



COMPANY DISSOLUTION



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WHY CLIENTS TRUST US

- Lawyers / Tax Experts handle your case directly — no outsourcing to intermediaries, with a single point of contact throughout.
- Deep expertise in both domestic and foreign-invested enterprises (FDI) — well versed in the general rules applicable to all businesses as well as the specific requirements for foreign-invested companies.
- Transparent, all-inclusive fees — scope of work and costs are agreed before any work begins.
- Committed to staying with you until the final result is obtained.
- A Law Firm – Accounting & Tax Firm ecosystem, backed by a team of lawyers and tax experts with extensive experience in investment and corporate matters.
- Free consultation on any legal issues that arise during the dissolution process.

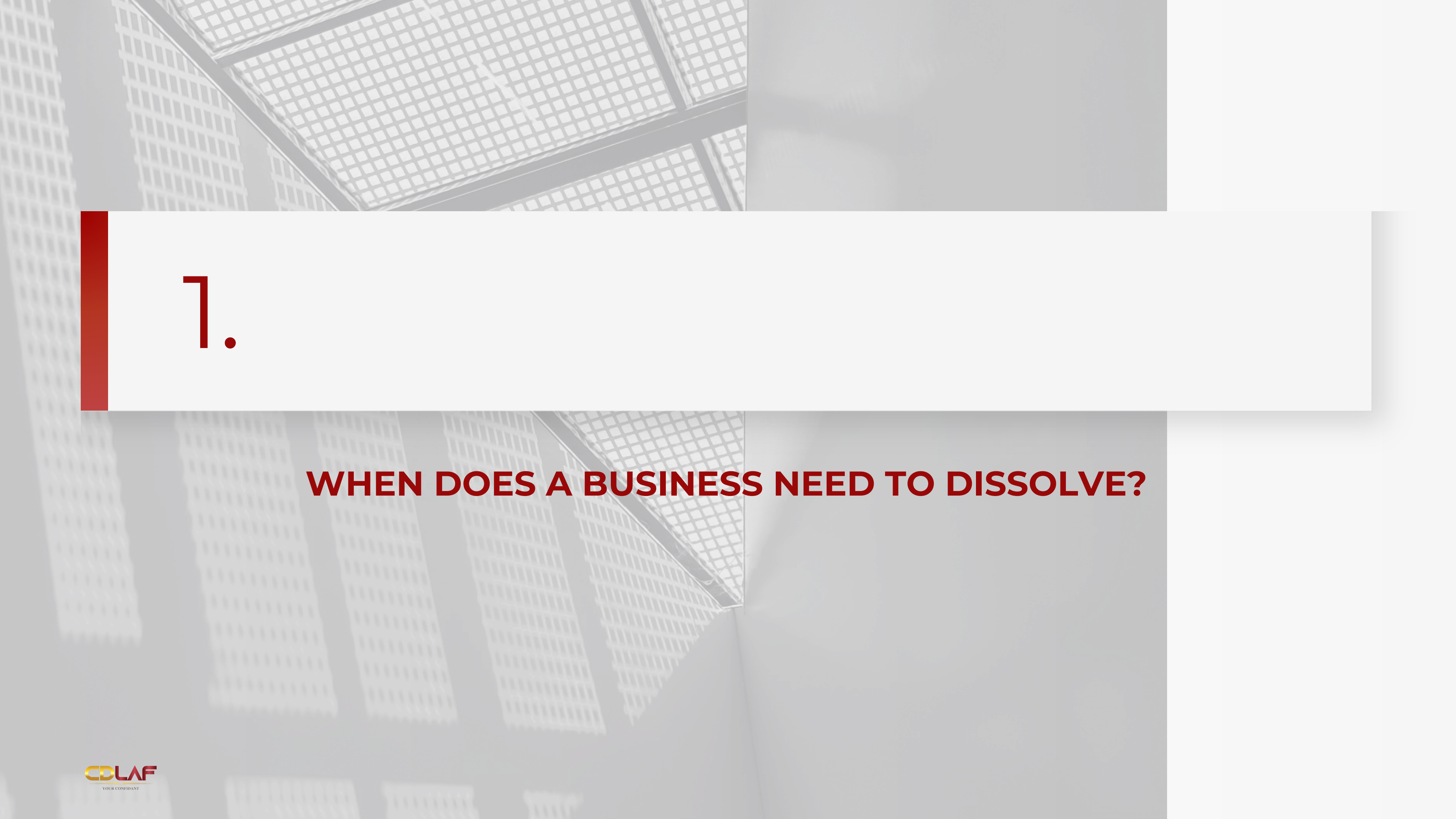


Dissolving Your Business: Legally Compliant, Efficient, and Risk-Controlled

The CDLAF team represents your business throughout the entire dissolution process — dealing with all competent authorities from the initial due-diligence review through to the company's official termination, fully releasing the legal representative from all related obligations.

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1.

WHEN DOES A BUSINESS NEED TO DISSOLVE?



1. WHEN DOES A BUSINESS **NEED TO DISSOLVE?**

A procedure that looks simple on paper but can drag on for years — or generate unplanned costs — if not handled correctly.

It Involves Multiple State Authorities

Dissolution requires working simultaneously with several state management agencies. Each authority applies its own procedures and requirements; a single oversight can turn the case into a long, complicated ordeal.

Complex Tax Finalization Obligations

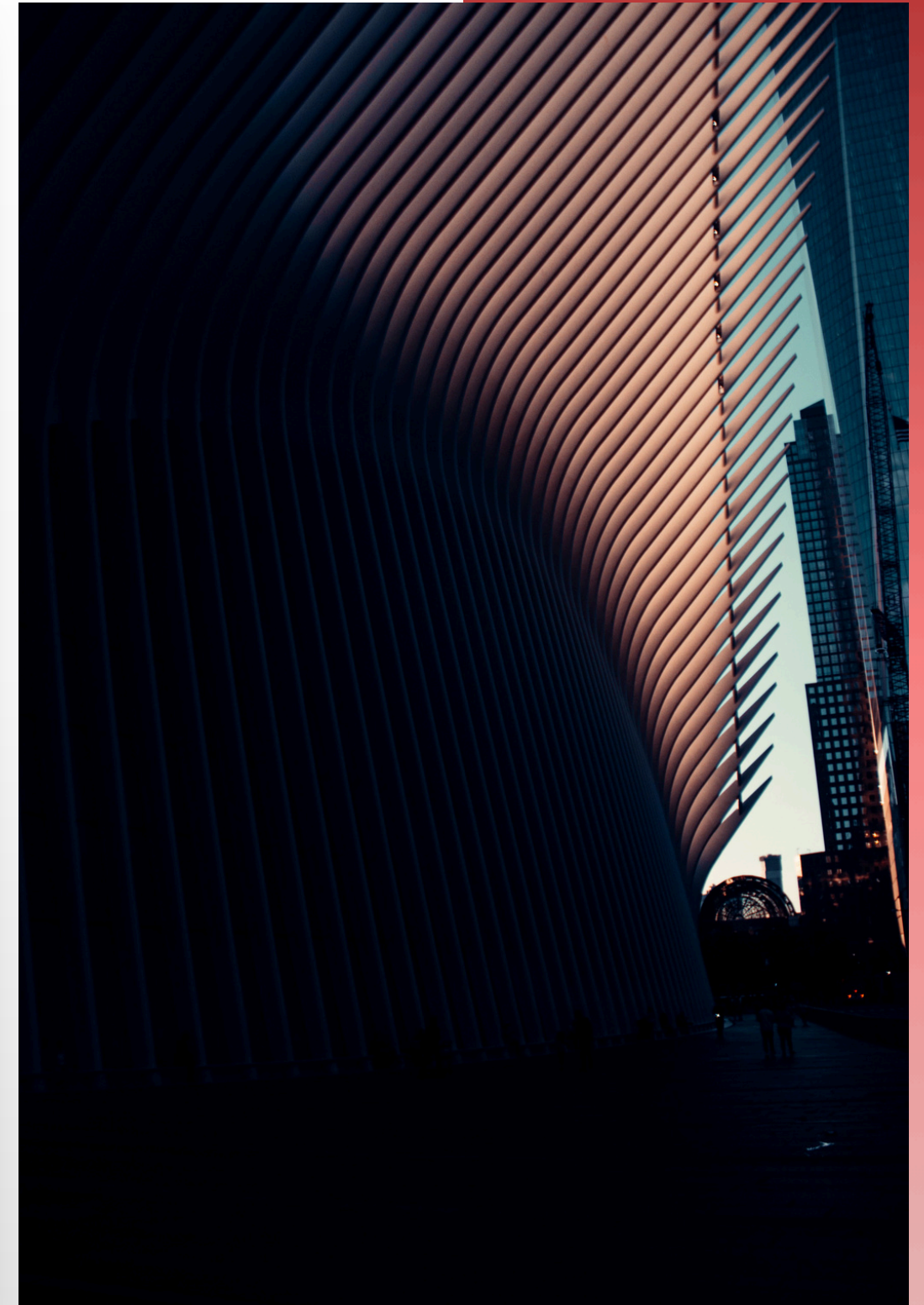
For businesses that have operated for many years, reviewing tax obligations is extremely complex and demands accuracy and full transparency. Without a thorough, fully compliant approach, the dissolution process can drag on indefinitely.

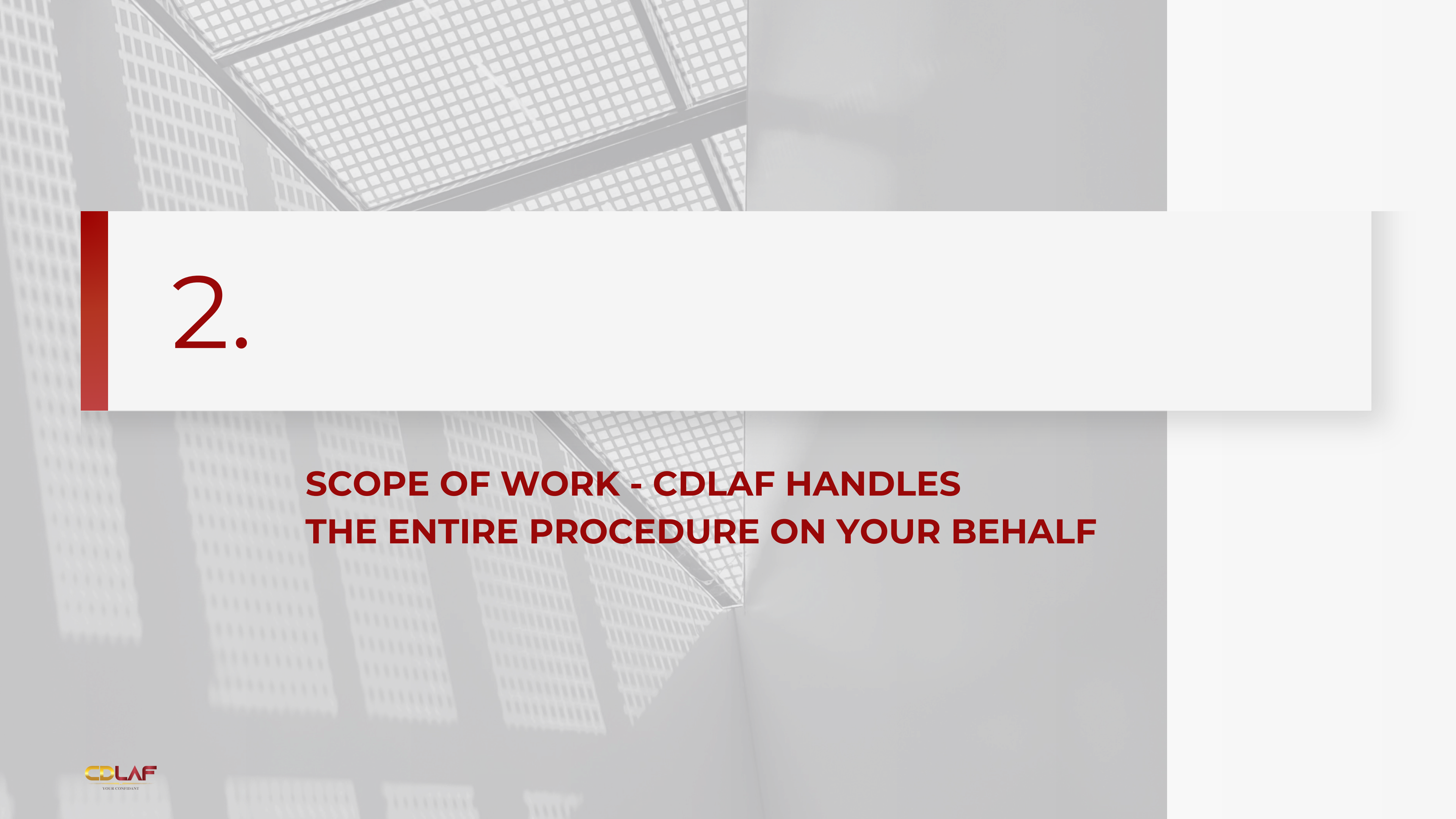
Legal Risk for the Legal Representative

A business that ceases operations without completing a valid dissolution procedure can leave its legal representative facing obstacles when travelling between Vietnam and other countries, or when establishing or managing other companies in the future.

Settling Assets Before Dissolution

Outstanding debts, labor relations, unused invoices, and other remaining assets — if not handled in the correct order — are a common reason a dissolution filing cannot proceed.





2.

**SCOPE OF WORK - CDLAF HANDLES
THE ENTIRE PROCEDURE ON YOUR BEHALF**

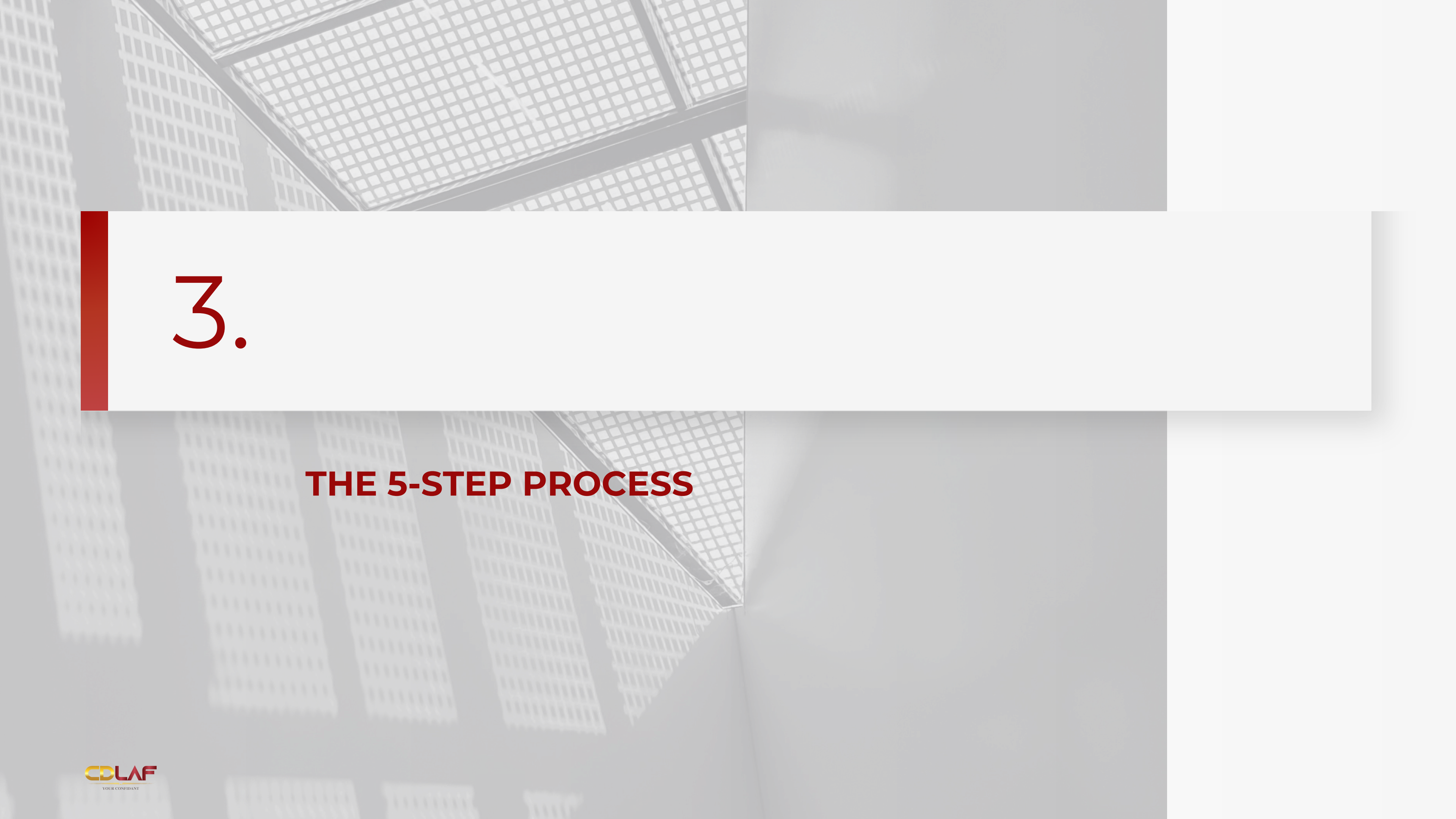


2. SCOPE OF WORK — CDLAF HANDLES THE ENTIRE PROCEDURE ON YOUR BEHALF

A single legal point of contact representing your business throughout all dealings with the competent state authorities.

- Assessing dissolution eligibility and advising on the appropriate approach for each type of entity, whether domestic or foreign-invested (limited liability companies, joint stock companies, branches, representative offices).
- Conducting a comprehensive review of accounting records and handling tax finalization procedures on the company's behalf (liaising directly with the managing tax authority)
- Preparing the complete legal dossier in accordance with current regulations to carry out every procedure related to the dissolution.
- Filing the dossier, tracking its progress, and receiving results from the competent authority on the company's behalf.
- Advising on legal issues that arise during dissolution: outstanding debts, labor contracts, unused invoices, remaining assets.
- Providing specialized advice for foreign-invested enterprises (FDI).





3.

THE 5-STEP PROCESS



3. THE 5-STEP PROCESS

The sequence of these stages is mandatory under corporate law; carrying them out in the wrong order is the most common reason a dossier is delayed or rejected.

Step 1 — Initial Due Diligence and Assessment

Reviewing the company's legal and compliance status to determine the appropriate approach and timeline.

Step 2 — Filing the Dissolution Notice with the Business Registration Authority

Preparing the full dossier, dissolution resolution, and other required documents to notify the Business Registration Office of the dissolution, formally commencing the process.

Step 3 — Advice on Asset Liquidation, Debt Settlement, and Obligations to Employees

Advising on organizing the liquidation of assets and settling outstanding debts, while terminating labor contracts and ensuring employees receive their full entitlements.

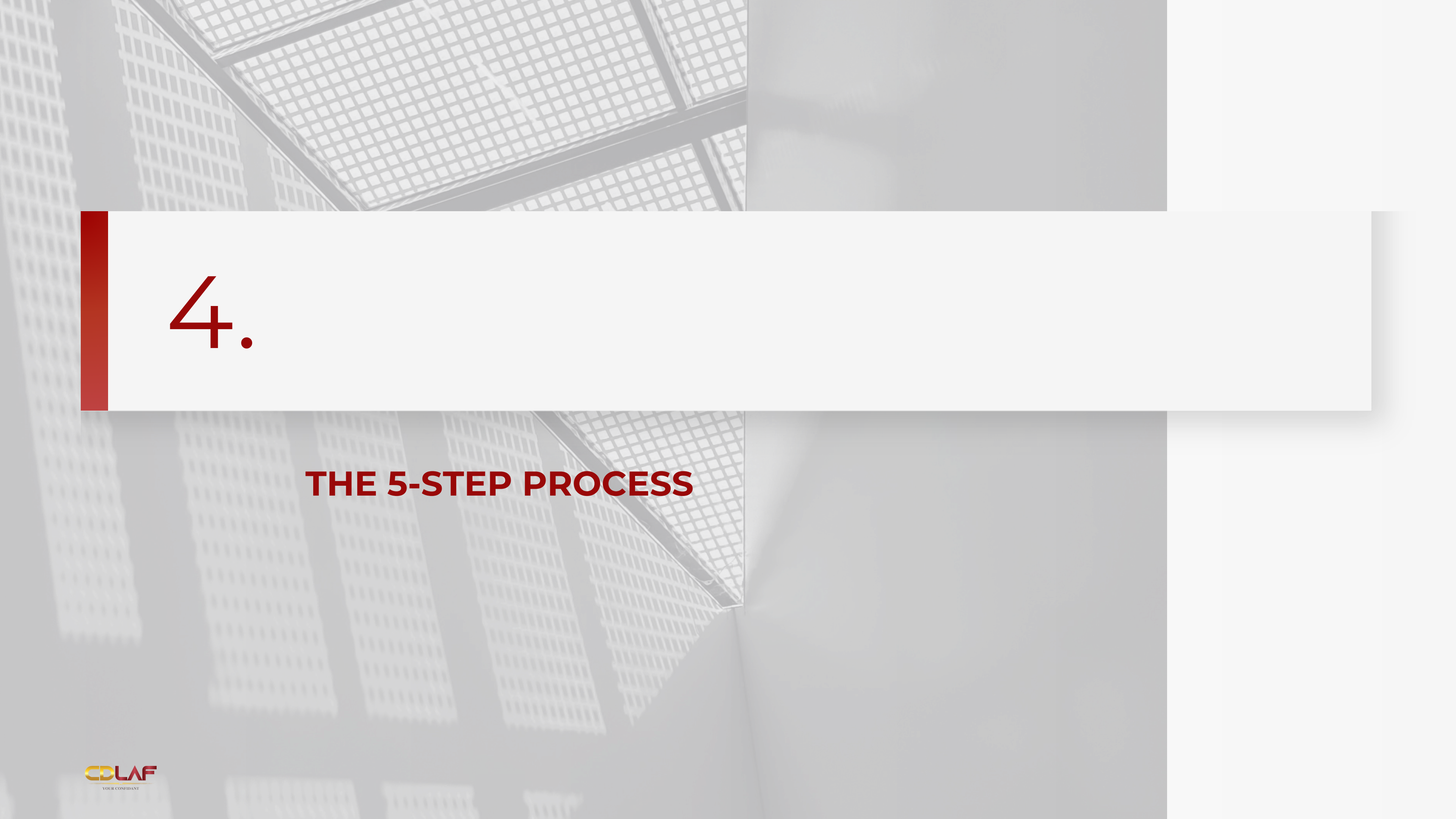
Step 4 — Completing Tax Obligations and Closing the Tax Code

Representing the company before tax authorities to finalize taxes, fulfil tax obligations, close the tax code, and obtain tax clearance confirmation.

Step 5 — Filing the Dossier to Complete the Dissolution Procedure

Preparing and filing the notice of fulfilled financial obligations, obtaining the result, and completing the dissolution process.





4.

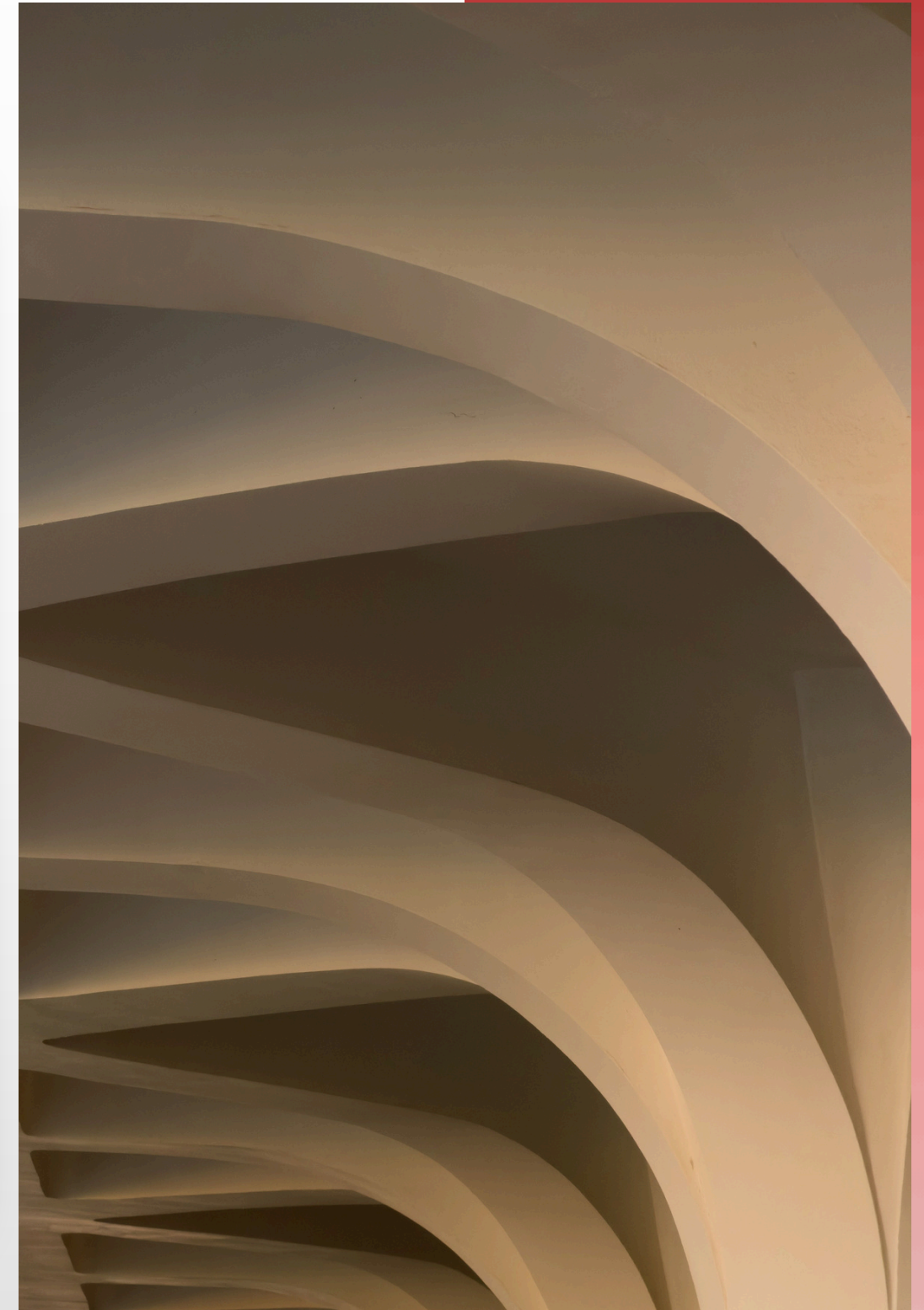
THE 5-STEP PROCESS



4. DOCUMENTS TO PREPARE

CDLAF prepares the entire required dossier on your behalf; your business only needs to provide the following documents.

- Enterprise Registration Certificate (original)
- Company seal
- Accounting books, invoices, and records generated throughout the company's operating period
- Financial statements and filed tax returns
- Employee list and labor contracts (if still in effect)
- Documents relating to assets and receivables/payables
- Investment Registration Certificate (for FDI enterprises)
- Investment reports and investment supervision reports already filed (for FDI enterprises)
- Information on branches, representative offices, and business locations (if any)





5.

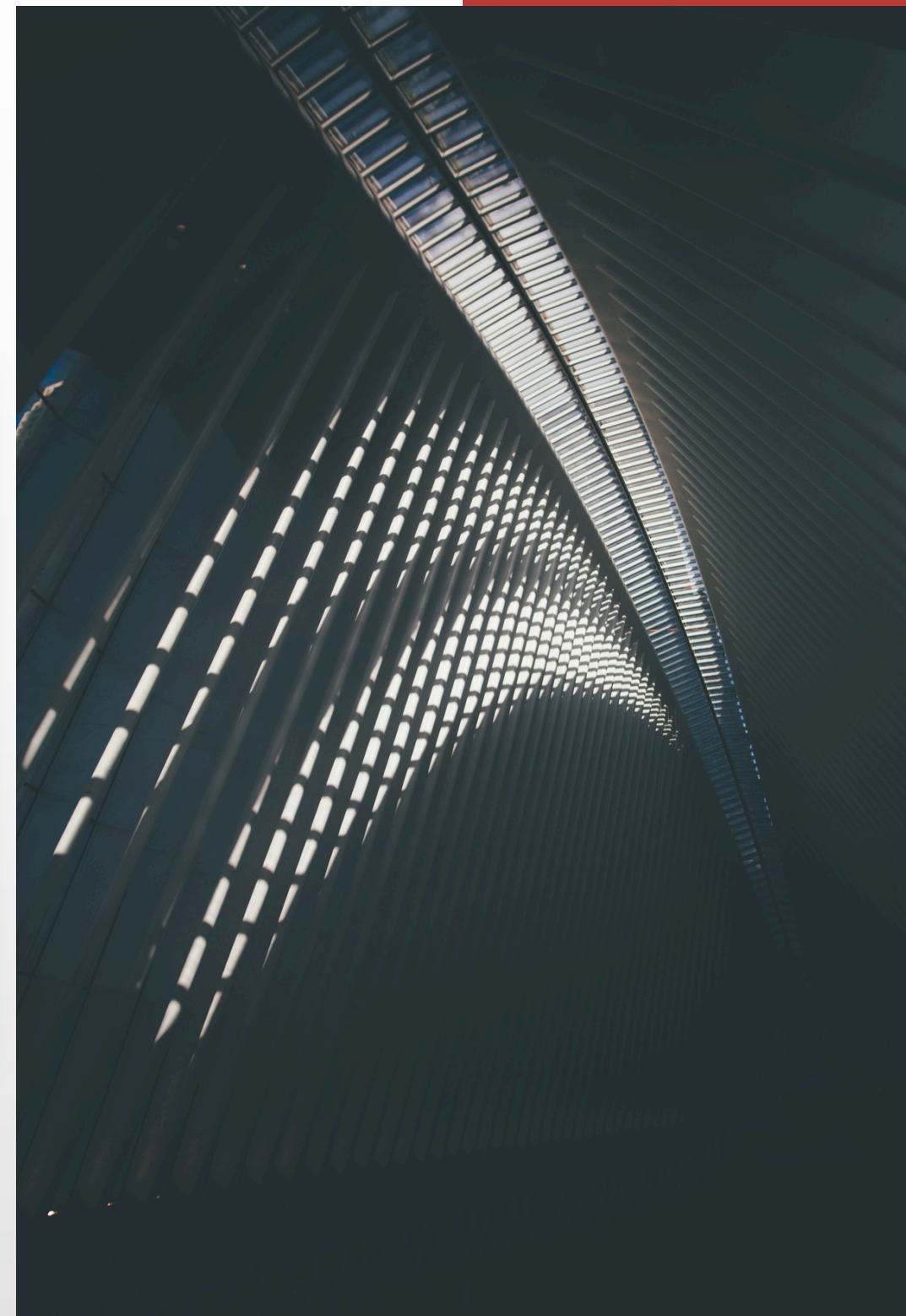
RISKS TO BE AWARE OF



5. RISKS TO BE AWARE OF

Many businesses choose to cease operations in practice without completing the formal dissolution procedure. This is one of the most common legal risks, and it can lead to consequences such as:

- Being subject to back-tax collection and administrative penalties even though the business has, in reality, ceased all operations.
- The legal representative being temporarily banned from leaving Vietnam until all financial obligations and outstanding tax debts are settled.





6.

FOREIGN-INVESTED ENTERPRISES (FDI)



6. FOREIGN-INVESTED ENTERPRISES (FDI)

For foreign-invested enterprises, the dissolution procedure involves the following additional considerations:

Terminating the Investment Project

In addition to the corporate dissolution procedure, FDI companies must also carry out the procedure to terminate their investment project and return the Investment Registration Certificate (IRC) to the competent authority.

Repatriating Profits

Most FDI companies wish to repatriate any remaining profit to their parent company before formally terminating their legal status; the company must therefore satisfy all conditions required by law before it is permitted to remit profits abroad.

Closing the DICA Account

During the dissolution process, FDI companies must close their Direct Investment Capital Account (DICA) once confirmation has been obtained that all financial obligations have been fulfilled. Full compliance with foreign exchange regulations must also be ensured at this stage.

Foreign Employees

If the business employs foreign workers, it must also carry out the procedures required to return the Work Permits and Temporary Residence Cards of its foreign employees in accordance with applicable regulations.





7.

WHY CHOOSE CDLAF



7. WHY CHOOSE **CDLAF**

Your Case Is Handled Directly by Lawyers

Your matter is handled from start to finish directly by our Lawyers and Tax Experts, with no handover through intermediaries.

A Law Firm – Accounting & Tax Firm Ecosystem

Ensures a professional, one-stop, all-inclusive solution — from the start of the engagement through to the completion of the entire process.

Expertise in Both Domestic and FDI Enterprises

A firm grasp of the legal procedural differences that apply specifically to foreign-invested enterprises as compared with domestic businesses.

Transparent Fees, Agreed Upfront

The scope of work and the all-inclusive fee are agreed before the engagement begins, with no additional costs beyond what has been contracted.

Proactive Handling of Issues as They Arise

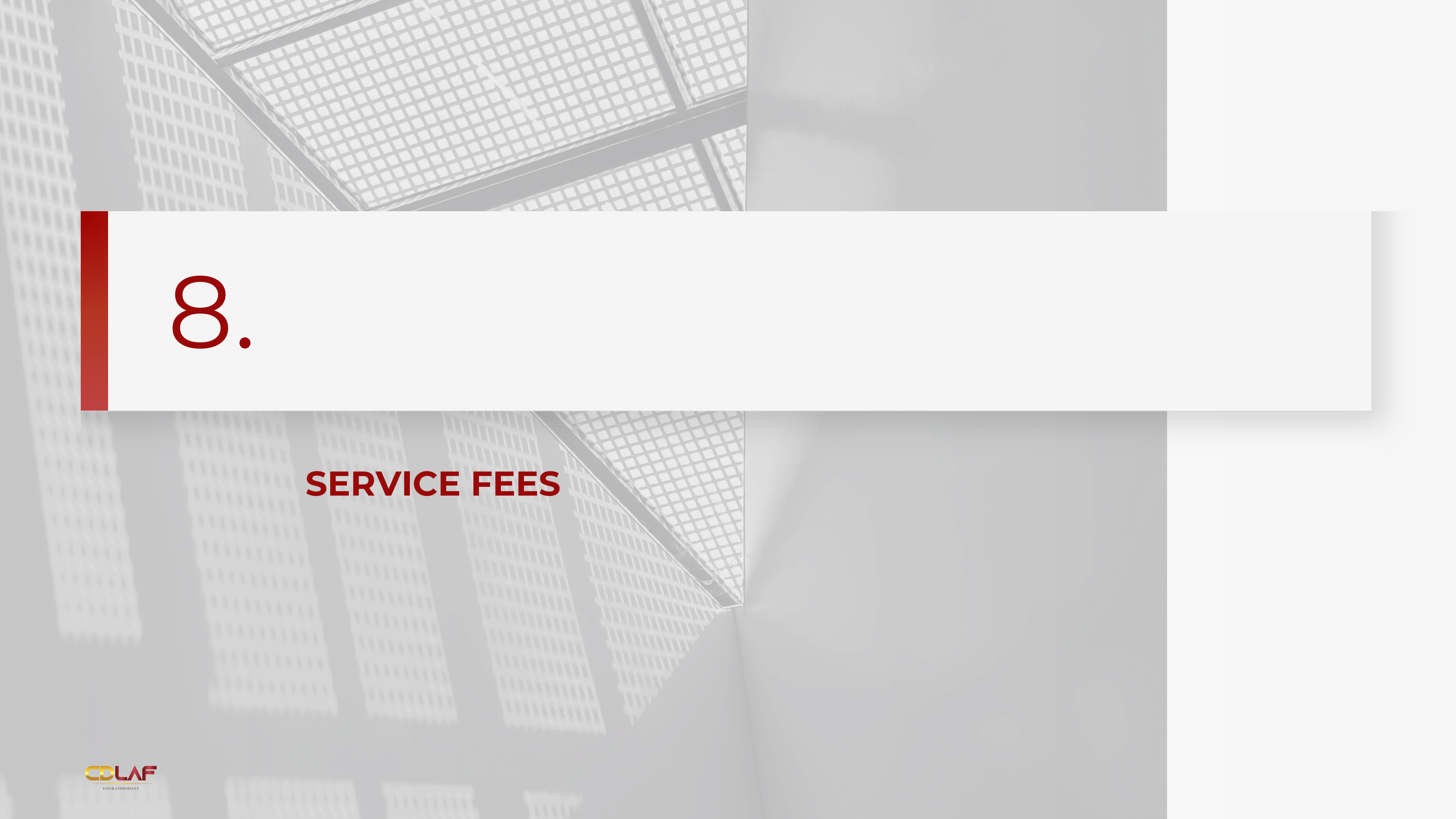
Timely advice on how to resolve any tax-related complications or other legal issues that come up during the dossier's processing.

An Absolute Commitment to Confidentiality

All financial data, accounting records, information relating to the legal representative/business owner, and other internal company information are kept strictly confidential throughout the engagement.

Committed to Seeing It Through to the End

CDLAF stays with the business throughout the entire process until it is officially recorded as having ceased to exist — we never hand over an unfinished file or leave a matter open before it is complete.



8.

SERVICE FEES



8. SERVICE FEES

Service fees are determined based on the type of entity, whether revenue and invoices have been generated, the number of branches/dependent units, and whether foreign investment capital is involved (if any). After receiving your information and conducting an initial assessment, CDLAF will provide a detailed all-inclusive quote, with a commitment that this initial assessment stage is free of charge and does not obligate the client in any way.

Basic Package — No Revenue Generated Yet

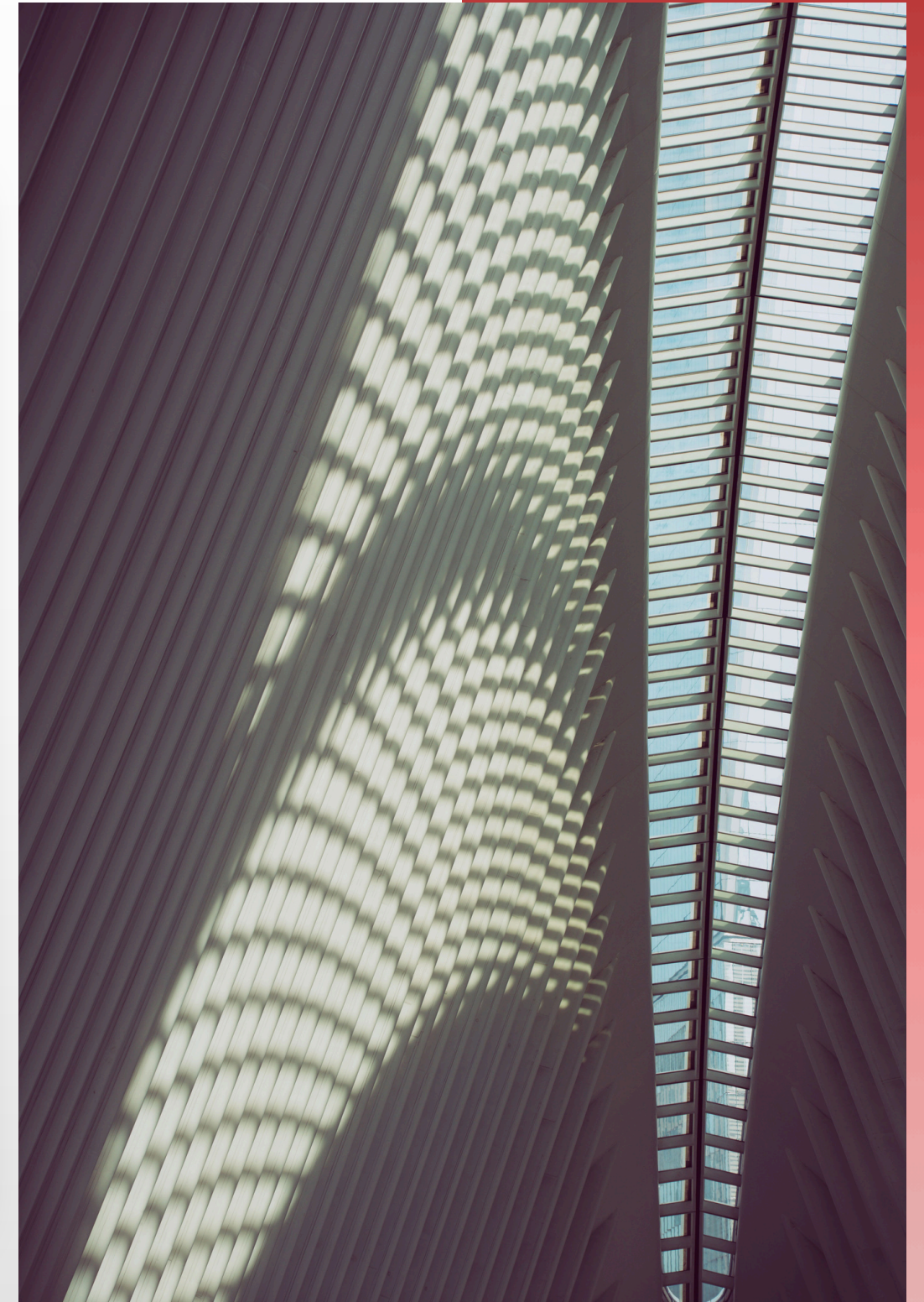
For newly established businesses that have not yet issued invoices or incurred tax obligations.

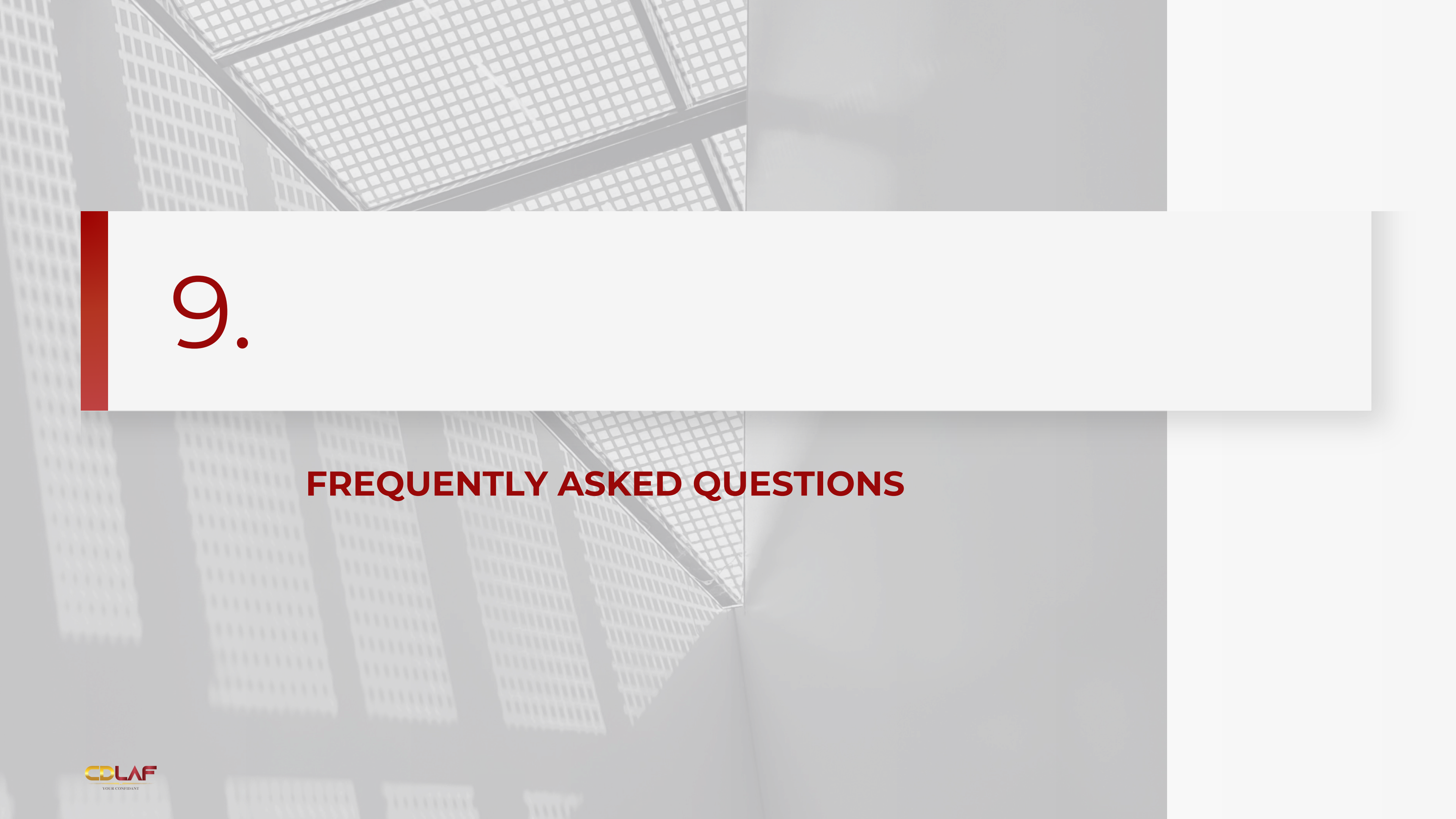
Standard Package — Revenue Generated

For businesses that have generated revenue, invoices, and employment relationships, and that may still have outstanding tax obligations to resolve.

Extended Package — Foreign-Invested Enterprises (FDI)

For businesses with foreign investment capital.





9.

FREQUENTLY ASKED QUESTIONS



9. FREQUENTLY ASKED QUESTIONS

How long does it take to dissolve a business?

The timeline mainly depends on the progress of tax finalization and the complexity of each company's dossier. CDLAF will set out a specific roadmap and expected timeline right after the initial assessment meeting.

Can a business dissolve if it still owes tax?

Under the law, a business must fully discharge its tax obligations before the competent authority will approve its dissolution. CDLAF helps review the company's records and liaises directly with the tax authority to determine the exact amount of tax still owed and complete the finalization procedure.

How does dissolution work for a business with branches or representative offices?

Under the regulations, branches, representative offices, and business locations must cease operations before the head office can be dissolved. CDLAF carries out these related procedures in parallel to shorten the overall processing time.

Is it a problem to simply stop operating without going through the dissolution procedure?

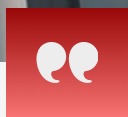
The business remains legally in existence and continues to incur related obligations — including tax obligations and compliance reporting requirements — until it has completed the dissolution procedure in accordance with the law, or until the state authority revokes its Enterprise Registration Certificate. This is one of the most common causes of the legal representative being temporarily banned from leaving Vietnam.

How does dissolution differ from bankruptcy?

Dissolution applies where a business is still able to pay all of its debts and meet its financial obligations in full. If a business is insolvent, it must instead follow the separate bankruptcy procedure prescribed by law. CDLAF will advise on the specific approach suited to each business's actual situation.

Is dissolution different for a foreign-invested enterprise (FDI)?

In addition to the general procedure that applies to all types of enterprises, an FDI enterprise must also address obligations related to the investment registration authority — including notifying the termination of its investment project and completing its investment supervision reporting obligations — as well as the procedure for repatriating capital and profits (if any) abroad in accordance with foreign exchange management regulations.



Is your business facing difficulties, with your legal representative temporarily banned from leaving Vietnam because the dissolution procedure has not yet been completed?

Please leave your contact details — our lawyers and experts at CDLAF will proactively reach out to advise on the right course of action for your situation.

- Send a consultation request: **info@cdlaf.vn**
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