 of this Decree.

**Article 63.** Order and procedures for revocation of enterprise registration certificates

1. In case the enterprise registration dossier contains untruthful contents:

If the dossier of registration of a new enterprise is forged, the business registration section shall issue a notice of the violation and a decision to revoke the enterprise registration certificate.

In case the dossier of registration of change in enterprise registration contents or notice of change in enterprise registration contents is forged, the business registration section shall issue a notice of the violation and cancel the change that has been made based on untruthful information, restore the granted enterprise registration certificate according to the latest valid dossier, and notify the case to a competent agency for handling in accordance with law.

2. In case a registered enterprise is founded by an individual or organization banned from establishing enterprises under Clause 2, Article 18 of the Law on Enterprises:

a/ If the enterprise is a private enterprise or single-member limited liability company of an individual owner: The business registration section with which the enterprise has made registration shall issue a notice of the violation and a decision to revoke the enterprise registration certificate.

b/ If the enterprise is a limited liability company with two or more members, single-member limited liability company of an institutional owner, joint stock company or partnership: The business registration section with which the enterprise has made registration shall issue a written request for the enterprise to replace the member or shareholder banned from establishing enterprises within 30 days from the date of request. If the enterprise fails to replace such member or shareholder within this time limit, the business registration section shall issue a notice of the violation and a decision to revoke the enterprise registration certificate.

3. In case an enterprise violates Point c, Clause 1, Article 211 of the Law on Enterprises, the business registration section shall issue a notice of the violation and request the at-law representative of the enterprise to give explanations at the business registration section. After 10 working days from the date of appointment written in the notice, if the at-law representative of the enterprise fails to come to give explanation, the business registration section shall issue a decision to revoke the enterprise registration certificate.

4. In case an enterprise fails to send a report under Point c, Clause 1, Article 209 of the Law on Enterprises, within 10 working days from the deadline prescribed at Point d, Clause 1, Article 211 of the Law on Enterprises, the business registration section shall issue a notice of the violation and request the at-law representative of the enterprise to give

explanations at the business registration section. After 10 working days from the date of appointment written in the notice, if the at-law representative of the enterprise fails to come to give explanations, the business registration section shall issue a decision to revoke the enterprise registration certificate.

5. In case of enforcement of a tax-related administrative decision under Clause 26, Article 1 of the Law Amending and Supplementing a Number of Articles of the Law on Tax Administration, within 10 working days after receiving the request for revocation of the enterprise registration certificate made by the head of the tax agency under Clause 31, Article 1 of the Law Amending and Supplementing a Number of Articles of the Law on Tax Administration, the business registration section shall revoke the enterprise registration certificate according to the order and procedures prescribed in Clause 3 of this Article.

6. After receiving the decision to revoke its enterprise registration certificate, an enterprise shall carry out dissolution procedures prescribed in Article 203 of the Law on Enterprises.

7. Information about the revocation of an enterprise registration certificate shall be entered into the National Enterprise Registration Information System of the tax agency.

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

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

1. The business registration section determines that the enterprise is not subject to revocation of the enterprise registration certificate.

2. The business registration section receives a written request from the tax agency for restoration of the enterprise's legal status after the business registration certificate is revoked before the business registration section updates the enterprise's legal status "dissolved" on the National Enterprise Registration Information System or within 6 months after the business registration section issues the decision on revocation of the enterprise registration certificate.

**Article 65.** Procedures for enterprise registration under a court's decision

Within 15 working days from the effective date of a court's judgment or decision, the person making registration for change in enterprise registration contents or other contents related to enterprise

registration under the court's decision shall send a request to a competent business registration section. The dossier of registration must contain a valid copy of the court's legally effective judgment or decision.

## **Chapter VIII**

### **REGISTRATION OF BUSINESS HOUSEHOLDS**

#### **Article 66. Business households**

1. A business household owned by an individual or a group of individuals being Vietnamese citizens aged 18 years or older, having full civil act capacity, or owned by a household may only register its business at a single location and employ fewer than 10 employees, and shall take responsibility for the business operation with all of its property.

2. Households engaged in agriculture, forestry, aquaculture or salt production, peddlers, petty food sellers, traders from a distance, itinerant business people, and service providers earning low incomes are not required to make registration, except for conditional business lines. Provincial-level People's Committees shall specify low income levels applied within their provinces.

3. Any business household that employs 10 or more employees shall make enterprise registration as prescribed.

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

1. Vietnamese citizens aged 18 years or older and having full legal and civil act capacity and households have the right to establish business households and have the obligation to register business households as prescribed in this Chapter.

2. Each individual or household mentioned in Clause 1 of this Article may register only one business household nationwide. An individual mentioned in Clause 1 of this Article has the right to contribute capital to and buy shares of enterprises in his/her own capacity.

3. An individual who establishes and contributes capital to a business household may not concurrently be owner of a private enterprise, or general partner of a partnership, unless otherwise agreed by the other general partners.

#### **Article 68. Business household registration certificates**

1. Business household registration certificates shall be granted to business households established and operating under this Decree.

2. A business household registration certificate shall be granted based on information in the dossier of business household registration, which is declared by the business household founder who shall take responsibility for such information.

3. Information on a business household registration certificate becomes legally effective from its date of grant; a business household is entitled to do business from the date it is granted a business household registration certificate, except for conditional business lines.

4. A business household may receive the business household registration certificate directly at the district-level business registration agency or pay a charge to receive it by post.

5. A business household may request the district-level business registration agency to provide copies of its registration certificate and pay a charge for them as prescribed.

**Article 69.** Principles of business household registration

1. A business household or its founder shall make a dossier of business household registration and take responsibility before law for the lawfulness, truthfulness and accuracy of information declared therein.

2. The district-level business registration agency is responsible for the validity of the dossier of business household registration, but not for violations of law committed by the business household or its founder.

3. The district-level business registration agency is not responsible for settling disputes between individuals of a business household or between the business household and other organizations and individuals.

**Article 70.** Quantity of dossier sets of business household registration

Each business household shall submit 1 dossier set to the district-level business registration agency for business household registration or registration of change in business household registration contents.

**Article 71.** Dossier, order and procedures for business household registration

1. An individual, a group of individuals, or the representative of a household shall submit the written request for business household registration to the district-level business registration agency of the locality where the business location is located. A written request for business household registration must contain:

a/ Name, business location address, telephone number, fax number, email address (if any) of the business household;

- b/ Business line;
- c/ Capital;
- d/ Number of employees;

dd/ Full names, signatures, residence addresses, serial numbers and dates of issue of valid identity cards or passports of individuals establishing the business household, if the business household is established by a group of individuals, or of the individual, if the business household is established by an individual, or representative of the household, if the business household is established by a household.

The written request shall be enclosed with valid copies of the valid identity cards or passports of individuals in the business household or representative of the household, and a valid copy of the minutes of the 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 dossier, the district-level business registration agency shall give a receipt to the submitter, and grant the business household registration certificate within 3 working days after receiving the dossier if the following conditions are fully satisfied:

a/ The registered business line is not on the list of banned business lines;

b/ The name of the to-be-registered business household is compliant with Article 73 of this Decree;

c/ The registration fee is fully paid.

If the dossier is invalid, within 3 working days after receiving the dossier, the district-level business registration agency shall notify in writing the necessary revisions or supplementations to the business household founder.

3. After 3 working days from the date of submitting a dossier of business household registration, if the registrant does not receive a business household registration certificate or no request for revision or supplementation of the dossier, the registrant has the right to lodge a complaint in accordance with the law on complaints and denunciations.

4. In the first week of every month, the district-level business registration agency shall send a list of business households registered in the previous month to the same-level tax agency, the business registration section, and provincial-level specialized management agencies.



Business households engaged in trading from a distance and itinerant business shall select a fixed location for making business household registration. This location may be the registered place of permanent or temporary residence, the most frequent business location, or the collecting or trading place. Business households engaged in trading from a distance or itinerant business may do business outside the registered location but shall notify their registered locations and other business locations to the tax agency and market management authority.

**Article 73.** Naming of business households

1. Each business household must have its own name consisting of two elements:

- a/ The business type “Hộ kinh doanh” (Business household);
- b/ The proper name of the business household.

The proper name must be written in letters in Vietnamese alphabet, possibly with letters F, J, Z and W, and together with numerals and symbols.

2. It is prohibited to use words or symbols that violate Vietnam’s tradition, history, culture, ethics and fine customs in a business household’s proper name.

3. A business household’s name must not contain the word “công ty” (company) or “doanh nghiệp” (enterprise).

4. A business household’s proper name must not be identical to that of another registered business household in the same rural district.

**Article 74.** Business lines of business households

1. When registering a new business household or change in business household registration contents, the registrant shall write the business line(s) on the written request for business household registration or notice of change in business household registration contents. The district-level business registration agency shall record the business line(s) on the business household registration certificate.

2. A business household has the right to conduct a conditional business line from the date it satisfies all conditions as prescribed by law and shall maintain such conditions throughout its operation. Specialized agencies shall perform the state management of conditional business lines and inspect the satisfaction of these conditions by business households.

3. In case the district-level business registration agency receives a written report from a competent agency on a business household conducting a conditional business line without satisfying all prescribed

conditions, it shall request the business household to stop conducting the conditional business line and notify a competent state agency to handle the case in accordance with law.

**Article 75.** Registration of change in business household registration contents

1. When changing business household registration contents, a business household shall notify the change to the district-level business registration agency with which it has made registration according to the following order and procedures:

a/ The business household sends a notice of change in business household registration contents to the district-level business registration agency;

b/ When receiving the dossier, the district-level business registration agency shall give a receipt and grant the business household registration certificate within 3 working days after receiving a valid dossier. If the dossier is invalid or the business household's name is improper, the district-level business registration agency shall notify the registrant of the necessary revisions and supplementations within 3 working days after receiving the dossier;

c/ When receiving a new business household registration certificate in case of change in business household registration contents, the business household shall return the old certificate.

2. In case a business household is relocated to another district, town or city in the same province, it shall send a notice of relocation to the district-level business registration agency of the locality to which the business household is relocated. The notice shall be enclosed with a valid copy of the minutes of the meeting of the group of individuals on relocation, if the business household is established by a group of individuals and valid copies of the valid identity cards or passports of the individuals founding the business household or of the representative of the household.

Within 5 working days after granting the business household registration certificate, the district-level business registration agency of the locality to which the business household is relocated shall send a notice to the district-level business registration agency of the locality where the business household was initially registered.

**Article 76.** Business suspension of business households

1. If suspending its business for 30 or more days, a business household shall send a notice thereof to the district-level business registration agency of the locality where it has made business

registration and the managing tax agency. The business suspension period must not exceed one year.

2. The business-suspending business household shall send a written notice to the district-level business registration agency with which it has made registration at least 15 days before the suspension date. After receiving the notice, the district-level business registration agency shall give a receipt to the dossier submitter. Within 3 working days after receiving a valid dossier, the district-level business registration agency shall issue a written certification of registration of business suspension to the business household.

**Article 77.** Termination of operation of business households

When a business household terminates its operation, it shall send a notice thereof and return the original business household registration certificate to the district-level business registration agency with which it has made registration, and concurrently pay all debts, including tax debts, and unfulfilled financial obligations.

**Article 78.** Revocation of business household registration certificates

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

a/ Declaring untruthful contents in the dossier of business household registration;

b/ Failing to commence its business within 6 months after being granted the business household registration certificate;

c/ Suspending business for more than 6 consecutive months without notifying such to the district-level business registration agency with which the business household has made registration;

d/ Conducting a banned business line;

dd/ Being established by persons banned from establishing business households;

e/ Failing to report on its business under Clause 4, Article 15 of this Decree.

2. In case the declared contents in the dossier of business household registration are untruthful, the district-level business registration agency shall issue a notice of the violation and a decision to revoke the business household registration certificate.

In case the dossier of registration of change in business household registration contents is forged, the district-level business registration

agency shall issue a notice of the violation, cancel the changes, restore the business household registration certificate according to the latest valid dossier, and concurrently report the case to a competent agency for handling.

3. In case the business household fails to commence its business within 6 months after being granted the business household registration certificate, or suspends its business operation for more than 6 consecutive months without notifying such to the district-level business registration agency with which it has made registration, or fails to submit business reports under Clause 4, Article 15 of this Decree, the district-level business registration agency shall issue a notice of the violation and request the representative of the business household to give explanation at the office of the district-level business registration agency. After 10 working days after the date of appointment written in the notice, if the requested person fails to come to give explanations, the district-level business registration agency shall issue a decision to revoke the business household registration certificate.

4. In case the business household conducts a banned business line, the district-level business registration agency shall issue a notice of the violation and a decision to revoke the business household registration certificate.

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 district-level business registration agency shall issue a notice of the violation and a decision to revoke the business household registration certificate.

b/ If the business household is established by a group of individuals that include an individual banned from establishing business households, the district-level business registration agency shall issue a notice of the violation and request the business household to replace such individual within 15 working days from the date of notice. Past this time limit, if the business household fails to replace the banned individual, the district-level business registration agency shall issue a notice of the violation and a decision to revoke the business household registration certificate.

#### **Article 79.** Re-grant of business household registration certificates

1. In case a business household registration certificate is lost, burnt, torn, damaged, or otherwise destroyed, the business household may submit a written request for re-grant of the business household

registration certificate to the district-level business registration agency which has granted the original one.

The district-level business registration agency shall receive the written request for re-grant of the business household registration certificate and consider and re-grant the business household registration certificate within 3 working days after receiving the written request.

2. In case the dossier of the granted business household registration certificate was improper or the certificate was granted not according to the prescribed order and procedures, the district-level business registration agency shall send a notice requesting the business household to complete the dossier and submit it within 30 days from the date of the notice in order to have the business household registration certificate re-granted. The district-level business registration agency shall re-grant the business household registration certificate within 3 working days after receiving a valid dossier of the business household.

3. In case a business household is granted a new business household registration certificate, the old certificates will no longer be valid.

## **Chapter IX**

### **IMPLEMENTATION PROVISIONS**

#### **Article 80.** Handling of violations and commendation

1. Officers or civil servants who ask enterprise founders to submit additional documents, impose new procedures or conditions for enterprise registration against this Decree, trouble or hassle organizations and individuals in the process of enterprise registration or during inspection of enterprise registration contents shall be handled in accordance with law.

2. Business registration agencies and officers who properly accomplish their assigned tasks shall be commended and rewarded under regulations.

#### **Article 81.** Transitional provisions

1. The Ministry of Planning and Investment shall provide guidance on transfer of enterprise registration data from the business registration sections and investment registration agencies to the National Enterprise Registration Database.

2. Information in business registration certificates and business registration and tax registration certificates kept at all business registration agencies and business registration information in investment licenses or investment certificates (cum business registration certificates)

shall be transferred to the National Enterprise Registration Information System.

3. Registration information at the business registration sections and investment registration agencies is original information about enterprises during the data transfer process.

4. Enterprises that are granted enterprise registration certificates, business registration certificates, business registration and tax registration certificates, investment licenses or investment certificates (cum business registration certificates) before the effective date of this Decree shall continue to operate under such certificates without having to carry out procedures for replacing them with enterprise registration certificates. Enterprises shall be granted enterprise registration certificates of the new design when registering a change in enterprise registration contents.

5. An enterprise that wishes to replace its business registration certificate or business registration and tax registration certificate with an enterprise registration certificate without changing business registration and tax registration contents shall submit a written request enclosed with the original business registration certificate and original certificate tax registration certificate or original business registration and tax registration certificate to the business registration section in order to be granted an enterprise registration certificate.

6. An enterprise that wishes to be granted an enterprise registration certificate to replace the content of business registration in its investment license or investment certificate (cum business registration certificate) without changing the business registration content shall submit a written request enclosed with a valid copy of the investment license or investment certificate (cum business registration certificate) and a valid copy of the tax registration certificate in order to be granted an enterprise registration certificate.

#### **Article 82. Effect**

1. This Decree takes effect on November 1, 2015.

2. This Decree replaces the Government's Decree No. 43/2010/ND-CP of April 15, 2010, on enterprise registration, and Decree No. 05/2013/ND-CP of January 9, 2013, amending and supplementing a number of articles on administrative procedures of Decree No. 43/2010/ND-CP.

#### **Article 83. Implementation responsibility**



Ministers, heads of ministerial agencies, heads of government-attached agencies, chairpersons of provincial-level People's Committees, and subjects regulated by this Decree shall implement this Decree.-

*On behalf of the Government*

Prime Minister

NGUYEN TAN DUNG

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