

Doing Business 2010

Vietnam

COMPARING REGULATION IN 183 ECONOMIES



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ISBN: 978-0-8213-7961-5
E-ISBN: 978-0-8213-7965-3
DOI: 10.1596/978-0-8213-7961-5
ISSN: 1729-2638

Library of Congress Cataloging-in-Publishing Data has been applied for.

Printed in the United States.

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Introduction

Doing Business 2010: Reforming Through Difficult Times is the seventh in a series of annual reports investigating regulations that enhance business activity and those that constrain it. Doing Business presents quantitative indicators on business regulations and the protection of property rights that can be compared across 183 economies, from Afghanistan to Zimbabwe, over time.

A set of regulations affecting 10 stages of a business's life are measured: starting a business, dealing with construction permits, employing workers, registering property, getting credit, protecting investors, paying taxes, trading across borders, enforcing contracts and closing a business. Data in *Doing Business 2010: Reforming Through Difficult Times* are current as of June 1, 2009*. The indicators are used to analyze economic outcomes and identify what reforms have worked, where, and why.

The Doing Business methodology has limitations. Other areas important to business such as an economy's proximity to large markets, the quality of its infrastructure services (other than those related to trading across borders), the security of property from theft and looting, the transparency of government procurement, macroeconomic conditions or the underlying strength of institutions, are not studied directly by Doing Business. To make the data comparable across economies, the indicators refer to a specific type of business, generally a local limited liability company operating in the largest business city. Because standard assumptions are used in the data collection, comparisons and benchmarks are valid across economies. The data not only highlight the extent of obstacles to doing business; they also help identify the source of those obstacles, supporting policymakers in designing reform.

The data set covers 183 economies: 46 in Sub-Saharan Africa, 32 in Latin America and The Caribbean, 27 in Eastern Europe and Central Asia, 24 in East Asia and Pacific, 19 in the Middle East and North Africa and 8 in South Asia, as well as 27 OECD high-income economies as benchmarks.

The following pages present the summary Doing Business indicators for Vietnam. The data used for this country profile come from the Doing Business database and are summarized in graphs. These graphs allow a comparison of the economies in each region not only with one another but also with the "good practice" economy for each indicator. The good-practice economies are identified by their position in each indicator as well as their overall ranking and by their capacity to provide good examples of business regulation to other countries. These good-practice economies do not necessarily rank number 1 in the topic or indicator, but they are in the top 10.

More information is available in the full report. *Doing Business 2010: Reforming Through Difficult Times* presents the indicators, analyzes their relationship with economic outcomes and recommends reforms. The data, along with information on ordering the report, are available on the Doing Business website (www.doingbusiness.org).

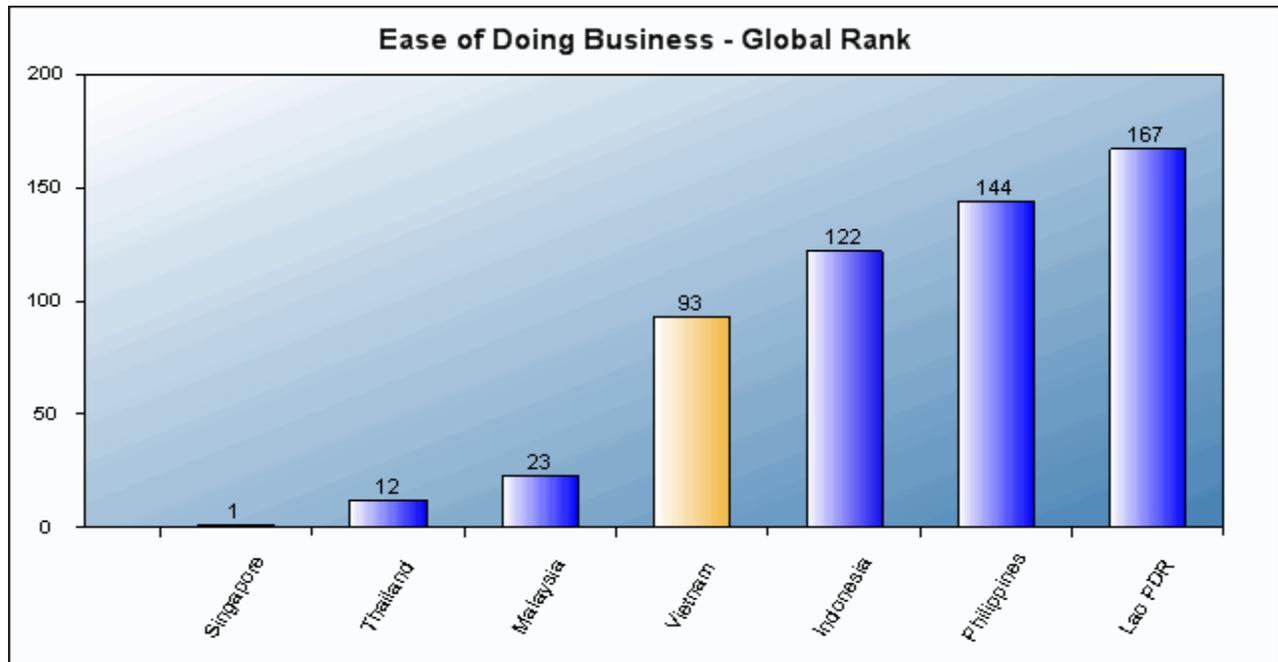
* Except for the Paying Taxes indicator that refers to the period January to December of 2008.

Note: Doing Business 2008 and Doing Business 2009 data and rankings have been recalculated to reflect changes to the methodology and the addition of new countries (in the case of the rankings).

Economy Rankings - Ease of Doing Business

Vietnam is ranked 93 out of 183 economies. Singapore is the top ranked economy in the Ease of Doing Business.

Vietnam - Compared to global good practice economy as well as selected economies:



Vietnam's ranking in Doing Business 2010

Rank	Doing Business 2010
Ease of Doing Business	93
Starting a Business	116
Dealing with Construction Permits	69
Employing Workers	103
Registering Property	40
Getting Credit	30
Protecting Investors	172
Paying Taxes	147
Trading Across Borders	74
Enforcing Contracts	32
Closing a Business	127

Summary of Indicators - Vietnam

Starting a Business	Procedures (number)	11
	Time (days)	50
	Cost (% of income per capita)	13.3
	Min. capital (% of income per capita)	0.0
Dealing with Construction Permits	Procedures (number)	13
	Time (days)	194
	Cost (% of income per capita)	248.1
Employing Workers	Difficulty of hiring index (0-100)	11
	Rigidity of hours index (0-100)	13
	Difficulty of redundancy index (0-10)	40
	Rigidity of employment index (0-100)	21
	Redundancy costs (weeks of salary)	87
Registering Property	Procedures (number)	4
	Time (days)	57
	Cost (% of property value)	1.1
Getting Credit	Strength of legal rights index (0-10)	8
	Depth of credit information index (0-6)	4
	Public registry coverage (% of adults)	19.0
	Private bureau coverage (% of adults)	0.0
Protecting Investors	Extent of disclosure index (0-10)	6
	Extent of director liability index (0-10)	0
	Ease of shareholder suits index (0-10)	2
	Strength of investor protection index (0-10)	2.7
Paying Taxes	Payments (number per year)	32
	Time (hours per year)	1050
	Profit tax (%)	20.6
	Labor tax and contributions (%)	19.2
	Other taxes (%)	0.3
	Total tax rate (% profit)	40.1

Trading Across Borders	Documents to export (number)	6
	Time to export (days)	22
	Cost to export (US\$ per container)	756
	Documents to import (number)	8
	Time to import (days)	21
	Cost to import (US\$ per container)	940
Enforcing Contracts	Procedures (number)	34
	Time (days)	295
	Cost (% of claim)	28.5
Closing a Business	Recovery rate (cents on the dollar)	18.0
	Time (years)	5.0
	Cost (% of estate)	15

Starting a Business

When entrepreneurs draw up a business plan and try to get under way, the first hurdles they face are the procedures required to incorporate and register the new firm before they can legally operate. Economies differ greatly in how they regulate the entry of new businesses. In some the process is straightforward and affordable. In others the procedures are so burdensome that entrepreneurs may have to bribe officials to speed up the process or may decide to run their businesses informally.

Analysis shows that burdensome entry regulations do not increase the quality of products, make work safer or reduce pollution. Instead, they constrain private investment; push more people into the informal economy; increase consumer prices and fuel corruption.

Methodology

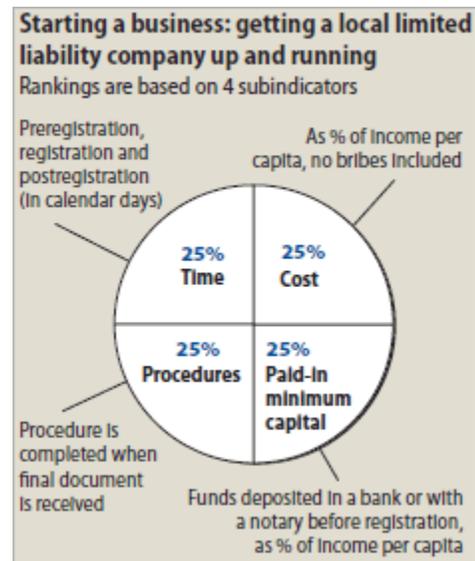
The data on starting a business is based on a survey and research investigating the procedures that a standard small to medium-size company needs to complete to start operations legally. This includes obtaining all necessary permits and licenses and completing all required inscriptions, verifications and notifications with authorities to enable the company to formally operate. Procedures are recorded only where interaction is required with an external party. It is assumed that the founders complete all procedures themselves unless professional services (such as by a notary or lawyer) are required by law. Voluntary procedures are not counted, nor are industry-specific requirements and utility hook-ups. Lawful shortcuts are counted.

It is assumed that all information is readily available to the entrepreneur, that there has been no prior contact with officials and that all government and nongovernment entities involved in the process function without corruption.

Survey Case Study

The business:

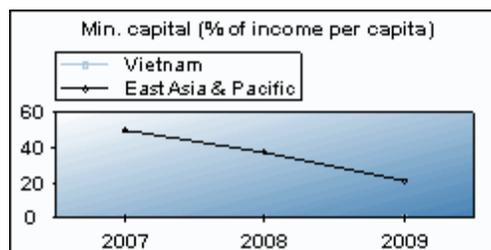
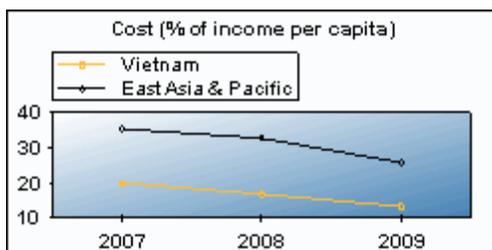
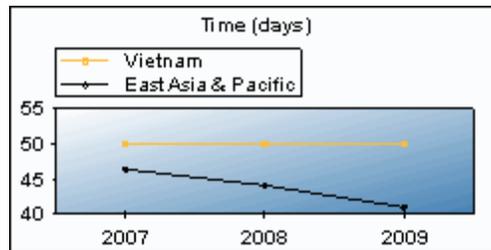
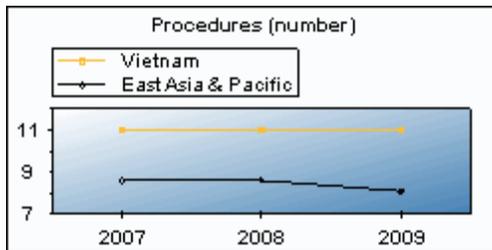
- is a limited liability company conducting general commercial activities
- is located in the largest business city
- is 100% domestically owned
- has a start-up capital of 10 times income per capita
- has a turnover of at least 100 times income per capita
- has between 10 and 50 employees
- does not qualify for any special benefits
- does not own real estate



1. Historical data: Starting a Business in Vietnam

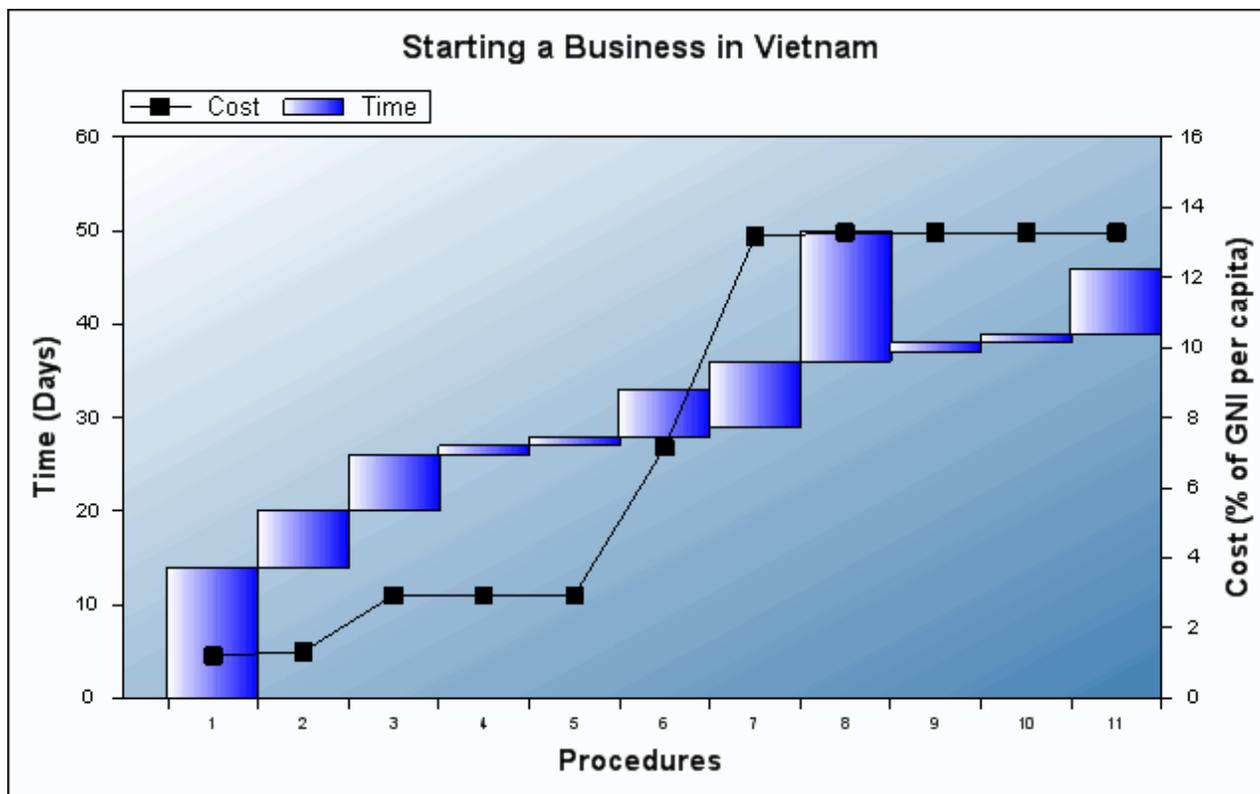
Starting a Business data	Doing Business 2008	Doing Business 2009	Doing Business 2010
Rank	..	109	116
Procedures (number)	11	11	11
Time (days)	50	50	50
Cost (% of income per capita)	20.0	16.8	13.3
Min. capital (% of income per capita)	0.0	0.0	0.0

2. The following graphs illustrates the Starting a Business indicators in Vietnam over the past 3 years:



3. Steps to Starting a Business in Vietnam

It requires 11 procedures, takes 50 days, and costs 13.29 % GNI per capita to start a business in Vietnam.



List of Procedures:

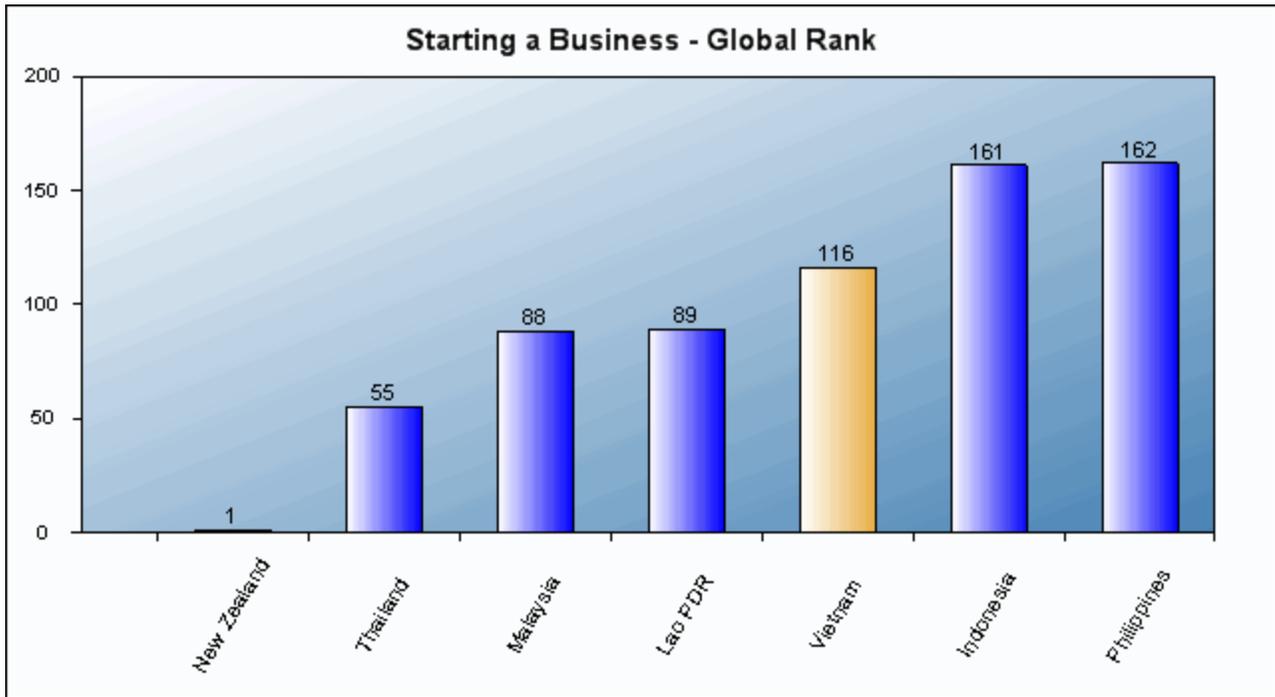
- | | |
|---|--|
| <ol style="list-style-type: none"> 1. Check the proposed company name; obtain a business registration certificate from the local business registration office under the Department of Planning and Investment 2. Obtain a seal-making license from the Public Security 3. Make a company seal 4. Pick up company seal 5. Open a bank account 6. Publish announcement in a daily newspaper 7. Apply for a tax code at the Municipal Taxation Department; pay business license tax 8. Buy pre-printed VAT invoices from the Municipal Taxation Department or obtain and print self-printed VAT invoices | <ol style="list-style-type: none"> 9. Register with the local labor office to declare use of labor (Municipal Department for Labor, Invalids and Social Affairs). 10. Register employees with the Social Insurance Fund for the payment of health insurance and social insurance. 11. Register for trade union with Vietnam General Confederation of Labour |
|---|--|

More detail is included in the appendix.

4. Benchmarking Starting a Business Regulations:

Vietnam is ranked 116 overall for Starting a Business.

Ranking of Vietnam in Starting a Business - Compared to good practice and selected economies:



The following table shows Starting a Business data for Vietnam compared to good practice and comparator economies:

Good Practice Economies	Procedures (number)	Time (days)	Cost (% of income per capita)	Min. capital (% of income per capita)
Denmark*			0.0	
New Zealand*	1	1		0.0

<i>Selected Economy</i>				
Vietnam	11	50	13.3	0.0

<i>Comparator Economies</i>				
Indonesia	9	60	26.0	59.7
Lao PDR	7	100	12.3	0.0
Malaysia	9	11	11.9	0.0
Philippines	15	52	28.2	5.5
Thailand	7	32	6.3	0.0

* The following economies are also good practice economies for :

Procedures (number): **Canada**

Cost (% of income per capita): **Slovenia**

Dealing with Construction Permits

Once entrepreneurs have registered a business, what regulations do they face in operating it? To measure such regulation, Doing Business focuses on the construction sector. Construction companies are under constant pressure from government to comply with inspections, with licensing and safety regulations, from customers to be quick and cost-effective. These conflicting pressures point to the tradeoff in building regulation; the tradeoff between protecting people (construction workers, tenants, passersby) and keeping the cost of building affordable.

In many economies, especially poor ones, complying with building regulations is so costly in time and money that many builders opt out. Builders may pay bribes to pass inspections or simply build illegally, leading to hazardous construction. Where the regulatory burden is large, entrepreneurs may tend to move their activity into the informal economy. There they operate with less concern for safety, leaving everyone worse off. In other economies compliance is simple, straightforward and inexpensive, yielding better results.

Methodology

The indicators on dealing with construction permits record all procedures officially required for an entrepreneur in the construction industry to build a warehouse. These include submitting project documents (building plans, site maps) to the authorities, obtaining all necessary licenses and permits, completing all required notifications and receiving all necessary inspections. They also include procedures for obtaining utility connections, such as electricity, telephone, water and sewerage. The time and cost to complete each procedure under normal circumstances are calculated. All official fees associated with legally completing the procedures are included. Time is recorded in calendar days. The survey assumes that the entrepreneur is aware of all existing regulations and does not use an intermediary to complete the procedures unless required to do so by law.

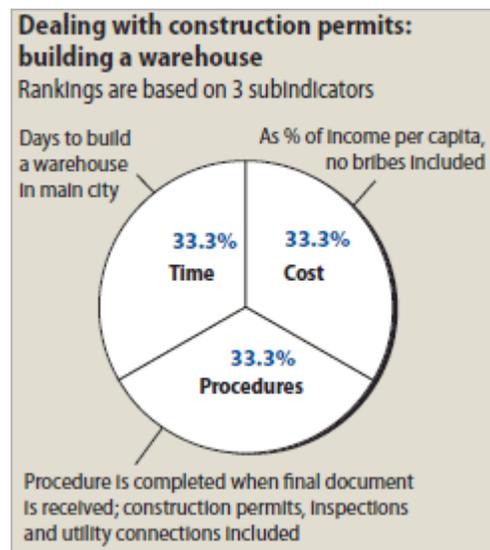
Survey Case Study

The business:

- is a small to medium-size limited liability company
- is located in the largest business city
- is domestically owned and operated, in the construction business
- has 20 qualified employees

The warehouse to be built:

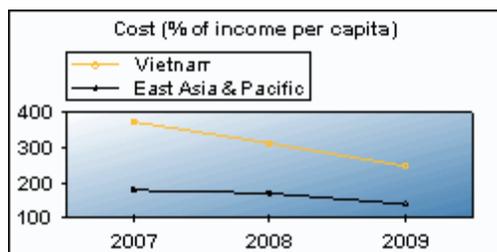
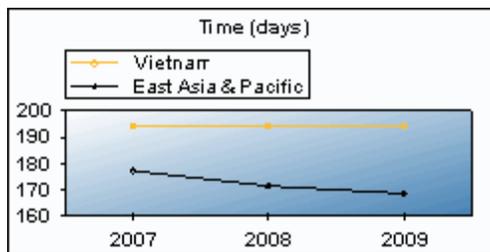
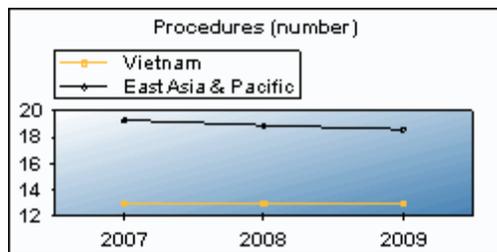
- is a new construction (there was no previous construction on the land)
- has complete architectural and technical plans prepared by a licensed architect
- will be connected to electricity, water, sewerage (sewage system, septic tank or their equivalent) and one land phone line. The connection to each utility network will be 32 feet, 10 inches (10 meters) long.
- will be used for general storage, such as of books or stationery. The warehouse will not be used for any goods requiring special conditions, such as food, chemicals or pharmaceuticals.
- will take 30 weeks to construct (excluding all delays due to administrative and regulatory requirements).



1. Historical data: Dealing with Construction Permits in Vietnam

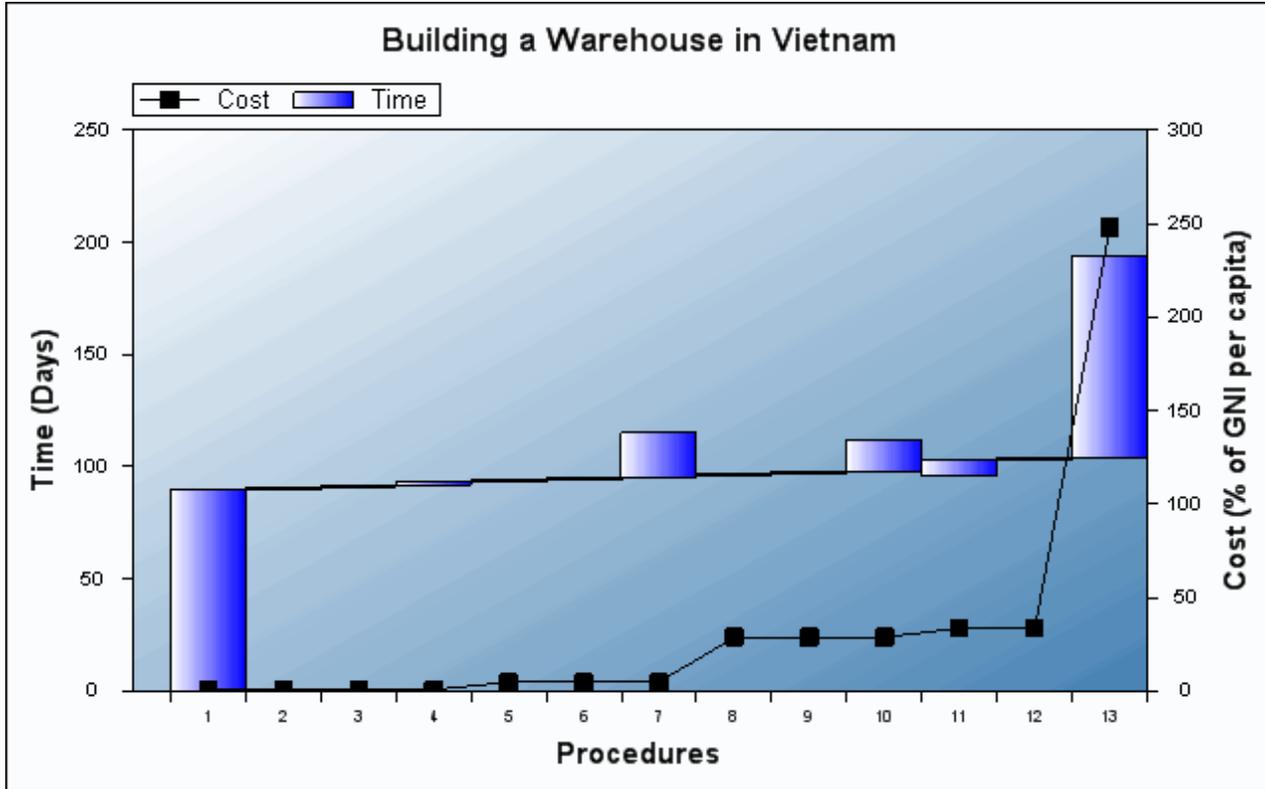
Dealing with Construction Permits data	Doing Business 2008	Doing Business 2009	Doing Business 2010
Rank	..	67	69
Procedures (number)	13	13	13
Time (days)	194	194	194
Cost (% of income per capita)	373.6	313.3	248.1

2. The following graphs illustrates the Dealing with Construction Permits indicators in Vietnam over the past 3 years:



3. Steps to Building a Warehouse in Vietnam

It requires 13 procedures, takes 194 days, and costs 248.14 % GNI per capita to build a warehouse in Vietnam.



List of Procedures:

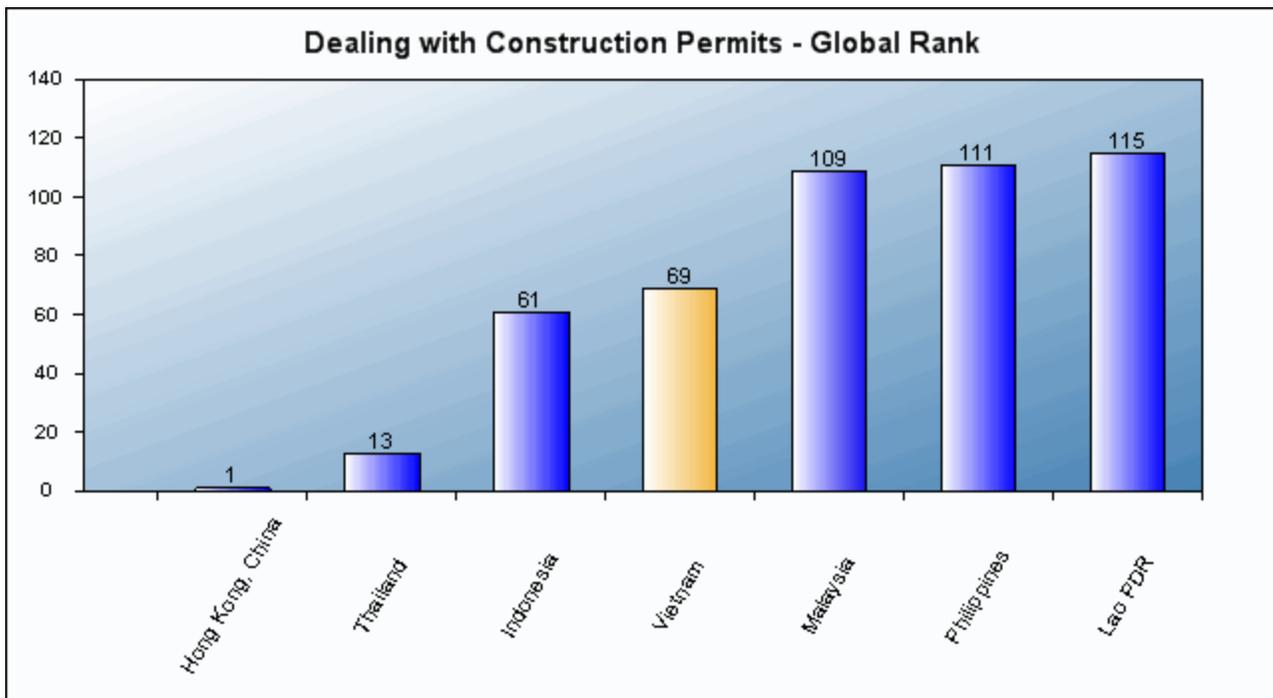
- | | |
|---|--|
| <ol style="list-style-type: none"> 1. Request and obtain construction permit from the (District) Department of Construction of Ho Chi Minh City 2. Receive inspection by the Department of Construction of Ho Chi Minh City 3. Receive inspection from the municipality after completion of foundation works 4. Receive inspection from the municipality at completion of building surroundings 5. Request power connection 6. Receive inspection by power provider 7. Connect to power services 8. Request water and sewage connection 9. Receive inspection by water company 10. Connect to water and sewage services | <ol style="list-style-type: none"> 11. Request and connect to phone line 12. Notify and receive inspection from the municipality after completion of building 13. Register the building at the Department of Construction of Ho Chi Minh City |
|---|--|

More detail is included in the appendix.

4. Benchmarking Dealing with Construction Permits Regulations:

Vietnam is ranked 69 overall for Dealing with Construction Permits.

Ranking of Vietnam in Dealing with Construction Permits - Compared to good practice and selected economies:



The following table shows Dealing with Construction Permits data for Vietnam compared to good practice and comparator economies:

Good Practice Economies	Procedures (number)	Time (days)	Cost (% of income per capita)
Denmark	6		
Qatar			0.6
Singapore		25	

<i>Selected Economy</i>			
Vietnam	13	194	248.1

<i>Comparator Economies</i>			
Indonesia	14	160	194.8
Lao PDR	24	172	144.0
Malaysia	25	261	7.1
Philippines	24	203	81.7
Thailand	11	156	12.1

Employing Workers

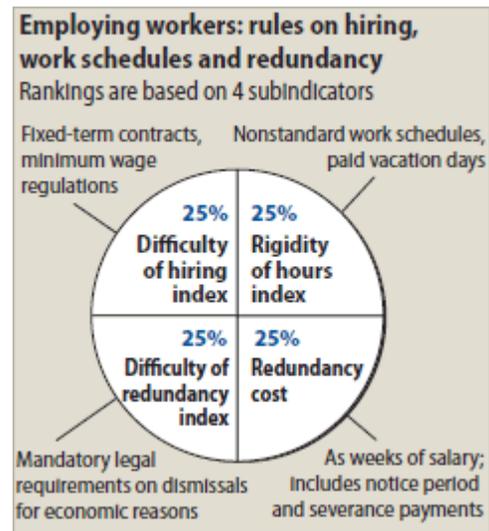
Economies worldwide have established a system of laws and institutions intended to protect workers and guarantee a minimum standard of living for its population. This system generally encompasses four bodies of law: employment, industrial relations, social security and occupational health and safety laws.

Employment regulations are needed to allow efficient contracting between employers and workers and to protect workers from discriminatory or unfair treatment by employers. Doing Business measures flexibility in the regulation of hiring, working hours and dismissal in a manner consistent with the conventions of the International Labour Organization (ILO). An economy can have the most flexible labor regulations as measured by Doing Business while ratifying and complying with all conventions directly relevant to the factors measured by Doing Business and with the ILO core labor standards. No economy can achieve a better score by failing to comply with these conventions.

Governments all over the world face the challenge of finding the right balance between worker protection and labor market flexibility. But in developing countries especially, regulators often err to one extreme, pushing employers and workers into the informal sector. Analysis across economies shows that while employment regulation generally increases the tenure and wages of incumbent workers, overly rigid regulations may have undesirable side effects. These include less job creation, smaller company size, less investment in research and development, and longer spells of unemployment and thus the obsolescence of skills, all of which may reduce productivity growth.

Methodology

Two measures are presented: a rigidity of employment index and a redundancy cost measure. The rigidity of employment index is the average of three sub-indices: difficulty of hiring, rigidity of hours and difficulty of redundancy. Each index takes values between 0 and 100, with higher values indicating more rigid regulation. The difficulty of hiring index measures the flexibility of contracts and the ratio of the minimum wage to the value added per worker. The rigidity of hours index covers restrictions on weekend and night work, requirements relating to working time and the workweek taking into account legal provisions that refer specifically to small to medium-size companies in the manufacturing industry in which continuous operation is economically necessary, as well as mandated days of annual leave with pay. The difficulty of redundancy index covers workers' legal protections against dismissal, including the grounds permitted for dismissal and procedures for dismissal (individual and collective): notification and approval requirements, retraining or reassignment obligations and priority rules for dismissals and reemployment.



The Redundancy cost indicator measures the cost of advance notice requirements, severance payments and penalties due when terminating a redundant worker, expressed in weeks of salary.

Survey Case Study

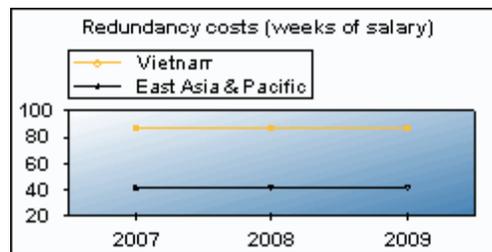
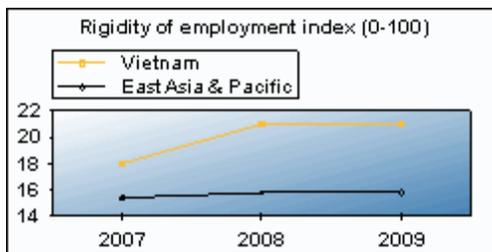
The business:

- is a limited liability company operating in the manufacturing sector
- is located in the largest business city
- is 100% domestically owned
- has 60 employees
- The company is also assumed to be subject to collective bargaining agreements in economies where such agreements cover more than half the manufacturing sector and apply even to firms not party to them.

1. Historical data: Employing Workers in Vietnam

Employing Workers data	Doing Business 2008	Doing Business 2009	Doing Business 2010
Rank	..	100	103
Redundancy costs (weeks of salary)	87	87	87
Rigidity of employment index (0-100)	18	21	21

2. The following graphs illustrates the Employing Workers indicators in Vietnam over the past 3 years:



3. Benchmarking Employing Workers Regulations:

Vietnam is ranked 103 overall for Employing Workers.

Ranking of Vietnam in Employing Workers - Compared to good practice and selected economies:



The following table shows Employing Workers data for Vietnam compared to good practice and comparator economies:

Good Practice Economies	Rigidity of employment index (0-100)	Redundancy costs (weeks of salary)
Hong Kong, China*	0	
New Zealand*		0

<i>Selected Economy</i>		
Vietnam	21	87

<i>Comparator Economies</i>		
Indonesia	40	108
Lao PDR	20	162
Malaysia	10	75
Philippines	29	91
Thailand	11	54

* The following economies are also good practice economies for :

Rigidity of employment index (0-100): Australia, Brunei Darussalam, Kuwait, Marshall Islands, Singapore, St. Lucia, Uganda, United States

Redundancy costs (weeks of salary): Denmark, Iraq, Marshall Islands, Micronesia, Fed. Sts., Palau, Puerto Rico, Tonga, United States

Registering Property

Formal property titles help promote the transfer of land, encourage investment and give entrepreneurs access to formal credit markets. But a large share of property in developing economies is not formally registered. Informal titles cannot be used as security in obtaining loans, which limits financing opportunities for businesses. Many governments have recognized this and started extensive property titling programs. But bringing assets into the formal sector is only part of the story. The more difficult and costly it is to formally transfer property, the greater the chances that formalized titles will quickly become informal again. Eliminating unnecessary obstacles to registering and transferring property is therefore important for economic development.

Efficient property registration reduces transaction costs and helps to formalize property titles. Simple procedures to register property are also associated with greater perceived security of property rights and less corruption. That benefits all entrepreneurs, especially women, the young and the poor. The rich have few problems protecting their property rights. They can afford to invest in security systems and other measures to defend their property. But small entrepreneurs cannot. Reform can change this.

Methodology

Doing Business records the full sequence of procedures necessary for a business (buyer) to purchase a property from another business (seller) and to transfer the property title to the buyer's name. The property of land and building will be transferred in its entirety. The transaction is considered complete when the buyer can use the property as collateral for a bank loan.

Local property lawyers and officials in property registries provide information on required procedures as well as the time and cost to complete each one. For most economies the data are based on responses from both. Based on the responses, three indicators are constructed:

- number of procedures to register property
- time to register property (in calendar days)
- official costs to register property (as a percentage of the property value)

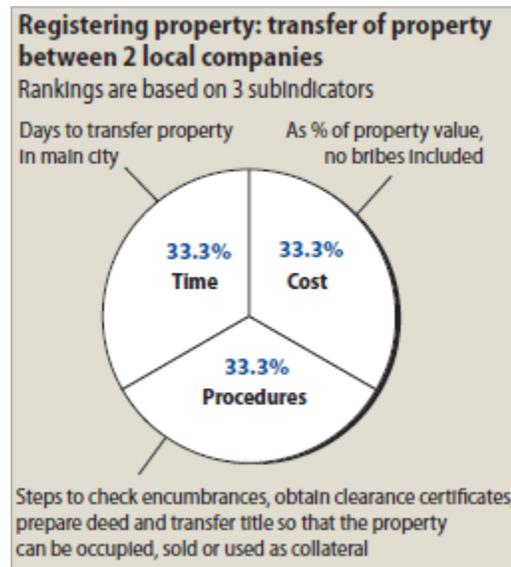
Survey Case Study

The buyer and seller:

- are limited liability companies
- are private nationals (no foreign ownership)
- are located in periurban area of the largest business city
- conduct general commercial activities

The property:

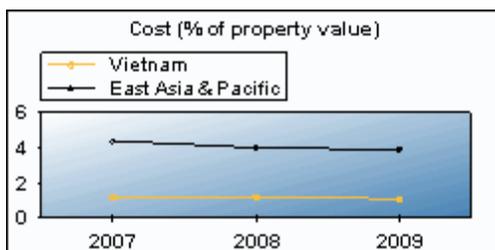
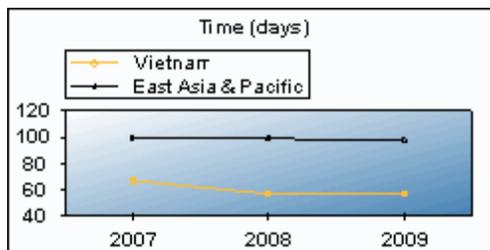
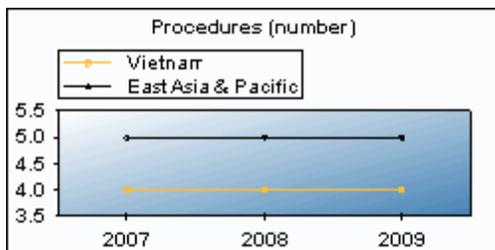
- consists of land and a 2-story building (warehouse)
- is located in the periurban commercial zone of the largest business city
- The land area is 557.4 m² (6,000 square feet).
- The warehouse has a total area of 929 m² (10,000 square feet).
- has a value equal to 50 times income per capita
- The seller company owned the property for the last 10 years.
- is registered in the land registry and/or cadastre and is free of all disputes.



1. Historical data: Registering Property in Vietnam

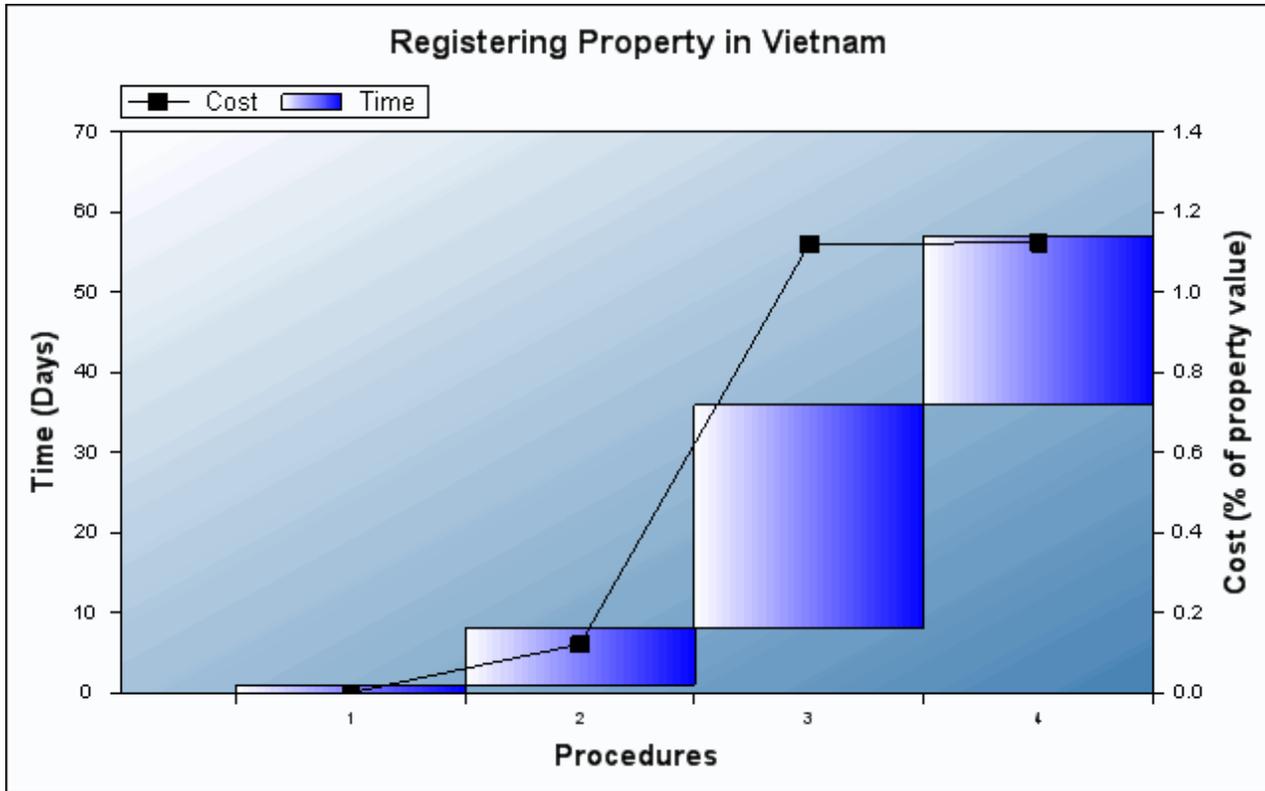
Registering Property data	Doing Business 2008	Doing Business 2009	Doing Business 2010
Rank	..	37	40
Procedures (number)	4	4	4
Time (days)	67	57	57
Cost (% of property value)	1.2	1.2	1.1

2. The following graphs illustrates the Registering Property indicators in Vietnam over the past 3 years:



3. Steps to Registering Property in Vietnam

It requires 4 procedures, takes 57 days, and costs 1.12 % of property value to register the property in Vietnam.



List of Procedures:

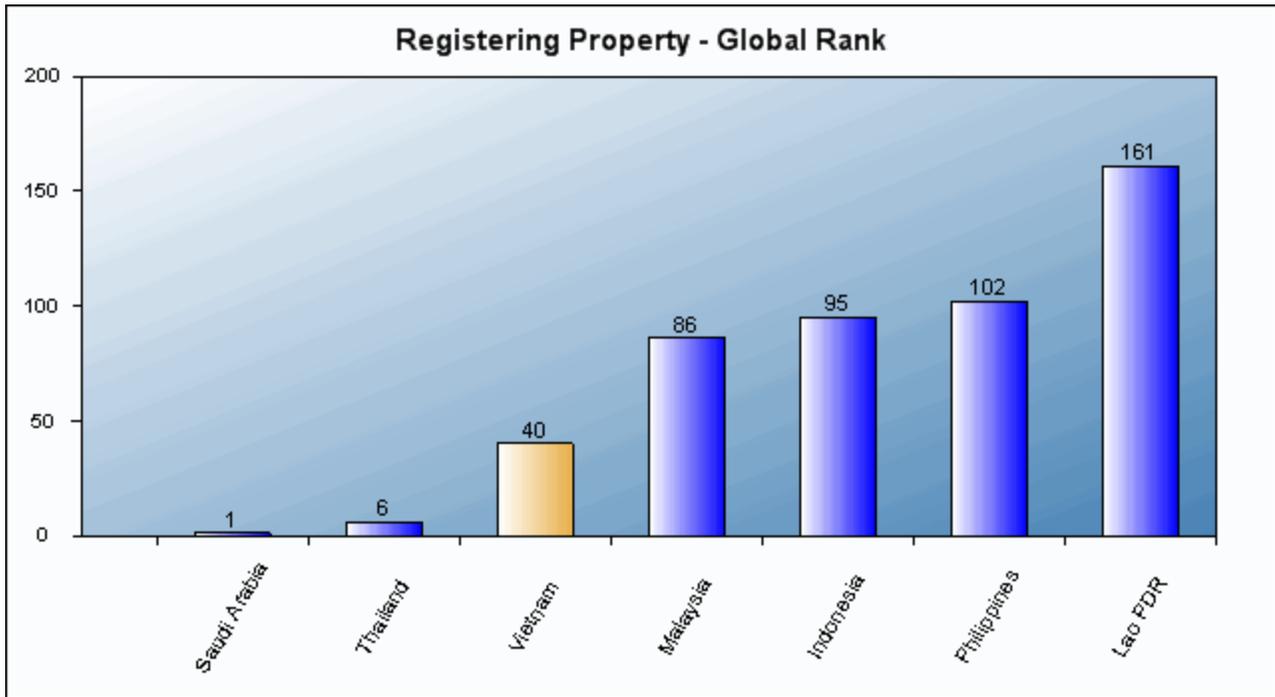
1. Build a dossier on land-use right transfer
2. The transferor and transferee will sign the contract which will be witnessed and certified by a notary located in the same area as the property
3. The parties pay income tax on assignment of the land-use right and the registration fee at the relevant District Department of Taxation
4. The land-use right transferee shall register the right to use land at the City Registration Office for land-use rights

More detail is included in the appendix.

4. Benchmarking Registering Property Regulations:

Vietnam is ranked 40 overall for Registering Property.

Ranking of Vietnam in Registering Property - Compared to good practice and selected economies:



The following table shows Registering Property data for Vietnam compared to good practice and comparator economies:

Good Practice Economies	Procedures (number)	Time (days)	Cost (% of property value)
New Zealand*		2	
Norway*	1		
Saudi Arabia			0.0

<i>Selected Economy</i>			
Vietnam	4	57	1.1

<i>Comparator Economies</i>			
Indonesia	6	22	10.7
Lao PDR	9	135	4.1
Malaysia	5	144	2.6
Philippines	8	33	4.3
Thailand	2	2	1.1

* The following economies are also good practice economies for :

Procedures (number): United Arab Emirates

Time (days): Saudi Arabia, Thailand, United Arab Emirates

Getting Credit

Firms consistently rate access to credit as among the greatest barriers to their operation and growth. Doing Business constructs two sets of indicators of how well credit markets function: one on credit registries and the other on legal rights of borrowers and lenders. Credit registries, institutions that collect and distribute credit information on borrowers, can greatly expand access to credit. By sharing credit information, they help lenders assess risk and allocate credit more efficiently. They also free entrepreneurs from having to rely on personal connections alone when trying to obtain credit.

Methodology

Credit information: three indicators are constructed

- depth of credit information index, which measures the extent to which the rules of a credit information system facilitate lending based on the scope of information distributed, the ease of access to information and the quality of information
- public registry coverage, which reports the number of individuals and firms covered by a public credit registry as a percentage of the adult population
- private bureau coverage, which reports the number of individuals and firms, covered by a private credit bureau as a percentage of the adult population

Legal Rights: the strength of legal rights index measures the degree to which collateral and bankruptcy laws protect the rights of borrowers and lenders. Ten points are analyzed:

- Can a business use movable assets as collateral while keeping possession of the assets, and can any financial institution accept such assets as collateral?
- Does the law allow a business to grant a non-possessory security right in a single category of revolving movable assets, without requiring a specific description of the secured assets?
- Does the law allow a business to grant a non-possessory security right in substantially all of its assets, without requiring a specific description of the secured assets?
- Can a security right extend to future or after-acquired assets and extend automatically to the products, proceeds or replacements of the original assets?
- Is general description of debts and obligations permitted in collateral agreements and in registration documents, so that all types of obligations and debts can be secured by stating a maximum rather than a specific amount between the parties?
- Is a collateral registry in operation that is unified geographically and by asset type as well as being indexed by the name of the grantor of a security right?
- Are secured creditors paid first when a debtor defaults outside an insolvency procedure or when a business is liquidated?
- Are secured creditors subject to an automatic stay or moratorium on enforcement procedures when a debtor enters a court-supervised reorganization procedure?
- Are parties allowed to agree in a collateral agreement that the lender may enforce its security right out of court?

Legal Rights Survey Case Study

The Debtor:

- is a Private Limited Liability Company
- has its headquarters and only base of operations in the largest business city
- obtains a loan from a local bank (the Creditor) for an amount up to 10 times income (GNI) per capita
- Both debtor and creditor are 100% domestically owned.

Getting credit: collateral rules and credit information

Rankings are based on 2 subindicators

Regulations on nonpossessory security interests in movable property

62.5%
Strength of legal rights index
(0-10)

37.5%
Depth of credit information index
(0-6)

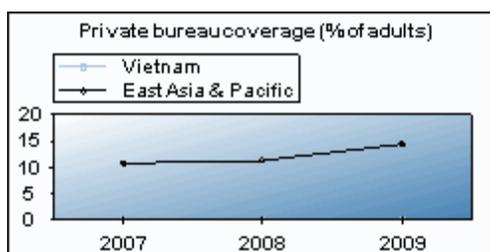
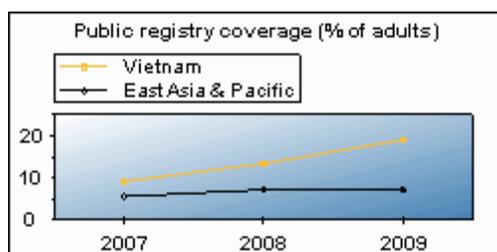
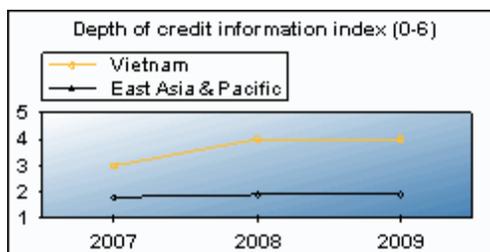
Scope, quality and accessibility of credit information through public and private credit registries

Note: Private bureau coverage and public registry coverage are measured but do not count for the rankings.

1. Historical data: Getting Credit in Vietnam

Getting Credit data	Doing Business 2008	Doing Business 2009	Doing Business 2010
Rank	..	27	30
Strength of legal rights index (0-10)	8	8	8
Depth of credit information index (0-6)	3	4	4
Private bureau coverage (% of adults)	0.0	0.0	0.0
Public registry coverage (% of adults)	9.2	13.4	19.0

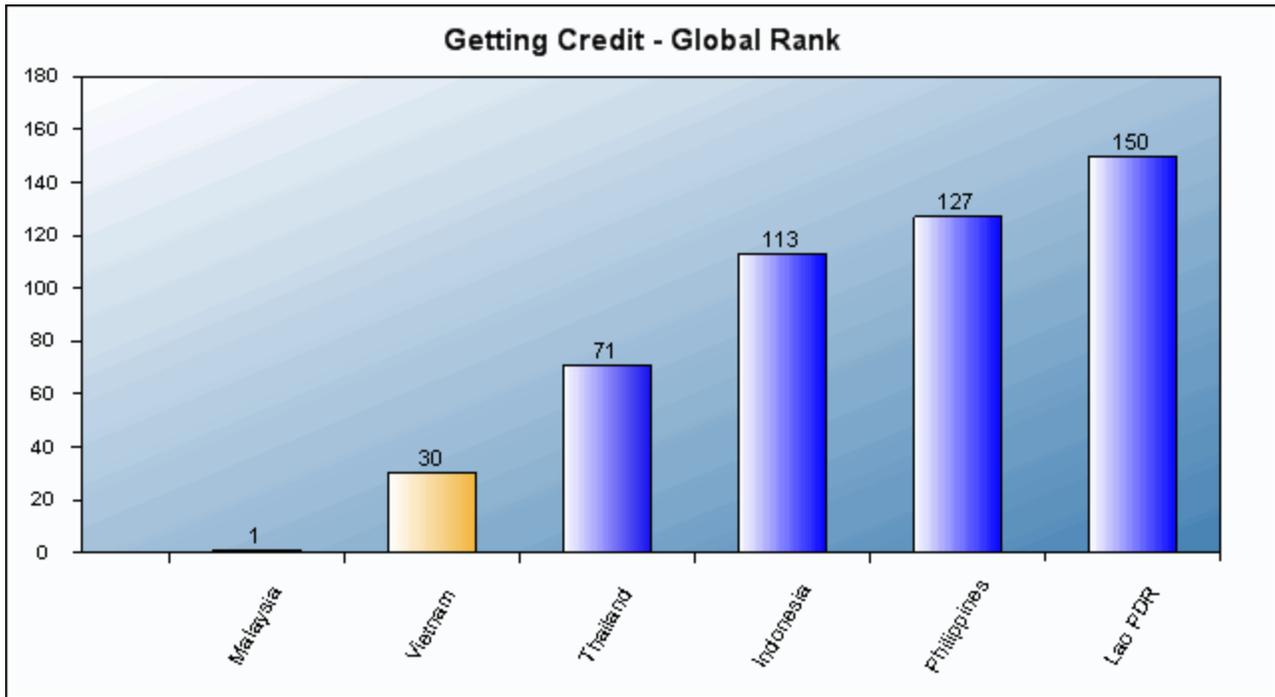
2. The following graphs illustrates the Getting Credit indicators in Vietnam over the past 3 years:



3. Benchmarking Getting Credit Regulations:

Vietnam is ranked 30 overall for Getting Credit.

Ranking of Vietnam in Getting Credit - Compared to good practice and selected economies:



The following table shows Getting Credit data for Vietnam compared to good practice and comparator economies:

Good Practice Economies	Strength of legal rights index (0-10)	Depth of credit information index (0-6)	Public registry coverage (% of adults)	Private bureau coverage (% of adults)
New Zealand*				100.0
Portugal			81.3	
Singapore*	10			
United Kingdom		6		

<i>Selected Economy</i>				
Vietnam	8	4	19.0	0.0

<i>Comparator Economies</i>				
Indonesia	3	4	22.0	0.0
Lao PDR	4	0	0.0	0.0
Malaysia	10	6	48.5	82.0
Philippines	3	3	0.0	6.1
Thailand	4	5	0.0	32.9

* The following economies are also good practice economies for :

Strength of legal rights index (0-10): Hong Kong, China, Kenya, Kyrgyz Republic, Malaysia

Private bureau coverage (% of adults): Argentina, Australia, Canada, Iceland, Ireland, Norway, Sweden, United Kingdom, United States

27 countries have the highest credit information index.

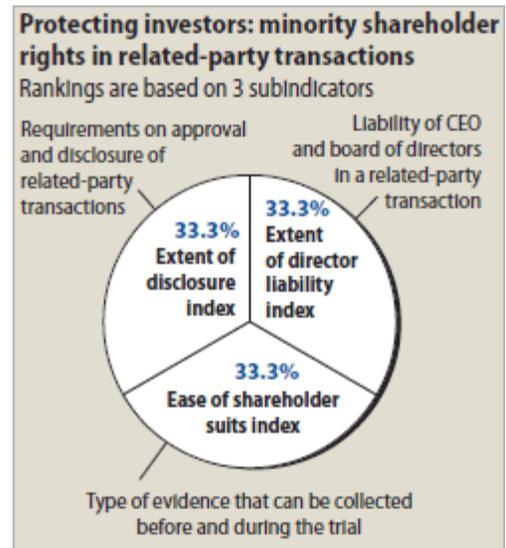
Protecting Investors

Companies grow by raising capital, either through a bank loan or by attracting equity investors. Selling shares allows companies to expand without the need to provide collateral and repay bank loans. However, investors worry about their money, and look for laws that protect them. A study finds that the presence of legal and regulatory protections for investors explains up to 73% of the decision to invest. In contrast, company characteristics explain only between 4% and 22%*. Good protections for minority shareholders are associated with larger and more active stock markets. Thus both governments and businesses have an interest in reforms strengthening investor protections.

Methodology

To document some of the protections investors have, Doing Business measures how economies regulate a standard case of self-dealing, use of corporate assets for personal gain. Three indices of investor protection are constructed based on the answers to these and other questions. All indices range from 0 to 10, with higher values indicating more protections or greater disclosure. The three indices are:

- The extent of disclosure index covers approval procedures, requirements for immediate disclosure to the public and shareholders of proposed transactions, requirements for disclosure in periodic filings and reports and the availability of external review of transactions before they take place.
- The extent of director liability index covers the ability of investors to hold Mr. James and the board of directors liable for damages, the ability to rescind the transaction, the availability of fines and jail time associated with self-dealing, the availability of direct or derivative suits and the ability to require Mr. James to pay back his personal profits from the transaction.
- The ease of shareholder suits index covers the availability of documents that can be used during trial, the ability of the investor to examine the defendant and other witnesses, shareholders' access to internal documents of the company, the appointment of an inspector to investigate the transaction and the standard of proof applicable to a civil suit against the directors.



These three indices are averaged to create the strength of investor protection index.

Survey case study

Mr. James, a director and the majority shareholder of a public company, proposes that the company purchase used trucks from another company he owns. The price is higher than the going price for used trucks. The transaction goes forward. All required approvals are obtained, and all required disclosures made, though the transaction is prejudicial to the purchasing company. Shareholders sue the interested parties and the members of the board of directors.

Several questions arise:

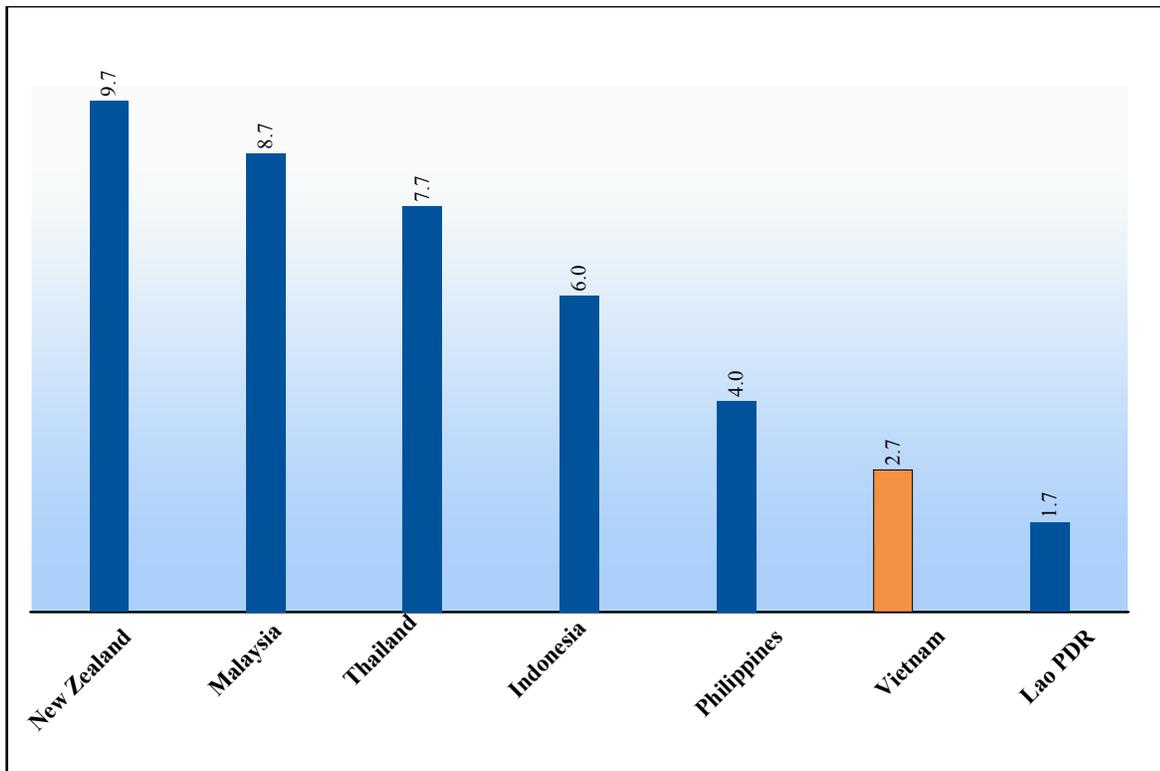
- Who approves the transaction?
- What information must be disclosed?
- What company documents can investors access?
- What do minority shareholders have to prove to get the transaction stopped or to receive compensation from Mr. James?

*Doidge, Kardy and Stulz (2007)

1. Historical data: Protecting Investors in Vietnam

Protecting Investors data	Doing Business 2008	Doing Business 2009	Doing Business 2010
Rank	..	171	172
Strength of investor protection index (0-10)	2.7	2.7	2.7

2. The following graph illustrates the Protecting Investors index in Vietnam compared to best practice and selected Economies:

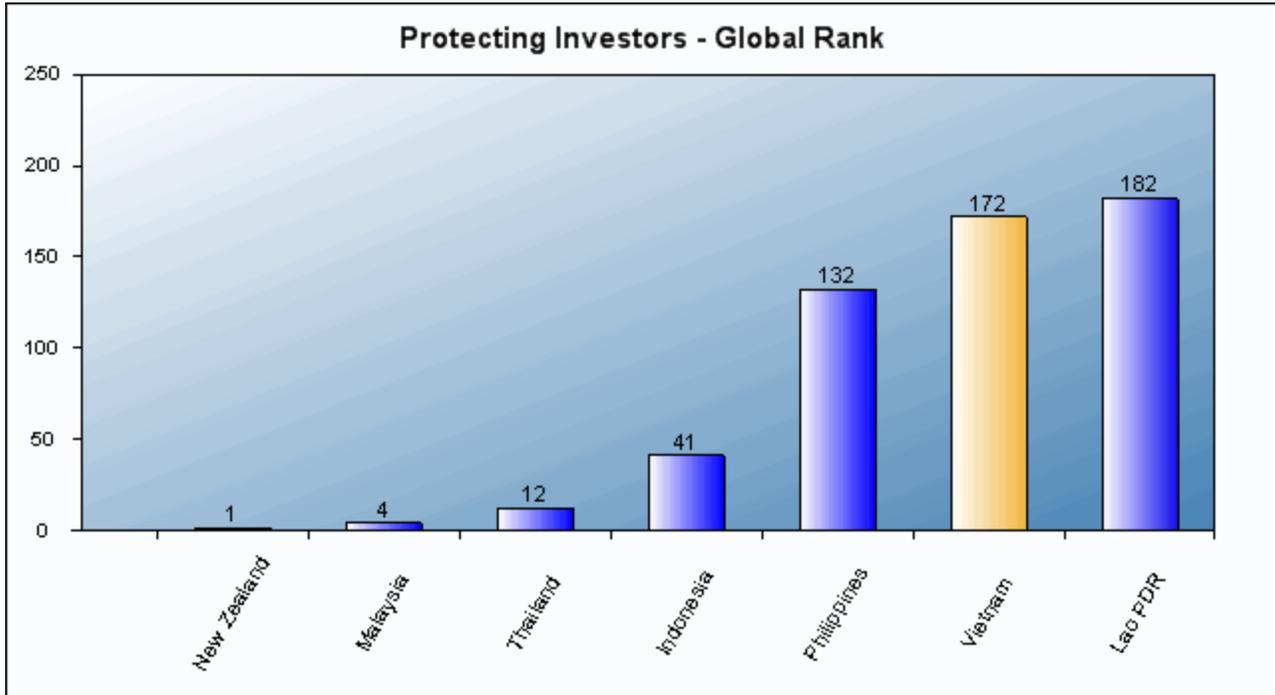


Note: The higher the score, the greater the investor protection.

3. Benchmarking Protecting Investors Regulations:

Vietnam is ranked 172 overall for Protecting Investors.

Ranking of Vietnam in Protecting Investors - Compared to good practice and selected economies:



The following table shows Protecting Investors data for Vietnam compared to good practice and comparator economies:

Good Practice Economies	Strength of investor protection index (0-10)
New Zealand	9.7

<i>Selected Economy</i>	
Vietnam	2.7

<i>Comparator Economies</i>	
Indonesia	6.0
Lao PDR	1.7
Malaysia	8.7
Philippines	4.0
Thailand	7.7

Paying Taxes

Taxes are essential. Without them there would be no money to provide public amenities, infrastructure and services which are crucial for a properly functioning economy. But particularly for small and medium size companies, they may opt out and choose to operate in the informal sector. One way to enhance tax compliance is to ease and simplify the process of paying taxes for such businesses.

Methodology

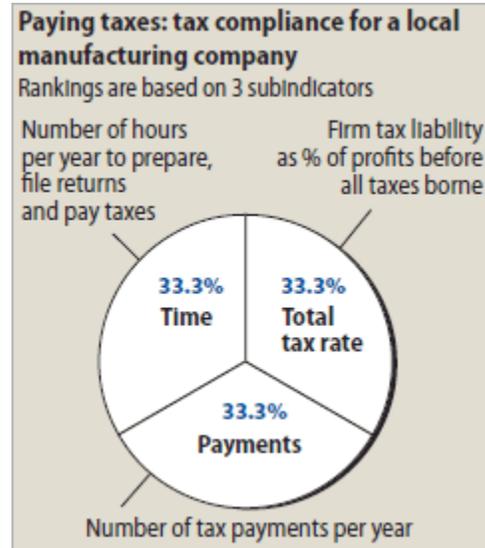
The Doing Business tax survey records the effective tax that a small and medium company must pay and the administrative costs of doing so.

Three indicators are constructed:

- number of tax payments, which takes in to account the method of payment, the frequency of payments and the number of agencies involved in our standardized case study.
- time, which measures the number of hours per year necessary to prepare and file tax returns and to pay the corporate income tax, value added tax, sales tax or goods and service tax and labor taxes and mandatory contributions.
- total tax rate, which measures the amount of taxes and mandatory contributions payable by the company during the second year of operation. This amount, expressed as a percentage of commercial profit, is the sum of all the different taxes payable after accounting for various deductions and exemptions.

Survey case study

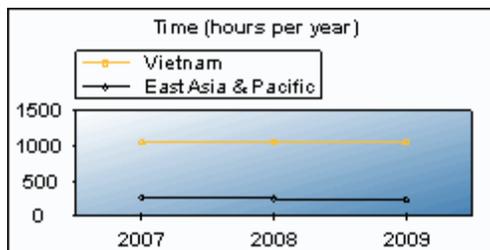
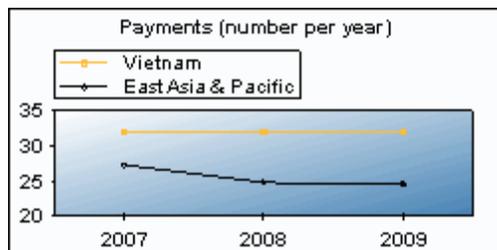
- TaxpayerCo is a medium-size business that started operations last year. Doing Business asks tax practitioners in 183 economies to review TaxpayerCo's financial statements and a standard list of transactions that the company completed during the year. Respondents are asked how much in taxes and mandatory contributions the business must pay and what the process is for doing so.
- The business starts from the same financial position in each economy. All the taxes and mandatory contributions paid during the second year of operation are recorded.
- Taxes and mandatory contributions are measured at all levels of government and include corporate income tax, turnover tax, all labor taxes and contributions paid by the company (including mandatory contributions paid to private pension or insurance funds), property tax, property transfer tax, dividend tax, capital gains tax, financial transactions tax, vehicle tax, sales tax and other small taxes (such as fuel tax, stamp duty and local taxes). A range of standard deductions and exemptions are also recorded.



1. Historical data: Paying Taxes in Vietnam

Paying Taxes data	Doing Business 2008	Doing Business 2009	Doing Business 2010
Rank	..	140	147
Total tax rate (% profit)	40.1	40.1	40.1
Payments (number per year)	32	32	32
Time (hours per year)	1050	1050	1050

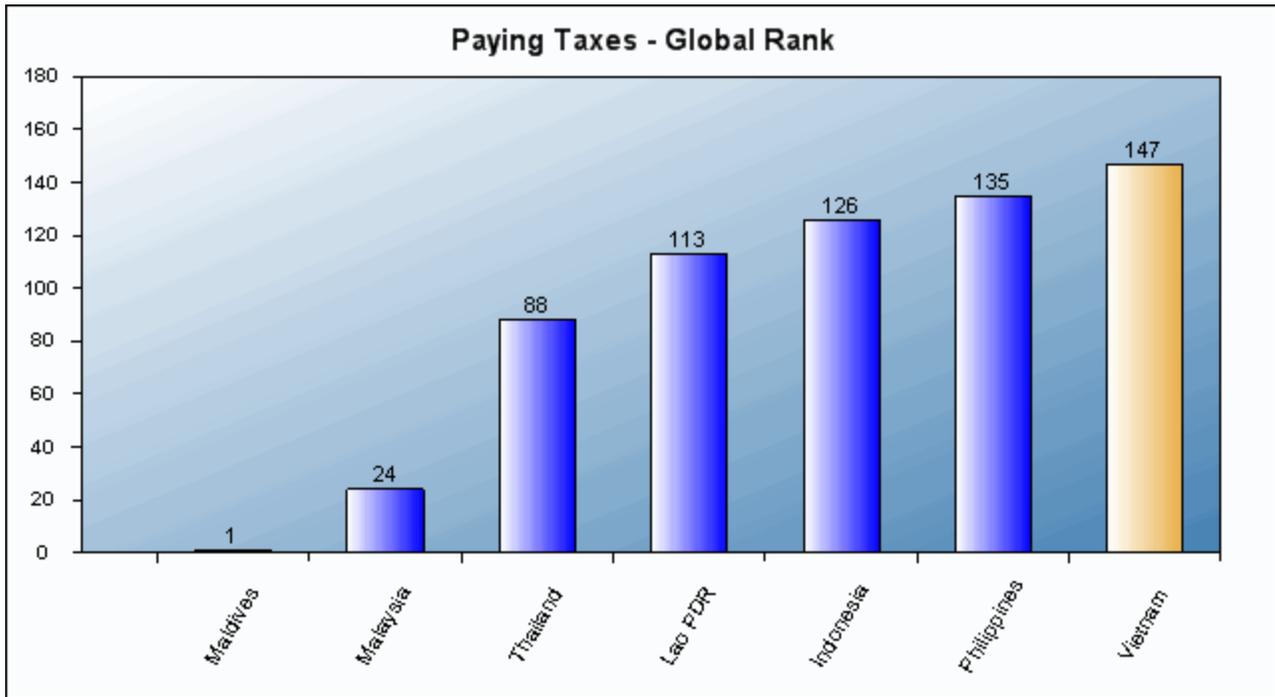
2. The following graphs illustrates the Paying Taxes indicators in Vietnam over the past 3 years:



3. Benchmarking Paying Taxes Regulations:

Vietnam is ranked 147 overall for Paying Taxes.

Ranking of Vietnam in Paying Taxes - Compared to good practice and selected economies:



The following table shows Paying Taxes data for Vietnam compared to good practice and comparator economies:

Good Practice Economies	Payments (number per year)	Time (hours per year)	Total tax rate (% profit)
Maldives*	1	0	
Timor-Leste			0.2

<i>Selected Economy</i>			
Vietnam	32	1050	40.1

<i>Comparator Economies</i>			
Indonesia	51	266	37.6
Lao PDR	34	362	33.7
Malaysia	12	145	34.2
Philippines	47	195	49.4
Thailand	23	264	37.2

* The following economies are also good practice economies for :

Payments (number per year): Qatar

Trading Across Borders

The benefits of trade are well documented; as are the obstacles to trade. Tariffs, quotas and distance from large markets greatly increase the cost of goods or prevent trading altogether. But with bigger ships and faster planes, the world is shrinking. Global and regional trade agreements have reduced trade barriers. Yet Africa's share of global trade is smaller today than it was 25 years ago. So is the Middle East's, excluding oil exports. Many entrepreneurs face numerous hurdles to exporting or importing goods, including delays at the border. They often give up. Others never try. In fact, the potential gains from trade facilitation may be greater than those arising from only tariff reductions.

Methodology

Doing Business compiles procedural requirements for trading a standard shipment of goods by ocean transport. Every procedure and the associated documents, time and cost, for importing and exporting the goods is recorded, starting with the contractual agreement between the two parties and ending with delivery of the goods. For importing the goods, the procedures measured range from the vessel's arrival at the port of entry to the shipment's delivery at the importer's warehouse. For exporting the goods, the procedures measured range from the packing of the goods at the factory to their departure from the port of exit. Payment is by letter of credit and the time and cost for issuing or securing a letter of credit is taken into account.

Documents recorded include port filing documents, customs declaration and clearance documents, as well as official documents exchanged between the parties to the transaction. Time is recorded in calendar days, from the beginning to the end of each procedure. Cost includes the fees levied on a 20-foot container in U.S. dollars.

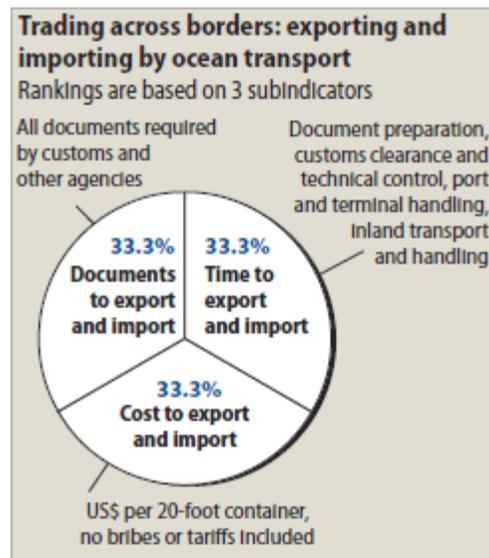
All the fees associated with completing the procedures to export or import the goods are included, such as costs for documents, administrative fees for customs clearance and technical control, terminal handling charges and inland transport. The cost measure does not include tariffs or duties.

Economies that have efficient customs, good transport networks and fewer document requirements, making compliance with export and import procedures faster and cheaper, are more competitive globally. That can lead to more exports; and exports are associated with faster growth and more jobs. Conversely, a need to file many documents is associated with more corruption in customs. Faced with long delays and frequent demands for bribes, many traders may avoid customs altogether. Instead, they smuggle goods across the border. This defeats the very purpose in having border control of trade to levy taxes and ensure high quality of goods.

Survey case study

To make the data comparable across countries, several assumptions about the business and the traded goods are used:

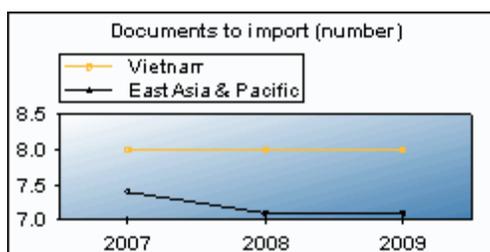
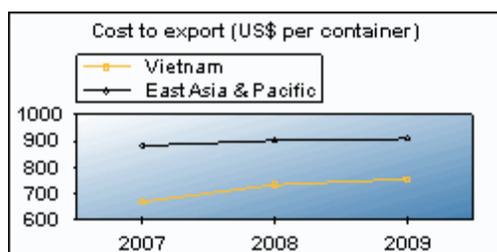
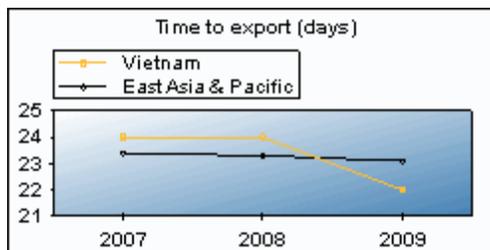
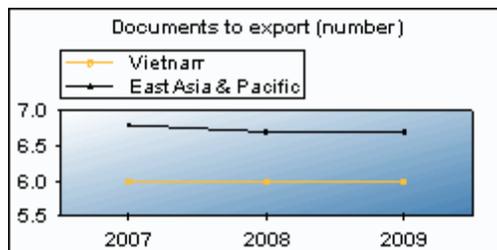
- The business is of medium size.
- The business employs 60 people.
- The business is located in the peri-urban area of the economy's largest business city.
- The business is a private, limited liability company, domestically owned, formally registered and operating under commercial laws and regulations of the economy.
- The traded goods are ordinary, legally manufactured products transported in a dry-cargo, 20-foot FCL (full container load) container.

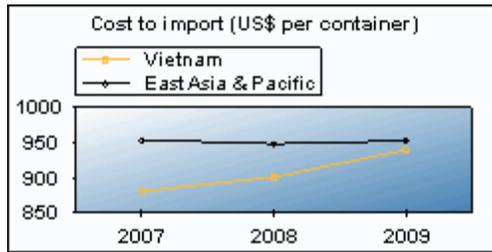
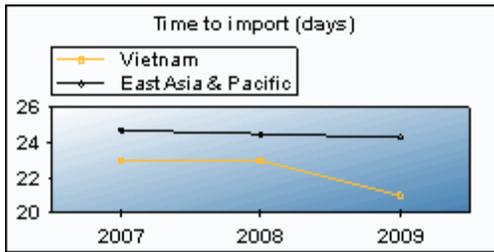


1. Historical data: Trading Across Borders in Vietnam

Trading Across Borders data	Doing Business 2008	Doing Business 2009	Doing Business 2010
Rank	..	73	74
Cost to export (US\$ per container)	669	734	756
Cost to import (US\$ per container)	881	901	940
Documents to export (number)	6	6	6
Documents to import (number)	8	8	8
Time to export (days)	24	24	22
Time to import (days)	23	23	21

2. The following graphs illustrates the Trading Across Borders indicators in Vietnam over the past 3 years:

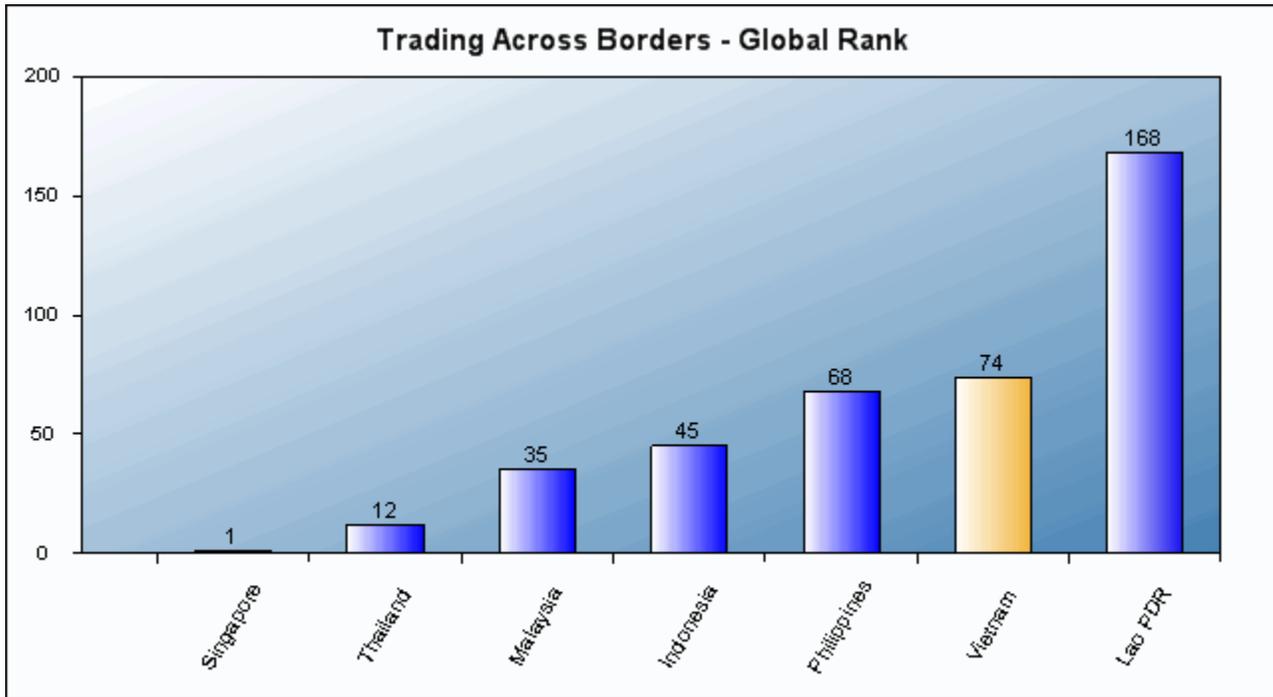




3. Benchmarking Trading Across Borders Regulations:

Vietnam is ranked 74 overall for Trading Across Borders.

Ranking of Vietnam in Trading Across Borders - Compared to good practice and selected economies:



The following table shows Trading Across Borders data for Vietnam compared to good practice and comparator economies:

Good Practice Economies	Documents to export (number)	Time to export (days)	Cost to export (US\$ per container)	Documents to import (number)	Time to import (days)	Cost to import (US\$ per container)
Denmark*		5				
France	2			2		
Malaysia			450			
Singapore					3	439

<i>Selected Economy</i>						
Vietnam	6	22	756	8	21	940

<i>Comparator Economies</i>						
Indonesia	5	21	704	6	27	660
Lao PDR	9	50	1860	10	50	2040
Malaysia	7	18	450	7	14	450
Philippines	8	16	816	8	16	819
Thailand	4	14	625	3	13	795

* The following economies are also good practice economies for :

Time to export (days): Estonia

Enforcing Contracts

Where contract enforcement is efficient, businesses are more likely to engage with new borrowers or customers. Doing Business tracks the efficiency of the judicial system in resolving a commercial dispute, following the step-by-step evolution of a commercial sale dispute before local courts. The data is collected through study of the codes of civil procedure and other court regulations as well as through surveys completed by local litigation lawyers (and, in a quarter of the countries, by judges as well).

Justice delayed is often justice denied. And in many economies only the rich can afford to go to court. For the rest, justice is out of reach. In the absence of efficient courts, firms undertake fewer investments or business transactions. And they prefer to involve only a small group of people who know each other from previous dealings.

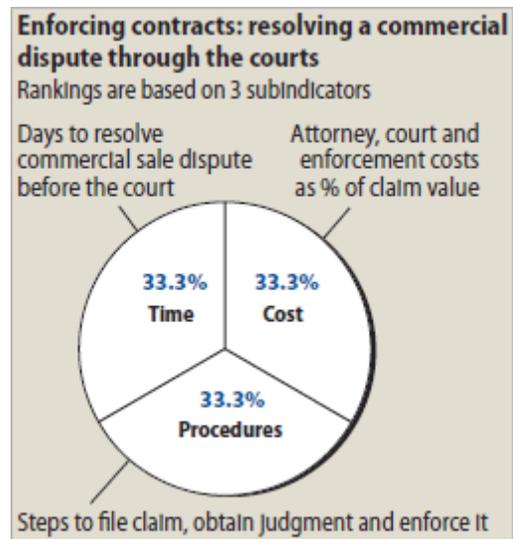
Methodology

Rankings on enforcing contracts are based on 3 sub-indicators:

- number of procedures, which are defined as any interaction between the parties or between them and the judge or court officer. This includes steps to file the case, steps for trial and judgment and steps necessary to enforce the judgment.
- time, which counts the number of calendar days from the moment the Seller files the lawsuit in court until payment is received. This includes both the days on which actions take place and the waiting periods in between.
- cost, which is recorded as a percentage of the claim (assumed to be equivalent to 200% of income per capita). Three types of costs are recorded: court costs (including expert fees), enforcement costs (including costs for a public sale of Buyer's assets) and attorney fees.

Survey case Study

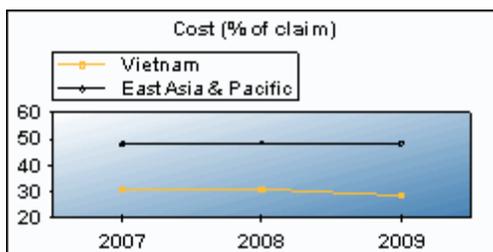
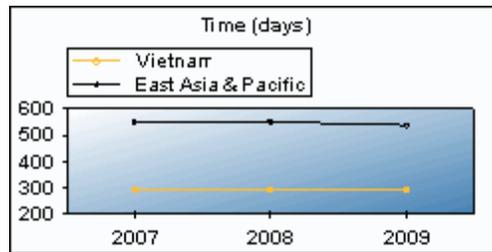
- The dispute concerns a contract for the sale of goods between two businesses (the Seller and the Buyer).
- Both are located in the economy's largest business city.
- The Seller sells and delivers goods, worth 200% of the economy's income per capita, to the Buyer. The Buyer refuses to pay on the grounds that they were not of adequate quality.
- The Seller sues the Buyer to recover the amount under the sales agreement (200% of the economy's income per capita).
- The claim is filed before a court in the economy's largest business city with jurisdiction over commercial cases worth 200% of the income per capita and is disputed on the merits.
- Judgment is 100% in favor of the Seller and is not appealed.
- The Seller enforces the judgment and the money is successfully collected through a public sale of Buyer's assets.



1. Historical data: Enforcing Contracts in Vietnam

Enforcing Contracts data	Doing Business 2008	Doing Business 2009	Doing Business 2010
Rank	..	39	32
Procedures (number)	34	34	34
Time (days)	295	295	295
Cost (% of claim)	31.0	31.0	28.5

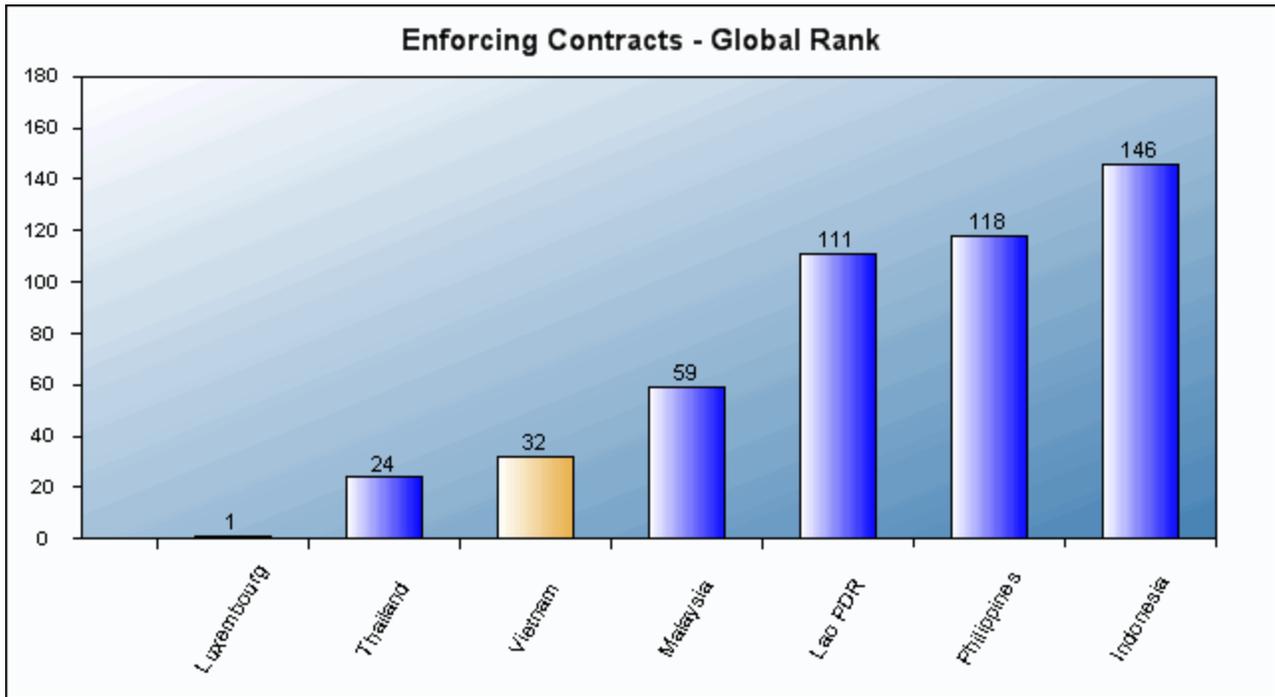
2. The following graphs illustrates the Enforcing Contracts indicators in Vietnam over the past 3 years:



3. Benchmarking Enforcing Contracts Regulations:

Vietnam is ranked 32 overall for Enforcing Contracts.

Ranking of Vietnam in Enforcing Contracts - Compared to good practice and selected economies:



The following table shows Enforcing Contracts data for Vietnam compared to good practice and comparator economies:

Good Practice Economies	Procedures (number)	Time (days)	Cost (% of claim)
Bhutan			0.1
Ireland	20		
Singapore		150	

<i>Selected Economy</i>			
Vietnam	34	295	28.5

<i>Comparator Economies</i>			
Indonesia	39	570	122.7
Lao PDR	42	443	31.6
Malaysia	30	585	27.5
Philippines	37	842	26.0
Thailand	35	479	12.3

Closing a Business

The economic crises of the 1990s in emerging markets, from East Asia to Latin America, from Russia to Mexico, raised concerns about the design of bankruptcy systems and the ability of such systems to help reorganize viable companies and close down unviable ones. In countries where bankruptcy is inefficient, unviable businesses linger for years, keeping assets and human capital from being reallocated to more productive uses.

Bottlenecks in bankruptcy cut into the amount claimants can recover. In countries where bankruptcy laws are inefficient, this is a strong deterrent to investment. Access to credit shrinks, and nonperforming loans and financial risk grow because creditors cannot recover overdue loans. Conversely, efficient bankruptcy laws can encourage entrepreneurs. The freedom to fail, and to do so through an efficient process, puts people and capital to their most effective use. The result is more productive businesses and more jobs.

The Doing Business indicators identify weaknesses in the bankruptcy law as well as the main procedural and administrative bottlenecks in the bankruptcy process. In many developing countries bankruptcy is so inefficient that creditors hardly ever use it. In countries such as these, reform would best focus on improving contract enforcement outside bankruptcy.

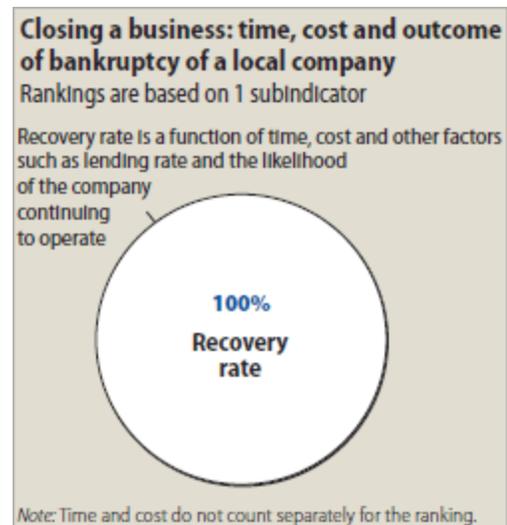
Methodology

Three measures are constructed from the survey responses: the time to go through the insolvency process, the cost to go through the process and the recovery rate, how much of the insolvency estate is recovered by stakeholders, taking into account the time, cost, depreciation of assets and the outcome of the insolvency proceeding.

Survey case study

The data on closing a business are developed using a standard set of case assumptions to track a company going through the step-by-step procedures of the bankruptcy process. It is assumed that:

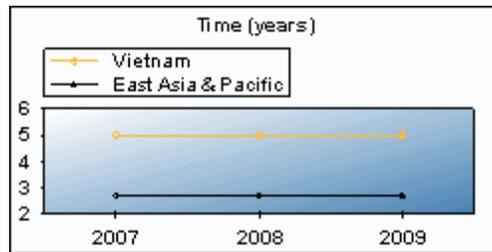
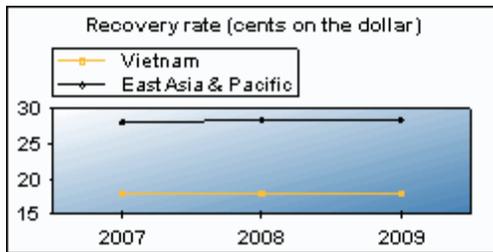
- the company is a domestically owned
- the company is a limited liability corporation operating a hotel in the country's largest business city
- the company has 201 employees, 1 main secured creditor and 50 unsecured creditors
- Assumptions are also made about the future cash flows.
- The case is designed so that the company has a higher value as a going concern, that is, the efficient outcome is either reorganization or sale as a going concern, not piecemeal liquidation.
- The data are derived from questionnaires answered by attorneys at private law firms.



1. Historical data: Closing Business in Vietnam

Closing a Business data	Doing Business 2008	Doing Business 2009	Doing Business 2010
Rank	..	126	127
Time (years)	5.0	5.0	5.0
Cost (% of estate)	15	15	15
Recovery rate (cents on the dollar)	18.0	18.0	18.0

2. The following graphs illustrates the Closing Business indicators in Vietnam over the past 3 years:



3. Benchmarking Closing Business Regulations:

Vietnam is ranked 127 overall for Closing a Business.

Ranking of Vietnam in Closing Business - Compared to good practice and selected economies:



The following table shows Closing Business data for Vietnam compared to good practice and comparator economies:

Good Practice Economies	Recovery rate (cents on the dollar)	Time (years)	Cost (% of estate)
Ireland		0.4	
Japan	92.5		
Singapore*			1

<i>Selected Economy</i>			
Vietnam	18.0	5.0	15

<i>Comparator Economies</i>			
Indonesia	13.7	5.5	18
Lao PDR	0.0	no practice	no practice
Malaysia	38.6	2.3	15
Philippines	4.4	5.7	38
Thailand	42.4	2.7	36

* The following economies are also good practice economies for :

Cost (% of estate): Colombia, Kuwait, Norway

Doing Business 2010 Reforms

Number of reforms in Doing Business 2010

Rank	Economy	Reforms									Total number of reforms	
		Starting a Business	Dealing with Construction Permits	Employing Workers	Registering Property	Getting Credit	Protecting Investors	Paying Taxes	Trading Across Borders	Enforcing Contracts		Closing a Business
1	Rwanda	✓		✓	✓	✓	✓		✓		✓	7
2	Kyrgyz Republic	✓	✓	✓	✓	✓		✓	✓			7
3	Macedonia, FYR	✓	✓	✓	✓	✓	✓	✓				7
4	Belarus	✓	✓	✓	✓			✓	✓			6
5	United Arab Emirates	✓	✓						✓			3
6	Moldova	✓			✓			✓				3
7	Colombia	✓	✓		✓	✓	✓	✓	✓		✓	8
8	Tajikistan	✓	✓		✗	✓	✓				✓	5
9	Egypt, Arab Rep.	✓	✓			✓				✓		4
10	Liberia	✓	✓					✓				3
	Vietnam							✓	✓			2
	Lao PDR							✓				1
	Thailand	✓										1
	Malaysia	✓							✓			2
	Indonesia	✓			✓		✓					3
	Philippines					✓		✓			✓	3

Note: Economies are ranked on the number and impact of reforms, Doing Business selects the economies that reformed in 3 or more of the Doing Business topics. Second, it ranks these economies on the increase in rank in Ease of Doing Business from the previous year. The larger the improvement, the higher the ranking as a reformer.

Belarus	Belarus eased the process for getting construction permits by simplifying approval processes. Restrictions relating to redundancy dismissals were eased by raising the threshold for prior notification requirements. Tax payments were made more convenient through increased use of electronic systems—reducing tax compliance times—while lower ecological and turnover tax rates and a reduction in the number of payments for property tax reduced the tax burden on businesses. Property registration continues to improve, with faster processing and elimination of the requirement for notarization. Business start-up was eased by simplifying registration formalities, abolishing the minimum capital requirement, limiting the role of notaries, and removing the need for a company seal approval. Implementation of a risk-based management system and improvement of border crossing operations reduced transit times for trade.
Colombia	Colombia passed several decrees continuing its efforts to regulate the profession of insolvency administrators. The government eased the construction permit process with a new construction decree that categorizes building projects based on risk and allows electronic verification for certain documents. Access to credit improved thanks to a new credit information law that guarantees the right of borrowers to inspect their own data and new rules that make it mandatory for credit providers to consult and share information with credit bureaus. The tax burden on businesses was eased with the introduction of electronic tax filing and payment, and some payments were reduced. An amendment to the Company Law strengthened investor protections by making it easier to sue directors in cases of prejudicial transactions between interested parties. Property registration was made easier by making it possible to obtain required certificates online and by making standard preliminary sale agreements available free of charge. Business start-up was made easier by creating a public-private health provider that enables faster affiliation of employees and through a tool that allows online pre-enrollment with the social security office. Implementation of an electronic declaration system has expedited customs clearance.
Egypt, Arab Rep.	The Arab Republic of Egypt, a former global leading reformer and a regional leading reformer in 2008/09, continued to make it easier to deal with construction permits by issuing executive articles for the 2008 construction law and eliminating most preapprovals for construction permits. Contract enforcement was expedited with the creation of commercial courts. Access to credit information has expanded with the addition of retailers to the database of the private credit bureau. Finally, company start-up was eased by the removal of the minimum capital requirement.
Indonesia	Indonesia eased incorporation and post-incorporation processes for new business registration by introducing online services, eliminating certain licenses, making the registry more efficient, and cutting company deed legalization fees, publication fees, registration fees, and business license fees. As a result, 2 procedures and 16 days were cut and the average company start-up cost was reduced by almost 52 percent of gross national income per capita. Property registration also became easier because time limits were introduced for standard procedures at the land registry. In addition, Indonesia increased investor protections by expanding disclosure requirements for related-party transactions.
Kyrgyz Republic	The Kyrgyz Republic eased the process for getting construction permits by streamlining the fee structure, introducing a risk-based system of approval and building control, allowing low-risk projects to conduct an internal building control process, and simplifying the process for obtaining utility connections. Requirements relating to redundancy dismissals and worker reassignment were eased. Access to credit was enhanced by making secured lending more flexible and allowing general descriptions of encumbered assets and of debts and obligations. In addition, amendments to the Civil Code provide for automatic extension of security rights to proceeds of the original assets. The tax burden on businesses was eased by reducing the rates for several taxes and the number of payments for several. Surveying and notarization requirements were made optional for property registration, and business start-up was eased by eliminating the minimum capital requirement, reducing the registration time, and abolishing various post-registration fees and the need to open a bank account before registration. The elimination of six previously required documents and the simplification of inspection procedures has sped up trading across borders.
Lao PDR	The Lao People's Democratic Republic made it easier to pay taxes by consolidating three taxes—business turnover tax, excise tax, and personal income tax withholding—into one simpler form. It also improved the lodgment process and tax office staffing. The compliance time for paying taxes was reduced by 198 hours a year.

Liberia	Liberia eased the process for getting construction permits by lowering the permit fee and cost of obtaining a power generator, abolishing the requirement to obtain a tax waiver certificate before submitting documents to obtain a building permit, and making fixed telephone connections more readily available for public use with the reopening of the national phone company. Business start-up was eased by removing the need to obtain an environmental impact assessment when forming a general trading company. The trade process was expedited by creating a one-stop shop bringing together various ministries and agencies, and streamlining the inspection regime.
Macedonia, FYR	The Former Yugoslav Republic of Macedonia has been reforming the construction permit process, shortening waiting times but raising fees. Worker hiring was made more flexible by allowing greater use of fixed-term contracts, easing restrictions on working hours, and making redundancy dismissals more flexible. The public credit bureau increased its coverage by introducing a better database that includes more information and by lowering the minimum loan threshold. Social security payments were classified in five groups, and social security contribution rates reduced. Investor protections were increased by regulating the approval of transactions between interested parties, increasing disclosure requirements in annual reports, and making it easier to sue directors in cases of prejudicial transactions between interested parties. Property registration was eased with the introduction of new time limits at the real estate cadastre—reducing the average time to register a title deed by eight days—and a non-encumbrance certificate can now be obtained from the real estate registry instead of through the court. Business start-up was simplified by integrating procedures at a one-stop shop.
Malaysia	Malaysia eased business start-up with a new one-stop shop to streamline registration. In addition, the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) reduced company incorporation charges and corporate fees. The service is still new, and the government is planning a public awareness campaign about the new system. Enforcing contracts through the courts was made easier by increased staff and stricter deadlines that have shortened case filing times from 45 days to 30. In addition, the commercial court has been reorganized to dispose of interlocutory matters more swiftly.
Moldova	Moldova lowered the rates for social security contributions paid by employers. Property registration was simplified by eliminating the requirement for a cadastral sketch, reducing procedures from six to five and days from 48 to 5. Business start-up was eased by implementing an expedited company registration service.
Philippines	The Philippines enhanced access to credit with a new credit information act that regulates the operations and services of a credit information system. The government also cut the corporate income tax rate from 35 percent to 30 percent and promoted reorganization procedures by introducing prepackaged reorganizations and regulating the receiver profession.
Rwanda	Rwanda improved the process for dealing with distressed companies with a new law aimed at streamlining reorganization. Employing workers was made easier by abolishing the maximum duration for fixed-term contracts and allowing unlimited renewals of such contracts, as well as by allowing redundancy procedures to be more flexible, with consultation and notification of third parties no longer required. Getting credit was made easier with a new secured transactions act and insolvency act to make secured lending more flexible, allowing a wider range of assets to be used as collateral and a general description of debts and obligations. In addition, out of court enforcement of collateral has become available to secured creditors, who also now have top priority within bankruptcy. A new company law has strengthened investor protections by requiring greater corporate disclosure, director liability, and shareholder access to information. Property registration was simplified by decreasing the number of days required to transfer a property. Business start-up was eased by eliminating a notarization requirement; introducing standardized memorandums of association; enabling online publication; consolidating name checking, registration fee payment, tax registration, and company registration procedures; and shortening the time required to process completed applications. By implementing administrative changes—such as increased operating hours and enhanced cooperation at the border, along with the removal of some documentation requirements for importers and exporters—Rwanda has improved trading times.

Tajikistan	Tajikistan amended its insolvency law, aiming to reduce statutory time limits and the costs of proceedings. Changes were introduced that simplified the construction permit process, reducing procedures and time. A new law on credit histories improves access to credit information by creating a private credit bureau. Investor protections were strengthened with amendments to the joint stock company law, increasing disclosure requirements for transactions involving conflicts of interest, allowing for greater director liability, and giving shareholders the chance to request that harmful related-party transactions be rescinded. The state duty for property transfer has quadrupled, raising the cost of registering property by 2.8 percent of a property's value. Business start-up was eased by reducing the minimum capital requirement and shortening the time to obtain a tax identification number.
Thailand	Thailand eased business start-up by merging the registration of memorandum and the application for company registration. As a result, it cut 1 procedure and 1 day from company start-up.
United Arab Emirates	The United Arab Emirates shortened the time for delivering building permits by improving its online system for processing applications. Business start-up was eased by simplifying the documents needed for registration, abolishing the minimum capital requirement, and removing the requirement that proof of deposit of capital be shown for registration. Greater capacity at the container terminal, elimination of the terminal handling receipt as a required document, and an increase in trade finance products, have improved trade processes.
Vietnam	Vietnam cut the corporate income tax from 28 percent to 25 percent and eliminated the surtax on income from the transfer of land use. It also adopted a new enterprise income tax law and value added tax law. In addition, increasing competition in the logistics industry and the application of new customs administration procedures as part of the World Trade Organization (WTO) membership reform program have reduced trade delays.

APPENDICES

Starting a Business in Vietnam

This table summarizes the procedures and costs associated with setting up a business in Vietnam.

STANDARDIZED COMPANY

Legal Form: cong ty trach nhiem huu han - Private Limited

Liability Company

Minimum Capital Requirement:

City: Ho Chi Minh City

Registration Requirements:

No:	Procedure	Time to complete	Cost to complete
1	Check the proposed company name; obtain a business registration certificate from the local business registration office under the Department of Planning and Investment	14	200000
2	Obtain a seal-making license from the Public Security	6	20000
3	Make a company seal	6	267500
4	Pick up company seal	1	0
5	Open a bank account	1	0
6	Publish announcement in a daily newspaper	5	700000
7 *	Apply for a tax code at the Municipal Taxation Department; pay business license tax	7	1e+006
8	Buy pre-printed VAT invoices from the Municipal Taxation Department or obtain and print self-printed VAT invoices	14	20000
9 *	Register with the local labor office to declare use of labor (Municipal Department for Labor, Invalids and Social Affairs).	1	0
10 *	Register employees with the Social Insurance Fund for the payment of health insurance and social insurance.	1	0
11 *	Register for trade union with Vietnam General Confederation of Labour	7	0

* Takes place simultaneously with another procedure.

Procedure 1 Check the proposed company name; obtain a business registration certificate from the local business registration office under the Department of Planning and Investment

Time to complete: 14

Cost to complete: 200000

Comment: According to Article 15 of Decree 88/2006/ND-CP, to file for a business registration certificate, the founders of a limited liability company with two or more members must submit the following:

- A request for business registration on the standard form issued by the Ministry of Planning and Investment.
- A draft company charter signed in full by the legal representative and, in a company with two or more members, by the members or their authorized representatives.
- A list of members of the company on the standard form issued by the Ministry of Planning and Investment, which includes
 - Valid copy of one personal identification document, if a founding member is an individual.
 - Copy of the decision of establishment, the business registration certificate or charter (or other equivalent document), a valid copy of one of the personal identity documents for an authorized representative, and the corresponding decision on authorization, if a founding member is a legal entity.
 - Confirmation of the legal capital from the authorized body or organization if the company engages in lines of business subject to legal capital requirements.
- Valid copy of the practicing certificates for the partners, directors, and any other managerial individual if the company conducts business for which a certificate is required by law.

Forms can now be downloaded, and the application can be submitted online. The Business Registry Office must verify the online application for completeness and correctness and reply via email within 5 days from the day of the received application. If the application must be revised, the Business Registry Office must reply once again within a day of application revision. The registrant must submit the original application and related documents within 10 days of submitting the correct online application and must receive the license on the same day.

Pursuant to Article 15.2 of the Law on Enterprises, No. 60/2005/QH11, issued by the National Assembly on November 29, 2005 (effective July 1, 2006) and Article 20.1 Decree No. 88/2006/ND-CP, on business registration, issued by the government on August 29, 2006, the legal time for obtaining a business registration certificate is 10 working days. According to Article 23 Decree 88/2006/ND-CP, business registration fees must be determined on the basis of the number of lines of business for which business registration is made.

Procedure 2 Obtain a seal-making license from the Public Security

Time to complete: 6

Cost to complete: 20000

Comment: A seal-making license is obtained at the Administrative Department for Social Order (ADSO), which is under the Municipal Police Department. The required documents include an application form provided by the ADSO, a certified copy of the business registration certificate, and a notarized copy of the certificate of business registration. On average, two office visits are required for this process.

Seal-making is governed by Decree 58/2001/ND-CP (dated August 24, 2001), which replaces Decree 62/CP of 1993. Most business transaction documents must be signed and

stamped before they are considered valid and legal. Without a seal, an enterprise cannot register with the tax department, open a bank account, or apply for operating facilities and services (e.g., telephone, utilities, office leasing)

Pursuant to Circular No. 78/2002/TT-BTC of the Ministry of Finance (dated September 11, 2002), the fee for the seal's certificate of registration is VND 20,000. The application file, including a certified copy of the business registration certificate, is submitted to an ADSO officer at the Business Registration Office.

Procedure 3 Make a company seal

Time to complete: 6

Cost to complete: 267500

Comment:

Procedure 4 Pick up company seal

Time to complete: 1

Cost to complete: 0

Comment: The seal must be made by the seal-making service recommended by the ADSO. The founder must submit the original seal-making application and license to the seal maker.

Procedure 5 Open a bank account

Time to complete: 1

Cost to complete: 0

Comment:

Procedure 6 Publish announcement in a daily newspaper

Time to complete: 5

Cost to complete: 700000

Comment: Each bank requires a different minimum deposit to open an account. For instance, whereas Vietcombank requires the fixed amount of VND 5 million for an account in VND and USD 500 for one in USD, Asian Commercial Bank requires VND 1 million for a VND account and US 100 for a USD account.

To open the account, the bank requires a bank-issued application form, the company seal, the company's business registration certificate, and the resolution of the management board on the authorized signatures.

Procedure 7 Apply for a tax code at the Municipal Taxation Department; pay business license tax

Time to complete: 7

Cost to complete: 1e+006

Comment: Under the Law on Enterprises (passed by the National Assembly on November 29, 2005), the notice of company formation to be publicly announced must include:
- Company name.
- Address of headquarters, branches, or representative offices.

- Line of business.
- Charter capital for limited liability companies.
- Full name, home address, nationality, identity card number, passport or other relevant personal certification, and the number of establishment or business registration of company owner or members.
- Full name, resident address, nationality, number of identification card, and passport or other personal certification of the company legal representative.
- Location of business registration.

The fee depends on the newspaper, the page, and the number of pages of the notice. In addition to the daily newspaper, other mediums in which the notice may be published include the Business Registration Office's company information network or e-newsletter.

Procedure 8 Buy pre-printed VAT invoices from the Municipal Taxation Department or obtain and print self-printed VAT invoices

Time to complete: 14

Cost to complete: 20000

Comment: To obtain VAT invoices, company founders must submit the following documents to the Municipal Tax Department:

- Managing director's delegation of authority to the procurement agent (contact the Tax Department to buy invoices).
- Application for buying preprinted invoices (standard form available).
- Identify card of the procurement agent.
- Business registration certificate and copy.
- Tax registration certificate and copy.

After receiving the company's completed application, the Municipal Tax Department schedules an appointment for invoice purchase within 5 days. During this 5-day period, a tax officer visits the company's office to certify its existence and issue the company a certification of the company office location. Note that the first purchase is restricted to not more than two books (100 copies).

To register for self-printing of invoices, company founders must submit an application on a standard form, along with (a) a sample self-printed invoice, including all statutory details; (b) a map showing the location of the company's office or copy of the lease contract if the premises are leased, certified by the ward commune people's committee; (c) the general director's identification card; (d) a copy of the business registration certificate; and (e) and the tax registration certificate and copy.

It may take 7–10 days to register the self-printed invoices with the Municipal Taxation Department, and more time for the company to self-print the invoices.

It may take 7–15 days for printing the invoices at a printer authorized by the General Taxation Department of Vietnam. After having the invoices printed and before using them, the company must register the invoice serial numbers with the Municipal Taxation Department.

Procedure 9 Register with the local labor office to declare use of labor (Municipal Department for Labor, Invalids and Social Affairs).

Time to complete: 1

Cost to complete: 0

Comment: Within 30 days of starting operations, the employer must register all employees and their qualifications with the Labor Office (in conformity with set forms). The relationship between the employer and its employees are regulated by the Labor Code and set forth in labor contracts.

Procedure 10 Register employees with the Social Insurance Fund for the payment of health insurance and social insurance.

Time to complete: 1

Cost to complete: 0

Comment: The company must register with the Social Insurance Fund all employees who have contracts for 3 months or longer. The employer must complete a form provided by the Hanoi Social Insurance and include the following information: the employee name and date of birth, salary (as stated in the labor contract), the social insurance book serial number (for employees already issued with those books), a certified copy of the company's business registration certificate, and a copy of each labor contract.

The Social Insurance Office will issue an insurance registration book for each new employee that was not issued such book by the previous employer. The employer is responsible for paying social and health insurance contributions for each employee. Since the health insurance merged with the social insurance funds, payment is made (monthly or quarterly) directly to the Social Insurance Fund. Health insurance certificates are issued during the first month of the year.

Procedure 11 Register for trade union with Vietnam General Confederation of Labour

Time to complete: 7

Cost to complete: 0

Comment: The employer must register with the local trade union or industry trade union (as defined below) no later than 6 months from the date it starts operations. This procedure is mandated by Article 3 of Decree 96/2006/ND-CP (dated September 14, 2006), Providing Guidelines for Implementation of Article 153 of Labour Code on Provisional Executive Committees of Trade Unions in Enterprises.

The term “trade union” includes (a) provincial or municipal-level confederations of labor under the Vietnam General Confederation of Labour; (b) central-level industry trade unions; (c) trade unions of corporations under the Vietnam General Confederation of Labor; (d) confederations of labor of districts, towns, and provincial cities; (e) local-level industry trade unions, (f) trade unions of processing zones, industrial zones, and high-tech zones; (f) trade unions of corporations; and (g) superior trade unions of other establishments. These trade unions are responsible for establishing a trade union for the company, according to the provisions of the Labour Code, the Law on Trade Unions, and the Charter of the Trade Union of Vietnam, to represent and protect the lawful and legitimate rights and interests of the employees and the labor collective.

If a company trade union is not established within 6 months, the superior trade union shall appoint a provisional executive committee of the trade union to represent and protect the lawful and legitimate rights and interests of the employees and the labor collective. This mandate is provided for by the Labour Code, the Law on Trade Unions, and the Charter of the Trade Union of Vietnam. The term of the provisional executive committee of the trade union and the extension of that term is subject to the regulations of the Vietnam General Confederation of Labor.

Dealing with Construction Permits in Vietnam

The table below summarizes the procedures, time, and costs to build a warehouse in Vietnam.

BUILDING A WAREHOUSE

Date as of: January 2009

Estimated Warehouse Value:

City: Ho Chi Minh City

Registration Requirements:

No:	Procedure	Time to complete	Cost to complete
1	Request and obtain construction permit from the (District) Department of Construction of Ho Chi Minh City	90 days	VND 100,000
2	Receive inspection by the Department of Construction of Ho Chi Minh City	1 day	no charge
3	Receive inspection from the municipality after completion of foundation works	1 day	no charge
4	Receive inspection from the municipality at completion of building surroundings	1 day	no charge
5	Request power connection	1 day	VND 680,000
6 *	Receive inspection by power provider	1 day	no charge
7 *	Connect to power services	20 days	no charge
8 *	Request water and sewage connection	1 day	VND 4,000,000
9 *	Receive inspection by water company	1 day	no charge
10 *	Connect to water and sewage services	14 days	no charge
11 *	Request and connect to phone line	7 days	VND 800,000
12	Notify and receive inspection from the municipality after completion of building	1 day	no charge
13	Register the building at the Department of Construction of Ho Chi Minh City	90 days	VND 35,650,000

* Takes place simultaneously with another procedure.

Procedure 1 Request and obtain construction permit from the (District) Department of Construction of Ho Chi Minh City

Time to complete: 90 days

Cost to complete: VND 100,000

Comment: The decision to grant a construction permit is made by the Chairman of the People’s Committee, at the provincial level, and the Director of the Department of Construction. The following documents are required:

- Application letter (in the approved form).
- A copy of the land use rights certificate with abstracts from the real estate registry or an outline of the construction site. Land is national property in Vietnam. Only a business could be the holder of the land-use right. It is assumed that the BuildCo already holds the land-use certificate.
- Business license.
- One set of construction designs.

If deemed necessary, the Department of Construction consults any of the following related offices:

- Office of the Chief Architect.
- Office for Land Planning.
- Office for Land Management.
- Department of Culture.
- Department of Health.
- Department of Natural Resources and Environment.
- Fire Protection Office.
- Department of Public Traffic and Transportation.
- Local National Defense Office.

Each consultation separately takes 10 days. However, the Department of Construction is required to abide by the overall time limit of 30 working days to issue or refuse the license. In practice, this time limit is seldom met. The application form can be obtained at the local department of construction. It is currently required for a construction company to go to the office and obtain the form. Internet download is not possible yet. After obtaining a construction permit, within a time limit of 7 working days prior to the date of commencement of construction of the warehouse, BuildCo is required to provide written notification of the commencement date to the People's Committee at the district level where the warehouse is located. (See Article 68.2 (a) of the Law on Construction No. 16/2003/QH11, dated November 16, 2003.)

Procedure 2 Receive inspection by the Department of Construction of Ho Chi Minh City

Time to complete: 1 day

Cost to complete: no charge

Comment: This inspection and the following ones are not stipulated by specific regulations. However, because the authority is mandated to supervise the inspections, these do take place in practice.

Procedure 3 Receive inspection from the municipality after completion of foundation works

Time to complete: 1 day

Cost to complete: no charge

Comment: The company must notify the Department of Construction at the different stages of construction and suspend construction until the department visits the site 3 days after the notification.

Procedure 4 Receive inspection from the municipality at completion of building surroundings

Time to complete: 1 day

Cost to complete: no charge

Comment: The company must notify the Department of Construction at the different stages of construction and suspend construction until the department visits the site a week after the notification.

Procedure 5 Request power connection

Time to complete: 1 day

Cost to complete: VND 680,000

Comment: It is advisable that the company apply for the power connection during, or even prior to, the start of construction, so that the electricity provider can make any necessary installations during the construction process.

According to information from the Ho Chi Minh City Power Company, there is now no charge for obtaining power connection if BuildCo wishes to install only open-air cables. If BuildCo wished to install underground cables, the power connection cost would depend on the labor cost and the usage fee for underground cables. For industrial purposes, underground cables would be required.

The connection becomes operational within 7 working days from the date of submission of the power connection application file. An online application is possible through the Web site of the HCMC Power Company. In such a case, an employee from the HCMC Power Company contacts BuildCo to obtain necessary documents for the application.

The power connection application file consists of the following documents:

- Notarized copy of the land use right certificate, or any other document relating to the warehouse.
- Notarized copy of the identity card of the legal representative of BuildCo.
- Notarized copy of the business registration certificate of BuildCo.

Procedure 6 Receive inspection by power provider

Time to complete: 1 day

Cost to complete: no charge

Comment: Employees from the HCMC Power Company contact BuildCo within 2 working days from the date of submission of the application for power connection to conduct an on-site inspection.

Procedure 7 Connect to power services

Time to complete: 20 days

Cost to complete: no charge

Comment:

Procedure 8 Request water and sewage connection

Time to complete: 1 day

Cost to complete: VND 4,000,000

Comment: Different areas in Ho Chi Minh City are covered by different public water companies. Therefore, BuildCo is required to contact the relevant water company and submit the following documents:

- The application form (available at the water company).
- A notarized copy of the business registration certificate of BuildCo.

The costs of obtaining water/ sewage connection depend on the usage capacity of the warehouse, as well as on its exact location in relation to the main water lines. The standard water meters cost approximately VND 1.5 million.

Procedure 9 Receive inspection by water company

Time to complete: 1 day

Cost to complete: no charge

Comment:

Procedure 10 Connect to water and sewage services

Time to complete: 14 days

Cost to complete: no charge

Comment:

Procedure 11 Request and connect to phone line

Time to complete: 7 days

Cost to complete: VND 800,000

Comment: The time frame for requesting and receiving telephone service depends on the district in which BuildCo is located.
The cost varies between VND 545,454 and VND 727,272 (decided by the director of each provincial post office).
(see <http://www.vnpt.com.vn>)

Procedure 12 Notify and receive inspection from the municipality after completion of building

Time to complete: 1 day

Cost to complete: no charge

Comment: At the end of construction, the Department of Construction visits the site to confirm that the building was built according to the master plans, rules, and regulations. BuildCo must provide written notification of the completion of construction.

Procedure 13 Register the building at the Department of Construction of Ho Chi Minh City

Time to complete: 90 days

Cost to complete: VND 35,650,000

Comment: The cost for registering ownership of the warehouse should include an administrative fee of VND 500,000 (about USD 31.25) and a registration fee of 1% of the warehouse value. For the registration fee, the value of the construction contract signed between BuildCo and the construction contractor will be taken as the warehouse value, provided that it is higher than the minimum value calculated by the Tax Department based on the minimum unit price as provided for by the People's Committee of Ho Chi Minh City.

The application file should be submitted to the Department of Construction of Ho Chi Minh City. According to Decree 95/2005/ND-CP (dated July 15, 2005), On Issuance of Certificates of Ownership of Residential Houses and Construction Works, the work carried out by the Department of Construction may take 55 working days, including time for taking measurements or checking the measurements of the construction works, if any; reviewing the application file; submitting the file for approval and signature; and notifying the applicant to make payment of financial obligations (e.g., payment of the registration fee at Tax Department). Decree 95/2005/ND-CP also states that the applicant must pay all financial obligations within 60 working days from the date of receipt of the notification from the Department of Construction.

Employing Workers in Vietnam

Employing workers indices are based on responses to survey questions. The table below shows these responses in Vietnam.

Employing Workers Indicators (2009)	Answer	Score
Difficulty of hiring index (0-100)		11.1
Are fixed-term contracts prohibited for permanent tasks?	No	0
What is the maximum duration of fixed-term contracts (including renewals)? (in months)	72	0.0
What is the ratio of mandated minimum wage to the average value added per worker?	0.27	0.33
Difficulty of redundancy index (0-10)		40.0
Is the termination of workers due to redundancy legally authorized?	Yes	0
Must the employer notify a third party before terminating one redundant worker?	No	0
Does the employer need the approval of a third party to terminate one redundant worker?	No	0
Must the employer notify a third party before terminating a group of 9 redundant workers?	Yes	1
Does the employer need the approval of a third party to terminate a group of 9 redundant workers?	Yes	1
Is there a retraining or reassignment obligation before an employer can make a worker redundant?	Yes	1
Are there priority rules applying to redundancies?	Yes	1
Are there priority rules applying to re-employment?	No	0
Redundancy costs (weeks of salary)		86.7
What is the notice period for redundancy dismissal after 20 years of continuous employment? (weeks of salary)		0.0
What is the severance pay for redundancy dismissal after 20 years of employment? (weeks of salary)		86.7
What is the legally mandated penalty for redundancy dismissal? (weeks of salary)		0.0
Rigidity of employment index (0-100)		21.5
Rigidity of hours index (0-100)		13.3
Can the workweek extend to 50 hours (including overtime) for 2 months per year to respond to a seasonal increase in production?	Yes	0

What is the maximum number of working days per week?	6	0
Are there restrictions on night work and do these apply when continuous operations are economically necessary?	Yes	0.67
Are there restrictions on "weekly holiday" work and do these apply when continuous operations are economically necessary?	No	0.00
What is the paid annual vacation (in working days) for an employee with 20 years of service?	16	0

Note: The first three indices measure how difficult it is to hire a new worker, how rigid the regulations are on working hours, and how difficult it is to dismiss a redundant worker. Each index assigns values between 0 and 100, with higher values representing more rigid regulations. The overall Rigidity of Employment Index is an average of the three indices.

Registering Property in Vietnam

This topic examines the steps, time, and cost involved in registering property in Vietnam.

STANDARDIZED PROPERTY

Property Value: 830,796,420.67

City: Ho Chi Minh City

Registration Requirements:

No:	Procedure	Time to complete	Cost to complete
1	Build a dossier on land-use right transfer	1 day	VND 4,000
2	The transferor and transferee will sign the contract which will be witnessed and certified by a notary located in the same area as the property	2-12 days	Notary fees VND10,000 VND2,000,000

3	The parties pay income tax on assignment of the land-use right and the registration fee at the relevant District Department of Taxation	25-30 days	<p>Income tax + Registratic fee (see below)</p> <p>Income tax: the income t from the assignment of t land-use right is at the ra of 28% of taxable incor (which is equal to the tot income used to calculat taxable income, less reasonable expenses of t assignment of land-use rights). After calculation income tax at the rate o 28%, the additional incor tax shall be calculated o the residual income pursuant to the statutor; progressive tariff method follows:</p> <p style="text-align: center;">Level Rate of Residua Income over Expenses T Rate</p> <ol style="list-style-type: none"> 1. Up to 15% 0% 2. From 15% up to 30% 10% 3. From 30% up to 45% 15% 4. From 45% up to 60% 20% 5. From 60% 25% <p>Registration fee: 1% of property value.</p>
4	The land-use right transferee shall register the right to use land at the City Registration Office for land-use rights	15-30 days	VND 20,000

Procedure 1 Build a dossier on land-use right transfer**Time to complete:** 1 day**Cost to complete:** VND 4,000**Comment:** Parties buy a land use right transfer contract (standard form). The dossier includes: Land-use right (LUR) certificate, Decision or Resolution of the highest decision-making body of the company regarding the LUR transfer, and company's legal status documents.**Procedure 2 The transferor and transferee will sign the contract which will be witnessed and certified by a notary located in the same area as the property****Time to complete:** 2-12 days**Cost to complete:** Notary fees VND10,000 - VND2,000,000**Comment:** The land use right transfer contract shall be made in duplicate, one for the seller and another for the buyer. This contract must be notarized by the public notary where the land is located (based on Decree 181/2004/ND-CP Guiding the Implementation of the Land Law (Government, October 29, 2004, as amended on January 27, 2006) , Art. 119.1.b)

The dossier for the public notary office includes: (i) Request for notarization of the contract or transaction on the standard form; (ii) Final draft of the contract or transaction; (iii) Copy of the applicant's personal papers; (iv) Copies of other documents relevant to the contract or transaction which the law stipulates must be available (Article 35 of Law No. 82-2006-QH11 on Notarization, effective as of 1 July 2007)

The time to complete the notarization procedure depends on each specific case. The time-limit for notarization shall not exceed 2 working days in the case of a complex contract or transaction, this time-limit may be extended but not beyond 10 working days. Decree 75/2000/ND-CP on Public Notary was replaced by Law No. 82/2006/QH11 on Notarization. If a lawyer prepares the contract, this can usually be done in one day.

Notary fees shall be calculated on the value of the land to be transferred, however, it shall not be lower than VND 10,000 and shall not exceed VND 2,000,000. This is based on the Interministerial Circular No. 93/2001/TTLT/BTC_BTP Guiding the Regime on Collection, Payment and Management of Fees and Charges from Confirmation and Public Notary (Ministry of Finance and Ministry of Justice, November 21, 2001).

Procedure 3 The parties pay income tax on assignment of the land-use right and the registration fee at the relevant District Department of Taxation**Time to complete:** 25-30 days

Cost to complete: Income tax + Registration fee (see below)
 Income tax: the income tax from the assignment of the land-use right is at the rate of 28% of taxable income (which is equal to the total income used to calculate taxable income, less reasonable expenses of the assignment of land-use rights). After calculation of income tax at the rate of 28%, the additional income tax shall be calculated on the residual income pursuant to the statutory progressive tariff method as follows:

Level Rate of Residual Income over Expenses Tax Rate

1. Up to 15% 0%
2. From 15% up to 30% 10%
3. From 30% up to 45% 15%
4. From 45% up to 60% 20%
5. From 60% 25%

Registration fee: 1% of property value.

Comment: The tax rate of the income tax from the assignment of land-use rights (paid by the transferor) is 28% plus additional tax at progressive rates on the residual. The taxation authority shall request the transferor to declare its payable tax and lodge it with the relevant tax office within a time-limit of ten (10) days from the date of receipt of such request. Then such tax office shall issue a tax notice specifying the amount of tax and time-limit for payment. The time-limit shall be no later than fifteen (15) days from the date of issuance of the tax notice. (This information follows from Decree No. 24/2007/ND-CP on Corporate Income Tax (Government, 14 February 2007), Art. 14 and Art. 17)
 The registration fee (paid by the transferee) is 1% (Circular 95/2005/TT-BTC dated 26 October 2005 providing guidelines on registration fees).
 The registration fee declaration shall be made in duplicate, the transferee keeps one.

Procedure 4 The land-use right transferee shall register the right to use land at the City Registration Office for land-use rights

Time to complete: 15-30 days

Cost to complete: VND 20,000

Comment: The Land Use Right Registration Office is the prescribed authority but it has not been established in Ho Chi Minh City. Its functions are currently being performed by the Housing and Land Information and Registration Center.
 The dossier consists of the following documents: 1. The land use right contract (original certified by the State notary public); 2. The certificate of land use right (original and one copy); 3. The voucher of payment of land use fee or land rental (original and one copy) 4. The certificate of business registration of the transferee (certified true copy); 5. The actual state drawing of the land lot (released by the District Urban Control Office); 6. An explanation on intended land use by the transferee; 7. The registration fee receipt.
 After fulfilling all financial obligations, land use right certificate grantees shall receive the amended land use right certificates.

Getting Credit in Vietnam

The following table summarize legal rights of borrowers and lenders, and the availability and legal framework of credit registries in Vietnam.

Getting Credit Indicators (2009)			Indicator
			score
Private bureau coverage (% of adults)	Private credit bureau	Public credit registry	4
Are data on both firms and individuals distributed?	No	Yes	1
Are both positive and negative data distributed?	No	Yes	1
Does the registry distribute credit information from retailers, trade creditors or utility companies as well as financial institutions?	No	No	0
Are more than 2 years of historical credit information distributed?	No	Yes	1
Is data on all loans below 1% of income per capita distributed?	No	Yes	1
Is it guaranteed by law that borrowers can inspect their data in the largest credit registry?	No	No	0
Coverage		0.0	19.0
Number of individuals		0	..
Number of firms		0	..

Strength of legal rights index (0-10)		8
Can any business use movable assets as collateral while keeping possession of the assets; and any financial institution accept such assets as collateral ?		Yes
Does the law allow businesses to grant a non possessory security right in a single category of revolving movable assets, without requiring a specific description of the secured assets ?		Yes
Does the law allow businesses to grant a non possessory security right in substantially all of its assets, without requiring a specific description of the secured assets ?		Yes
May a security right extend to future or after-acquired assets, and may it extend automatically to the products, proceeds or replacements of the original assets ?		No
Is a general description of debts and obligations permitted in collateral agreements, so that all types of obligations and debts can be secured by stating a maximum amount rather than a specific amount between the parties ?		Yes
Is a collateral registry in operation, that is unified geographically and by asset type, as well as indexed by the grantor's name of a security right ?		Yes
Do secured creditors have absolute priority to their collateral outside bankruptcy procedures?		Yes
Do secured creditors have absolute priority to their collateral in bankruptcy procedures?		Yes

During reorganization, are secured creditors' claims exempt from an automatic stay on enforcement?

No

Does the law authorize parties to agree on out of court enforcement?

Yes

Protecting Investors in Vietnam

The table below provides a full breakdown of how the disclosure, director liability, and shareholder suits indexes are calculated in Vietnam.

Protecting Investors Data (2009)	Indicator
Extent of disclosure index (0-10)	6
What corporate body provides legally sufficient approval for the transaction? (0-3; see notes)	2
Immediate disclosure to the public and/or shareholders (0-2; see notes)	0
Disclosures in published periodic filings (0-2; see notes)	2
Disclosures by Mr. James to board of directors (0-2; see notes)	2
Requirement that an external body review the transaction before it takes place (0=no, 1=yes)	0
Extent of director liability index (0-10)	0
Shareholder plaintiff's ability to hold Mr. James liable for damage the Buyer-Seller transaction causes to the company. (0-2; see notes)	0
Shareholder plaintiff's ability to hold the approving body (the CEO or board of directors) liable for damage to the company. (0-2; see notes)	0
Whether a court can void the transaction upon a successful claim by a shareholder plaintiff (0-2; see notes)	0
Whether Mr. James pays damages for the harm caused to the company upon a successful claim by the shareholder plaintiff (0=no, 1=yes)	0
Whether Mr. James repays profits made from the transaction upon a successful claim by the shareholder plaintiff (0=no, 1=yes)	0
Whether fines and imprisonment can be applied against Mr. James (0=no, 1=yes)	0
Shareholder plaintiff's ability to sue directly or derivatively for damage the transaction causes to the company (0-1; see notes)	0
Ease of shareholder suits index (0-10)	2
Documents available to the plaintiff from the defendant and witnesses during trial (0-4; see notes)	0
Ability of plaintiffs to directly question the defendant and witnesses during trial (0-2; see notes)	2
Plaintiff can request categories of documents from the defendant without identifying specific ones (0=no, 1=yes)	0
Shareholders owning 10% or less of Buyer's shares can request an inspector investigate the transaction (0=no, 1=yes)	0

Level of proof required for civil suits is lower than that for criminal cases (0=no, 1=yes)	0
Shareholders owning 10% or less of Buyer's shares can inspect transaction documents before filing suit (0=no, 1=yes)	0

Strength of investor protection index (0-10)

2.7

Notes:

Extent of Disclosure Index

What corporate body provides legally sufficient approval for the transaction?

0=CEO or managing director alone; 1=shareholders or board of directors vote and Mr. James can vote; 2=board of directors votes and Mr. James cannot vote; 3 = shareholders vote and Mr. James cannot vote

Immediate disclosure to the public and/or shareholders

0=none; 1=disclosure on the transaction only; 2=disclosure on the transaction and Mr. James' conflict of interest

Disclosures in published periodic filings

0=none; 1=disclosure on the transaction only; 2=disclosure on the transaction and Mr. James' conflict of interest

Disclosures by Mr. James to board of directors

0=none; 1=existence of a conflict without any specifics; 2= full disclosure of all material facts

Director Liability Index

Shareholder plaintiff's ability to hold Mr. James liable for damage the Buyer-Seller transaction causes to the company

0= Mr. James is not liable or liable only if he acted fraudulently or in bad faith; 1= Mr. James is liable if he influenced the approval or was negligent; 2= Mr. James is liable if the transaction was unfair, oppressive or prejudicial to minority shareholders

Shareholder plaintiff's ability to hold the approving body (the CEO or board of directors) liable for damage to the company

0=members of the approving body are either not liable or liable only if they acted fraudulently or in bad faith; 1=liable for negligence in the approval of the transaction; 2=liable if the transaction is unfair, oppressive, or prejudicial to minority shareholders

Whether a court can void the transaction upon a successful claim by a shareholder plaintiff

0=rescission is unavailable or available only in case of Seller's fraud or bad faith; 1=available when the transaction is oppressive or prejudicial to minority shareholders; 2=available when the transaction is unfair or entails a conflict of interest

Shareholder plaintiffs' ability to sue directly or derivatively for damage the transaction causes to the company

0=not available; 1=direct or derivative suit available for shareholders holding 10% of share capital or less

Shareholder Suits Index

Documents available to the plaintiff from the defendant and witnesses during trial

Score 1 each for (1) information that the defendant has indicated he intends to rely on for his defense; (2) information that directly proves specific facts in the plaintiff's claim; (3) any information that is relevant to the subject matter of the claim; and (4) any information that may lead to the discovery of relevant information.

Ability of plaintiffs to directly question the defendant and witnesses during trial

0=no; 1=yes, with prior approval by the court of the questions posed; 2=yes, without prior approval

Paying Taxes in Vietnam

The table below addresses the taxes and mandatory contributions that a medium-size company must pay or withhold in a given year in Vietnam, as well as measures of administrative burden in paying taxes.

Tax or mandatory contribution	Payments (number)	Notes on Payments	Time (hours)	Statutory tax rate	Tax base	Total tax rate (% profit)	Notes on TTR
Value added tax (VAT)	12		300	10.0%	value added		
Fuel tax	1			5.00%	fuel consumption	0.17	
Business Licensing Tax	1		0	fixed fee (VND 1,000,000)		0.17	
Income tax from transfer of land use rights	1			28% on the gains and progressive tax rates as surtax on the remaining gain	capital gains	1.41	
Health insurance contributions	0			2.00%	gross salaries	2.26	
Social Security contributions	12		400	15.0%	gross salaries	16.92	
Corporate income tax	5		350	0.28	taxable profits	19.15	
Totals	32		1050			40.1	

Notes:

- a) data not collected
- b) VAT is not included in the total tax rate because it is a tax levied on consumers
- c) very small amount
- d) included in other taxes
- e) Withheld tax
- f) electronic filling available
- g) paid jointly with another tax

Name of taxes have been standardized. For instance income tax, profit tax, tax on company's income are all named corporate income tax in this table.

When there is more than one statutory tax rate, the one applicable to TaxpayerCo is reported.

The hours for VAT include all the VAT and sales taxes applicable.

The hours for Social Security include all the hours for labor taxes and mandatory contributions in general.

Trading Across Borders in Vietnam

These tables list the procedures necessary to import and exports a standardized cargo of goods in Vietnam. The documents required to export and import the goods are also shown.

Nature of Export Procedures (2009)	Duration (days)	US\$ Cost
Documents preparation	12	107
Customs clearance and technical control	4	100
Ports and terminal handling	3	369
Inland transportation and handling	3	180
Totals	22	756

Nature of Import Procedures (2009)	Duration (days)	US\$ Cost
Documents preparation	12	70
Customs clearance and technical control	4	89
Ports and terminal handling	4	431
Inland transportation and handling	1	350
Totals	21	940

Export

Bill of lading

Certificate of origin

Commercial invoice

Customs export declaration

Packing list

Technical standard/health certificate

Import

Bill of lading

Cargo release order

Commercial invoice

Customs import declaration

Inspection report

Packing list

Technical standard/health certificate

Terminal handling receipts

Enforcing Contracts in Vietnam

This topic looks at the efficiency of contract enforcement in Vietnam.

Nature of Procedure (2009)	Indicator
Procedures (number)	34
Time (days)	295
Filing and service	25.0
Trial and judgment	120.0
Enforcement of judgment	150.0
Cost (% of claim)*	28.50
Attorney cost (% of claim)	21.0
Court cost (% of claim)	5.0
Enforcement Cost (% of claim)	2.5
Court information: Ho Chi Minh City District ("Tòa Án Nhân Dân Quận") People's Court	

* Claim assumed to be equivalent to 200% of income per capita.



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2010

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ISBN: 978-0-8213-7961-5



Printed in the
United States