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December 4, 2018 Russian Government Decree of September 14, 2015 No. 78/2015/ND-KP ON amending and amending a number of articles of the Russian Government's Regulation on Enterprise Registration (Resolution No. 78/ND-KP) of September 14, 2015 No. 78. What are the new business registrations provided by Decree 78? Answer: Decree 108 covers some key points: company registration documents are not required to stamp Decree 108, amended to state that enterprises are not required to attach stamps to the application for company registration, notification of changes in the content of business registration, regulations, decisions and minutes of meetings in the registration files of enterprises. In addition, written permits for individuals to conduct business registration procedures should not be notary or certified. By simplifying the business registration dossier for limited companies with respect to the company's registration file for the creation of limited liability companies with one member, Decree 108 abolishes the requirement that enterprises must provide charter or equivalent documents to the owner of the company, which is the organization. The establishment of enterprises based on the transformation from commercial households to Decree 108 provides for the order and dossier of registration to establish an enterprise based on conversion from commercial households. Accordingly, in addition to the documents required to set up a business (according to the type of registered enterprise), the legal entity registered for the establishment of a business converted from an economic economy must submit the following documents: the original certificate of household registration; and a valid copy of the tax registration certificate. Within 2 days of issuing the Business Registration Certificate, the Enterprise Registration Bureau will send a copy of the business registration certificate and the original household registration certificate to the district business registrar, where the business household is located as a basis for discontinuation of business activities. The location of the enterprise is not necessarily located in the area where the head office or its branch is located in accordance with Decree 78, enterprises can only set up business centers in centralized provinces or cities where they are headquartered or have their branches located. Now, under Decree 108, this condition no longer exists, and as a result it can be understood that business places of the enterprise can be established in any centralized province/city, regardless of whether it has a head office or branch there. The registration account of the authorized person can check the dossier of online registration of the company in accordance with the decree In addition to the business account of the person authorized by the competent signatory to the written request for company registration to perform the company registration procedures can also be used to declare information, download electronic documents and verify the company's registration file online. Financial statements are not required to include a dossier on the reduction of share capital in the application, in the case of registration to reduce the share capital of enterprises do not need to submit their financial statements close to the date of the reduction of the share capital, as stipulated in Decree 78. If any changes in the information on the founding shareholders of the shareholders of the shareholders are notified, in accordance with Decree 108, notification of any changes in the information about the founders is made to the Enterprise Registration Bureau only if the founding shareholders have not yet paid or paid only a portion of the signed shares. In other cases (founder shareholders transfer their shares, founding shareholders, because the organizations have been merged, divided or merged into other enterprises, donated or inherited), Decree 108 does not require this procedure. Decree No. 108 comes into force on October 10, 2018. VG For more information, please contact: Dang The Duc, Partner, Indochine Counsel duc.dang@indochinecounsel.com November 26, 2014, the National Assembly approved a new enterprise law to improve the legal framework for investment and corporate governance in Vietnam. The new law on entrepreneurship came into force on July 1, 2015. It makes significant changes to the management structure of companies, primarily changes to several legal representatives, zero or multiple seals, and management structure. Under the new Enterprise Act, limited liability companies (COUs) and joint equity firms (JSCs) may now have one or more legal representatives. The Charter must specify the number of legal representatives, their positions, rights and responsibilities. At least one legal representative must reside in Vietnam. This new regime will facilitate business operations of enterprises and reduce narrow situations where transactions are subject to one legal representative. However, the new regime was also in new complexity, as management needed to be tightened in order to avoid duplication or confusion between numerous legitimate representatives. Another breakthrough of the new law on entrepreneurship is the chop (Seal) regime. Companies can decide on the quantity, shape and content of the chops, if the sample of the chop must be registered with the business registration authorities. Thus, in with the new Enterprise Act, Chop will no longer have comprehensive powers to verify the company's actions and more importantly, a few chops will speed up the company's business. Under the new Enterprise Act, there are notable changes in corporate governance that companies can accept. For example, at the first meeting of the board of directors of limited liability companies, the quorum now stands at 65%, previously it was 75%. For a written decision, at least 65% of the share capital must be held by members, previously it was 75%. Voting thresholds at the Joint Shareholders' General Meeting are also reduced to 51% for ordinary resolutions and 51% for written resolutions in accordance with prevailing international standards. Existing companies can change their Charter to accept these changes in the management of their companies. NATIONAL ASSEMBLY ----- SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness ----- Law No. 68/2014/H13 Hanoi, 26 November 2014 in accordance with the Constitution of the Socialist Republic of Vietnam; The National Assembly will publish the Enterprise Act. Chapter I GENERAL PROVISIONS Article 1. The scope of this law concerns the establishment, organization, restructuring, dissolution and related activities of enterprises, including limited liability companies, equity firms, partnerships, private companies and groups of enterprises. Article 2. Regulated organizations 1. Enterprises. Institutions, organizations and individuals involved in the establishment, organization, restructuring, dissolution and related activities of enterprises. Article 3. Application of the Enterprise Act and Specialized Laws If specialized laws contain provisions on the establishment, organization, restructuring, dissolution and related activities of enterprises, such rules apply. Article 4. The interpretation of the terms in this law, the terms below are interpreted as follows: 1. A foreigner means any person who does not have Vietnamese citizenship. 2. A shareholder means any individual or organization that owns at least a share of a company. The founding shareholder means any shareholder who owns at least a common share and whose signature is on the list of founding shareholders of the company. 3. Dividend means net income paid to each share by cash or other assets from the residual profits of the equity company after all financial obligations have been fulfilled. The limited liability companies include limited liability companies with one member and limited liability companies. 5. The National Business Registration Portal means a website used to register your business online and access business registration information. 6. The National Business Registration Database means collecting data on businesses across the country. 7. An enterprise means an organization that has its own name, assets, office and is registered in accordance with the to do business. 8. A state-owned company means any company whose 100% of the share capital is owned by the state. 9. A Vietnamese company refers to any enterprise that is established or registered under Vietnamese law and is headquartered in Vietnam. 10. Permanent residence means the address of the organization's headquarters or the address of a permanent residence, workplace or other place of residence registered by such person in the enterprise as a contact. 11. The market price of a share or share represents the highest price on the market on the previous day, the price agreed between the seller and the buyer, or the price determined by a professional appraisal organization. 12. Business registration certificate means a paper or electronic file issued by the Business Registration Authority to the company containing business registration information. Capital contribution means the contribution of assets to the formation of the company's share capital. The capital contribution is either a capital contribution to create a new enterprise or a contribution of additional capital to the existing enterprise. The National Enterprise Registration Information System includes the National Enterprise Registration Database, the National Enterprise Registration Portal and system infrastructure. 15. Valid application means a statement that contains adequate documents, as stipulated in this Act, and information that is sufficiently stated, as required by law. Business means the continuous execution of one, some or all phases of the investment process, such as the production, sale of goods or services on the market in order to make a profit. 17. The person concerned refers to any organization or individual who is directly or indirectly related to the enterprise, including the following cases: (a) the parent company, the head of the parent company and the person competent to appoint such a manager are related to subsidiaries in the same group; b) Subsidiaries are a parent of the parent company in the same group; (c) a person or group of persons who may influence the decision-making and operation of the enterprise through the governing body; D) The head of the company; dd) Spouses, parents, adoptive parents, children, adopted children, brothers by law, leakers of the company manager or members/partners/shareholders who have a controlling stake or shares; (e) Any person authorized to represent one of the persons or companies mentioned in paragraphs A, b, c, d and dd of this paragraph; (g) A business in which persons or companies mentioned in paragraphs A, b, c, dd, e, e, and h of this paragraph have sufficient numbers to influence the decision-making of the management bodies of such an enterprise; (h) A group of people who have an acquisition agreement shares or the interests of the company to have an impact on the decision decision Company. 18 years old. Company managers are a company manager or manager of a private company who is either the owner of a private company or a general partner, chairman of the Board of Directors, member of the Board of Directors, President of the Company, Chairman of the Board of Directors, Member of the Board of Directors, CEO or person holding another senior position, which has the right to enter into the company's transactions on behalf of the company. The founder means any organization or individual that creates or contributes capital to set up an enterprise. A foreign investor means any organization or individual who is defined as a foreign investor under the Investment Act. 21. A bet means the total value of assets that a member/partner contributes to or promises to contribute to a limited company or partnership. Holding shares means the ratio of a member/partner's share to the share capital of a limited company or partnership. Public services/products are services/products necessary for the life and socio-economic conditions of a country or communities in certain areas that the State must provide to ensure common interests or national defence and security; investment in the production and supply of such services/products under the market mechanism is unlikely to pay off. The Member of the Company is any individual or entity that owns or all of the share capital of a limited company or partnership. The partnership is co-owned by common partners and capital donors 25. Restructuring of the enterprise is either a complete separation, a partial separation, consolidation, acquisition of the company, or a transformation of the type of legal entity. A foreign organization means any organization established abroad under the law of another country. 27. Holding foreign investors means the full retention of voting capital of all foreign investors in the Vietnamese company. Selective capital means the share or share to which the person who has the right to vote on matters within the competence of the Board of Members or the General Meeting of Shareholders is located. 29. Statutory capital means the total value of assets that are contributed or promised by members/partners when setting up a limited company or partnership; or the total authorized value of shares that are sold or registered when a company is set up. Article 5. State guarantees for businesses and business owners 1. The State recognizes the continued existence and development of the types of economic entities defined in the Act; ensures the legal equality of enterprises, regardless of their forms and sectors of the economy; recognizes the legitimate profitability of the business. 2. State of the State and protects ownership of assets, capital, income, other legitimate rights and interests of businesses and business owners. 3. The legitimate assets and capital of businesses and business owners are not nationalized or administratively confiscated. The State must acquire or requisition the assets of enterprises for reasons of national defence and security, national interests, a state of emergency, disaster response and pay enterprises in accordance with market prices at such times. Payment or compensation should ensure the interests of enterprises without discrimination between the types of business entities. Article 6. Political organizations and social and political organizations in enterprises 1. Political organizations and social and political organizations in enterprises operate in accordance with the Constitution, law and charter of the organization. Businesses should not prevent the establishment of intra-party political organizations or public and political organizations, and should not discourage workers from participating in such organizations. Article 7. Enterprise rights 1. Participate in business lines that are not prohibited by law. Exercise business autonomy. Decide on organizational structure, business lines and location to change the scale and business lines. Decision on how to raise and use capital. 4. Find markets, customers and sign contracts actively. Participation in exports and imports. 6. Hire employees to serve the business. The use of science and technology to improve business efficiency and competitiveness. Ownership, use and disposal of the company's assets. 9. Refuse to provide resources against the law. 10. Complaints and denunciations in accordance with the provisions of the Complaints and Denunciation Act. Participation in the trial in accordance with the law. Other rights established by the relevant laws. Article 8. Enterprise Liabilities 1. To satisfy the conditions when participating in business directions, subject to doing business, as stipulated by the Investment Act; maintain compliance throughout the business. 2. Timely accounting, accounting and reporting of truthful financial statements in accordance with the provisions of accounting and statistics legislation. 3. Declare, pay taxes and meet other financial obligations as required by law. To ensure the legitimate rights and interests of workers in accordance with the provisions of the Employment Act; Do not show discriminatory behavior or offend employees in the enterprise; Not to hire children and forced labour; Provide support and training to staff; to buy social insurance, unemployment insurance, health insurance and other types of For workers. 5. Ensure and take responsibility for the quality of goods/services in accordance with standards set by law or Standards. 6. Compliance with business registration obligations, changes in business registration information, disclosure of business establishment and operation, and other obligations stipulated in this Act and relevant laws. 7. Take responsibility for the truthfulness and accuracy of the information in the application for business registration and reports; correct incorrect information. 8. Comply with the provisions of the National Defence and Security, Social order and security, gender equality, natural resources, environment, historical monuments and natural monuments. 9. Exercise business ethics obligations to protect the legitimate rights and interests of customers and consumers. Article 9. The rights and responsibilities of companies providing public services/products 1. The rights and obligations specified in Article 7, Article 8, and the relevant provisions of this law. 2. Get reimbursement under the provisions of the Bargaining Act, or collect maintenance fees in accordance with the rules of the competent authorities. Provide products/services over a period of time sufficient to pay back investment and generate reasonable returns. Provide goods/services in accordance with the agreed quantity, quality and timing at prices or fees decided by the competent authorities. Ensure equal and equal customer convenience. Take legal responsibility for quantity, quality, conditions, prices/fees of goods/services. Article 10. Criteria, rights and responsibilities of social enterprises 1. Each social enterprise must meet the following criteria: (a) the enterprise is registered under the Act; The purpose of the enterprise is to solve social, environmental problems or protect the public interest; (c) At least 51% of annual profits are used for reinvestment to serve social, environmental purposes as recorded. 2. In addition to the rights and responsibilities of enterprises established in this Act, social enterprises also have the following rights and responsibilities: (a) maintaining the objectives and conditions set out in paragraph B and paragraph 1 of this article throughout the activities; any operating enterprise wishing to become a social enterprise, and any social enterprise wishing to cease its activities as a social enterprise, notified the competent authority of the necessary procedures; b) Owners and managers of social enterprises have the opportunity to obtain licenses and relevant certificates, as required by law. (c) Seek and receive sponsorship from others, businesses, non-governmental organizations, other Vietnamese and foreign organizations to cover The company's costs and operating expenses; (d) Do not use sponsorship for purposes other than administrative costs and Expenditure or resolution of social and environmental issues registered by the company; (dd) submit annual business reports to the competent authority when receiving incentives or support. The State introduces a policy to encourage, support and stimulate the development of social enterprises. The Government is drafting this article. Article 11. Storage of company documents 1. Depending on the form, the company must retain the following documents: (a) the company's charter; Internal rules and regulations Membership register or shareholder register; b) Certificate of Industrial Property Rights; Product quality registration certificate; Other licenses and certificates (c) Documents confirming the company's ownership of its assets; (d) Minutes of meetings of the Board of Directors, general meeting of shareholders, Board of Directors; Enterprise solutions dd) Prospect for issuing securities; (e) Reports of the Board of Control; The findings of the inspection bodies; The findings of auditing organizations; Accounting books, accounting documents and annual financial statements. The documents mentioned in paragraph 1 of this article must be kept at headquarters or elsewhere established in the company's charter. The period of detention must comply with the relevant law. Article 12. The company must notify the business registration authority of changes in name, address, nationality, identification number, passport number or other identity documents within 05 days of making such changes: 1 member of the Company's Board of Directors, within 05 days of making such changes. Members of the Supervisory Board or supervisors; Director or DIRECTOR-General. Article 13. Legal representative 1. The legal representative of the enterprise is the person who exercises the rights and fulfills obligations in the performance of transactions on behalf of the enterprise, represents the enterprise as the plaintiff, the defendant and the person with the relevant interests and responsibilities before the arbitration court, the court, exercises other rights and fulfills other obligations, as required by law. A limited company or a private company may have one or more legal representatives. The number, titles, rights and duties of the legal representative of the company are specified in the company's charter. 3. There should always be at least one legal representative residing in Vietnam. If the enterprise has only one legal representative, the person must reside in Vietnam and allow the other person to perform the right and duties of a legal representative in writing when leaving Vietnam. In this case, the legal representative remains responsible for the exercise of delegated rights and 4. If the legal representative does not return to Vietnam at the end of the permit period and does not grant another permit: (a) the authorized person of the private company continues to perform the rights and duties of a legal representative under the permit until the legal representative returns to work at the enterprise; b) The authorized person of a limited company, a company or a partnership must continue to perform the rights and duties of a legal representative within the framework of a permit until the legal representative returns to work in the company or until the owner of the company, the Board of Members or the Board of Directors decides to appoint another person as a legitimate representative of the company. 5. If an enterprise has only one legal representative and such a person is not present in Vietnam for more than 30 days without allowing another person to act as a legal representative, or the person is dead, absent, detained, imprisoned or legally incapacitated, the owner of the company, the Board of Members or the Board of Directors appoint another person as a legal representative. 6. With regard to a two-member limited liability company, if a member who is the legal representative of the company is detained or sentenced to prison, escapes, is absent or legally incompetent, or is prohibited from practicing the court for smuggling, the production of forgery, the management of illegal business, tax evasion, fraud or other crime defined by the Criminal Code, the other member is, of course, the legal representative of the company before the adoption of the 7. In some special cases, the Court has the right to appoint a legal representative during the trial. Article 14. Responsibilities of the legal representative of the enterprise 1. The lawful representative of the enterprise performs the following duties: (a) performing these rights and responsibilities truthfully and thoroughly to ensure the legitimate interests of the company; b) Act in the best interests of the company; Don't use the company's information, secrets, business opportunities. Not to abuse the position, power or property of an enterprise for self-aggravated purposes or for the benefit of other organizations; (c) Notify the company of a representative and related persons who own or have a controlling stake or shares of other businesses. The legal representative of the enterprise is personally responsible for the damage caused by his/her breaches of the obligations mentioned in paragraph 1 of this article. Article 15. Authorized representatives of owners, members, shareholders are organizations 1. Authorized representatives of owners, members, shareholders, persons authorized in writing to fulfill their rights and obligations established in this law on behalf of such owners, members, shareholders. 2. Unless otherwise provided by the company's charter, the authorized representative is appointed as follows: (a) a multi-profile limited liability company, which has at least 35 per cent of the share capital, can appoint up to 03 representatives; b) A shareholder company that owns at least 10% of common shares can appoint up to 03 representatives. 3. If the owner, member or shareholder, as an organization, appoints several authorized representatives, the share/share of each representative must be determined. If the owner, member or shareholder cannot determine the share/share of each authorized representative, the share/share is divided equally among the representatives. Authorized representatives must be appointed in writing: (a) the appointment of an authorized representative must be notified to the company and in effect only when the company receives notification. The letter of permission must include: (a) The full name, the company's identification number, the address of the owner, member, shareholder's headquarters; Number of authorized representatives and the corresponding holding of shares/shares; (c) Full name, permanent residence, nationality, identification number, passport number of each authorized representative; (d) The duration of each representative's permission, including the start date; Full names, signatures of legal representatives, owners, members, shareholders and Number of authorized representatives. 5. Authorized representatives must meet the conditions below: (a) the authorized representative is legally competent; b) An authorized representative is not prohibited from setting up and running businesses; (c) Members whose shareholders are companies of which 50 per cent of the share capital is held by the State in the form of shares or shares should not appoint their spouses, parents, adoptive parents, children, adoptive children, manager brothers and sisters, or a person authorized to appoint the head of the company as authorized representatives of other companies; d) The Authorized Representative meets other conditions set by the company's charter. Article 16. Responsibilities of the authorized representative of owners, members, shareholders of organizations 1. Authorized representatives of owners, members, shareholders of organizations perform the rights and duties of owners, members and shareholders on their behalf in the Board of Members or general meeting of shareholders in accordance with this Act. All restrictions imposed by owners, members, shareholders in the performance of the authorized representative of the rights and duties of owners, members and shareholders do not apply to any third party. 2. Authorized representatives must Each meeting of the Board of Members or the General Meeting of Shareholders, perform these rights and responsibilities truthfully and carefully to protect the legitimate interests of authorize owners, members and shareholders. Authorized representatives are responsible to the owners, members, shareholders of the organizations for non-compliance with the obligations set out in this article. Authorized owners, members and shareholders are responsible to a third party for liability relating to rights and obligations fulfilled by authorized representatives. Article 17. Prohibited actions 1. Issuing or refusing to issue a Business Registration Certificate; requesting the founders of enterprises to submit additional documents against this law; 2. Issuing or refusing to issue a Business Registration Certificate; requesting the founders of enterprises to submit additional documents against this law; 3. Issuing or refusing to issue a Business Registration Certificate; requesting the founders of enterprises to submit additional documents against this law; 4. Issuing or refusing to issue a Business Registration Certificate; requesting the founders of enterprises to submit additional documents against this law; 5. Issuing or refusing to issue a Business Registration Certificate; requesting the founders of enterprises to submit additional documents against this law; 6. 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company, general partners of the partnership, founders of shareholders of the company have the following information: 1. Full names, signatures, addresses, nationalities, permanent residence, and other other That members/general partners are individuals if the company is a limited company or partnership; Founders and foreign investors, if the company is a shareholder company; 3. Full names, signatures, addresses, nationalities, permanent residence of authorized representatives or legal representatives of members of organizations, if the enterprise is a limited company; Founders and foreign investors, if the company is a shareholder company; 4. Rates, types, number and value of each type of asset contributed, the due date of each member/general partner, if the company is a limited company or partnership; the number of shares, types of shares, types, number and value of each type of assets provided by each founding shareholder and shareholder are foreign investors if the company is a shareholder. Article 27. Business Registration Procedures 1. The founder of the company or the authorized person submits an application for registration of the company, spelled out in this Act, to the business registration authority take into account the legality of the application for company registration and issue a business registration certificate within 03 business days from the date of receipt of the application. If the application is rejected, a written notice must be sent to the founder. The notice must provide clarification and necessary adjustments or additions. 3. The Government clarifies the order and documents for business registration, cooperation between regulators in issuing business registration certificates, employment registration, social insurance and online business registration. Article 28. Issuing Business Registration Certificate 1. The company is issued a Business Registration Certificate under 14 conditions: (a) registered lines of activity are not prohibited; (b) The name of the enterprise corresponds to the provisions of Articles 38, 39, 40 and 42 of this Law; (c) The application for business registration is satisfactory; (d) The registration fee is fully paid in accordance with the provisions of the Fees and Fees Act. 2. If the Business Registration Certificate is lost, damaged or otherwise destroyed, the company reissues it and pays fees as required by law. Article 29. Business Registration Certificate 1. Name and number of businesses. 2. Address of the company's headquarters. 3. Full name, signature, permanent residence, citizenship, ID number, passport or other identity document for a legal representative if the company is a limited company or a shareholder company; or general partners if the company is a partnership; 4. Number of businesses. 5. Number of businesses. 6. Number of businesses. 7. Number of businesses. 8. Number of businesses. 9. Number of businesses. 10. Number of businesses. 11. Number of businesses. 12. Number of businesses. 13. Number of businesses. 14. Number of businesses. 15. Number of businesses. 16. Number of businesses. 17. Number of businesses. 18. Number of businesses. 19. Number of businesses. 20. Number of businesses. 21. Number of businesses. 22. Number of businesses. 23. Number of businesses. 24. Number of businesses. 25. Number of businesses. 26. Number of businesses. 27. Number of businesses. 28. Number of businesses. 29. Number of businesses. 30. Number of businesses. 31. Number of businesses. 32. Number of businesses. 33. 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Directors are jointly responsible for debts and liabilities regarding the value of money or assets that are not returned by shareholders. Article 134. The organizational structure of the company's shareholding is 1. Every company shall decide to organize and operate in accordance with one of the two models below, unless otherwise provided by the provisions of the Securities Act: (a) The General Meeting of Shareholders, the Board of Directors, the Board of Supervisor and the Director/CEO. If the company has less than 11 shareholders and shareholders are entities that hold less than 50% of the company's total shares, the Board of Control is not necessary; b) General Meeting of Shareholders, Board of Directors and CEO. In this case, at least 20% of the members of the Board of Directors must be independent members and there must be an internal supervisory board, the board of directors. Independent members must play the role of executives and oversee the administration of the company. 2. If there is only one legal representative, the Legal Representative is the Chairman of the Board of Directors or the Director/Director; unless otherwise provided by the company's charter, the chairman of the Board of Directors is a legitimate representative of the company. If there are several legitimate representatives, the Chairman of the Board of Directors and the CEO, of course, are legitimate representatives of the company. Article 135. General Meeting of Shareholders 1. The general meeting of shareholders consists of all shareholders who have the right to vote and is the highest regulatory body of the company. 2. The General Meeting of Shareholders has the following rights and obligations: (a) ratification of the company's development orientation; b) Determine the types of shares and the amount of each type of authorized shares; To decide on the issue of annual dividends; c) Review and approve the business report and financial statements prepared by the Board of Directors; d) Review and approve the company's charter; Ratification of annual financial statements; (g) Decide to buy back more than 10% of the total volume of shares sold of each type; Consider taking action against violations committed by the Board of Directors and the Board of Directors that are detrimental to the company and its shareholders; i) Decide to restructure and disband the company. k) Performing other rights and obligations established by the Act and the company's charter. Article 136. The authority to convene general shareholder meetings 1. The annual general meeting is held once a year. In addition to the annual general meetings, extraordinary general meetings may be held. The general meeting of shareholders should be held in Vietnam. If the General Meeting of Shareholders is held the seat where the Chairman is present is the location of the General Shareholders' Meeting. The annual general meeting is held for 04 months from the end of the fiscal year. At the request of the Board of Directors, the business registration body may extend this period. However, the term should not exceed 05 months from the end of the financial year. The annual general meeting of shareholders will discuss and ratify the following issues: (a) the company's annual business plan; b) Annual Financial Report; (c) A report by the Board of Directors on business administration and the activities of the Board of Directors and each member; (d) The Board of Supervisor's report on the company's performance, the Board of Directors, the Director/CEO; (dd) a report on the self-assessment of the Control Board and each Controller. The level of dividends for each share of each type; Other issues within the purview of the General Meeting of Shareholders. 3. 3. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the following cases: (a) The Meeting is deemed necessary in the interests of the company; (b) The Management Board requests the Board of Directors to convene such a meeting; (c) The Board of Supervisors requests the Board of Directors to convene such a meeting; (d) The Company Charter provides for such a meeting. 4. The Board of Directors shall convene the General Meeting of Shareholders within 30 days of the date when the number of remaining members of the Board of Directors as prescribed in paragraph 4 of the request referred to in paragraph 3 of the article, is received. If the Board of Directors does not convene the General Meeting of Shareholders in the established case, the Chairman of the Board of Directors and members of the Board of Directors are legally liable and will pay compensation for any damage caused to the company. 5. If the Board of Directors does not convene the General Meeting of Shareholders, as stipulated in paragraph 4 of this article, the Board of Supervisors convenes the General Meeting of Shareholders within the next 30 days in place of the Board of Directors in accordance with the Act. If the Board of Supervisors does not convene the General Meeting of Shareholders in the established case, the Board of Control is legally liable and pays compensation for any damage caused to the company. 6. If the Board of Control does not convene the General Meeting of Shareholders, as stipulated in paragraph 4 of this article, the shareholder or shareholder group referred to in paragraph 2 of article 114 of this Act is entitled on behalf of the Company General shareholders' meeting under this Act. 7. The organizer of the General Meeting of Shareholders performs the following tasks: (a) to compile a list of shareholders eligible to participate in the meeting; b) provide information and settle complaints about the list of shareholders; (c) Preparing the programme and agenda of the meeting; (d) Preparing documents for the meeting; draft resolutions of the General Meeting of Shareholders in accordance with the intended content of the meeting; Make a list and descriptions of candidates for the Board of Directors and the Board of Supervisors; Determine the time and place of the meeting; (f) Invite all shareholders eligible to attend the meeting, as stipulated in the act; (h) We perform other tasks that serve the meeting. The cost of the convention and the organization of the General Meeting of Shareholders, as provided for in paragraph 5 and (d) of this article, shall be borne by the company. 8. All shareholders of the company, regardless of whether they are individuals or entities, are eligible to participate in the General Meeting of Shareholders. No later than 05 days before the invitations to the General Meeting of Shareholders, unless the company's charter is specified for a longer period. 2. The list of shareholders eligible to participate in the General Meeting of Shareholders must contain full names, permanent residences, nationalities, identity cards/passport numbers of shareholders who are individuals; Names, company identification numbers or building decision numbers, addresses of shareholders' headquarters; The number of shares of each type shareholder registration date and the number of each shareholder. Shareholders have the right to check, study, copy the list of shareholders eligible to participate in the General Meeting of Shareholders; request an adjustment to incorrect information or add the necessary information about yourself to the list. The head of the company must promptly provide information about the shareholder register, correct incorrect information at the request of shareholders; pay compensation for damage caused by the non-pre-warning of information or the unduly timely provision of timely and accurate information in the shareholder register upon request. Procedures for requesting information in the shareholder register comply with the company's charter. Article 138. Agenda and content of the General Meeting of Shareholders 1. The organizer of the General Meeting of Shareholders shall prepare his agenda and content. The shareholder or shareholder group referred to in paragraph 2 of article 114 of this Act has the right to propose additional issues to the agenda of the General Meeting of Shareholders. Offer be done in writing and sent to the company at least 03 business days before the opening date, unless otherwise prescribed by the company's charter. The offer should include the name (s) of the shareholder (s), the number of each type of shares or the percentage of shares owned by the shareholder(s); the proposal mentioned in paragraph 2 of this article in the intended agenda and content of the meeting, except in paragraph 3 of this article. The proposal is officially included in the agenda and content of the meeting, if it is approved by the General Meeting of Shareholders. Article 139. Invitation to the General Meeting of Shareholders 1. The organizer of the General Meeting of Shareholders will send invitations to all shareholders from the list of shareholders who have the right to attend the General Meeting of Shareholders, at least 10 days before the opening date, unless the longer term is specified by the company's charter. Each invitation must include the name, address of the headquarters, the company's identification number; Name, permanent residence of the shareholder; the time and place of the meeting, as well as other requirements for the participants. 2. Invitations are sent by registered mail to shareholder's mail addresses; The invitation must also be posted on the company's website and in the central or local

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profits to the subsidiary, which incurs a loss. Article 191. Financial statements of the parent company and subsidiaries 1. At the end of the financial year, in addition to the reports and documents established by law, the parent company must make the following statements: (a) Consolidated financial statements of the parent company in accordance with the accounting law; b) Report on the annual business results of the parent company and subsidiaries; (c) Report on the management and administration of the parent company and subsidiaries. Those responsible for the reporting mentioned in paragraph 1 of this article should not submit or submit such reports until all the financial reports of the subsidiaries have been received. 3. At the request of the parent company's legal representative, the legal representative of the subsidiary must submit the necessary reports, documents and information as prescribed to obtain consolidated financial statements and a consolidated report from the parent company and subsidiaries. The head of the parent company must use such statements to obtain consolidated financial statements and a summary report from the parent company and subsidiaries if the reports made and submitted by subsidiaries contains inaccurate, inaccurate or false information. 5. In B The manager of the parent company does not receive the necessary reports, documents and information from the subsidiary after taking all necessary measures within his competence, the manager of the parent company still has to make and submit a consolidated financial statement and a summary report of the parent company and subsidiaries. The report may or may not contain information from such a subsidiary, but clarification was needed to avoid misunderstandings. 6. Reports, annual financial statements of the parent company, subsidiaries, consolidated financial statements and consolidated statements of the parent company and subsidiaries must be kept at the parent company's headquarters. Copies of the reports and documents at this point must be available at the parent company's branches in Vietnam. 7. Subsidiaries must make brief reports on purchases, sales and other transactions with the parent company in addition to statutory reports and documents. CHAPTER IX RESTRUCTURING, DISSOLUTION, AND BANKRUPTCY ENTERPRISES BECOME 192. Total division 1. A limited company or a shareholder may divide shareholders/members and the company's assets (hereinafter, referred to as a transfer company) to create two new companies or more (hereinafter, referred to by the transfer company) in one of the following cases: (a) a portion of the shares/shares of members/shareholders and the amount of assets proportional to the value of the shares/shares are transferred to the companies-switching companies in accordance with their shares/shares in the company b) All shares/shares of one or some members/shareholders and the amount of assets proportional to the value of shares/shares are transferred to transfer companies; (c) The combination of both cases in paragraph A and paragraph B of this paragraph. 2. Procedures for the complete separation of a limited company or a shareholder company: (a) The Board of Members, the Owner or the General Meeting of the Shareholders of the Carrier Company will ratify the Regulation on the complete separation under this Act and the company's charter. The full separation order must contain basic information, including the name of the re-producer company, the addresses of headquarters, the names of the revector companies; Asset-sharing rules, methods and procedures Employment plan Method, timing and procedures for the transfer of shares, shares, bonds of the company-re-attka to companies-re-attator; Rules for fulfilling the obligations of the company-changer; time limit for separation. The full separation order is sent to all creditors and notified to all employees within 15 days of the date of ratification; b) Members, owners or shareholders of each of the re-ingate companies must ratify their charter, elect or appoint members of the Board, the President of the Company, the Board of Directors, the Director/CEO and apply for business registration in accordance with this Act. In this case, the application for registration by the company-re-authors should be attached to the Full Separation Ordinance referred to in paragraph A of this paragraph. 3. The number of members, shareholders, their share/share, the number of shareholders and the share capital of the transfer companies corresponds to the method of dividing, transferring shares/shares of the transfer company to the transfer companies in the cases mentioned in paragraph 1 of this article. 4. The transfer company ceases to exist after the transfer companies are issued certificates of business registration. Transfer companies are jointly responsible for unpaid debts, employment contracts and other obligations of the re-payment company or enter into agreements with creditors, customers and employees to decide on the settlement of such obligations of one of the companies. 5. The Enterprise Registration Authority updates the legal status of the negotiating company in the National Enterprise Registration Database when issuing business registration certificates to broadcasters. If the management of the distillery is located outside the province where the re-editor's headquarters is located, the provincial business registration authority, which is headquartered in the company, - notifies the registration of the company's business to the provincial enterprise registration authority, which houses the headquarters of the distillery company, in order to update the legal status of the company-distillation in the National Registration Database of the company. Article 193. Partial division 1. A limited company or a private company may be partially separated by transferring some of its existing assets, rights and responsibilities (hereinafter, called a re-agent company) to create one or more new limited liability companies or equity companies (heresy referred to as carriers) without terminating the existence of the carrier. 2. Partial separation may be carried out by one of the following methods: (a) a portion of shares/shares of members/shareholders and the amount of assets proportional to the value of shares/shares are transferred to the companies moving to the transfer company and the corresponding value of the assets transferred to the transfer companies; b) All shares/shares of one or some members/shareholders and the amount of assets proportional to the value of their shares/shares are transferred to the companies moving; (c) The combination of both cases in paragraph A and paragraph B of this paragraph. 3. Transfer company registers share capital and the number of members that are proportional to the decline in the share/share and number of members, while registering the business of transfer companies. 4. Procedures for the partial separation of a limited company or company: (a) The Board of Members, the Owner or the General Meeting of the Shareholders of the Carrier Company will ratify the Partial Separation Ordinance under the Act and the Company's Charter. The partial separation order must contain basic information, including the name of the re-producer company, the addresses of headquarters, the names of the revector companies; Employment plan The method of division; The value of assets, rights and responsibilities transferred from the company-passed to the companies-switching; time limit for separation. The partial separation order is sent to all creditors and notified to all employees within 15 days of the date of ratification; b) Members, owners or shareholders of each of the companies that have been passed must ratify its charter, elect or appoint the Presidents of the Board of Members, the President of the Company, the Board of Directors, the Director/Ceo and apply for business registration in accordance with the Act. In this case, the application for company registration should be attached to the partial separation decree mentioned in paragraph A of this paragraph. 5. Once the business is registered, the transfer company and the transfer companies are jointly responsible for unpaid debts, employment contracts and other liabilities of the re-gas company, unless otherwise agreed between the distillation company, the transfer companies, creditors, customers and employees of the company. Article 194. Corporate Association 1. Two or some companies (here they are called consolidating companies) can consolidate into a new company (here it is called a consolidated company). After that, the consolidation of the companies ceases to exist. 2. Consolidation procedures: (a) Consolidating companies prepare a consolidation agreement. The consolidation agreement should contain the names of the consolidating companies, the addresses of the headquarters; The name of the consolidated company and the address of the headquarters; Procedures and conditions of consolidation; Employment plan Terms and procedures for transferring consolidated companies assets, shares, shares, bonds of consolidated companies; Consolidation timeline Draft charter of consolidated company. b) Members, owners or shareholders of consolidated companies must ratify the consolidation agreement, the charter of the consolidated company, elect or appoint the Chairmen of the Board of Directors, the President of the Company, the Board of Directors, the Director/CEO of the Consolidated Company and apply for business registration in accordance with the Law. The consolidation agreement is sent to all creditors and notified to all employees within 15 days of the date of ratification; 3. If a consolidated company has a 30% to 50% market share, the legitimate representatives of the consolidated companies must notify the competition authority before the consolidation process begins, unless otherwise provided by the Competition Act. Consolidation is prohibited if a consolidated company has more than 50% of the market share after consolidation, unless otherwise provided by the Competition Act. The documents and procedures for registering a consolidated company must comply with this Act. Copies of the following documents are attached: (a) the consolidation agreement; b) Resolutions and minutes of meetings that ratify the consolidated consolidation treaty. 5. Once the business is registered, the consolidating companies cease to exist; The consolidated company inherits legitimate rights and interests, as well as unpaid debts, employment contracts and other liabilities of consolidated companies. 6. The Enterprise Registration Authority updates the legal status of consolidated companies in the National Enterprise Registration Database when issuing business registration certificates to the consolidated company. If the headquarters of the new company is located outside the province where the split company is headquartered, the provincial business registration authority, which is the headquarters of the new company, notifies the new company to the provincial enterprise registration authority, which houses the headquarters of the divided company, in order to update the legal status of the divided company in the National Enterprise Registration Database. Article 195. Acquisition 1. One or a company (heresinafter, called the acquired company) can be merged into another company (heresinafter, called the acquirer) by transferring all assets, legal rights, liabilities and interests to the acquirer. The acquired companies then cease to exist. Acquisition procedures: (a) Relevant companies must prepare an acquisition agreement and develop a procurement charter. The purchase contract must include the names of the purchase, the address of the headquarters; The name of the acquired company and the address of the headquarters; Procedures and terms of acquisition; Employment plan Terms and procedures for transferring assets, shares, shares, bonds of consolidated companies to the acquired; The term of the acquisition b) Members, owners or shareholders of each of the respective companies must ratify the acquisition agreement, the charter of the acquired and apply for the registration of the acquired, as stipulated by this law. Acquisition agreement goes to all creditors Notify all employees within 15 days of the ratification date; (c) Once the business is registered, the acquired companies cease to exist; the acquired must inherit legitimate rights and interests, as well as unpaid debts, employment contract and other liabilities of acquired companies. 3. If the acquirer has a 30% to 50% market share, the legitimate representatives of the companies must notify the competition authority before the start of the acquisition process, unless otherwise provided by the Competition Act. Acquisition is prohibited if the purchaser has more than 50% market share after purchase, unless otherwise provided by the Competition Act. The documents and procedures for registering the purchase must comply with the Act. Copies of the following documents are attached: (a) the acquisition agreement; b) Resolutions and minutes of meetings that ratify the acquisition agreement. (c) Resolution and meeting protocol that will ratify the acquisition agreement of the acquired companies if the acquired is not a member/partner or shareholder who owns more than 65% of the share capital or voting shares of the acquired company. 5. The Enterprise Registration Authority must update the legal status of acquired companies in the National Business Registration Database and adjust the Business Registration Certificate for the acquired. If the headquarters of the acquired company is located outside the province where the acquired company is headquartered, the provincial business registration authority, which is the headquarters of the acquired, notifies the business registration authority of the province where the acquired company is headquartered in order to update the legal status of the acquired company in the National Enterprise Registration Database. Article 196. Transforming a limited company into a private equity company 1. When converting a state-owned company into a shareholder enterprise, the rules of the law on the transformation of state-owned companies into share companies are applied. 2. A limited liability company can be transformed into a public company in one of the following ways: (a) converting to a public company without raising capital from other entities without selling shares to other legal entities; b) converting to a shareholder by raising capital from other organizations; (c) Converting to a private company by selling part or all of a share to one or some other legal entities; (d) The combination of methods in paragraphs A, b and C of this paragraph. 3. The company registers the conversion with the business registration authority within 10 days of completion of the conversion. Within 05 business days of receiving the application, the business registration authority reissues the Business Registration Certificate. 4. The transformed company obviously inherits all legal rights and interests, debts, including tax debts, employment contracts and other liabilities of the old company. 5. Within 07 business days of issuing the Business Registration Certificate, the Business Registration Authority notifies the relevant regulatory authorities, as stipulated in article 34 of article 34, and updates the company's legal status in the National Business Registration Database. Article 197. Transforming the company's stock into a limited company 1. A shareholder company can be transformed into a single-member limited company in one of the following ways: (a) The shareholder receives the transfer of all shares and shares of all other shareholders; b) An organization or individual, not a shareholder, receives the transfer of all shares of all shareholders of the company; (c) The Company has only one shareholder for a period of time exceeding the period set by Article 110 of this Act. Transfer or receipt of capital in the form of shares or shares mentioned in paragraph 1 of this article is in line with market prices. Prices are determined according to the asset method, discounted cash flow method or other methods. 3. Within 15 days of the completion of the transfer of shares prescribed by paragraph A and paragraph B of paragraph 1 of this article, if the event mentioned in paragraph 1 of this article occurs, the company sends or submits an application for conversion to the business registration authority where the enterprise is registered. Within 05 business days of receiving the application, the business registration authority issues a Business Registration Certificate. 4. The transformed company apparently inherits all legitimate rights and interests, debts, including tax debts, employment contracts and other liabilities of the old company. 5. Within 07 business days of issuing the Business Registration Certificate, the Business Registration Authority notifies the relevant regulatory authorities, as stipulated in article 34 of article 34, and updates the company's legal status in the National Business Registration Database. Article 198. Transforming the company's stock into a multi-profted limited company 1. A company can be transformed into a multi-pro-vial limited liability company in one of the following ways: (a) Transforming into a limited liability company without raising additional capital or transferring shares to other organizations; b) Converting to a limited company, with capital raising from other organizations; (c) Converting to a limited company, together with transferring part or all of the shares to other organizations and individuals who contribute capital; d) The combination of methods in points A, b and c Offer. 2. The company registers the conversion with the business registration authority within 10 days of completion of the conversion. Within 05 business days of receiving the application, the business registration authority issues a Business Registration Certificate. 3. The transformed company apparently inherits all legitimate rights and interests, debts, including tax debts, employment contracts and other liabilities of the old company. 4. Within 07 business days of issuing the Business Registration Certificate, the Business Registration Authority notifies the relevant regulators, as stipulated in article 34 of article 34, and updates the company's legal status in the National Business Registration Database. Article 199. Converting a private company into a limited company 1. A private company may be transformed into a limited liability company by the decision of the owner of a private company, if all the following conditions are met: (a) all conditions in paragraph 1 of article 28 of this article are met; b) The owner of a private company is the owner (if a private company is transformed into a one-party limited company, having in place ownership of an individual) or a member (if a private company is transformed into a multi-party limited liability agreement) of a limited company; c) The owner of a private company to take personal responsibility for all unpaid debts of a private company with all their property and to pay off debts when they owe; (d) The owner of a private company has a written agreement with the parties to the unfinished contracts that the new limited company will assume such contracts; The owner of a private company gives a written obligation or agreement with other capital depositors to hire existing employees of a private company. 2. Within 05 working days of receiving the application, the business registration authority considers issuing a Business Registration Certificate if all conditions set out in paragraph 1 of this article are met. 3. Within 07 business days of the issuance of the Business Registration Certificate, as stipulated in paragraph 2 of this article, the Business Registration Authority notifies the relevant regulatory authorities, as stipulated in paragraph 34 of this act, and updates the company's legal status in the National Enterprise Registration Database. Article 200. Corporate suspension 1. The company may suspend its activities until a written notice of the time and duration of the suspension and the time of the resumption is sent to the business registration authority at least 15 days before the date or resumption. This provision continues to apply if the business resumes its operations up to Date. 2. The Business Registration Authority or the competent authority asks the enterprise to suspend operations in the event of doing business on terms if such conditions are not met by the enterprise. 3. During the suspension period, the company must pay the outstanding tax, continue to pay its debts, fulfill contracts with customers and employers, unless otherwise agreed between the company, its creditors, customers and employees. Article 201. Cases and conditions of dissolution 1. The company is terminated in the following cases: (a) the term of operation written in the company's charter expires without a decision on renewal; b) The decision to dissolve is made by the owner of a private company, all general partners of the partnership, the Board of Members or the owner of a limited company or insurance of the General Meeting of Shareholders of the shareholders of the company; (c) The company does not support the minimum number of members established by the Act for 06 consecutive years without following business transformation procedures; d) The business registration certificate has been revoked. 2. The enterprise is terminated only if all debts and liabilities can be settled and the company is involved in any dispute in court or arbitration court. The relevant managers and enterprises mentioned in paragraph d1 of this article are jointly responsible for the company's debts. Article 202. The dissolution procedures for the dissolution of the enterprise dissolution in the cases referred to in paragraphs A, b and c of Article 1 of this Act are carried out as follows: 1. Ratify the dissolution decision. The decision to disband should include: (a) the name of the company and the address of the headquarters; b) reasons for dissolution; Procedures for contracting and repaying the company's debts; The deadline for debt repayment and contracting should not exceed 06 months from the date of ratification of the dissolution decision; b) Plans to settle obligations arising from employment contracts; The full name and signature of the company's legal representative. 2. The shareholder receives the transfer of all shares and shares of all other shareholders; b) An organization or individual, not a shareholder, receives the transfer of all shares of all shareholders of the company; (c) The Company has only one shareholder for a period of time exceeding the period set by Article 110 of this Act. Transfer or receipt of capital in the form of shares or shares mentioned in paragraph 1 of this article is in line with market prices. Prices are determined according to the asset method, discounted cash flow method or other methods. 3. Within 15 days of the completion of the transfer of shares prescribed by paragraph A and paragraph B of paragraph 1 of this article, if the event mentioned in paragraph 1 of this article occurs, the company sends or submits an application for conversion to the business registration authority where the enterprise is registered. Within 05 business days of receiving the application, the business registration authority issues a Business Registration Certificate. 4. The transformed company apparently inherits all legitimate rights and interests, debts, including tax debts, employment contracts and other liabilities of the old company. 5. Within 07 business days of issuing the Business Registration Certificate, the Business Registration Authority notifies the relevant regulators, as stipulated in article 34 of article 34, and updates the company's legal status in the National Business Registration Database. Article 203. The termination of an enterprise following the cancellation of the Business Registration Certificate or in accordance with the Court's decision, the Termination of The Enterprise, referred to in paragraph d1 of article 201 of this Act, is carried out in accordance with the procedures below: 1. The Business Registration Authority must place a notice of the status of the business undergoing in the process of dissolution on the National Business Registration Portal at the same time as issuing a decision to revoke the Business Registration Certificate or immediately after receiving an effective decision to issue a business registration certificate. issued by the court. The notice must be placed in the same way as the Court's decision to revoke the Business Registration Certificate; 2. Within 10 days of receiving the decision to revoke the Business Registration Certificate or from the date of the Court's decision, the company convenes a meeting to decide on the dissolution. The decision to dissolve and a copy of the decision to revoke the Certificate of Business Registration or an effective decision of the Court is sent to the business registration authority, tax and employees of the company, as well as housed in the headquarters and branches of the company. If the law requires this, the decision must be placed on at least 03 consecutive editions of ordinary newspapers or online newspapers. With outstanding financial obligations, the dissolution decision is attached to the debt settlement plan and sent to creditors, people with relevant rights, obligations and interests. The plan should include the names and addresses of creditors; Amount of debt, terms, location and payment method; method and deadline for resolving creditors' complaints. The company's debts are paid in accordance with article 202, paragraph 5 of article 202 of this act. 4. The legal representative of the enterprise within 05 working days of the repayment of all the company's debts must submit a petition for dissolution to the company registration authority. 5. The Business Registration Authority updates the legal status of the enterprise in the National Enterprise Registration Database if no opinions or objections of the parties concerned have been reached by the notice date set in paragraph 1 of this article, or within 05 business days of receiving the dissolution application. The head of the company is personally responsible for the damage caused by non-compliance or full compliance with the provisions of this article. Article 204. Petition to dissolve Enterprise 1. The dissolution petition includes the following documents: (a) notice of dissolution of the enterprise; b) Report on the liquidation of the company's assets; a list of creditors and debts paid, including tax debts, outstanding social security contributions and debts to employees after the dissolution decision (if any); (c) Printing and Seal Certificate (if any); d) Business Registration Certificate. 2. Members of the Company's Shareholders' Board, members of the Limited Company Board, the owner of the company, the owner of a private company, the CEO, the general partners, the legal representative of the company are responsible for the truthfulness and accuracy of the petition. 3. If the application is not accurate or fraudulent, the persons mentioned in paragraph 2 of this article are jointly responsible for the payment of unpaid debts, taxes and benefits to unsettled employees and are personally liable for any consequences that arise within 05 years of the application for dissolution to the enterprise registration authority. Article 205. Activities in the decision to disband 1 are prohibited. When a decision is made to dissolve the company and its manager is prohibited: (a) to hide, illegally liquidate assets; b) To refuse or reduce the right to claim debt; convert unsecured debts into debts secured by the company's assets; (d) Sign new contracts, with the exception of those that serve the dissolution of the enterprise; (d) Mortgage, collateral, rental, rental of assets; Termination of effective contracts; Raising capital in any form or form. 2. Depending on the nature and seriousness of the violations, the person committing the violations in paragraph 1 of this article faces administrative violations or criminal prosecution and pays compensation for the damage caused. Article 206. Close branches and offices 1. The branch or representation of the company is terminated by the decision of the company or the decision to revoke the Certificate of Registration of the branch or representation issued by the competent authority. 2. Documents for the closure of the branch or representation include: (a) the decision of the company to close the branch or office, or the decision to revoke the Certificate of Registration of the branch or representation issued by the competent authority; b) a list of creditors and outstanding debts, including tax debts, branches and outstanding social security contributions; (c) The list of employees and their respective benefits; (d) Certificate of branch registration or representative office; (if any). The legal representative of the company and the head of the closed branch or representative office are jointly responsible for the veracity and veracity of these documents. 4. The company, whose branch is closed, is responsible for the performance of contracts, repayment of debts, including the tax debts of the branch, continues to hire branch employees or provide them with adequate benefits. 5. Within 05 working days of receipt of sufficient documents established by paragraph 2 of this article, the business registration authority must update the legal status of the branch or representation on the national business registration database. Article 207. Bankruptcy rules apply to the bankruptcy of enterprises. Chapter X IMPLEMENTATION Article 208. Regulatory Responsibilities 1. The government must unify the management of enterprises. Ministers and ministerial departments are responsible to the Government for carrying out their responsibilities in relation to the management of enterprises. 3. Ministers and ministerial agencies, within their competence, direct professional organizations with the opportunity to periodically send the following information to the business registration authorities where the company is headquartered: (a) Business licenses, business certificates, certificates, certificates or written approval of business conditions are available. Enterprises, decisions on fines for administrative violations committed by enterprises; b) Information about the operation and payment of taxes by enterprises, obtained from the tax reports of enterprises; Information about the activities of enterprises serving the improvement of the effect of public administration. 4. The Provincial People's Committee manages local businesses. 5. Provincial Government Committees, within their purview, send affiliated professional organizations and government committees of the districts to periodically communicate the information established in paragraph 2 of this article to the business registration authorities in which the business headquarters are located. The Government is drafting this article. Article 209. Business Registration Authorities 1. Each business registration authority has the following responsibilities and rights: (a) the process of registering business applications and issuing business registration certificates, as required by law; b) Cooperation in the development and management of the National Enterprise Registration Information System; Provide information to regulators, organizations and individuals at their request, as required by law; (c) Ask businesses to report compliance with the Act if necessary; urge businesses to report. (d) Inspections or the request of the competent authorities for inspections in accordance with the contents of business registration applications; (dd) Take responsibility for the validity of business registration applications; Do not be responsible for violations committed by enterprises before and after business registration; (e) Dealing with violations of business registration as prescribed by law; revoke business registration certificates and ask the company to follow the dissolution procedures under the Act; (g) Performing other rights and obligations established by the Act and the relevant laws. The Government must ensure the organizational structure of business registration bodies. Article 210. Actions against violations 1. Any organization or individual committing violations of the Act, depending on the nature and seriousness of the violations, must be disciplined, administratively punished and compensated for the damage caused; persons may also face criminal prosecution, as required by law. The Government is developing penalties for administrative violations of the Act. Article 211. Recall business registration certificate 1. In the following cases, the company cancels the Business Registration Certificate: (a) the information provided in the application for company registration is false; b) The enterprise is established by persons who are prohibited from setting up enterprises, as stipulated in paragraph 2 of article 18 of this law; c) Business activities are suspended for 01 years without notification of the business registration authority and the tax authority; (d) The company does not submit reports, as stipulated in paragraph 1 of article 209 of this Act, to the enterprise registration authority within 06 months of the expiration of the deadline or from receiving a written request; Other cases decided by the Court. The Government is developing procedures for revoking the Business Registration Certificate. Article 212. Effect 1. This law comes into force on July 1, 2015. Enterprise Law No. 60/2005/H11 of 29 November, 2005 and Act 37/2013/G13 of 20 June 2013, on amending Article 170 of the Enterprise Act are invalid from the date of the date by virtue of this Act, except (a) for limited liability companies established prior to this Act, the company's charter applies to the terms of contributions to capital; b) Enterprises whose statutory capital is in public responsibility are restructured to ensure compliance with paragraph 2 and paragraph 3 of article 189 of this Act until 01 July 2017; (c) Article 189 paragraph 2 does not apply to companies whose shares or shares are owned by the State until 1 July 2015, provided that the cross-ownership ratio does not increase. 2. Every business household that hires 10 permanent employees or more must apply for business registration under the Act. Small business households apply for business registration and act in accordance with government regulations. 3. Under the Act, the Government develops the organizational structure and activities of state-owned companies directly serving national defence and security, or combining business operations with national defence and security. Article 213. Specific provisions of the Government should develop articles and provisions mentioned above. This law was passed by the 13th National Assembly of the Socialist Republic of Vietnam at the 8th session on 26 November 2014. PRESIDENT OF THE NATIONAL ASSEMBLY Nguyen Sin-hoon Hong Hong

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