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境外投资

## 在越南设立中资物流公司：流程和关键条件

### Setting Up a Chinese Logistics Company in Vietnam: Process and Key Conditions

#### 前言

#### Preamble

越南海岸线长达 3000 多公里，在东南亚具有战略地位，加上充满活力的工业区进出口活动等因素，推动该国家物流业近年来的蓬勃发展。

Vietnam boasts a thriving maritime industry with over 3,000km of coastline and a strategic position in Southeast Asia. The dynamic industrial zones are import-export hubs, propelling the logistics sector forward.

越南具备巨大的市场潜力，成为包括中国投资者在内的外国投资者都青睐有加的市场。然而，在越南设立物流公司需要符合当地法规及国际协议规定的一系列特定法律条件。

Foreign investors, including Chinese investors see the great potential. However, setting up a logistics company in Vietnam requires meeting specific legal conditions, outlined in local laws and international agreements.

本文汇集了关键的法律法规见解，作为在越南建立物流业务的珍贵参考文献，以帮助中国投资者能够顺利在越南进行投资活动。

This article serves as a crucial resource, compiling vital legal insights to help Chinese investors navigate the process of establishing a logistics business in Vietnam.

#### I. 越南的物流服务简介

#### What constitutes logistics services in Vietnam?

越南对物流服务的定义如下：

Vietnam defines logistics services to include:

- 集装箱装卸服务（机场集装箱装卸服务除外）
- 仓储服务
- 送货服务
- 货物运输代理服务
- 报关代理服务（含清关服务）
- 附加服务：提单检验、货物经纪、货物检验、取样和称重服务；货物接收和验收；运输文件准备事宜
- 批发辅助服务和零售辅助服务，包括货物的仓储管理、货物的收集、整理、分类及其交付
- 交通服务
- 技术检验和分析服务
- 其他运输辅助服务
- Container handling services (except for services provided at airports)
- Warehousing services
- Delivery services
- Freight transport agency services
- Customs brokerage services (including customs clearance services).
- Additional services: bill of lading inspection, cargo brokerage, cargo inspection, sampling and weighing services; goods receipt and acceptance; and preparation of transport documents
- Wholesaling auxiliary services and retailing auxiliary services including management of goods in storage, and collection, collation and classification of goods and their delivery
- Transportation services
- Technical inspection and analysis services
- Other auxiliary services for transport

### **中资 (外资) 门槛**

#### **Thresholds of Chinese capital (foreign capital)**

允许的外资占比因业务而异。

The level of permissible foreign investment varies by industry.

业务	业务代码 (CPC)	投资形式	最高外资占比
海运服务 (国内运输除外)	721	合资公司 注: 合资企业的船队必须悬挂越南国旗或购买越南资本企业的股份和向越南公司投入资本	49%
集装箱装卸服务 (海运)	7411	合资公司	50%
运单发票检验服务、	-----	合资公司	99%

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货物运输经纪服务、 货物检验以及取样和 重量测定服务；接 收和接受货物的服 务；运输文件准备服 务			
内河运输服务	722	合资公司	49%
铁路运输服务	711	合资公司	49%
公路运输服务	712	合资公司	51% (100% 的驾驶员 必须为越南公民)
仓储服务	742	100%外资企业或合 资公司	100%
货运代理服务	748	100%外资企业或合 资公司	100%
清关服务	-----	合资公司	99%

Industry	Industry codes (CPC)	Form of investment	Maximum foreign capital
Maritime transportation services (except domestic transport)	721	<b>Joint Venture Company</b>  <u>Note:</u> The JVC must be operating fleets with Vietnamese flags or contributing capital, buying shares and contributed capital in Vietnamese capital enterprises	49%
Container handling services (sea freight support)	7411	<b>Joint Venture Company</b>	50%
Services of inspection of bills of way invoices, goods transport brokerage services, an inspection of goods and services of sampling and	N/A	<b>Joint Venture Company</b>	Can be up to 99%

weight determination; services of receiving and accepting goods; transportation documents preparation service			
Internal waterways transport services	722	<b>Joint Venture Company</b>	49%
Rail transport services	711	<b>Joint Venture Company</b>	49%
Road transport services	712	<b>Joint Venture Company</b>	51% One hundred % drivers shall be Vietnamese citizen.
Warehousing services	742	<b>100% Foreign-Owned Enterprises OR Joint Venture Company</b>	100%
Freight agent services	748	<b>100% Foreign-owned Enterprises OR Joint Venture Company</b>	100%
Customs clearance services	N/A	<b>Joint Venture Company</b>	Can be up to 99%

### ***附加条件***

#### **Additional specific conditions**

根据不同的物流业务，对人力资源、车辆和基础设施方面的要求也不同。

Depending on the logistic services, different conditions related to human resources, vehicles, and infrastructure apply.

## **II. 外资公司设立程序**

### **Foreign company incorporation procedure**

想在越南设立外资公司（即 100% 外资公司或合资公司）（以下简称“越南公司”），投资者需要完成以下步骤：

In order to set up a foreign-owned company (i.e. 100% foreign-owned company or joint-venture company) (“VN Co”), the investors need to conduct the following steps:

第一步：申请投资登记证书（IRC）

Step 1: Apply for an Investment Registration Certificate (IRC)

第二步：申请企业登记证书（ERC）

Step 2: Apply for an Enterprise Registration Certificate (ERC)

公司于 ERC 颁发日期合法成立。

The company is legally established on the date written on the ERC.

### **所需文件**

#### **Required documents**

投资者需准备以下文件：

The investors need to prepare the following documents:

- 中国主管部门颁发的营业执照；
- 最近 2 年的财务报告；
- 确认投资者拥有等于或超过注册资金的银行余额确认函；
- 投资者及越南公司法定代表人的护照；
- 办公室租赁协议及相关文件；
- 由咨询公司准备的申请书。
- The Business License issued by the Chinese authority;
- The financial reports of the last 2 years;
- The bank balance confirmation letter confirming the investors have funds equal to or more than the capital registered;
- The passport of the legal representative of the investor and the VN Co.
- Office lease agreement and related documents;
- Application set to be prepared by consulting firm.

国外颁发的文件必须经过越南驻投资者所在国大使馆或领事馆的认证。

Documents originating from abroad must undergo legalization by the Vietnamese embassy or consulate in the investors' home country.

### **越南公司的法律代表人要求**

#### **Legal Representation Requirements of the VN Co**

越南公司应有至少一名法定代表人，并可有多名法定代表人。其中一名必须是越南居民。

The VN Co shall have at least one and may have more Legal Representative(s). One of them must be a resident of Vietnam.

如果越南公司只有一名法定代表人，在唯一的法定代表人不在越南境内期间，他必须向越南境内的一名人员授予授权书，以在其指示下接替其职责，并严格遵守法律。总之，如果唯一的法定代表人不是越南居民，则需要在越南有合法授权的代表人。

In case the VN Co has only one legal representative, during the time the only Legal Representative does not stay in Vietnam, they are required to grant an Authorization Letter to a person in Vietnam to take over their duties under their instruction and strictly comply with the law. In short: if the only legal representative is not a Vietnam resident, a legally authorized representative in Vietnam is required.

### **注资额要求**

#### **Capital Requirements**

越南公司的资本结构需要在公司注册申请中写明，并最终在 IRC 中提及，包括注册资金和长期贷款资金。

The Capital Structure of the VN Co which needs to be registered in the application and eventually mentioned in the IRC, includes the Charter Capital and the Long-term Loan Capital.

注册资金是指投资者自ERC 签发之日起 **90 天内**应全额缴纳至在越南持牌银行开设的资本账户的资金金额。

Charter Capital is the capital that the Investors shall pay fully to the Capital Account opened at a licensed bank in Vietnam **within 90 days** as of the date of issuance of the ERC.

长期贷款资金是指期限超过 1 年的贷款。如果投资者计划向越南公司提供长期贷款，则需要将长期贷款列在公司注册申请中。

The Long-term Loan are those having a duration of more than 1 year and optional. If the Investors have plans to grant a Long-term Loan to the VN Co, it is required to include the Long Term Loan in the company incorporation application. Otherwise, no Long-term Loan is included.

### **特殊业务的特许经营证书**

#### **Sub-licenses for specific services**

根据所注册的具体物流服务的不同，需要申请不同的特许经营证书。

The need for various sublicenses varies based on the specific logistics services being registered.

例如，对于清关服务，需要获得 IRC 和 ERC，以及海关当局颁发关于报关代理服务的认可决定文件。

For example, for customs clearance services, obtaining the IRC and ERC is necessary, along with a Customs Authority-issued Decision on recognition of customs brokerage agents.

同样，从事道路运输服务的公司也需要特许经营证书，即汽车运输业务许可证。

Similarly, companies engaged in road transport services require a specific sublicense, known as the license for automobile transport business.

### **III. 开启越南创业之旅**

#### **Start your journey in Vietnam**

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Our team is equipped with the knowledge and experience to address your specific needs. For expert assistance and to discover how we can support the growth of your logistics business in Vietnam, reach out to Fidynam today.

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