

THE GOVERNMENT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No. 01/2021/ND-CP

Hanoi, January 4, 2021

DECREE

On enterprise registration¹

Pursuant to the June 19, 2015 Law on Organization of the Government; and the November 22, 2019 Law Amending and Supplementing a Number of Articles of the Law on Organization of the Government and Law on Organization of Local Administration;

Pursuant to the June 17, 2020 Law on Enterprises;

Pursuant to the June 17, 2020 Law on Investment;

Pursuant to the June 13, 2019 Law on Tax Administration;

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

Pursuant to the November 20, 2017 Law Amending and Supplementing a Number of Articles of the Law on Credit Institutions;

Pursuant to the November 26, 2019 Law on Securities;

Pursuant to the June 18, 2013 Law on Science and Technology;

Pursuant to the June 14, 2019 Law on Execution of Criminal Judgments;

Pursuant to the June 19, 2014 Law on Bankruptcy;

Pursuant to the November 29, 2005 Law on E-Transactions;

Pursuant to the November 19, 2015 Law on Cyberinformation Security;

Pursuant to the June 12, 2018 Law on Cyber Security;

At the proposal of the Minister of Planning and Investment;

The Government promulgates the Decree on enterprise registration.

¹ Công Báo Nos 113-114 (24/01/2021)

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation

1. This Decree provides in detail dossiers, order and procedures for registration of enterprises; registration of business households; business registration agencies, and state management of registration of enterprises and registration of business households.

2. Interconnection in performance of procedures for registration of the establishment of enterprises, branches and representative offices, declaration of employment, issuance of social insurance identification numbers, and registration of the use of invoices by enterprises must comply with the Government's Decree on coordination and interconnection in performance of procedures for registration of the establishment of enterprises, branches and representative offices, declaration of employment, issuance of social insurance identification numbers, and registration of the use of invoices by enterprises.

Article 2. Subjects of application

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

2. Individuals and household members who make business household registration in accordance with this Decree.

3. Business registration agencies.

4. Tax administration offices.

5. Other organizations and individuals involved in the registration of enterprises or registration of business households.

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 in enterprise registration information with the business registration agency which shall be stored in the national business registration database. Enterprise registration covers registration of the establishment of enterprises, registration of the operation of branches, representative offices and business locations, and other registration and notification obligations as prescribed in this Decree.

2. National information system on business registration referred to in Clause 19, Article 4 of the Law on Enterprises means a specialized information

system on business registration which is developed and operated by the Ministry of Planning and Investment in coordination with related agencies to send, receive, store, display or otherwise process data for enterprise registration.

3. National business registration database means a collection of data on enterprise registration nationwide. Information in enterprise registration dossiers and legal status of enterprises stored in the national business registration database is as legally valid as primary-source information on enterprises.

4. Dossier submitter means a person competent to sign enterprise registration requests or a person authorized by the person competent to sign enterprise registration requests to carry out enterprise registration procedures in accordance with Article 12 of this Decree.

5. Dossier digitalization means scanning of data available on paper documents in order to convert data in the form of paper documents into electronic files.

Article 4. Principles to be applied in settlement of enterprise registration procedures

1. Enterprise founders or enterprises shall themselves make declarations in enterprise registration dossiers and be held responsible before law for lawfulness, truthfulness and accuracy of information declared in such dossiers and their reports.

2. In case a limited liability company or joint stock company has more than one at-law representative, the at-law representative carrying out enterprise registration procedures shall guarantee, and take responsibility for, the exercise of his/her powers and performance of his/her obligations in accordance with Clause 2, Article 12 of the Law on Enterprises.

3. Business registration agencies shall take responsibility for the validity of enterprise registration dossiers, but not for violations committed by enterprises before and after the enterprise registration.

4. Business registration agencies may not settle disputes among members or shareholders of companies themselves or between them and other organizations or individuals or between enterprises and other organizations or individuals.

5. Enterprises are not required to append their seals on enterprise registration requests, notices of changes in enterprise registration contents, resolutions, decisions or meetings' minutes in enterprise registration dossiers. The appending of seals on other documents in enterprise registration dossiers must comply with relevant regulations.

Article 5. The right to establish enterprises and 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 shall fully and promptly perform obligations to make enterprise registration and disclose information on establishment and operation of enterprises in accordance with this Decree and relevant legal documents.

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

4. Ministries, ministerial-level agencies, People's Councils and People's Committees at all levels may not promulgate regulations or documents on enterprise registration to be exclusively applied in their own sectors or localities. Enterprise registration regulations issued by ministries, ministerial-level agencies, People's Councils and People's Committees at all levels in contravention of this Decree are not effective for implementation.

Article 6. Enterprise registration certificates, branch or representative office operation registration certificates, business location registration certificates

1. Enterprise registration certificates, branch or representative office operation registration certificates or business location registration certificates shall be issued for enterprises, or branches or representative offices or business locations of enterprises. Contents of enterprise registration certificates, branch or representative office operation registration certificates or business location registration certificates shall be written on the basis of information in enterprise registration dossiers. Enterprise registration certificates also serve as tax registration certificates of enterprises but do not serve as business licenses.

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

Article 7. Writing of business lines

1. When registering enterprise establishment, notifying the addition or change of business lines or requesting conversion into an enterprise registration certificate, an enterprise founder or enterprise shall select a level-4 industrial

sector in the Vietnam Standard Industrial Classification system for writing as a business line in the enterprise registration request, notice of change in enterprise registration contents or request for conversion into an enterprise registration certificate. The business registration agency shall guide, compare and write the business line of the enterprise in the national business registration database.

2. Specific contents of level-4 industrial sectors referred to in Clause 1 of this Article must comply with the Prime Minister's Decision promulgating the Vietnam Standard Industrial Classification system.

3. Business lines subject to conditional business investment regulated in other legal documents shall be written according to the business lines referred to in such legal documents.

4. Business lines not included in the Vietnam Standard Industrial Classification system but regulated in other legal documents shall be written according to the business lines referred to in such legal documents.

5. For business lines neither included in the Vietnam Standard Industrial Classification system nor regulated in other legal documents, business registration agencies shall consider writing them in the national business registration database provided such business lines are not banned from business investment, 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 have a business line written more specifically than any level-4 industrial sector, it may select a level-4 industrial sector in the Vietnam Standard Industrial Classification system then shall write specifically its business line under the selected level-4 industrial sector, provided that such business line is conformable with the selected level-4 industrial sector. In this case, the business line of the enterprise is that it has specifically written.

7. The writing of business lines referred to in Clauses 3 and 4 of this Article must comply with Clause 6 of this Article, with specific business lines written according to business lines stated in specialized legal documents.

8. The state management of sectors and trades subject to conditional business investment or sectors and trades subject to conditional market access for foreign investors and the inspection of observance of business conditions by enterprises fall within the competence of specialized agencies in accordance with specialized laws.

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

1. Each enterprise shall be issued a sole identification number which is referred to as enterprise identification number. This identification number concurrently serves as tax identification number and social insurance identification number of the enterprise.

2. An enterprise identification number will exist throughout the course of operation of the enterprise and may not be re-issued to another organization or individual. When the enterprise terminates its operation, its enterprise identification number will be invalidated.

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

4. State management agencies shall uniformly use enterprise identification numbers in performing the state management of and exchanging information on enterprises.

5. Identification numbers of affiliated units of enterprises shall be issued to branches and representative offices of enterprises. Such identification numbers also serve as tax identification numbers of branches and representative offices.

6. Identification numbers of business locations are 5-digit numbers starting from 00001 to 99999. Such identification numbers do not serve as tax identification numbers of business locations.

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

8. For their branches and representative offices established before November 1, 2015, but not yet issued affiliated unit identification numbers, enterprises shall directly contact tax offices for obtaining 13-digit tax identification numbers, then carry out procedures for changing operation registration contents at business registration agencies under regulations.

9. For enterprises established and operating under their investment licenses or investment certificates (also serving as business registration certificates) or papers of equivalent legal validity, or establishment and securities business licenses, enterprise identification numbers are tax identification numbers issued by tax offices.

Article 9. Quantity of enterprise registration dossiers

1. Enterprise founders or enterprises shall submit 1 dossier upon carrying out enterprise registration procedures.

2. Business registration agencies may not ask enterprise founders or enterprises to submit any dossiers or papers in addition to papers required for an enterprise registration dossier as prescribed in the Law on Enterprises and this Decree.

Article 10. Languages used in enterprise registration dossiers

1. Papers and documents in enterprise registration dossiers shall be made in Vietnamese.

2. In case an enterprise registration dossier contains foreign-language documents, such documents shall be accompanied by their notarized Vietnamese translations.

3. In case an enterprise registration dossier contains papers and documents in both Vietnamese and a foreign language, the Vietnamese version thereof shall be used for carrying out enterprise registration procedures.

Article 11. Legal papers of individuals 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 12. Authorization for carrying out enterprise registration procedures

A person competent to sign enterprise registration requests may authorize another organization or individual to carry out enterprise registration procedures under the following regulations:

1. In case of authorizing an individual to carry out enterprise registration procedures, an enterprise registration dossier shall be accompanied by a document authorizing such individual to carry out enterprise registration-related procedures and a copy of the legal paper of the authorized individual. Such authorization document is not required to be notarized or certified.

2. In case of authorizing an organization to carry out enterprise registration procedures, an enterprise registration dossier shall be accompanied by a copy of the service provision contract with the organization providing the service of carrying out enterprise registration-related procedures, such organization's letter of introduction for an individual to directly carry out enterprise

registration-related procedures, and a copy of the legal paper of the introduced individual.

3. In case of authorizing a public postal service-providing enterprise to carry out enterprise registration procedures, a postal officer shall, upon carrying out enterprise registration procedures, submit a copy of the dossier-sending slip, made according to the form issued by such enterprise and signed by the postal officer and person competent to sign the enterprise registration request.

4. In case of authorizing a non-public postal service-providing unit to carry out enterprise registration procedures, the authorization must comply with Clause 2 of this Article.

Article 13. Issuance of enterprise registration certificates according to standby procedures

1. Issuance of enterprise registration certificates according to standby procedures means issuance of enterprise registration certificates not via the national information system on business registration and shall apply in one or several of the following cases:

a/ The national information system on business registration is undergoing construction or upgrading;

b/ The national information system on business registration encounters a technical incident;

c/ A war, rebellion, natural disaster or another *force majeure* event occurs.

Based on the expected period for remediation of incidents or upgrading of the national information system on business registration, except in *force majeure* events, the Ministry of Planning and Investment shall send an advance notice to business registration agencies for the latter to issue enterprise registration certificates according to standby procedures.

2. Coordination in settlement of procedures for issuance of enterprise registration certificates according to standby procedures between business registration agencies and tax offices must comply with the process of transfer of dossiers in paper form.

3. Within 15 working days after completing the issuance of an enterprise registration certificate according to standby procedures, the business registration agency shall update data and information on the registered enterprise to the national information system on business registration.

Chapter II

TASKS AND POWERS OF BUSINESS REGISTRATION AGENCIES AND STATE MANAGEMENT OF REGISTRATION OF ENTERPRISES AND REGISTRATION OF BUSINESS HOUSEHOLDS

Article 14. Business registration agencies

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

a/ At the provincial level: business registration divisions under provincial-level Departments of Planning and Investment (below referred to as business registration divisions).

Business registration divisions may organize points for receiving dossiers and notifying dossier-processing results at various places in provincial-level localities;

b/ At the district level: finance-planning divisions under district-level People's Committees (below referred to as district-level business registration agencies).

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

Article 15. Tasks and powers of business registration divisions

1. To directly receive enterprise registration dossiers; to take responsibility for the validity of enterprise registration dossiers; to issue or refuse to issue enterprise registration certificates.

2. To provide enterprises and enterprise founders with guidance on dossiers, order and procedures for enterprise registration; to provide district-level business registration agencies with guidance on dossiers, order and procedures for registration of business households.

3. To coordinate with other agencies in developing, managing and operating the national information system on business registration; to standardize data and update enterprise registration data in localities to the national business registration database.

4. To provide locally managed enterprise registration information stored in the national business registration database to provincial-level People's Committees and tax administration offices, and upon requests of the Anti-Money

Laundering Agency of the State Bank of Vietnam, related agencies, and organizations and individuals in accordance with law.

5. To request enterprises to report on their observance of the Law on Enterprises under Point c, Clause 1, Article 216 of the Law on Enterprises.

6. To directly inspect and supervise enterprises based on contents of their enterprise registration dossiers or request competent state agencies to do so.

7. To inspect and supervise district-level business registration agencies in performing their tasks and exercising their powers concerning registration of business households.

8. To request enterprises to suspend their operations in sectors and trades subject to conditional business investment or sectors and trades subject to conditional market access for foreign investors under Clause 1, Article 67 of this Decree.

9. To revoke enterprise registration certificates and branch or representative office operation registration certificates in accordance with law.

10. To carry out business registration for other organizations and individuals in accordance with law.

Article 16. Tasks and powers of district-level business registration agencies

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

2. To provide business households and business household founders with guidance on dossiers, order and procedures for registration of business households.

3. To coordinate with other agencies in developing, managing and operating information systems on business households operating in their localities; to periodically report to district-level People's Committees, business registration divisions and tax offices on the registration of business households in their localities.

4. To provide information on registration of business households in their localities to district-level People's Committees, local tax administration offices, related agencies, and organizations and individuals requesting information provision in accordance with law.

5. To directly inspect business households based on contents of their business household registration dossiers or request competent state agencies to do so.

6. When necessary, to request business households to report on their observance of this Decree.

7. To request business households to suspend their operations sectors and trades subject to conditional business investment when detecting their failure to fully satisfy the law-specified business conditions.

8. To revoke business household registration certificates in accordance with law.

9. To carry out business registration for other organizations and individuals in accordance with law.

Article 17. 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, documents providing professional guidance, forms, and reporting regime to serve enterprise registration and business household registration, and online enterprise registration;

b/ Provide professional guidance and training and further training to business registration agencies, business registration officers, and organizations and individuals upon request; and guide business registration divisions to digitalize dossiers, standardize data and update data on enterprise registration in localities to the national business registration database;

c/ Urge, direct, monitor, inspect and supervise enterprise registration;

d/ Provide information on enterprise registration contents, legal status, financial statements and other information of enterprises which is stored in the national information system on business registration to related governmental agencies and to organizations and individuals upon request;

dd/ Organize the establishment, management and development of the national information system on business registration; assist business registration divisions, enterprises, enterprise founders, and other individuals and organizations in using the national information system on business registration; and guide the estimation of funds for operation of the national information system on business registration in localities;

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

g/ Assume the prime responsibility for, and coordinate with the Ministry of Finance in, studying and formulating a plan on interconnection in performance of business registration and tax registration procedures for business households as suitable to reality;

h/ Carry out international cooperation in the field of enterprise registration.

2. The Ministry of Finance:

a/ To coordinate with the Ministry of Planning and Investment in making connection between the national information system on business registration and the tax information system for the purpose of providing identification numbers of enterprises, identification numbers of affiliated units of enterprises and identification numbers of business locations and exchanging information on enterprises;

b/ The State Securities Commission of Vietnam shall convert data of securities companies, securities investment fund management companies, branches of foreign securities companies and branches of foreign fund management companies in Vietnam and provide the list of securities companies, securities investment fund management companies, branches of foreign securities companies and branches of foreign fund management companies in Vietnam that satisfy the conditions specified in Clause 1, Article 135 of the Law on Securities to business registration agencies for the latter to make enterprise registration for these entities in accordance with the Law on Securities.

3. Ministries, ministerial-level agencies and government-attached agencies shall, within the ambit of their assigned functions, tasks and powers, guide the implementation of regulations on business conditions; carry out examination and inspection and handle violations in the observance of business conditions under their state management; review and post on their websites lists of sectors and trades subject to conditional business investment and business conditions under their state management, then send these lists to the Ministry of Planning and Investment for posting on the National Business Registration Portal.

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

Chapter III

REGISTRATION OF NAMES OF ENTERPRISES, BRANCHES, REPRESENTATIVE OFFICES AND BUSINESS LOCATIONS

Article 18. Registration of names of enterprises

1. Enterprise founders or enterprises may not register names of enterprises that are identical or confusingly similar to names of other enterprises already registered in the national business registration database nationwide, except dissolved enterprises or enterprises declared bankrupt under legally effective court rulings.

2. Business registration divisions may approve or reject to-be-registered enterprise names in accordance with law. To avoid identical or confusingly similar names of enterprises or violations of regulations on naming of enterprises, decisions of business registration divisions are final. If disagreeing with decisions of business registration divisions, enterprises may initiate lawsuits in accordance with the law on administrative procedures.

3. Enterprises operating under investment licenses or investment certificates (also serving as business registration certificates) or papers of equivalent legal validity issued before July 1, 2015, may continue to use their registered names and are not required to register the change of their names in case such names are identical or confusingly similar to names of other enterprises already registered in the national business registration database.

4. To encourage and create favorable conditions for enterprises with identical or confusingly similar names to negotiate with one another for registering the change of their names.

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

1. It is not permitted to use protected trade names, marks or geographical indications of organizations or individuals as constituents of proper names of enterprises, unless it is approved by the owners of such trade names or marks. Before registering the name of an enterprise, the enterprise founder or the enterprise shall refer to marks and geographical indications already registered and stored in the database on marks and geographical indications of the state management agency in charge of industrial property.

2. Bases for identifying whether or not an enterprise name infringes upon industrial property rights must comply with the law on intellectual property.

Enterprises shall take self-responsibility before law if their names infringe upon industrial property rights. If their names infringe upon industrial property rights, enterprises shall register the change of their names.

3. Industrial property rights holders may send written requests to business registration divisions to ask enterprises with their names infringing upon industrial property rights to change their names. Such a request shall be accompanied by copies of:

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

b/ A mark registration certificate or geographical indication registration certificate; an extract of the national register of protected marks and geographical indications issued by the state management agency in charge of industrial property; a certificate of internationally registered marks protected in Vietnam, issued by the state management agency in charge of industrial property; a contract on the use of subject matters of industrial property rights in case the requester is the transferee of the right to use such subject matters of industrial property rights.

4. Within 10 working days after receiving all the papers specified in Clause 3 of this Article, a business registration division shall issue a notice requesting the enterprise with its name infringing upon industrial property rights to change its name and carry out procedures for registering the change of the enterprise name within 2 months from the date of issuance of the notice. Such a notice shall be accompanied by the papers specified in Clause 3 of this Article. Past the above time limit, if the enterprise fails to register the change of its name, the business registration division shall notify the infringement to a competent state agency for handling in accordance with the law on intellectual property.

5. In case an agency competent to handle violations issues an administrative sanctioning decision under which the infringer is subject to a remedial measure of forcing the change of the enterprise name or forcing the elimination of the violating element in the enterprise name but the infringer fails to implement such measure within the law-specified time limit, the agency competent to handle violations shall notify the infringement to the business registration division for the latter to request the enterprise to report under Point c, Clause 1, Article 216 of the Law on Enterprises. For enterprises failing to report, the business registration division shall revoke their enterprise registration certificates under Point d, Clause 1, Article 212 of the Law on Enterprises.

6. Business registration divisions shall notify infringement-handling results in case enterprise names infringe upon industrial property rights to the industrial property rights holders specified in Clause 3 of this Article.

7. The Ministry of Planning and Investment shall coordinate with the Ministry of Science and Technology in detailing this Article.

Article 20. Registration of names of branches, representative offices and business locations

1. Names of branches, representative offices and business locations must comply with Article 40 of the Law on Enterprises.

2. In addition to names in Vietnamese, branches, representative offices and business locations of enterprises may register their names in foreign languages and abbreviated names. Foreign-language names are names translated from names in Vietnamese into one of foreign languages in the Latin language system. Abbreviated names are names abbreviated from names in Vietnamese or names in foreign languages.

3. It is not permitted to use the word “cong ty” (company) or “doanh nghiep” (enterprise) in the proper name constituting the name of a branch, representative office or business location of an enterprise.

4. For wholly state-owned enterprises that are transformed into dependent cost-accounting units to meet reorganization requirements, their names before the reorganization may be retained.

Chapter IV

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

Article 21. Enterprise registration dossier for sole proprietorships

1. A written request for enterprise registration.
2. A copy of the legal paper of the owner of the sole proprietorship.

Article 22. Enterprise registration dossier for partnerships

1. A written request for enterprise registration.
2. The company charter.
3. List of members.
4. Copies of:

a/ Legal papers of individuals, for individual members of the company; legal papers of institutions, for institutional members of the company; legal paper of the individual, for the authorized representative, and document on appointment of the authorized representative.

For members being foreign institutions, copies of their legal papers shall be consularly legalized;

b/ The investment registration certificate, for enterprises 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 limited liability companies with two or more members or joint stock companies

1. A written request for enterprise registration.

2. The company charter.

3. List of members, for limited liability companies with two or more members; or list of founding shareholders and list of shareholders being foreign investors, for joint stock companies.

4. Copies of:

a/ Legal paper of the individual, for the at-law representative of the enterprise;

b/ Legal papers of individuals, for individual members, founding shareholders and shareholders being foreign investors; legal papers of institutions, for institutional members, founding shareholders and shareholders being foreign investors; legal papers of individuals, for authorized representatives of institutional members, founding shareholders and shareholders being foreign investors, and documents on appointment of the authorized representatives.

For members and shareholders being foreign institutions, copies of their legal papers must be consularly legalized;

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

Article 24. Enterprise registration dossier for single-member limited liability companies

1. A written request for enterprise registration.

2. The company charter.

3. Copies of:

a/ Legal paper of the individual, for the at-law representative of the enterprise;

b/ Legal paper of the individual, for the individual owner of the company; legal paper of the institution, for the institutional owner of the company (unless the company owner is the State); legal paper of the individual, for the authorized representative, and document on appointment of the authorized representative.

For the company owner being a foreign institution, a copy of its legal paper must be consularly legalized;

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

Article 25. Enterprise registration dossiers for companies established on the basis of division, splitting or consolidation

1. In case of division of a limited liability company or joint stock company under Article 198 of the Law on Enterprises, in addition to papers specified in Article 23 or 24 of this Decree, an enterprise registration dossier for the company formed after the division must comprise:

a/ The resolution or decision on company division as specified in Article 198 of the Law on Enterprises;

b/ A copy of the minutes of the meeting of the Members' Council, for limited liability companies with two or more members, or of the Shareholders' General Meeting, for joint stock companies, on company division.

2. In case of splitting of a limited liability company or joint stock company under Article 199 of the Law on Enterprises, in addition to the papers specified in Article 23 or 24 of this Decree, an enterprise registration dossier of the split company must comprise:

a/ The resolution or decision on the company splitting as specified in Article 199 of the Law on Enterprises;

b/ A copy of the minutes of the meeting of the Members' Council, for limited liability companies with two or more members, or of the Shareholders' General Meeting, for joint stock companies, on the company splitting.

3. In case of consolidation of several companies into a new company, in addition to the papers specified in Article 22, 23 or 24 of this Decree, an enterprise registration dossier for the consolidating company must comprise:

a/ The consolidation contract as specified in Article 200 of the Law on Enterprises;

b/ The resolution or decision on approval of the consolidation contract of the consolidated companies and a copy of the minutes of the meeting of the Members' Council, for limited liability companies with two or more members or partnerships, or of the Shareholders' General Meeting, for joint stock companies, on approval of the consolidation contract for establishment of a new company.

Article 26. Enterprise registration dossiers in cases of enterprise transformation

1. In case of transformation of a sole proprietorship into a partnership, limited liability company or joint stock company, a transformation registration dossier must comprise the papers specified in Article 22, 23 or 24 of this Decree, excluding the investment registration certificate specified at Point b, Clause 4, Article 22; Point c, Clause 4, Article 23; or Point c, Clause 3, Article 24, of this Decree. Such dossier shall be accompanied by:

a/ The sole proprietorship owner's written commitment that he/she will be personally answerable with all of his/her assets for all unpaid debts and fully pay debts when they are due;

b/ The sole proprietorship owner's written agreement with parties to unliquidated contracts, stating that the transformed company will take over and continue to perform such contracts;

c/ The sole proprietorship owner's written commitment or written agreement with other capital contributors on receipt and employment of existing workers of the sole proprietorship;

d/ The transfer contract or papers proving completion of the transfer in case of transfer of capital of the sole proprietorship; the donation contract in case of donation of capital of the sole proprietorship; or a copy of the written certification of the heir's lawful right to inherit in case of inheritance as prescribed by law;

dd/ The investment registration agency's written approval of contribution of capital or purchase of shares or contributed capital amounts of foreign investors or foreign-invested economic organizations, in case it is required to carry out registration procedures for contribution of capital or purchase of shares or contributed capital amounts under the Law on Investment.

2. In case of transformation of a single-member limited liability company into a limited liability company with two or more members, a transformation registration dossier must comprise the papers specified in Article 23 of this

Decree, excluding the investment registration certificate specified at Point c, Clause 4, Article 23 of this Decree. The dossier shall be accompanied by:

a/ The transfer contract or papers proving completion of the transfer, in case of transfer of contributed capital amounts; the donation contract, in case of donation of contributed capital amounts; or a copy of the written certification of the heir's lawful right to inherit, in case of inheritance as prescribed by law;

b/ The company owner's resolution or decision on additional mobilization of contributed capital of other individuals and organizations and a written certification of contribution of capital by new members, in case of mobilization of contributed capital of new members;

c/ The investment registration agency's written approval of contribution of capital or purchase of shares or contributed capital amounts of foreign investors or foreign-invested economic organizations, in case it is required to carry out registration procedures for contribution of capital or purchase of shares or contributed capital amounts under the Law on Investment.

3. In case of transformation of a limited liability company with two or more members into a single-member limited liability company, a transformation registration dossier must comprise the papers specified in Article 24 of this Decree, excluding the investment registration certificate specified at Point c, Clause 3, Article 23 of this Decree. The dossier shall be accompanied by:

a/ The transfer contract or papers proving completion of the transfer, in case of transfer of contributed capital amounts; the donation contract, in case of donation of contributed capital amounts; a copy of the written certification of the heir's lawful right to inherit, in case of inheritance as prescribed by law; or the merger contract or consolidation contract, in case of company merger or consolidation;

b/ The resolution or decision and a copy of the minutes of the meeting of the Members' Council of the limited liability company with two or more members, on transformation of the company to operate after the model of a single-member limited liability company;

c/ The investment registration agency's written approval of contribution of capital or purchase of shares or contributed capital amounts of foreign investors or foreign-invested economic organizations, in case it is required to carry out registration procedures for contribution of capital or purchase of shares or contributed capital amounts under the Law on Investment.

4. In case of transformation of a limited liability company into a joint stock company or *vice versa*, a transformation registration dossier must comprise the

papers specified in Article 23 or 24 of this Decree, excluding the investment registration certificate specified at Point c, Clause 4, Article 23 or Point c, Clause 3, Article 24 of this Decree. The dossier shall be accompanied by:

a/ The company owner's resolution or decision, for single-member limited liability companies, or the resolution or decision and a copy of the minutes of the meeting of the Members' Council, for limited liability companies with two or more members, or the resolution and a copy of the minutes of the meeting of the Shareholders' General Meeting, for joint stock companies, on the company transformation;

b/ The transfer contract or papers proving completion of the transfer, in case of transfer of shares or contributed capital amounts; the donation contract, in case of donation of shares or contributed capital amounts; or a copy of the written certification of the heir's lawful right to inherit, in case of inheritance as prescribed by law;

c/ Papers certifying capital contribution by new members or shareholders;

d/ The investment registration agency's written approval of contribution of capital or purchase of shares or contributed capital amounts of foreign investors or foreign-invested economic organizations, in case it is required to carry out registration procedures for contribution of capital or purchase of shares or contributed capital amounts under the Law on Investment.

5. Enterprises may register enterprise transformation simultaneously with registering change of enterprise registration contents or notification of changes in enterprise registration contents. In this case, an enterprise registration dossier must comply with Clause 1, 2, 3 or 4 of this Article.

In case an enterprise registers enterprise transformation simultaneously with registering change of its at-law representative, the dossier-signing person is the Chairperson of the Members' Council, for limited liability companies with two or more members or partnerships; the Company President or Chairperson of the Members' Council, for single-member limited liability companies; or Chairperson of the Board of Directors, for joint stock companies, of the transformed company.

Article 27. Registration for transformation from business households into enterprises

1. The registration of establishment of an enterprise on the basis of transformation from a business household shall be conducted at the business registration division of the locality where the enterprise intends to base its head office.

2. A dossier for registration of establishment of an enterprise on the basis of transformation from a business household must comprise the original business household registration certificate, a copy of the tax registration certificate, and the papers specified in Article 21, 22, 23 or 24 of this Decree corresponding to each type of enterprise, excluding the investment registration certificate specified at Point b, Clause 4, Article 22; Point c, Clause 4, Article 23; or Point c, Clause 3, Article 24, of this Decree. In case foreign investors or foreign-invested economic institutions contribute capital to or purchase shares of or contributed capital amounts at, an enterprise transformed from a business household that fall into the cases subject to registration of contribution of capital or purchase of shares or contributed capital amounts in accordance with the Law on Investment, the dossier must also comprise the investment registration agency's written approval of the contribution of capital or purchase of shares or contributed capital amounts of foreign investors or foreign-invested economic institutions.

3. Within 2 working days after granting an enterprise registration certificate, the business registration division shall send a copy of the enterprise registration certificate and the original business household registration certificate to the district-level business registration agency of the locality where the business household's head office is based for the latter to carry out procedures to terminate operation of the business household.

Article 28. Enterprise registration dossiers, order and procedures applicable to social enterprises

1. The dossier, order and procedures for registration of establishment of a social enterprise or a branch, representative office or business location of a social enterprise must comply with the provisions of this Decree corresponding to each type of enterprise. The dossier must be enclosed with a commitment on implementation of social and environmental objectives signed by the following person(s):

a/ For a sole proprietorship: the owner of the sole proprietorship;

b/ For a partnership: general partners;

c/ For a limited liability company: individual members; at-law representatives or authorized representatives of institutional members;

d/ For a joint stock company: individual founding shareholders, other individual shareholders if these shareholders agree with the contents of the commitment and wish to sign the commitment together with the founding shareholders; at-law representatives or authorized representatives of the institutional founding shareholders and at-law representatives or authorized

representatives of other institutional shareholders if these shareholders agree with the contents of the commitment and wish to sign the commitment together with the founding shareholders.

The business registration division shall publish the commitment on implementation of social and environmental objectives on the National Business Registration Portal when granting an enterprise registration certificate to the enterprise.

2. In case an enterprise is transformed into a social enterprise, it shall submit a dossier to the business registration division of the locality where its head office is based. The dossier must comprise:

a/ A commitment on implementation of social and environmental objectives, signed by the enterprise's at-law representative;

b/ The resolution or decision and a copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members or a partnership, or of the Shareholders' General Meeting, for a joint stock company; or the resolution or decision of the company owner, for a single-member limited liability company, on the approval of the contents of the commitment.

The business registration division shall update information on the enterprise in the national business registration database and publish the commitment on implementation of social and environmental objectives on the National Business Registration Portal within 3 working days after receiving the dossier.

3. In case a social enterprise changes the contents of its commitment on implementation of social and environmental objectives, it shall send a notice to the business registration division of the locality where its head office is based within 5 working days after making decision on such change. The notice must be enclosed with:

a/ The revised commitment on implementation of social and environmental objectives, signed by the at-law representative of the enterprise;

b/ The resolution or decision and a copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members or a partnership, or of the Shareholders' General Meeting, for a joint stock company; or the resolution or decision of the company owner, for a single-member limited liability company, on the approval of the changes to the commitment.

The business registration division shall update information on the enterprise in the national business registration database and publish the revised

commitment on implementation of social and environmental objectives on the National Business Registration Portal within 3 working days after receiving the notice.

4. In case a social enterprise terminates its commitment on implementation of social and environmental objectives, it shall send a notice to the business registration division of the locality where its head office is based within 5 working days after making decision on the termination. The notice must be enclosed with the resolution or decision and a copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members or a partnership, or of the Shareholders' General Meeting, for a joint stock company; or the resolution or decision of the company owner, a for single-member limited liability company; or the decision of a competent state agency (if any) on the termination of the commitment, clearly stating the reason for the termination.

The business registration division shall update information on the enterprise in the national business registration database and publish the papers specified in Clause 4 of this Article on the National Business Registration Portal within 3 working days after receiving the notice.

5. The dossiers, order and procedures for division, splitting, consolidation and merger of social enterprises must comply with this Decree. In case of establishing a new social enterprise on the basis of division, splitting or consolidation of enterprise(s), the dossier must also comprise a commitment on implementation of social and environmental objectives specified in Clause 1 of this Article. In case the division, splitting, consolidation or merger of social enterprise(s) leads to termination of the commitment on implementation of social and environmental objectives, the dossier must also comprise the papers specified in Clause 4 of this Article.

6. The dossier, order and procedures for dissolution of a social enterprise must comply with this Decree. In case the social enterprise's assets or finances from the source of received aid and donation have not yet been used up, the dissolution dossier must also comprise copies of documents on handling of the unused assets or finances.

7. The registration of establishment of a social enterprise on the basis of transformation from a social protection establishment, social fund or charitable fund shall be conducted at the business registration division of the locality where the social enterprise intends to base its head office. An enterprise registration dossier must comprise the papers specified in Clause 1 of this Article, excluding the investment registration certificate specified at Point b, Clause 4, Article 22;

Point c, Clause 4, Article 23; or Point c, Clause 3, Article 24, of this Decree. The dossier must be enclosed with:

a/ The decision permitting the transformation of the social protection establishment, social fund or charitable fund into a social enterprise, issued by the competent agency having issued the license for establishment of the social protection establishment, social fund or charitable fund;

b/ The establishment registration certificate, for a social protection establishment, or license for establishment and charter recognition, for a social fund or charitable fund;

c/ A copy of the tax registration certificate;

d/ The investment registration agency's written approval of the contribution of capital or purchase of shares contributed capital amounts of foreign investors or foreign-invested economic institutions, for cases subject to registration of contribution of capital or purchase of shares or contributed capital amounts in accordance with the Law on Investment.

Within 2 working days after granting an enterprise registration certificate, the business registration division shall send a copy of the enterprise registration certificate and the original establishment registration certificate, for a social protection establishment, or license for establishment and charter recognition, for a social fund or charitable fund, to the competent agency having granted the establishment license to the social protection establishment, social fund or charitable fund for the latter to terminate the operation of such social protection establishment, social fund or charitable fund.

Article 29. Enterprise registration dossiers, order and procedures applicable to credit institutions, foreign bank branches, and representative offices of foreign credit institutions and other foreign institutions engaged in banking activities

1. The enterprise registration dossier, order and procedures applicable to credit institutions and branches, representative offices and business locations of credit institutions must comply with the provisions of this Decree corresponding to each type of enterprise; a dossier must be enclosed with a copy of the relevant license or written approval issued by the State Bank of Vietnam.

2. Dossiers of registration of operation or registration of changes in operation registration contents of foreign bank branches and representative offices of foreign credit institutions and other foreign institutions engaged in banking activities must correspondingly comply with Points a and c, Clause 1, Article 31 or Clause 2, Article 62 of this Decree; a dossier must be enclosed with

a copy of the relevant license or written approval issued by the State Bank of Vietnam.

3. Within 7 working days after the decision on revocation of its license takes effect, a credit institution, foreign bank branch or representative office of a foreign credit institution or another foreign institution engaged in banking activities shall send a notice of dissolution of the enterprise or termination of operation of the branch or representative office to the business registration division of the locality where the credit institution's head office, branch or representative office is based. The notice must be enclosed with copies of the termination or liquidation decision and the license revocation decision of the State Bank of Vietnam, in case of dissolution of a credit institution or foreign bank branch; or a copy of the license revocation decision, in case of termination of operation of a representative office of a foreign credit institution or another credit institution engaged in banking activities.

Business registration divisions shall receive and process dossiers of registration of dissolution of credit institutions, termination of operation of foreign bank branches and representative offices of foreign credit institutions and other institutions engaged in banking activities according to Clause 5, Article 70 and Clause 3, Article 72 of this Decree.

4. In case the State Bank of Vietnam designates the representative for a credit institution placed under special control, a dossier of registration of change of the at-law representative must comply with Article 50 of this Decree, in which the resolution or decision of the company owner, for a single-member limited liability company; the resolution or decision and a copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members; or the resolution and a copy of the minutes of the meeting the Shareholders' General Meeting or the resolution or decision and a copy of the minutes of the meeting of the Board of Directors, for a joint stock company, shall be replaced with a copy of the State Bank of Vietnam's decision on designation of a person to replace the chairperson of the Board of Directors, chairperson of the Members' Council or Chief Executive Officer of the credit institution.

5. In case the State Bank of Vietnam directly contributes capital to or purchases shares of a credit institution placed under special control or designates another credit institution to contribute capital to or purchase shares of a credit institution placed under special control under a decision of the Prime Minister or State Bank of Vietnam, a dossier of registration of changes in enterprise registration contents must comply with corresponding provisions of this Decree, in which the resolution or decision of the company owner, for a single-member

limited liability company; the resolution or decision and a copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members; or the resolution and a copy of the minutes of the meeting of the Shareholders' General Meeting or the resolution or decision and a copy of the minutes of the meeting of the Board of Directors, for a joint stock company, and transfer contract or papers proving the completion of the transfer shall be replaced with a copy of the decision of the Prime Minister or State Bank of Vietnam.

Article 30. Enterprise registration dossiers, order and procedures applicable to securities companies, securities investment fund management companies, securities investment companies, and Vietnam-based branches of foreign securities companies and foreign fund management companies

1. Enterprise registration dossiers, order and procedures applicable to securities companies, securities investment fund management companies, securities investment companies, and branches, representative offices and business locations of securities companies and securities investment fund management companies must comply with this Decree's provisions corresponding to each type of enterprise. A dossier must be enclosed with a copy of the establishment and operation license or a copy of the written approval of the State Securities Commission of Vietnam.

2. Dossiers of registration of operation or registration of changes in operation registration contents of Vietnam-based branches of foreign securities companies or foreign fund investment companies must correspondingly comply with Points a and c, Clause 1, Article 31 or Clause 2, Article 62 of this Decree. A dossier must be enclosed with a copy of the establishment and operation license or a copy of the written approval of the State Securities Commission of Vietnam.

3. In case a securities company, securities investment fund management, or a Vietnam-based branch of a foreign securities company or foreign fund management company has its establishment and operation license revoked, the State Securities Commission of Vietnam shall send a notice thereof to the business registration division of the locality where such securities company's or securities investment fund management company's head office or branch is based for the latter to revoke the enterprise registration certificate or branch operation registration certificate according to Clause 4, Article 95 of the Law on Securities. The business registration division shall revoke the enterprise registration certificate or branch operation registration certificate according to Clause 6, Article 75 or Clause 5, Article 77 of this Decree.

Article 31. Dossiers, order and procedures for registration of operation of branches and representative offices and notification of establishment of business locations

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

An enterprise shall submit a dossier of registration of operation of a branch or representative office at the business registration division of the locality where the branch or representative office is based. The dossier must comprise:

a/ A notice of the establishment of branch or representative office, signed by the enterprise's at-law representative;

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

c/ A copy of the legal paper of the head of the branch or representative office.

2. Notification of establishment of business locations

a/ An enterprise may establish business locations at places other than the places where its head office or branches is/are located;

b/ Within 10 days after deciding to establish a business location, the enterprise shall send a notice of establishment of a business location to the business registration division of the locality where the business location is based;

c/ The notice of establishment of a business location shall be signed by the enterprise's at-law representative, if the business location is attached to the enterprise, or by the head of a branch, if the business location is attached to a branch of the enterprise.

3. Within 3 working days after receiving a valid dossier, the business registration division shall grant a certificate of registration of operation of a branch or representative office or update information on the business location in the national business registration database for the enterprise. In case the enterprise so wishes, the business registration division shall grant a certificate of registration of business location for the enterprise. In case the dossier is invalid, the business registration division shall notify the enterprise in writing of contents that need to be revised.

4. The establishment of overseas branches or representative offices of enterprises must comply with the laws of host countries. Within 30 days after officially establishing an overseas branch or representative office, an enterprise shall send a notice to the business registration division of the locality where its head office is based. The notice must be enclosed with a copy of the certificate of registration of operation of the branch or representative office or paper of equivalent validity. The business registration division shall update information on the enterprise's branch or representative office in the national business registration database within 3 days after receiving the notice.

Article 32. Receipt and processing of enterprise registration dossiers

1. An enterprise registration dossier submitter specified in this Decree shall submit dossiers at the business registration division of the locality where the enterprise's head office is based.

2. An enterprise registration dossier shall be received for entry of information in the national information system on business registration when the following conditions are fully met:

a/ The dossier comprises sufficient papers as specified in this Decree;

b/ The enterprise's name has been filled in the request for enterprise registration, request for registration of changes in enterprise registration contents or notice of changes in enterprise registration contents;

c/ The dossier submitter's contact address is available;

d/ Enterprise registration charges and fees have been fully paid according to regulations.

3. After receiving an enterprise registration dossier, the business registration division shall hand over a dossier receipt to the dossier submitter.

4. After handing over the dossier receipt to the dossier submitter, the business registration division shall sufficiently and accurately enter information in the enterprise registration dossier, check the validity of the dossier and upload digitalized documents included in the dossier to the national information system on business registration.

5. Enterprise founders or enterprises may halt the performance of enterprise registration procedures when their enterprise registration dossiers are not yet approved in the national information system on business registration. In this case, the person competent to sign the request for enterprise registration shall send a request for halting the performance of enterprise registration procedures to the business registration division to which the enterprise registration dossier

has been submitted. The business registration division shall consider and issue a notice of halting enterprise registration procedures for the enterprise and cancel the enterprise registration dossier according to the set process on the national information system on business registration within 3 working days after receiving the request. In case of refusal to halt enterprise registration procedures, the business registration division shall issue a notice and clearly state the reason to the enterprise founder or the enterprise.

Article 33. Time limits for grant of enterprise registration certificates and written certifications of changes in enterprise registration contents

1. Within 3 working days after receiving a valid dossier, the business registration division shall grant an enterprise registration certificate or a written certification of changes in enterprise registration contents and update information on changes in enterprise registration contents to the national business registration database.

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 division shall notify in writing the contents that need to be revised to the enterprise founder or the enterprise. The business registration division shall write all requirements for revision for each dossier submitted by the enterprise in a separate request for dossier modification or supplementation.

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

Article 34. Grant of enterprise registration certificates

1. An enterprise shall be granted an enterprise registration certificate if it fully satisfies the conditions specified in Clause 1, Article 27 of the Law on Enterprises.

2. From the date the business registration division grants an enterprise registration certificate, information in such certificate shall become legally valid. An enterprise may commence business operations from the date it is granted an enterprise registration certificate, unless it operates in sectors or trades subject to conditional business investment. In case an enterprise registers a date of commencement of business operations after the date it is granted an enterprise

registration certificate, it may commence business operations from the registered date, unless it operates in sectors or trades subject to conditional business investment.

3. Enterprises may request business registration divisions to grant copies of their enterprise registration certificates and shall pay a charge according to regulations.

4. In case an enterprise is granted a new enterprise registration certificate, the previous enterprise registration certificate(s) shall become invalidated.

Article 35. Announcement of enterprise registration contents

1. To-be-announced contents are specified in Clauses 1 and 2, Article 32 of the Law on Enterprises.

2. Announcements of enterprise registration contents shall be published on the National Business Registration Portal.

3. The request for announcement of enterprise registration contents and payment of charge for announcement of enterprise registration contents shall be made at the time enterprises submit enterprise registration dossiers. In case enterprises are not granted an enterprise registration certificate, they shall be refunded the paid amount of charge for announcement of enterprise registration contents.

Article 36. Provision of enterprise registration information

1. Information shall be provided publicly and free of charge on the National Business Registration Portal at <http://dangkykinhdoanh.gov.vn>, including names of enterprises; identification numbers of enterprises; addresses of head offices; business lines; full names of at-law representatives; and legal status of enterprises.

2. Organizations and individuals that wish to be provided with enterprise registration information according to Clause 1, Article 33 of the Law on Enterprises shall send requests for provision of information to the National Business Registration Portal or state management agencies in charge of business registration or provincial-level business registration agencies for provision of information.

State management agencies in charge of business registration shall provide information on enterprises stored in the national information system on business registration. Provincial-level business registration agencies shall provide information on enterprises stored in the national information system on business registration in their localities.

Article 37. Modes of payment of enterprise registration charges and fees

1. Enterprise registration dossier submitters shall pay enterprise registration charges and fees at the time of submitting enterprise registration dossiers. Enterprise registration charges and fees may be paid directly at business registration divisions or transferred into the accounts of business registration divisions or paid using the e-payment service. Enterprise registration fees shall not be refunded to enterprises if they are not granted enterprise registration certificates.

2. E-payment of charges and fees may be made via the National Business Registration Portal. The charges for use of the e-payment service shall not be included in enterprise registration fees, charges for enterprise registration information provision, and charges for announcement of enterprise registration contents.

3. Upon occurrence of an error in the course of using the e-payment service, organizations and individuals that pay charges and fees electronically shall contact the e-payment service provider for handling the error.

4. The Ministry of Finance shall assume the prime responsibility for, and coordinate with the Ministry of Planning and Investment in, guiding the rates, collection, remittance, management and use of enterprise registration charges and fees and charges for enterprise registration information provision and announcement of enterprise registration contents, ensuring funds for the upgrading, maintenance, and operation of the national information system on business registration.

Article 38. Standardization and conversion of enterprise registration data

1. Data standardization means the implementation of the steps of reviewing, checking, supplementing and editing enterprise registration information and legal status of enterprises in the national business registration database.

2. Information in business registration certificates and business registration and tax registration certificates stored at all business registration divisions and information on business registration contents in investment licenses or investment certificates (which are also business registration certificates) or papers of equivalent validity, and licenses for establishment and securities business must be converted into the national information system on business registration. When conducting data conversion, information registered at business registration divisions, investment registration agencies and the State Securities Commission of Vietnam shall serve as primary source information on enterprises.

2. In case enterprise registration information in the national business registration database is insufficient or inaccurate compared to enterprise registration certificates or enterprise registration dossiers in paper form due to data conversion, business registration divisions shall themselves supplement or update information or guide concerned enterprises to supplement or update information according to regulations.

4. The standardization of enterprise registration data, digitalization of enterprise registration dossiers, and updating, supplementation and conversion of enterprise registration data shall be conducted according to annual plans of business registration divisions.

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

Article 39. Correction of information in enterprise registration certificates, written certifications of changes in enterprise registration contents, certificates of registration of operation of branches, representative offices, and certificates of registration of business locations

1. In case an enterprise detects that the contents of its enterprise registration certificate is inaccurate compared to its enterprise registration dossier, it shall send a request for correction of information to the business registration division of the locality where its head office is based. The business registration division shall re-grant an enterprise registration certificate within 3 working days after receiving the enterprise's request if information stated in such request is accurate.

2. In case the business registration division detects that the contents of an enterprise registration certificate are inaccurate compared to the enterprise registration dossier, it shall send a notice of correction of contents of the enterprise registration certificate to the concerned enterprise and grant an enterprise registration certificate to the enterprise within 3 working days after sending the notice.

3. The correction of information in written certifications of changes in enterprise registration contents, certificates of registration of operation of branches and representative offices, and certificates of registration of business locations and enterprise registration information stored in the national business registration database must comply with Clauses 1 and 2 of this Article.

Article 40. Correction of enterprise registration information due to conversion of data into the national business registration database

1. In case an enterprise detects that its enterprise registration information in the national business registration database is insufficient or inaccurate compared to its enterprise registration certificate, business registration certificate, business registration and tax registration certificate, investment certificate (which is also business registration certificate), investment license or paper of equivalent validity, or license for establishment and securities business due to the conversion of data into the national business registration database, the enterprise shall send a request for correction of information to the business registration division of the locality where its head office is based. The request must be enclosed with a copy of the enterprise registration certificate, business registration certificate, business registration and tax registration certificate, investment certificate (which is also business registration certificate), investment license or paper of equivalent validity, or license for establishment and securities business.

Within 3 working days after receiving the enterprise's request for correction of information, the business registration division shall supplement or correct enterprise registration information in the national business registration database.

2. In case the business registration division detects that enterprise registration information in the national business registration database is insufficient or inaccurate compared to the enterprise registration certificate in paper form due to conversion of data into the national business registration database, within 3 working days after detecting the error, the business registration division shall supplement or correct enterprise registration information in the national business registration database.

Article 41. Legal status of enterprises

The legal statuses of enterprises in the national business registration database include:

1. "Suspension of business operations", which is the legal status of an enterprise during the period of suspension of business operations under Clause 1, Article 206 of the Law on Enterprises. The date of changing the legal status to "Suspension of business operations" is the enterprise-registered date of commencement of suspension of business operations. The date of terminating the legal status of "Suspension of business operations" is the enterprise-notified date the period of suspension of business operations ends or the enterprise-registered date of resumption of business operations ahead of notified date.

2. "No longer operating at registered address", which is the legal status of an enterprise which cannot be found at the registered address by tax administration offices and related units via examination and verification.

Information on enterprises no longer operating at registered addresses shall be provided by tax administration offices to business registration agencies. The change, updating, and times of changing the legal status and terminating the legal status shall be decided by tax administration offices. Tax administration offices shall provide and update information on the legal status “No longer operating at registered address” of enterprises to business registration agencies via the tax registration information system connected to the national information system on business registration. Business registration agencies shall acknowledge and update information on the legal status provided by tax administration offices to the national business registration database.

3. “Being subject to revocation of enterprise registration certificate due to coercive enforcement of tax administration measures”, which is the legal status of an enterprise against which the business registration division issues a decision to revoke the enterprise registration certificate at the request of the tax administration office to implement a measure of coercive enforcement of tax administration-related administrative decisions. The date of changing the legal status to “Being subject to revocation of enterprise registration certificate due to coercive enforcement of tax administration measures” is the date the business registration division issues a decision on revocation of the enterprise registration certificate. The date of terminating the legal status of “Being subject to revocation of enterprise registration certificate due to coercive enforcement of tax administration measures” is the date the business registration division resumes the enterprise’s legal status at the written request of the tax administration office in accordance with the law on tax administration.

4. “Undergoing dissolution procedures, having been divided, consolidated or merged”, which is the legal status of an enterprise for which a dissolution resolution or decision has been issued under Clause 3, Article 208 of the Law on Enterprises; or an enterprise against which the business registration division has issued a decision on revocation of the enterprise registration certificate, unless the enterprise registration certificate is revoked due to coercive enforcement of tax administration measures; or an enterprise which is dissolved under a court ruling according to Clause 1, Article 209 of the Law on Enterprises; or an enterprise which has been divided, consolidated or merged and is carrying out procedures for settlement and transfer of tax liabilities with tax offices as a result of the division, consolidation or merger. The time for determining the change of the legal status to “Undergoing dissolution procedures, having been divided, consolidated or merged” is the time the business registration division notifies information on the enterprise’s status of undergoing dissolution procedures on the National Business Registration Portal; or the dividing company,

consolidating company or merging company is granted an enterprise registration certificate on the basis of division, consolidation or merger.

5. “Undergoing bankruptcy procedures”, which is the legal status of an enterprise which has obtained a court ruling on opening of bankruptcy procedures in accordance with the law on bankruptcy. The time for determining the change of the legal status to “Undergoing bankruptcy procedures” is the time the business registration division updates information on the enterprise’s status of undergoing bankruptcy procedures in the national business registration database.

6. “Having been dissolved, bankrupted, or terminated existence”, which is the legal status of an enterprise which has completed dissolution procedures according to regulations and has information on its legal status updated by the business registration division under Clause 8, Article 208 or Clause 5, Article 209 of the Law on Enterprises; or an enterprise which has obtained a court ruling on bankruptcy declaration in accordance with the law on bankruptcy; or an enterprise which is subject to termination of existence because it is divided, consolidated or merged according to Clause 5, Article 198, Clause 5, Article 200, or Clause 4, Article 201, of the Law on Enterprises. The time for determining the change of the legal status to “Having been dissolved, bankrupted, or terminated existence” is the time the business registration division updates information on the enterprise’s legal status in the national business registration database.

7. “In operation”, which is the legal status of an enterprise which has been granted an enterprise registration certificate and does not fall into the legal status specified in Clause 1, 2, 3, 4, 5, or 6 of this Article.

Chapter V

ENTERPRISE REGISTRATION VIA THE ELECTRONIC COMMUNICATION NETWORK

Article 42. Enterprise registration via the electronic communication network

1. Making enterprise registration via the electronic communication network means that an enterprise founder or enterprise carries out the enterprise registration via the National Business Registration Portal. Organizations and individuals may opt to use digital signatures in accordance with the law on e-transactions or use business registration accounts to make enterprise registration via the electronic communication network.

2. The business registration account specified in Clause 4, Article 26 of the Law on Enterprises is the account used to authenticate dossiers for enterprise registration via the electronic communication network in case persons competent to sign requests for enterprise registration do not use digital signatures. Business registration accounts shall be created by the national information system on business registration and granted to individuals to make enterprise registration via the electronic communication network. Individuals shall access the National Business Registration Portal to declare information and create business registration accounts. Personal information declared on the National Business Registration Portal for grant of business registration accounts must be sufficient and accurate as the information stated in legal papers of the concerned individuals and comply with the dossier submitter identification assurance level of the national information system on business registration.

3. A business registration account shall be granted to only one individual. Individuals who are granted business registration accounts shall be held responsible before law for the accuracy and lawfulness of information registered for grant of business registration accounts and for the use of business registration accounts.

4. Business registration divisions shall create favorable conditions for organizations and individuals to acquire information and make enterprise registration via the electronic communication network.

Article 43. Dossiers for enterprise registration via the electronic communication network

1. A dossier for enterprise registration via the electronic communication network must comprise the data which are specified in this Decree and displayed in the form of e-document. Dossiers for enterprise registration via the electronic communication network are as legally valid as enterprise registration dossiers in paper form.

2. An e-document is a document in the form of data message which is created or digitalized from a paper document and expresses accurately and wholly the contents of the paper document. E-documents may be in the format of “.doc” or “.docx” or “.pdf”.

3. A dossier for enterprise registration via the electronic communication network shall be accepted when the following requirements are fully met:

a/ The dossier comprises sufficient papers which are fully filled according to regulations applicable to paper dossiers and have been converted into e-documents. E-documents must be named consistently with the names of

documents in paper dossiers. Persons competent to sign requests for enterprise registration, members, partners, founding shareholders, shareholders being foreign investors or other individuals who sign enterprise registration dossiers may use their digital signatures to sign e-documents directly or sign paper documents and then scan the paper documents in a format specified in Clause 2 of this Article;

b/ Enterprise registration information declared on the National Business Registration Portal must be sufficient and accurate as those declared in the paper dossier, covering information on the telephone number and email of the dossier submitter;

c/ The dossier must be authenticated with the digital signature or business registration account of the person competent to sign the request for enterprise registration or the person authorized by the former to carry out enterprise registration procedures. In case of authorization, the dossier must be enclosed with the papers and documents specified in Article 12 of this Decree.

4. The time limit for an enterprise to modify or supplement its dossier for enterprise registration via the electronic communication network is 60 days after the business registration division issues a request for dossier modification or supplementation. Past this time limit, if the business registration division does not receive the modified or supplemented dossier from the enterprise, it shall cancel the enterprise registration dossier according to the set process on the national information system on business registration.

Article 44. Order and procedures for enterprise registration via the electronic communication network using digital signatures

1. The dossier submitter shall declare information, upload e-documents, sign to authenticate the dossier for enterprise registration via the electronic communication network and pay enterprise registration charges and fees according to the set process on the National Business Registration Portal.

2. After completing the sending of the enterprise registration dossier, the dossier submitter shall be given receipts via the electronic communication network.

3. In case the dossier is qualified for grant of an enterprise registration certificate, the business registration division shall grant an enterprise registration certificate and notify the enterprise thereof. In case the dossier is unqualified for grant of an enterprise registration certificate, the business registration division shall send a notice via the electronic communication network to the enterprise to request the latter to modify or supplement the dossier.

4. The registration of operation of branches and representative offices and notification of establishment of business locations of enterprises via the electronic communication network must comply with the process specified in this Article.

Article 45. Order and procedures for enterprise registration via the electronic communication network using business registration accounts

1. Dossier submitters shall use their business registration accounts to declare information, upload e-documents, sign to authenticate dossiers for enterprise registration via the electronic communication network and pay enterprise registration charges and fees according to the set process on the National Business Registration Portal. In case of authorization for carrying out enterprise registration procedures via the electronic communication network using business registration accounts, the authorization document must contain the authorizer's contact information for authenticating the submission of the dossier for enterprise registration via the electronic communication network.

2. After completing the sending of enterprise registration dossiers, dossier submitters shall be given receipts via the electronic communication network.

3. In case a dossier is qualified for grant of an enterprise registration certificate, the business registration division shall grant an enterprise registration certificate and notify the enterprise thereof. In case a dossier is unqualified for grant of an enterprise registration certificate, the business registration division shall send a notice via the electronic communication network to the enterprise to request the latter to modify or supplement the dossier.

4. The procedures for enterprise registration via the electronic communication network specified in this Article shall also apply to the registration of operation of branches and representative offices and notification of establishment of business locations of enterprises.

Article 46. Handling of violations, settlement of complaints and disputes related to digital signatures and business registration accounts

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

2. Business registration agencies and state management agencies in charge of business registration shall not be held responsible for violations committed by enterprises, enterprise founders and dossier submitters when declaring information for grant of business registration accounts and for the use of business registration accounts.

Chapter VI

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

Article 47. Registration of relocation of head offices of enterprises

1. Before registering the relocation of its head office to another district or province or centrally run city which leads to change of its managing tax office, an enterprise shall carry out relocation-related procedures with the tax office in accordance with the tax laws.

2. If an enterprise relocates its head office, it shall send a dossier of registration of changes in enterprise registration contents to the business registration division of the locality where its new head office is based. The dossier must comprise:

a/ A notice of changes in enterprise registration contents, signed by the at-law representative of the enterprise;

b/ The resolution or decision of the company owner, for a single-member limited liability company; the resolution or decision and a copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members or a partnership, or of the Shareholders' General Meeting, for a joint stock company, on the relocation of the enterprise's head office.

3. After receiving the enterprise registration dossier, the business registration division shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise according to regulations.

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

Article 48. Registration of enterprise renaming

1. When changing its name, an enterprise shall send a dossier for registration of changes in enterprise registration contents to the business registration division of the locality where its head office is based. The dossier must comprise:

a/ A notice of changes in enterprise registration contents, signed by the at-law representative of the enterprise;

b/ The resolution or decision and a copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members or a partnership, or of the Shareholders' General Meeting, for a joint stock company; or the resolution or decision of the company owner, for a single-member limited liability company, on the renaming of the enterprise.

2. After receiving the enterprise registration dossier, the business registration section shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise if the new name registered by the enterprise 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 49. Registration of change of general partners

1. In case of termination of the status of a general partner or admission of a new general partner according to Article 185 or 186 of the Law on Enterprises, a partnership shall send a dossier of registration of changes in enterprise registration contents to the business registration division of the locality where its head office is based. The dossier must comprise:

a/ A notice of changes in enterprise registration contents, signed by the at-law representative of the enterprise;

b/ A list of partners of the partnership as specified in Article 25 of the Law on Enterprises without declaration on limited partners;

c/ A copy of legal paper of the new general partner.

2. After receiving the enterprise registration dossier, the business registration division shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise.

Article 50. Registration of change of at-law representatives of limited liability companies and joint stock companies

1. In case a company changes its at-law representative, it shall send a dossier of registration of changes in enterprise registration contents to the business registration division of the locality where its head office is based. The dossier must comprise:

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

b/ A copy of the legal paper of the new at-law representative;

c/ The resolution or decision of the company owner, for a single-member limited liability company; the resolution or decision and a copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members; a resolution and a copy of the minutes of the meeting the Shareholders' General Meeting, for a joint stock company, in case the change of the at-law representative leads to changes in the company charter; or the resolution or decision and a copy of the minutes of the meeting the Board of Directors, for a joint stock company in case the change of the at-law representative does not lead to changes in the company charter, except the contents on the full name and signature of the company's at-law representative as specified in Article 24 of the Law on Enterprises, on the change of the at-law representative.

2. A notice of change of the company's at-law representative shall be signed by one of the following persons:

a/ The chairperson of the Members' Council or the Company President, for a single-member limited liability company;

b/ 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;

c/ 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;

d/ In case the chairperson of the Members' Council or chairperson of the Board of Directors is absent or unable to exercise his/her rights and perform his/her obligations, the notice of change of the company's at-law representative shall be signed by a person authorized by the chairperson of the Members' Council or chairperson of the Board of Directors. If no one is authorized or the chairperson of the Members' Council or chairperson of the Board of Directors is dead, missing, put in temporary detention, serving an imprisonment sentence or executing an administrative handling measure at a compulsory drug rehabilitation facility or compulsory education institution, has absconded from his/her place of residence, has his/her civil act capacity restricted or lost, has difficulty in perceiving or controlling his/her acts, or is banned by the court from holding certain positions, practicing certain professions or performing certain jobs, the notice shall be signed by the person elected to temporarily act as the chairperson of the Members' Council or chairperson of the Board of Directors

according to Clause 4, Article 56; Clause 3, Article 80; or Clause 4, Article 156, of the Law on Enterprises.

3. In case of registration of change of the at-law representative under Clause 6, Article 12 of the Law on Enterprises, a dossier of registration of change of the at-law representative must comprise the papers specified in Clause 1 of this Article, in which the resolution or decision and a copy of the minutes of the meeting of the Members' Council shall be replaced with a copy of the document certifying that the company's at-law representative is dead, missing, examined for penal liability, put in temporary detention, serving an imprisonment sentence or executing an administrative handling measure at a compulsory drug rehabilitation facility or compulsory education institution, has absconded from his/her place of residence, has his/her civil act capacity restricted or lost, has difficulty in perceiving or controlling his/her acts, or is banned by the court from holding certain positions, practicing certain professions or performing certain jobs.

4. After receiving the enterprise registration dossier, the business registration division shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise.

Article 51. Registration of change of charter capital, contributed capital amounts and capital contribution ratio

1. In case a limited liability company, joint stock company or partnership registers change of its charter capital, it shall send a dossier for registration of changes in enterprise registration contents to the business registration division of the locality where its head office is based. The dossier must comprise:

a/ A notice of change in enterprise registration contents, signed by the company's at-law representative;

b/ The resolution or decision of the company owner, for a single-member limited liability company; the resolution or decision and the minutes of the meeting of the Members' Council, for a limited liability company with two or more members or a partnership, or of the Shareholders' General Meeting, for a joint stock company, on the change of the charter capital;

c/ The investment registration agency's written approval of the capital contribution or purchase of shares or contributed capital amounts by foreign investors or foreign-invested economic institutions, for cases subject to registration of capital contribution or purchase of shares or contributed capital amounts in accordance with the Law on Investment.

2. In case a limited liability company with two or more members or a partnership registers change in the contributed capital amount or capital contribution ratio of its members or general partners, the company shall send a dossier for registration of changes in enterprise registration contents to the business registration division of the locality where its head office is based. The dossier must comprise:

a/ A notice of change in enterprise registration contents, signed by the company's at-law representative;

b/ A list of members of the limited liability company with two or more members; a list of general partners of the partnership, excluding declarations on limited partners, bearing the signatures of the members whose contributed capital amounts change. Signatures of members whose contributed capital amounts remain unchanged are not required;

c/ The transfer contract or papers proving the completion of the transfer in case the contributed capital amount is transferred; the donation contract in case the contributed capital amount is donated;

d/ The investment registration agency's written approval of the capital contribution or purchase of shares or contributed capital amounts by foreign investors or foreign-invested economic organizations, for cases subject to registration of capital contribution or purchase of shares or contributed capital amounts in accordance with the Law on Investment.

3. In case the Shareholders' General Meeting approves offering of shares to increase the company's charter capital and concurrently assigns the Board of Directors to carry out procedures for registration of increase of the charter capital after each sale of shares is completed, the notice specified at Point a, Clause 1 of this Article must be enclosed with:

a/ The resolution and a copy of the minutes of the meeting of the Shareholders' General Meeting on the offering of shares to increase the company's charter capital which clearly specifies the number of shares offered for sale and assigns the Board of Directors to carry out procedures for registration of increase of the company's charter capital after each sale of shares is completed;

b/ The resolution or decision and a copy of the minutes of the meeting of the Board of Directors, for a joint stock company, on registration of increase of the company's charter capital after the each sale of shares is completed.

4. In case of reduction of the charter capital, a company shall commit to fully paying its debts and fulfilling other property obligations after reducing its

charter capital. In case a limited liability company with two or more members reduces its charter capital under Point a or b, Clause 3, Article 68 of the Law on Enterprises, a dossier for registration of reduction of the charter capital must comprise its latest financial statement available at the time of making decision on reduction of the company's charter capital.

5. After receiving the enterprise registration dossier, the business registration division shall give a receipt, check the validity of the dossier and grant an enterprise registration certificate to the company.

Article 52. Registration of change of members of limited liability companies with two or more members

1. In case of admission of a new member, leading to an increase in its charter capital, a company shall send a dossier for registration of changes in enterprise registration contents to the business registration division of the locality where its head office is based. The dossier must comprise:

a/ A notice of change in enterprise registration contents, signed by the company's at-law representative;

b/ A list of members of the limited liability company with two or more members, bearing the signatures of the new member and the members whose contributed capital amounts change. Signatures of members whose contributed capital amounts remain unchanged are not required;

c/ The resolution or decision and a copy of the minutes of the meeting of the Members' Council on admission of the new member;

d/ The written certification of the new member's capital contribution;

dd/ A copy of the legal paper of the individual new member or a copy of the legal paper of the institutional new member, a copy of the legal paper of the person acting as its authorized representative and a copy of the document on appointment of the authorized representative, for the institutional new member;

Copies of legal papers of foreign institutional members must be consularly legalized;

e/ The investment registration agency's written approval of the capital contribution or purchase of shares or contributed capital amounts by foreign investors or foreign-invested economic organizations, for cases subject to registration of capital contribution or purchase of shares or contributed capital amounts in accordance with the Law on Investment.

2. In case of change of a member due to transfer of a contributed capital amount, an enterprise registration dossier must comprise:

a/ A notice of changes in enterprise registration contents, signed by the company's at-law representative;

b/ A list of members of the limited liability company with two or more members, bearing the signatures of the new member and the member whose contributed capital amount changes. Signatures of members whose contributed capital amounts remain unchanged are not required;

c/ The transfer contract or papers proving the completion of the transfer;

d/ A copy of the legal paper of the individual new member or a copy of the legal paper of the institutional new member, a copy of the legal paper of the person acting as its authorized representative and a copy of the document on appointment of the authorized representative, for the institutional new member.

Copies of legal papers of foreign institutional members must be consularly legalized;

dd/ The investment registration agency's written approval of the capital contribution or purchase of shares or contributed capital amounts by foreign investors or foreign-invested economic organizations, for cases subject to registration of capital contribution or purchase of shares or contributed capital amounts in accordance with the Law on Investment.

3. In case of registration of change of a member due to inheritance, an enterprise registration dossier must comprise:

a/ A notice of changes in enterprise registration contents, signed by the company's at-law representative;

b/ A list of members of the limited liability company with two or more members, bearing the signatures of the new member and the member whose contributed capital amount changes. Signatures of members whose contributed capital amounts remained unchanged are not required;

c/ A copy of the written certification of the heir's lawful right to inheritance;

d/ A copy of the legal paper of the heir being an individual or a copy of the legal paper of the heir being an organization, a copy of the legal paper of the person acting as its authorized representative and a copy of the document on appointment of the authorized representative, for the heir being an organization.

Copies of legal papers of foreign institutional members must be consularly legalized.

4. In case of registration of change of a member due to the member's failure to fulfill its/his/her capital contribution commitment under Article 47 of the Law on Enterprises, an enterprise registration dossier must comprise:

a/ A notice of change in enterprise registration contents, signed by the company's at-law representative;

b/ A list of the remaining members of the company, bearing the signatures of the member whose contributed capital amount changes. Signatures of members whose contributed capital amounts remain unchanged are not required;

c/ The resolution or decision and a copy of the minutes of the meeting of the Members' Council on the change of the member who fails to fulfill its/his/her capital contribution commitment.

5. Registration of change of members due to donation of contributed capital amounts

a/ In case the donee falls into the case specified at Point a, Clause 6, Article 53 of the Law on Enterprises, an enterprise registration dossier must comprise the papers specified in Clause 2 of this Article, of which the transfer contract or papers proving the completion of the transfer shall be replaced with the contract of donation of the contributed capital amount;

b/ In case the donee falls into the case specified at Point b, Clause 6, Article 53 of the Law on Enterprises, an enterprise registration dossier must comprise the papers specified in Clause 1 of this Article, of which the written certification of the capital contribution by the company's new member shall be replaced with the contract of donation of the contributed capital amount.

6. Registration of change of members in case a member uses its/his/her contributed capital amount to pay debts

a/ In case of registration of change of members when a member uses its/his/her contributed capital amount to pay a debt and the payee is approved by the Members' Council to become a member of the company under Point a, Clause 7, Article 53 of the Law on Enterprises, an enterprise registration dossier must comprise the papers specified in Clause 1 of this Article, of which the written certification of the new member's capital contribution shall be replaced with the loan contract and papers proving the use of the contributed capital amount for debt payment;

b/ In case of registration of change of members when a member uses its/his/her contributed capital amount to pay a debt and the payee offers for sale or transfers such contributed capital amount to another person under Point b, Clause 7, Article 53 of the Law on Enterprises, an enterprise registration dossier

must comprise the papers specified in Clause 2 of this Article and be enclosed with the loan contract and papers proving the use of the contributed capital amount for debt payment.

7. In case of change of members under a decision on division or splitting of a company, or merger or consolidation of companies, an enterprise registration dossier must comprise the papers specified in Clause 1 of this Article, of which the written certification of capital contribution by the company's new member shall be replaced with the resolution or decision on division or splitting of the company, the papers specified at Points a and b, Clause 3, Article 25 of this Decree, and the papers specified at Points a, b and c, Clause 2, Article 61 of this Decree. The resolution or decision on division or splitting of a company, or consolidation or merger of companies must express the transfer of the contributed capital amounts in the company to the new member.

8. After receiving the enterprise registration dossier, the business registration division shall give a receipt, check the validity of the dossier, and grant an enterprise registration certificate to the enterprise.

Article 53. Registration of change of owners of single-member limited liability companies

1. In case a company owner transfers the whole charter capital of the company to another individual or organization, the transferee shall submit a dossier for registration of change in enterprise registration contents to the business registration division of the locality where the company's head office is based. The dossier must comprise:

a/ A notice of change of the owner of the single-member limited liability company, signed by the former owner or its/his/her at-law representative and the new owner or its/his/her at-law representative;

b/ A copy of the legal paper of the individual transferee or a copy of the legal paper of the institutional transferee, a copy of the legal paper of the person acting as its authorized representative and a copy of the document on appointment of the authorized representative, for the institutional transferee;

Copies of legal papers of company owners being foreign organizations shall be consularly legalized;

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

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

dd/ The investment registration agency's written approval of the capital contribution or purchase of shares or contributed capital amounts by foreign investors or foreign-invested economic institutions, for cases subject to registration of capital contribution or purchase of shares or contributed capital amounts in accordance with the Law on Investment.

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

3. In case of change of the owner of a single-member limited liability company due to inheritance, the heir shall submit a dossier for registration of changes in enterprise registration contents to the business registration division of the locality where the company's head office is based. The dossier must comprise:

a/ A notice of change of the owner of the single-member limited liability company, signed by the new owner or its/his/her at-law representative;

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

c/ A copy of the legal paper of the heir being an individual or a copy of the legal paper of the heir being an organization, a copy of the legal paper of the person acting as its authorized representative and a copy of the document on appointment of the authorized representative, for the heir being an organization;

Copies of legal papers of company owners being foreign organizations shall be consularly legalized;

d/ A copy of the written certification of the heir's lawful right to inheritance.

4. In case of change of the owner of a single-limited liability company due to the donation of the whole contributed capital amount, an enterprise registration dossier must comprise the papers specified in Clause 1 of this Article, in which the transfer contract or papers proving the completion of the transfer shall be replaced with the contract on donation of the contributed capital amount.

5. In case of change of the owner of a single-member limited liability company under a decision on division or splitting of a company, or merger or consolidation of companies, an enterprise registration dossier must comprise the papers specified in Clause 1 of this Article, in which the contract of transfer of

the contributed capital amount or papers proving the completion of the transfer of the contributed capital amount shall be replaced with the resolution or decision on division of the company, the resolution or decision on splitting of the company, the papers specified at Points a and b, Clause 3, Article 25 of this Decree, and the papers specified at Points a, b and c, Clause 2, Article 61 of this Decree. The resolution or decision on division or splitting of the company, or merger or consolidation of companies must express the transfer of the whole contributed capital amount in the single-member limited liability company to a new company.

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

Article 54. Registration of change of owners of sole proprietorships in case the sole proprietorships are sold or donated or their owners die

1. In case the owner of a sole proprietorship sells or donates the sole proprietorship, or dies, the purchaser, donee or heir shall submit a dossier for registration of change of the owner of the sole proprietorship to the business registration division of the locality where the sole proprietorship's head office is based. The dossier must comprise:

a/ A notice of change in enterprise registration contents, signed by the seller/donor and the purchaser/donee, in case the sole proprietorship is sold or donated; or by the heir in case the sole proprietorship owner dies;

b/ A copy of the legal paper of the individual purchaser, donee or heir;

c/ The purchase and sale contract or papers proving the completion of the purchase and sale, in case the sole proprietorship is sold; the donation contract, in case the sole proprietorship is donated; or a copy of the written certification of the heir's lawful right to inheritance, in case of inheritance.

2. After receiving the enterprise registration dossier, the business registration division shall give a receipt, check the validity of the dossier and grant an enterprise registration certificate to the enterprise.

Article 55. Registration of change of investment capital of owners of sole proprietorships

In case of increase or reduction of the registered investment capital, the owner of a sole proprietorship shall send a notice thereof to the business registration division of the locality where the sole proprietorship's head office is based. After receiving the enterprise registration dossier, the business registration

division shall give a receipt, check the validity of the dossier and grant an enterprise registration certificate to the enterprise.

Article 56. Notification of change of business lines

1. In case of change of its business line, an enterprise shall send a notice thereof to the business registration division of the locality where its head office is based. An enterprise registration dossier must comprise:

a/ A notice of change in enterprise registration contents, signed by the enterprise's at-law representative;

b/ The resolution or decision and a copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members or a partnership; or of the Shareholders' General Meeting, for a joint stock company; the resolution or decision of the company owner, for a single-member limited liability company, on change of business lines.

2. After receiving the enterprise registration dossier, the business registration division shall give a receipt, check the validity of the dossier and market access conditions for sectors and trades in which foreign investors are subject to market access restrictions in accordance with the investment law, update information on the enterprise's business lines in the national business registration database. At the request of the enterprise, the business registration division may grant a written certification of change in enterprise registration contents to the enterprise.

Article 57. Notification of change of information about founding shareholders of unlisted joint stock companies

1. A founding shareholder specified in Clause 4, Article 4 of the Law on Enterprises is a shareholder that holds at least one ordinary share and signs in the list of founding shareholders submitted to the business registration division at the time of establishment of the enterprise.

2. The notification of change of information about founding shareholders to the business registration division shall only be conducted in case a founding shareholder has not made payment or has just made partial payment for the volume of shares it/he/she registered to purchase under Article 113 of the Law on Enterprises. The enterprise shall notify the change of information of the founding shareholder within 30 days from the deadline for making full payment of the volumes of shares registered for purchase.

3. In case of change of information about founding shareholders specified in Clause 2 of this Article, the company shall send a dossier of notification of

change in enterprise registration contents to the business registration division of the locality where its head office is based. The dossier must comprise:

a/ A notice of change in enterprise registration contents, signed by the company's at-law representative;

b/ A list of founding shareholders, excluding information about the founding shareholder that has not made payment for the volume of shares it/he/she registered to purchase.

4. After receiving the enterprise registration dossier, the business registration division shall give a receipt, check the validity of the dossier and update information about the founding shareholders in the national business registration database. At the request of the enterprise, the business registration division may grant a written certification of change in enterprise registration contents to the enterprise.

Article 58. Notification of change of foreign shareholders of unlisted joint stock companies

1. In case of changing a foreign shareholder according to Clause 3, Article 31 of the Law on Enterprises, an unlisted joint stock company shall send a dossier of notification of change in enterprise registration contents to the business registration division of the locality where its head office is based. The dossier must comprise:

a/ A notice of change in enterprise registration contents, signed by the company's at-law representative;

b/ A list of foreign shareholders after the change. Such list must bear the signatures of the foreign shareholders whose share value changes. Signatures of foreign shareholders whose share values remain unchanged are not required;

c/ The share transfer contract or papers proving the completion of the transfer;

d/ A copy of the legal paper of the individual transferee or a copy of the legal paper of the institutional transferee, together with a copy of the legal paper of the person acting as its authorized representative and a copy of the document on appointment of the authorized representative, for the institutional transferee.

Copies of legal papers of foreign institutional shareholders must be consularly legalized;

d/ The investment registration agency's written approval of the capital contribution or purchase of shares or contributed capital amounts by foreign investors or foreign-invested economic institutions, for cases subject to

registration of capital contribution or purchase of shares or contributed capital amounts in accordance with the Law on Investment.

2. After receiving the enterprise registration dossier, the business registration division shall give a receipt, check the validity of the dossier and update information about foreign shareholders in the national business registration database. At the request of the enterprise, the business registration division may grant a written certification of change in enterprise registration contents to the enterprise.

Article 59. Notification of change in tax registration contents

1. In case an enterprise changes its tax registration contents without changing business registration contents, except cases of changing tax calculation methods, it shall send a notice of change in enterprise registration contents signed by its at-law representative to the business registration division of the locality with its head office is based.

2. After receiving the notice, the business registration division shall give a receipt, check the validity of the dossier, enter information on the national information system on business registration and transmit information to the tax registration information system. At the request of the enterprise, the business registration division may grant a written certification of change in enterprise registration contents to the enterprise.

Article 60. Notification of change in information about foreign shareholders, notification of change in information about authorized representatives of foreign institutional shareholders, notification of lease of sole proprietorships, notification of change in information about authorized representatives

1. Within 3 working days after receiving information or after occurrence of change in information about the full name, citizenship, passport number, contact address, volume and types of shares of a foreign individual shareholder; or name, enterprise identification number, head office address, volume and types of shares of a foreign institutional shareholder, and full name, citizenship, passport number and contact address of the authorized representative of a foreign institutional shareholder, the enterprise shall send a notice of supplementation or updating of enterprise registration information to the business registration division of the locality where its head office is based according to Clause 3, Article 176 of the Law on Enterprises.

2. Within 3 working days after the enterprise lease contract becomes effective, the sole proprietorship owner shall send a notice of the sole

proprietorship lease, enclosed with a notarized copy of the lease contract, to the business registration division of the locality where the sole proprietorship's head office is based according to Article 191 of the Law on Enterprises.

3. Within 10 working days after occurrence of change in information about the owner's authorized representative or an institutional member of a limited liability company, the company shall send a notice thereof to the business registration division of the locality where its head office is based.

4. After receiving the enterprise registration dossier specified in Clauses 1, 2 or 3 of this Article, the business registration division shall give a receipt, check the validity of the dossier and update information about the enterprise in the national business registration database. At the request of the enterprise, the business registration division may grant a written certification of change in enterprise registration contents to the enterprise.

Article 61. Registration of changes in business registration contents of split companies and merging companies

1. In case the splitting of a limited liability company or joint stock company leads to a change in the split company's charter capital or number of members or shareholders being foreign investors corresponding to the reduction of contributed capital amounts or shares and a reduction of the number of members or shareholders being foreign investors, a dossier for registration of changes in enterprise registration contents of the split company must comprise the corresponding papers specified in this Chapter and the following papers:

a/ The resolution or decision on splitting of the company specified in Article 199 of the Law on Enterprises;

b/ A copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members, or the Shareholders' General Meeting, for a joint stock company, on splitting of the company.

2. In case one or more than one company is merged into another company, a dossier for registration of changes in enterprise registration contents of the merging company must comprise the corresponding papers specified in this Chapter and the following papers:

a/ The merger contract specified in Article 201 of the Law on Enterprises;

b/ The resolution or decision on approval of the merger contract and a copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members or a partnership, or of the Shareholders' General Meeting, for a joint stock company, on approval of the merger contract of the merging company;

c/ The resolution or decision on approval of the merger contract and a copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members or a partnership, or of the Shareholders' General Meeting, for a joint stock company, on approval of the merger contract(s) of the merged company(ies), unless the merging company is a member or shareholder holding over 65% of charter capital, for a limited liability company or a partnership, or voting shares, for a joint stock company, of the merged company(ies).

3. After receiving the enterprise registration dossier, the business registration division shall give a receipt, check the validity of the dossier and grant an enterprise registration certificate or a written certification of change in enterprise registration contents to the enterprise.

Article 62. 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 which results in the change of its managing tax office, an enterprise shall carry out procedures related to the relocation with the tax office in accordance with the tax laws.

2. Upon the change of operation 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 division of the locality where the branch, representative office or business location is based. In case of change of the head of a branch or representative office, the notice shall be enclosed with by a copy of the legal paper of such person.

When receiving the notice, the business registration division shall give a receipt, check the validity of the dossier, change the operation registration information of the branch, representative office or business location on the national business registration database, and grant a branch or representative office operation registration certificate or a business location registration certificate within 3 working days after receiving a valid dossier. At the request of the enterprise, the business registration division shall grant a written certification of change in operation registration contents of branches, representative offices or business locations.

3. In case of relocating a branch, representative office or business location to a province or centrally run city other than the locality where the branch, representative office or business location has been registered, the enterprise shall send a notice of change in operation registration contents of the branch,

representative office or business location to the business registration division of the locality where the branch, representative office or business location moves to.

When receiving the notice, the business registration division of the locality where the branch, representative office or business location moves to shall give a receipt, check the validity of the dossier, and grant a branch or representative office operation registration certificate or a business location registration certificate to the enterprise.

4. After a wholly state-owned enterprise which is transformed into a limited liability company or joint stock company is granted an enterprise registration certificate, its branches, representative offices and business locations shall register changes in operation registration contents under this Article.

5. After a limited liability company is transformed into a joint stock company and vice versa, or a private enterprise is transformed into a limited liability company, joint stock company or partnership, its branches, representative offices and business locations shall register changes in operation registration contents under this Article.

Article 63. Updating and addition of information in enterprise registration dossiers

1. Upon the registration and notification of change in enterprise registration contents, an enterprise shall add information on its telephone number to the dossier. In case an enterprise fails to add information on its telephone number, the enterprise registration dossier or notice of change in enterprise registration contents shall be considered invalid.

2. Enterprises are obliged to update and add information in enterprise registration certificates and enterprise registration dossiers according to Clause 3, Article 8 of the Law on Enterprises, specifically as follows:

a/ In case the enterprise's updating or addition of information in its enterprise registration dossier results in the change in the contents of its enterprise registration certificate but does not fall into cases of registration of change in enterprise registration contents specified in Articles 47 thru 55 of this Decree, the enterprise shall send a notice to the business registration division of the locality where its head office is based to request the latter to update or add enterprise registration information. The business registration division shall receive and check the validity of the notice and grant an enterprise registration certificate to the enterprise;

b/ In case the enterprise's updating or addition of information in its enterprise registration dossier neither leads to change in the contents of the enterprise registration certificate nor fall into cases subject to notification of change in enterprise registration contents specified in Articles 56 thru 60 of this Decree, the enterprise shall send a notice to the business registration division of the locality where its head office is based to request the latter to update or add enterprise registration information. The business registration division shall add information to the enterprise's dossier and update information in the national business registration database.

3. Enterprises are not required to pay enterprise registration charges or fees for updating or adding information on their telephone and facsimile numbers, emails, websites and addresses due to changes in administrative boundaries and in the case specified at Point b, Clause 2 of this Article.

Article 64. Enterprise registration dossiers in case enterprises approve decisions by soliciting written opinions

In case the Members' Council of a limited liability company or the Shareholders' General Meeting or the Board of Directors of a joint stock company approves a resolution or decision by soliciting written opinions under the Law on Enterprises, the copy of the minute of the meeting in the enterprise registration dossiers specified in this Decree shall be replaced with a copy of the report on vote-counting results of the Members' Council, for a limited liability company, or the minutes of counting of votes of the Shareholders' General Meeting or the Board of Directors, for a joint stock company.

Article 65. Cases in which enterprises are not allowed to register or notify changes in enterprise registration contents

1. An enterprise may neither register nor notify changes in its enterprise registration contents in the following cases:

a/ The business registration division has issued a notice that the enterprise's violation is subject to revocation of the 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/ At the request of a court or judgment enforcement agency or an investigation body, the head or a deputy head of an investigation body, or an investigator under the Criminal Procedure Code;

d/ Being in the legal status of "No longer operating at registered address".

2. An enterprise may register or notify changes in its 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 division;

b/ It must register changes in its enterprise registration contents to serve its dissolution process and complete the dissolution dossier according to regulations. In this case, the dossier for registration of change shall be enclosed with the enterprise's written explanation about the reason for registration of the change;

c/ The requester specified in Point c, Clause 1 of this Article make a written approval of the grant of permission for registration of changes in enterprise registration contents;

d/ The enterprise's legal status has changed from "No longer operating at registered address" to "In operation".

Chapter VII

DOSSIERS, ORDER AND PROCEDURES FOR REGISTRATION OF SUSPENSION OF BUSINESS OPERATIONS, RE-GRANT OF ENTERPRISE REGISTRATION CERTIFICATES, ENTERPRISE DISSOLUTION, AND REVOCAION OF ENTERPRISE REGISTRATION CERTIFICATES

Article 66. Registration of suspension of business operations and resumption of business operations ahead of notified schedule of enterprises, branches, representative offices and business locations

1. In case an enterprise or a branch, representative office or business location of an enterprise suspends business operations or resumes business operations ahead of the notified schedule, the enterprise shall send a notice thereof to the business registration division of the locality where the enterprise or its branch, representative office or business location is based at least 3 working days before the date of suspension of business operations or resumption of business operations ahead of the notified schedule. Past the notified period, if the enterprise or its branch, representative office or business location still wishes to suspend business operations, the enterprise shall send another notice thereof to the business registration division at least 3 working days before the date of continued suspension of business operations. The period of suspension of business operations for each time of notification must not exceed 1 year.

2. In case an enterprise suspends business operations, the notice thereof must be enclosed with the resolution or decision or a copy of the minutes of the meeting of the Members' Council, for a limited liability company with two or more members or a partnership, or of the Board of Directors, for a joint stock company; the resolution or decision of the company owner, for a single-member limited liability company, on suspension of business operations.

3. Within 3 working days after receiving a valid enterprise registration dossier, the business registration division shall give a receipt, check the validity of the dossier and grant a written certification of registration of suspension of business operations of the enterprise or branch, representative office or business location or a written certification of registration of resumption of business operations of ahead of the notified schedule by the enterprise or branch, representative office or business location.

4. In case an enterprise registers suspension of business operations, the business registration division shall update the legal status of the enterprise as well as its branches, representative offices or business locations in the national business registration database to "Suspension from business operations".

5. An enterprise may register resumption of business operations ahead of the notified schedule and concurrently register resumption of business operations of a branch, representative office or business location ahead of the notified schedule. The business registration division shall update the legal status of the enterprise together with that of the concerned branch, representative office or business location in the national business registration database.

Article 67. Suspension of business operations, termination of operation and termination of business operations at the request of competent state agencies

1. In case the business registration division receives a document from a competent state agency stating that an enterprise operates in sectors or trades subject to conditional business investment or sectors and trades in which foreign investors are subject to conditional market access but fails to fully satisfies the law-prescribed conditions, the business registration division shall issue a notice to request the enterprise to suspend or terminate business operations in the sectors or trades subject to conditional business investment or the sectors and trades in which foreign investors are subject to conditional market access. In case the enterprise fails to comply with the business registration division's request, the business registration division shall request the enterprise to report according to Point c, Clause 1, Article 216 of the Law on Enterprises.

2. Within 3 working days after the business registration division receives a document from a competent state agency stating that the enterprise is requested

by the competent state agency to suspend business operations, terminate operation or terminate business operations or that the enterprise has completed a penalty or judicial measure under a specialized law, the business registration division shall update information in the national business registration database and publish such information on the National Business Registration Portal.

Article 68. Re-grant of enterprise registration certificates and written certifications of change in enterprise registration contents

1. An enterprise that wishes to have its enterprise registration certificate, a written certification of change in enterprise registration contents, a branch or representative office operation registration certificate or a written certification of change in operation registration contents of a branch or representative office re-granted because such certificate or written certification is lost, burnt, torn or otherwise destroyed shall send a request for re-grant of such certificate/written certification to the business registration division of the locality where its head office is based. The business registration division shall consider re-granting such certificate/written certification within 3 working days after receiving the request.

2. In case an enterprise wishes to have a business location registration certificate or a written certification of change in business location registration contents re-granted because such certificate/written certification is lost, burnt, torn or otherwise destroyed, the enterprise or the branch managing the concerned business location shall send a request for re-grant of such certificate/written certification to the business registration division of the locality where the business location is based. The business registration division shall consider re-granting such certificate/written certification within 3 working days after receiving the request.

Article 69. Handling of case of granting enterprise registration certificates not according to law-specified dossiers, order and procedures or untruthful or inaccurate information declared in enterprise registration dossiers

1. Case of granting an enterprise registration not according to law-specified dossier, order and procedures

a/ In case an enterprise registration certificate is granted not according to law-specified order and procedures, the business registration division shall notify such to the enterprise and re-grant the enterprise registration certificate according to law-specified order and procedures;

b/ In case the dossier for grant of an enterprise establishment registration certificate is improper, the business registration division shall notify the enterprise that such certificate is invalid, and request the enterprise to complete

and submit a valid dossier within 30 days from the date of sending the notice in order to have the enterprise registration certificate granted. Lawful changes stated in registrations and notices of changes that are made after the above-mentioned registration may be included in a dossier for grant of a single registration for such changes;

c/ In case the dossier for grant of a registration of changes in enterprise registration contents and other registrations or notices is improper, the business registration division shall notify that enterprise registration contents accepted in contravention of regulations are invalid, and grant an enterprise registration certificate or certification of change in enterprise registration contents or other registrations or notices according to the latest valid dossier. The business registration division shall send a notice to request the enterprise to complete and submit a valid dossier within 30 days from the date of sending the notice in order to have the enterprise registration certificate or certification of change in enterprise registration contents or other registrations or notices granted. Lawful changes stated in registrations and notices of changes that are made after the above-mentioned registration may be included in a dossier for grant of a single registration for such changes.

2. In case information declared in an enterprise registration dossier is untruthful or inaccurate

a/ In case information declared in an enterprise establishment registration dossier is untruthful or inaccurate, the business registration division shall notify such to a competent state agency for handling in accordance with law, notify that the enterprise registration certificate granted according to such dossier is invalid, and request the enterprise to complete the dossier and submit it within 30 days from the date of sending the notice in order to have the enterprise registration certificate or certification of changes in enterprise registration contents granted. Lawful changes stated in registrations and notices of changes that are made after the above-mentioned registration may be included in a dossier for grant of a single registration for such changes.

In case the enterprise fails to complete the dossier and submit it under regulations, the business registration division shall request the enterprise to report under Point c, Clause 1, Article 216 of the Law on Enterprises;

b/ In case information declared in a dossier of registration of change in enterprise registration contents is untruthful or inaccurate, the business registration division shall notify such to a competent state agency for handling in accordance with law, notify that the granted enterprise registration certificate or certification of change in enterprise registration contents is invalid, and grant an

enterprise registration certificate or certification of change in enterprise registration contents according to the latest valid dossier.

The business registration division shall send a notice to request the enterprise to complete the dossier and submit it within 30 days from the date of sending the notice for grant of the enterprise registration certificate or certification of change in enterprise registration contents or other registrations or notices. Lawful changes stated in registrations and notices of changes that are made after the above-mentioned registration may be included in a dossier for grant of a single registration for such changes.

3. The handling of case of granting a branch or representative office operation registration certificate, a business location registration certificate or a certification of change in operation registration contents of a branch, representative office or business location according to improper dossiers, order and procedures or based on untruthful or inaccurate information declared in the registration dossier must comply with Clause 1 or 2 of this Article.

Article 70. Registration of enterprise dissolution in cases specified at Points a, b and c, Clause 1, Article 207 of the Law on Enterprises

The registration of dissolution of an enterprise specified at Points a, b and c, Clause 1, Article 207 of the Law on Enterprises shall be carried out according to the following order and procedures:

1. Within 7 working days after adopting a resolution or decision on dissolution under Clause 1, Article 208 of the Law on Enterprises, an enterprise shall send a notice of its dissolution to the business registration division in the locality where it is headquartered. The notice shall be enclosed with the following documents:

a/ The resolution or decision and minutes of the meeting of the Members' Council, for limited liability companies with two or more members and partnerships; of the Shareholders' General Meeting, for joint stock companies; or of the company owner, for single-member limited liability companies, on enterprise dissolution;

b/ The debt settlement plan (if any).

2. Within 1 working day after receiving a notice of enterprise dissolution, the business registration division shall post the documents specified in Clause 1 of this Article and notify the enterprise's status of currently carrying out dissolution procedures on the National Business Registration Portal, change the enterprise's legal status in the national business registration database to status of currently carrying out dissolution procedures and, send enterprise dissolution

information to the tax office. The enterprise shall carry out procedures for fulfilling its tax obligations with the tax office in accordance with the Law on Tax Administration.

3. Within 5 working days after fully paying its debts, an enterprise shall send a dissolution registration dossier to the business registration division in the locality where it is headquartered. An enterprise dissolution registration dossier must comprise the documents specified in Clause 1, Article 210 of the Law on Enterprises.

4. Before submitting an enterprise dissolution registration dossier, an enterprise shall carry out procedures for termination of operation of its branches, representative offices and business locations at business registration divisions of localities where its branches, representative offices and business locations are located.

5. After receiving an enterprise dissolution registration dossier, the business registration division shall send enterprise dissolution registration information to the tax office. Within 2 working days after receiving such information, the tax office shall send its opinion on the enterprise's fulfillment of tax obligations to the business registration division. Within 5 working days after receiving an enterprise dissolution registration dossier, if the tax office has no objection, the business registration division shall change the enterprise's legal status in the national business registration database to "dissolved" status and issue a notice of enterprise dissolution.

6. Past 180 days from the date of receipt of the notice enclosed with resolution or decision on dissolution, if receiving no enterprise dissolution registration dossier from the enterprise and no written objection from the stakeholders, the business registration division shall change the enterprise's legal status in the national business registration database to "dissolved" status, send enterprise dissolution information to the tax office, and issue a notice of enterprise dissolution within 3 working days from the above-mentioned deadline.

7. Within 180 days from the date of receipt of the notice enclosed with the dissolution resolution or decision specified in Article 208 of the Law on Enterprises and the business registration division has not yet changed the enterprise's legal status in the national business registration database to "dissolved" status, if the enterprise fails to continue to carry out the dissolution, it shall send a notice of cancellation of the dissolution resolution or decision to the business registration division in the locality where it is headquartered. The notice shall be accompanied by the resolution or decision on cancellation of the dissolution resolution or decision of the company owner, for a single-member

limited liability company, the Members' Council, for a limited liability company with two or more members or a partnership, or the Shareholders' General Meeting, for a joint stock company. Within 3 working days after receiving the notice of cancellation of the dissolution resolution or decision, the business registration division shall post the notice and the resolution or decision on cancellation of the dissolution resolution or decision on the National Business Registration Portal, restore the enterprise's legal status in the national information system on business registration, and send information about cancellation of the dissolution resolution or decision to the tax office.

8. 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 when carrying out the dissolution procedures under regulations.

Article 71. Registration of enterprise dissolution in case enterprise registration certificates are revoked or under court rulings

1. Within 1 working day after issuing a decision on revocation of an enterprise registration certificate or receiving a legally effective court ruling, the business registration division shall post such decision or ruling and notify the enterprise's status of currently carrying out dissolution procedures in the National Business Registration Portal, change the enterprise's legal status in the national business registration database to status of currently carrying out dissolution procedures, and send enterprise dissolution information to the tax office, unless the enterprise has its enterprise registration certificate revoked for enforcement at the request of a tax office.

2. Within 5 working days after an enterprise's debts are fully paid, the at-law representative of the enterprise shall send an enterprise dissolution registration dossier to the business registration division of the locality where it is headquartered. The dossier, order and procedures for enterprise dissolution registration must comply with Clauses 3, 4 and 5, Article 70 of this Decree.

3. Past 180 days from the date of receipt of a notice of an enterprise's status of currently carrying out dissolution procedures on the National Business Registration Portal, if receiving no enterprise dissolution registration dossier and no written objection from the stakeholders, the business registration division shall change the enterprise's legal status in the national business registration database to "dissolved" status, send enterprise dissolution information to the tax office, and issue a notice of enterprise dissolution within 3 working days from the above-mentioned deadline.

Article 72. Termination of operation of branches, representative offices and business locations

1. Before notifying the termination of operation of a branch, representative office or business location, an enterprise and its branch or representative office shall register with a tax office for fulfilling its tax obligation in accordance with the tax laws.

2. Within 10 days after deciding on termination of operation of its branch, representative office or business location, an enterprise shall send a notice of termination of operation of its branch, representative office or business location to the business registration division of the locality where its branch, representative office or business location is located. In case of terminating operation of a branch or representative office, such a notice shall be accompanied by a resolution or decision and or a copy of minutes of the meeting on termination of operation of the branch or representative office of the Members' Council, for a limited liability company with two or more members or a partnership, or the Board of Directors, for a joint stock company; resolution or decision on termination of operation of the branch or representative office of the company owner, for a single-member limited liability company.

3. After receiving a dossier of operation termination of a branch, representative office or business location, the business registration division shall send information on termination of the branch, representative office or business location to a tax office. Within 2 working days after receiving information from the business registration division, the tax office shall send its opinion on fulfillment of tax obligations by the branch, representative office or business location to the business registration division. Within 5 working days after receiving the dossier of operation termination of the branch, representative office or business location, if the tax office has no objection, the business registration division shall terminate operation of such branch, representative office or business location in the national business registration database, and issue a notice of termination of operation of the branch, representative office or location business.

4. Termination of operation of an overseas branch or representative office of an enterprise must comply with regulations of the host country. Within 30 days after officially terminating operation of its overseas branch or representative office, an enterprise shall send a notice of termination of operation of its overseas branch or representative office to the business registration division of the locality where it is headquartered. The business registration division shall update information about such enterprise in the national business registration database within 3 working days after receiving the notice.

Article 73. Termination of existence of divided companies, consolidated companies, merged companies

1. After a dividing company, consolidating company or merging company is granted an enterprise registration certificate, the divided company, consolidated company or merged company shall be changed to the legal status of “divided” or “consolidated” or “merged”. The business registration division of the locality where the divided company, consolidated company or merged company is headquartered shall send such information to the tax office. The tax office shall send information about complete finalization and transfer of tax obligations by the enterprise to the business registration division.

2. Within 1 working day after receiving information about complete finalization and transfer of tax obligations by the divided company, consolidated company or merged company from the tax office, the business registration division of the locality where the divided company, consolidated company or merged company is headquartered shall change the legal status of such company in the national business registration database to the status of “existence terminated” according to the process on the national information system on business registration.

3. The business registration division shall terminate the existence of branches, representative offices and business locations of a divided company, consolidated company or merged company before terminating the existence of such company in the national business registration database according to the process on the national information system on business registration.

4. After an enterprise merger, if enterprise registration contents of the merging company have not been changed, within 10 working days after completing the enterprise merger, the merging company shall send a notice to the business registration division of the locality where it is headquartered in order to terminate the existence of the merged company. Such a notice shall be accompanied by the papers specified at Points a and b, Clause 2, Article 61 of this Decree.

5. In case the head office of a 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 division of the latter locality shall send information to the business registration division of the former locality to terminate the existence of them in the national business registration database according to the process on the national information system on business registration.

Article 74. Determination of forged contents declared in enterprise registration dossiers

1. In case there are grounds to believe that contents declared in an enterprise registration dossier are forged, an organization or individual may request the business registration division to revoke the enterprise registration certificate and shall provide one of the documents specified in Clause 2 of this Article to the business registration division.

2. Documents for determining that contents declared in an enterprise registration dossier are forged include:

a/ A copy of a competent state agency's written reply that the document under its issuance competence is forged;

b/ A copy of the public security office's written reply regarding forged contents declared in the enterprise registration dossier.

3. In case it is necessary to determine that contents declared in an enterprise registration dossier are forged to serve as a basis for revoking the enterprise registration certificate specified at Point a, Clause 1, Article 212 of the Law on Enterprises, the business registration division shall send documents enclosed with the enterprise registration dossier to the agencies specified at Points a and b, Clause 2 of this Article. These agencies shall send written replies of determination results at the request of the business registration division within 30 days after receiving the request. Based on conclusions of these agencies, the business registration division shall revoke the enterprise registration certificate according to the order and procedures specified in Clause 1, Article 75 of this Decree if contents declared in the enterprise registration dossier are forged.

Article 75. Order and procedures for revocation of enterprise registration certificates

1. In case contents declared in an enterprise registration dossier are forged

a/ In case contents declared in the registration dossier for establishment of a new enterprise are forged, the business registration division shall issue a notice of violation and issue a decision to revoke the enterprise registration certificate;

b/ 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 division shall issue a notice of violation and issue a decision to cancel change in enterprise registration contents that have been made based on forged information, and grant an enterprise registration certificate or a certification of change in enterprise registration contents according to the latest valid dossier. The business registration division shall request the enterprise to

make a new dossier for grant of the enterprise registration certificate or certification of change in enterprise registration contents. Lawful changes stated in registrations and notices of changes that are made after the above-mentioned registration may be included in a dossier for grant of a single registration for such changes.

c/ The business registration division shall notify the act of declaring forged contents in the enterprise registration dossier to a competent state agency for consideration and 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 17 of the Law on Enterprises

a/ If the enterprise is a sole proprietorship or single-member limited liability company of an individual owner: The business registration division with which the enterprise has made registration shall issue a notice of violation and issue 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 division with which the enterprise has made registration shall send a notice to request the enterprise to replace the member or shareholder banned from establishing enterprises within 30 days from the date of sending the notice. If the enterprise fails to replace such member or shareholder within this time limit, the business registration division shall issue a notice of violation and issue a decision to revoke the enterprise registration certificate.

3. In case an enterprise has ceased its business operations for 1 year without notifying such cessation to a business registration agency and a tax office, the business registration division shall issue a notice of violation and request the at-law representative of the enterprise to give explanations at the business registration division. After 10 working days from the date of appointment stated in the notice, if such at-law representative fails to come to give explanations or his/her explanations are not accepted, the business registration division shall issue a decision to revoke the enterprise registration certificate.

4. In case an enterprise fails to send reports under Point c, Clause 1, Article 216 of the Law on Enterprises, within 10 working days from the deadline specified at Point d, Clause 1, Article 212 of the Law on Enterprises, the business registration division shall issue a notice of violation and request the at-law representative of the enterprise to give explanations at the business registration division. After 10 working days from the date of appointment stated

in the notice, if such at-law representative fails to come to give explanations or his/her explanations are not accepted, the business registration division shall issue a decision to revoke the enterprise registration certificate.

5. In case a court rules to revoke an enterprise registration certificate, the business registration division shall issue a decision to revoke the enterprise registration certificate based on the court ruling within 3 working days after receiving such ruling.

6. After receiving a written request of a competent state agency to revoke an enterprise registration certificate in accordance with law, the business registration division shall revoke the enterprise registration certificate according to the order and procedures specified in Clause 3 of this Article.

7. The business registration division shall coordinate with related state management agencies in examining the explanations specified in Clauses 3 and 4 of this Article.

8. After receiving a decision on revocation of its enterprise registration certificate, an enterprise shall carry out dissolution procedures specified in Article 209 of the Law on Enterprises, unless its enterprise registration certificate is revoked for implementing enforcement measures at the request of a tax office.

9. Information about the revocation of an enterprise registration certificate shall be entered into the national information system on business registration and sent to a tax office within 1 working day after the decision on revocation of the enterprise registration certificate is issued.

10. Within 2 working days after issuing a notice of the enterprise's violation subject to revocation of enterprise registration certificate or issuing a decision on revocation of enterprise registration certificate, the business registration division shall send such notice or decision to the head office of the enterprise and post information thereon on the National Business Registration Portal.

11. An enterprise operating under its investment license or investment certificate (cum business registration certificate) or another paper of equivalent legal validity may have its business registration contents revoked in the cases specified in Clause 1, Article 212 of the Law on Enterprises. The order and procedures for revocation shall be carried out under Clauses 1 thru 6 of this Article. The business registration division shall issue a decision to revoke business registration contents without revoking the investment license or investment certificate (cum business registration certificate) or another paper of equivalent legal validity. The modification of investment projects' contents in such investment license or investment certificate (cum business registration

certificate) or another paper of equivalent legal validity must comply with the law on investment.

The business registration division shall send the revocation decision to the investment registration agency for coordination in state management of the concerned enterprise.

Article 76. Restoration of legal status of enterprises after their enterprise registration certificates are revoked

1. The business registration division shall issue a decision to cancel a decision on revocation of an enterprise registration certificate and restore legal status of the concerned enterprise on the national information system on business registration in the following cases:

a/ It determines that the enterprise is not subject to revocation of enterprise registration certificate;

b/ It receives a written request of a tax office for restoration of legal status of the enterprise after its enterprise registration certificate is revoked due to enforcement of tax debts in case its legal status in the national business registration database has not yet been changed to “dissolved” status.

2. The business registration division shall be responsible for deciding to cancel decisions on revocation of enterprise registration certificates and restoration of legal status of enterprises in the national business registration database.

3. Within 1 working day after issuing a decision to cancel a decision on revocation of an enterprise registration certificate, the business registration division shall send such decision to the head office of the enterprise, and send information about the cancellation of the decision on revocation of the enterprise registration certificate and restoration of the enterprise’s legal status to the tax office, and post such decision on the National Business Registration Portal.

Article 77. Revocation of operation registration certificates of branches and representative offices

1. A branch or representative office may have its operation registration certificate revoked in the following cases:

a/ Contents declared in its operation registration dossier are forged;

b/ It has ceased its operation for 1 year without notifying such cessation to the business registration division and the tax office;

c/ It has its operation registration certificate revoked under a court ruling or at the request of a competent agency in accordance with law.

2. In case contents declared in a registration dossier for establishment of a new branch or representative office are forged, the business registration division shall issue a notice of violation of the enterprise and issue a decision to revoke the operation registration certificate of the branch or representative office.

In case the dossier of registration for change in operation registration contents of a branch or representative office is forged, the business registration division shall issue a notice of violation of the enterprise and issue a decision to cancel change in operation registration contents of the branch or representative office that have been registered based on forged information, and grant an operation registration certificate for the branch or representative office or a certification of change in operation registration contents of the branch or representative office according to the latest valid dossier, and concurrently notify such to a competent agency for consideration and handling under regulations. The business registration division shall request the enterprise to make a new dossier for grant of an operation registration certificate for the branch or representative office or a certification of change in operation registration contents of the branch or representative office. Lawful changes stated in registrations and notices of changes that are made after the above-mentioned registration may be included in a dossier for grant of a single registration for such changes.

3. In case a branch or representative office has ceased its operation for 1 year without notifying such cessation, the business registration division shall issue a notice of violation and request the at-law representative of the enterprise to give explanations at the business registration division. After 10 working days from the date of appointment stated in the notice, if such at-law representative fails to come to give explanations or his/her explanations are not accepted, the business registration division shall issue a decision to revoke the operation registration certificate of the branch or representative office.

4. In case a court rules to revoke the operation registration certificate of a branch or representative office, the business registration division shall issue a decision to revoke the operation registration certificate of the branch or representative office based on the court ruling.

5. Within 10 working days after receiving a written request of a competent state agency to revoke the operation registration certificate of a branch or representative office in accordance with law, the business registration division

shall revoke the operation registration certificate of the branch or representative office according to the order and procedures specified in Clause 3 of this Article.

6. For a branch or representative office operating under its investment license or investment certificate (cum business registration certificate) or another paper of equivalent legal validity, its operation registration certificate granted by an investment registration agency may have operation registration contents revoked in the cases specified in Clause 1 of this Article. The order and procedures for revocation shall be carried out under Clauses 2 thru 5 of this Article. The business registration division shall issue a decision to revoke business registration contents without revoking the investment license or investment certificate (cum business registration certificate) or another paper of equivalent legal validity or operation registration certificate of the branch or representative office granted by the investment registration agency. The modification of contents of investment projects in such investment license or investment certificate (cum business registration certificate) or another paper of equivalent legal validity must comply with the law on investment.

The business registration division shall send the revocation decision to the investment registration agency for coordination in state management.

7. Within 2 working days after issuing a notice of violation of the branch or representative office subject to revocation of branch or representative office operation registration certificate or issuing a decision on revocation of branch or representative office operation registration certificate, the business registration division shall send such notice or decision to the head office of the enterprise and post information thereon on the National Business Registration Portal.

8. Information on revocation of a branch or representative office operation registration certificate shall be entered into the national information system on business registration and sent to a tax office within 1 working day after issuing the revocation decision.

9. The business registration division shall issue a decision to cancel a revocation decision and restore the operation registration certificate of a branch or representative office in the following cases:

a/ It determines that the branch or representative office is not subject to revocation of branch or representative operation registration certificate;

b/ It receives a written request of a tax office for cancellation of the revocation decision and restoration of the branch or representative office operation registration certificate after such certificate is revoked due to enforcement of tax debts.

The business registration division shall be responsible for deciding to cancel the revocation decision and restore the branch or representative office operation registration certificate. Within 1 working day after issuing the decision to cancel the revocation decision and restore the branch or representative office operation registration certificate, the business registration division shall send such decision to the head office of the enterprise, post the decision on the National Business Registration Portal, and send information on cancellation of such decision to the tax office.

10. An enterprise shall carry out procedures for terminating operation of its branch or representative office within 15 days after a decision on revocation of the branch or representative office operation registration certificate is issued, unless such certificate is revoked due to enforcement of tax debts.

Article 78. Process of posting a court ruling on the opening of bankruptcy procedures or on enterprise bankruptcy declaration

1. Within 3 working days after receiving a court ruling on the opening of bankruptcy procedures, the concerned business registration division shall post the ruling on the National Business Registration Portal, and change the enterprise's legal status in the national business registration database to "currently undergoing bankruptcy procedures".

2. Within 3 working days after receiving a court ruling on enterprise bankruptcy declaration, the concerned business registration division shall post the ruling on the National Business Registration Portal and change the enterprise's legal status in the national business registration database to "having been bankrupt".

Chapter VIII

BUSINESS HOUSEHOLDS AND REGISTRATION OF BUSINESS HOUSEHOLDS

Article 79. Business households

1. A business household shall be registered for establishment by an individual or household members who shall take responsibility for the household's business operations with all of his/her/their property. In case of business household registration by household members, one of them shall be authorized to act as a representative of the business household. The individual making business household registration or person authorized by the household members to act as a representative of the business household will be the owner of the business household.

2. Households engaged in agriculture, forestry, aquaculture or salt production, peddlers, petty food sellers, shipment-based traders, itinerant and seasonal business people, and service providers earning low incomes are not required to make business household registration, unless they are engaged in sectors or trades subject to conditional business investment. Provincial-level People's Committees shall prescribe low income levels to be applied in their localities.

Article 80. The right to establish business households and obligation to make business households registration

1. Individuals or household members who are Vietnamese citizens and have full civil act capacity under the Civil Code have the right to establish business households in accordance with this Chapter, except:

a/ Minors, persons with limited civil act capacity; persons who have lost civil act capacity; persons with difficulty in perceiving and controlling their acts;

b/ Persons being examined for penal liability, being held in temporary detention, serving imprisonment sentences or executing administrative handling measures at compulsory drug rehabilitation centers or compulsory education institutions or being prohibited by the court from holding certain positions or practicing certain professions or performing certain jobs;

c/ Other cases specified in related laws.

2. Each individual or household member specified in Clause 1 of this Article may register only one business household nationwide and has the right to contribute capital to, and purchase shares or contributed capital amounts of enterprises in his/her own capacity.

3. An individual or a household member making business household registration may not concurrently act as the owner of a sole proprietorship, or general partner of a partnership, unless otherwise agreed by the other general partners.

Article 81. Rights and obligations of owners of business households and household members participating in business household registration

1. The owner of a business household shall perform tax obligations, financial obligations and business activities of the business household in accordance with law.

2. The owner of a business household shall represent the business household in his/her capacity as a person requesting resolution of a civil matter, plaintiff, defendant, or person with related interests and obligations before

arbitration or court, and exercise other rights and perform other obligations as prescribed by law.

3. The owner of a business household may hire someone else to manage and run business operations of the business household. In this case, the owner of the business household or household members participating in business household registration remain responsible for all debts and other property obligations arising from business operations.

4. The owner of a business household or household members participating in business household registration shall take responsibility for business operations of the business household.

5. Other rights and obligations as prescribed by law.

Article 82. Business household registration certificates

1. Business household registration certificates shall be granted to business households established and operating under this Decree. A business household will be granted a business household registration certificate if fully satisfying the following conditions:

a/ Its registered business line(s) is(are) not banned from business investment;

b/ It is named in accordance with Article 88 of this Decree:

c/ It files a valid dossier of business household registration;

d/ It has fully paid the business household registration fee.

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

3. Information in a business household registration certificate becomes legally effective from the date of grant of the certificate from which the business household is entitled to do business, unless it is engaged in sectors or trades subject to conditional business investment. In case a business household registers the business commencement date after the date it is granted its business household registration certificate, it may do business from the date of registration, unless it is engaged in sectors or trades subject to conditional business investment.

4. A business household may receive its 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 business household registration certificate and pay a charge in accordance with law.

Article 83. Business household registration codes

1. District-level business registration agencies shall write business household registration codes in business household registration certificates according to the following structure:

a/ Provincial-level code: 2 numeric characters;

b/ District-level code: 1 character in Vietnamese letter;

c/ Type code: 1 character, 8 = business household;

d/ Ordinal number of business household: 6 numeric characters, from 000001 to 999999.

2. Urban districts, rural districts, towns and provincial cities established after the effective date of this Decree may insert additional codes in the order of the Vietnamese alphabet.

3. In case urban districts, rural districts, towns or provincial cities are split after the effective date of this Decree, the split units may retain their alphabetic codes while the splitting units may insert additional codes in the order of the Vietnamese alphabet.

4. Provincial-level Departments of Planning and Investment shall notify in writing the Ministry of Planning and Investment of new codes of established or split district-level localities.

Article 84. Principles applicable to business household registration

1. Business households or business household founders shall themselves make declarations in their business household registration dossiers and be held responsible before law for lawfulness, truthfulness and accuracy of declared information.

2. District-level business registration agencies shall be held responsible for validity of business household registration dossiers, but not for violations committed by business household founders or business households.

3. District-level business registration agencies may not settle disputes among individuals of a business household themselves, or between them and other organizations or individuals.

4. Business household owners may authorize other organizations or individuals to carry out business household registration procedures in accordance with Article 12 of this Decree.

Article 85. Quantity of business household registration dossiers

1. Business household founders or business households shall submit 1 dossier set to district-level business registration agencies when carrying out business household registration procedures.

2. District-level business registration agencies may not ask business household founders or business households to submit additional dossiers or papers other than those specified for a business household registration dossier.

Article 86. Business locations of business households

1. Business location of a business household is the place where the business household carries out its business operations.

2. A business household may do business at different locations but shall select a location to be registered as its head office, and notify its other business locations to the tax administration office and market surveillance office of the locality where it carries out its business operations.

Article 87. Business household registration

1. Business household registration shall be made at district-level business registration agencies of localities where head offices of business households are located.

2. A business household registration dossier must comprise:

a/ A written request for business household registration;

b/ Legal paper of the individual, for the owner of the business household or household member making business household registration in case of business household registration by household members;

c/ A copy of the minutes of the household members' meeting on establishment of the business household in case of business household registration by household members;

d/ A copy of the power of attorney stating that the household members authorize one of them to act as the owner of the business household in case of business household registration by household members.

3. When receiving a dossier, the district-level business registration agency shall hand over a receipt, and grant a business household registration certificate to the business household within 3 working days after receiving a valid dossier.

If the dossier is invalid, within 3 working days after receiving it, the district-level business registration agency shall issue a notice to the dossier submitter or business household founder, clearly stating the reason and requirements for dossier modification or supplementation (if any).

4. After 3 working days from the date of submitting a business household registration dossier, if receiving no business household registration certificate or notice requesting modification or supplementation of the dossier, the business household founder or business household may lodge a complaint or denunciation in accordance with the law on complaints and denunciations.

5. 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 office, business registration division, and provincial-level specialized management agency.

Article 88. Naming of business households

1. Each business household must have its own name, consisting of two elements in the following order:

a/ Phrase “Ho kinh doanh” (Business household);

b/ Proper name of the business household.

The proper name of a business household shall be written in letters of the Vietnamese alphabet, and letters F, J, Z and W, which may be accompanied by numerals and symbols.

2. It is prohibited to use words, phrases or symbols that violate Vietnam’s historical traditions, culture, ethics and fine customs as constituents of the proper name of a business household.

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

4. The proper name of a business household must not be identical to the registered name of another business household in the same district-level locality.

Article 89. Business lines of business households

1. When registering establishment of a business household or change in business household registration contents, the business household shall write the business line(s) in the written request for business household registration or

notice of change in business household registration contents. The district-level business registration agency shall record information on the business line(s) in the business household registration certificate.

2. A business household may be engaged in sectors or trades subject to conditional business investment from the date it fully satisfies the law-specified conditions and shall maintain such conditions throughout its operation. Specialized agencies may perform the state management of sectors and trades subject to conditional business investment and inspect the satisfaction of these conditions by business households in accordance with relevant specialized laws.

3. In case the district-level business registration agency receives a competent agency's document stating that a business household conducts sectors or trades subject to conditional business investment without fully satisfying the law-specified conditions, it shall issue a notice requesting the business household to suspend operation in such sectors or trades and concurrently notify the violation to a competent state agency for handling in accordance with law.

Article 90. Registration of changes in business household registration contents

1. Business household owners shall make registration of changes in contents of business household registration certificates with business registration agencies within 10 days after the changes occur.

2. When changing business household registration contents, except the cases specified in Clauses 3 and 4 of this Article, a business household shall send a dossier of notice of changes in business household registration contents to the district-level business registration agency with which it has made registration. A dossier must comprise:

a/ A notice of changes in business household registration contents, signed by the business household owner;

b/ A copy of the minutes of the household members' meeting on registration of changes in business household registration contents in case of business household registration by household members.

3. In case of changing its owner, a business household shall send a dossier of notice of change in business household registration contents to the district-level business registration agency with which it has made registration. Such dossier must comprise:

a/ A notice of change of the business household owner, signed by the old and new business household owners or signed by the new business household owner in case of change of the business household owner due to inheritance;

b/ The purchase and sale contract or papers proving the completion of purchase and sale in case of sale of the business household; donation contract in case of donation of the business household; or a copy of the written certification of the heir's lawful right to inheritance in case of change of the business household owner due to inheritance;

c/ A copy of the minutes of the household members' meeting on change of the business household owner in case of business household registration by household members.

d/ A copy of the power of attorney stating that the household members authorize one of them to act as the business household owner in case of business household registration by household members.

After the sale, donation or inheritance of a business household, the business household shall still be held responsible for its debts and other property liabilities arising before the date of transfer of the business household, except otherwise agreed by the business household and purchaser, donee or heir and creditor of the business household.

4. In case a business household has its head office relocated to an urban district or a rural district, town or provincial city other than where it has made registration, it shall send a dossier of notice of change of its address to the district-level business registration agency of the locality where the business household's new head office will be located. A dossier must comprise copies of:

a/ The notice of change in business household registration contents signed by the business household owner;

b/ The minutes of the household members' meeting on registration of change in head office address in case of business household registration by household members;

c/ Legal paper of the individual, for the business household owner or household member making business household registration in case of business household registration by household members.

5. Upon receiving a dossier, the district-level business registration agency shall hand over a receipt and grant a business household registration certificate to the business household within 3 working days after receiving a valid dossier. If the dossier is invalid, within 3 working days after receiving it, the district-level business registration agency shall notify in writing the business household of contents that need modification or supplementation.

In case a business household registers change of its head office address, within 3 working days after granting a business household registration

certificate, the district-level business registration agency of the locality where the business household's new head office will be located shall send a notice to the business registration agency of the locality where the business household was previously registered.

6. When obtaining a new business household registration certificate in case of registration of change in business household registration contents, the business household shall return the old certificate.

Article 91. Business households' suspension of business operations and resumption of business operations ahead of notified schedule

1. If suspending its business operations for 30 days or more, a business household shall send a notice thereof to the district-level business registration agency with which it has made registration and its managing tax office.

2. In case a business household suspends its business operations or resumes its business operations ahead of the notified schedule, it shall send a notice thereof to the district-level business registration agency with which it has made registration at least 3 working days before the date of suspension or resumption. The notice shall be accompanied by a copy of the minutes of the household members' meeting on registration of suspension of business operations or resumption of business operations ahead of the notified schedule in case of business household registration by household members. After receiving the notice, the district-level business registration agency shall hand over a receipt to the business household. Within 3 working days after receiving a valid dossier, the district-level business registration agency shall issue a written certification of the business household's registration of suspension of business operations or written certification of the business household's resumption of business operations ahead of the notified schedule to the business household.

Article 92. Termination of operation of business households

1. When a business household terminates its operation, it shall send a notice thereof to the district-level business registration agency with which it has made registration. The notice shall be accompanied by:

a/ A tax office's notice of invalidation of tax identification number;

b/ A copy of the minutes of the household members' meeting on termination of operation of the business household in case of business household registration by household members;

c/ The primary-source business household registration certificate.

2. A business household shall pay all debts, including tax debts, and unfulfilled financial obligations before submitting a dossier of request for termination of operation of business household, unless otherwise agreed by the business household and creditor. The district-level business registration agency shall consider validity of the dossier and issue a notice of termination of operation of the business household.

Article 93. Revocation of business household registration certificates

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

a/ Having declared forged contents in the business household registration dossier;

b/ Having suspended business operations for more than 6 consecutive months without notifying such to the district-level business registration agency with which it has made registration and the tax office;

c/ Conducting banned business lines;

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

dd/ Failing to submit reports under Clause 6, Article 16 of this Decree to the district-level business registration agency within 3 months from the report submission deadline or after being requested in writing;

e/ Other cases according to the court's ruling or competent agency's requests in accordance with law.

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

In case the dossier of registration of changes in business household registration contents is forged, the district-level business registration agency shall issue a notice of violation of the business household, cancel changes in business household registration contents made on the basis of the forged information and issue a business household registration certificate based on the recent valid dossier, and concurrently report the violation to a competent agency for consideration and handling in accordance with law. The district-level business registration agency shall request the business household to remake dossier for grant of the business household registration certificate. The business household

may include lawful changes of the subsequent change registrations in a dossier set to be granted a new certificate of change registration.

3. In case a business household has suspended its business operations 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 reports under Point dd, Clause 1 of this Article, the district-level business registration agency shall issue a notice of violation and request the business household owner to show him/her up at the district-level business registration agency for giving explanations. After 10 working days from the date of appointment written in the notice, if the business household owner fails to show him/her up or his/her explanations are not accepted, the district-level business registration agency shall issue a decision to revoke the business household registration certificate. The district-level business registration agency shall coordinate with related state management agencies in considering explanations of the business household.

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

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

a/ If the business household is established by an individual who is banned from establishing business households, the district-level business registration agency shall issue a notice of violation and a decision to revoke the business household registration certificate;

b/ If the business household is established by household members, one of whom is banned from establishing business households, the district-level business registration agency shall issue a notice requesting the business household to register the change of such individual within 15 working days from the date of the notice. Past this time limit, if the business household fails to register the change of the violator, the district-level business registration agency shall issue a notice of violation and issue a decision to revoke the business household registration certificate.

6. In case the court rules to revoke the business household registration certificate, the district-level business registration agency shall issue a decision to revoke the business household registration certificate on the basis of the court's ruling within 3 working days after receiving the court's ruling.

7. Within 10 days after receiving a written request for revocation of the business household registration certificate from a competent state agency in accordance with the law, the district-level business registration agency shall revoke the business household registration certificate according to the order and procedures specified in Clause 3 of this Article.

8. After obtaining the decision on revocation of the business household registration certificate, the business household shall carry out procedures for termination of its operation as specified in Article 92 of this Decree, unless it has its business household registration certificate revoked to coerce payment of tax debts at the request of a tax administration office.

9. After receiving the tax administration office's written request for cancellation of the decision to revoke the business household registration certificate and restoration of the business household registration certificate after the business household's certificate is revoked to coerce payment of tax debts, the district-level business registration agency shall issue a decision to cancel the decision to revoke the business household registration certificate and restore the business household registration certificate for the business household within 3 working days after receiving the request.

Article 94. Re-grant of business household registration certificates

1. In case a business household registration certificate is lost, burnt, torn, crushed, 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 of the locality where its head office is located. The district-level business registration agency shall consider re-granting a business household registration certificate within 3 working days after receiving the request.

2. In case a business household registration certificate is granted not according to the law-specified dossier, order and procedures:

a/ If the business household registration certificate is granted not according to the law-specified order and procedures, the district-level business registration agency shall send a notice to the business household and concurrently re-grant the certificate in accordance with the law-specified order and procedures;

b/ In case the business household establishment registration certificate is granted not according to the law-specified dossier, the district-level business registration agency shall issue a notice stating that such certificate is invalidated and request the business household to complete and submit a valid dossier within 30 days after sending the notice for grant of a business household registration

certificate. The business household may include lawful changes of the subsequent change registrations in a dossier set to be granted a new certificate of change registration;

c/ In case the certificate of changes in business household registration contents is granted not according to the law-specified dossier, the district-level business registration agency shall issue a notice stating that such certificate is invalidated and concurrently grant a business household registration certificate based on the recent valid dossier. The district-level business registration agency shall send a notice requesting the business household to complete and submit a valid dossier within 30 days after sending the notice for grant of a business household registration certificate. The household business may include lawful changes of the subsequent change registrations in a dossier set to be granted a new certificate of change registration.

3. In case a business household registration certificate is granted on the basis of untruthful or inaccurate information declared in the business household registration dossier:

a/ If information declared in the business household establishment registration dossier is untruthful or inaccurate, the district-level business registration agency shall notify the violation to a competent state agency for handling in accordance with law and concurrently issue a notice stating that such certificate is invalidated and request the business household to complete and re-submit a valid dossier within 30 days after sending the notice for grant of a business household registration certificate. The business household may include lawful changes of the subsequent change registrations in a dossier set to be granted a new certificate of change registration.

In case the business household fails to complete and re-submit a valid dossier, the district-level business registration agency shall request the business household to report under Clause 6, Article 16 of this Decree;

b/ If information declared in the dossier of registration of changes in business household registration contents is untruthful or inaccurate, the district-level business registration agency shall notify the violation to a competent state agency for handling in accordance with law, and concurrently issue a notice stating that such certificate is invalidated and grant a business household registration certificate on the basis of the previous recent valid dossier. The district-level business registration agency shall issue a notice requesting the business household to complete and re-submit a valid dossier within 30 days after sending the notice for grant of a business household registration certificate. The household business may include lawful changes of the subsequent change

registrations or notifications in a dossier set to be granted a new certificate of change registration.

4. In case a business household is granted a new business household registration certificate, the previous certificates will become invalid.

Chapter IX

IMPLEMENTATION PROVISIONS

Article 95. Handling of violations and commendation

1. Cadres or civil servants who ask enterprise founders or business households to submit additional documents, impose additional procedures or conditions for enterprise or business household registration in contravention of this Decree, trouble or hassle organizations and individuals when settling enterprise or business household registration procedures or inspecting enterprise or business household registration contents shall be handled in accordance with law.

2. Business registration agencies and officers performing enterprise registration tasks that successfully accomplish their assigned tasks shall be commended under regulations.

Article 96. Transitional provisions for enterprises operating under business registration certificates or business registration and tax registration certificates

Enterprises that have been granted business registration certificates or business registration and tax registration certificates may continue operating under such certificates and are not required to carry out procedures for conversion of such certificates into enterprise registration certificates. Enterprises will be granted enterprise registration certificates if they so wish or register changes in enterprise registration contents according to the following provisions:

1. In case an enterprise wishes to have its business registration certificate or business registration and tax registration certificate converted into an enterprise registration certificate without changing business registration and tax registration contents, it shall submit a written request together with the original business registration certificate and the original tax registration certificate or the original business registration and tax registration certificate at the business registration division to be granted an enterprise registration certificate.

2. In case an enterprise registers or notifies changes in business registration contents, suspends business operations or resumes business operations ahead of

the notified schedule, it shall submit a dossier to the business registration division of the locality where its head office is located. The dossier must comprise the relevant papers specified in this Decree, accompanied by the original business registration certificate and the original tax registration certificate or the original business registration and tax registration certificate. The business registration division shall consider granting an enterprise registration certificate to the enterprise within 3 working days after receiving a valid dossier.

Article 97. Transitional provisions on enterprises operating under investment licenses, investment certificates (also serving as business registration certificates) or papers of equivalent legal validity

1. Enterprises that have been granted investment licenses or investment certificates (also serving as business registration certificates) or papers of equivalent legal validity may continue operating under such licenses, certificates or papers and are not required to carry out procedures for conversion of such licenses/certificates/papers into enterprise registration certificates.

2. Enterprises operating under investment licenses, investment certificates (also serving as business registration certificates) or papers of equivalent legal validity shall shift to operate under enterprise registration certificates in the following cases:

a/ In case an enterprise wishes to have its license/certificate/paper converted into an enterprise registration certificate without changing business registration contents, it shall submit a dossier to the business registration division of the locality where its head office is located. The dossier must comprise a written request for supplementation and updating of enterprise registration information; a copy of the investment license, investment certificate (also serving as the business registration certificate) or another paper of equivalent legal validity; a copy of the enterprise's tax registration certificate;

b/ In case an enterprise registers or notifies changes in business registration contents, suspends business operations, resumes business operations ahead of the notified schedule, or registers establishment of its branches, representative offices and business locations within the same province or centrally run city where its head office is located it shall submit a dossier to the business registration division of the locality where its head office is located. The dossier must comprise the relevant papers specified in this Decree and those specified at Point a, Clause 2 of this Article;

c/ In case an enterprise wishes to be granted a branch or representative office operation registration certificate or business location registration

certificate in replacement of the operation registration contents in its investment license, investment certificate (also serving as the business registration certificate) or another paper of equivalent legal validity, or a branch or representative office operation registration certificate granted by an investment registration agency without changing operation registration contents for branches, representative offices and business locations within the same province or centrally run city where its head office is located, the enterprise shall submit a dossier to the business registration division of the locality where its head office is located. The dossier must comprise the papers specified at Point a, Clause 2 of this Article and a written request for supplementation and updating of the branch, representative office or business location operation registration information, and a copy of the of the branch or representative office operation registration certificate granted by the investment registration agency for branches or representative offices operating under this certificate, and a copy of the tax registration certificate of the branch or representative office;

d/ In case an enterprise registers change in operation registration contents, suspends business operations, resumes business operations ahead of the notified schedule, or terminates operation of its branches, representative offices or business locations in the investment license, investment certificate (also serving as the business registration certificate) or another paper of equivalent legal validity, a branch or representative office operation registration certificate granted by the investment registration agency, for branches, representative offices or business locations within the same province or centrally run city where its head office is located, the enterprise shall submit a dossier to the business registration division of the locality where its head office is located. The dossier must comprise the relevant papers specified in this Decree and those specified at Point c, Clause 2 of this Article.

3. In cases an enterprise has branches, representative offices or business locations located in a province or centrally run city other than where its head office is located, the enterprise shall carry out procedures for conversion into an enterprise registration certificate at the business registration division of the locality where its head office is located under Point a, Clause 2 of this Article before carrying out procedures for registration of establishment, registration of changes in operation registration contents, suspension of business operations, resumption of business operations ahead of the notified schedule, or termination of operation of its branches, representative offices, business locations at the business registration division of the locality where its branches, representative offices or business locations are located. In this case, the dossier of registration of establishment, registration of changes in operation registration contents,

suspension of business operations, resumption of business operations ahead of the notified schedule, or termination of operation of the branches, representative offices or business locations must comply with Point b, c or d, Clause 2 of this Article, excluding the papers specified at Point a, Clause 2 of this Article.

4. In case an enterprise operating under its investment license, investment certificate (also serving as the business registration certificate) or another paper of equivalent legal validity registers its dissolution, the enterprise is not required to carry out procedures for having such license/certificate/paper converted into an enterprise registration certificate. In this case, a dissolution registration dossier must comprise the relevant papers specified in Clause 1, Article 210 of the Law on Enterprises and those specified at Point a, Clause 2 of this Article.

5. In case an enterprise's investment license or investment certificate (also serving as the business registration certificate) or another paper of equivalent legal validity contains information on its business locations, when requesting conversion of such license/certificate/paper into an enterprise registration certificate or branch or representative office operation registration certificate, the enterprise will be granted a business location registration certificate if it so wishes.

6. When receiving an enterprise's dossier, the business registration division shall hand over a receipt, consider the validity of the dossier and grant an enterprise registration certificate, a branch or representative office operation registration certificate, a business location registration certificate, a written certification of change in enterprise registration contents, or another written certification under respective provisions of this Decree.

Article 98. Transitional provisions for securities companies, securities investment fund management companies, branches of foreign securities companies and branches of foreign fund management companies in Vietnam established and operating under establishment and securities business licenses

Within 2 years from January 1, 2021, securities companies, securities investment fund management companies, branches of foreign securities companies and branches of foreign fund management companies in Vietnam that possess establishment and operation licenses granted by the State Securities Commission of Vietnam before January 1, 2021, and comply with Clause 1, Article 135 of the Law on Securities shall make enterprise registration and branch operation registration at business registration divisions of localities where their head offices are located. A registration dossier must comprise a written request for supplementation or updating of enterprise registration information or a written request for supplementation and updating of branch operation

registration information; a copy of the establishment and operation license and a copy of the tax registration certificate.

Article 99. Transitional provisions for business households established by households or groups of individuals

1. Business households established by households or groups of individuals that possess business household registration certificates granted before the effective date of this Decree may continue operating without being required to make re-registration under this Decree.

2. In case a business household established by a group of individuals before the effective date of this Decree registers changes in business household registration contents, or notifies suspension of business operations, resumption of business operations ahead of the notified schedule or termination of operation of the business household, the minutes of the meeting of the group of individuals participating in the business household shall be used as a substitute for the minutes of the meeting of household members in the dossier. The business household shall only carry out procedures for registration of change of its member if a member no longer participates in the business household.

Article 100. Effect

1. This Decree takes effect on January 4, 2021.

2. This Decree replaces the Government's Decree No. 78/2015/ND-CP of September 14, 2015, on enterprise registration, and the Government's Decree No. 108/2018/ND-CP of August 23, 2018, amending and supplementing a number of articles of the Government's Decree No. 78/2015/ND-CP of September 14, 2015, on enterprise registration.

Article 101. Implementation responsibility

1. The Ministry of Planning and Investment shall promulgate forms to be applied in enterprise registration under this Decree.

2. Ministers, heads of ministerial-level agencies, heads of government-attached agencies, chairpersons of provincial-level People's Committees, and the subjects of application of the Decree shall implement the Decree.-

On behalf of the Government
Prime Minister
NGUYEN XUAN PHUC