

(This translation is for reference only)

GOVERNMENT

No: 43/2010/NĐ-CP

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Hanoi, 15th April 2010

DECREE

ON BUSINESS REGISTRATION

THE GOVERNMENT

Pursuant to the Law on Government Organisation dated 25 December 2001;

Pursuant to the Enterprise Law dated 29 November 2005;

Pursuant to the Investment Law dated 29 November 2005;

Pursuant to the Law on Tax Management dated 29 November 2006;

Upon request of Minister of Planning and Investment,

DECREES:

CHAPTER I

GENERAL PROVISIONS

Article 1. Scope of regulation

This Decree prescribes in details the dossier, order and procedures of registration for enterprises and household businesses; the system of business registration bodies and state management of business registration.

Article 2. Implementation subjects

This Decree is to be applied for:

1. Domestic and foreign enterprises and individuals registering their business in accordance with Vietnamese law;
2. Individuals, group of individuals and household businesses registering their business in accordance with this Decree;
3. Business registration agencies;

4. Tax agencies;
5. Other organisations and individuals that are related to business registration.

Article 3. Interpretation of terminology

In this Decree, the following terminologies are interpreted as follows:

1. *Business Registration* as stipulated in this Decree consolidates business registration and tax registration in accordance with the Enterprise Law. Business registration includes registration of new enterprises and registration for amendment.
2. *Business Registration Certificate* is in hard-paper or electronic form issued by the Business Registration Office, the content of which shall be based on the information in the Business Registration Form declared by enterprises.

Business Registration Certificate also acts as Tax Registration Certificate.

3. *National Business Registration System* which is established and operated by the Ministry of Planning and Investment in co-ordination with other related agencies is the professional information system which sends, receives, saves and displays business registration data or performs other professional processes. The National Business Registration System includes the National Business Registration Database which is linked to the National Business Registration Portal.
4. *National Business Registration Portal* is the website through which organisations and individuals may access the online registration service, the information service of the National Business Registration System and support Business Registration Office to perform business registration.
5. *National Business Registration Database* contains information on business registration nationwide. Information in the business registration dossiers is stored in the National Business Registration Database and has the legal value of original information.

Article 4. Principles of business registration procedure

1. Enterprise founders shall fill in the Business Registration Form and are responsible before the law for the legality, completeness and preciseness of registered information.
2. Business Registration Offices are responsible for the validity of the business registration dossiers and not responsible for any legal violation of enterprises before and after registration.

3. Business Registration Offices shall not bear any responsibilities in resolving disputes between members, shareholders or other organisations, individuals during enterprise operation.
4. Enforcement measures to implement tax administrative decisions related to Enterprise Code are stipulated in Law on Tax Management and other guiding legal documents.

Article 5. Rights to set up enterprises and obligation of enterprise founders to register their business

1. Setting up enterprises as regulated by the law is the right of individuals and organisations and this right is protected by the State.
2. Enterprise founders have the obligation to register their business as stipulated by this Decree and relevant legal normative documents.
3. Business Registration Offices and other agencies are strictly prohibited from interfering with the rights of organisations, individuals when receiving and processing business registration dossiers.
4. Ministries, ministerial level agencies, People's Councils and People's Committees at all levels are forbidden to issue regulations on business registration applied for their own sector or province.
5. Within ten working days after making the decision, enterprise must register for amendment to the content of business registration with the exception of other special cases as regulated by law.
6. Enterprises are obliged to submit financial statement to Business Registration Office according to the law.

Article 6. Business Registration Form and Business Registration Certificate

1. Business Registration Form includes the content of business registration and tax registration.
2. Business Registration Certificate is issued to enterprises operating under the Enterprise Law. The content of the Business Registration Certificate is stipulated in Article 25 of Enterprise Law and Article 26 of Law on Tax Management, and shall be based on the information in the Business Registration Form.
3. Format of the Business Registration Form and the Business Registration Certificate is stipulated by the Ministry of Planning and Investment and is applied consistently nationwide.
4. Enterprises whose Business Registration Certificate, Business and Tax Registration Certificate were issued before this Decree takes effect shall not have

to re-apply. In this case enterprises shall be granted with Business Registration Certificate of the new format when registering for amendment.

5. In case of asking for Business Registration Certificate of the new format without registration for amendment to the content of business and tax registration, enterprise must submit Letter of Request asking for Business Registration Certificate of the new format enclosed with original Business and Tax Registration Certificate or original Business Registration Certificate and original Tax Registration Certificate to Business Registration Office.

Article 7. Business activity

1. Codes of business activities are indicated in the Business Registration Certificate according to VSIC level four, except for forbidden business activities.

The detailed content of level four are regulated in VSIC issued by the Ministry of Planning and Investment.

The coding of business activities in the Business Registration Certificate is for statistical purposes only.

Enterprise founders will apply and indicate their business activities and business activity codes respectively in the Business Registration Form based on VSIC. The Business Registration Offices shall check and write down the business activities and the business activity codes in the Business Registration Certificate.

2. For conditional business activities that are regulated in other legal normative documents, these business activities will be noted down in the Business Registration Certificate according to the business activities stipulated in those legal normative documents.
3. For business activities that are not included in VSIC but are regulated by other legal normative documents, these business activities will be noted down in the Business Registration Certificate according to the business activities stipulated in those legal normative documents.
4. For business activities that are not included in VSIC but not yet regulated by other legal normative documents, the Business Registration Office will inform the Ministry of Planning and Investment (General Statistics Office) for the new codes to be added.
5. Conditional business activities are stipulated in Laws of the National Assembly, Ordinances of the National Assembly's Standing Committee and Decrees of the Government. The issuance and stipulation of conditional business activities beyond the authority of competent agencies is strictly prohibited. Enterprises subject to conditional business activities do not have the right to conduct business

before the conditions have been met. State management of conditional business activities and compliance of business conditions thereof are within the authority of competent agencies according to specific law.

6. For business activity where practice certificate is required by law, relevant conditions for granting and usage of the practice certificate for an enterprise operation are stipulated in specific law.

Article 8. Enterprise code

1. Each enterprise is assigned a unique enterprise code which serves as business registration code and tax code.
2. The enterprise code is unique in the sense that it will exist from registration with the Business Registration Office until discharge of the enterprise there from and shall not be used or re-used for any other enterprise. Tax code in case of sole proprietorship is governed by Law on Taxation.
3. The enterprise code is stored in the National Business Registration System and indicated in the Business Registration Certificate.
4. During the lifespan of an enterprise, the enterprise code is used for all kinds of tax declarations. This also applies to enterprises that perform a number of business activities or conduct business at different locations.
5. Code of enterprise's subordinate unit will be issued to its branch, representative office and business location.

CHAPTER II

MANDATES AND TASKS OF THE BUSINESS REGISTRATION OFFICE AND STATE MANAGEMENT OF BUSINESS REGISTRATION

Article 9. Business Registration Offices

1. Business Registration Offices are organized in provinces and cities directly under the Central Government (hereinafter referred to as provincial level) and in districts and towns/cities under provincial authorities (hereinafter referred to as district-level) including:
 - a. At provincial level: Business Registration Office under the Department of Planning and Investment (hereinafter referred to as provincial Business Registration Office).

As for Ho Chi Minh City and Hanoi City, one or two provincial level Business Registration Offices may be set up and numbered in a numerical order. The

establishment of additional provincial Business Registration Office is decided by the Provincial People's Committee.

Upon agreed by the Ministry of Home Affair, the Ministry of Planning and Investment, Hanoi, Ho Chi Minh City, Hai Phong, Da Nang and Can Tho People's Committee can pilot the transformation from provincial Business Registration Offices into self-accounting units.

- b. At district-level: Business Registration Offices are set up in all urban districts, provincial towns, and cities under the provincial government where the number of new household businesses and co-operatives registered in the previous two years is equal to or more than 500.

For those districts which do not have Business Registration Offices, the district-level People's Committee will assign the task of household business registration stipulated in Article 11 of this Decree (hereinafter referred to as district-level Business Registration Office) to the Financial-Planning Department.

2. Provincial Business Registration Offices and District Business Registration Offices can open their own bank account and have their own stamp.

Article 10. Mandates, tasks and responsibility of the provincial Business Registration Office

1. Receive Business Registration Dossiers; check the validity of the application dossiers for business registration and issue or reject to issue the Business Registration Certificate.
2. Cooperate in the development, management and operation of the local business registration information system; execute the transfer of actual business registration information in provincial Business Registration Offices to the National Business Registration System; provide local business registration information to Provincial People's Committee, local tax agencies, relevant departments and to organizations and individuals who make request.
3. Request enterprises to report on business operation as stipulated in point c clause 1 Article 163 of the Enterprise Law; urge enterprises to fulfil the requirements for annual report filing.
4. Directly check or request the government's competent agencies to check enterprises on the content of business registration; give instructions on order and procedures of household business registration to district-level Business Registration Offices and of business registration to enterprises and enterprise founders.

5. Request enterprises to temporarily cease conditional business activities when finding out that enterprises do not meet all conditions as stipulated in laws and notify the competent agencies of the Government for timely settlement of violations as stipulated in law.
6. Revoke Business Registration Certificate of enterprises in cases as stipulated in Article 59 of this Decree.
7. Register business for enterprises of other legal forms, as stipulated in current legislation.

Article 11. Mandates, tasks and responsibility of the district-level Business Registration Office

1. Receive application for business registration of a household; check the validity of the application dossier for business registration and issue or reject to issue the Business Registration Certificate for the household business.
2. Cooperate in the development, management and operation of the local household business information system; regularly report to the District People's Committee, the provincial Business Registration Office and the district-level tax agency on household businesses within the boundary of the district.
3. Directly check household businesses on the content of business registration within district's boundary; coordinate with the government's competent agencies to check enterprises; verify the content of business registration of enterprises, branches and representative offices within the boundary of the district as per request from Provincial Business Registration Office.
4. Make request to household businesses for business operation reports when necessary.
5. Make request to a household business to cease its conditional business activities temporarily when finding out that household business does not meet all the conditions stipulated in legal provisions and notify the competent agencies of the Government for timely settlement of violations as stipulated in laws.
6. Revoke the Business Registration Certificate of a household business in cases stipulated in Article 61 of this Decree.
7. Perform business registration for other legal forms in accordance with the law.

Article 12. State management of business registration

1. Mandate, tasks and responsibilities of the Ministry of Planning and Investment
 - a. Draft and promulgate within its authority and/or submit to the competent level for promulgation of legal normative documents on business registration, household

business registration; guiding documents of professional knowledge and tasks, forms and reporting requirements in business registration activities, household business registration and online registration;

- b. Provide guidance and professional business registration training for staff involved in business registration service;
 - c. Organize the development and management of the business registration information system to support business registration professional tasks nationwide; provide business registration information to relevant government agencies and to organizations and individuals who make request; provide guidance to provincial Business Registration Offices on the transfer of their current business registration information to the National Business Registration System. Costs of operation and maintenance of the National Business Registration System will come from state budget and other sources;
 - d. Act as the hosting unit and coordinate with the Ministry of Finance to link the information system of the two related agencies.
 - dd. Publish the Enterprise Information Gazette which contains information of enterprise establishment and branch and representative office establishment of enterprises nationwide.
 - e. International cooperation in business registration.
2. Mandate, tasks and responsibilities of the Ministry of Finance.
 - a. Coordinate with the Ministry of Planning and Investment in linking the National Business Registration System and Tax Information System for the issuance and exchange of enterprise code and enterprise information. The Ministry of Finance is responsible for generating the enterprise code and transferring the code to the Ministry of Planning and Investment to send it to the provincial Business Registration Offices and then to enterprises.
 - b. Act as the hosting unit and provide guidance on the regime for collecting and using fees for business registration, household business registration, registration for setting up branches, representative offices and business locations and disclosure of enterprise registration information.
 3. The Ministry of Home Affairs coordinates with the Ministry of Planning and Investment to provide guidance on the organization and personnel of business registration bodies at central, provincial and district-levels; stipulate the requirements for staff and management positions in the business registration office system.

4. The Ministry of Public Security coordinates with other related competent agencies to guide on the verification of antecedent of enterprise founders and enterprise governance.
5. The Ministry of Culture, Sports and Tourism is responsible for providing guidance on naming enterprise name not contradicting with historical and cultural traditions, morals, Vietnamese customs and names of Great People.
6. Ministries, ministerial level and governmental bodies within their tasks and mandates are responsible for issuing instructions on conditional business activities and conditions for performing these business activities; declaring the list of conditional business activities on the websites of ministries, ministerial level and governmental bodies; and sending it to the Ministry of Planning and Investment for publication on the National Business Registration Portal.
7. Provincial/municipal People's Committees of provinces and cities directly under the Central Government realize the State management of business registration and enterprise governance as stipulated in Article 162 of the Enterprise Law.

CHAPTER III

REGISTRATION FOR ENTERPRISE NAME

Article 13. Enterprise name

1. An enterprise name must be in letters in the Vietnamese alphabet, pronounceable and may include letters F, J, Z, W, numbers and signs and comprise the two elements in the following order:
 - a. First element: Legal form including: limited liability company, in which the phrase limited liability can be abbreviated to 'TNHH'; shareholding company, in which the word shareholding can be abbreviated to 'CP'; partnership company, in which the word partnership can be abbreviated to 'HD'; sole proprietorship, in which the word sole can be abbreviated to 'TN'.
 - b. Second element: Given name of enterprise.
2. An enterprise can use business activity, investment form to form the enterprise name, provided that the enterprise has registered for that business activity or invested in that form.
3. Name of state-owned corporation decided upon by the Prime Minister.

Article 14. Prohibitions on enterprise names

1. An enterprise is not allowed to have a misleading name or an identical name to that of another enterprise nationwide. This provision does not apply to enterprises which have had their Business Registration Certificates revoked. This regulation is to be applied from 01st January 2011.

From the date that this Decree takes effect to 31th December 2010, anti-duplication of enterprise name is performed within the boundary of provinces, cities directly under the Central Government.

2. Names of state bodies, armed forces and of political and civil organizations cannot be used to form part or whole of an enterprise name, unless by permission of those agencies and organizations.
3. Words and signs contradicting historical and cultural traditions, morals, Vietnamese customs and names of Great People cannot be used to form enterprise name.

Article 15. Identical name and misleading name

1. An ‘identical name’ case is where the enterprise name included in a Business Registration Form is written and read in the exact same way as the name of a registered enterprise.
2. In the following cases, an enterprise name is considered misleading with the names of other enterprises:
 - a. The enterprise name in Vietnamese included in a Business Registration Form is read in the same way as the name of a registered enterprise;
 - b. The enterprise name in Vietnamese included in a Business Registration Form differs from the name of a registered enterprise only by the symbol ‘&’, the word ‘and’, and the dash ‘-’;
 - c. The abbreviated enterprise name included in the Business Registration Form is identical to the abbreviated name of a registered enterprise;
 - d. The enterprise name in a foreign language included in a Business Registration Form is identical to the name in a foreign language of a registered enterprise;
 - dd. The given enterprise name included in a Business Registration Form differs from the name of a registered enterprise by one or several cardinal number(s), ordinal number(s), or one or several Vietnamese letter(s) (A, B, C,...), written after the enterprise name, unless the enterprise applying for registration is a subsidiary of the registered enterprise;

- e. The given enterprise name included in a Business Registration Form differs from the given name of a registered enterprise by the words meaning ‘new’, in front of or after the name of a registered enterprise;
- g. The given enterprise name included in a Business Registration Form differs from the given name of a registered enterprise only by the words meaning Northern, Southern, Central, Western, Eastern, unless the enterprise applying for registration is a subsidiary of the registered enterprise;
- h. The given enterprise name is the same as the given name of a registered enterprise.

Article 16. Other issues related to enterprise names

1. Enterprises that have registered their names in accordance with Decree No. 88/2006/ND-CP but are against clause 1 Article 14 of this Decree are not required to change their names. Enterprises with identical and misleading names will be encouraged and facilitated in their negotiation to change their names or to add geographical element to differentiate their enterprise names.
2. Before applying for the registration of an enterprise name, enterprise has the obligation to check with the National Business Registration Database through a Business Registration Office whether that name has already been registered.
3. Business Registration Offices have the right to approve or reject a proposed enterprise name and the decision of Business Registration Offices is final.

Article 17. Settlement of violation on intellectual property rights

1. An enterprise cannot use a trade name, brand name, geographical indication already registered for protection by other organisations, individuals to form the given name of an enterprise unless it is authorised by the owner of this trade name, brand name, geographical indication. Before applying for the registration of an enterprise name, enterprise can check other registered brand name or geographical indication stored in the brand name and geographical indication database of Intellectual Property Department, Ministry of Science and Technology.
2. Violation on intellectual property rights is identified in accordance with law on intellectual property right.

Enterprises are responsible before the law if their names violate regulations on intellectual property rights. In case the enterprise name violates legal provisions on intellectual property rights, this enterprise is obliged to register for the change of the name.

3. Intellectual property owners have the right to ask the Business Registration Offices to request a violating enterprise to change the name. Intellectual property owners

are obliged to provide necessary documentation as regulated in clause 4 of this Article.

4. Business Registration Office will issue a Notice to request the enterprise to change the name upon receipt of the Letter of Request claiming the violation on intellectual property rights submitted by the property right owner. Enclosed must be:
 - a. Valid copy of certification declaring violation against intellectual property rights issued by competent agencies;
 - b. Valid copy of Certificate of Brand Registration, Certificate of Geographical Indication Registration, extraction of National Registration Book on brand, geographical indication issued by Intellectual Property Agency; valid copy of Certificate of International Brand Registration which is protected in Vietnam or valid copy of Official Gazette of International Brand issued by international intellectual property organization or Official Gazette of Industry Property certified by Intellectual Property Agency for international brand registration; documentation proving the legal and consecutive usage of trade name before that trade name is violated in case of trade name.
5. Within ten working days, as of the receipt of valid business registration dossier as stipulated in clause 4 this Article, the Business Registration Office will issue a Notice to request a violating enterprise to change the name and complete relevant procedures within two months after issuance of the Notice. In case the enterprise does not comply with the request, the Business Registration Office will notify the competent agencies for timely settlement of violation according to law on intellectual property.

Article 18. Name of branches, representative offices and business location

1. Name of branches, representative offices and business locations must be in letters in Vietnamese alphabet, pronounceable and may include letters F, J, Z, W, numbers and signs.
2. Name of branches, representative offices and business locations must bear the enterprise name including the word “branch” in case of branch establishment, the phrase “representative office” in case of the setting-up of representative offices, organizational form in case of business locations.
3. State enterprises which are transformed into independent accounting units because of re-organization request are allowed to retain the name of state enterprise before re-organization.

CHAPTER IV

**DOSSIER, ORDER AND PROCEDURES FOR THE BUSINESS
REGISTRATION OF ENTERPRISE AND OPERATION REGISTRATION OF
BRANCHES AND REPRESENTATIVE OFFICES**

Article 19. Business registration dossier for sole proprietorship

1. Business Registration Form.
2. Valid copy of one of legal personal identification papers of the sole proprietor as stipulated in Article 24 of this Decree.
3. Certification of legal capital issued by the authorized organizations, agencies for enterprises operating business activities where legal capital is required by law.
4. Valid copy of practice certificates of one or some individuals for sole proprietorship operating business activity where practice certificate is required by law.

Article 20. Business registration dossiers for limited liability companies with two or more members, shareholding companies and partnership companies

1. Business Registration Form.
2. Draft of the Company Charter, which must have all signatures of partnership members in case of partnership companies; of the legal representative and of members or their authorized representatives in case of limited liability companies with two or more members; of legal representative, of founding shareholders or their authorized representatives in case of shareholding companies. All members, founding shareholders are responsible for the legality of the Company Charter.
3. List of company members for limited liability companies with two or more members and partnership companies, list of founding shareholders for shareholding companies, filed by the form stipulated by the Ministry of Planning and Investment. The following must be attached with the list of members or list of founding shareholders:
 - a. Founding members or founding shareholders who are individuals: Valid copy of one of legal personal identification papers as stipulated in Article 24 of this Decree.
 - b. Founding members or founding shareholders which are legal persons: Copy of the founding decision; Business Registration Certificate or equivalent documents; valid copy of one of legal personal identification papers as

stipulated in Article 24 of this Decree of the authorized representative and equivalent authorization decision.

4. Certification of legal capital issued by the authorized organizations, agencies for companies operating in business activities where legal capital is required by law;
5. Valid copy of practice certificate of members of partnership companies, of one or some individuals in case of limited liability company, shareholding company if the company operates in business activities where practice certificate is required by law.

Article 21. Business registration dossiers for limited liability companies with one member

1. Business Registration Form;
2. Draft of the Company Charter which must have the signatures of legal representative, all company owners who are individuals and the legal representative, authorized representative of a company owner which is an organization. Owner of the company is responsible for the legality of the Company Charter.
3. Valid copy of one of the legal personal identification papers as stipulated in Article 24 of this Decree of the company owner who is an individual; or founding decision, Business Registration Certificate or equivalent documents, Company Charter or equivalent documents of the company owner which is a legal person (except when the company owner is the State).
4. List of authorized representatives for limited liability companies with one member that are organized as regulated by Clause 3 Article 67 of the Enterprise Law, filed by the form stipulated by the Ministry of Planning and Investment. To this list must be attached valid copy of one of legal personal identification papers as stipulated in Article 24 of this Decree of each authorized representative.

Valid copy of one of the legal personal identification papers as stipulated in Article 24 of this Decree of the authorized representative for limited liability companies with one member that are organized as stipulated by clause 4 Article 67 of the Enterprise Law.

5. Authorization document of the company owner for the authorized representative in case the company owner is organisation;
6. Certification of legal capital issued by the authorized organizations, agencies for companies operating business activities where legal capital is required by law;
7. Valid copy of practice certificates of one or some individuals for enterprises operating business activities where practice certificate is required by law.

Article 22. Business registration dossiers for companies that are established on the basis of division, separation, consolidation and merging

1. In case a limited liability company or shareholding company is divided into several companies of the same type, apart from the documents stipulated in Articles 20 and 21 of this Decree, the Business Registration Dossier must include the decision on division as stipulated in Article 150 of the Enterprise Law and copy of minute of the Member Council's meeting in case of limited liability companies with two or more members and copy of minute of General Shareholder's meeting in case of shareholding companies on the division and Business Registration Certificate or other equivalent documents
2. In case one or several new companies are formed by separation of an existing limited liability company or shareholding company, apart from the documents stipulated in Articles 20 and 21 of this Decree, the Business Registration Dossier of the separated (new) company must include the decision on separation as stipulated in Article 151 of the Enterprise Law, copy of minute of the Member Council's meeting in case of limited liability companies with two or more members and copy of minute of General Shareholder's meeting in case of shareholding companies in terms of separation and Business Registration Certificate.
3. In case several companies of the same type consolidate into a new company, apart from the documents stipulated in Articles 20 and 21 of this Decree, the Business Registration Dossier of the consolidated company must include the decision on consolidation as stipulated in Article 152 of the Enterprise Law, copy of minute of the Member Council's meeting in case of limited liability companies with two or more members and copy of minute of the General Shareholder's meeting on the consolidation and Business Registration Certificate or other equivalent documents of consolidated company.
4. In case one or several companies are merged with another company of the same type, apart from the documents stipulated in Chapter V of this Decree, the Business Registration Dossier of the merging company must include the merger contract as stipulated in Article 153 of the Enterprise Law, copy of minute of the Member Council's meeting in case of limited liability companies with two or more members and copy of minutes of the General Shareholder's meeting on the merger and Business Registration Certificates of all merged and merging companies.

Proclamation on establishment of the new enterprise will happen at the same time as the proclamation of cessation of operation of the former enterprise and the settlement of actual rights and obligations.

Article 23. Business registration dossiers for different types of enterprise conversion

1. In case of conversion from limited liability company with one member into limited liability company with two or more members, the dossier shall include:
 - a. Letter of Request for conversion;
 - b. Company Charter after the conversion as regulated in Article 22 Enterprise Law;
 - c. List of members filled in the form stipulated by Ministry of Planning and Investment and a valid copy of legal personal identification papers as regulated in Article 24 of this Decree in case member is individual and valid copy of Business Registration Certificate in case member is organization;
 - d. Transfer contract or certification of the donation of partial ownership in case owner transfers his/her partial ownership to one or some other individuals; decision of owner in terms of capital mobilization in case the company mobilizes additional capital from one or a number of individuals

Upon receipt of Business Registration Certificate of transforming company, enterprise has to return previous Business Registration Certificate or other equivalent papers of transformed company.

2. In case of conversion from limited liability company with two or more members into limited liability company with one member, the dossier shall include:
 - a. Letter of Request for conversion;
 - b. Company Charter after the conversion as regulated in Article 22 Enterprise Law;
 - c. Valid copy of founding decision, Business Registration Certificate or other equivalent documents of owner which is organization or valid copy of one of legal personal identification papers as regulated in Article 24 of this Decree of owner who is an individual.
 - d. List of authorized representative in case of limited liability company with one member which is established as regulated by clause 3 Article 67 Enterprise Law; valid copy of one of legal personal identification papers as stipulated in Article 24 this Decree of authorized representative in case of limited liability company with one member which is established as regulated by clause 4 Article 67 Enterprise Law.
 - dd. Contract of transfer of capital contribution;

- e. Decision in written form and copy of minute of Member Council's meeting on the conversion.

Upon receipt of Business Registration Certificate of transforming company, enterprise has to return previous Business Registration Certificate or other equivalent papers of transformed company.

3. In case of conversion from sole proprietorship into limited liability company, the dossier shall include:
 - a. Letter of Request for conversion;
 - b. Company Charter;
 - c. List of creditors and list of unpaid debts including tax debt and payment periods; list of current employees; list of contracts which are not liquidated;
 - d. List of members regulated in Article 23 Enterprise Law in case of conversion into limited liability company with two or more members and valid copy of one of legal personal identification papers regulated in Article 24 this Decree of members who are individuals and valid copy of Business Registration Certificate of members which are organizations;
 - dd. Commitment in written form of sole proprietor to be personally responsible by all his/her assets for all unpaid debts and to pay due debts;
 - e. Agreement among related parties about unpaid contracts in which the converted limited liability company will take over and implement all these contracts;
 - g. Commitment in written form of sole proprietor or agreement between sole proprietors and other capital contribution members for the acceptance and continued usage of current labours of the sole proprietorship.

Upon receipt of Business Registration Certificate of transforming company, enterprise has to return previous Business Registration Certificate or other equivalent papers of transformed company.

4. In case of conversion form limited liability company into shareholding company and vice versa, the dossier shall include:
 - a. Letter of Request for conversion;
 - b. Decision of the owner of the company or Decision and Minute of Member Council's Meeting or of the General Shareholder on the conversion of the company;
 - c. Company Charter after the conversion;

- d. List of members or list of founding shareholders or ordinary shareholders and other documentation regulated in Clause 3 Article 19 Enterprise Law;
- dd. Transfer contract of capital contribution or agreement on investment capital contribution.

Upon receipt of Business Registration Certificate of transformed (new) company, enterprise has to return previous Business Registration Certificate or other equivalent papers of transforming company.

Article 24. Legal personal identification papers in the business registration dossier

1. Valid personal ID card or passport for Vietnamese citizens at home.
2. One of the following papers that are valid for overseas Vietnamese:
 - a. Vietnamese passport;
 - b. Foreign passports (or papers that can substitute the foreign passport) and one of the papers that prove having Vietnamese origin.
3. Valid Resident Card issued by Vietnamese competent authority and valid passport for foreigners residing in Vietnam.
4. Valid passport for foreigners not residing in Vietnam.

Article 25. Admission of business registration dossiers

1. Enterprise founder or authorized representative submits the Business Registration Dossier as regulated in this Decree to the Business Registration Office in the province where the enterprise head office is registered.
2. A Business Registration Dossier can only be accepted for journalizing and further processing provided:
 - a. All required documents as stipulated in this Decree are submitted;
 - b. The enterprise name has been filled in the Business Registration Form or Letter of Request for conversion;
 - c. The contact address of applicant has been provided;
 - d. The fee has been paid.
3. Upon receipt of the Business Registration Dossier, the Business Registration Office must provide the enterprise with a Receipt Slip.
4. Upon receipt of Business Registration Dossiers, Business Registration Offices will check the validity of the dossier, enter sufficiently, correctly the information filled in the dossiers into the National Business Registration System.

In case of invalid dossier or proposed enterprise name is not accepted, Business Registration Office will notify the content which must be amended or supplemented in written form to enterprise within five working days since the date of receiving the dossier.

In case of online registration, Business Registration Offices will inform individuals or organizations that have registered about the registration end date or any request for amendment or supplementation (if any) online.

Article 26. Cooperating process on generation and issuance of enterprise code

When Business Registration Office approves the registration, information in the dossiers will be transferred to the database of the General Department of Taxation within the Ministry of Finance. Within two working days upon receipt of data from the National Business Registration System, the General Department of Taxation has the responsibility to generate the enterprise code and transfer the code back to the National Business Registration System, which subsequently will transfer it to the provincial Business Registration Offices for the code to be issued to enterprise. Information on the issuance of the Business Registration Certificate will be sent to the General Department of Taxation.

In case the General Department of Taxation refuses to generate the tax code, the General Department of Taxation will send a Notice to the Ministry of Planning and Investment stating clearly the reasons of refusal which will be sent to Business Registration Offices for further notification to enterprises.

Article 27. Online business registration

1. Online business registration is defined as the process in which the enterprise founders register their business through the National Business Registration Portal.
2. Business Registration Offices will receive, check the dossiers; instruct enterprises to amend or supplement the dossiers; and inform the registration outcome through the National Business Registration System.
3. In case enterprise founder does not have e-signature, the online business registration is performed as follows: after the dossier is accepted, enterprise will print the Reference Page which is generated by the National Business Registration System for online registration. The Reference Page must be signed by legal representative and sent to Business Registration Office where enterprise locates its head office. Upon receipt of the Reference Page, Business Registration Offices will issue the Business Registration Certificate for enterprise.
4. Submission of dossiers via the National Business Registration Portal has the same legal value as submission of dossiers in person at Business Registration Office.

Article 28. Time-limit for registration

1. Within five working days as of the receipt of the valid Business Registration Dossier, the Business Registration Office shall make its decision on the registration, including registration of amendment, registration for division, separation, consolidation, merger, enterprise conversion and setting-up of branches, representative offices and notification of establishment of business locations.
2. If the enterprise within five working days of the receipt of the Dossier receives neither the Business Registration Certificate nor a Notice necessitating the amendment or supplementation of the Business Registration Dossier, the enterprise shall be entitled to lodge a complaint in accordance with current legal provisions on complaint and denouncement.

Article 29. Requirements for the issuance of the Business Registration Certificate

1. Business Registration Certificate is issued provided enterprise meets all requirements stipulated in Article 24 of the Enterprise Law.
2. Enterprise can receive the Business Registration Certificate directly at the Business Registration Office or register to receive the Business Registration Certificate by Express Mail service and have to pay fee.
3. As of the date being issued with the Business Registration Certificate, the enterprise can commence its business activities, unless engaged in conditional business activities.
4. Enterprise is entitled to ask Business Registration Office to issue the copy of Business Registration Certificate and has to pay fee.
5. Enterprise must return previous Business Registration Certificate or other equivalent papers in case of registration for amendment once the new Business Registration Certificate is issued for the enterprise.

Article 30. Correction of Business Registration Certificate

1. Enterprises can send a Notice to request the Business Registration Office to correct mistakes in the Business Registration Certificate if there are any differences between the information written down in the Business Registration Certificate and that filled in the Business Registration Dossiers.
2. Within two working days upon receipt, Business Registration Office will check the dossier and re-issue Business Registration Certificate to enterprises if the Notice is correct.

Article 31. Provision of information in the National Business Registration System

1. Periodically in the second week every month, provincial Business Registration Offices will send the lists with detailed information about enterprises already registered in the previous month to the provincial agencies in charge of specific economic and technical sector, district-level Business Registration Offices. For any Business Registration Offices having modern technical infrastructure, information exchange on business registration can be done online.
2. Organisations and individuals can request the Business Registration Offices to provide information on the content of business registration stored in the National Business Registration System upon completion of payment.

Article 32. Business Registration Fees

1. Business registration fees shall be paid prior to the submission of the business registration dossier. Business registration fee can be paid directly or transferred to the bank account of Business Registration Office. The business registration fee is non-refundable even in the case of non-issuance of the Business Registration Certificate.
2. The Ministry of Finance is the hosting unit, coordinate with the Ministry of Planning and Investment to provide guidance on the calculation and usage of fees in case of business registration, household business registration and make certain that the amount extracted from the total business registration fees for covering the operational cost of Business Registration Offices is not less than 50%. The business registration fee is consistently applied nationwide.

Article 33. Registration of operation of branches, representative offices and notification on new business locations

1. Business registration dossier for operation of branches and representative offices
Enterprise has to send the Business Registration Dossier for establishment of the branch or the representative office to the Business Registration Office in the province where the enterprise locates its branch or representative office.
The Business Registration Form of the establishment of branches or representative offices must cover:
 - a. The enterprise code;
 - b. Name and address of the head office of the enterprise;
 - c. Name of intended branch, representative office;
 - d. The address of the branch or representative office;
 - dd. The scope of operation of the branch or representative office;

- e. Full name, resident address, personal ID card No. or Passport No. or other legal personal identification papers as stipulated in Article 24 of this Decree of the head of the branch or representative office;
- g. Full name and signature of the legal representative of the enterprise.

The Business Registration Form must be enclosed with:

- A decision in written form and copy of the minute of the Member Council's meeting on the establishment of the branch or representative office in case of limited companies with more than two members; those of the company owner or Member Council or the President of the company in case of liability limited companies with one member; those of the Board of Directors in case of shareholding companies; those of partnership members in case of partnership companies.
- A valid copy of the Decision on the appointment of the head of the branch or representative office;
- Valid copy of one of legal personal identification papers as regulated in Article 24 this Decree of the head of the branch, representative office;

Provided a branch will perform business activities that require a practice certificate, a valid copy of the practice certificate of the head of the branch or other individuals shall be enclosed as regulated in specific law.

2. Notification on business location:

Business location can be located outside the provinces, cities where head office is based. Enterprise can only set up business locations in the centrally administered province or city where its head office is based. Within ten working days after the decision is made, enterprise has to send the Business Registration Dossier on the new business location to the Business Registration Office.

The Business Registration Dossier must cover:

- a. The enterprise code of the enterprise;
- b. Name and address of the head office of the enterprise; name and address of the branch (in case the business location is directly under the branch);
- c. Name, address of the business location;
- d. The scope of operation of the business location;
- dd. Full name, resident address and personal ID card No. or Passport No. or legal personal identification papers as stipulated in Article 24 of this Decree of the head of the business location.

- e. Full name and signature of the legal representative of the enterprise
3. As of receipt of the valid Business Registration Dossier, the Business Registration Office shall register the branch or representative office or note down the business location as the case might be and issue the Operation Registration Certificate of the branch or representative office, or include the business location address in the Business Registration Certificate of the enterprise or the Operation Registration Certificate of the branch.
4. In case an enterprise establishes a branch or representative office outside the province or city where its head office is based. Within seven working days since the date of issuance of Operation Registration Certificate, the enterprise shall submit a Notification in written form to the provincial Business Registration Office of the province where its head office is based to amend the registered information and have the Business Registration Certificates reissued.
5. The establishment of overseas branches and representative offices by enterprises is conducted in conformity with the law of the foreign state.

Within thirty working days as of the opening of an overseas branch or representative office, the enterprise shall send a Notice to the Business Registration Office where it registered its business. Enclosed must be valid copy of Operation Registration Certificate of branch, representative office or equivalent papers to supplement the dossier for the Business Registration Certificate to be re-issued.

CHAPTER V

DOSSIER, ORDER, PROCEDURES OF BUSINESS REGISTRATION IN CASE OF SUPPLEMENTATION AND AMENDMENT TO BUSINESS REGISTRATION CONTENT

Article 34. Registration for supplementation or change of business activities

1. From the date of deciding to add or amend its business activities, the enterprise has to submit a Notice to the Business Registration Office where it registered its business. The Notice shall include:
 - a. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);
 - b. The added or amended business activity(ies);
 - c. Name and signature of the legal representative.

If the business activity(ies) that are added or amended require legal capital, a document certifying the legal capital issued by a competent agency must be included.

If the business activity(ies) that are added or amended require professional certificates, valid copies of professional certificates of one or some individuals must be included.

Enclosed with the Notice, the dossier must have written decision and copy of minute of the Member Council's meeting in case of limited liability company with two or more members, the minute of General Shareholder's meeting in case of shareholding companies, of partnership members in case of partnership companies; decision of the company owner in case of limited liability companies with one member on amendment of business activity(ies). Changes in the Company Charter must be noted down clearly in the decision and the meeting minutes.

2. Upon receipt of the Notice, the Business Registration Office shall issue the Receipt Slip and register for the change of business activity(ies).

Article 35. Registration for change of head office address of enterprise

1. Before changing the address of head office, enterprise has to fulfill all tax procedures with tax agency related to the change of address of head office in accordance with law on taxation.
2. From the date of deciding to change the address of its head office within the centrally administered province or city where the enterprise registered, the enterprise has to submit a Notice to the Business Registration Office where it registered its business. The Notice shall include:
 - a. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);
 - b. The new address of the head office;
 - c. Name and signature of the legal representative.

The Notice shall be enclosed with the written decision and copy of the minute of the Member Council's meeting in case of limited liability companies with two or more members, minute of General Shareholder's meeting in case of shareholding companies, of partnership members in case of partnership companies; decisions of the company owner in case of one member limited liability companies. Changes in the Company Charter must be noted down clearly in the decision and the meeting minute.

Upon receipt of the Notice, the Business Registration Office shall issue the Receipt Slip and register for the change of address of the head office.

3. From the date of deciding to relocate its head office outside the province or centrally administered city where the enterprise registered, the enterprise has to submit a Notice to the Business Registration Office where it intends to locate its business. The Notice shall include:
 - a. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);
 - b. The new address of the head office;
 - c. Name, personal ID card No. or Passport No. or other legal personal identification papers stipulated in Article 24 of this Decree, resident address and signature of the legal representative.

The Notice must be enclosed with amended Company Charter and list of members in case of limited liability companies with two or more members, list of authorized representatives in case of limited liability companies with one member that are organized as stipulated in Clause 3 Article 67 of the Enterprise Law, list of founding shareholders in case of shareholding companies, list of partnership members in case of partnership companies; written decision and copy of minute of the Member Council's meeting in case of limited liability companies with two or more members, of General Shareholder in case of shareholding companies, of partnership members in case of partnership companies; decisions of the company owner in case of one member limited liability company.

Upon receipt of the Notice, Business Registration Office where enterprise intends to relocate shall issue the Receipt Slip, register for the change of address of the head office and re-issue the Business Registration Certificate.

Within five working days after the date of re-issuance of Business Registration Certificate, the Business Registration Office where the enterprise locates its new head office has to send a copy of the new Business Registration Certificate to the Business Registration Office where the enterprise previously registered its business.

4. The change of address of the enterprise head office shall not alter the rights and obligations of the enterprise.

Article 36. Registration for change of enterprise name

1. From the date of deciding to change its enterprise name, the enterprise has to submit a Notice to the Business Registration Office where it registered its business. The Notice shall include:
 - a. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);

- b. The new enterprise name;
- c. Name and signature of the legal representative.

The Notice shall be enclosed with the written decision and the copy of the minute of the Member Council's meeting in case of limited liability companies with two or more members, of General Shareholder in case of shareholding companies, of partnership members in case of partnership companies; decisions of the company owner in case of limited liability companies with one member on the change of the enterprise name. Changes in the Company Charter must be noted down clearly in the decision and the meeting minutes.

2. Upon receipt of the Notice, the Business Registration Office shall issue the Receipt Slip and register for the change of the enterprise name in accordance with the law.
3. The change of an enterprise name shall not alter the rights and obligations of this enterprise.

Article 37. Registration for change of partnership members

After a partnership company decides to admit new members or terminate the membership of a partner in accordance with clauses 1, 2 and 3 Article 138 of the Enterprise Law, the enterprise has to submit a Notice to the Business Registration Office where it registered its business. The Notice shall include:

1. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);
2. Full name, personal ID card No. or Passport No. or other legal personal identification papers regulated in Article 24 this Decree, resident address of new partnership member(s), of member(s) whose membership are ending;
3. Signature of all partnership members or authorized partnership members, except for member(s) whose membership are ending;
4. Amended content of the Company Charter.

Enclosed with the Notice must be copy of personal ID card or passport or legal personal identification papers as stipulated in Article 24 of this Decree of new partnership members.

Upon receipt of the Notice, the Business Registration Office shall issue the Receipt Slip and register the change of the membership.

Article 38. Registration for change of legal representative of limited liability company or shareholding company

From the date of deciding, of a limited liability company or a shareholding company, to change its legal representative, the enterprise has to submit a Notice

to the Business Registration Office where it registered its business. The Notice shall include:

1. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);
2. Full name, personal ID card No. or Passport No. or other personal identification papers regulated in Article 24 this Decree, position and resident address of the of the new legal representative and of the current legal representative who will soon be replaced.
3. Full name and signature of the chairman of the Member Council in case of a limited liability company with two or more members; of the company owner or chairman of the Member Council or the president of the company in case of limited liability companies with one member; of the chairman of the Board of Management in case of shareholding company. If the Chairman of the Member Council, the president of the company, the Chairman of the Board of Management has fled from his/her residence, is held in custody, suffers from mental illness or other maladies which render him/her unable to recognize or control him/herself or refuses to sign the Business Registration Form, all members of the Member Council or the company owner or the members of the management board, who have attended and unanimously voted for the change of the legal representative must sign the Notice.

The Notice must be enclosed with the written decision and copy of the minute of the Member Council's meeting in case of limited liability companies with two or more members, of the General Shareholder in case of shareholding companies if change of legal representative leads to the change of content of the Company Charter; of Board of Management in case of shareholding companies if change of legal representative does not change the content of the Company Charter, decisions of the company owner in case of one member limited liability companies on the change of legal representative of the enterprise; copy of personal ID card or passport or other legal personal identification papers as stipulated in Article 24 this Decree of the new legal representative.

Decision, meeting minute of Member Council or General Shareholder and decision of owner must indicate clearly the amended content in the Company Charter.

Upon receipt of the Notice, the Business Registration Office shall issue the Receipt Slip and register for the change of legal representative of limited liability company with two or more members, shareholding company.

Article 39. Registration for change of the investment capital of a sole proprietor

From the date of the decision on the increment or the decrement of the registered investment is made, the enterprise has to submit a Notice to the Business Registration Office where it registered its business. The Notice shall include:

1. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);
2. Registered investment capital, changed investment capital and time of changing investment capital;
3. Full name and signature of sole proprietor.

Upon receipt of the Notice, the Business Registration Office shall issue the receipt slip and register the change of the investment.

Article 40. Registration for change of the charter capital of the company

1. From the date of the decision on the increment or the decrement of the charter capital or ratio of capital contribution is made, the enterprise has to submit a Notice to the Business Registration Office where it registered its business. The Notice shall include:

- a. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);
- b. Full name, address, nationality, personal ID card No. or Passport No. or other legal personal identification papers stipulated in Article 24 of this Decree or founding decision No., enterprise code of each member in case of limited liability company with two or more members, of owners and authorized individuals in case of limited liability company with one member, of founding shareholders in case of shareholding company, of partnership members in case of partnership company;
- c. Capital contribution ratio of each member in case of limited liability company with two or more members or of each founding shareholder in case of shareholding company, authorized ownership ratio of each authorised representative in case of limited liability company with one member which are organized as stipulated in clause 3 Article 67 of Enterprise Law;
- d. Registered charter capital and changed charter capital; time and form of capital increment and decrement;
- dd. Full name, nationality, personal ID card No. or Passport No. or other legal personal identification papers stipulated in Article 24 of this Decree, resident address and signature of legal representatives or authorized partnership

members and Chairman of Member Council in case of limited liability company, Chairman of Board of Management in case of shareholding company.

The Notice must be enclosed with the written decision and copy of minute of the Member Council's meeting in case of limited liability companies with two or more members, of General Shareholder's meeting in case of shareholding companies; decisions of the company owner in case of one member limited liability companies on the change of charter capital of the company. Changes in the Company Charter must be noted down clearly in the decision, and the minutes of the meeting of the Members' Council or meeting of General shareholder and decision of the company owner.

In case of the charter capital decrement, the enterprise must commit to settle all debts and other asset obligations after the capital decrease, and the latest financial report at the nearest time of making decrement must be enclosed. A company with a foreign ownership of more than 50% must have its financial report verified by an independent auditor.

Upon receipt of the Notice, the Business Registration Office shall issue the Receipt Slip and register the change of the charter capital of the company.

2. The registration on the decrement of the charter capital is not applicable to the limited liabilities company with one member.
3. In case of the capital decrement for an enterprise operating a business activity that requires legal capital, the Business Registration Office can only perform the registration on the decrement of the charter capital provided the registered capital level after the decrement is not lower than the legal capital applicable to the business activity.
4. Charter capital of shareholding company excludes the value of share which is offered for sale.

Article 41. Registration for change of founding shareholder of shareholding company

1. The registration for the change of a founding shareholder as stipulated in clause 3 Article 84 of the Enterprise Law

After the decision on the change, the enterprise has to submit a Notice to the Business Registration Office where it registered its business. The Notice shall include:

- a. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);

- b. The enterprise name, the address of head office, the enterprise code or founding decision of founding shareholders which are organizations or name, personal ID card No. or Passport No. or other legal personal identification papers regulated in Article 24 this Decree of founding shareholders who are individuals that do not commit to contribute capital and the un-contributed capital contribution;
- c. The enterprise name, the address of head office, the enterprise code or founding decision in case of organization or name, personal ID card No. or Passport No. or other legal personal identification papers regulated in Article 24 of individual who receives added capital and the capital contribution amount after the inclusion of added capital contribution;
- d. Full name, personal ID card No. or Passport No. or other legal personal identification papers regulated in Article 24 this Decree and signature of the legal representative.

The Notice must be enclosed with the written decision and copy of the meeting minutes of the General Shareholder on the change of the founding shareholder due to the unfulfilled commitment of capital contribution; list of founding shareholder after the change; copy of founding decision, Business Registration Certificate or other equivalent papers, valid copy of one of personal identification papers as stipulated in Article 24 of authorized representative and authorization decision in case of organization or copy of personal ID card or passport or personal identification papers as stipulated in Article 24 in case of individual who commits to contribute additional capital.

Decision, meeting minute of General Shareholder must indicate clearly the amended content in the Company Charter.

Upon receipt of the Notice, Business Registration Office will issue the Receipt Slip and register for the change of founding shareholder of the company.

2. Registration for the change of a founding shareholder as stipulated in clause 5 Article 84 of the Enterprise Law

After the decision on the change, the enterprise has to submit a Notice to the Business Registration Office where it registered its business. The Notice shall include:

- a. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);
- b. The enterprise name, the address of head office, the enterprise code or founding number in case of founding shareholders which are organizations or name,

personal ID card No. or Passport No. or other legal personal identification papers regulated in Article 24 this Decree in case of founding shareholders who are individuals; capital contribution of transferred individual and individual who receives the transfer;

- c. Full name, personal ID card No. or Passport No. or other legal personal identification papers regulated in Article 24 this Decree and signature of the legal representative.

The Notice must be enclosed with the written decision on the change and copy of minute of the General Shareholder's meeting on the change of the founding stakeholder; transfer contract and other certifications on the fulfilment of the transfer; valid copy of founding decision, valid copy of one of legal personal identification papers as regulated in Article 24 of this Decree of authorized representative or equivalent authorization decision in case founding shareholder who receives the transfer is organization or valid copy of ID card or passport or legal personal identification papers as regulated in Article 24 of this Decree in case founding shareholder is individual. Changes in the Company Charter must be noted down clearly in the decision, and the minutes of the General Shareholder.

Upon receipt of the Notice, Business Registration Office will issue Receipt Slip and register for the change of founding shareholder.

3. Registration for the change of founding shareholder in case of share donation

Registration for the change of founding shareholder in case of share donation is similar to the registration for the change of founding shareholder in case of share transfer in which transfer contract and other certifications on fulfilment of transfer is replaced by contract of share donation.

Article 42. Registration for change of member of limited liabilities company with two or more members

1. In case of a change due to the admission of a new member, after the decision of change, the enterprise has to submit a Notice to the Business Registration Office where it registered its business. The Notice shall include:
 - a. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);
 - b. The enterprise name, the enterprise code, the address of head office in case of members which are organizations; full name, nationality, personal ID card No. or Passport No. or other legal personal identification papers regulated in Article 24 this Decree in case of members who are individuals; value of capital contribution and capital contribution ratio, time of making capital contribution,

types of capital contribution assets, quantity and value of types of assets of the new members;

- c. Changed capital contribution of all members after admission of new member;
- d. Charter capital after admission of new member;
- dd. Full name, signature of the legal representative.

The Notice must be enclosed with written decision, copy of the minute of the Member Council's meeting on the acceptance of the new member and a letter confirming the capital contribution of the new member to the company; copy of founding decision, valid copy of one of legal personal identification papers as regulated in Article 24 of authorized representative and equivalent authorization decision in case new member is organization or valid copy of personal ID card or passport or other legal personal identification papers as regulated in Article 24 of this Decree in case new member is individual. Changes in the Company Charter must be noted down clearly in the decision and the meeting minute of the Member Council.

Upon receipt of the Notice, Business Registration Office will issue Receipt Slip and register for the change of member, and for increment in charter capital.

2. In case of change of member due to transfer of capital contribution, after the decision on the change, the enterprise has to submit a Notice to the Business Registration Office where it registered its business. The Notice shall include:
 - a. The enterprise name, enterprise code; tax code or Business Registration Office No. (if not having enterprise code and tax code);
 - b. The enterprise name, the address of head office in case of organization or name, nationality, personal ID card No. or Passport No. or other legal personal identification papers as regulated in Article 24 of this Decree in case of individual; capital contribution of transferred individual and individual who receives the transfer;
 - c. Capital contribution of each member after the transfer;
 - d. Time of making the transfer;
 - dd. Full name, signature of the legal representative.

The Notice must be enclosed with the transfer contract and the documents that confirm the fulfilment of the transfer with the certification of the company; valid copy of founding decision, valid copy of one of legal personal identification papers as regulated in Article 24 of authorized representative and equivalent authorization decision in case member is organization or valid copy of personal ID card or

passport or other legal personal identification papers as regulated in Article 24 of this Decree in case new member is individual.

Upon receipt of the Notice, Business Registration Office will issue the Receipt Slip and register for the change of member of the company.

3. In case of a change of member due to inheritance, the enterprise has to submit a Notice to the Business Registration Office where it registered its business. The Notice shall include:
 - a. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);
 - b. Full name, personal ID card No. or Passport No. or other personal identification papers as regulated in Article 24 this Decree, nationality, capital contribution of the bequeather and of the inheritor;
 - c. Time of inheritance;
 - d. Full name, signature of the legal representative.

The Notice must be enclosed with certification of legal inheritance; valid copy of personal ID card or Passport or other personal identification papers as regulated in Article 24 of this Decree of the inheritor.

Upon receipt of Notice, Business Registration Office issues Receipt Slip to enterprise and register for the change of company members.

4. In case of a change of member because the member does not contribute the committed capital as stipulated in clause 3 Article 39 of the Enterprise Law, after the decision on the change, the enterprise has to submit a Notice to the Business Registration Office where it registered its business. The Notice shall include:
 - a. The enterprise name, enterprise code; tax code or Business Registration Certificate No. (if not having enterprise code and tax code);
 - b. The enterprise name, the address of head office or name, personal ID card No. or Passport No. or other legal personal identification papers as regulated in Article 24 of this Decree, nationality, capital contribution of members who do not commit to make capital contribution and of individual who contributes additional capital;
 - c. Full name, signature of the legal representative.

The Notice must be enclosed with the written decision and copy of the minutes of the Member Council's meeting on the change of the member due to the unfulfilled commitment of capital contribution, list of the remaining members of the

company. Changes in the Company Charter must be noted down clearly in the decision and the meeting minute of the Member Council.

Upon receipt of the Notice, Business Registration Office will issue Receipt Slip and register for the change of member of the company.

5. Registration for the change of member in case of donation of capital contribution

Registration for the change of member in case of donation of capital contribution is similar to the registration for the change of member in case of transfer of capital contribution in which transfer contract and other papers confirming the fulfilment of transfer is replaced by contract of donation of capital contribution.

Article 43. Registration for change of owner of limited liability company with one member

In case the owner of the company transfers all his/her charter capital to another individual or organization, the individual who receives the transfer have to register for the change of owner of the company. The dossier shall include:

1. Notice for the change in the content of business registration which is signed by the old owner or the legal representative of the old owner and the new owner or the legal representative of the new owner.
2. Valid copy of one of other legal personal identification papers as regulated in Article 24 of this Decree of individual who receives the transfer in case of individual or valid copy of Business Registration Certificate or founding decision in case of organization, valid copy of one of other legal personal identification papers as regulated in Article 24 of this Decree of the legal representative.
3. Amended, supplemented Company Charter.
4. Transfer contract and other papers confirming the fulfilment of capital transfer.

Upon receipt of the dossier, Business Registration Offices will issue Receipt Slip and register for the change of owner of the company.

Article 44. Registration for change of sole proprietor in case of sale, donation of sole proprietorship, death and disappearance of sole proprietor

In case of sale, donation of sole proprietorship or death, disappearance of sole proprietor, the buyer, the donee or the heir have to register for the change of sole proprietor. The dossier shall include:

1. Notice for the change of sole proprietor which is signed by the seller, the donator and the buyer, the donee in case of sale, donation of sole

proprietorship; signature of the heir in case of death, disappearance of sole proprietor.

2. Valid copy of one of other legal personal identification papers as regulated in Article 24 of this Decree of the buyer, the donee, the heir.
3. Sale contract, donation contract and other papers confirming the fulfilment of the transfer, donation in case of sale, donation of sole proprietorship; Death Certificate; Statement declaring the disappearance of sole proprietor issued by the Court in case of death, disappearance of sole proprietor.

Upon receipt of the dossier, Business Registration Offices will issue Receipt Slip and register for the change of sole proprietor.

Article 45. Registration for change in the content of tax registration

1. In case of change in the content of tax registration without causing any changes to business registration content, enterprise will send a Notice to the Business Registration Office where enterprise locates its head office.

The Notice shall include:

- a. The enterprise name, the address of head office, the enterprise code and the issued date of the Business Registration Certificate, Tax Registration Certificate;
 - b. Changed content related to tax registration.
2. Business Registration Offices will receive the Notice; enter information into the National Business Registration System to transfer to the General Department of Taxation as well as archive the Notice in the business registration dossier.

Article 46. Registration for change in the content of business registration or operation registration in accordance with a court decision

If there are changes to the business registration content, operation registration content as per the Court's decision, enterprise must register these changes in accordance with the Court's decision. The Business Registration Dossier must be enclosed with the valid verdict, decision of the Court.

Article 47. Registration for change in the content of operation registration, notice for termination of operation of branches, representative offices, business location

1. When enterprises register for the change in the content of operation registration of branches, representative offices, business location, enterprises have to send a Notice to Business Registration Offices where its branch, representative office is located for the change of Operation Registration Certificate.

2. In case of moving branch, representative office to other provinces/cities directly under the Central Government, enterprise has to send Notice to the provincial Business Registration Office where branch, representative office is intended to relocate and to the provincial Business Registration Office where branch, representative office was registered. Business Registration Office where enterprise relocates will receive the Notice and issue Operation Registration Certificate to enterprise.
3. From the date of deciding to terminate operation of branch, representative office, business location, enterprise has to send Notice to Business Registration Office where Operation Registration Certificate was previously issued or Business Registration Office where enterprise notified about the establishment of business location. Business Registration Offices will receive the Notice and revoke the Operation Registration Certificate or remove business location from the Business Registration Certificate or the Operation Registration Certificate.

Article 48. Right to complain of enterprise

Within five working days from the date of sending Notice of amendment to business registration content, if Business Registration Offices do not perform the registration for amendment or send any Notice of request for amendment, supplementation to enterprise, the enterprise is entitled to file complaints in accordance with legal provisions on complaint and denouncement.

CHAPTER VI

BUSINESS REGISTRATION FOR HOUSEHOLD BUSINESS

Article 49. Household Business

1. Household business established by an individual who is a Vietnamese citizen or a group of individuals or a household can only register business at one location, cannot have more than ten employees, cannot have a stamp and shall be liable by all assets to the business activities.
2. Households which are producers of agriculture, forestry and fishery products, salt makers, street vendors, small vendor, trading from afar trader, mobile traders or service providers who have low income will not have to register their business except for conditional business activities. Provincial/Municipal People's Committees of provinces and cities directly under the Central Government stipulate levels of low income in the province.

3. Household business which regularly uses more than 10 employees or more than one business location must register to operate under the enterprise model.

Article 50. The right to set up household business and the obligation to register the business

1. Vietnamese citizens who are 18 years old, with full legal capacity and civil capacity and households have the right to set up household business and the obligation to register their business as stipulated in this Chapter.
2. Individual, household in clause 1 of this Article are eligible to register only one household business nationwide.

Article 51. Household Business Registration Certificate

1. Household Business Registration Certificate is issued for household businesses in accordance with this Decree.
2. The content of the Household Business Registration Certificate shall be based on the information in the Household Business Registration Form.

Article 52. Steps and procedures of business registration for household businesses

1. Individual, a group of individuals or representative of the household sends the Household Business Registration Form to the district-level Business Registration Office where business operation and activities are located. Content of the Household Business Registration Form includes:
 - a. Name of household business and address of business location;
 - b. Business activities ;
 - c. Business capital;
 - d. Full name, personal ID card No. and date of issuance, signature, and resident address of the individuals in case of households established by a group of individuals; of individual in case of households established by individual or representative of the household;

Enclosed with the Household Business Registration Form must be valid copy of personal ID card of all members who participate in household business or representative of household business and minutes of the meeting on the establishment of household business in case household business is established by a group of individuals.

For the business activities which require a practice certificate, in addition to papers stipulated in clause 1 of this Article, valid copy of the practice certificate of an individual or representative of the household must be enclosed.

For business activities which require legal capital, in addition to papers stipulated in clause 1 of this Article, valid copy of the certification of legal capital by a competent authority or organization must be enclosed.

2. Upon receipt of the dossier, the district-level Business Registration Office shall issue the Receipt Slip and issue Business Registration Certificate to household businesses within five working days from the date of receiving the dossier, provided that all the following conditions are met:
 - a. The business activities do not fall into the list of forbidden business activities;
 - b. The proposed name of the household business is in line with Article 56 of this Decree;
 - c. Business registration fee has been paid in full as required.

In case the dossier is not valid, within five working days as of the receiving date, the district-level Business Registration Office has to inform the founder of the household business clearly in written form about the content that need to be amended or supplemented.

3. After five working days from the date of dossier submission, if Business Registration Certificate or Notice of request for amendment, supplementation is not received, applicants is entitled to file their complaint in accordance with legal provisions on complaint and denouncement.
4. Periodically in the first week of every month, district-level Business Registration Office sends the list of registered household businesses of the previous month to tax authority at the same level, provincial Business Registration Office and the provincial agencies in charge of specific economic and technical sector.

Article 53. Time of conducting business

Household businesses are entitled to conduct business activities after the Business Registration Certificate is issued, except in the case of conducting conditional business activities.

Article 54. Business location of household business

Household businesses who operate travelling-wholesale or mobile business, must select a fixed location for business registration. This place can be permanent or temporary place of residence or where business activities are most frequently conducted or where trade transactions are conducted. Household businesses who operate travelling-wholesale or mobile business are allowed to carry out business activities outside the location registered with the concerned authority but shall inform tax authority and market management authority where they registered their head quarter and conduct business activities.

Article 55. Registration for amendment to the content of household business registration

1. In case of registration for amendment, household business informs such changes to district-level Business Registration Office where it registered its business.
2. In the event of halting business activities for more than thirty days, household businesses shall inform the district-level Business Registration Office where it registered its business and direct supervisory tax authority. The temporary cessation of business activities cannot exceed one year.
3. In the event of terminating business activities, household businesses have to hand back the original Business Registration Certificate to the district-level Business Registration Office where it registered its business and settle all debts, including taxes and other outstanding financial liabilities.

Article 56. Naming of household business

1. Household businesses must have their own name. The name of the household businesses must include these two following elements:
 - a. First element: legal form “Household business”
 - b. Second element: Given name of the household business

The given name must be in Vietnamese, pronounceable and may include numbers and signs.

2. Letters, words, sign that may violate historical traditions, culture, moral and national customs shall not be used in naming business households.
3. Name of household business cannot be the same with name of another household business registered in the same district.

CHAPTER VII

ORDER, PROCEDURES OF TEMPORARY CESSATION OF BUSINESS OPERATION, RE-ISSUANCE AND REVOCATION OF BUSINESS REGISTRATION CERTIFICATE AND HOUSEHOLD BUSINESS REGISTRATION CERTIFICATE

Article 57. Temporary cessation of business operation

An enterprise, household business which temporarily ceases its business operations has to send a Notice to the Business Registration Office where it registered its business at least fifteen days before the temporary cessation of operation. The Notice shall include:

1. The enterprise name and the head office address of the enterprise; the enterprise code; the date of issuance of Business Registration Certificate or other equivalent papers in case of enterprise; Household Business Registration Certificate in case of household business.
2. Business activities;
3. The duration of the temporary business cessation, its starting and closing dates. The duration of the temporary business cessation cannot be longer than one year, but can be extended upon submission of a Notice to the concerning Business Registration Office. The total period of the successive temporary cessation cannot exceed two years.
4. The reasons for the temporary business cessation;
5. The full name and signature of the legal representative or representative of household business.

The Notice must be enclosed with the written decision and copy of the minutes of the Member Council's meeting in case of limited liability companies with two or more members; of the company owner in case of limited liability companies with one member; of the General Shareholders in case of shareholding companies; of partnership members in case of partnership companies.

Provincial Business Registration Office will receive the Notice and enter into the National Business Registration System.

District-level Business Registration Office will receive the Notice and write down in the dossier of household business for monitoring purposes.

Article 58. Re-issuance of business registration certificate

In case Business Registration Certificate is lost, torn apart, crushed, burned or damaged, enterprise can send Letter of Request for the re-issuance of Business Registration Certificate to Business Registration Office where Business Registration Certificate was issued.

Within five working days, upon receipt of the Letter of Request, Business Registration Office will consider to re-issue the Business Registration Certificate for enterprise.

Article 59. Revocation of business registration certificate

1. Business Registration Certificates can be revoked as stipulated in Clause 2 Article 165 of the Enterprise Law, point g clause 1 Article 93 of the Law on Tax Management.

2. The revocation of a Business Registration Certificate following a court decision will be executed in accordance with instructions from competent State agencies.

Article 60. Procedures and orders for revoking Business Registration Certificate

1. In case Business Registration Office finds that forged content has been declared in a business registration dossier:

In case of new registration, Business Registration Office will issue a Notice on the violation made by the enterprise and a written decision to revoke the Business Registration Certificate.

In case of amendment, Business Registration Office will issue a Notice on the violation made by the enterprise to inform about the annulment of amendment based on the forged information and to re-issue the Business Registration Certificate based on the latest and officially valid information and at the same time notify competent agency for timely settlement of violation regulated by law.

2. If sole proprietors, members of limited company and partnership company or founder shareholders of shareholding companies are prohibited from establishing enterprise according to clause 2, Article 13 of the Enterprise Law, the following regulations and steps shall apply:

- a. For sole proprietorships and individually owned limited liability companies with one member: the Business Registration Office that issued the Business Registration Certificate will issue an official Notice of the violation made and make an official written decision to revoke its Business Registration Certificate.

- b. For limited liability companies with two or more members, limited liability company with one member with owner is organization, shareholding companies and partnership companies: the Business Registration Office where the enterprise registered will make a written request for dismissal and change of members or shareholders who do not have the right to establish enterprise. The change of members or shareholders must be carried out within thirty days upon the date of request. If enterprise fails to comply within this period, the Business Registration Office will make a written Notice on the violation committed by the enterprise and revoke the Business Registration Certificate.

3. For enterprises that violate points c, d, đ, e in clause 2, Article 165 of the Enterprise Law, the Business Registration Office will make a written Notice to inform about the violation of enterprise and to request the legal representative to appear at the office for clarification and explanation. If the legal representative fails to attend within ten working days after the end date stated in the Notice of if

the explanation is found unacceptable, the Business Registration Office will revoke the Business Registration Certificate.

4. When a business does not comply with the obligation according to point g clause 2 Article 165 Law of Enterprise to submit reports, the Business Registration Office within ten working days after the report is due will send Notice to request the legal representative of the enterprise to appear at the office for clarification and explanation. If the legal representative of the business fails to attend within ten working days after the end date stated in the Notice of if the explanation is found unacceptable, the Business Registration Office will revoke the Business Registration Certificate.
5. If enterprise is found operating forbidden business activities, Business Registration Office will issue a Notice on the violation and the decision to revoke the Business Registration Certificate, and inform the competent authority for punishment under the law.
6. In case enforcement is carried out towards enterprise in accordance with the decision related to tax administrative management as regulated in point g clause 1 Article 93 Law on Tax Management, after receiving Request for revocation of Business Registration Certificate sent by the head of tax agency as regulated in point b clause 2 Article 102 Law on Tax Management, Business Registration Office will revoke the Business Registration Certificate as stipulated in point 3 of this Article.
7. After receiving the decision to revoke the Business Registration Certificate, the enterprise will be subject to the dissolution procedures stipulated in Article 158 of the Enterprise Law. If within six months from the issuance of the decision to revoke the Business Registration Certificate, the dissolution dossier of the enterprise has not been received, the enterprise shall be deemed dissolved and the Business Registration Office will discharge the enterprise from the Business Registration Journal. In this case, the legal representative and all members of limited liability companies with two or more members, the company owner of limited liability company with one member, the sole proprietor, all members of the Board of Management in case shareholding companies and all partnership members of partnership companies will be jointly responsible for all the debts including unfulfilled tax duties and other financial obligations of the dissolved enterprise.
8. Information of the revocation of Business Registration Certificate must be entered into the National Business Registration System and send to General Department of Tax within two working days since the date of making decision on revocation.

Article 61. Revocation of the Business Registration Certificate of a household business

A Household Business Registration Certificate is revoked in the following cases:

1. Business activities have not been taken up within six months as of the issued date of the Household Business Registration Certificate;
2. Business activities have been suspended for six consecutive months without notification to the district-level Business Registration Office where the household made its business registration;
3. Household business has been relocated to another district;
4. Household business performs prohibited business activities.
5. Household business is established by individuals who are prohibited to establish household business.

CHAPTER VIII IMPLEMENTATION

Article 62. Settlement of violation, praising

1. Staff or civil servants requesting enterprise founders for documentation, executing procedures or establishing business registration conditions which are against this Decree; causing difficulties or hindrances to organisations and individuals when processing business registration, shall be disciplined as regulated by the Law.
2. Business Registration Offices and staff with excellent performance in business registration and good completion of their tasks will be rewarded according to the Government's regulations.

Article 63. Transfer of information to the National Business Registration System

1. The Ministry of Planning and Investment will provide guidance on transferring information stored in provincial Business Registration Offices to the National Business Registration System.
2. Information in the Business Registration Certificates, Tax Registration Certificates stored in provincial Business Registration Offices must be transferred to the National Business Registration System.
3. The information registered at provincial Business Registration Offices is considered the original information of enterprise when executing the transfer of information.

4. Based on the business registration database after the transfer and tax registration database, provincial Business Registration Offices will send Notice and request enterprise to:
 - a. Register for tax code within thirty working days after the date enterprise is notified about the issuance of Business Registration Certificate but has not registered for tax code. If enterprise does not comply with the request, enterprise will be settled according to law on taxation and has Business Registration Certificate revoked according to point c clause 2 Article 165 Enterprise Law.
 - b. Report and register for amendment within three months from the date of receiving notice in case of the content of business registration and tax registration is not the same.. If enterprise does not comply with the request, enterprise's Business Registration Certificate will be revoked according to point g clause 2 Article 165 Enterprise Law.

Article 64. Effectiveness

1. This Decree takes effect as of 01st June 2010 ; Regulations which were issued before this Decree and are against this Decree shall be nullified.
2. This Decree replaces Decree No.88/2006/ND-CP dated 29th August 2006 issued by the Government on business registration.

Article 65. Responsibility of implementing the Decree

Ministers, heads of ministerial agencies, heads of governmental bodies, chairmen of People's Committees of provinces and cities directly under the Central Government and implementation subjects of this Decree take the responsibility of implementing this Decree.

ON BEHALF OF THE GOVERNMENT

**PRIME MINISTER
NGUYEN TAN DUNG**