

Pre-Establishment Checklist for Establishing a Foreign Owned Company in Vietnam

This checklist has been prepared to assist investors in planning to establish a foreign owned company in Vietnam with the initial obligations and requirements prior to the application for company registration in order to obtain a Enterprise Registration Certificate.

This is not intended as a comprehensive list, however it does cover most matters that need to be attended to prior to registration.

NO.	PROCEDURES	DESCRIPTION	REMARKS	NUMBER OF COPIES
A. INITIAL ACTIONS REQUIRED				
1.	Location of the new company	Decision on location to be made before commencing		
2.	Company type	Determine Company type, including: - a Limited Liability Company ("LLC") - Single or Multi Member enterprise, or - a Joint Stock Company ("JSC")	- There are no shares but members own specific % of contributed capital - At least 3 members with share capital	
3.	Business production line	Determine business lines/scope of services - non-conditional sectors - conditional sectors - prohibited sectors		
4.	Corporate Structure	Determine Corporate Structure - a single member LLC with a corporate member: (i) Chairman, General Director/Director and Inspectors, or (ii) Members Council, General Director/Director and Inspectors - a single member LLC with an individual member: Chairman and General Director/Director - a multi member LLC: Members Council, Chairman, General Director/Director - a JSC: General Meeting of Shareholders, Board of Manager ("BOM"), Chairman of the BOM and General Director/Director	- A Multi Member LLC with more than 11 members must have an inspection committee - A JSC that has more than 11 shareholders, or more than 50% of the shares are held by shareholders who are enterprises, must have an inspection committee	
B. INITIAL DOCUMENT REQUIRED				
1.	Certificate of Business Registration of the Investor and its amendments (if any)	- Issued by the authority of the country of its incorporation - Needs to be legalized (*) - Vietnamese translation of the document after legalization is also required	- Legalized less than 3 months before lodgement	3 English copies 3 Vietnamese copies
2.	Charter/Articles of Incorporation of the Investor	- Needs to be legalized (*) - Vietnamese translation of the document after legalization is also required	- Legalized less than 3 months before lodgement	3 English copies 3 Vietnamese copies
3.	The notarized audited financial report of the Investor for the latest financial year	- Needs to be legalized (*)	- If the Investor is a newly established company, or is not subject to an audit, a letter of confirmation from the bank where the Investor has a bank account can be accepted	3 English copies
4.	Resolutions of the Board of Directors of the Investor	Resolutions concerning: - the establishment of the Company - the charter of the Company - the appointment of the legal representative of the Company; members of the Company's Members Council; authorized authorities of the Members; the Authorized Representative of the Investor		3 English copies for each
5.	The ID/passport of the members of Members Council, the Authorized Representative, and the Legal Representative of the Company	- Needs to be legalized (*)		3 English copies for each
6.	Evidence that the legal representative of the Company generally resides in Vietnam			3 original copies
7.	Lease agreement for the Company's office in Vietnam	- Needs to be legalized (*)	- Business Registration Certificate & Ownership Certificate of the landlord may be required	3 English copies 3 Vietnamese copies
8.	Bank account's evidence for individual members	- Bank letter confirming funds on hand for their capital contribution		3 original copies

(*) This step involves either:

- The document is stamped by the employee's Embassy/Consulate in Vietnam, translated then legalised at the Ministry of Foreign Affairs in Vietnam
- The document is stamped in the employee's home country by the appropriate government agency, and the legalised at the Vietnamese Embassy in that country

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