

**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

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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 AN INVESTMENT CERTIFICATE

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. Proposed investment capital for the 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 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
(in cases associated with establishment of branch)

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

REGISTRATION/REQUEST FOR ISSUANCE OF AN 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 the 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:.....

INVESTOR.

[19]

[20] **Documents attached:**

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

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

REGISTRATION/REQUEST FOR ISSUANCE OF AN 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 the 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:.....

INVESTOR.

[19]

[20] **Documents attached:**

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 if they belong to 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:.....

INVESTOR.

[19]

[20] **Documents attached:**

APPENDIX I-5
Registration/Request for Amendment of Investment Certificate
(for cases where the Investment Certificate is associated with establishment of branch)

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

REGISTRATION/REQUEST FOR AMENDMENT OF AN 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 if they belong to 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:.....

INVESTOR.

[19]

[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 AN 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 if they belong to 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:.....

INVESTOR.

[19]

[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 if they fall within the following items. In the case of registration of the operation of a branch, it is not necessary to complete items three (3), six (6) or seven (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:.....

INVESTOR.

[19]

[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)

Note:

- Column (2): In a case where a member is an individual: Write full name, date of birth, sex, nationality.
- Column (3): Address: In a case where a member is an individual: Write place of registered permanent residence. In a case where a member is an organization: Write address of the head office.
- Column (4): In a case where a founding member is an individual: Write date and place of issuance of ID card, passport or lawful personal identification. In a 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)

Note:

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

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

Column (4): In a case where a founding shareholder is an individual: Write the date and place of issuance of ID card, passport or lawful personal identification. In a 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 the member of the 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)

Note:

- Column (2): In a case where a member is an individual: Write full name, date of birth, sex, and nationality.
- Column (3): Address: In a case where a member is an individual: Write place of registered permanent residence. In a case where a member is an organization: Write address of the head office.
- Column (4): In a case where a founding member is an individual: Write date and place of issuance of ID card, passport or lawful personal identification. In a 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 AN 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 the following headings:)

- [11] 1. Name of the investment project:
- [12] 2. Location for implementation of the project; Proposed area of land 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 licences 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 licence *(specify the number of the licence, and the date and place of issuance)*.

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

(Set out the relevant items stipulated in the investment licence and any amended licences which have been issued or set out proposals on amendment or addition if they fall under 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:.....

INVESTOR.

[19]

[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 licence prior to 1 July 2006)

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

REGISTRATION FOR REPLACEMENT WITH AN INVESTMENT CERTIFICATE

To: [01]

[02] Name of parties to the business corporation contract:

The parties are currently implementing the investment project...pursuant to investment licence *(specify the number of the licence, and the 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 licence or amended licences or specify the proposals for amendments of or addition which fall under 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:.....

INVESTOR.

[19]

[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 licences 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 licence *(specify the number of the licence, and the date and place of issuance)*.

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

(Write the relevant items stipulated in the issued investment licence or amended licences or specify the proposals for amendments or additions falling under 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 proposed 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 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:.....

INVESTOR.

[19]

[20] **Documents attached:**

APPENDIX I-16

Registration/Request for Amendment of Investment Licence

(for enterprises with foreign invested capital or parties to business co-operation contract issued with investment licences 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 LICENCE

To: [01]

[02] Name investor:

Hereby registers or requests amendment of the Investment Licence *(specify the number of the licence, and the date and place of issuance)* with the following contents:

(Write the relevant items stipulated in the issued investment licence or amended licences or specify the proposals for amendments or additions if they fall 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 proposed 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 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 Licence; and
2. To comply strictly with the provisions of the law of Vietnam and of the Investment Certificate.

Dated:.....

INVESTOR.

[19]

[20] **Documents attached:**

APPENDIX II-1
Investment Certificate
(issued in the case of implementation of investment project not associated with establishment of enterprise or branch)

[G-01] **INVESTMENT CERTIFICATE-
ISSUING BODY** **SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

INVESTMENT CERTIFICATE

[G-02] Pursuant to the *Law on Investment* dated 29 November 2005;

Pursuant to Decree No. 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 No. 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 (To be included in the case of registration of replacement with an Investment Certificate)*.

[G-20.1] Pursuant to...

[G-01.1] Pursuant tothe regulations on the functions, duties, powers, and organizational structure of.....;

Pursuant to the request for issuance of an Investment Certificate and the documents attached lodged on ... and (if any) supplementary application file lodged on

[G-01.2] **THE INVESTMENT CERTIFICATE-ISSUING BODY**

[G-05] Certifies:

[G-06] Represented by:

Implementing the investment project with the following contents:

[G-14] **Article 1:** Name of the investment project:

[G-15] **Article 2:** Objectives and scale of the project:

[G-16] **Article 3:** Location for implementation of the project; Area of land used:

[G-17] **Article 4:** Total investment capital:

[G-18] Of which: Capital contribution for implementation of the project:

Article 5: Duration of implementation of the project is ..., calculated as from the date of issuance of the Investment Certificate.

[G-19] **Article 6:** Schedule for implementation of the project:

[G-20] **Article 7:** Incentives applicable to the project:

Article 8: The Investment Certificate is prepared in ... (*write the number in figures and letters*) originals; each investor is issued with one copy, and one copy shall be retained at the Investment Certificate-Issuing Authority.

[G-21]

**HEAD OF THE INVESTMENT
CERTIFICATE-ISSUING BODY**

APPENDIX II-2
Investment Certificate
(issued in cases of implementation of investment project associated with establishment of
branch)

[G-01] **INVESTMENT CERTIFICATE-
ISSUING BODY** **SOCIALIST REPUBLIC OF VIETNAM**
Independence - Freedom - Happiness

INVESTMENT CERTIFICATE

[G-03] Number:

Initial certificate: dated ...

Replacement certificate issued on [first or subsequent] occasion: dated...

Replacement certificate issued on further occasion: dated ...

Pursuant to the *Law on Investment* dated 29 November 2005;

Pursuant to the *Law on Enterprises* dated 29 November 2005;

Pursuant to Decree No. 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*;

[G-20.1] Pursuant to...

[G-01.1] Pursuant tothe regulations on the functions, duties, powers, and organizational
structure of ...;

Pursuant to the request for issuance of an Investment Certificate and the documents
attached lodged on ... and (any) supplementary application file lodged on

[G-01.2] **THE INVESTMENT CERTIFICATE-ISSUING BODY**

[G-05] Certifies:

[G-06] Represented by:

Registers operation of the Branch and implementation of the investment project with
the following contents:

Article 1: Items of registration of operation of the Branch:

- [G-07] 1. Name of the Branch:
- [G-09] 3. Address:
- [G-11] 4. Business lines:
- [G-13] 6. Head of the Branch:



[G-22] **Article 2: Contents of the Investment project:**

[G-14] 1. Name of the investment project:

[G-15] 2. Objectives and scale of the project:

[G-16] 3. Location for implementation of the project; Area of land to be used:

[G-17] 4. Total Investment capital:

[G-18] Of which: Capital contribution for implementation of the project:

5. Duration of operation of the project is... calculated as from the date of issuance of the Investment Certificate.

[G-19] 6. Scheduled for implementation of the project is.....

[G-20] 7. Incentives applicable to the project are....

Article 3: The Investment Certificate is prepared in ... (*write the number in figures and letters*) originals; each investor is issued with one copy, and one copy shall be retained at the Investment Certificate-Issuing Authority.

[G-21]

**HEAD OF THE INVESTMENT
CERTIFICATE-ISSUING BODY**

- [G-09] 3. Address of the head office:
- [G-10] Branch/Representative Office (if any):
- [G-11] 4. Business lines:
- [G-12] 5. Capital:
- [G-13] 6. Legal representative of the enterprise:
- [G-22] **Article 2: Contents of the Investment project:**
- [G-14] 1. Name of the investment project:
- [G-15] 2. Objectives and scale of the investment project:
- [G-16] 3. Location for implementation of the project; Area of land to be used:
- [G-17] 4. Total Investment capital:
- [G-18] Of which, capital contribution for implementation of the project:
5. Duration of operation of the project is... calculated as from the date of issuance of the Investment Certificate.
- [G-19] 6. Scheduled for implementation of the project is....
- [G-20] 7. Incentives applicable to the project are ...
- Article 3:** The Investment Certificate is prepared in ... (*write the number in figures and letters*) originals; each investor is issued with one copy, and one copy shall be retained at the Investment Certificate-Issuing Body.

[G-21]

**HEAD OF THE INVESTMENT
CERTIFICATE-ISSUING BODY**

APPENDIX II-4
Amended Investment Certificate
(issued in cases of implementation of investment project not associated with establishment of enterprise or branch)

[G-01] **INVESTMENT CERTIFICATE-
ISSUING BODY** **SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

AMENDED INVESTMENT CERTIFICATE

[G-02] Number:

Initial certificate: dated ...

Replacement certificate issued on [first or subsequent] occasion: dated...

Replacement certificate issued on further occasion: dated ...

Pursuant to the *Law on Investment* dated 29 November 2005;

Pursuant to Decree No. 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*;

[G-20.1] Pursuant to...

[G-01.1] Pursuant tothe regulations on the functions, duties, powers, and organizational structure of ...;

Pursuant to the request for amendment of an Investment Certificate and the documents attached lodged on ... and (any) supplementary application file lodged on ...

[G-01.2] **THE INVESTMENT CERTIFICATE-ISSUING BODY**

[G-05] Certifies:

[G-06] Represented by:

Amends the Investment Certificate (*specify the number of the Certificate, and the date and place of issuance*) with the following contents:

Article 1: The following provisions of the Investment Certificate and/or Amended Investment Certificate are hereby amended as follows:

Article:

Article:

Article:

Article 2: All other provisions of the Investment Certificate(*specify the number of the Certificate, and the date and place of issuance*) shall remain valid.

Article 3: The Amended Investment Certificate is prepared in ... (*write the number in figures and letters*) originals; each investor is issued with one copy,

and one copy shall be retained at the Investment Certificate-Issuing Authority.

[G-21]

**HEAD OF THE INVESTMENT
CERTIFICATE-ISSUING BODY**

Article 2: All other provisions of the Investment Licence and/or Amended Investment Licence (*specify the number of the Licence, and the date and place of issuance*) shall remain valid.

Article 3: The Amended Investment Licence is prepared in ... (*write the number in figures and letters*) originals; each investor is issued with one copy, the enterprise is issued with one copy (*in the case of an enterprise with foreign invested capital*), and one copy shall be retained at the Investment Certificate-Issuing Authority.

[G-21]

**HEAD OF THE INVESTMENT
CERTIFICATE-ISSUING BODY**

APPENDIX III

Codes of Provinces

Administrative Unit	Code	Administrative Unit	Code
(1)	(2)	(1)	(2)
01. Hanoi City	01	02. Ha Tay Province	02
03. Hai Phong City	03	04. Hai Duong Province	04
05. Hung Yen Province	05	06. Ha Nam Province	06
07. Nam Dinh Province	07	08. Thai Binh Province	08
09. Ninh Binh Province	09	10. Ha Giang Province	10
11. Cao Bang Province	11	12. Lao Cai Province	12
13. Bac Kan Province	13	14. Lang Son Province	14
15. Tuyen Quang Province	15	16. Yen Bai Province	16
17. Thai Nguyen Province	17	18. Phu Tho Province	18
19. Vinh Phuc Province	19	20. Bac Giang Province	20
21. Bac Ninh Province	21	22. Quang Ninh Province	22
23. Lai Chau Province	23	24. Son La Province	24
25. Hoa Binh Province	25	26. Thanh Hoa Province	26
27. Nghe An Province	27	28. Ha Tinh Province	28
29. Quang Binh Province	29	30. Quang Tri Province	30
31. Thua – Thien Hue Province	31	32. Da Nang City	32
33. Quang Nam Province	33	34. Quang Ngai Province	34
35. Binh Dinh Province	35	36. Phu Yen Province	36
37. Khanh Hoa Province	37	38. Kon Tum Province	38
39. Gia Lai Province	39	40. Dak Lak Province	40
41. Ho Chi Minh City	41	42. Lam Dong Province	42
43. Ninh Thuan Province	43	44. Binh Phuoc Province	44
45. Tay Ninh Province	45	46. Binh Duong Province	46
47. Dong Nai Province	47	48. Binh Thuan Province	48
49. Ba Ria – Vung Tau Province	49	50. Long An Province	50
51. Dong Thap Province	51	52. An Giang Province	52
53. Tien Giang Province	53	54. Vinh Long Province	54
55. Ben Tre Province	55	56. Kien Giang Province	56
57. Can Tho City	57	58. Tra Vinh Province	58
59. Soc Trang Province	59	60. Bac Lieu Province	60
61. Ca Mau Province	61	62. Dien Bien Province	62
63. Dak Nong Province	63	64. Hau Giang Province	64
Dung Quat Industrial Zone	65		

APPENDIX IV
GUIDELINES ON HOW TO COMPLETE STANDARD FORMS

APPENDIX IV-1
Guidelines on how to complete the standard forms in Appendix I stipulated for investors

- [01] : Name of the Investment Certificate-Issuing Body.
- [02] : Main information about each investor:
- (a) *In the case of an 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 an 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, of the ward, commune, district and city).*
- [05] Full address of any branch or any representative office *(number of the house and street, of the 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]

No.	Code of business line	Name of business line

(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 and enclosed herewith).*
 - (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 set out 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 required by law to have legal capital *(such as the financial, 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, of the ward, commune, district and city).*
- Specify the land area it is proposed to use in square metres 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 tonnes 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 and so forth).*
- [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, then 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 then the signatory should be the legal representative of such enterprise or organization).*
- [20] Documents to be attached:

<u>Type of document</u>	<u>Cases in which it is applicable</u>
<ul style="list-style-type: none"> - 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. 	<ul style="list-style-type: none"> - 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 a joint venture economic organization with a foreign investor.
- Amended joint venture contract.	- Applicable where a case of amendment of an Investment Certificate changes contents in the signed joint venture contract. - Applicable in cases of re-registration [and/or] conversion of the form of enterprise which changes 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 where an amendment of the Investment Certificate changes the contents of the signed business co-operation contract. - Applicable in cases where replacement with an Investment Certificate by business co-operation parties changes the contents of the already signed business co-operation contract.
- Draft charter of the enterprise. - List of members or founding shareholders.	- Applicable in cases of establishment of a limited liability company, shareholding company or a partnership.
- Draft amended charter of the enterprise. - List of members or founding shareholders.	- Applicable in cases where an amendment of the Investment Certificate changes the contents of the charter of the enterprise or adds additional members. - Applicable in cases of re-registration [and/or] conversion of the form of enterprise resulting in amendments to the charter of the enterprise or addition of new members.
- Economic-technical explanatory statement.	- Applicable to projects in the category of evaluation for the issuance of an investment certificate.
- Explanation of the amended contents and of the reasons for the	- Applicable in cases of amendment of an Investment Certificate (or

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

APPENDIX IV-2
Guidelines on how to complete the standard forms in Appendix II stipulated for
Investment Certificate-Issuing Bodies

- [G.01] Name of the Investment Certificate-Issuing Body.
- [G.01.1] Legal instrument stipulating the functions, duties and powers of the Investment Certificate-Issuing Body.
- [G.01.2] 1. In the case of Investment Certificates issued by a provincial people's committee:

PEOPLE'S COMMITTEE

2. In the case of an Investment Certificate issued by a management committee:

HEAD OF THE COMMITTEE

- [G.02] The number of an Investment Certificate shall be composed of eleven (11) characters in the following order:
- (a) The code of the province which has two (2) characters as set out in Appendix III of this Decision;
- (b) The code of the Investment Certificate-Issuing Body which has one of the following numbers:
- 1: For a provincial people's committee;
- 2: For the management committee of an industrial zone, export processing zone, hi-tech zone or economic zone. *(If there is more than one local management committee, this number shall be supplemented in accordance with regulations of the provincial people's committee);*
- (c) Code of the form of organization with one of the following numbers:
- 1: For a branch;
- 2: For a business location *(applicable to a case where an enterprise implements a new investment project outside its head office address or branch address);*
- (d) Code for the source of investment capital which shall have one of the following numbers:
- 1: Domestic investment project;
- 2: Project with foreign invested capital.
- (dd) The number of the consecutive order of issuance of Investment Certificates shall commence with the number 000 001 for the first issued Investment Certificate.

For example:

Code of Province	Code of the Investment Certificate-Issuing Body	Code of form of the organization	Code of source of investment capital	Consecutive number
01	1	1	1	000 001
Investment Certificate number one (1) issued by the People's Committee of Hanoi issued for a domestic investment project associated with the establishment of a branch.				

[G.03] The number of an Investment Certificate which acts concurrently as the business registration certificate shall be composed of twelve (12) characters in the following order:

- (a) The code of the province which has two (2) characters as set out in Appendix III of this Decision:
- (b) The code of the Investment Certificate-Issuing Body which shall have one of the following numbers:
 - 1: For a provincial people's committee;
 - 2: For the management committee of an industrial zone, export processing zone, hi-tech zone or economic zone.
- (c) The code of the form of organization (enterprise) shall have one number being number 0.
- (d) The code of form of enterprise shall have one number as follows:
 - 1: Private enterprise;
 - 2: Limited liability company with two (2) or more members;
 - 3: Shareholding company;
 - 4: One member limited liability company;
 - 5: Partnership.
- (dd) The code of the source of investment capital shall have one number as follows:
 - 1: Domestic investment project;
 - 2: Project with joint venture foreign investment capital;
 - 3: Project of an enterprise with 100 per cent capital of a foreign investor;
 - 4: Project with foreign owned capital in the form of a business co-operation contract;
 - 5: New investment project of an enterprise with foreign owned capital.
- (e) The consecutive number of an Investment Certificate shall consist of six (6) numerical characters, issued in order after the first Investment Certificate has been issued with number 000 001.

For example:

Code of Province	Code of Investment Certificate-Issuing Body	Code of form of organization	Code of type of enterprise	Code of source of investment capital	Consecutive number
41	1	0	2	2	000 001
Investment Certificate number one (1) issued by the People's Committee of Ho Chi Minh City for the establishment of a joint venture limited liability enterprise.					

[G.04] A Certificate of amended investment licence shall contain characters in numbers and letters in the following order:

- (a) The number of the already issued investment licence (for example 2222);
- (b) The symbol GCNDC (for example 2222-CNDC);
- (c) The number of occasions on which an amendment has been made (for example 2222-CNDC2);
- (d) The code of the province which has two (2) characters as set out in Appendix III of this Decision;
- (e) The code number for the Investment Certificate-Issuing Body shall have one character as stipulated in items [02] and [03] above, for example:

- 2222-GCNDC2-01-1 is the Certificate of amendment of investment licence issued for the second time by the People's Committee of Hanoi City.

[G.05] (a) *In the case of an 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);

Place of registration of permanent address;

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

(b) *In the case of an 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).

[G.06] Information about the legal representative of the economic organization registering the investment:

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);

Place of registration of permanent address;

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

[G.07] Full name of the enterprise printed in capitals, including trading name (if any) in a foreign language, and abbreviated name (if any).

[G.08] Type of enterprise registered for establishment pursuant to the *Law on Enterprises*: one member limited liability company, limited liability company with two (2) or more members, shareholding company, partnership or private enterprise.

[G.09] Full address (*number of the house and street, of the ward, commune, district and city*).

[G.10] Full address of any branch or any representative office (*number of the house and street, of the ward, commune, district and city*).

[G.11] Use the following form:

No.	Code of business line	Name of business line

[G.12] 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 and enclosed herewith*).

(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 set out 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.

[G.13] Information about the legal representative of the enterprise which has been established should be recorded as per item [G-06] above.

[G.14] Full name of the investment project (if any) printed in capitals.

[G.15] 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 tonnes per year

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

[G.16] Full address (*number of the house and street, of the ward, commune, district and city*).

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

- [G.17] 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.
- [G.18] 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).*
- [G.19] Specify the proposed schedule for construction of project works and commissioning for use.
- [G.20] Specify the incentives (if any):
- (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).
- [G.20.1] Specify the legal bases for any other incentives and investment support.
- [G.21] In the case of Investment Certificates issued by a provincial people's committee:

PEOPLE'S COMMITTEE
(Signed and sealed by the Chairman)

In the case of Investment Certificates issued by a management committee:

HEAD OF THE COMMITTEE
(Signed and sealed)

APPENDIX IV-3

Provisions on Fonts and Formats for Investment Certificates

No.	Formal Component	Font	Size of Letters	Font Style	Examples:
1.	Heading	.VnTime H .VnTime	13	Bold	SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness
2.	Name of Issuing Body	.VnTime H	13	Bold	PROVINCIAL PEOPLE'S COMMITTEE of...
3.	Name of Certificate	.VnTime H	13	Bold	INVESTMENT CERTIFICATE
4.	Article...	.VnTime	14	Bold	Article 1
5.	Name of Enterprise	.VnTime H	13	Bold	LIMITED LIABILITY COMPANY.....
6.	Items recorded in the Certificate	.VnTime	14	Regular	
7.	Name of member of the company	.VnTime	14	Bold	Pham Thanh Binh
8.	Method of Signing	.VnTime H	13	Bold	ON BEHALF OF THE PROVINCIAL PEOPLE'S COMMITTEE of, CHAIRMAN
9.	Name of signatory	.VnTime	14	Bold	Dang Van...
10.	Date of Issuance	.VnTime	14	<i>Regular in Italics</i>	<i>Initial certificate: dated ...;</i> <i>Replacement certificate issued on [first or subsequent] occasion: dated...;</i> <i>Replacement certificate issued on further occasion: dated ...</i>