FII Market Entry Requirements for Vietnam

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| **Important** | Note that as part of the FII account opening process, all documentation must be in exactly the same investor name and on the investor's letterhead where appropriate.  All requirements indicated are the standard requirements stated by the market authorities. However, the market authorities reserve the right to ask for any additional requirements either during the submission of the relevant request or at any stage during the life-cycle of the Investor's relationship in the market. |
| **Information Disclosure Requirement** | Following the introduction of the Circular 96, effective on 1st January 2021, it is mandatory for all investors to appoint an Information Disclosure Representative who will be in charge of making all disclosure and reporting related correspondence and submissions with the Vietnam Market authorities. The requirements should be managed by the Client directly with the market authorities.    For more details, please refer to the Market Profile for Vietnam on the GMI website. |
| **Fees** | NIL |
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| **Tax Consultant** | Not required |
| **E-signature** | Not accepted |

## **Account Opening**

1. **NEW STC Application Requirements - If the applicant does not have a pre-existing STC Code then the applicant has to fulfill the following requirements**

**a. POA to local custodian -** *Notarized*



NB: POA is required to enable SCB Securities Services to administer securities on client’s behalf. This is a standard market template as POA's are submitted to the local market participants for Corporate Action event processing and therefore should not be amended. SCB cannot guarantee that the market participants would accept the POA if any changes are requested.

**b. Securities Trading Code (STC) Application Form –** *Original*



This should be signed-off by the Chairman/Director or authorized signature(s) of the applicant and affix with the company seal/stamp. In case of unavailability of a company’ seal AND authorized signature(s) other than the above-mentioned person to sign-off the form, it is required to additionally submit a notarized authorized signature list OR notarized power of attorney from the Chairman/Director to that/those signor(s) to execute documents in STC application package.

**c. Certificate of Incorporation or equivalent -** *Notarized and Consularized*

1. For Institutional Investor:

Certificate for Establishment/ Business Registration OR equivalent document of the Institutional Investor/Fund issued by the competent bodies OR Certificate of Tax Registration issued by the Tax Authority where the fund is domiciled OR Confirmation on the establishment of the Institutional Investor/Fund issued by the competent bodies OR Business Registration/ Biz Profile.

In case the applicant is a Branch of the foreign institution in Vietnam, Establishment License of the Institution and its Vietnam branch.

In case the applicant is the Hedge Fund, it is required the additional supplement of Memorandum for Private Placement or; Capital Contribution Agreement or; other documents mentioning the investment strategy of the Fund;

OR

1. In case the competent bodies in the country of domicile of the Fund DOES NOT ISSUE the Certificate of Registration of the Fund or CONFIRM on the Fund registration, applicant can alternatively submit the following documents:
2. Extract from the competent bodies’ website or equivalent document certifying the establishment of the Fund;

OR

1. Articles of Incorporation/Fund Charter and Prospectus;  
   OR
2. Trust Deed/Trust Agreement/Fund Contract; or Memorandum for Private Placement/Establishment Contract;   
   OR
3. Tax registration/certificate issued by the Tax Authority where the fund is domiciled;   
   OR
4. Other document as per requested by the Vietnam Securities Depository.

OR

1. For the Fund/ Foreign Investment Institution (Multiple Investment Managers Fund – MIMF/ Investment Institution belonged to the Government), it is allowed to register the Securities Trading Code for each series/sub-fund managed by each fund manager. In addition to documents mentioned in item # 1 or 2 above-mentioned, they need to submit:
2. Certificate of Fund Registration; AND
3. Fund Charter OR Prospectus OR Investment Management Agreement) OR equivalent document (Trust Deed) OR Document on fund establishment and Prospectus, Offering Memorandum, stipulated the Fund managed by multiple fund managers, together with the complete details of the fund managers including name (full and abbreviation), country of domicile.

**e. Incumbency / ASL / List of current Existing Directors of end investor or any equivalent authentic document** to show name(s) of Director who sign "POA to local custodian" - *Notarized*

Notes:

The agent requires any document e.g company profile, prospectus, company extract, Director list or any equivalent document showing the signatory is either Director/General Director/Chairman of the Board of Directors/Chairman of the Board Member or Company Secretary.(1)

If the signer is not any of the person mentioned above (who we normally experience as CFO, COO, Functional Department Head,…) then documents are required to provide to evidence signing authority such as ASL/Board of Resolution of director/ POA.

Overall, the agents requires document to verify singing authority of the person who signs on VSD’s document (STC application/amendment/revoke) and POA for local custodian.

• If the signatory is Director and this business title is available in the prospectus, IMA, MoA, Charter, company’s profile, company’s extract, it is acceptable. For this case, a notarized copy of any document evidencing the title of the signatory as Director is sufficient.

• If the signatory is not Director or any authorized person mentioned in (1), the investor is required to provide supporting document showing the equivalent signing authority of the signatory. For example, Delegation of authority (DOA) or POA of the company Director for such signatories or ASL given by the Director. For this case, the client needs to provide (a) document evidencing the singing authority of the signatory (e.g POA/DOA/ASL) and (b) document showing business title of the Director who signs on the POA/DOA/ASL.

**f. Brokers** – *by email*

Not mandatory for account opening but mandatory to trade.

The client has to complete a one off disclaimer letter authorizing SCB to pass on trade/holdings related the information to the brokers.





1. **Existing STC Application Requirements – If the applicant already has an STC code pre-existing then the applicant has to fulfill the following requirements**

Same requirements as listed under ‘NEW STC Application Requirements’ except for the below

1. **Securities Trading Code (STC) Application Form –** *Copy of Existing STC form already submitted previously for the issuance of the STC code*

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| --- | --- |
| **Timing** | The market timeframe for opening accounts is 15-20 business days post completion and acceptance of original wet ink signed/certified documents by the agent.  The executed documents received from the client may be sent for further certification or legalization affecting the turnaround time for market application.  The documents may also be subject to regulatory and KYC checks and additional documents may be requested by the agent/market authorities which could potentially extend the normal processing time. |
| **Sub-Custodian** | RBC IS has appointed SCB DIFC Dubai who in turn has appointed SCB Vietnam as Sub-custodian. Their role is to process the application, open and manage the necessary accounts. |
| **Further Details** | None |

### **Account Amendment/Name Change**

**a. Securities Trading Code (STC) Information Change Form -** *Original*



**b. Certificate of name change** - *Notarized and Consularized*

#### **Account Closure**

There are two options for account closure and the client has to choose the relevant option.

* 1. Account Closure with STC cancellation
  2. Account Closure without STC cancellation

Note: If the client does not want to close the STC, then they can choose to only close the accounts linked to the STC which allows the agent to re-activate it if the client changes their mind and wants to trade on the market again. Therefore it is suggested to provide STC cancellation only for liquidated clients.

##### Client should always ensure there are no outstanding trades, corporate actions, fees and holdings prior to sending the closure instruction.

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