





We're business lawyers who offer practical, value-driven solutions through outstanding legal knowledge, experience and distinguished reputation.

At STA, we offer bespoke, flexible service delivered by entrepreneurial people. Our team strives for innovative and lateral legal and business solutions to achieve our clients' business objectives. Expansion beyond Horizon...

## **OUR EXPERTISE**

STA has extensive legal experience in all forms of corporate and commercial matters across the United Arab Emirates. We provide a range of corporate and commercial services and advice, including:

- ADX, Nasdaq Dubai, ESCA, and DFM
- Corporate governance
- Capital market and private equity transactions
- Due Diligence
- Joint ventures and shareholder agreements
- Mergers and acquisitions including reverse and hostile takeovers, compulsory acquisitions and divestments
- Private equity and venture capital raising
- Trust structures

We have advised a range of businesses including:

- Financial services
- Construction and infrastructure
- Mining, energy and resources
- Fast moving consumer goods
- Hospitality and tourism
- Transport and aviation

We have earned an outstanding reputation as trusted legal advisors who are closely aligned with our clients, who can add value and who are easy to work with on all corporate and commercial transactions and governance issues

# Why STA?

STA has a highly experienced corporate team, providing commercially sound and cost effective legal advice in a wide range of complex corporate as well as commercial transactions. At STA, we strongly believe 'Good is not good enough'; we aim to set high standards in the legal profession.

### **GLOBAL COMPANY FORMATION**

At STA, we're not just commercially-minded; we're entrepreneurial, clear and also result oriented. At STA, we render legal advice that is timely, practical and individually tailored to meet specific requirements of our clients.

We don't simply form companies. We pay careful attention to varied aspects of formation. We deploy our senior associates and associates to carefully understand clients' requirements. We brainstorm and discuss the right structure, the right entity type or the legal form, tax implications, and shareholder structuring. We draft necessary business plans, forms, and contracts including shareholders' agreement, management contracts and other necessary documents to ensure that contentious shareholder disputes are best avoided. That is why we call 'expansion beyond horizon...'

### **DISCLAIMER**

Although STA makes every effort to ensure that the information supplied herein is true and correct, please be advised that information supplied herein does not constitute legal or financial advice. You must under every circumstances obtain necessary legal counsel and financial advice.

Company Formation in VIETNAM									
Sr. No.	Particulars	Limited Liability Company	Joint Stock Company	Partnership	Branches	Representative Office			
1	Domestic law governing the entities	Enterprise Law (2005); Ministry of Planning and Investment	Enterprise Law (2005); Ministry of Planning and Investment	Enterprise Law (2005); Ministry of Planning and Investment	Enterprise Law (2005); Ministry of Planning and Investment	Enterprise Law (2005); Ministry of Planning and Investment			
2	Minimum share capital requirement	The law does not specify the minimum capital to establish a company in Vietnam however the State agencies that evaluate investment plan could reject the investment project which are not feasible. Bank statement in foreign banks could be used to prove sufficient fund of investment capital.	There is no minimum requirement for the charter capital of the foreign investors.	There is no minimum requirement for the charter capital of the foreign investors.	No such requirement.	No such requirement.			
3	Minimum number of shareholders	The minimum number of shareholder for wholly foreign owned LLC is 1; while the minimum number of shareholder for partly foreign owned LLC is 2 (1 foreigner and 1 Vietnamese shareholder)	A JSC is required to have at least three shareholders.	A partnership may be established between two individual general partners.	N/A	N/A			
4	Requirement of shareholder who is a citizen	No such requirement for wholly foreign owned LLC, however for partly owned LLC, 1 shareholder needs to be Vietnamese.	They can be individuals or institutions, Vietnamese or foreigners.	They can be individuals or institutions, Vietnamese or foreigners.	N/A	N/A			
5	Liability of the shareholders or partners	The members of a limited- liability company are liable for the financial obligations of the limited-liability company to the extent of their capital contributions.	The liability of a shareholder of a joint stock company is limited to the value of the capital that he/she has contributed to the company.	The general partner has unlimited liability for the operations of the partnership.	Unlimited	Unlimited			
6	Minimum number of directors (only natural persons)	The minimum number of directors required is 1.	The minimum number of directors required is 1.	The minimum number of directors required is 1.	The minimum number of directors required is 1. The branch must appoint a legal representative.	The minimum number of directors required is 1. The branch must appoint a legal representative.			

Company Formation in VIETNAM									
Sr. No.	Particulars	Limited Liability Company	Joint Stock Company	Partnership	Branches	Representative Office			
7	Requirement of resident director or manager or company secretary	There is a requirement to appoint one resident legal representative.	There is a requirement to appoint one resident legal representative.	There is a requirement to appoint one resident legal representative.	There is a requirement to appoint one resident legal representative.	There is a requirement to appoint one resident legal representative.			
8	Auditing requirements	Foreign companies are also required to have financial audit taken before the financial year end.	Foreign companies are also required to have financial audit taken before the financial year end.	Foreign companies are also required to have financial audit taken before the financial year end.	Foreign companies are also required to have financial audit taken before the financial year end.	Foreign companies are also required to have financial audit taken before the financial year end.			
9	Company registration fee	The registration fee is 200,000 VND (approx. \$8.94)	The registration fee is 200,000 VND (approx. \$8.94)	The registration fee is 200,000 VND (approx. \$8.94)	The registration fee is 100,000 VND (approx. \$4.47)	The registration fee is 100,000 VND (approx. \$4.47)			
11	Annual license renewal fee	Depends on the type of business that the company is running, the license fee and timeframe may vary.	Depends on the type of business that the company is running, the license fee and timeframe may vary.	Depends on the type of business that the company is running, the license fee and timeframe may vary.	Depends on the type of business that the company is running, the license fee and timeframe may vary.	None. As they're not allowed to pursue production related or commercial activities in Vietnam.			
12	Tax liability	The general corporate income tax rate in Vietnam is 25%. Tax rate for enterprises operating in the oil and gas and other precious natural resources sectors ranges from 32% to 50%, depending on the project.	The general corporate income tax rate in Vietnam is 25%. Tax rate for enterprises operating in the oil and gas and other precious natural resources sectors ranges from 32% to 50%, depending on the project.	The general corporate income tax rate in Vietnam is 25%. Tax rate for enterprises operating in the oil and gas and other precious natural resources sectors ranges from 32% to 50%, depending on the project.	There is no concept of tax residency for CIT. Business organizations established under the laws of Vietnam are subject to CIT and taxed on worldwide income. 20% CIT shall be applicable to foreign income. There are no provisions for tax incentives for such income.	Foreign organizations carrying out business in Vietnam without setting up a legal entity in Vietnam and/or having Vietnam- sourced income are considered foreign contractors, irrespective of whether the services are performed inside or outside Vietnam. Payments to foreign contractors are subject to Foreign Contractor Tax (FCT), which consists of VAT and CIT elements.			
13	Are 'shelf companies' allowed	Allowed	Not Allowed	Not Allowed	Not Allowed	Not Allowed			
14	Approximate time period for company incorporation	12 - 20 weeks	12 - 16 weeks	12 - 16 weeks	24 weeks	16 weeks			