

# Luther.

## Luther in Vietnam



## Introduction

# Luther in Vietnam



Luther upholds a strong regional presence and has a substantial footprint in the ASEAN commercial life since 2008. As a full-service law firm of German origin, our offices in China, India, Indonesia, Malaysia, Myanmar, Singapore, Thailand and Vietnam facilitate stakeholders of all industries to stay ahead of the latest legal and commercial developments pacing business in Asia and Europe. With Luther Vietnam, we take on a pro-active role in the promising Vietnamese business and legal landscape alongside our international clients.

At Luther, we commit to excellence and accessibility. In Vietnam, we serve as reliable and trusted partners in one of south-east Asia's most promising markets. We are confident that we hold the expertise to add value to any law-driven decision that may arise during your market debut and business life cycle in Vietnam. We serve not only as one-stop-shop law firm, but as comprehensive business enablers, offering seamless business process outsourcing and actionable advice tailored to your practical needs at competitive prices.

When working with Luther Vietnam, you benefit from dedicated foreign and domestic qualified legal and tax advisors, gain access to a reliable Vietnamese partner law firm and team 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.

We look forward to meeting and working with you.

Yours faithfully,

Leif D. Schneider

## **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 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 and in arbitration proceedings. 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 venture 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 investment vehicle, NGO or part of the public sector.

## **Our expertise – your actionable advice**

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 endeavours in SEA.

Consequently, our lawyers and tax advisors focus on particular industries or the public sector, and maintain professional specialisation in their respective legal or tax 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 owner, 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 services – your competitive advantage**

We render our services in teams comprising years of field experience and state-of-the-art expertise, making us potent and competent partners in complex projects and allowing for creative and agile solutions. 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 legal & tax advisory services

## For better investment decisions

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 and work 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

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# Your contact persons



## Trang Thuy Thi Phan, LL.M.

Trang Phan advises mid-sized companies and large corporate groups in all corporate law issues. She specialises in national and international restructuring and in all of the corporate law issues related therein. Trang provides her legal expertise across Germany, Singapore and Vietnam, in German, English and Vietnamese.

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## Leif D. Schneider

Leif D. Schneider is a weathered expert in foreign direct investment (FDI) matters, particularly in the context of the developing markets of Southeast Asia. He supports his international clients with cross-border M&A transactions and structural questions that often touch upon multiple jurisdictions. His practice comprises a broad portfolio of clients across several industries, including start-ups, tech companies, manufacturers, and large multinationals with a focus on their businesses in the ASEAN countries. Leif D. Schneider has also earned a reputation as a counsel in dispute resolution and international arbitration matters, in which he regularly advises international clients on pursuing commercial claims in the region.

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## Quoc Vuong

Quoc Vuong serves as Counsel and is a registered foreign attorney with the Ministry of Justice specialising in corporate law, commercial transactions, trade & manufacturing, notably supply chain/factory establishment and compliance with international trade treaties, customs clearance, import/export controls, and product origin designation. He brings a wealth of knowledge and experience in assisting foreign investors achieve their business objectives in Vietnam by combining in-depth knowledge of the mechanics of doing business with innovative business strategies developed during his previous work at American, Thai, and Vietnamese based law firms in California and Vietnam as well as serving as in-house/trade counsel for global manufacturers and a technology company listed on the New York, Hong Kong, and Indonesian stock exchanges. Quoc collaborates with clients on selecting the appropriate investment vehicle and structuring the deal. An attorney licensed in California since 2005 and living and working in Vietnam since 2010, Quoc represented U.S. clients in a complex pharmaceutical product liability lawsuit that resulted in a multibillion dollar settlement, assisted a global computer chipmaker in an international antitrust and unfair competition matter in addition to leading FCPA investigations and IP enforcement actions for corporate clients in Vietnam. He also provides pro-bono legal services for an international NGO based in Washington, DC and wrote articles published in the World Bank's "Doing Business in Vietnam" series. Quoc speaks English, Vietnamese, and Spanish.

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