

# Luther.

## Moving Money 101



## An investment's circuit in Vietnam

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# Introduction



**When assessing a potential investment destination you would want to have an idea on the transferability of cash. In the cross-border context such considerations will include exchange and foreign currency control, stability of the banking sector, accessibility of accounts and funds. Safety, transparency and predictability of the processes and the stakeholders involved will make key criteria on how an investment can be structured and what precautions need to be taken into account (that means: may impact the budget, time and cost allocation, and other resources).**

Understanding cash flow in and out of Vietnam within the life cycle of an investment project is a game changer and may require some more effort than expected. The cash flow cycle begins overseas, prior to commencing the project but already in plain sight of authorities and local banks. It becomes essential upon the establishment of the investment vehicle all the way through to capital divestment. Along this path investors are required to open and administer a number of bank accounts for various purposes. All of them are payment accounts but have different names, may be held by different entities and are needed at different stages in the investment process.

This briefing serves you with some insights on differences and allows for expectation management and better decisions prior to your investment. We have done our job well if you find some useful input and feel that you can move forward from here. We would be very happy to support and accompany your endeavours in this exciting market.

# Cash flow from a Vietnamese perspective

## I. What is considered relevant cash flow?

The purpose of this briefing is to shed some light on the various incidents that require cash funding to be transferred into and out of Vietnam. With “*cash flow*” we hereby refer to any transfer of amounts from any bank account for any purpose in the context of funding your business project in Vietnam. This includes all legal requirements pertaining to payments made in a business life cycle, from fee payments, paying for goods and services, the investment capital disbursement to receipt of payments for goods sold and services rendered, or of profit distribution and finally capital divestment. What we do not refer to are any business or accounting practices and standards of funding or planning.

Before payments can effectively be made, foreign investors have to open a number of bank accounts with locally licensed banks. This may be branches of your known and trusted overseas bank or a genuine Vietnamese Bank. The choice of bank is less important than the fact that you have established good working relationships with a number of banks, which may come in handy at a later point.

The State Bank of Vietnam (“**SBV**”) in its policy-making pursued the idea that each of its functions (of overseeing the capital market) would need a different type of bank account. The SBV’s regulation and interpretation have been the hallmark for banking ever since its establishment.

### 1. Types & purposes of Vietnamese bank accounts

The most commonly used accounts required for a foreign investment include Current Account (“**CA**”), Direct Investment Capital Account (“**DICA**”), Indirect Investment Capital Account (“**IICA**”) and Demand Account (“**DA**”). All of these types are essentially payment accounts, but they are held by different entities and are opened at different stages in the investment process. Also they serve different purposes and come with different features.

Very simplified, we can say that CA is required in the pre-establishment phase (set-up transactions), DICA and IICA serve for capital contributions, receipt of foreign loans, dividend payments and divestment (all investor-related transactions) and the DA is used for recurring payments to and receipt from commercial partners (all operational transactions).

Each of the types mentioned above comes as a foreign currency and a local currency (Vietnamese Dong – “**VND**”) account. Essentially your investment will need both to be operable and less dependent on or least adversely affected by unfavorable currency exchange rates. This is how, in a normal business life cycle, at least 6 bank accounts will accumulate, more even, if special requirements apply or additional purposes need to be served.

The local currency account is not dispensable. As a foreign investor under local laws you may receive payments for goods and services only in VND as to prevent the outbound movement of foreign currency. Though you are allowed to pay in foreign currency, which is welcome from a policy maker’s point, this requires your local commercial partners to maintain a designated foreign currency DA, which they may not be ready to do. Local currency accrues (taxable) interest, whereas foreign currency does not. Movement of foreign currency is closely monitored.

The CA has been designed with the purpose to enable payments prior to and essential for the establishment of a locally registered investment vehicle. Any commercial activity, any setting-up of office space, hiring of local employees, fee payments etc. run through the CA that is opened and remains owned by the foreign investor itself. When looking at the extensive establishment procedure for some types of investment projects, the **CA is designed to allow the investor to later convert all expenses in relation to the establishment into either capital contribution or shareholder loan**. This is only possible under strict formal conditions and solely for payments made through the CA. For this purpose the CA features tight monitoring of all transactions made to ensure that the bank statements issued, together with other documentation authenticating the origin, purpose and destination of payments are sufficient proof to allow for the conversion after establishment is completed.

The **DICA** is serving a different purpose entirely. It will be opened only once the local investment vehicle has been established which will also be the account owner. The DICA is a special-purpose account of the Vietnamese entity. It is supposed to function as **a gateway between the foreign investor’s and the local Vietnamese sphere**. And it is the basis for calculating and fulfilling tax obligations and reporting obligations and serves the authorities as a source of informa-



tion on the business outcomes of the investment vehicle. Consequently, the authorities and SBV claim more transparency and reports with regard to this account type, meaning it can be within their accessible knowledge what has been transferred in and out of the DICA for what purpose. It is also the designation for charter capital contribution in cash, to the extend not converted from expenses via the CA; any loans from outside Vietnam must be disbursed into this and repaid from this account as to allow control of trans-border cash flows.

The IICA is similar to the DICA, but a relatively new instrument created by the SBV. The underlying regulation lacks clarity and consistency in major points and is expected to change still. For the moment, the **IICA is an alternative to the DICA** and becomes mandatory at the time when the foreign participation sinks below 51% of the charter capital stated in the Charter and the Investment Registration Certificate (IRC) and the entity must close the DICA as a consequence.

The IICA shall have a similar purpose as the DICA being the gateway between investment and investor for inward funding and/or outward repayment or profit disbursement (or proceeds from winding-up). However, account owner of the IICA will be the foreign investor, not the investment vehicle. Under current regulation it is unclear where the remaining DICA funds (from capital contribution or loans) would transfer to (since the two do not have the same owner) and it is further unclear if the threshold applies to each foreign investor separately or the total foreign ownership in the entity is relevant.

At last the **DA** closest resembles a “normal” payment account (one for each currency) and is owned by and used for the local entity’s commercial operations in Vietnam.

## 2. How to set up six accounts

### 2.1. Step 1 – opening the Current Account

As said before, the CA is opened by the foreign investor in its own name prior to the establishment of the local subsidiary or investment vehicle. It can be opened at any locally licensed bank in Vietnam the investor approaches and will offer a foreign and VND currency account. The local law on Foreign Exchange Control and banking laws prescribe a number of documents to be presented for the opening, however licensed banks apply some flexibility to accommodate specific situations of their foreign clients (as to what documents and functions are available under their domestic laws respectively).

In general the foreign investor shall at least provide:

- signed versions of standard forms provided by the bank
- relevant corporate documents proving the investor’s legal status and its legal representative (according to domestic laws)
- the appointment letter for the designated account manager and person in charge of accounting or another second signatory to approve transactions (flexible)
- Passports or IDs of the legal representative and the second signatory (flexible).

Once the CA is opened, the foreign investor may remit foreign currency money from its overseas accounts to the foreign currency CA in Vietnam and may use that foreign currency amount to buy VND from the bank to be transferred to the VND CA. Any VND from the CA may be used to pay for services, deposits, reservations, fees or salary and other



transactions in Vietnam until the local entity is established. Any payments made with reference to the establishment process may later be converted to prepayments of the capital contribution or to shareholder loans.

Even without the CA foreign investors are able to pay local suppliers and providers, authorities and other payees, provided that they do not intend to later convert these payments into capital contribution or loans. Bank statements from their own foreign accounts do not provide the same documentation as the CA and will fail to serve as proof when trying to convert.

The CA is also feasible when opening a branch or representative office (lacking the quality of an independent vehicle) to conduct market research and further explore investment opportunities.

Foreign investors may make security deposits under their land leasing contract or for office rent to the landlord, who is entitled to receive such deposit in foreign currency because the foreign investor is a non-resident entity according to the Foreign Exchange Control Ordinance. However, any payments to be made in the future under the lease or rent by the local subsidiary must be made in VND and any amounts paid in foreign currency will not be permitted, as such subsidiary will be a resident entity. It shall use its capital (rather than its owner's capital) for operating expenses, so there are a number of transactions involving the three parties (landlord, the foreign investor and the subsidiary of the foreign investor). We try to visualise these payment streams in the graphic below.

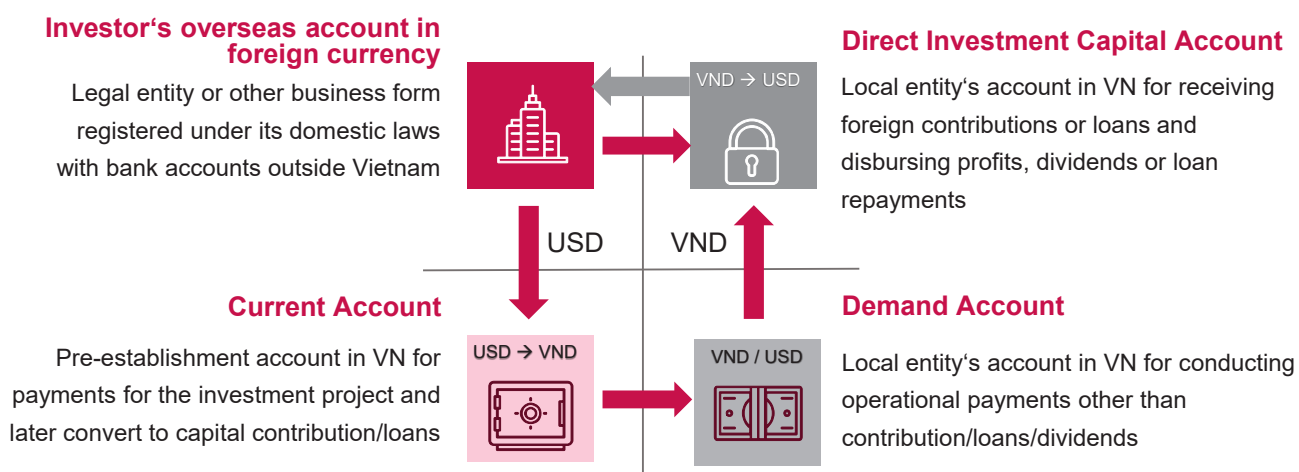
In principle the foreign investor shall remit capital contribution to its subsidiary, the subsidiary shall make payments from this capital in VND to its payees, for example a deposit owed under the lease contract to the landlord, and the landlord shall then repay the deposit to the foreign investor which it has previously received prior to the establishment. There is a certain risk that the Vietnamese third party must be moved with legal intervention to disburse double payments which can be avoided if the investor converts the deposit payment to capital contribution, requiring the use of the CA for the initial payment.

## 2.2. Step 2 – opening the DICA

Upon completion of the establishment the local subsidiary needs to approach a locally licensed bank to open the DICA. Since the Law on Enterprises requires capital contribution to be made within 90 days upon receiving the ERC, the DICA – as designated account for capital contributions – must be set up within this period. The DICA is mandatory and cannot be replaced by a CA for the long term, if any up-stream payments are to be expected at any time (latest at divestment). This applies even if the total of the capital contribution has been made by conversion of pre-establishment expenses through the CA.

The foreign-invested vehicle may hold only one DICA for each currency in one licensed bank, whereas it can open as many DA as needed in any licensed bank in Vietnam.

Any funds left in the CA may be transferred to the DICA to serve as capital contribution; the amount to be contributed may be paid in foreign currency, however, the decision if the





total contribution obligation has been met by the investor will be based on the converted VND amount as stated in the IRC and the charter. To mitigate exchange rate risks and liability for unpaid charter capital it seems advisable to check on the converted amount in the VND version of the DICA.

DICA is also the sole legal designation for any foreign loan with more than 1 year's term; any repayments to such loans and any profit distribution must be made through DICA.

To open the DICA, the FI Company shall at least:

- sign the standard forms provided by the licensed bank
- provide IRC, ERC and charter to the bank
- provide the appointment letter for the account manager and another signatory (person in charge of accounting)
- provide the passport copy of the legal representative and the second signatory

In cases where the investment project does not conjure in establishing an independent locally registered entity (but takes the shape of participation in a private-public-partnership – PPP, a business cooperation contract – BCC, or an acquisition of existing locally owned entities), the foreign investor itself or the target vehicle shall open a DICA to fulfil its obligations and receive its dividends:

- Any entity upon closing of a transaction with at least 51% of its charter capital being held by foreign investors
- Any PPP entities involving foreign investment
- Any foreign investor directly participating in a BCC or PPP project without establishing an entity.

### 2.3. Opening the Demand Account

The DA is a business payment account all companies in Vietnam have to have regardless of their ownership structure. The foreign-invested entity may open as many DA as it thinks feasible in various locally licensed banks.

DA are used to process any operational payments, in other words: receipt and payment of all transactions of a company except capital transactions (contributions and loans) mentioned above.

Once capital has been contributed to the DICA, the foreign-invested entity may use these amounts to transfer them into its foreign currency version DA, then use the foreign currency to buy VND in the VND DA. From there, the DA shall be used for paying operating costs as well as receiving revenue from investments and sales.

Capital contributions reduced in the DICA by spending through the DA will leave the investor's liability limitation unaffected. The investor does not have to "fill up" the capital amount to the amount stated in the charter in order to maintain the liability shield.

At this stage, above the foreign investor and its subsidiary there are already six bank accounts, one each of VND and foreign currency: CA, DICA and DA. The CA may be closed at this time and remaining funds may be transferred either back to the investor's accounts or as contributions to the local subsidiary's DICA. When the DICA has been opened, the foreign investor can remit its capital contribution from its offshore accounts to the subsidiary's DICA directly.

### 3. Processing transactions between the bank accounts

The diagram below indicates the cash flow cycle of investments/payments and divestment/receipts from the investor's point of view with regard to its investment project in the scenario of setting up a locally registered entity.

The conversion of foreign currency into VND in each of the accounts is highly advisable as not all payments can be made in foreign currency and exchange rates should not impose additional risks where avoidable.

Where payments made through CA (to third parties or to the DICA before closing the CA) are converted into capital contribution, this shall be reflected in an agreement between the

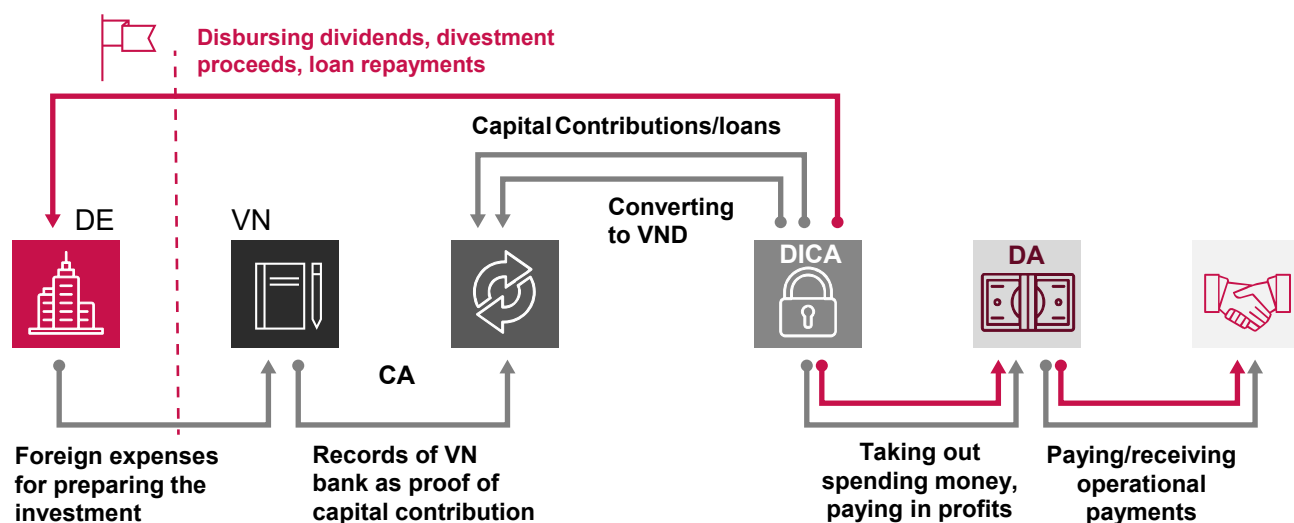
local entity and the investor; conflict of interest is not of the essence in this regard, rather this procedure reflects that the investor's expenses made on behalf of the vehicle prior to its existence deserve to be accounted for its capital contribution, deductible from the overall obligation.

Where the investor chooses to convert such expenses into loans, this helps avoiding the procedure of registering loan disbursements with the State Bank of Vietnam in each case the loan term is more than 1 year, and helps create the legal grounds for early repayments before profits may have been generated. However, please note that repayments of loans crossing the border will need to be reported to SBV even though the initial loan may not have been subject to SBV registration.

In general any payments going through DICA are transparent to the authorities, or such transparency will be required when seeking approval for divestment. This is the exact purpose of this account type. It is not advisable to seek alternatives or circumventions as these may cause adverse treatment at a later point in time or for any future investment project.

## II. Authorisation of transactions and account handling

Given that the Vietnamese corporate and investment regulation distinguishes between directors and legal representatives, not any director is automatically in charge of handling the company's bank accounts and approving of the transactions.





In the standard limited liability vehicle (LLC) the director may be given the power to represent or it may be assigned to the president or another function. Under Vietnamese corporate laws, the investor's legal representative as documented under its domestic law shall sign the application to open the CA and shall act as one authorised signatory. The account holder is entitled to appoint further signatories to manage the bank account. The number of authorised signatories shall be subject to the internal policy of the licensed bank.

Generally the local entity's legal representative and a second signatory will be designated in the application forms to open the DICA. Though the law may prescribe certain qualifications of the authorised signatories, banks generally are supportive and flexible enough to cater for the specific situation of the foreign-invested company which may not yet meet all conditions. Interim solutions may also apply.

The DA is the most flexible account and has little to observe in terms of authorised signatories. This type clearly caters to the actual needs of every-day business conduct.

Unless decided differently at the time of incorporation, a local subsidiary will state in its charter that certain thresholds of transactions will trigger additional formal requirements before they can be executed. This may be the owner's resolution to borrow in excess of a certain predetermined amount, or the approval of another function prior to disbursement. As a reflex of their own compliance conduct (as overseen by the SBV), banks are in a position to demand full proof that such "internal" requirements are met and will make explicit statements on the quality and content of documents they consider sufficient.

### III. Paying creditors outside Vietnam

The out-bound cash flow is the part where policy makers are most concerned to lose valuable assets and strict monitoring mechanisms have been implemented to (1) ensure due tax collection and (2) stay informed, if not in control, of any money leaving the country.

One column of monitoring out-bound cash-flow refers to cross-border loan repayments, be it to the owner or a third party. As mentioned above, the borrowing local entity will need to register loans of foreign origin with more than 1 year's term with the SBV, including:

- foreign loans with > 1 year contractual repayment term
- foreign loans regardless of the contractual term, which in fact remain outstanding for >1 year since their initial disbursement (except where the loan is repaid within 10 days from the first anniversary of the first disbursement)
- renewed short-term (<1yr) foreign-origin loans which have >1 year of maturity term in total (including the renewal)

Besides the pre-requisite of the registration (before disbursement) the borrowing local entity must submit a lending and repayment status report every quarter to SBV. This applies further to any foreign-originated loan, even those that were initially not subject to approval or registration by SBV initially. Any loan-related payments must be made through the DICA to be compliant.

Other payments crossing the border may include remitting remaining funds in the CA which can be paid back to the foreign investor's overseas account without triggering any reporting or approval requirements. Any other payments from DICA to an overseas' account are however transparent.

### IV. Closing and winding-up accounts

Closing accounts is generally straight forward. The account holder may request the bank to close these accounts and shall advise where to transfer the remaining funds. Closing the existing (and changing to another) bank account is also helpful if the bank's policy on certain transactions appears stricter than with another, which within certain boundaries offers more flexibility.

A local foreign-invested company's DICA must be closed (on a mandatory basis) if the ratio of foreign to Vietnamese ownership capital is less than 51%. The applicable laws leave room for interpretation on the exact determination of the ratio, however it is important to understand that this mandatory loss of the DICA for the local company automatically requires the foreign investor to open an IICA in his own name to be able to proceed dividend disbursements or loan repayments. Again, there is plenty of room for interpretation as the underlying SBV regulation is arguably inconsistent. Solutions must therefore be found in each individual case and in close coordination with the bank, SBV and other authorities in order to maintain access to assets designated for cross-border transactions.

Where the investor has decided to divest from Vietnam and the local subsidiary is to be dissolved, closing the accounts is inevitable and banks will assist, however, the investor and the entity will have to provide proof that all tax obligations are fulfilled and all liabilities for social insurance contributions have been duly met. The licensed bank shall then close the last remaining account which would normally be the DICA.

## **V. Consequences of non-compliance**

Fines and penalties apply to both, the foreign investor or its investment vehicle, if they are found to have violated applicable cash-flow regulation. That can be a failure to use the DICA for capital contribution, dividend disbursement, loan disbursements and repayments or divestment, which is fined from VND 30 mio. to 50 mio. Failure to register a loan with SBV may be sanctioned at VND 20 mio. to 30 mio., the same range as for violations of mandatory procedures regarding DA and CA.

The fines above may be not at all alarming. However, what may have sufficiently appellative effect is the consequences for future business conduct and in first instance at the next attempt to make an out-bound transfer. Since locally licensed banks are subject to strict policy enforcement by the SBV to the extent their misconduct may cause revocation of their banking license altogether, banks themselves make use of enforcement mechanisms like transparency, reporting, documentation and involving the SBV on their end.

This shall lead to an order by SBV to halt the out-bound transfer request. The bank may then – legally permissible and holding up against intervention – simply refuse to execute out-bound transactions, meaning that any assets stored in Vietnamese bank accounts, in VND currency, become effectively inaccessible. As the bank is the only one that can issue the correct documentation proving origin, purpose and destination of payments, the investor will face difficulty and a time- and resource consuming process of producing such proof required under law if it has previously circumvented the payment procedures through the designated accounts. Please keep in mind that this is a worst case scenario. It emphasises that despite low-rate fines compliance with payment regulation is a must for your business conduct in Vietnam.

Luther in Vietnam is a trusted partner on the ground and ready to support with all bank account related queries. Feel free to reach out to one of us with your questions.

# 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.

Luther has been named "Law Firm of the Year: Germany 2021" and also "European Law Firm of the Year 2021" by The Lawyer, one of the most well-known legal magazines worldwide.



## About unyer

unyer, founded by Luther and Fidal in 2021, 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 2,500 lawyers and advisors in more than 10 countries in Europe and Asia. In September 2021, Pirola Pennuto Zei & Associati joined the international organisation.

[www.unyer.com](http://www.unyer.com)



# Our Legal & tax advisory services

Our international and Vietnamese lawyers provide comprehensive legal advice in all areas of corporate and commercial law equipping you with the relevant background to make profound, risk-controlled decisions:

## Foreign direct investment and market entry

- assessment of investment locations
- advise on market entry regulation & restrictions
- correspondence & representation vis-à-vis authorities
- drafting & submission of application dossiers

## Establishment of a business presence in Vietnam

- choice of type of investment vehicles
- corporate & tax structuring
- registration of branch or representative offices
- establishment of Vietnamese-foreign joint ventures and PPP projects

## Corporate house-keeping

- capital measures (increase and reduction in charter or share capital), filing of relevant amendments to the charter
- changes of company name, charter, capital (transfer of shares, issuance of shares), shareholders/members, directors, representatives, auditors, office address
- shareholders' or members' agreements
- charter, rules of procedure
- out-of-court dispute resolution measures
- corporate documents (minutes, resolutions, notices)
- submissions to and correspondence with authorities
- authentication and legalisation of foreign documents

## Termination & suspension of business operations

- liquidation of entities
- support in bankruptcy proceedings
- de-registration of branch or representative offices

## Mergers & acquisitions

- M&A transactions
- domestic and cross-border asset or share deals
- full-scope legal and tax due diligence
- corporate restructuring measures
- post-merger / closing integration

## Finance advisory

- banking, finance and insurance law
- corporate finance
- loan and security agreements
- local business bank accounts
- legal opinions for envisaged transactions

## Real estate

- sale and purchase of land use rights
- commercial lease agreements
- construction contracts and
- financing structures

## Compliance

- anti-corruption & anti-money-laundering compliance
- corporate governance and corporate compliance measures; advise on best practice corporate governance
- regulatory compliance
- tax compliance

## Employment and labour law

- employment contracts
- secondments
- internal labour regulations and employment policies
- dispute resolution
- correspondence with labour authorities

## Immigration law

- business visa, temporary residence cards
- work permits and work permit exemptions

## **Contract law and contract administration**

- drafting and structuring of all types of domestic and cross-border commercial contracts
- INCOTERMS and int. contract framework
- FTA advisory services
- customs regulations, import and export restrictions
- structuring of e-commerce business models
- review of general terms and conditions

## **Intellectual property, business secrets & privacy law**

- development and implementation of IP protection strategies
- registration of trademarks, designs and patents
- licence agreements, research and development agreements
- cross-border data transfer risk assessment (TRA)
- data protection requirements under GDPR for global services

## **Tax advice and tax structuring**

- cross-border tax advisory services
- direct and indirect taxes
- tax structuring of M&A transactions
- transfer pricing
- e-commerce tax collection

## **Tax compliance**

- commercial tax and special goods tax
- corporate income tax and withholding tax
- applications for relief under Double Taxation Agreements
- liaison with the relevant authorities and internal accounting departments
- digital economy taxation
- stamp duty and other local special taxes

## **Environmental Protection Law**

- assessment of investment locations under environmental regulation aspects
- advise on applicable EIA regulation & restrictions
- correspondence & representation vis-a-vis authorities
- drafting & submission of application dossiers for:
  - Feasibility plan
  - Preliminary EIA and complete EIA
  - Environmental Permit
- renewal of permits.



# Luther in Asia

## Expertise

Legal advice – especially in Asia – is more than explaining the legal system to you. We are here to do more. We make a true effort to understand your business. We devise and help you implement legal and tax structures that work and let you focus on being successful in the world's most dynamic economic region.

Our Vietnam office works closely together with the other Luther offices in Asia and Europe. We take a holistic approach, dealing with Asia-wide compliance issues, assisting with the creation of international holding structures and ensuring tax-efficient repatriation of profits.

We provide the complete range of legal and tax advice to clients doing business in and from Asia. To offer a seamless service, we have teams in Europe as well as in Asia, led by partners with many years of experience on both continents. That way, we can immediately answer questions concerning investment decisions and provide our clients with an accurate assessment of the particularities of their projects, no matter where they are located.

Our lawyers unite substantial practical knowledge in important legal areas and cover the entire spectrum of law in Asia and beyond. We support foreign investors in the assessment of location and investment criteria, the structuring of investment projects, acquisitions and joint ventures. Finding and implementing solutions for sensitive areas like technology transfer and know-how protection also form part of our work. Alongside our clients we negotiate with future partners and local authorities and ensure the enforcement of their rights, in and out of court as well as in arbitration proceedings.

The services of our lawyers are complemented by our accountants, HR professionals and tax consultants offering all the services one would necessarily associate with a “one-stop shop” concept, from outsourced administration to accounting, payroll and tax compliance. Additionally, we provide corporate secretarial services, especially in Asian “common law” countries.

Collectively, our lawyers, tax consultants and professionals combine the competence and experience necessary to comprehensively assist comprehensively on all business matters in Asia. Our tax experts advise on individual and corporate tax compliance as well as on withholding tax issues, on Double Taxation Agreements and on complex international tax structures. Our accountants and professionals carry out the

time-consuming administrative tasks of accounting and payroll functions a business must undertake, allowing our clients to concentrate on growing their business.

## Singapore

Singapore is a leading international trade and financial hub. As such, it serves as Asian headquarters for many international companies operating within the Asia-Pacific region.

With a staff strength of more than 90, Luther is by far the largest continental European law firm in Singapore. More than 26 lawyers from Singapore, Germany, France and other jurisdictions cover the full range of corporate and commercial legal work as well as the structuring of investments within South and South East Asia.

Our team is supported by excellent local Singaporean lawyers, notary publics, tax advisors, accountants, corporate secretaries and other professionals.

## Shanghai

Shanghai is the main hub for doing business in China, and with a team of more than 20 international lawyers, Luther is the largest German-speaking law firm in the city. Our China team consists of German and Chinese legal experts most of whom have over a decade of experience in developing and entering the Chinese market.

Luther Shanghai is fully authorised to offer legal services including litigation and provides advice on all questions of Chinese law. Our legal team is supported by Chinese tax advisors, accountants, corporate secretaries and other professionals.

## Region

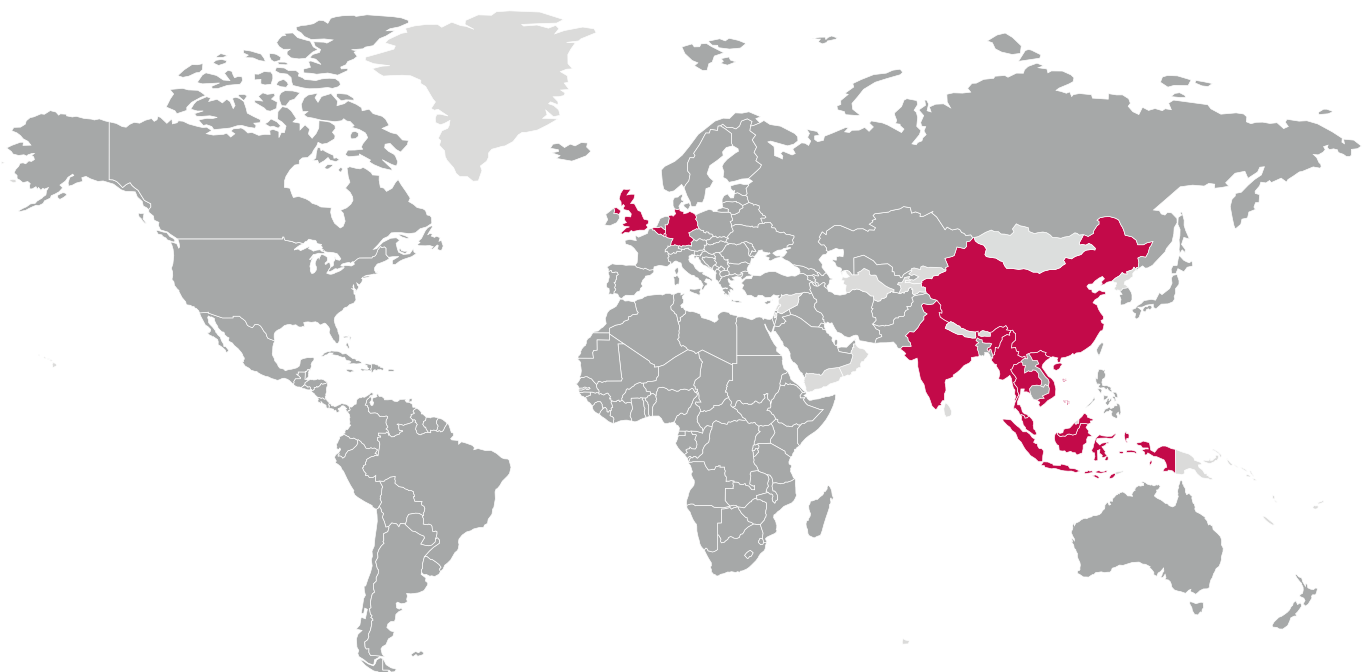
Our two principal Asian offices in Singapore and Shanghai are complemented by offices and teams in Yangon (Myanmar), Bangkok (Thailand), Delhi-Gurugram (India), Ho Chi Minh City (Vietnam), Kuala Lumpur (Malaysia) and Jakarta (Indonesia).

This network of Luther offices is further strengthened by the long-established business relationships that we have successfully developed both locally and with our regional partners in Australia, Hong Kong, Japan, New Zealand, the Philippines and South Korea.

# 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](http://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 Co. Ltd.

**A Partner Firm of *Luther*.**

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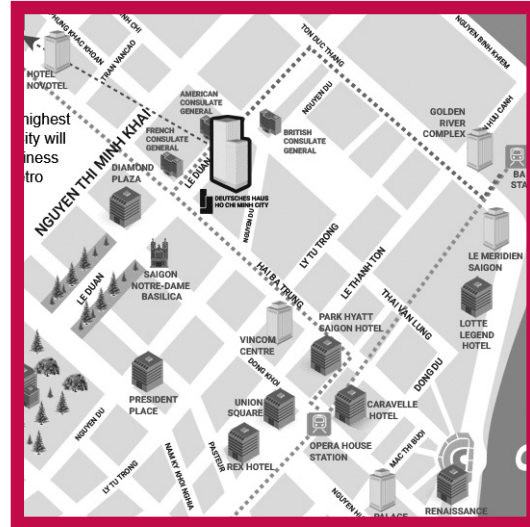
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For reasons of better legibility, the simultaneous use of gender-specific language forms is dispensed with. Corresponding terms apply in principle to all genders in the sense of equal treatment. The abbreviated form of language has editorial reasons and does not imply any valuation.

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