

Hanoi, 19 October 2006

DECISION

**ISSUING
STANDARD FORMS FOR CONDUCTING
INVESTMENT PROCEDURES IN VIETNAM**

The Minister of Planning and Investment

Pursuant to the Law on Investment dated 29 November 2005;
Pursuant to the Law on Enterprises dated 29 November 2005;
Pursuant to Decree 108-2006-ND-CP of the Government dated 22 September 2006 providing guidelines for implementation of a number of articles of the Law on Investment;
Pursuant to Decree 88-2006-ND-CP of the Government dated 29 August 2006 on business registration;
Pursuant to Decree 101-2006-ND-CP of the Government dated 21 September 2006 on re - registration
[and/or] conversion and registration for replacement with Investment Certificates by enterprises with foreign invested capital pursuant to the Law on Enterprises and the Law on Investment;
Pursuant to Decree 61-2003-ND-CP of the Government dated 6 June 2003 on functions, duties and powers of the Ministry of Planning and Investment;
Having considered the proposal of the Director of the Foreign Investment Department and the Director of the Legal Systems Department;

Decides:

Article 1

To issue with this Decision the standard forms for conducting investment procedures in Vietnam.

Article 2

The standard forms for conducting investment procedures in Vietnam shall be applied uniformly throughout the entire country. Investment Certificates shall be printed on patterned A4 size paper

as issued by the Ministry of Planning and Investment.

Article 3

This Decision shall be of full force and effect as of the date of its signing.

Article 4

Ministries, ministerial equivalent bodies, Government bodies, people's committees of provinces and cities under central authority, and management committees of industrial zones, export processing zones, high-tech zones and economic zones shall be responsible for implementation of this Decision.

The Minister of Planning and Investment
VO HONG PHUC

No.	List of Standard Forms	Notation
I. Standard Forms Applicable to Investors:		APPENDIX I
		(I-1 to I-16)
(a) Standard forms applicable to both domestic and foreign investment:		
1	Registration/Request for issuance of Investment Certificate <i>(for cases not associated with establishment of enterprise or branch)</i>	Appendix I-1
2	Registration/Request for issuance of Investment Certificate <i>(for cases associated with establishment of branch)</i>	Appendix I-2
3	Registration/Request for issuance of Investment Certificate <i>(for cases associated with establishment of enterprise)</i>	Appendix I-3
4	Registration/Request for amendment of Investment Certificate <i>(for cases where Investment Certificate is not associated with establishment of enterprise or branch)</i>	Appendix I-4
5	Registration/Request for amendment of Investment Certificate <i>(for cases where Investment Certificate is associated with establishment of branch)</i>	Appendix I-5
6	Registration/Request for amendment of an Investment Certificate <i>(for cases where Investment Certificate is associated with establishment of enterprise)</i>	Appendix I-6
7	Registration of amendment of business registration contents <i>(for cases of amendment of only contents of business registration or operational registration Investment Certificate of branch)</i>	Appendix I-7

8	List of members of limited liability company with two or more members	Appendix I-8
9	List of founding shareholders of shareholding company	Appendix I-9
10	List of founding members of partnership	Appendix I-10
(b) Standard forms applicable only to domestic investment:		
11	Registration of investment project <i>(for cases of domestic investment not requiring issuance of Investment Certificate)</i>	Appendix I-11
12	Registration of amendment of investment project <i>(for cases of amendment of domestic investment projects without issuing amended Investment Certificate)</i>	Appendix I-12
(c) Standard forms applicable only to foreign investment:		
13	Re-registration of enterprise and investment project <i>(for cases of re-registration of enterprises with foreign invested capital issued with investment license prior to 1 July 2006)</i>	Appendix I-13
14	Registration for replacement with Investment Certificate <i>(for cases of replacement with Investment Certificate by parties to business co-operation contract issued with investment license prior to 1 July 2006)</i>	Appendix I-14
15	Registration of conversion of form of enterprise <i>(for cases of conversion of enterprises with foreign invested capital issued with investment license prior to 1 July 2006)</i>	Appendix I-15
16	Registration/Request for amendment of investment license <i>(for enterprises with foreign invested capital or parties to business cooperation contract issued with investment license prior to 1 July 2006 which have not yet re-registered and which do not re-register)</i>	Appendix I-16
II. Standard forms of Investment Certificates		APPENDIX II (II-1 to II-5)
17	Investment Certificate <i>(issued for implementation of investment project not associated with establishment of enterprise or branch)</i>	Appendix II-1
18	Investment Certificate (also Certificate of Registration of Operation of Branch) <i>(issued for implementation of investment project associated with establishment of branch)</i>	Appendix II-2
19	Investment Certificate (also Business Registration Certificate) <i>(issued for implementation of investment project associated with establishment of enterprise)</i>	Appendix II-3
20	Amended Investment Certificate	Appendix II-4

	<i>(issued for implementation of investment project not associated with the establishment of enterprise or branch)</i>	
21	Certificate of Amendment of Investment License <i>(issued to enterprises with foreign invested capital or parties to business cooperation contract issued with investment license prior to 1 July 2006 which have not yet re-registered and which do not re-register)</i>	Appendix II-5
III. Codes of Provinces		APPENDIX III
IV. Guidelines on How to Complete Standard Forms		APPENDIX IV
		(IV-1 to IV-3)
1	Guidelines for investors on how to complete standard forms	Appendix IV-1
2	Guidelines and regulations on how to complete standard forms of Investment Certificates, amended Investment Certificates, and Certificates of Amendment of Investment Licenses	Appendix IV-2
3	Provisions on fonts and formats	Appendix IV-3

APPENDIX I-1

Registration/Request for Issuance of Investment Certificate
(for cases not associated with establishment of enterprise or branch)

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

REGISTRATION/REQUEST FOR ISSUANCE OF INVESTMENT CERTIFICATE

[01]To:

[02] Name of investor:

Hereby registers to implement an investment project with the following contents:

[11] 1. Name of the investment project:

[12] 2. Location for implementation of the project; proposed area of land to be used:

[13] 3. Objectives and scale of the project:

[14] 4. Proposed investment capital for implementation of the project:

[15] Of which: Capital contribution for implementation of the project:

[16] 5. Duration of operation:

[17] 6. Schedule for implementation of the project:

[18] 7. Recommendations [of the investor]1 on entitlement to investment incentives:

8. The investor undertakes :

(a) [To be responsible for] the accuracy of the contents of the investment application file;

and

(b) To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19]

INVESTOR

[20] Documents attached:

APPENDIX I-2
Registration/Request for Issuance of Investment Certificate
(for cases associated with establishment of branch)

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

REGISTRATION/REQUEST FOR ISSUANCE OF INVESTMENT CERTIFICATE

To: [01]

[02] Name of investor:

Hereby registers the operation of the Branch in order to implement an investment project with the following contents:

I. Operational contents of the Branch to be registered:

[03] 1. Name of Branch:

[04] 2. Address:

[07] 3. Head of the Branch:

[08] 4. Business lines:

II. Contents of the investment project:

[11] 1. Name of the investment project:

[12] 2. Location for implementation of the project; proposed area of land to be used:

[13] 3. Objectives and scale of the project:

[14] 4. Proposed investment capital for implementation of the project:

[15] Of which: Capital contribution for implementation of the project:

[16] 5. Duration of operation:

[17] 6. Schedule for implementation of the project:

[18] 7. Recommendations [of the investor] on entitlement to investment incentives:

III. The investor undertakes:

1. [To be responsible for] the accuracy of the contents of the investment application file; and
2. To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19]

INVESTOR

[20] Documents attached:

APPENDIX I-3
Registration/Request for Issuance of Investment Certificate
(for cases associated with establishment of enterprise)

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

REGISTRATION/REQUEST FOR ISSUANCE OF INVESTMENT CERTIFICATE

To: [01]

[02] Name of investor:

Hereby registers establishment of an economic organization in order to implement an investment project with the following contents:

I. Contents of registration of establishment of the enterprise:

[03] 1. Name of the enterprise:

[04] 2. Address of the head office:

[05] Branch/Representative Office (if any):

[06] 3. Type of enterprise being registered for establishment:

[07] 4. Legal representative of the enterprise:

[08] 5. Business lines:

[09] 6. Capital of the enterprise:

[10] 7. Legal capital:

II. Contents of the investment project:

[11] 1. Name of the investment project:

[12] 2. Location for implementation of the project; proposed area of land to be used:

[13] 3. Objectives and scale of the project:

[14] 4. Proposed investment capital for implementation of the project:

[15] Of which: Capital contribution for implementation of the project:

[16] 5. Duration of operation:

[17] 6. Schedule for implementation of the project:

[18] 7. Recommendations [of the investor] on entitlement to investment incentives:

III. The investor undertakes:

1. [To be responsible for] the accuracy of the contents of the investment application file; and
2. To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19]

[20] Documents attached:

INVESTOR

APPENDIX I-4

Registration/Request for Amendment of Investment Certificate

(for cases where Investment Certificate is not associated with establishment of enterprise or branch)

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

REGISTRATION/REQUEST FOR AMENDMENT OF INVESTMENT CERTIFICATE

To: [01]

[02] Name of investor:

Hereby registers/requests amendment of the Investment Certificate ...(number of the Certificate, date of issuance and place of issuance)... with the following contents:

(Write the contents already stipulated in the Investment Certificate and the items which are requested to be amended under any of the following items:)

[11] 1. Name of the investment project:

[12] 2. Location for implementation of the project; proposed area of land to be used:

[13] 3. Objectives and scale of the project:

[14] 4. Investment capital for implementation of the project:

[15] Of which: Capital contribution for implementation of the project:

[16] 5. Duration of operation:

[17] 6. Schedule for implementation of the project:

[18] 7. Recommendations [of the investor] on entitlement to investment incentives:

8. The investor undertakes :

(a) [To be responsible for] the accuracy of the contents of the application file for amendment; and

(b) To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19]

INVESTOR

[20] Documents attached:

APPENDIX I-5

Registration/Request for Amendment of Investment Certificate
(for cases where Investment Certificate is associated with establishment of branch)

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

REGISTRATION/REQUEST FOR AMENDMENT OF INVESTMENT CERTIFICATE

To: [01]

[02] Name of investor:

Hereby registers/requests amendment of the Investment Certificate ...(number of the Certificate, date of issuance and place of issuance)... with the following contents:

(Write the contents already stipulated in the Investment Certificate and the items which are requested to be amended under any of the following items:)

I. Registration of amendment of operational contents of the Branch:

[03] 1. Name of the Branch:

[04] 2. Address:

[07] 3. Head of the Branch:

[08] 4. Business lines:

II. Amended contents of the investment project:

[11] 1. Name of the investment project:

[12] 2. Location for implementation of the project; proposed area of land to be used:

[13] 3. Objectives and scale of the project:

[14] 4. Proposed investment capital for implementation of the project:

[15] Of which: Capital contribution for implementation of the project:

[16] 5. Duration of operation:

[17] 6. Schedule for implementation of the project:

[18] 7. Recommendations [of the investor] on entitlement to investment incentives:

III. The investor undertakes:

1. [To be responsible for] the accuracy of the contents of the application file for amendment; and
2. To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19]

INVESTOR

[20] Documents attached:

APPENDIX I-6

Registration/Request for Amendment of Investment Certificate
(for cases where Investment Certificate is associated with establishment of enterprise)

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

REGISTRATION/REQUEST FOR AMENDMENT OF INVESTMENT CERTIFICATE

To: [01]

[02] Name of investor:

Hereby registers/requests amendment of the Investment Certificate ...(number of the Certificate, date of issuance and place of issuance)... with the following contents:

(Write the contents already stipulated in the Investment Certificate and the items which are requested to be amended under any of the following items:)

I. Registration for amendment of business items:

- [03] 1. Name of the enterprise:
- [04] 2. Address of the head office:
- [05] Branch/Representative Office (if any):
- [06] 3. Type of enterprise:
- [07] 4. Legal representative of the enterprise:
- [08] 5. Business lines:
- [09] 6. Capital of the enterprise:
- [10] 7. Legal capital:

II. Amended contents of the investment project:

- [11] 1. Name of the investment project:
- [12] 2. Location for implementation of the project; proposed area of land to be used:
- [13] 3. Objectives and scale of the project:
- [14] 4. Investment capital for implementation of the project:
- [15] Of which: Capital contribution for implementation of the project:
- [16] 5. Duration of operation:
- [17] 6. Schedule for implementation of the project:
- [18] 7. Recommendations [of the investor] on entitlement to investment incentives:

III. The investor undertakes:

- 1. [To be responsible for] the accuracy of the contents of the application file for amendment; and
- 2. To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19]

INVESTOR

[20] Documents attached:

APPENDIX I-7

Registration of Amendment of Business Registration Contents

(for cases of amendment of only contents of business registration or operational registration in Investment Certificate of branch)

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

REGISTRATION OF AMENDMENT OF BUSINESS REGISTRATION CONTENTS

To: [01]

[02] Name of investor:

Hereby registers amended registered business items or registers amendment of operational items of the branch as stipulated in the Investment Certificate ...(number of the Certificate, date and place of issuance)... with the following contents:

(Write the items already stipulated in the Investment Certificate and the items which it is requested to be amended under any of the following items. In the case of registration of operation of a branch, it is not necessary to complete items 3, 6 or 7 below and the expression "enterprise" should be replaced by the expression "Branch").

[03] 1. Name of the enterprise:

[04] 2. Address of the head office:

[05] Branch/Representative Office (if any):

[06] 3. Type of enterprise:

[07] 4. Legal representative of the enterprise or head of the Branch:

[08] 5. Business lines:

[09] 6. Capital of the enterprise:

[10] 7. Legal capital:

8. The investor undertakes :

(a) To be responsible for] the accuracy of the contents of the application file for amendment; and

(b) To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19]

INVESTOR

[20] Documents attached:

APPENDIX I-8
LIST OF MEMBERS OF LIMITED LIABILITY COMPANY WITH TWO OR MORE MEMBERS

No.	Name of founding member	Address	Establishment Decision	Capital contribution			Signature of member	Notes
				Total value of capital contribution	Method of contribution	Time of contribution		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)

...date...
 Legal Representative of the enterprise
 (Signature and full name)

Notes:

Column (2): In the case where a member is an individual: Write full name, date of birth, sex, nationality.

Column (3): Address: In the case where a member is an individual: Write place of registered permanent residence. In the case where a member is an organization: Write address of the head office.

Column (4): In the case where a founding member is an individual: Write date and place of issuance of ID card, passport or lawful personal identification. In the case where a founding member is an organization: Give the establishment decision, business registration certificate or other equivalent document.

Column (6): Method of capital contribution : List the name of the types of asset/assets, the quantity of each type of asset, the residual value of each type of asset, and the time of contribution of each type of asset.

APPENDIX I-9
LIST OF FOUNDING SHAREHOLDERS OF SHAREHOLDING COMPANY

No.	Name of founding shareholder	Address	Establishment Decision	Capital contribution						Time of contribution	Signature of member
				Total number of shares		Class of share					
						Ordinary shares		[Other classes of shares]			
				Number	Value	Number	Value	Number	Value		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)

...date...

Legal Representative of the enterprise
(Signature and full name)

Notes:

Column (2): In the case where a founding shareholder is an individual: Write full name, date of birth, sex, nationality.

Column (3): Address: In the case where a founding shareholder is an individual: Write place of registered permanent residence. In the case where a founding shareholder is an organization: Write the address of the head office.

Column (4): In the case where a founding shareholder is an individual: Write the date and place of issuance of ID card, passport or lawful personal identification. In the case where a founding shareholder is an organization: Give the establishment decision, business registration certificate or other equivalent document.

APPENDIX I-10
LIST OF FOUNDING MEMBERS OF PARTNERSHIP

No.	Name of founding member	Address	Establishment Decision	Profession and professional qualifications of member of partnership	Capital contribution			Signature of member	Notes
					Total value of capital contribution	Capital contribution portion	Time of contribution		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)

...date...

Legal Representative of the enterprise
(Signature and full name)

Notes:

Column (2): In the case where a member is an individual: Write full name, date of birth, sex, and nationality.

Column (3): Address: In the case where a member is an individual: Write place of registered permanent residence. In the case where a member is an organization: Write address of the head office.

Column (4): In the case where a founding member is an individual: Write date and place of issuance of ID card, passport or lawful personal identification. In the case where a founding member is an organization: Give the establishment decision, business registration certificate or other equivalent document.

Column (6): Method of capital contribution: List the name of the types of asset/assets, the quantity of each type of asset contributed as capital, the residual value of each type of asset, and the time of contribution of each type of asset.

APPENDIX I-11

Registration of Investment Project

(for cases of domestic investment not requiring issuance of Investment Certificate)

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

REGISTRATION OF INVESTMENT PROJECT

To: [01]

[02] Name of investor:

Hereby registers to implement an investment project with the following contents:

[11] 1. Name of the investment project:

[12] 2. Location for implementation of the project; proposed area of land to be used:

[13] 3. Objectives and scale of the project:

[14] 4. Investment capital for implementation of the project:

[16] 5. Duration of operation:

[18] 6. Recommendations [of the investor] on entitlement to investment incentives:

7. The investor undertakes :

(a) [To be responsible for] the accuracy of the registered investment items; and

(b) To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19] INVESTOR

APPENDIX I-12

Registration of Amendment of Investment Project

(for cases of amendment of domestic investment projects without issuing amended Investment Certificate)

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

REGISTRATION OF AMENDMENT OF INVESTMENT PROJECT

To: [01]

[02] Name of investor:

Hereby registers to implement an investment project which was registered on with the following contents:

(Write the items already registered and the items which it is requested be amended under any of the following headings:)

[11] 1. Name of the investment project:

[12] 2. Location for implementation of the project; proposed area of land to be used:

[13] 3. Objectives and scale of the project:

[14] 4. Investment capital for implementation of the project:

[16] 5. Duration of operation:

[18] 6. Recommendations [of the investor] on entitlement to investment incentives:

7. The investor undertakes :

(a) [To be responsible for] the accuracy of the amended registered items; and

(b) To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19] INVESTOR

APPENDIX I-13

Re-Registration of Enterprise and Investment Project

(for cases of re-registration of enterprises with foreign invested capital issued with investment license prior to 1 July 2006)

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

RE-REGISTRATION OF ENTERPRISE AND INVESTMENT PROJECT

To: [01]

[02] Name of investor:

The investor is currently implementing the investment project pursuant to investment license ...(specify number of the license, and date and place of issuance)... .

Hereby re-registers the enterprise and investment project with the following contents:

(Write the relevant items stipulated in the investment license and any amended licenses which have been issued and specify out any proposal for amendments or additions under any of the following headings:)

I. Contents of re-registration of the enterprise:

[03] 1. Name of the enterprise:

[04] 2. Address of the head office:

[05] Branch/Representative Office (if any):

[06] 3. Type of enterprise:

[07] 4. Legal representative of the enterprise:

[08] 5. Business lines:

[09] 6. Capital of the enterprise:

[10] 7. Legal capital:

II. Contents of the investment project:

[11] 1. Name of the investment project:

[12] 2. Location for implementation of the project; area of land used:

[13] 3. Objectives and scale of the project:

[14] 4. Investment capital for implementation of the project:

[15] Of which: Capital contribution for implementation of the project:

[16] 5. Duration of operation of the project:

[17] 6. Schedule for implementation of the project:

[18] 7. Recommendations [of the investor] on entitlement to investment incentives:

III. The investor undertakes:

1. [To be responsible for] the accuracy of the contents of the application file for re -registration of the enterprise and the investment project; and

2. To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19] INVESTOR

[20] Documents attached:

APPENDIX I-14

Registration for Replacement with Investment Certificate

(for cases of replacement with Investment Certificate by parties to business co-operation contract issued with investment license prior to 1 July 2006)

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

REGISTRATION FOR REPLACEMENT WITH INVESTMENT CERTIFICATE

To: [01]

[02] Name of parties to the business co-operation contract:

The parties are currently implementing the investment project pursuant to investment license ...(specify number of the license, and date and place of issuance)...

Hereby re-register for replacement with an Investment Certificate with the following contents:

(Write the relevant items stipulated in the issued investment license or amended licenses and specify the proposal for amendments or additions under any of the following headings:)

[11] 1. Name of the investment project:

[12] 2. Location for implementation of the project; area of land used:

[13] 3. Objectives and scale of the project:

[14] 4. Investment capital for implementation of the project:

[15] Of which: Capital contribution for implementation of the project:

[16] 5. Duration of operation of the project:

[17] 6. Schedule for implementation of the project:

[18] 7. Recommendations [of the investor] on entitlement to investment incentives:

8. The investor undertakes:

(a) [To be responsible for] the accuracy of the contents of the application file for replacement with an Investment Certificate; and

(b) To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19] INVESTOR

[20] Documents attached:

APPENDIX I-15

Registration of Conversion of Form of Enterprise

(for cases of conversion of enterprises with foreign invested capital issued with investment license prior to 1 July 2006)

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

REGISTRATION OF CONVERSION OF FORM OF ENTERPRISE

To: [01]

[02] Name of Investor:

The investor is currently implementing the investment project pursuant to investment license ...(specify number of the licence, and date and place of issuance)... .

Hereby registers the conversion of form of enterprise with the following contents:

(Write the relevant items stipulated in the issued investment license or amended licenses and specify the proposal for amendments or additions under any of the following headings:)

I. Registration of Conversion of Enterprise:

[03] 1. Name of the enterprise:

[04] 2. Address of the head office:

[05] Branch/Representative Office (if any):

[06] 3. Type of converted enterprise which is being registered:

[07] 4. Legal representative of the enterprise:

[08] 5. Business lines:

[09] 6. Capital of the enterprise:

[10] 7. Legal capital:

II. Re-registration of the investment project:

[11] 1. Name of the investment project:

[12] 2. Location for implementation of the project; area of land used:

[13] 3. Objectives and scale of the project:

[14] 4. Proposed investment capital for implementation of the project:

[15] Of which: Capital contribution for implementation of the project:

[16] 5. Duration of operation of the project:

[17] 6. Schedule for implementation of the project:

[18] 7. Recommendations [of the investor] on entitlement to investment incentives:

III. The investor undertakes:

1. [To be responsible for] the accuracy of the contents of the application file for conversion of form of enterprise; and
2. To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19] INVESTOR

[20] Documents attached:

APPENDIX I-16

Registration/Request for Amendment of Investment License

(for enterprises with foreign invested capital or parties to business co-operation contract issued with investment license prior to 1 July 2006 which have not yet re-registered and which do not re-register)

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

REGISTRATION/REQUEST FOR AMENDMENT OF INVESTMENT LICENSE

To: [01]

[02] Name investor:

Hereby registers or requests amendment of the Investment License ... (specify number of the license, and date and place of issuance)... with the following contents:

(Write the relevant items stipulated in the issued investment license or amended licenses and specify the proposals for amendments or additions under any of the following headings:)

I. Amendment of registered business items:

[03] 1. Name of the enterprise:

[04] 2. Address of the head office:

[05] Branch/Representative Office (if any):

[06] 3. Type of enterprise:

[07] 4. Legal representative of the enterprise:

[09] 5. Capital of the enterprise:

II. Amendment of contents of the investment project:

[11] 1. Name of the investment project:

[12] 2. Location for implementation of the project; area of land used:

[13] 3. Objectives and scale of the project:

[14] 4. Investment capital for implementation of the project:

[15] Of which: Capital contribution for implementation of the project:

[16] 5. Duration of operation of the project:

[17] 6. Schedule for implementation of the project:

[18] 7. Recommendations [of the investor] on entitlement to investment incentives:

III. The investor undertakes:

1. [To be responsible for] the accuracy of the contents of the application file for amendment of the Investment License; and
2. To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

[19] INVESTOR

[20] Documents attached:

**APPENDIX IV
GUIDELINES ON HOW TO COMPLETE STANDARD FORMS**

[01] : Name of the Investment Certificate -Issuing Body.

[02] : Main information about each investor:

(a) In the case of investor being an individual:

Full name (full name, position, date of birth, ethnic group, and nationality);

ID card or passport (specify the number of the ID card or passport, and the date and place of issuance);

Other personal identification document in the case of an investor not having an ID card or passport (name of the document, number, date and place of issuance);

Place of registration of permanent address;

Current address (address, telephone number, fax and email).

(b) In the case of investor being an enterprise or organization:

Name of the enterprise or organization;

Business registration certificate or Investment Certificate or establishment decision (number, date and place of issuance);

Information about the legal representative of the enterprise or organization registering the investment, including:

Full name (full name, date of birth, ethnic group and nationality);

ID card or passport (number, date and place of issuance);

Other personal identification document in a case where the investor does not have an ID card or passport (name of the document, number, date and place of issuance);

Position;

Place of registration of permanent address;

Current address (address, telephone number, fax and email).

[03] Full name printed in capitals:

(a) Name in Vietnamese;

(b) Trading name (if any) in a foreign language;

(c) Abbreviated name (if any).

(The name of an enterprise must satisfy the requirements stipulated in the law on business registration).

[04] Full address (number of the house and street, ward, commune, district and city).

[05] Full address of any branch or any representative office (number of the house and street, ward, commune, district and city).

[06] Type of enterprise registered for establishment pursuant to the Law on Enterprises: one member limited liability company, limited liability company with two or more members, shareholding company, partnership or private enterprise.

[07] Information about the legal representative of the enterprise which has been established should be recorded as per item [03].

[08]

<i>No.</i>	<i>Code of business line</i>	<i>Name of business line</i>

(The above is not applicable to Appendix 1 -14)

[09] 1. This item should be completed depending on the type of enterprise, in accordance with the following provisions:

(a) In the case of establishment of a private enterprise, write "initial investment capital", including the total sum including Vietnamese dong, foreign currencies and other assets (specify the type of asset, the quantity and residual value of each type of asset: this item may be completed on a separate page as an enclosure).

(b) In the case of establishment of a shareholding company, write "charter capital", being the charter capital paid up at the time of registration and including the total number of shares, and the par value of the shares; the total number of shareholders, the classes of shares for which founding shareholders have registered to purchase; and the number of shares and the class of shares it is proposed to offer for sale.

(c) In the case of establishment of a limited liability company or partnership, write "charter capital", being the paid up charter capital at the date of registration and including the total amount and the capital contribution portion of each member as recorded in the list of members.

2. The amount of capital should be recorded in Vietnamese dong and, in the case of a foreign invested project, this amount should be supplemented with the equivalent value in a foreign currency.

[10] Legal capital is only applicable to enterprises engaged in business lines subject by law to legal capital requirements (such as finance, banking and insurance sectors).

[11] The name of the investment project should be recorded in full in capital letters in Vietnamese and also in a foreign language (if the investment project also has a name in a foreign language).

[12] Full address (number of the house and street, ward, commune, district and city).

Specify the land area it is proposed to use in square meters or in hectares.

[13] Specify the particular type of product or services and the scale of the project.

For example:

Production of coal on a scale of 500,000 tones per year; or

Construction and commercial operation of a five (5) star hotel with 500 guest rooms.

[14] Specify the total investment capital in Vietnamese dong and, in the case of a foreign invested project, this amount should be supplemented with the equivalent value in a foreign currency.

[15] Specify the capital contribution portion, the type of capital and the schedule for making the capital contribution:

(Where there is more than one investor, specify the above details as applicable to each investor).

[16] The duration of operation of the project, commencing as from the date of issuance of the Investment Certificate.

[17] Specify the proposed schedule for construction of project works and items of works (for example, the date of the ground-breaking ceremony, the construction period, the date for procurement and for installation of machinery and equipment, the date of commencing business activities, etc).

[18] (a) Tax rate, exemption from and reduction of corporate income tax;

(b) Exemption from import duty;

(c) Exemption from and reduction of rent and land use fees, water surface and sea surface taxes;

(d) Other recommendations (if any).

[19] If there is more than one investor, each investor should write his/her/its full name, and seal

the document (if the investor has a seal).

(If the investor is an enterprise or organization, the signatory should be the legal representative of such enterprise or organization).

[20] Documents to be attached:

<i>Type of document</i>	<i>Cases in which applicable</i>
- Valid copy of the ID card, passport or other personal identification document; copy of the establishment decision, business registration certificate or other equivalent document of the organization; - Power of attorney together with ID card, passport or other personal identification document of the representative.	- All cases must have accompanying documents. - Not applicable in cases of re-registration, replacement with an investment certificate and conversion of the form of enterprise.
- Report on financial capacity of the investor (which the investor shall prepare and for which the investor shall be liable).	- Applicable in all cases, except for domestic investments which are not required to be registered.
- Joint venture contract.	- Applicable to cases of establishment of joint venture economic organization with foreign investor.
- Amended joint venture contract.	- Applicable in cases of amendment of an Investment Certificate with changes in the contents in the signed joint venture contract. - Applicable in cases of re-registration [and/or] conversion of the form of enterprise with changes in the contents of the signed joint venture contract.
- Business co-operation contract.	- Applicable in cases of investment in the form of a business co-operation contract.
- Amended business co-operation contract.	- Applicable in cases of amendment of an Investment Certificate with changes in the contents of the signed business cooperation contract. - Applicable in cases of replacement with an Investment Certificate by business cooperation parties with changes in the contents of the already signed business cooperation contract.
- Draft charter of the enterprise. - List of members or founding shareholders.	- Applicable in cases of establishment of limited liability company, shareholding company or partnership.
- Draft amended charter of the enterprise. - List of members or founding shareholders.	- Applicable in cases of amendment of an Investment Certificate with changes in the contents of the charter of the enterprise or addition of additional members. - Applicable in cases of re-registration [and/or] conversion of the form of enterprise resulting in amendment of the charter of the enterprise or addition of new members.
- Economic-technical explanatory statement.	- Applicable to projects in the category of evaluation for issuance of investment certificate.
- Explanation of the amended contents and the reasons for the amendments.	- Applicable in cases of amendment of an Investment Certificate (or investment license) in the category requiring evaluation.
- Explanatory statement on the ability to satisfy conditions which the investment project must satisfy.	- Applicable to projects in sectors in which investment is conditional.
- Document certifying legal capital.	- Applicable to business lines which are subject by law to legal capital requirements.

- Valid copy of practicing certificate.	- Applicable in cases of conducting business in business lines which are required by law to have a practicing certificate.
- Copy Investment Certificate, amended Investment Certificate, and Certificate of amendment of investment license	- Applicable in cases of amendment of an Investment Certificate.
- Copy investment license, amended investment license and certificate of amendment of investment license.	- Applicable in cases of re-registration [<i>and/or</i>] conversion of form of enterprise and replacement with an Investment Certificate.
- Decision on conversion of form of enterprise made by the board of management, general meeting of shareholders or owner of an enterprise with 100 per cent foreign owned capital.	- Applicable in cases of conversion of form of enterprise.