

# How to Establish a Company in Vietnam: A Complete Guide

Vietnam has emerged as a thriving destination for investors worldwide, thanks to its robust economic growth, strategic location, and pro-business policies. Setting up a company in Vietnam involves navigating legal procedures, regulatory requirements, and operational steps. This guide breaks down the process to help entrepreneurs succeed in their business ventures.

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## 1. Select the Right Business Entity

Choosing the appropriate legal structure is the first step in establishing a business. In Vietnam, the most common options include:

- **Limited Liability Company (LLC):** Suitable for small to medium-sized businesses with up to 50 members.
- **Joint-Stock Company (JSC):** Ideal for larger enterprises, requiring at least three shareholders and offering the ability to issue public shares.
- **Representative Office:** For foreign companies aiming to explore the market without direct commercial activities.
- **Branch Office:** Allows foreign companies to conduct business operations under the parent company's legal framework.

## 2. Verify Ownership and Investment Conditions

Vietnam permits 100% foreign ownership in various sectors, but some industries require local partnerships or have specific restrictions. Research the industry you plan to operate in to ensure compliance with ownership rules.

The registered capital should align with your business plan and operational needs. While no general minimum capital applies, industries like real estate or education may have specific thresholds.

### 3. Secure a Business Location

A registered office address is mandatory for incorporation. This can be a physical office, a leased property, or a virtual office for certain businesses during their initial stages. Ensure your lease agreement meets the regulatory requirements, as it will be part of the documentation for registration.

### 4. Prepare and Submit Necessary Documentation

The registration process requires a set of documents, including:

- **Investment Registration Certificate (IRC):** Authorizes foreign investors to operate in Vietnam.
- **Enterprise Registration Certificate (ERC):** Officially registers your business as a legal entity.
- **Company Charter:** Outlines governance, ownership structure, and operational guidelines.
- **Lease Agreement:** Proof of your registered office address.
- **Proof of Financial Capacity:** Such as bank statements demonstrating sufficient investment capital.

### 5. Open a Capital Account

Once your IRC and ERC are issued, a capital account must be opened with a licensed Vietnamese bank. This account is used to:

- Deposit the initial capital contribution.
- Manage capital flows related to foreign investments.
- Transfer funds for operational expenses.

### 6. Inject Capital as Per Regulations

Investors must contribute the registered capital within 90 days from the date of company establishment. This timeline is critical to avoid penalties and maintain compliance with local laws.

### 7. Obtain Additional Licenses if Required

Depending on your business activities, you may need specific licenses or permits, such as:

- **Retail Business License:** For retail operations.
- **Food Safety Certification:** For food and beverage businesses.
- **Import or Distribution Permits:** For importing goods like cosmetics or pharmaceuticals.

### 8. Meet Post-Incorporation Obligations

After incorporation, companies must adhere to ongoing compliance requirements:

- **Tax Registration:** Obtain a tax code and register with the tax authority.
- **Social Insurance:** Register employees and comply with labor regulations.
- **Accounting System:** Set up a system aligned with Vietnamese Accounting Standards (VAS).
- **Periodic Reporting:** Submit regular financial and business reports to authorities.

## 9. Factor in Costs of Establishment

Starting a business in Vietnam involves several costs, including:

- **Office Rent:** Prices vary based on location, with premium spaces in major cities like Ho Chi Minh City costing higher.
- **Registration Fees:** Government fees for company incorporation are typically affordable.
- **Professional Services:** Fees for legal, accounting, and consulting services to assist with compliance.
- **Operational Costs:** Digital signatures, employee salaries, and software systems.

## 10. Consider Professional Support

The legal framework and administrative processes in Vietnam can be challenging, especially for foreign investors. Partnering with a local law firm or business consultant can streamline the process, ensuring compliance and saving time.

[Set up company in Vietnam](#) offers immense opportunities but requires careful planning and adherence to regulations. By understanding the process and seeking expert advice, investors can successfully tap into one of Asia's most promising markets.