

Luther.

Luther in Vietnam



Welcome



Dear Reader,

We are proud to introduce you to I.N.C. law firm LL.C. Vietnam, a partner law firm of Luther LLP. Luther upholds a strong regional presence and has a substantial footprint in the ASEAN commercial life since 2008. From a European home base and our dedicated offices in China, India, Indonesia, Malaysia Myanmar, Singapore and Thailand we facilitate stakeholders of all industries and stay ahead of the latest legal and commercial developments pacing business in Asia and Europe. Our Ho Chi Minh City office emerged from a long-standing successful collaboration with trusted local partners to take on a pro-active role in the promising Vietnamese business and legal landscape.

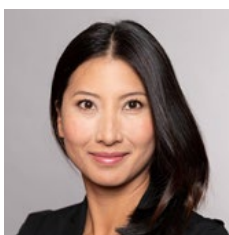
At Luther we commit to excellence and accessibility. We aim to serve as reliable partners in one of south-east Asia's most promising markets. We are confident that we hold the expertise to add value advising on any legal or tax issue that may arise during your market entry and business life cycle in Vietnam. We serve not only as lawyers, but as comprehensive business enablers, offering seamless business process outsourcing tailored to your practical needs at competitive prices.

When working with I.N.C. Law firm Vietnam you benefit from dedicated foreign and domestic advisors, gain access to support by a reliable Vietnamese law firm and partner up with a network of renowned law offices across Europe and Asia that work hand-in-hand to deliver commercially practical solutions.

We have done our job well, if you can focus on growing your business, assured that your legal, compliance and administrative tasks are taken care of.

This brochure provides a short introduction to the business environment of Vietnam and further outlines who we are and what we do. We look forward to meeting and working with you.

Yours faithfully,



Thi Thuy Trang Phan, LL.M

Introduction

Is your business in the process of:

- setting foot into or leaving from Vietnam?
- diversifying its supply chain in Asia?
- analysing growth opportunities in emerging markets?
- seeking strategies to expand, exit, restructure or relocate in SEA?
- outsourcing your business administration processes?

Whatever your current business situation, Luther provides excellent, reliable, efficient solutions that hit the mark. We take care of all time-consuming and risk-prone administrative tasks in your business so you can focus on your growth in and beyond Vietnam.

Luther provides the full range of legal, tax and business process outsourcing services across all areas related to:

- Corporate & Commercial Law
- Market Entry & Foreign Direct Investment
- Tax & Accounting
- Employment & Work Permits
- Immigration
- Regulatory & Compliance



Welcome



Our local and international lawyers, tax advisors, accountants, notaries, corporate secretaries and partners are committed and experienced to comprehensively assist and advise in all stages of a business lifecycle, namely,

- from preparing the establishment of a business vehicle
- through ongoing legal and tax advice
- and pivotal transactions, unexpected incidents or strategic restructuring
- general bookkeeping, accounting, payroll and payment administration
- to various exit scenarios.

Naturally our legal, tax and business process outsourcing products and services cover the full range of:

- high-quality multi-lingual drafts, briefings, reports and on-going documentation
- negotiations with business partners and competitors
- on-site and remote trainings for management and employment level
- representation in formal court proceedings or vis-à-vis authorities
- preparation, filing and tracking applications & appeals to the relevant authorities and
- seamless integration of any business process outsourced to us.



Luther in Vietnam

Vietnam as a business location

Vietnam has proven itself as resilient, innovative and agile business location. It maintained economic growth of 2.6% throughout a global pandemic and strives to return to 6.5% in 2022 and beyond. Its proximity to strategic markets (Cambodia, Laos, Thailand, Malaysia, Myanmar) and its public policy to position on eye-level with China as production site make it a fruitful up-and-coming candidate for those seeking diversification, resilience and expansion. Now is the time to establish strategic partnerships across the ASEAN that provide the framework for a sound economic outlook.

Foreign businesses can profit from a younger-than-average work force and the national aspiration to foster growth and become one of the fastest growing economies. Public policy (market entry for foreign investment, fast-growing tech and transport infrastructure, free trade zones) creates favorable conditions to set up and successfully maintain business.

Key industries, such as car manufacturing, electronics, IT and communication technology, medical equipment, food sourcing and processing, chemicals, rubber and plastics, fabric and clothes hold ample opportunities for growth, while DTA and FTA facilitate import/export and revenue strategies.

Our presence in Vietnam

Convinced of Vietnam's resilience and its growth potential, we set foot in Vietnam during the COVID-19-pandemic. After years of fruitful partnerships with a local law firm we opened our Ho Chi Minh City presence in December 2021. Our team consists of international legal professionals and fully qualified Vietnamese lawyers, corporate secretaries, accountants and tax advisors. Paired with our international network overseas and across Asia, we are excited to extend our renowned services and expertise to a promising market, taking on our clients' challenges and utilising our know-how to their benefit.

As classic "one-stop-shop" we provide high quality, reliable and affordable services and products in commercially relevant fields of legal and tax advice, complemented with comprehensive corporate secretarial services. We see corporate compliance as competitive advantage and aim to align our clients' internal policies to public requirements. We have done our work well, when your legal, tax and admin processes are both, compliant and practicable, so you can focus on your business operations while your business smoothly navigates local customs.



Luther in Vietnam

Our practice – Your added value

Our local and international consultants provide you with legal and tax expertise across various disciplines (public/regulatory, commercial/distribution, market entry, international trade, M&A, Construction, Transportation, IP, IT, Data Protection) and extensive knowledge of the particularities of the Socialist economic environment and the Vietnamese legal system.

We continue our bonds with fully qualified Vietnamese lawyers who can defend and assert your rights before Vietnamese courts. Our tax advisors and accountants work hard to integrate local requirements seamlessly to your business routines. As we recruit from and maintain tight bonds to expert lawyers in the Luther network, their expertise is readily available wherever your next business endeavors may take you.

As a result, we are able to provide comprehensive advice on all legal, regulatory, compliance and tax aspects throughout the entire business life cycle, and whether your business qualifies as company, investor, non-governmental organisation or the public sector.

Our knowledge in your hands

We believe that in-depth knowledge of the market in which our clients operate is quintessential to providing successful advice. As consultants we aim to serve as reliable partners for corporate transactions and business endeavors in SEA.

Consequently our lawyers and tax advisors may focus on particular industries or the public sector, and maintain professional specialisation in their respective legal or taxation disciplines. Each consultant brings his or her own professional profile to the table and adds to the teams' performance. Whichever special requirements your next project may have - we can easily adapt and you can rely on readily available knowledge.

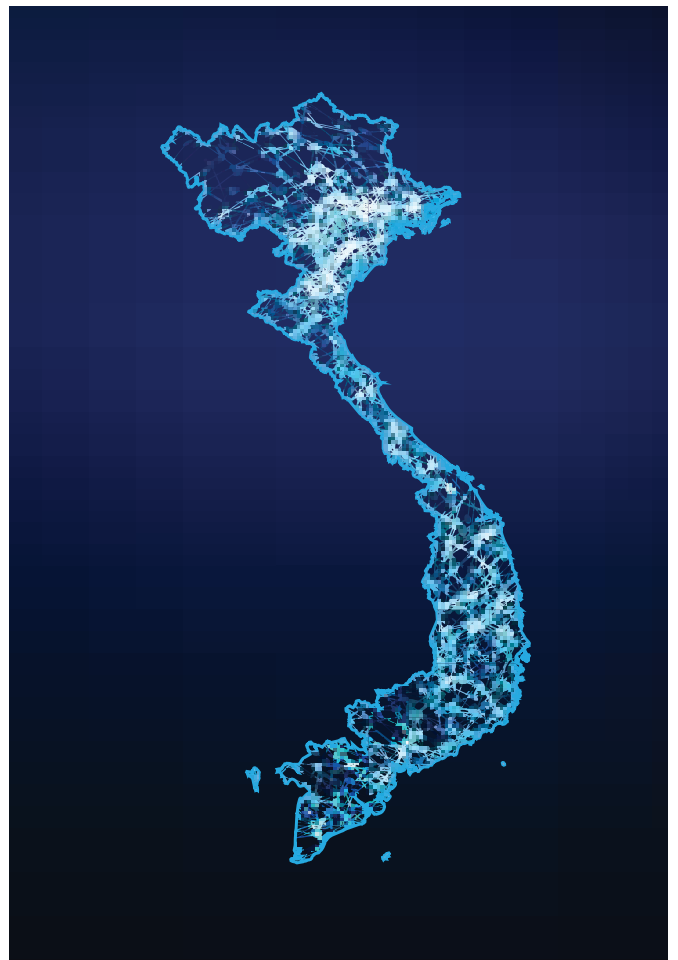
In all areas of legal services rendered by us we also conduct inhouse and remote trainings, for both management and staff level. Training goals and concepts will be tailored to your needs and may be recorded for your internal documentation. Where applicable, we certify the scope and volume of trainings to participants and provide self-learning material.

Our excellence at competitive prices

We render our services in teams comprising years of field experience and state-of-the-art expertise, making them competent partners in complex projects and allowing for creative and agile solutions tailored to your needs. Your project team will be assembled based on your specific needs.

During the project your trusted point of contact will generally be one or two senior consultant(s) responsible for the entire process. Depending on required experience and expertise they will assemble a team of specialists committed to efficiency and excellence.

Given this approach our hourly rates are competitive and we are open to alternative fee structures while we maintain the flexibility to amend the team and scope of work as you wish.



Our services

Legal and tax advisory services

Corporate/M&A

- Options of market entry and legal forms, investments
- Establishment of enterprises, branches, representative and regional offices or joint ventures with local partners
- Domestic and cross-border mergers and acquisitions including comprehensive due diligence across all legal and tax areas, negotiation, post-merger integration
- Corporate restructuring, tax group structures
- Partnership agreements, articles of association (charters) and other documents of incorporation
- Shareholder disputes, intra-company arbitration
- Corporate body liability and risk mitigation
- Corporate Compliance risk assessment and mitigation

Tax law

- International taxes (inbound and outbound)
- Direct and indirect taxes, sales and service taxes
- Transfer pricing
- Double Taxation Agreements
- Complex international tax structure

Intellectual property & copyright law

- Copyright, competition and advertising law
- User agreements, licensing agreements, NDAs
- Licencing systems, commercial use of IP rights
- Registration of local and intellectual property rights
- Legal analysis of and strategies for IP portfolios
- IP protection strategies development
- Purchase and sale of industrial property rights
- Defence of industrial property rights
- Enforcement of IP rights against infringements
- Implications of the German Trade Secret Protection Act (GeschGehG) on cross-border business operations
- Concepts for the protection of sensitive know-how

Information technology & data protection

- Data protection compliant agreements, policies
- Contractual clauses as data protection safeguards
- Defence against claims for information
- Trainings for internal data protection officers
- Data protection compliance management
- Data protection impact assessments
- International data transfers
- Representation vis-à-vis data protection authorities
- Risk management in data protection incidents
- Domestic and international data protection audits

- Use of new technologies (smart home, autonomous driving, health or Big Data applications)
- Website, online shop and cookie set-up, use of tracking and analysis tools

International Trade, Commercial & Distribution Law

- General terms and conditions, supply/purchase/ distribution agreements, agency agreements
- Supply chain compliance management
- Foreign investment & export control law
- Internal export control guidelines and corresponding compliance mechanisms
- WTO, anti-dumping and ant-subsidy law
- Product liability claims
- Product/Services approval and appeals

Start-ups and venture capital

- Company set-up and spin-off
- Seed and series financing rounds
- Participation, influence, control
- Angel, interim, mezzanine financing
- Convertible loans, silent partnership
- Employee participation, incentives
- Exit strategies, relocation, evaluation
- IP transfer, protection, commercial use

Real estate law

- Purchase and transfer of real estate
- Commercial leases
- Representation with authorities

Employment law

- Employment contracts for employees and directors
- Human Resources (HR) Internal Manuals & Policies
- HR organisational restructuring, reconciliation of interest
- Social compensation schemes
- Secondment agreements
- Social security/insurance matters

Immigration and work permits

- Visa and work permit applications & appeals
- Residence permits for relatives (Dependant Pass)
- Permanent Residency – PR applications
- Appeal proceedings against rejections
- Complementary services and administrative support

Litigation and Arbitration (by local Partners)

- Cross-border and domestic litigation (formal court proceedings) in all fields of legal advice rendered by us
- Alternative dispute resolution: cross-border and domestic arbitration and mediation
- Resolving investment disputes

Business process outsourcing services

Company secretarial services

Mandatory corporate functions

- Company secretary
- Nominee director
- Nominee manager
- Legal representative
- Registered accountant

General “Corporate House-keeping” Services

- Implementing corporate governance procedures
- Preparing and keeping statutory books/register of members
- Drafting and submitting forms and documents as required for submission to relevant authorities
- Filing of financial statements
- Drafting notices, minutes and other documents in connection with board meetings and shareholder meetings
- Advising on and assisting with corporate changes (e.g. Company charter, capital structure, change of members)

Financial accounting and reporting

Bookkeeping

- Recording all incoming payments and monies
- Compiling monthly reconciliation of accounts
- Recording all trade receivables/payables
- Recording prepaid expenses
- Recording all purchased assets and related depreciation
- Recording all sales and service taxes on taxable purchases/supplies
- Drafting regular financial reports

Management reports

- Financial statements
- Consolidated financial statements including consolidated cash flow statements, statement of changes in equity, notes in accordance with Financial Reporting Standards (FRS)

- Revaluation of accounts into functional currency
- Audit and calculation of provisions for taxes and deferred taxes for consideration in the financial statements
- Consolidation and main administrative reporting packages

Tax returns

- Registering the accountant with the relevant authorities
- Registering the company to enable the electronic filing of tax returns and annual financial statements
- Preparing and submitting the annual financial statements
- Preparing and submitting VAT declarations
- Preparing and submitting withholding tax returns
- Preparing and submitting the income tax returns

Cash and liquid assets and payment processing

- Managing liquid assets deposited with us or held in the clients own bank accounts
- Liquidity forecasts and the processing of receivables
- Providing signatory services in order to settle payment obligations for the company, for example, with suppliers or in connection with the payroll or expense accounts of employees
- Opening of bank accounts and assisting with changes
- Issuing payment vouchers and preparing cheques
- Sending signed cheques to payees or transferring funds by telegraphic transfer

Human resources and payroll accounting

- Auditing employee expense reports including payment
- Calculating net salaries
- Supplying payroll reports
- Paying net salaries to employees' bank accounts, filing and paying income tax on behalf of employees to the relevant tax office and paying social security contributions via client's escrow account, preparing confidential pay slips
- Ensuring compliance with all reporting obligations by the financial and social security authorities

Hits the mark. Luther.

Luther Rechtsanwaltsgesellschaft mbH is one of the leading corporate law firms in Germany. With some 420 lawyers and tax advisors, we can advise you in all fields of German and international corporate law. In addition to having offices in every economic centre throughout Germany, we are also present in 11 locations abroad: in Brussels, London and Luxembourg in Europe, and in Bangkok, Delhi-Gurugram, Ho Chi Minh City, Jakarta, Kuala Lumpur, Shanghai, Singapore and Yangon in Asia.

Our advisory services are tailored to our clients' corporate goals. We take a creative, dedicated approach to achieving the best possible economic outcome for each of our clients. The name "Luther" stands for expertise and commitment. With a passion for our profession, we dedicate all our efforts to solving your issues, always providing the best possible solution for our clients. Not too much and not too little – we always hit the mark.

We know how crucial it is to use resources efficiently and to plan ahead. We always have an eye on the economic impact of our advice. This is true in the case of strategic consulting as well as in legal disputes. We have complex projects on our agenda every day. At Luther, experienced and highly specialised advisors cooperate closely in order to offer our clients the best possible service. Thanks to our fast and efficient communication, permanent availability and flexibility, we are there for you whenever you need us.



About unyer

unyer is a global organisation of leading international professional services firms. Besides law firms, unyer is also open to other related professional services, especially from the legal tech sector. unyer is based in Zurich as a Swiss Verein. unyer is globally connected but has strong local roots in their respective markets.

unyer has an exclusive approach and only accepts one member firm from each market. unyer members offer its clients full services across all jurisdictions with a compelling industry focus. The organisation has an annual turnover of more than EUR 650 million and includes over 2,550 lawyers and advisors in more than 14 countries in Europe and Asia.

www.unyer.com



Our practice areas

Antitrust Law

Capital Markets &
Banking

Commercial &
Distribution Law,
Product Liability/
Product Compliance

Complex Disputes

Compliance &
Internal Investigations

Corporate/M&A

Data Protection Law

Employment Law

Energy Law

Environment &
Planning Law
Regulatory

Financial Services
Investment Funds &
Alternative Investments

Insurance Law

International
Trade Law

IP & Copyright Law

IT Law

Media & Entertainment

Notarial Services

Public Procurement
Law

Public Subsidies/
State Aid Law

Real Estate

Restructuring &
Insolvency

Start-ups & Venture
Capital

State, Administration,
Public Undertakings

Tax Law

Telecommunications
Law

White-Collar Crime &
Tax Offences

Our awards



JUVE

In the JUVE Handbook of Commercial Law Firms 2023/2024, 53 lawyers were recommended by Luther, nine of whom were recognised as “Leading Advisors” and two as “Rising Star”. In total, Luther was ranked in 31 practice areas. In 2023, Luther was named “Law Firm of the Year for Procurement Law” and “Law Firm of the Year for Distribution, Trade and Logistics” by JUVE-Verlag. In addition, Luther was nominated as “Law Firm of the Year for Technology and Media”. In 2019, Luther received the highest award as “Law Firm of the Year 2019” from JUVE-Verlag.



Chambers

In 2024, Luther was recognised by Chambers Europe for 14 practice areas in Germany as well as in two practice areas in Luxembourg. In addition, 20 partners were included in the Individual Ranking. Moreover, in 2024, Luther was recognised by Chambers Global in two practice areas in Germany and in one each in Luxembourg and Myanmar, while seven partners were also included in the Individual Ranking.



The Legal 500

The Legal 500 Germany 2024 recommends Luther in 37 areas of law, with “Top Tier” rankings in two of these areas. 73 lawyers are being recommended, 16 of whom have been specially recognised as “Leading Individual” or “Next Generation Partner”. “The Legal 500 EMEA 2024” recommends Luther for seven areas of law in Luxembourg, and nine lawyers are also recommended, two of whom have been specially recognised as “Leading Individual”. “The Legal 500 Asia Pacific 2024” recommends Luther and two of its lawyers for one area of law in Myanmar.



The Legal 500 Green Guide EMEA 2024

Luther has been included in the Legal 500 Green Guide EMEA 2024 for Germany, with three lawyers being recommended. The guide provides an overview of the law firms’ engagement with sustainability and covers both corresponding activities for clients and their own best practices and initiatives.



Kanzleimonitor

Kanzleimonitor 2023/2024 recommends Luther in 20 areas of law and has also included four Luther lawyers among the recommended lawyers mentioned by name.

Best Lawyers

„Best Lawyers in Germany 2024“

For the year 2024, 99 lawyers have been recommended by Luther as “Best Lawyers in Germany 2024”, an award presented by the US publisher “Best Lawyers” in cooperation with the German Handelsblatt, including one partner as “Lawyer of the Year” for his area of law, and 19 colleagues who have received the recommendation “Best Lawyers - Ones to Watch”.



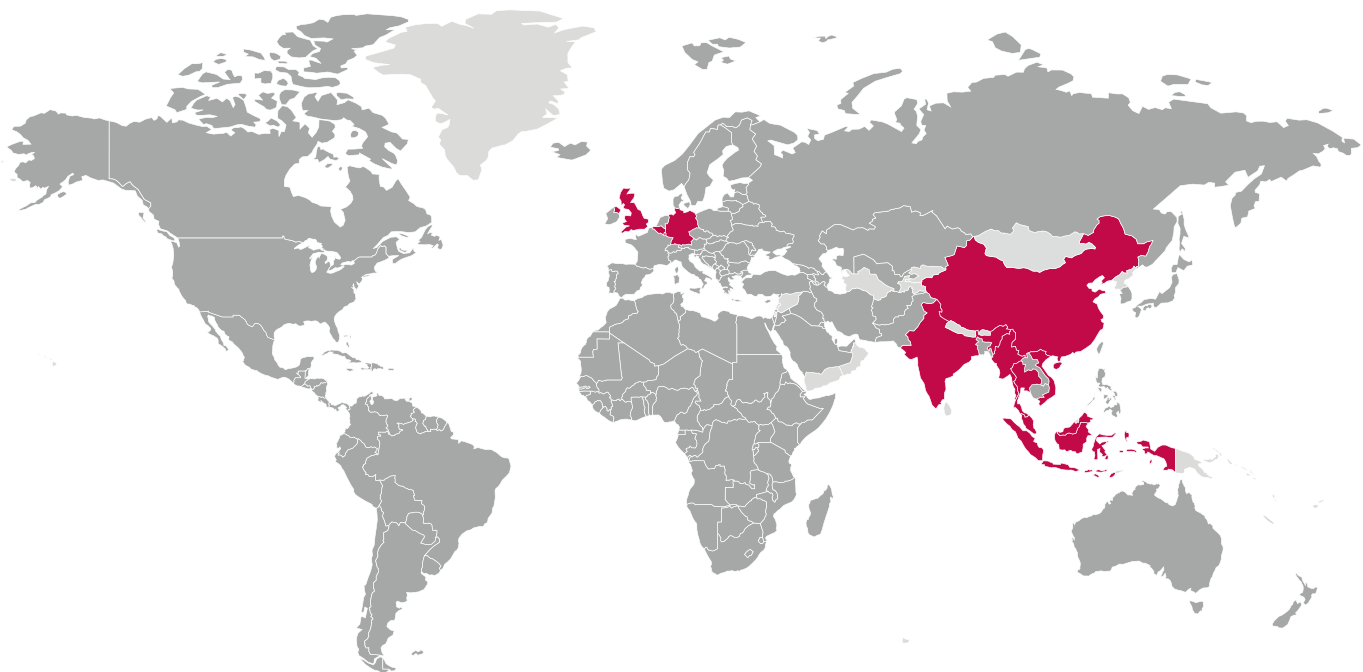
WHO'S WHO LEGAL

WHO'S WHO LEGAL lists a total of 23 lawyers in December 2023, six of whom received the highest award Thought Leader and three of whom were recognised as Future Leaders.

Our locations

We have a global outlook, with international offices in 11 key economic and financial centres in Europe and Asia. We also maintain close relationships with other commercial law firms in all relevant jurisdictions. Luther is a founding member of unyer (www.unyer.com), a global organisation of leading professional services firms that cooperate exclusively with each other. This way, we ensure a seamless service for our clients throughout their demanding international projects.

Our partner firms are based in Africa, Australia and New Zealand, Europe, Israel, Japan and Korea, the Middle East, Russia and the CIS, South and Central America, the US and Canada.



- Luther locations
- Best friends

Our locations	
Bangkok	Jakarta
Berlin	Kuala Lumpur
Brussels	Leipzig
Cologne	London
Delhi-Gurugram	Luxembourg
Dusseldorf	Munich
Essen	Shanghai
Frankfurt a.M.	Singapore
Hamburg	Stuttgart
Hanover	Yangon
Ho Chi Minh City	

Contact

Our office in Ho Chi Minh City

INC LEGAL VIETNAM LAW COMPANY LIMITED

A Partner Firm of **Luther.**

Deutsches Haus

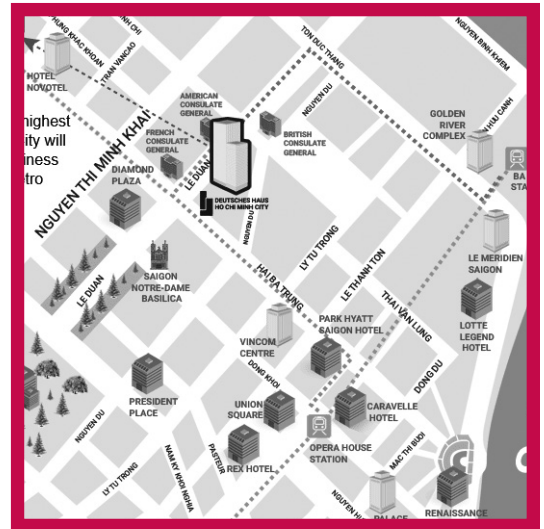
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Luther.

**Bangkok, Berlin, Brussels, Cologne, Delhi-Gurugram, Dusseldorf, Essen,
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Leipzig, London, Luxembourg, Munich, Shanghai, Singapore, Stuttgart, Yangon**

You can find further information at:

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www.luther-services.com

