

## Viet Nam

### Law on Investment (2014)

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## Contents

### Chapter I. General provisions

### Chapter II. Investment assurance

### Chapter III. Incentives and support for investment

#### Section 1. investment incentives

Section 2. Investment support

**Chapter IV. Investment in Vietnam**

Section 1. Forms of investment

Section 2. Procedures for decision on investment policies

Section 3. Procedures for issuance, adjustment, and revocation of certificate of investment registration

Section 4. Project execution

**Chapter V. Outward investment**

Section 1. General provisions

Section 2. Procedures for decision of outward investment policies

Section 3. Procedures for issuance, adjustment, and revocation of certificate of outward investment registration

Section 4. Commencement of overseas investment

**Chapter VI. State management of investment**

**Chapter VII. Implementation**

# Law on Investment

Law No. 67/2014/QH13

Pursuant to Constitution of Socialist Republic of Vietnam;

The National Assembly promulgates the Law on Investment.

## Chapter I. General provisions

### **Article 1. Scope**

This Law deals with business investments in Vietnam and outward business investments.

### **Article 2. Regulated entities**

This Law applies to investors, other organizations and individuals (hereinafter referred to as entities) involved in business investment.

### **Article 3. Interpretation of terms**

In this Law, the terms below are construed as follows:

1. Register office means the regulatory body competent to issue, adjust, and revoke Certificates of investment registration.
2. Investment project means a collection of proposal to make midterm or long-term capital investment in business in a particular administrative division over a certain period of time.
3. Expansion project means a project to make investment to expand the scale, improve the capacity, apply new technologies, reduce pollution or improve the environment.
4. New investment project means a project that is executed for the first time or a project independent from any other running project.
5. Business investment means an investor's investing capital to do business by establishing a business organization; making capital contribution, buying shares or capital contributions to a business organization; making investments in the form of contracts or execution of investment projects.
6. Certificate of investment registration means a paper or electronic document bearing registered information about the investment project of the investor.
7. National investment database means a system of professional information meant for monitoring, assessment, and analysis of investments nationwide in order to serve state management tasks and support for investors' investment making process.
8. PublicPrivate Partnership contract (hereinafter referred to as PPP contract) means a contract between a competent authority and an investor or project management enterprise to execute an investment project as prescribed in Article 27 of this Law.
9. Business cooperation contract means a contract between investors for business cooperation and distribution of profits, products without establishment of a new business organization.
10. Exportprocessing zone means an industrial park specialized in manufacturing of exported products or provision of services for manufacturing of exported products and export.
11. Industrial park means an area with a defined geographical boundary specialized in industrial production and provision of services for industrial production.
12. Economic zone means an area with a defined geographical boundary which consists of multiple sectors and is meant to attract investments, develop socioeconomic, and protect national defense and security.
13. Investor means an organization or individual that makes business investments. Investors include Vietnamese investors, foreign investors, and foreigninvested business organizations.
14. Foreign investor means an individual holding a foreign nationality or an organization

established under foreign laws and making business investment in Vietnam.

15. Vietnamese investor means an individual holding Vietnamese nationality or a business organization whose members or shareholders are not foreign investors.
16. Business organization means an organization established and run in accordance with Vietnam's laws. Business organizations include companies, cooperatives, cooperative associations, and other organizations that make business investments.
17. Foreign-invested business organization means a business whose members or shareholders are foreign investors.
18. Capital means money and other assets used in business.

#### **Article 4. Application of the Law on Investment, relevant laws and international agreements**

- 1) Investments made within Vietnam's territory must comply with this Law and relevant laws.
- 2) Where regulations on banned business lines, conditional business lines, or investment procedures in this Law and other laws are inconsistent, regulations of this Law shall apply, except for investment procedures prescribed in the Law on Securities, the Law on Credit Institutions, the Law on Insurance, and the Law on Petroleum.
- 3) Where regulations of this Law and those of an international agreement to which the Socialist Republic of Vietnam is a signatory are inconsistent, the latter shall apply.
- 4) With regard to any contract to which at least a party is a foreign investor or a business organization defined in Clause 1 Article 23 of this Law, the parties may reach an agreement on whether to apply foreign laws or international practice if such agreement does not contravene Vietnam's laws.

#### **Article 5. Policies on business investment**

- 1) Investors are entitled to make investments in the business lines that are not banned in this Law.
- 2) Investors may decide their business investments on their own in accordance with this law and relevant laws; may access and make use of loan capital, assistance funds, land, and other resources as prescribed by law.
- 3) The ownership of assets, capital, income, and other lawful rights and interests of investors are recognized and protected by the State.
- 4) The State shall treat investors equitably; introduce policies to encourage and enable investors to make business investment and to ensure sustainable development of economic sectors.
- 5) International agreements on business investment to which Socialist Republic of Vietnam is a signatory are upheld by the State.

#### **Article 6. Banned business lines**

- 1) The investments in the activities below are banned:
  - a. Trade in the narcotic substances specified in Appendix I hereof;
  - b. Trade in the chemicals and minerals specified in Appendix I of this Law;

c. Trade in specimens of wild flora and fauna specified in Appendix 1 of Convention on International Trade in Endangered Species of Wild Fauna and Flora; specimens of rare and/or endangered species of wild fauna and flora in Group I of Appendix 3 hereof;

d. Prostitution;

dd. Human trafficking; trade in human tissues and body parts;

e. Business pertaining to human cloning.

2) The Government's regulations shall apply to production and use of products mentioned in Points a, b, and c Clause 1 of this Article during analysis, testing, scientific research, medical research, pharmaceutical production, criminal investigation, national defense and security protection

#### **Article 6. Conditional business lines**

1) Conditional business lines are the business lines in which the investment must satisfy certain conditions for reasons of national defense and security, social order and security, social ethics, or public health.

2) The List of conditional business lines is provided in Appendix 4 hereof.

3) Conditions for making investments in the business lines mentioned in Clause 2 of this Article are specified in the Laws, Ordinances, Decrees, and the international agreements to which the Socialist Republic of Vietnam is a signatory. Ministries, ministerial agencies, the People's Council, People's Committees, and other entities must not issue regulations on conditions for making business investments.

4) Conditions for making business investments must be appropriate for the objectives in Clause 1 of this Article, ensure transparency, objectivity, not wasting time or money of investors.

5) The conditional business lines and the corresponding conditions shall be posted on the National Company Registration Portal.

6) The Government shall elaborate the announcement and control of conditions for business investments.

#### **Article 8. Amendments to the Lists of banned business lines and the List of conditional business lines**

Depending on the socioeconomic conditions and state management requirements in each period, the Government shall review the banned business lines, conditional business lines and propose amendments to Article 6 and Article 7 to the National Assembly.

## **Chapter II. Investment assurance**

#### **Article 9. Assurance of asset ownership**

1) Lawful assets of investors shall not be nationalized or confiscated by administrative measures.

2) Where an asset is bought or commandeered by the State of reasons of national defense and security, national interests, state of emergency, prevention or recovery of natural disaster, the investor shall be reimbursed or compensated in accordance with regulations of law on property commandeering and relevant regulations of law.

#### **Article 10. Assurance of business investment**

- 1) Investors are not required by the State to satisfy the following requirements:
  - a. Give priority to buying, using domestic goods/services; or only buy, use goods/services provided by Vietnamese producers/service providers;
  - b. Achieve a certain export target; restrict the quantity, value, types of goods/services that are exported or produced/provided in Vietnam;
  - c. Import a quantity/value of goods that is equivalent to the quantity/value of goods exported; or balance foreign currencies earned from export to meet import demands;
  - d. Reach a certain rate of import substitution;
  - dd. Reach a certain level/value of domestic research and development;
  - e. Provide goods/service at a particular location in Vietnam or overseas; g) Have the headquarter situated at a location requested by a competent authority.
- 2) Depending on the orientation of socioeconomic development, foreign exchange management policies, and the ability to balance foreign exchange in each period, the Prime Minister shall decide the assurance of fulfillment of demands for foreign currencies of investment projects the investment policies subject to issuance of decisions on investment policies by the National Assembly, the Prime Minister, and other important projects of investment in infrastructural development.

#### **Article 11. Assurance of transfer of foreign investors' assets to abroad**

After all financial obligations to Vietnamese government are fulfilled, foreign investors are permitted to transfer the following assets to abroad:

1. Capital and liquidations;
2. Income from business investment;
3. Money and other assets under the lawful ownership of the investors.

#### **Article 12. The Government's guarantee for some important projects**

- 1) The Prime Minister shall decide the provision of guarantees for contract execution by competent authorities or state-owned companies participating in investment projects subject to issuance of decisions on investment policies by the National Assembly, the Prime Minister, and other important projects of investment in infrastructural development.
- 2) The Government shall elaborate this Article.

#### **Article 13. Assurance of business investment upon changes of laws**

- 1) Where a new law that provides more favorable investment incentives that those currently enjoyed by investor is promulgated, investors shall enjoy the new incentives for the remaining period of the incentive enjoyment of the project.
- 2) Where a new law that provides less favorable investment incentives that those currently enjoyed by investor is promulgated, investors shall keep enjoying the current incentives for the remaining period of the incentive enjoyment of the project.

3) The regulations in Clause 2 of this Article do not apply if regulations of law are changed for reasons of national defense and security, social order and security, social ethics, public health, or environmental protection.

4) Where an investor is no longer eligible for investment incentives prescribed in Clause 3 of this Article, one or some of the following solutions shall be adopted:

- a. Deduct the damage actually suffered by the investor from the investor's taxable income;
- b. Adjust the objectives of the investment project;
- c. Assist the investor in recovery from damage.

5) With regard to the investment assurance measure in Clause 4 of this Article, the investor shall make a written request within 03 years from the effective date of the new law.

#### **Article 14. Settlement of disputes over business investment**

1) Disputes over business investments in Vietnam shall be settled through negotiation and conciliation. If the dispute settlement cannot be reached through negotiation and conciliation, the dispute shall be resolved by arbitration or by the court in accordance with Clauses 2, 3, and 4 of this Article.

2) Every dispute between a Vietnamese investor and a foreigninvested business organization, or between a Vietnamese investor, a foreigninvested business organization and a regulatory body over business investments within Vietnam's territory shall be settled by Vietnam's arbitration or court, except for the cases in Clause 3 of this Article.

3) Every dispute between investors, one of which is a foreign investor or a business organization defined in Clause 1 Article 23 of this Law, shall be settled by one of the following agencies/organizations:

- a. Vietnam's court;
- b. Vietnam's arbitration;
- c. Foreign arbitration;
- d. International arbitration;
- dd. An arbitral tribunal established by the parties in dispute.

4) Every dispute between a foreign investor and a regulatory body over business investments within Vietnam's territory shall be settled by Vietnam's arbitral tribunal or Vietnam's court, unless otherwise agreed or prescribed by an international agreement to which the Socialist Republic of Vietnam is a signatory.

## **Chapter III. Incentives and support for investment**

### **Section 1. investment incentives**

#### **Article 15. Forms and beneficiaries of investment incentives**

1) Forms of incentives:

- a. Application of a lower rate of corporate income tax for a certain period of time or throughout the project execution; exemption, reduction of corporate income tax;
- b. Exemption or reduction of import tax on goods imported as fixed assets; raw materials, supplies, and parts used for the project;
- c. Exemption, reduction of land rents, land levy.

2) Beneficiaries of investment incentives:

- a. Projects of investment in the business lines given investment incentives specified in Clause 1 Article 16 of this Article;
- b. Investment projects in the administrative divisions given investment incentives specified in Clause 2 Article 16 of this Article;
- c. Any project in which the capital investment is at least VND 6,000 billion, or at least VND 6,000 billion is disbursed within 03 years from the day on which the Certificate of investment registration or decision on investment policies is issued;
- d. Any investment project in a rural area that employ at least 500 workers;
- dd. High-tech companies, science and technology companies, and science and technology organizations.

3) Investment incentives shall be given to new investment projects and expansion projects. The level of each type of incentives shall be specified by regulations of law on taxation and land.

4) Regulations in Points b, c, and d Clause 2 of this Article do not apply to mineral extraction projects; projects to manufacture/sale of goods/services subject to special excise tax according to the Law on special excise tax, except for car manufacturing.

**Article 16. Business lines and administrative divisions given investment incentives**

1) Business lines given investment incentives:

- a. High-tech activities, high-tech ancillary products; research and development;
- b. Production of new materials, new energy, clean energy, renewable energy; productions of products with at least 30% value added; energysaving products;
- c. Production of key electronic, mechanical products, agricultural machinery, cars, car parts; shipbuilding;
- d. Production of ancillary products serving textile and garment industry, leather and footwear industry, and the products in Point c of this Clause;
- dd. Production of IT products, software products, digital contents;
- e. Cultivation, processing of agriculture products, forestry products, aquaculture products; afforestation and forest protection; salt production; fishing and ancillary fishing services; production of plant varieties, animal breads, and biotechnology products;
- g. Collection, treatment, recycling of waste;
- h. Investment in development, operation, management of infrastructural works; development of public passenger transportation in urban areas;



- i. Preschool education, compulsory education, vocational education;
  - k. Medical examination and treatment; production of medicines, medicine ingredients, essential medicines, medicines for prevention and treatment of sexually transmitted diseases, vaccines, biologicals, herbal medicines, orient medicines; scientific research into preparation technology and/or biotechnology serving creation of new medicines;
  - l. Investment in sport facilities for the disabled or professional athletes; protection and development of cultural heritage;
  - m. Investment in geriatric centres, mental health centres, treatment for agent orange patients; care centres for the elderly, the disabled, orphans, street children;
  - n. People's credit funds, microfinance institutions.
- 2) Administrative divisions given investment incentives:
- a. Administrative divisions in disadvantaged area or extremely disadvantaged areas;
  - b. Industrial parks, export processing zones, hi-tech zones, economic zones.
- 3) According to regulations of Clause 1 and Clause 2 of this Article, the Government shall compile and adjust the List of business lines given investment incentives and the List of administrative divisions given investment incentives.

#### **Article 17. Procedures for investment incentives**

- 1) If the project has been granted a Certificate of investment registration, the registry office shall write the investment incentives, bases, and conditions for provision of investment incentives on the Certificate of investment registration.
- 2) If a Certificate of investment registration is not required, the investor shall be given investment incentives if the conditions for investment incentives are satisfied without having to apply for a certificate of investment. In this case, the investor shall determine the investment incentives and follow procedures for investment incentives at the tax authority, finance authority, or customs authority according to the conditions for investment incentives in Article 15 and Article 16 of this Law.

#### **Article 18. Expansion of investment incentives**

The government shall request the National Assembly to decide provision of investment incentives other than those in this Law and other laws when the development of some especially important field or administrative economic units is necessary.

## **Section 2. Investment support**

#### **Article 19. Forms of investment support**

- 1) Forms of investment support:
  - a. Support for development of technical infrastructure, social infrastructure, and beyond the perimeter of the project;
  - b. Support for training and development of human resources;
  - c. Credit support;

d. Support for access to business premises; support for relocation of manufacturing facilities from urban areas; dd) Support for scientific & technological research, technology transfers;

e. Support for market development, information provision; g) Support for research and development.

2) The Government shall specify the form investment support in Clause 1 of this Article which is provided for medium and small companies, hightech companies, science and technology companies, and science and technology organizations, companies investing in agriculture and rural areas, companies investing in education, dissemination of laws, and other beneficiaries in conformity with socio-economic development in each period.

**Article 20. Support for development of infrastructure of industrial parks, exportprocessing zones, hi-tech zones, economic zones**

1) Pursuant to the approved master plan for development of industrial parks, export-processing zones, hi-tech zones, economic zones, ministers, ministerial agencies, the People's Committees of provinces shall make development investment plans and organize the construction of technical infrastructure, social infrastructure beyond industrial parks, exportprocessing zones, hi-tech zones, and specialized sectors of economic zones.

2) The State shall provide support for part of the capital investment in development from the state budget and concessional loan capital in order to synchronously develop the technical infrastructure, social infrastructure within and beyond the perimeter of industrial parks in disadvantaged areas or extremely disadvantaged areas.

3) The State shall provide support for part of the capital investment in development from the state budget, concessional loan capital, and employ other capital mobilization methods to develop the technical infrastructure, social infrastructure in economic zone and hitech zones.

**Article 21. Development of housing, public facilities and amenities for workers in industrial parks, hitch zones, and economic zones**

1) Pursuant to the master plan for development of industrial parks, hi-tech zones, and economic zones approved by competent authorities, the People's Committees of provinces shall make planning and prepare land for development of housing, public facilities and amenities for workers in industrial parks, hi-tech zones, and economic zones.

2) If there are difficulties in provision of land for development of housing, public facilities and amenities for workers in industrial parks, hi-tech zones, and economic zones, competent authorities shall adjust industrial park planning in order to use part of the land area for development of housing, public facilities and amenities.

## **Chapter IV. Investment in Vietnam**

### **Section 1. Forms of investment**

**Article 22. Investment in establishment of a business organization**

1) Investors may establish business organizations in accordance with law. Before establishing a business organization, the foreign investor must have an investment project and apply for a Certificate of investment registration following the procedures in Article 37 of this Law, and satisfy the following conditions:

a. The investor's charter capital satisfies the requirements in Clause 3 of this Article;

b. The form of investment, operating scope, Vietnamese partners, and other aspects are conformable with the international agreements to which the Socialist Republic of Vietnam is a signatory.

2) Every foreign investor shall execute the investment project via a business organization established in accordance with Clause 1 of this Article, except for the case in which investment is made by contributing capital, buying shares, buying capital contributions, or making investments under contracts.

3) Foreign investors may own an indefinite amount of charter capital invested in business organizations, except for the following cases:

a. The holdings of the foreign investors at listed companies, public companies, securities-trading organizations, and securities investment funds are conformable with regulations of law on securities;

b. The holdings of the foreign investors at state-owned companies that have been equitized or converted are conformable with regulations of law on equitization and conversion of state-owned companies;

c. With regard to holdings of the foreign investors in other cases than those mentioned in Point a and Point b of this Clause, relevant regulations of law and the international agreements to which the Socialist Republic of Vietnam is a signatory shall apply.

#### **Article 23. Investments made by foreign-invested business organizations**

1) When establishing business organizations, contributing capital, buying shares or capital contributions of business organizations; making investments under business cooperation contracts in one of the following cases, the foreign investor must satisfy the conditions and follow investment procedures applied to foreign investors:

a. 51% of charter capital or more is held by foreign investors, or the majority of the general partners are foreigners if the business organization is a partnership;

b. 51% of charter capital or more is held by the business organizations mentioned in Point a of this Clause;

c. 51% of charter capital or more is held by foreign investors and the business organizations mentioned in Point a of this Clause.

2) Foreign-invested business organizations in other cases than those mentioned in Points a, b, and c of this Clause shall satisfy conditions and follow investment procedures applied to Vietnamese investors when establishing business organization, when making investment by contributing capital, buying shares, buying capital contribution of business organizations, when making investments under business cooperation contracts.

3) If a foreign-invested business organization that is established in Vietnam has a new investment project, procedures for such investment project shall be followed without having to establish a new business organization.

4) The government shall specify the procedures for establishing business organizations to execute investment projects of foreign investors and foreign-invested business organizations.

#### **Article 24. Making investment by contributing capital, buying shares, or buying capital contributions of business organizations**

- 1) Investors are entitled to contribute capital, buy shares, or buy capital contributions of business organizations.
- 2) Foreign investors making investment by contributing capital, buying shares, buying capital contribution of business organizations shall comply with regulations in Article 25 and Article 26 of this Law.

**Article 25. Methods and conditions for making capital contributions to business organizations, buying shares or capital contributions of business organizations**

- 1) Foreign investors may contribute capital to business organizations in the following manners:
  - a. Buy shares of jointstock companies through IPOs or additional issuance;
  - b. Contribute capitals to limited liability companies and partnerships;
  - c. Contribute capital to other business organizations not mentioned in Point a and Point b of this Clause.
- 2) Foreign investors shall buy shares or capital contributions of business organization in the following manners:
  - a. Buy shares of jointstock companies from the companies or their shareholders;
  - b. Buy capital contributions to limited liability companies by their members and become members of limited liability companies;
  - c. Buy capital contributions to partnerships by partners and become partners;
  - d. Buy capital contributions to business organizations other than those mentioned in Points a, b, and c of this Clause from their members.
- 3) The contribution of capital, purchase of shares or capital contributions of foreign investors in the manners in Clause 1 and Clause 2 of this Article must satisfy the conditions in Point a and Point b Clause 1 Article 22 of this Law.

**Article 26. Procedures for making investment by contributing capital, buying shares, or buying capital contributions**

- 1) An investor shall follow the register the capital contribution, purchase of shares, or capital contributions in the following cases:
  - a. The investor contributes capital, buy shares or capital contributions of business organizations engaged in business lines subject to conditions applied to foreign investors.
  - b. 51% of charter capital of the business organization or more is held by foreign investors and/or business organizations mentioned in Clause 1 Article 23 of this Law after the capital is contributed, or shares/capital contributions are purchased.
- 2) An application for registration of capital contribution or purchase of shares/capital contribution:
  - a. A written for registration of capital contribution or purchase of shares/capital contributions, which specify information about the business organization to which investment is made; the holding of the foreign investor after making investment;

b. A copy of the ID card or passport (if the investor is an individual); a copy of the Certificate of establishment or an equivalent paper that certifies the legal status of the investor (if the investor is an organization).

3) Procedures for registration of capital contribution or purchase of shares/capital contributions:

a. The investor shall submit the application prescribed in Clause 2 of this Article at the Service of Planning and Investment of the province where the headquarter of the business organization is situated;

b. If the contribution of capital, purchase of shares/capital contributions satisfies the conditions in Point a and Point b Clause 1 Article 22 of this Law, the Service of Planning and Investment shall send a written notification to the investor within 15 days from the day on which the satisfactory application is received in order for the investor to follow procedures for changing shareholders/members as prescribed by law. If conditions are not satisfied, the Service of Planning and Investment shall notify the investor in writing and provide explanation.

4) Investors other than those mentioned in Clause 1 of this Article shall follow procedures for changing shareholders/members as prescribed by law when contributing capital, buying shares/capital contributions of business organizations. If such investors wish to register the capital contribution or purchase of shares/capital contributions, regulations in Clause 3 of this Article shall be followed.

#### **Article 27. Investment under PPP contracts**

1) Investors and project management companies shall sign PPP contracts with competent authorities to execute an investment project to build new infrastructural works, to improve, upgrade, expand, manage, and operate infrastructural works, or to provide public services.

**2) The Government shall specify the fields, conditions, and procedures for executing investment projects under PPP contracts.**

#### **Article 28. Investment under business cooperation contracts**

1) Business cooperation contracts signed between Vietnamese inventors are executed in accordance with civil laws.

2) Procedures for issuance of Certificates of investment registration in Article 37 of this Law shall apply to business cooperation contracts signed between a Vietnamese investor with a foreign investor, or between foreign investors.

3) Parties to a business cooperation contract shall establish a steering board to execute BBC. Functions, tasks, powers of the steering board shall be agreed by the parties.

#### **Article 29. Contents of a business cooperation contract**

1) A business cooperation contract shall contain:

a. Names, addresses, authorized representatives of parties to the contract; business address or project address;

b. Objectives and scope of business;

c. Contributions by parties to the contract and distribution of profits;

d. Schedule and duration of the contract;

- e. Rights and obligations of parties to the contract;
  - f. Adjustment, transfer, termination of contracts;
  - g. Responsibilities for breaches of contract; method of dispute settlement.
- 2) During the execution of a business cooperation contract, parties may reach an agreement on using assets derived from the business cooperation to establish a company in accordance with regulations of law on companies.
- 3) Parties to a business cooperation contract may reach other agreements that do not contravene law.

## **Section 2. Procedures for decision on investment policies**

### **Article 30. The National Assembly's authority to issue decisions on investment policies**

Except for the projects subject to issuance of decisions on investment policies by the National Assembly according to regulations of law on public investment, the National Assembly shall issue decisions on investment policies of the following projects:

1. Projects that have significant effects on the environment or potentially have seriously affect the environment, including:
  - a. Nuclear power plants;
  - b. Projects that change purposes of land in national parks, wildlife sanctuaries, landscape sanctuaries, experimental forests of 50 hectares or larger; headwaters protective forests of 50 hectares or larger; protection forests meant for protection against wind, sand, waves, land reclamation, environmental protection of 500 hectares or larger, production forests of 1,000 hectares or above;
2. Projects that change purposes of land meant for rice cultivation with two or more crops of 500 hectares or larger;
3. Projects that require relocation of 20,000 people or more in highlands; 50,000 people or more in other areas;
4. Projects that require special policies decided by the National Assembly.

### **Article 31. The Prime Minister's authority to issue decisions on investment policies**

Except for the projects subject to issuance of decisions on investment policies by the Prime Minister according to regulations of law on public investment and the projects mentioned in Article 30 of this Law, the Prime Minister shall issue decisions on investment policies of the following projects: 1. The following projects regardless of capital sources:

- a. Projects that require relocation of 10,000 people or more in highlands; 20,000 people or more in other areas;
- b. Construction and operation of airports; air transport;
- c. Construction and operation of national seaports;
- d. Petroleum exploration, extraction, and refinery; dd) Betting and casino services;

- e. Cigarette production;
  - f. Development of infrastructure of industrial parks, export processing zones, and specialized sectors in economic zone;
  - g. Construction and operation of golf courses;
2. Projects not mentioned in Clause 1 of this Article in which investment is VND 5 billion or above;
  3. Projects of investment of foreign investors in sea transport, provision of telecommunications services with network infrastructure; afforestation, publishing, journalism, establishment of wholly foreign invested science and technology organizations or science and technology companies;
  4. Other projects subject to issuance of decisions on investment policies by the Prime Minister as prescribed by law.

**Article 32. Authority to issue decisions on investment policies of the People's Committees of provinces**

- 1) Except for the projects subject to issuance of decisions on investment policies by the People's Committee of the provinces according to regulations of law on public investment and the projects mentioned in Article 30 and Article 31 of this Law, the People's Committees of provinces shall issue decisions on investment policies of the following projects:
  - a. Projects that use land allocated or leased out by the State without auction or bidding or transfer; projects that require changes of land purposes;
  - b. Projects that use technologies on the List of technologies restricted from transfer prescribed by regulations of law on technology transfers.
- 2) The investment policies of investment projects in Point a Clause 1 of this Article executed at industrial parks, export processing zones, hitech zones, and economic zones in conformity with planning approved by competent authorities are not subject to approval of the People's Committees of provinces.

**Article 33. Documents and procedures for decision on investment policies by the People's Committees of provinces**

- 1) A project dossier consists of:
  - a. A written request for permission for execution of the investment project;
  - b. A copy of the ID card or passport (if the investor is an individual); a copy of the Certificate of establishment or an equivalent paper that certifies the legal status of the investor (if the investor is an organization).
  - c. An investment proposal that specifies: investor(s) in the project, investment objectives, investment scale, investment capital, method of capital rising, location and duration of investment, labor demand, requests for investment incentives, assessment of socio-economic effects of the project;
  - d. Copies of any of the following documents: financial statements of the last two years of the investor; commitment of the parent company to provide financial support; commitment of a financial institutions to provide financial support; guarantee for investor's financial capacity; description of investor's financial capacity;

dd. Demand for land use; if the project does not use land allocated, leased out by the State, or is not permitted by the State to change land purposes, then a copy of the lease agreement or other documents certifying that the investor has the right to use the premises to execute the project shall be submitted;

e. Explanation for application of technologies to the project mentioned in Point b Clause 1 Article 32 of this Law, which specifies: names of technologies, origins, technology process diagram, primary specifications, conditions of machinery, equipment and primary technological line;

g. The business cooperation contract (if the project is executed under a business cooperation contract).

2) The investor shall submit the dossier specified in Clause 1 of this Article to the registry office.

Within 35 days from the day on which the project dossier is received, the registry office shall notify the investor of the result.

3) Within 03 working days from the day on which the satisfactory dossier is received, the registry office shall send written requests for opinions from the regulatory agencies as prescribed in Clause 6 of this Article.

4) Within 15 days from the receipt of the project dossier, the inquired agencies shall send written responses to the registry office.

5) The land authority shall provide copies of maps, the planning authority shall provide information about planning as the basis for making appraisal as prescribed in this Article within 05 working days from the receipt of the registry office's request.

6) Within 25 days from the day on which the investment project dossier is received, the registry office shall make and submit an appraisal report to the People's Committee of the province. The report shall contain:

a. Information about the project: information about the investor, objectives, scale, location, and duration of the project;

b. Assessment of the foreign investor's fulfillment of investment conditions (if any);

c. Assessment of conformity of the investment project with the master socio-economic development planning, industrial planning, and land planning; assessment of socio-economic effects of the project;

d. Assessment of investment incentives and fulfillment of conditions for investment incentives (if any); dd) Assessment of legal basis of investor's rights to use investment premises If a request for allocation of land, lease of land, or change of land purposes is made, the investor's fulfillment of conditions for using land, land allocation, land lease, and change of land purposes shall be assessed in accordance with regulations of law on land;

e. Assessment of technologies applied to the investment project (if the project is one of those mentioned in Point b Clause 1 Article 32 of this Law).

7) Within 07 working days from the receipt of the project dossier and appraisal report, the People's Committee of the province shall issue the decision on investment policies. In case of rejection, a written response providing explanation shall be made.



8) The decision on investment policies made by the People's Committee of the province shall specify:

- a. Name of the investor in the project;
- b. Name, objectives, scale, investment capital, and duration of the project;
- c. Location of the project;
- d. Schedule for project execution: schedule for capital contribution and capital raising; schedule for infrastructural development and inauguration (if any); schedule of each stage (if the project is divided into multiple stages); dd) Applied technologies;
- e. Investment incentives, support, and conditions (if any); g) Effective period of the decision on investment policies.

9) The government shall specify the documents and procedures for appraising investment projects of which investment policies are decided by the People's Committees of provinces.

**Article 34. Documents and procedures for decision of investment policies by the Prime Minister**

1) The investor shall submit the project dossier to the local registry office. The dossier consists of:

- a. The documents mentioned in Clause 1 Article 33 of this Law;
- b. Land clearance and relocation plan (if any);
- c. Preliminary assessment of environmental impacts and environmental protection measures;
- d. Assessment of socio-economic effects of the project.

2) Within 03 working days from the day on which the satisfactory dossier is received, the registry office shall send it to the Ministry of Planning and Investment and send written requests for opinions from the regulatory agencies as prescribed in Clause 6 of this Article.

3) Within 15 days from the receipt of the request, the inquired agencies shall send written responses to the registry office and the Ministry of Planning and Investment.

4) Within 25 days from the day on which the project dossier is received, the registry office request the People's Committee of the province to appraise the project dossier and send it to the Ministry of Planning and Investment.

5) Within 15 days from the receipt of the documents mentioned in Clause 4 of this Article, the Ministry of Planning and Investment shall appraise the project dossier and make an appraisal reports as prescribed in Clause 5 Article 33 of this Article, the request the Prime Minister to issue decisions on investment policies.

6) The Prime Minister shall consider deciding investment policies as prescribed in Clause 8 Article 33 of this Law.

7) The government shall specify the documents and procedures for appraising investment projects of which investment policies are decided by the Prime Minister.

**Article 35. Documents and procedures for issuance of decision on investment policies by the National Assembly**

1) The investor shall submit the dossier to the local registry office. The dossier consists of:

- a. The documents mentioned in Clause 1 Article 33 of this Law;
- b. Land clearance and relocation plan (if any);
- c. Preliminary assessment of environmental impacts and environmental protection measures;
- d. Assessment of socio-economic effects of the project; dd) Proposed special policies (if any).

2) Within 03 working days from the day on which the satisfactory dossier is received, the registry office shall send the project dossier to the Ministry of Planning and Investment, and then the Ministry of Planning and Investment shall send a report to the Prime Minister and request an establishment of an Appraisal Council.

3) Within 90 days from its establishment, the Appraisal Council shall appraise the project dossier and make a report in accordance with Clause 5 Article 33 of this Law, then submit it to the Prime Minister.

4) At least 60 days before the opening of the General Meeting of the National Assembly, the Government shall submit the decision on investment policies to the agency in charge of appraisal of the National Assembly.

5) The decision on investment policies shall be enclosed with:

- a. The Government's report;
- b. The project dossier prescribed in Clause 1 of this Article;
- c. The appraisal report made by the Appraisal Council;
- d. Relevant documents.

6) Appraisal contents:

- a. Fulfillment of the criteria for identification of a project subject to issuance of decisions on investment policies by the National Assembly;
- b. Necessity of the project;
- c. Conformity of the project with the master socioeconomic development planning, industrial planning, and land and other resources planning;
- d. Objectives, scale, location, time, schedule for project execution; demand for land use, land clearance and relocation plan, selection of primary technologies, environmental protection solutions;
- dd. Capital investment and capital raising plan;
- e. Assessment of socioeconomic effects;
- g. Special policies; Investment incentives, support, and conditions (if any).

7) The Government and relevant entities are responsible for providing sufficient information and documents serving the appraisal; provide explanation for the project contents at the request of the agency in charge of appraisal of the National Assembly.

8) The National Assembly shall consider passing a Resolution on investment policies, which consists of:

- a. Name of the investor in the project;
  - b. Name, objectives, scale, investment capital, duration of the project, capital contribution and capital raising schedule;
  - c. Location of the project;
  - d. Schedule of the project: schedule of infrastructural development and inauguration (if any); schedule of achievements of primary targets and items; targets, duration, and operations of each stage (if the project is divided into multiple stages);
  - dd. Applied technologies;
  - e. Special policies; Investment incentives, support, and conditions (if any); g) Effective period of the Resolution on investment policies.
- 9) The Government shall specify documents and procedures for appraisal of project dossiers by Appraisal Council.

## **Section 3. Procedures for issuance, adjustment, and revocation of certificate of investment registration**

### **Article 36. Cases in which the Certificate of investment registration is required**

- 1) The Certificate of investment registration is required in the following cases:
- a. Investment projects of foreign investors;
  - b. Investment projects of the business organizations mentioned in Clause 1 Article 23 of this Article.
- 2) Cases in which the Certificate of investment registration is not required:
- a. Investment projects of Vietnamese investors;
  - b. Investment projects of the business organizations mentioned in Clause 2 Article 23 of this Article;
  - c. Investment is made by contributing capital, buying shares, or buying capital contributions of business organizations.
- 3) Vietnamese investors and the business organizations mentioned in Clause 2 Article 23 of this Article shall execute the projects mentioned in Article 30, Article 31, and Article 32 of this Law after their investment policies are decided.
- 4) Any investor that wishes to obtain a Certificate of investment registration for a project prescribed in Point a or Point b Clause 2 of this Article shall follow the procedures in Article 37 of this Article.

### **Article 37. Procedures for issuance of Certificate of investment registration**

- 1) If the project is subject to issuance of a decision on investment policies as prescribed in Article 30, Article 31, and Article 32 of this Law, the registry office shall issue the Certificate of investment registration to the investor within 05 working days from the receipt of the decision on investment policies.

2) If the project is not subject to issuance of a decision on investment policies as prescribed in Article 30, Article 31, and Article 32 of this Law, the investor shall follow the procedures below:

- a. The investor shall submit the documents mentioned in Clause 1 Article 33 of this Law to the registry office;
- b. Within 15 days from the receipt of sufficient documents, the registry office shall issue the Certificate of investment registration. In case of rejection, the investor must be notified in writing and provided with explanation.

**Article 38. Competence to issue, adjust, and revoke Certificates of investment registration**

- 1) Management boards of industrial parks, export processing zones, hi-tech zones, economic zones shall receive, issue, adjust, and revoke Certificates of investment registration of the investment projects located therein.
- 2) The Services of Planning and Investment shall zones shall receive, issue, adjust, and revoke Certificates of investment registration of the investment projects outside industrial parks, export processing zones, hi-tech zones, economic zones, except for the case in Clause 3 of this Article.
- 3) The Service of Planning and Investment of the province where the investor intends to place the head office or operating office to execute the investment project shall receive, issue, adjust, and revoke Certificates of investment registration of:
  - a. Any investment project that spreads over multiple provinces;
  - b. Any investment project executed both inside and outside industrial parks, export processing zones, hi-tech zones, and economic zones;

**Article 39. Contents of Certificate of investment registration**

- 1) Code of the project.
- 2) Name and address of the investor.
- 3) Name of the project.
- 4) Location and area of the project.
- 5) Objectives and scale of the project.
- 6) Capital investment in the project (including the investor's capital and raised capital), capital contribution and capital raising schedule.
- 7) Duration of the project.
- 8) Project execution schedule: schedule of infrastructural development and inauguration (if any); schedule of achievements of primary targets and items; targets, duration, and operations of each stage (if the project is divided into multiple stages);
- 9) Investment incentives, support, and conditions (if any).
- 10) Conditions applied to the investor (if any).

**Article 40. Adjusting the Certificate of investment registration**

- 1) When the Certificate of investment registration has to be adjusted, the investor shall follow the procedures for adjusting the Certificate of investment registration.
- 2) An application for adjustment to the Certificate of investment registration consists of:
  - a. A written request for adjustment to the Certificate of investment registration;
  - b. A report on project execution up to the date of project adjustment;
  - c. A decision on adjustments to the investment project;
  - d. Documents mentioned in Points b, c, d, dd and e Clause 1 Article 33 of this Article relevant to the adjustments.
- 3) Within 10 working days from the day on which the satisfactory application is received as prescribed in Clause 1 of this Article, the registry office shall adjust the Certificate of investment registration. In case of rejection, the investor must be notified in writing and provided with explanation.
- 4) If the project is subject to issuance of a decision on investment policies, the registry office shall follow the procedures for issuance of a decision on investment policies before adjusting the Certificate of investment registration if the adjustments are pertaining to the objectives, targets, primary technologies of the project, increase or decrease of capital investment by more than 10%, project duration, changes of investors or conditions applied to investors (if any).
- 5) If the adjustment to the Certificate of investment registration makes the project subject to issuance of a decision on investment policies, the registry office shall follow the procedures for issuance of a decision on investment policies before adjusting the Certificate of investment registration.

#### **Article 41. Revoking the Certificate of investment registration**

- 1) The registry office shall revoke the Certificate of investment registration in case a project is terminated as prescribed in Clause 1 Article 48 of this Law.
- 2) The Government shall specify the procedures for revoking the Certificate of investment registration.

## **Section 4. Project execution**

#### **Article 42. Assurance of project execution**

- 1) The investor shall pay a deposit for assurance of project execution if his/her project uses land allocated or leased out by the State, or is permitted by the State to change land purposes.
- 2) The deposit is equal to 1% 3% of the capital investment, depending on the scale, characteristics, and execution schedule of the project.
- 3) The deposit shall be returned to the investor according to the project schedule, except for the case in which it is not returned.
- 4) The Government shall elaborate this Article.

#### **Article 43. Durations of investment projects**

- 1) The duration of an investment project inside an economic zone shall not be longer than 70 years.
- 2) The duration of an investment project in outside an economic zone shall not be longer than 50 years. The duration of a project in an disadvantaged area or extremely disadvantaged area or a project with slow rate of capital recovery may be longer but not extending 70 years.
- 3) If a project uses land allocated or leased by the State, but the transfer of land is delayed, the delay shall not be included in the project duration.

**Article 44. Assessment of machinery, equipment and technological line**

- 1) The investor is responsible for quality of machinery, equipment and technological line used for the project as prescribed by law.
- 2) Where it is necessary for state management of science and technology or determination of tax basis, competent regulatory bodies shall request independent assessment of quality and value of machinery, equipment and technological line.

**Article 45. Project transfer**

- 1) The investor is entitled to transfer part or all of the project to another investor when the following conditions are satisfied:
  - a. The project is not terminated in the cases as prescribed in Clause 1 Article 48 of this Law;
  - b. Investment conditions applied to foreign investors are satisfied in case the foreign investor receives a project of investment in conditional business lines;
  - c. Regulations of law on law, real estate trading is complied with if the project transfer is associated with transfer of land;
  - d. Conditions in the Certificate of investment registration or relevant regulations of law are complied with.
- 2) Where transferring a project subject to issuance of the Certificate of investment registration, the investor shall submit the documents mentioned in Clause 1 Article 33 of this Law and the project transfer contract in order to change the investor.

**Article 46. Extension of project schedule**

- 1) If the Certificate of investment registration or decision on investment policies has been issued, the investor shall submit written proposals to the registry office when extending the capital contribution schedule, construction schedule, and inauguration schedule (if any); schedule for target achievements.
- 2) Contents of the proposal:
  - a. The progress of the project and fulfillment of financial obligation to the State since the issuance of the Certificate of investment registration or decision on investment policies up to the extension date;
  - b. Explanation and length of extension;
  - c. Plan for carrying on the project, including capital contribution plan, infrastructural development schedule, and inauguration schedule;
  - i. The investor's commitment to carry on the project.

- 3) The extension shall not exceed 24 months. In force majeure events, the time for recovery shall not be included in the extension.
- 4) Within 15 days from the receipt of the proposal, the registry office shall offer its opinions in writing.

**Article 47. Project suspension and termination**

- 1) When suspending the project, the investor must notify the registry office in writing. If the project has to be suspended in a force majeure event, the investor shall be exempt from paying land rents for the suspension period, which is necessary for recovery from the event.
- 2) The investment authority shall decide to suspend part or all of the project in the following cases:
  - a. For protection of historical remains, relics, antiques, national treasures according to the Law on Cultural heritage;
  - b. For environmental recovery at the request of a environment authority;
  - c. For implementation of occupational safety measures at the request of an labor authority;
  - d. The project is suspended under the decision or judgment of the court or arbitral tribunal;
  - dd. The investor fails to adhere to the Certificate of investment registration and recommits administrative violations after incurring penalties.
- 3) The Prime Minister shall decide to suspend part or all of a project if the project execution threatens to affect national security at the request of the Ministry of Planning and Investment.

**Article 48. Project termination**

- 1) A project shall be terminated in the following cases:
  - a. The investor decides to terminate the project;
  - b. The project has to be terminated according to the regulations of the contract or company's charter;
  - c. The project duration is over;
  - d. The investor fails to overcome the difficulties that lead to project suspension in the cases mentioned in Clause 2 and Clause 3 Article 47 of this Law;
  - dd. The land of the project is withdrawn by the State, or the investor is not permitted to keep using the premises and fails to complete procedures for change of project location within 06 months from the day on which the decision on land/premises withdrawal is issued;
  - e. The registry office cannot contact the investor or the investor's legal representative after 12 months from the date of suspension of the project;
  - g. The investor fails to execute or is not able to execute the project according to the schedule registered with the registry office and is not permitted to extend the project execution schedule as prescribed in Article 46 of this Law;
  - h. The project is terminated under a decision of the Court or arbitral tribunal.
- 2) The registry office shall decide project termination in the cases mentioned in Points d, dd, e, g, and h Clause 1 of this Article.

3) The investor shall liquidate the project in accordance with regulations of law on asset liquidation when terminating the project.

4) In case the project land is withdrawn by the State but the investor fails to liquidate assets on land within 12 months from the withdrawal date, the agency that issues the decision on land withdrawal shall liquidate such assets.

**Article 49. Establishment of foreign investor's operating office under business cooperation contract**

1) Foreign investors under a business cooperation contract may establish an operating office in Vietnam to execute the contract. The location of the operating office shall be decided by the foreign investors.

2) The operating office of a foreign investor in a business cooperation contract has its own seal; the foreign investor may open an account, hire employees, sign contracts, and do business under the business cooperation contract and Certificate of registration of operating office.

3) The foreign investor shall submit the application for registration of operating office to the registry office where the operating office is intended to be located.

4) An application consists of:

a. An application form which specifies the name and address of the representative office in Vietnam (if any) of the foreign investor; name, address of the operating office; contents, duration, and operating scope of the operating office; full name, residence, ID number or passport number of the head of the operating office;

b. The foreign investor's decision to establish an operating office;

c. A copy of the decision to appoint the head of the operating office;

d. A copy of the business cooperation contract.

5) Within 15 working days from the receipt of the application prescribed in Clause 4 of this Article, the registry office shall issue the Certificate of registration of operating office to the foreign investor.

**Article 50. Shutdown of foreign investor's operating office under business cooperation contracts**

1. Within 07 working days from the day on which the decision to shut down the operating office is issued, the foreign investor shall send a folder to the registry office where the operating office is located.

2. The folder consists of:

a. A decision to shut down the operating office ahead of schedule;

b. A list of creditors and settled debts;

c. A list of employers and employers' benefits provided;

d. A tax authority's certification of fulfillment of tax liability;

dd. A social insurance authority's certification of fulfillment of social insurance obligations;

e. A police authority's certification of seal destruction;

g. The certificate of operating office registration;



h. A copy of the Certificate of investment registration;

i. A copy of the business cooperation contract.

3) Within 15 working days from the day on which sufficient documents, the registry office shall issue the decision to shut down the operating office.

## **Chapter V. Outward investment**

### **Section 1. General provisions**

#### **Article 51. Rules for making outward investments**

1) Investors are encouraged by the State to make outward investment in order to expand the market, improve the export of goods/services, and receipt of foreign currencies; improve access to modern technologies, raise the managerial capability and develop resources for socio-economic development.

2) Investors making overseas investments shall comply with this Law, other regulations of law, laws of the countries or territories in which investments are made (hereinafter referred to as host countries), and the international agreements to which the Socialist Republic of Vietnam is a signatory, and take responsibility for overseas investments they make.

#### **Article 52. Forms of outward investment**

1) Outward investments in the following forms:

a. Establishing a business organization in accordance with the law of the host country;

b. Execute a business cooperation contract overseas;

c. Purchase part or all of charter capital of an overseas business organization to participate in the management and business investment overseas;

d. Trading in securities, valuable papers, or making investments via securities investment funds and other intermediate financial institutions overseas;

dd. Other forms of investments prescribed by law of the host country.

2) The Government shall elaborate the forms of investments mentioned in Point d Clause 1 of this Article.

#### **Article 53. Sources of capital for outward investment**

1) The investor shall invest and raise capital to make investments overseas. Conditions and procedures for taking foreign currency loans and transferring foreign currency capital must comply with regulations of law on banking, credit institutions, and foreign currency management.

2) According to targets of monetary policies, foreign currency management policies in each period, the State bank of Vietnam shall promulgate regulations on credit institutions and branches of foreign banks in Vietnam that grant foreign currency loans as prescribed in Clause 1 of this Article to make outward investment.

## Section 2. Procedures for decision of outward investment policies

### Article 54. Competence to issue decisions on outward investment policies

- 1) The National Assembly shall issue decisions on outward investment policies of:
  - a. Projects with outward investment capital of VND 20,000 billion or above;
  - b. Projects that require special policies decided by the National Assembly.
- 2) Except for the cases in Clause 1 of this Article, the Prime Minister shall issue decisions on outward investment policies of:
  - a. Banking, insurance, securities, journalism, broadcasting, and telecommunications projects with outward investment capital of VND 400 billion or above;
  - b. Projects not mentioned in Clause a of this Article with outward investment capital of VND 800 billion or above.

### Article 55. Documents and procedures for The Prime Minister to issue decisions on outward investment policies

- 1) The investor shall submit the project dossier to the Ministry of Planning and Investment. The dossier consists of:
  - a. An outward investment registration form;
  - b. A copy of the ID card or passport (if the investor is an individual); a copy of the Certificate of establishment or an equivalent paper that certifies the legal status of the investor (if the investor is an organization).
  - c. Project proposals: objectives, scale, form, and location of the project; initial capital, capital raising plan, capital structure, project execution schedule, investment stages (if any); and preliminary analysis of the project effectiveness;
  - d. Copies of any of the documents proving the investor's financial capacity: financial statements of the last two years of the investor; commitment of the parent company to provide financial support; commitment of a financial institution to provide financial support; guarantee for investor's financial capacity; other documents proving the investor's financial capacity; dd) A commitment to balance foreign currency sources, or a commitment of a permitted credit institution to provide foreign currencies for the investor;
  - e. The decision on outward investment as prescribed in Clause 1 and Clause 2 Article 57 of this Law; g) With regard to a project of outward investment in banking, securities, science and technology, the investor shall submit a written certification of the investor's fulfillment of conditions for outward investment issued by a competent authority in accordance with the Law on credit institutions, the Law on Securities, the Law on science and technology, and the Law on Insurance Business.
- 2) Within 03 working days from the day on which the project dossier is received, the Ministry of Planning and Investment shall send the dossier to relevant regulatory bodies for opinions.
- 3) Within 15 days from the receipt of the project dossier, the inquired agencies shall offer their opinions.

4) Within 30 days from the day on which the project dossier is received, the Ministry of Planning and Investment shall carry out an appraisal and submit a report to the Prime Minister. The report shall contain:

- a. Conditions for issuance of the Certificate of registration of outward investment prescribed in Article 58 of this Law;
- b. The investor's legal status;
- c. Necessity of the outward investment;
- d. Conformity of the project with Clause 1 Article 51 of this Law;
- dd. Project contents: scale, form of investment, location, duration, execution schedule, capital, and capital sources;
- e. Reassessment of risks at the host country.

5) The Prime Minister shall consider deciding outward investment policies, including:

- a. The investor;
- b. Objectives and location of the project;
- c. Capital and capital sources; capital contribution and capital raising schedule; overseas investment schedule;
- d. Investment incentives and support (if any).

**Article 56. Documents and procedures for National Assembly to issue decisions on outward investment policies**

1) The investor shall submit the documents mentioned in Clause 1 Article 55 of this Law to the Ministry of Planning and Investment.

2) Within 05 working days from the day on which the satisfactory dossier is received, the Ministry of Planning and Investment shall request the Prime Minister to establish an Appraisal Council.

3) Within 90 days from its establishment, the Appraisal Council shall carry out an appraisal and make a report in accordance with Clause 4 Article 55 of this Law.

4) At least 60 days before the opening of the General Meeting of the National Assembly, the Government shall submit the decision on outward investment policies to the agency in charge of appraisal of the National Assembly. The dossier consists of:

- a. The Government's report;
- b. The project dossier prescribed in Clause 1 Article 55 of this Law;
- c. The appraisal report made by the Appraisal Council;
- d. Relevant documents.

5) The National Assembly shall consider passing a Resolution on outward investment policies, the contents of which are specified in Clause 5 Article 55 of this Law.

## **Section 3. Procedures for issuance, adjustment, and revocation of certificate of outward investment registration**

### **Article 57. Competence to decide outward investment**

- 1) Stateowned companies shall decide outward investments in accordance with regulations of law on management and investment of state capital in other businesses.
- 2) Outward investment in cases other than those specified in Clause 1 of this Article shall be decided by investors in accordance with this Law, Company law, and relevant regulations of law.
- 3) The investor and the agency that represents state capital at other businesses mentioned in Clause 1 and Clause 2 of this Article shall be responsible for the decision on outward investment.

### **Article 58. Requirements for issuance of Certificate of registration of outward investment**

- 1) The outward investment must comply with the rules in Article 51 of this Law.
- 2) The outward investment is not made in the banned business lines as prescribed in Article 6 of this Law.
- 3) The investor or a permitted credit institution has made a commitment to prepare foreign currencies or outward investment; if a capital in foreign currency of at least VND 20 billion is transferred overseas and does not belong to the project as prescribed in Article 54 of this Law, the Ministry of Planning and Investment shall request the State bank of Vietnam to provide opinions in writing.
- 4) There is a decision on outward investment as prescribed in Clause 1 and Clause 2 Article 57 of this Law.
- 5) There is a certification of the investor's fulfillment of tax obligation up to the date of submission of the project dossier.

### **Article 59. Procedures for issuance of Certificate of registration of outward investment**

- 1) If the project is subject to the issuance of a decision on outward investment policies, the Ministry of Planning and Investment shall issue the Certificate of outward investment registration to the investor within 05 working days from the day on which the decision on investment policies is received.
- 2) If cases other than the case in Clause 1 of this Article, the investor shall submit an application for Certificate of investment registration to the Ministry of Planning and Investment. The application consists of:
  - a. An outward investment registration form;
  - b. A copy of the ID card or passport (if the investor is an individual); a copy of the Certificate of establishment or an equivalent paper that certifies the legal status of the investor (if the investor is an organization).
  - c. The decision on outward investment as prescribed in Clause 1 and Clause 2 Article 57 of this Law;

d. A commitment to balance foreign currency sources, or a commitment of a permitted credit institution to provide foreign currencies for the investor as prescribed in Clause 3 Article 58 of this Law;

dd. With regard to a project of outward investment in banking, securities, science and technology, the investor shall submit a written certification of the investor's fulfillment of conditions outward investment issued by a competent authority in accordance with the Law on credit institutions, the Law on Securities, the Law on science and technology, and the Law on Insurance Business.

3) Within 15 working days from the receipt of the application prescribed in Clause 1 of this Article, the Ministry of Planning and Investment shall issue the Certificate of outward investment registration. If the application is rejected, the investor must be notified in writing and provided with explanation.

4) The government shall elaborate the procedures for appraisal of outward investment projects; issuance, adjustment, invalidation of the Certificate of outward investment registration.

#### **Article 60. Contents of Certificate of registration of outward investment**

- 1) Code of the investment project.
- 2) Name and address of the investor.
- 3) Name of the investment project.
- 4) Objectives and location of the project.
- 5) Capital and capital sources; capital contribution and capital raising schedule; overseas investment schedule;
- 6) Rights and obligations of the investor.
- 7) Incentives and support (if any).

#### **Article 61. Adjusting Certificate of registration of outward investment**

1) Where it is necessary to make changes to an outward investment project in terms of the investor, location, objectives, scale, capital, capital sources, investment schedule, investment incentives, use of profit for overseas project execution, the investor shall submit an application for adjustments to the Certificate of outward investment registration to the Ministry of Planning and Investment.

2) An application for adjustments to Certificate of registration of outward investment consists of:

- a. A written request for adjustments to the Certificate of outward investment registration;
- b. A copy of the ID card or passport (if the investor is an individual); a copy of the Certificate of establishment or an equivalent paper that certifies the legal status of the investor (if the investor is an organization).
- c. A report on operation of the project up to the date of submission of the application for adjustments to Certificate of registration of outward investment;

d. A decision on changes to the outward investment project as prescribed in Clause 1 and Clause 2 Article 57 of this Law; dd) A copy of the Certificate of outward investment registration;

e. There is a certification of the investor's fulfillment of tax obligation up to the date of submission of the project dossier.

3) The Ministry of Planning and Investment shall adjust the Certificate of outward investment registration within 15 working days from the receipt of the satisfactory application prescribed in Clause 2 of this Article.

4) If the project is subject to issuance of a decision on outward investment policies, the Ministry of Planning and Investment shall follow procedures for issuance of a decision on outward investment policies before adjusting the Certificate of outward investment registration as prescribed in Clause 1 of this Article.

5) If the investor's request for adjustments to the Certificate of outward investment registration makes the project subject to issuance of a decision on investment policies, the Ministry of Planning and Investment shall follow the procedures for issuance of a decision on investment policies before adjusting the Certificate of outward investment registration.

#### **Article 62. Termination of an outward investment project**

1) A outward investment project shall be terminated in the following cases:

a. The investor decides to terminate the project;

b. The project duration is over;

c. The project is terminated according to the regulations of the contract or company's charter;

d. The investor transfers all of overseas capital to a foreign investors;

dd. The project is not approved by the host country after 12 months from the date of issue of the Certificate of outward investment registration, or the project is not commenced after 12 months from the day on which it is approved by a competent authority of the host country;

e. The investor fails to execute the project or is not able to execute the project according to the registered schedule after 12 months from the date of issue of the Certificate of investment registration, and does not adjust the investment schedule;

g. The investor fails to submit a written report on the operation of the project after 12 months from the day on which the annual tax declaration or an equivalent document is available as prescribed by the host country's law;

h. The overseas business organization is dissolved or goes bankrupt as prescribed by the host country's law;

i. The project is terminated under the decision or judgment of the court or arbitral tribunal.

2) The Ministry of Planning and Investment shall invalidate the Certificate of outward investment registration in the cases in Clause 1 of this Article.

## **Section 4. Commencement of overseas investment**

### **Article 63. Opening an account of outward investment capital**

Transfer of money from Vietnam to abroad and from abroad to Vietnam pertaining to outward investment must be made via a separate account opened at a permissible credit institution in Vietnam and registered at the State bank of Vietnam in accordance with regulations of law on foreign exchange management.

### **Article 64. Transfer of outward investment capital**

- 1) An investor may transfer outward investment when the following conditions are satisfied:
  - a. The Certificate of outward investment registration is granted, except for the case in Clause 3 of this Article;
  - b. The investment has been approved or licensed by a competent authority of the host country. If the host country's law does not cover investment licensing or approval, the investor must provide documents proving his/her right to make investment in that country;
  - c. There is a capital account as prescribed in Article 63 of this Law.
- 2) The transfer of outward investment capital Outward must comply with regulations of law on foreign exchange, export, technology transfers, and relevant regulations of law.
- 3) Investors may transfer foreign currencies, goods, machinery and equipment to abroad to serve market survey, research, and other investment preparation prescribed by the Government.

### **Article 65. Transferring profit to Vietnam**

- 1) Within 06 months from the day on which the annual tax declaration or an equivalent document is available as prescribed by the host country's law, the investor transfer the entire profit and other incomes derived from overseas investment to Vietnam, unless profit is used for overseas investment as prescribed in Article 66 of this Law.
- 2) If the profit and other incomes are not transferred to Vietnam within the time limit prescribed in Clause 1 of this Article, the investor shall submit a written report to the Ministry of Planning and Investment and the State bank of Vietnam. The deadline for transferring profit to Vietnam shall be extended not more than twice, each extension shall not exceed 06 months and must be approved in writing by the Ministry of Planning and Investment.

### **Article 66. Use of profit for overseas investment**

- 1) The investor that uses profit derived from overseas investment to increase capital, expand overseas investment shall follow procedures for adjusting the Certificate of outward investment registration and submit a report to the State bank of Vietnam.
- 2) If profit derived from the overseas project is used for another overseas project, the investor shall follow procedures for the Certificate of outward investment registration of such project, register a capital account and monetary capital transfer schedule with the State bank of Vietnam.

## **Chapter VI. State management of investment**

### **Article 67. Contents of state management of investment**

- 1) Promulgate, disseminate, and organize implementation of legislative documents on investment.
- 2) Develop and organize implementation of strategies, plannings, plans, and policies for investments in Vietnam and outward investments.
- 3) Assess the developments and macroeconomic effects of investment activities.
- 4) Develop, manage, and operate National Investment Information System.
- 5) Issue, adjust, revoke Certificates of investment registration, Certificates of outward investment registration, decisions on investment policies, and decisions on outward investment policies in accordance with this Law.
- 6) Perform state management tasks pertaining to industrial parks, exportprocessing zones, hitech zones, and economic zones.
- 7) Organize and implement investment promotion.
- 8) Inspect and supervise investment activities; coordinate investment management tasks.
- 9) Instruct, support investors and resolve their difficulties in making investment; resolve complaints, denunciations; decide commendation and disciplinary actions.
- 10) Negotiate and conclude international agreements on investments.

**Article 68. Responsibilities of regulatory bodies for investment management**

- 1) The government shall promulgate uniform regulations on management of investments in Vietnam and outward investments.
- 2) The Ministry of Planning and Investment shall assist the Government in promulgating uniform regulations on management of investments in Vietnam and outward investments.
- 3) The Ministry of Planning and Investment has the following responsibilities and rights:
  - a. Request the Government and the Prime Minister to consider approving strategies, plannings, plans, and policies for investments in Vietnam and outward investments;
  - b. Promulgate or request competent authorities to promulgate legislative documents on investments in Vietnam and outward investments;
  - c. Provide forms of documents serving procedures for investments in Vietnam and outward investments;
  - d. Provide instruction, organize, supervise, inspect, and assess the implementation of legislative documents on investments;
  - dd. Assess and report the developments of investments in Vietnam and outward investments;
  - e. Develop, manage, and operate National Investment Information System;
  - g. Take charge and cooperate with relevant agencies in supervising, assessing, and inspecting investments in Vietnam and outward investments;
  - h. Request competent authorities to decide the suspension of projects that are approved or adjusted ultra vires or against regulations of law on investment;
  - i. Perform state management tasks pertaining to Industrial parks, exportprocessing zones, economic zones;



k. Perform state management tasks pertaining to investment promotion in Vietnam and overseas;

l. Negotiate and conclude international agreements on investments;

m. Other responsibilities and rights pertaining to investment management given by the Government and the Prime Minister.

4) Responsibilities, rights of other Ministries and ministerial agencies:

a. Cooperate with the Ministry of Planning and Investment, other Ministries and ministerial agencies in formulating laws and policies on investments;

b. Take charge and cooperate with other Ministries and ministerial agencies in formulating laws, policies, standards, technical regulations, and instructions;

c. Impose and request Government to promulgate conditions for making investment in the business lines mentioned in Article 7 of this Law;

d. Take charge and cooperate with the Ministry of Planning and Investment in formulating planning and compiling a list of projects attracting investments; carry out investment promotion;

dd. Participating in appraisal of projects subject to issuance of decisions on investment policies as prescribed in this Law;

e. Carry out supervision, assessment, and inspection of the fulfillment of investment conditions of the projects under their management;

g. Take charge and cooperate with the People's Committees of provinces, other Ministries and ministerial agencies in resolving difficulties of investment projects in state management; provide guidance on distribution of powers and authorize management boards of industrial parks, exportprocessing zones, hitech zones, and economic zones to perform state management tasks therein;

h. Carry out periodic assessments of socioeconomic effects of projects under their management and send reports to the Ministry of Planning and Investment;

i. Maintain and update management information systems under their management; integrate them into the National Investment Information System.

5) Responsibilities and rights of the People's Committees of provinces, the Services of Planning and Investment, management boards of industrial parks, exportprocessing zones, hitech zones, economic zones:

a. Cooperate with Ministries, ministerial agencies in compiling and issuing Lists of local projects attracting investments;

b. Follow procedures issuance, adjustment, and revocation of Certificates of investment registration;

c. Exercise the rights of regulatory bodies to projects under their management;

d. Resolve investors' difficulties or request competent authorities to do so;

dd. Carry out periodic assessments of effectiveness of local projects and send reports to the Ministry of Planning and Investment;

e. Maintain, update National Investment Information System within their competence; g) Provide instructions on organization, supervisions, and assessment of reporting.

6) Vietnam's representative bodies overseas are responsible for monitoring, providing support, protecting the lawful rights and interests of Vietnamese investors in the host countries.

#### **Article 69. Supervision and assessment of investment**

1) Supervision and assessment of investment include:

a. Supervision and assessment of investment project;

b. Supervision and assessment of investment on an overall scale.

2) Responsibility for supervision and assessment of investment:

a. The National Assembly and the People's Councils shall exercise their rights to supervise investment as prescribed by law;

b. Investment authorities and specialized authorities shall carry out supervision and assessment of investment on an overall scale and each project under their management;

c. Register offices shall supervise and assess the investment projects to which they grant Certificates of investment registration;

d. Vietnamese Fatherland Front shall supervise community investments within their competence.

3) Supervision and assessment of investment projects:

a. With regard to projects funded by state capital, investment authorities and specialized authorities shall carry out supervision and assessment according to the contents of the decisions on investment;

b. With regard to projects funded by other sources, investment authorities and specialized authorities shall supervise and assess the conformity of the planning and investment policies approved by competent authorities, the investment schedule, fulfillment of environmental protection requirements, use of land and other resources as prescribed by law;

c. Registry offices shall assess the adherence to Certificates of investment registration and decisions on investment policies.

4) Contents of overall supervision and assessment of investment:

a. Promulgation of legislative documents on guidelines for regulations of law on investment;

b. Progress of project execution;

c. Assessment of investment result nationwide, of Ministries, ministerial agencies, local authorities, and investment projects under their management;

d. Propose solutions for difficulties and actions against violations to regulatory agencies at the same level and investment authorities.

5) The organizations and agencies shall carry out assessment themselves or hire capable experts or advisory organizations to do so.

6) The Government shall elaborate this Article.

#### **Article 70. National Investment Information System**

- 1) National Investment Information System consists of:
  - a. National Information System for Domestic Investment;
  - b. National Information System for Inward and Outward Investments.
- 2) The Ministry of Planning and Investment shall take charge and cooperate with relevant agencies in developing and operating National Investment Information System, assess the operation of such system by central and local investment authorities.
- 3) Investment authorities and investors shall promptly and accurately update information on National Investment Information System.
- 4) Information about investment projects in National Investment Information System is considered original and lawful information.

#### **Article 71. Reports on investment in Vietnam**

- 1) Reporting entities:
  - a. Ministries, ministerial agencies, the People's Committees of provinces;
  - b. Registry offices;
  - c. Investors and business organizations executing projects as prescribed in this Law.
- 2) Periodic reports:
  - a. Investors and business organizations executing investment projects shall submit monthly, quarterly, and annual reports to registry offices and local statistical agencies on the project execution, which specify: capital, investment results, employees, payment to government budget, investment in R&D, environmental protection, and other professional indicators;
  - b. Register offices shall submit monthly, quarterly, and annual reports to the Ministry of Planning and Investment and the People's Committees of provinces on receipt of applications, issuance, adjustment, and revocation of Certificates of investment registration, and the operation of projects under their management;
  - c. The People's Committees of provinces shall submit quarterly and annual reports on local investments to the Ministry of Planning and Investment;
  - d. Ministries and ministerial agencies shall submit quarterly and annual reports on issuance, adjustment, and revocation of Certificates of investment registration and equivalent papers under their management, and the operation of projects under their management to the Ministry of Planning and Investment. Then, the Ministry of Planning and Investment shall submit a summary report to the Prime Minister;
  - dd. The Ministry of Planning and Investment shall submit quarterly and annual reports to the Prime Minister on investments nationwide and adherence to regulations on investment reporting of the entities mentioned in Clause 1 of this Article.
- 3) Agencies, investors, and business organizations shall make reports in writing via National Investment Information System.
- 4) Agencies, investors, and business organizations mentioned in Clause 1 of this Article shall make unscheduled reports at the request of competent authorities.

5) If a project is exempt from Certificate of investment registration, the investor shall submit a report to the registry office before commencement of the project execution.

#### **Article 72. Reports on overseas investment**

1) Reporting entities:

- a. Ministries, ministerial agencies, the People's Committees of provinces;
- b. Registry offices where outward investments are registered;
- c. Investors executing projects as prescribed in this Law.

2) Regulations on reporting applied to Ministries, ministerial agencies, the People's Committees of provinces:

- a. Ministries, ministerial agencies, the People's Committees of provinces shall submit biannual and annual reports on state management of outward investments within their competence to the Ministry of Planning and Investment and the Prime Minister;
- b. The Ministry of Planning and Investment shall submit biannual and annual reports on investments nationwide and adherence to regulations on investment reporting of the entities mentioned in Clause 1 of this Article to the Prime Minister.

3 ) Reporting regulations applied to investors:

- a. Within 60 days from the day on which the project is approved or licensed as prescribed by law of the host country, the investor shall send a written notification of overseas investment enclosed with a copy of the written approval for the project or a document proving the right to make direct investment in the host country to the Ministry of Planning and Investment, the State bank of Vietnam, and a diplomatic mission of Vietnam in the host country;
- b. The investor shall submit quarterly and annual reports on the operation of the project to the Ministry of Planning and Investment, the State bank of Vietnam, and a diplomatic mission of Vietnam in the host country;
- c. Within 06 months from the day on which the annual tax declaration or an equivalent document is available as prescribed by the host country's law, the investor shall submit a report on the operation of the project enclosed with the financial statement, annual tax declaration, or an equivalent document prescribed by the host country's law to the Ministry of Planning and Investment, the State bank of Vietnam, the Ministry of Finance, a diplomatic mission of Vietnam in the host country, and a competent authorities prescribed in this Law and relevant laws;
- d. If the outward investment project is funded by state capital, apart from complying with regulations in Points a, b, and c of this Clause, the investor shall make reports in accordance with regulations of law on management and investment of state capital in other businesses.

4) The reports mentioned in Clause 2 and Clause 3 of this Article shall be made in writing via National Investment Information System.

5) The agencies, organizations, and investors in Clause 1 of this Article shall make unscheduled reports at the request of competent authorities.

## **Chapter VII. Implementation**

#### **Article 73. Actions against violations**

- 1) Any entity that violates this Law shall face disciplinary actions, administrative penalties, or criminal prosecution depending on nature and severity of the violations, and pay compensation for any damage caused.
- 2) Any person that misuse his/her power to obstruct investment activities, harass investors, or fails to perform their duties as prescribed by law shall face disciplinary actions or criminal prosecution depending on nature and severity of the violations.

#### **Article 74. Transition**

- 1) Any investor granted the investment license or Certificate of investment before this Law takes effect may keep executing their investment project according to the investment license or Certificate of registration granted. The registry office shall replace it with the Certificate of investment registration if requested by the investor.
- 2) Any investor that has been executing a project before this Law takes effect, which is subject to issuance of a Certificate of investment registration or decision on investment policies as prescribed by this Law is not required to follow procedures for the Certificate of investment registration or decision on investment policies. Any investor that wishes to obtain a Certificate of investment registration shall follow the procedures in this Law.
- 3) Conditions for business investment in legislative documents promulgated before the effective date of this Law that contravene Clause 3 Article 7 of this Law are annulled from July 01, 2016.
- 4) The Government shall elaborate Clause 1 and Clause 2 of this Article.

#### **Article 75. Amendments to Clause 1 Article 18 of the Law on High technology No. 21/2008/QH12**

Clause 1 Article 18 of the Law on High technology No. 21/2008/QH12 is amended as follows:

“1. A high technology must satisfy the following criteria:

- a. Producing hitech products on the List of hitech products given priority prescribed in Article 6 of this Law;
- b. Applying ecofriendly, energysaving solutions to manufacturing and quality control in accordance with Vietnam’s technical regulations and standards (or international standards if no Vietnam’s technical regulations and standards are available);
- c. Other criteria established by the Prime Minister.”.

#### **Article 76. Effect**

1. This Law takes effect on July 01, 2015.
2. The Law on Investment No. 59/2005/QH11 and the National Assembly’s Resolution No. 49/2010/QH12 on projects and works of national importance subject to decision of the National Assembly are annulled from the effective date of this Law.
3. The Government and competent authorities shall elaborate the Articles and Clauses assigned.