

CIRCULAR

GUIDANCE ON ENTERPRISE REGISTRATION

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to the Law on Investment dated June 17, 2020;

Pursuant to the Law on Tax Administration dated June 13, 2019;

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Government's Decree No. 86/2017/ND-CP dated July 25, 2017 defining the functions, tasks, powers and organizational structure of the Ministry of Planning and Investment;

Pursuant to the Government's Decree No. 122/2020/ND-CP dated October 15, 2020 prescribing single-window cooperation in processing applications for registration of enterprises and their branches and representative offices, declarations of personnel, applications for codes of social insurance participants, and applications for use of invoices;

Pursuant to the Government's Decree No.01/2021/ND-CP dated January 04, 2021 on enterprise registration;

At the request of the Director of the Agency for Business Registration;

The Minister of Planning and Investment promulgates a Circular providing guidance on enterprise registration.

Article 1. Scope and regulated entities

1. This Circular promulgates forms used in registration of enterprises and household businesses, and provides guidance on some issues concerning registration of enterprises and household businesses. All forms enclosed herewith shall be uniformly used nationwide.

2. This Circular applies to the entities specified in Article 2 of the Government's Decree No. 01/2021/ND-CP dated January 04, 2021.

Article 2. Transfer of enterprise registration data to National Enterprise Registration Database

Business registration offices and investment registration authorities shall assume responsibility for the transfer of business registration information of enterprises and their branches, representative offices and business locations, whether in paper or electronic form, kept by local authorities to the National Enterprise Registration Database. The information added to the National Enterprise Registration Database must correspond to the original information on applications for enterprise registration.

Article 3. Digitalization and storage of applications for enterprise registration on National Enterprise Registration Database

1. Each business registration office shall digitalize the documents contained in an application for enterprise registration which is submitted directly at its office, name the electronic documents according to the names of such documents, and fully store them in the National Enterprise Registration Database when issuing the enterprise registration certificate.

2. Business registration offices shall digitalize applications for enterprise registration which are not yet digitalized before this Circular comes into force, name the electronic documents according to names of the documents contained in each application, and fully store them in the National Enterprise Registration Database. Business registration offices shall be responsible for quality of digitalized documents.

Article 4. Standardization of enterprise registration data in National Enterprise Registration Database

1. Based on the enterprise registration information stored in the National Enterprise Registration Database within its jurisdiction, each business registration office shall send notices of review of enterprise registration information and enterprise's legal status to local enterprises, and request them to check and respond to the business registration office with any updated information within 90 days from the date of notice. Enterprises shall assume responsibility for the truthfulness and accuracy of the information they provided for the business registration office.

2. Business registration offices shall play the leading role and cooperate with tax authorities and relevant authorities in developing annual budget plan and implementation plan for standardization of enterprise registration information, of enterprises within their jurisdiction, stored in the National Enterprise Registration Database.

Article 5. Provision of enterprise registration information

1. Entities may request for the information prescribed in Clause 1 Article 33 of the Law on enterprises at the Ministry of Planning and Investment (through the Business Registration Supporting Center affiliated to the Agency for Business Registration) or at the business registration office of province where the enterprise is headquartered or through the National Business Registration Portal, and must pay fees as prescribed.

The Business Registration Supporting Center shall have the power to provide information of all enterprises stored in the National Enterprise Registration Information System. Business registration offices shall provide information about enterprises stored in the National Enterprise Registration Database within their jurisdiction.

2. Fees for provision of information shall be paid in accordance with regulations of law.

Article 6. Responsibility for implementation

Business registration offices, district-level business registration authorities, enterprises, household businesses and other organizations and individuals involved in registration of enterprises and household businesses are responsible for the implementation of this Circular.

Article 7. Implementation

1. This Circular comes into force from May 01, 2021.

2. This Circular supersedes the Circular No. 20/2015/TT-BKHDT dated December 01, 2015 of the Minister of Planning and Investment and the Circular No. 02/2019/TT-BKHDT dated January 08, 2019 of the Minister of Planning and Investment.

3. Difficulties that arise during the implementation of this Circular should be promptly reported to the Ministry of Planning and Investment for consideration./.

MINISTER

Nguyen Chi Dung

LIST

OF FORMS USED IN REGISTRATION OF ENTERPRISES AND HOUSEHOLD BUSINESSES

*(Enclosed with the Circular No. 01/2021/TT-BKHDT dated March 16, 2021 of the Minister of
Planning and Investment)*

No.	Forms	Code
<i>I</i>	<i>Application for enterprise registration and enclosed lists</i>	
1	Application for registration of sole proprietorship	Appendix I-1

2	Application for registration of single-member limited liability company	Appendix I-2
3	Application for registration of multi-member limited liability company	Appendix I-3
4	Application for registration of joint-stock company	Appendix I-4
5	Application for registration of partnership	Appendix I-5
6	List of members of a multi-member limited liability company	Appendix I-6
7	List of founding shareholders of a joint-stock company	Appendix I-7
8	List of foreign shareholders	Appendix I-8
9	List of general partners of a partnership	Appendix I-9
10	List of legal representatives/ authorized representatives	Appendix I-10
II	<i>Notices and other documents made by enterprise</i>	
11	Notice of changes to enterprise registration information	Appendix II-1
12	Notice of replacement of legal representative	Appendix II-2
13	Notice of replacement of sole proprietor	Appendix II-3
14	Notice of replacement of owner of a single-member limited liability company	Appendix II-4
15	Notice of updated enterprise registration information	Appendix II-5
16	Notice of lease of sole proprietorship	Appendix II-6
17	Notice of registration of branch/ representative office/ business location	Appendix II-7
18	Notice of establishment of overseas branch/ representative office	Appendix II-8
19	Notice of changes in branch/ representative office/ business location registration information	Appendix II-9
20	Request for rectification of information in certificate of enterprise registration/ certificate of changes to enterprise registration information/ certificate of registration of branch/ representative office/ certificate of registration of business location/ certificate of changes in branch/ representative office/ business location registration information	Appendix II-10
21	Notice of results of review of enterprise registration information and enterprise's legal status	Appendix II-11
22	Request for rectification of enterprise registration information by transfer of data to National Enterprise Registration	Appendix II-12

	Database	
23	Application for certificate of enterprise registration (for an enterprise granted business registration certificate or certificate of business registration and tax registration)	Appendix II-13
24	Application for updates to enterprise registration information (for an enterprise operating under investment license or investment certificate which is also business registration certificate or another document of equivalent validity)	Appendix II-14
25	Application for updates to registration information of branch/representative office/business location operating under investment license or investment certificate (which is also business registration certificate) or another document of equivalent validity, or certificate of branch/representative office registration issued by investment registration authority	Appendix II-15
26	Application for updates to enterprise registration information (for an enterprise operating under securities trading license)	Appendix II-16
27	Application for updates to registration information of branch/representative office/business location of an enterprise operating under securities trading license/branch of a foreign securities company/ foreign fund management company in Vietnam	Appendix II-17
28	Application for re-issuance of certificate of enterprise registration/ certificate of changes to enterprise registration information/ certificate of registration of branch/ representative office/ certificate of registration of business location/ certificate of changes in branch/ representative office/ business location	Appendix II-18
29	Notice of business suspension/resumption of business ahead of schedule by enterprise/ branch/ representative office/ business location	Appendix II-19
30	Notice of shutdown of branch/ representative office/ business location	Appendix II-20
31	Notice of shutdown of overseas branch/ representative office	Appendix II-21
32	Notice of dissolution of enterprise	Appendix II-22
33	Notice of invalidation of resolution/decision on enterprise dissolution	Appendix II-23
34	Request for disclosure of enterprise registration information	Appendix II-24
35	Request for termination of procedures for enterprise registration	Appendix II-25

36	Commitment to fulfill social/environmental objectives	Appendix II-26
37	Notice of changes in commitment to fulfill social/environmental objectives	Appendix II-27
38	Notice of termination of commitment to fulfill social/environmental objectives	Appendix II-28
III	<i>Forms used by household businesses</i>	
39	Application for household business registration	Appendix III-1
40	Notice of changes in household business registration information	Appendix III-2
41	Notice of replacement of owner of household business	Appendix III-3
42	Notice of business suspension/ resumption of business ahead of schedule by the household business	Appendix III-4
43	Notice of shutdown of household business	Appendix III-5
44	Application for re-issuance of certificate of household business registration	Appendix III-6
IV	<i>Certificate of enterprise registration/ Certificate of branch/ representative office/business location registration</i>	
45	Certificate of registration of sole proprietorship	Appendix IV-1
46	Certificate of registration of single-member limited liability company	Appendix IV-2
47	Certificate of registration of multi-member limited liability company	Appendix IV-3
48	Certificate of joint-stock company registration	Appendix IV-4
49	Certificate of partnership registration	Appendix IV-5
50	Certificate of registration of branch/ representative office	Appendix IV-6
51	Certificate of registration of business location	Appendix IV-7
V	<i>Notices and other documents of provincial business registration authorities</i>	
52	Certificate of changes to enterprise registration information	Appendix V-1
53	Certificate of changes in branch/ representative office/ business location registration information	Appendix V-2
54	Certificate of...../confirmation of..... (used for re-issuance in case the certificate is lost, burned, torn or otherwise destroyed)	Appendix V-3
55	Notice of supervisory tax authority	Appendix V-4

56	Notice of revisions to application for enterprise registration	Appendix V-5
57	Notice of termination/refusal to terminate procedures for enterprise registration	Appendix V-6
58	Notice of submission of reports on enterprise's observance of the Law on enterprises	Appendix V-7
59	Notice of rectification of information in certificate of enterprise registration/ certificate of changes to enterprise registration information/ certificate of registration of branch/ representative office/ certificate of registration of business location/ certificate of changes in branch/ representative office/ business location registration information	Appendix V-8
60	Notice of review of enterprise registration information and enterprise's legal status	Appendix V-9
61	Notice of request for suspension of conditional business lines	Appendix V-10
62	Certificate of enterprise's registration of business suspension	Appendix V-11
63	Certificate of registration of business suspension of branch/ representative office/ business location	Appendix V-12
64	Certificate of enterprise's registration of resumption of business ahead of schedule	Appendix V-13
65	Certificate of registration of business resumption ahead of schedule of branch/ representative office/ business location	Appendix V-14
66	Certificate of lease of sole proprietorship	Appendix V-15
67	Notice of enterprise's violation resulting in revocation of Certificate of enterprise registration/ Certificate of registration of branch/representative office/business location	Appendix V-16
68	Decision on revocation of Certificate of enterprise registration	Appendix V-17
69	Decision on cancellation of Decision on revocation of Certificate of enterprise registration	Appendix V-18
70	Decision on revocation of Certificate of registration of branch/ representative office	Appendix V-19
71	Decision on cancellation of Decision on revocation of Certificate of registration of branch/ representative office	Appendix V-20
72	Decision on cancellation of changes of enterprise registration information/ notice of changes in enterprise registration information	Appendix V-21
73	Notice of shutdown of branch/ representative office/ business location	Appendix V-22

74	Notice of enterprise undergoing dissolution procedures	Appendix V-23
75	Notice of enterprise that is dissolved/ceases to exist	Appendix V-24
76	Confirmation slip of application for registration of enterprise/ branch/ representative office/ business location	Appendix V-25
77	Confirmation slip of online application for registration of enterprise/ branch/ representative office/ business location	Appendix V-26
78	Disclosure of enterprise registration information	Appendix V-27
79	Disclosure of changes to enterprise registration information	Appendix V-28
80	Disclosure of enterprise registration information (<i>in other cases</i>)	Appendix V-29
81	Notice of restoration of enterprise's legal status on National Enterprise Registration Database	Appendix V-30
82	Notice of issuance of enterprise registration certificate	Appendix V-31
83	Notice of invalid certificate of enterprise registration/ certificate of registration of branch/ representative office/ certificate of registration of business location/ certificate of changes to enterprise registration information/ certificate of changes in branch/ representative office/ business location registration information	Appendix V-32
VI	<i>Forms used by district-level business registration authorities</i>	
84	Certificate of household business registration	Appendix VI-1
85	Certificate of household business registration (<i>used for re- issuance in case the certificate is lost, burned, torn or otherwise destroyed</i>)	Appendix VI-2
86	Notice of revisions to application for household business registration	Appendix VI-3
87	Notice of submission of reports on household business's observance of the Law on enterprises	Appendix VI-4
88	Notice of household business's violation resulting in revocation of Certificate of household business registration	Appendix VI-5
89	Notice of shutdown of household business	Appendix VI-6
90	Decision on revocation of certificate of household business registration	Appendix VI-7
91	Decision on cancellation of changes in household business registration information	Appendix VI-8
92	Decision on cancellation of Decision on revocation of	Appendix VI-9

	Certificate of household business registration	
93	Confirmation slip of application for household business registration	Appendix VI-10
94	Notice of request for suspension of conditional business lines	Appendix VI-11
95	Certificate of household business's registration of business suspension/ resumption of business ahead of schedule	Appendix VI-12
96	Notice of invalid certificate of household business registration	Appendix VI-13
97	Notice of issuance of Certificate of household business registration due to relocation of business location	Appendix VI-14
VII	Forms used by organizations and individuals	
98	Request for provision of enterprise registration information	Appendix VII-1
99	Request for revocation of enterprise registration certificate	Appendix VII-2
VIII	Other appendixes	
100	List of letters and symbols used in naming of enterprises/their affiliates/ business locations/ household businesses	Appendix VIII-1
101	Provincial codes and district codes used in household business registration	Appendix VIII-2
102	Font, font size and font style used in forms	Appendix VIII-3

List and system of forms enclosed with the Circular are available at:
<http://vbqappl.mpi.gov.vn/Pages/default.aspx?itemId=29c6211f-78ed-4600-8f82-aae496cb1f2f&list=documentDetail>

Appendix II-2

(Issued together with Circular No. 01/2021/TT-BKHDT dated March 16, 2021 of the Minister of Planning and Investment)

ENTERPRISE'S NAME

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

No.

[Location], [date].....

NOTICE

of replacement of legal representative

To: Business Registration Department of.....[province/city]

Enterprise's name (*in capital letters*):

Business identification number/TIN:

Number of business registration certificate (*only stated in case of absence of business identification number/TIN*):.....Date of issue..... Place of issue:
.....

hereby register the replacement of legal representative as follows:

New legal representative(s)1:

Full name (*in capital letters*): Gender:

Position:

Date of birth:/...../..... Ethnicity:Nationality:

Personal legal document:

- Identity card Citizen identity card
 Passport Other (*clarifying*):

Number of personal legal document:

Date of issue:Place of issue:Date of expiry (*if any*):.....

Place of permanent residence:

Number of house, alley, street/group/village:

Commune/ward/town:.....

Urban district/Suburban district/district-level town/provincial city:

.....

Province/city:

Country:

Address:

Number of house, alley, street/group/village:

Commune/ward/town:.....

Urban district/Suburban district/district-level town/provincial city:

.....

Province/city:

Country:

Phone number (*if any*):Email (*if any*):

If the application for enterprise registration is valid, we kindly request you to publish the business registration information on the national enterprise registration portal.

We hereby declare that all information provided for above is true and correct, if not, we will be held liable.

**PRESIDENT OF THE MEMBER
ASSEMBLY/PRESIDENT OF
COMPANY/PRESIDENT OF THE BOARD
OF DIRECTORS**
(Signature and full name)²

¹State information of all legal representatives in a case where the company has more than 1 legal representative after the replacement.

² - President of the Member Assembly/President of Company/President of the Board Of Directors is required to sign this section in person.

- If the company's owner is a corporate, the President of Company/President of the Member Assembly is required to sign this section in person.

- Where the court or arbitrator appoints a person to apply for enterprise registration, that person is required to sign this section in person.

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