

Foreign Direct Investment

Legislation

From 1 July 2015, the Law on Enterprises 2014 (“LE”) and Law on Investment 2014 (“LI”) replace the previous Laws of 2005 and generally govern investment activities, establishment and operation of enterprises in Vietnam. At present, the Government continues to issue Decrees and other lower level legal documents providing guidelines for the entire process from the investment registration, business registration to the business operations.

The LE and LI continuously confirm to guarantee the legal capital and assets of foreign investors in Vietnam, and allow foreigners to invest in most sectors of the economy, particularly in sectors of export-oriented, agricultural activities, new materials, high technology, development research, environment protection, and others of similar nature.

Vehicles of Foreign Direct Investment

Under the ULE and CLI, foreign investors are entitled to select one of the following vehicles or forms for their investment in Vietnam:

- (i) Establishment of a foreign-invested company: Limited Liability Company, with One or More Members (“LLC”); Joint Stock Company (“JSC”); Partnership; or other economic organization
- (ii) Capital contribution to; purchase of shares/ capital contribution portions in Vietnamese company
- (iii) Public – Private Partnership (“PPP”) contract; and
- (iv) Business Co-operation Contract (“BCC”).

It is worthy of note that for establishment of any new economic organization, it is required to attach the establishment to an investment project in Vietnam. The LI and LE separate application for the issuance of IRCs of investment projects and application for the issuance of Enterprise Registration Certificates (“ERC”) of the newly-established economic organization instead of the old regulations allowing the IRC to serve at the same time as the ERC.

Details concerning each vehicle are described hereunder. **(i)**

LLC

LLC may be established by a single investor or pursuant to a joint venture contract signed by one or more investors, either Vietnamese investors and one or more foreign investors; or between foreign investors, individually or institutionally, for the purpose of carrying out business activities in Vietnam. The difference of the LLC compared with the JSC is that the LLC is not permitted to issue shares (and list its shares on stock exchange), and the number of investors, regardless individual or institutional, is not allowed to be excessive of 50.

Unlike the Law on Foreign Investments in Vietnam ("FIL"), which was no longer valid, the old LE and LI since 2005 introduced the term of "charter capital" for replacement of the confused "legal capital", and do not require the ratio between the charter capital of the LLC per the invested capital of their investment project being at least 30%. It seems that under the LE and LI, foreign investors will have more choice in making their contributions to the charter capital in cash or in kinds compared with the FIL in the past, and that there are no floor limits of the foreign investors in the charter capital of the LLC (pursuant to the FIL in the past, the contribution by the foreign investors is required to be at least 30% of the company's charter capital).

Unlike the FIL in the past where the JVC or FOC is managed by the Board of Management ("BOM"), and members are nominated by the parties in proportion to their contributions, under the LE and LI, the LLC shall be ultimately managed by the Member Council or Company Chairperson. The general director/ director shall be responsible before the Member Council or Company Chairperson, for the day-to-day management and business of the LLC. No specific regulations on the nationality of the general director/director in the LLC are provided, and the unanimous agreement/ voting on some matters of the LLC (i.e. revising the charter, appointing the general director, etc.) have been no longer valid. Instead of those, the voting principles by majority of votes representing at least 65% and/ or 75% (as the case may be) of the total capital contributed by attending members for LLC with Two or More Members, or more than 1/2 and

3/4 (as the case may be) of attending members for LLC with One Member, in a duly-organized Member Council meeting.

(ii) JSC

JSC is a company established by at least 3 investors, regardless individual or institutional, local or foreign. Differing from the LLC, JSC can issue shares to the public and list its shares on stock exchange. JSC is a kind of limited liability company, and has the legal person status in accordance with the laws of Vietnam.

Like LLC, under the LE, the specific requirements of the ratio of the charter capital of the JSC per the invested capital for the investment projects by the JSC (i.e. 30%) and the same of the contributions by the foreign investors in charter capital (i.e. 30%), are no longer valid.

Similarly, the LLC, the highest management authority of a JSC is the general shareholder meeting, which decides all the most principal matters of the company. However, the LE is opener than the old Law with provisions permitting JSCs to choose either of two organizational and managerial models, or to have one or more legal representative(s). The general director/director is responsible to the general shareholder meeting and BOM for the day-to-day management and business of the JSC. Assisting the general shareholder meeting in supervising the performance of the BOM, general director/ director and other the management positions is the Board of Supervision.

Finally, voting principles by majority of 51% or 65% (as the case may be) of the total number of votes of all shareholders attending a duly-organized general shareholder meeting, or a number of shareholders representing at least 51% of the total number of votes in the case of collecting opinions in writing.

(iii) Partnership

Partnership is a company by at least 2 members, who are individual or organization, domestic or foreign, together under one common name ("general partners"). In addition to the members of the partnership, partnership can have capital contributing partners. Unlike JSC, partnership may not issue any type of securities, and general partners shall be liable with all its assets for the obligations of the company. Partnership has legal personality under the law of Vietnam.

Members' council of the partnership is consisted of all members of the company, and has the right to decide on all the business activities of the company. The general partners have the right of legal representatives of the company, and organize and direct daily business operations of the company. Chairperson of the Members' Council is concurrently general director or director if the company's charter does not provide otherwise. The decision of the Council of Members shall be adopted with the approval of at least 3/4 or 2/3 of the total number of partners (as applicable).

(iv) Capital contribution to, purchase shares/ capital contribution portion in Vietnam-based company

Foreign investors are entitled to:

(a) Capital contribution to companies in Vietnam in the following forms: Purchase of initially-issued shares or additionally-issued shares of a JSC; Capital contribution to a LLC or Partnership; Capital contribution to other economic organizations; and

(b) Purchase of shares/ capital contribution portion in the companies in Vietnam in the following forms: Purchase of shares of a JSC from the company or its shareholders; purchase of capital contribution portion of existing members of a LLC to become a member of such LLC; purchase of capital contribution portion of capital contributing partner(s) in a partnership to become capital contributing member of such partnership; Purchase of capital contribution portion of a member of other economic organization.

(v) PPP Contract

A PPP is a new form of investment stipulated in the LI, based on the provisions of previous laws on the BOT, BTO and BT contracts; made on the basis of contracts between competent State agencies and investors, project companies for implementation, management and operation of infrastructure projects, provision of public services.

PPP contracts may take any of 5 forms specified by the Government, including: Build – Operate – Transfer (“BOT”) contracts; Build – Transfer – Operate contracts (“BTO”); Build – Transfer (“BT”) contracts; Build – Own – Operate (“BOO”) contracts; Build – Transfer – Lease (“BTL”) contracts; Build –

Lease – Transfer (“BLT”) contracts; Operation – Management (“O&M”) contracts; and other similar contracts. There are two groups of contracts: First, investors directly charge users or generate revenue through product consumption contract; Second, the investor’s income comes from repeated payment of State agencies depending on the quality and progress of the investment made.

And also, there are two ways for investors to participate in the projects: First, the State determines ideas, proposals and feasibility study reports. Investors will be consulted during project preparation and tendering to gain the right to implement the project. This is a key way for the projects on socio-economic development planning and sectorial planning. Second, investors propose the idea, and prepare the project proposal and feasibility study report. When the report is approved, the State agency shall organize tendering for selection of investors. Investors preparing the proposals are entitled to certain incentives in tendering; if they do not win the tendering, the cost of project study will be reimbursed.

Almost all projects must apply for the issuance of IRC (except for Group C projects under the Law on Public Investments), and apply for the establishment of a project company (excluding Group C projects and projects under BT contracts).

(vi) BCC Contract

BCC is a cooperation contract signed by investors with the objective of conducting jointly one or more business operations in Vietnam, on the basis of mutual allocation or responsibilities and sharing of profits and products or losses, without creating or forming a legal entity in Vietnam. As BCC is not a separate legal entity, the contractual rights and obligations of the parties must be shared. To implement the contract and co-ordinate the daily operation of a BCC, if necessary, a co-ordination board having the functions, duties and powers as agreed by the parties, can be set up when necessary, with presence of the equal nominees from the parties.

To do joint business under the BCC, the parties to a BCC signed between a local investor and a foreign investor or between foreign investors must apply for the issuance of IRC.

Project Classification and Licensing Agencies

Unlike the FIL in the past, the projects under the LI are classified into two groups: projects requested to apply for the issuance of IRC and those not requested to do so. In which, investment projects of foreign investors normally fall on the first group. More decentralized, all projects (except PPP projects to which MPI or provincial-level PC will issue the IRCs) are approved and licensed by the provincial-level Department of Investment and Planning (DPI) with respect to projects outside IZs, EPZs, HZs and EZs, and provincial-level Management Boards of IZs, EPZs, HZs and EZs with respect to projects inside an IZ, EPZ, HZ or EZ.

Application Document Requirement

An application/ registration file for submission to investment registration agencies, under the LI, normally includes:

- (a) Written application for implementation of the investment project;
- (b) Personal papers for individual investors, the documents certifying the legal status of institutional investors;
- (c) Proposal for investment project;
- (d) Written confirmation of investor's financial capacity;
- (e) Proposal for a need for land use; where the project does not require the State to allocate or lease out land or to permit conversion of the land use purpose, a copy of the site lease agreement or other document certifying that the investor has the right to use the site for implementation of the investment project shall be submitted;
- (f) Explanatory statement on technology to be used in respect of the projects using technology falling within the List of technologies limited to be transferred under the laws on transfer of technology;
- (g) BCC contract in the case of investment projects in the form of a BCC contract; and
- (h) Explanation on satisfaction of WTO's requirements, as the case may be.

Vietnamese language is lawfully required, but a widely-used foreign language may also be accompanied, for instance, English. In principle, the two languages have equal legal weight in determining the parties' intentions, but in case of discrepancies, the Vietnamese shall prevail.

Licensing Procedures and Timing

All the new establishment of LLCs, JSCs, Partnerships, BCCs, other economic organizations; implementation of PPP contracts (except for Group C projects) are required to get IRCs. The licensing procedures and timing for obtaining the certificates are in the same and described hereunder:

(a) For investment projects subject to investment policy decisions, the investment registration agency shall issue IRCs to investors within 5 working days from the date of receipt of the written investment policy decision.

(b) For the remaining projects, the investment registration agency shall issue the IRC within 15 days from the date of receiving the complete dossier.

Representative Office

Representative office ("RO") is not a separate legal entity under the laws of Vietnam. The activities of a RO are limited to business promotion; identification and accelerating the trade opportunities; and supervising the implementation of contracts signed between its parent/ represented company(ies) and local partners. However, a RO may sign commercial contracts on behalf of its parents companies, with appropriate authorization, on a case-by-case basis.

In this Section, only ROs of foreign businesses, which fall within the jurisdiction of the Provincial-level Departments of Industry and Trade ("DOIT") are focused (ROs of foreign banks, auditing, law firms, tourism organizations, fall within the power of the State Bank of Vietnam ("SBV"), the Ministry of Finance, and the Ministry of Justice ("MOJ"), respectively). It is noted that a foreign business shall be entitled to set up one or several ROs, each in a different city or province in Vietnam.

Legislation

The Commercial Law dated 14 June 2005 constitutes the legal ground for representative offices and branches of foreign

businesses in Vietnam, which is further specified by the Government's Decree No.07/2016/ND-CP, dated 25 January 2016, detailing the provisions of the Commercial Law on representative offices and branches of foreign traders in Vietnam ("Decree 07").

To implement Decree 07, on 5 July 2016, the Ministry of Industry and Trade ("MOIT") issued Circular No.11/2016/TT-BCT, detailing all standard forms related to the issuance of licenses to, organizations and activities of representative offices and branches of foreign enterprises in Vietnam ("Circular 11").

Requirements

Under Article 7 of the Decree 07, a foreign trader shall be issued with a license for establishment of the representative office in Vietnam upon satisfying the following requirements:

(i) The foreign trader is incorporated and registers for doing business in accordance with provisions of laws of countries or territories being parties to treaties to which Vietnam is a signatory or is recognized by the aforesaid countries or territories;

(ii) The foreign trader has come into operation for at least 1 year from the date of establishment or registration;

(iii) The foreign trader's Certificate of Business Registration or the equivalent document if having expiry date is valid for at least 1 more year from the date of submission of the application;

(iv) The scope of operation of the representative office is consistent with that in Vietnam's Commitments to treaties to which Vietnam is a signatory;

(v) Where the scope of operation of the representative office is inconsistent with Vietnam's Commitments or the foreign trader is not located in the country or territory being party to treaties to which Vietnam is a signatory, the representative office can be established only if relevant Ministers, Heads of ministerial agencies (hereinafter referred to as "relevant Ministers") have given approval for establishment of the representative office.

Applications

To establish a representative office in Vietnam, a foreign

company must apply for a license issued by the provincial-level DOIT. A set of application files for establishment of the representative office must be submitted to the provincial-level DOIT.

To obtain a seal, the Chief Representative of the representative office or its staff may be required to personally lodge the application due to security reasons.

The following documents must be submitted to the licensing authority for obtaining the License:

- (i) Application for License (standard form);
- (ii) A legalized copy and Vietnamese translation of the Certificate of Incorporation or the equivalent document and any amendments thereto of the parent company;
- (iii) A certified copy and Vietnamese translation of the parent company's letter of appointment of the Chief Representative;
- (iv) A certified copy and Vietnamese translation of the audited financial statements of the parent company for its latest financial year issued by an auditing company or certificates of fulfillment of tax liabilities or financial obligations of the last fiscal year or equivalent documents as proof of existence and operation of the foreign trader issued or certified by competent authorities where such foreign trader is established;
- (v) Documents on the expected location of the representative office; and
- (vi) A certified copy and Vietnamese translation of Chief Representative's passport.

Licensing Timing

A R0 license will be granted within 7 days from the receipt of the satisfactory file. The applicant is required to pay the license fee of VND3 million for a license for establishment of a new representative office. The license fee would be paid upon the approval of the application file.

Within 15 days from the date of issuance of the licence, information about the R0 shall be publicly published on the licensing agency's website.

Permitted Activities

According to Decree 07, a R0 will be entitled to do the functions as stipulated in the granted license. Operational

functions of a RO are limited to:

- (i) the conduct of liaison activities;
- (ii) market research, and promotion of its head office's businesses, excluding services the establishment of representative office in which is specified in specialized legislative documents.

A RO shall have the following rights and obligations:

- (i) RO shall be entitled to do the functions as stipulated in the granted license;
- (ii) The Head of the RO shall have the right to conduct activities authorized by the parent company;
- (iii) RO's staff shall be subject to relevant tax obligations in accordance with the laws of Vietnam;
- (iv) RO shall have to report provincial-level PCs, once a year, the RO's operations.

Term of License

The license of a representative office has a term of five years but not exceeding the remaining effective period of the parent company's Certificate of Business Registration or the equivalent (for documents having expiry date). If the parent company's business licence or establishment certificate expires, the licence of the representative office will also expire. In other words, the term of the representative office cannot exceed any term of existence of its parent company. The license of a representative office may be extended upon its expiry unless it commits one of the following violations:

- (i) Fail to come into operation for 1 year and fail to enter into transactions with licensing agencies;
- (ii) Fail to submit reports on the operation of the representative office for 2 consecutive years; and
- (iii) Fail to submit reports, provide documents or explanations on issues related to its operations to the licensing agency within 6 months from the deadline of submission or at the written request of the licensing agency; and
- (iv) Other cases provided for by law.

In addition, the License may be revoked when the representative office committed any of the above-mentioned violations.

Taxation

No taxes are applicable to R0's operation, except for personal income tax charged their staff which will be further described in Section 16 hereunder.

Company Branch

Foreign banks, auditing firms, law firms, fund management companies, and foreign economic organizations can set up their branches in Vietnam. The licensing agencies are varied, of which e.g. SBV grants licenses to foreign banks' branches, MOF grants licenses to branches of foreign auditing firms and fund management companies' branches, and MOIT is authorised to grant licenses to foreign businesses.

In this Section, only branches of foreign business/traders which fall within the sole power of the provincial-level DOIT are focused, with a note that the new establishments thereof shall be all conditional to the Vietnam's WTO commitments, pursuant to which the establishment of branches of foreign service providers is unbound, except for the following sectors and sub-sectors:

- Legal services;
- Computer and related services;
- Management consultant services;
- Service related to management consulting;
- Construction and related engineering services;
- Franchising services;
- Non-life insurance services;
- Banking services;
- A number of securities services (Asset management service, Settlement and clearing services for securities, derivative products, and other securities-

related instruments; Provision and transfer of financial information, and related software by suppliers of securities services; Advisory, intermediation and other auxiliary securities-relate, including investment and portfolio research and advice, advice on acquisitions and on corporate restructuring and strategy; etc.).

Nevertheless, the licensing in practice may vary from what is provided by the Vietnam's WTO Commitments as itemized above. At this moment, no information about the abrogation of this hurdle to market is revealed by the Vietnamese Government so far.

7.1 Legislation

The Commercial Law dated 14 June 2005 constitutes the legal ground for representative offices and branches of foreign businesses in Vietnam, which is further specified by the Government's Decree No.07/2016/ND-CP, dated 25 January 2016, detailing the provisions of the Commercial Law on representative offices and branches of foreign traders in Vietnam ("Decree 07").

To implement Decree 07, on 5 July 2016, the MOIT issued Circular No.11/2016/TT-BCT, detailing all standard forms related to the issuance of licenses to, organizations and activities of representative offices and branches of foreign enterprises in Vietnam ("Circular 11").

7.2 Requirements

Under Decree 07, normally, a Branch license shall be granted if the applicant satisfies the following conditions:

- (i) The parent company is incorporated and registers for doing business in accordance with provisions of laws of countries or territories being parties to treaties to which Vietnam is a signatory or is recognized by the aforesaid countries or territories;
- (ii) The parent company has come into operation for at least 5 years from the date of establishment or registration;

- (iii) The Certificate of Business Registration or equivalent document having expiry date is valid for at least 1 more year from the date of submission of the application;
- (iv) The scope of operation of the branch is conformable with Vietnam's Commitments to market access stipulated in treaties to which Vietnam is a signatory shall be consistent with lines of business of the parent company;
- (v) Where the businesses of the branch are inconsistent with Vietnam's Commitments or the parent company is not located in one of countries or territories being parties to treaties to which Vietnam is a signatory, the branch can be established only if they obtain a prior consent of the relevant Minister for establishment of the branch.

7.3 Applications

To establish a Branch in Vietnam, a foreign company must submit a set of application files for a license issued by the MOIT. The following documents must be submitted to the licensing authority for obtaining the License:

- (i) Application for the license (standard form);
- (ii) A legalized copy of the Certificate of Incorporation or equivalent documents of the parent company and any amendments thereto;
- (iii) A certified copy and Vietnamese translation of the parent company's letter of appointment of the Head of Branch;
- (iv) A certified copy and Vietnamese translation of the audited financial statements or certificates of fulfillment of tax liabilities or financial obligations of the last fiscal year or equivalent documents as proof of existence and operation of the parent company issued or certified by competent authorities where such foreign trader is established;
- (v) A certified copy and Vietnamese translation of the Memorandum and Articles of Association of the Branch;
- (vi) Documents on the expected location of the Branch including: copies of memorandum of understanding (MOU) or leasing agreements or documents as proof of the right to use a location as the branch, copies of documents on the expected location of the Branch; and

(vii) A copy of the passport or ID card (for Vietnamese), or certified copy and Vietnamese translation of the passport (for foreigners) of the Head of the Branch.

7.4 Licensing Timing

A Branch license will be normally granted within 7 days from the receipt of the satisfactory file. The applicant is required to pay the license fee of VND1 million for a license. The license fee would be paid upon the approval of the application file.

Within 15 days from the date of issuance of the licence, information about the Branch shall be publicly published on the licensing agency's website.

7.5 Permitted Activities

A Branch is permissible to trade the products and carry out the trading-related activities in accordance with the provisions of the Commercial Law, concretely:

- (i) Provide services other than those specified in specialized legislative documents;
- (ii) Lease the office, lease and/ or purchase the utilities necessary for the operation of the Branch;
- (iii) Recruit staff;
- (iv) Execute the contract in Vietnam in accordance with the License;
- (v) Open the bank account;
- (vi) Remit profits abroad;
- (vii) Have stamp in the name of the Branch;
- (viii) Carry out the trading activities and other activities specified in the License.

7.6 Term of License

The license of a Branch has a term of five years but not exceeding the remaining effective period of the parent company's Certificate of Business Registration or the equivalent (for documents having expiry date). The license of a Branch may be extended upon its expiry unless it commits one of the following violations:

- (i) Fail to come into operation for 1 year and fail to enter

into transactions with licensing agencies;
(ii) Fail to submit reports on the operation of the branch for 2 consecutive years;
(iii) Fail to submit reports, provide documents or explanations on issues related to its operations to the licensing agency within 6 months from the deadline of submission or at the written request of the licensing agency;
and
(iv) Other cases provided for by law.

In addition, the License may be revoked when the representative office committed any of the above-mentioned violations.

7.7 Taxation

Branches of foreign businesses shall be subject to the taxes prevailing in Vietnam, which are well described in the [Section 16](#) hereunder.

Technology Transfer

Legislation

The Civil Code of which the former was passed by the National Assembly on 14 June 2005 and replaced by the new one dated 24 November 2015 is now the principal legal basis for technology transfer activities in Vietnam. Guiding the Civil Code, on the technology transfer, are now Law on Transfer of Technology passed by the National Assembly on 29 November 2006, and its implementing Decree No.133/2008/ND-CP issued by the Government, on 31 December 2008, as amended and supplemented by Decree No.103/2011/ND-CP dated 15 November 2011 (“Decree 133”) and Decree No.120/2014/ND-CP dated 17 December 2014 (“Decree 120”).

Scope of Technology Transfer

The scope of technology transfer is quite broad. Technology to be the transfer must not fall within the lists technologies of which transfer is restricted or prohibited as stipulated in Appendices 2 and 3 of Decree 120. Technology objects which shall be eligible for transfer shall be a part or the whole of the following technologies:

- (i) Technical know-how;
- (ii) Technical information about technology shall be permitted to be transferred in the form of the technological plans, technological processes, technical solutions, formulae, technical specifications, drawings, technical maps, computer programs and information files;
- (iii) Solutions for production optimization and for renovation of technology; and
- (iv) Franchising.

Technology objects shall permitted to be transferred whether attached or unattached to industrial property objects.

Contents of the Contract

Parties entering into a technology transfer contract may reach agreement on inclusion of the following particulars:

- (i) Name of the technology transfer contract, clearly stating the name of the transferred technology;
- (ii) The technology object which is being transferred and the products created from the technology;
- (iii) Transfer of the ownership of and/or right to use the technology;
- (iv) Method of transfer of the technology;
- (v) Rights and obligations of the parties;
- (vi) Price and mode of payment;
- (vii) Date of effectiveness and term of validity of the contract;
- (viii) Definitions of terms and concepts (if any) used in the contract;
- (ix) Plan and schedule for transfer of the technology, and location for implementing the transfer of the technology;
- (x) Liability to provide a warranty for the transferred

technology;

(xi) Penalties for breach of contract;

(xii) Liability for breach of contract;

(xiii) Applicable law for dispute resolution;

(xiv) Tribunal for dispute resolution; and

(xv) Other agreements, on condition that they are not contrary to the law of Vietnam. It is required that a technology transfer contract must be in writing or some other written form with equivalent validity such as a telegram, telex, facsimile or data message or other form as stipulated by law. The contract language shall be as agreed by the parties, but in the case of a transaction in Vietnam there must be a contract in Vietnamese. The Vietnamese and the foreign language versions of a contract shall be of equal validity. Compared with the old regulations, the new regulations on technology transfer are more open and respect the business intention of the parties, by removing a number of contractual restrictions and prohibitions in a technology transfer contract, relating to the price, the supplies, term of validity, etc.

Registration and Timing

Compared to the old regulations, the existing regulations permit the parties to a technology transfer contract to register at their own discretion only for obtaining incentives under applicable laws instead of required registration as in the past.

According to Decree 133, the competent levels of certifying the registration of technology transfer contracts, are:

(i) At the central level, the MOST shall issue technology transfer contract registration certificates for technologies of investment projects in which investment is approved by the Prime Minister. One copy of a technology transfer contract registration certificate shall be sent to the DOST in the locality where the transferee is headquartered for coordinated monitoring and inspection of contract performance; and

(ii) At the local level, the DOST shall issue technology transfer contract registration certificates for technologies other than those specified above. One copy of a technology transfer contract registration certificate shall be sent to the MOST for management.

It is required that the technology transfer contracts must be registered within 90 days from the signing date. And as a routine, and subject to the satisfaction of the registration file, the contract registration certificate shall be issued within 15 days from the receipt of the satisfactory file.

A file for registration of technology transfer contract must include the following:

- (i) Registration letter;
- (ii) The original or a certified copy of the technology transfer contract in Vietnamese and a foreign language. In case the parties to technology transfer are Vietnamese organizations or individuals, technology transfer contracts may be in Vietnamese only. The contract must be signed and sealed by the contracting parties and must be initialed and sealed by the contracting parties on every two adjoining pages and annexes in case a contracting party is an organization.

Taxation

Taxes applicable to transferors are well described in [Section 16](#) hereunder.