

# A C & C

Advisory. Tax. Legal. Outsourcing

Saving time, creating value



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## About AC&C

**AC&C** was established by Group of Leading Experts who have many experiences and highly skills. They were studied at prestigious universities in Vietnam and developed countries over the world. They used to be Assurance Director, Advisory Director and Legal Director of International Audit firm and Law firm or Director of Finance, Head of Internal audit of multinational groups in Vietnam and over the world.

Our teams comprise experienced and enthusiastic experts to provide high quality and best services to our all clients



## Our vision and value

**Outstanding**

**Distinctive** services

are provided by

**Excellent**

**T E A M**



“Our outstanding and distinctive services are provided to all clients of **Ac&c** by excellent teams”

We:

- Share opportunities and knowledge for all clients
- Do and make decisions based on and for the long-term benefits of clients
- Attain the highest level of competence in our expertise
- Provide inspiration to arouse the potential skills of clients and colleagues
- Respect and Understand clients, colleagues to be understood and respected
- Act with integrity; transparent in carrying out our duties

# Corporate Social Responsibility



**Ac&c** commits in being a part of the global movement towards responsible business practices that create positive change for Community and Environment in the world.

**Ac&c** focus on sustainability development and responsibility to support for the community. We regularly participate in charity sports events, blood donations and other initiatives.

**Ac&c** pledge to minimize our impact on the environment such as design our office to minimize the energy for light and air conditioners. Our teams are trained to build the culture of minimize using paper and printing.

## Head office

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## Our services



We provide a wide range of advisory services by the experienced and knowledgeable teams in many industries and sectors. We attain to support our clients to achieve their business goals as well as the sustainability development in Vietnam.

Our professional teams are dedicated to creating distinctive and innovative solutions to our clients. Our approach commences from the developing a depth and fully understanding of your business operations, and then focuses to minimize risks and propose the effective solutions to you.

Our services:

- Advisory services
- Tax services
- Legal services
- Outsourcing services

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# Advisory services

**“We provide a wide range of advisory services by the experienced and knowledgeable teams in many industries and sectors. We attain to support our client to achieve their business goals as well as the sustainability development in Vietnam.”**

We support our clients to:

- + Improve their performance for sustainable growth of Revenue and Profit;
- + Optimize their operation structure to manage and operate more efficiency;
- + Monitor and Control operation costs, but not impact to the long term success;
- + Risk Management and Control the compliance with the regulation, help clients to transform the risks become the opportunities;

Our advisory services:

- Corporate Finance
- Transaction services
- Business Restructuring
- Cost and Performance Management
- Improve the Effectiveness of Accounting and Finance Function
- Governance, Risk and Compliance
- Internal Audit
- Forensic Service



## Corporate Finance

Our Corporate Finance Teams provide a full range of Merger and Acquisition (“M&A”) and financial advisory services, from acquisitions and disposals through to equity and fund raising across all industry sectors, to corporations, private equity firms, public sector bodies, sovereign wealth and other investment funds

We advise and support clients to resolve all finance, tax and legal compliance issues in the pre and post M&A.

## Transaction services

We support throughout the M&A continuum.

Backed by a team of multi-disciplinary professionals from Tax, M&A, Corporate Finance and Consulting, we are support client to get more understanding about the target.

Clients will get fully understand about target from financial information to non-financial information (such as market, its competitors, the capability of existing management and how to maintain the its position in the market....) to support the evaluation and assessment of clients’ target, other issues and information which were not presented in the financial statements of the target and other non-compliance risks in accounting, tax and law.

We help clients to propose appropriate solutions to address M&A issues and risks as well as propose the appropriate plans for M&A process.

We help clients to supervise business operation of target in the post M&A, to prevent additional risks and issues and to propose appropriate solutions to address them in order to ensure its business continue operate and match with the approved M&A plans.

## Business Restructuring

The financial crisis in recent years has caused many challenges and difficulties for many companies in Vietnam and over the world. These challenges and difficulties are:

- A melting pot of disparate investments, not focusing on core business;
- High operating costs;
- Inefficient operations and performances;
- Duplication and disorganization and leaders struggling to manage a diverse;
- Unrelated portfolio of struggling business lines;

Above common issues have been caused by the company lack of an appropriate general strategy; shortage of cash due to it is tied up in many, under-performing or non-core investments; Complicated corporate structure due to after many rapid, diverse investments, you may be left with a duplicative, fragmented, costly and complex corporate structure. Each of your subsidiary companies has become a melting pot containing disparate lines of business – from

manufacturing, trading, banking, real estate, fund management – all being managed by one entity and leadership team. The business may be too big and complex to be easily managed and controlled; and not getting the best from your talents; Lack of quality and sufficiency information and reporting for decision making.

We support our clients:

- Re-define and re-build your company strategy;
- Evaluate and re-arrange current investments to eliminate non-core investments or inefficiency investments;
- Debt restructuring;
- Evaluate, re-build or improve operation process;
- Evaluate and improve human resource system;
- Evaluate and re-organizing your support services to reduce costs and increase productivity;





- Diagnostic reviews and assistance in readiness projects for compliance with rules and regulations, including the Sarbanes-Oxley Act and Foreign Corrupt Practices Act (FCPA).

## Internal Audit

We help you to review existing internal control system. This review is modified based on the needs of clients. Scope of this review comprise the focusing review on key control procedures and process and the summary reporting will presented the weakness and significant deficiencies and proposed priority solutions to address these issues and our comments, evaluation of the internal audit team and the possibility to adopt the proposed new/revised systems from current team.

We help you to build your own internal audit team and system which commence from and based on the expectations of stakeholders about the internal

control systems; to build the strategy, plans and manual for your own internal control system; to conduct significant risk evaluation to concentrate your resources focus on these areas; to evaluate and compare your resources with the needs of this system and necessary knowledge and skills of each member team; to build the job description for key members team. We will closely co-ordinate with you to propose the best solution of building your own internal control system.

We provide you the Performance/Quality Assurance Reviews and Training to your internal audit function; to assist in providing clarity and in validating stakeholders' expectations of your internal audit function by assessing the existing internal audit structure, methodologies, resources and capabilities in light of value expectations. We will identify opportunities to improve your internal audit capabilities and processes and support you by developing a plan to increase the maturity and capability that is aligned to you corporate goals.

## Forensic Services

Fraud is a problematic issue facing many businesses in Vietnam no matter which industry they operate in, their size or their ownership structure such as fraudulent and/or malpractice of Revenue, Operation Costs and Asset Appropriation. Examples: conflicts of interest related to procurement and contracts, related party transactions, expense claim fraud, loss of materials, cash and assets and non-adherence to contractual requirements. We can assist you in designing the policies related to fraud prevention, design the right control and management programs, assist in identifying the right resources, design whistle-blowing policies and mechanisms, and design practical frameworks to manage related party transactions and conflict of interests.

We help you to assess your organization's vulnerability to fraud and in strengthening your internal controls to prevent it; to develop an understanding of your business processes in order to assess your vulnerability to fraud and identify fraud risk factors. We then provide appropriate solutions to eliminate the

gaps and efficiently manage the identified risks.

We co-ordinate with your board of management; internal audit team and legal team to analyse and diagnose the fraud issues within your company, to review internal control breakdowns to give you a clear picture about your issues.



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# Tax services

**“Our tax teams are dedicated to creating distinctive and innovative tax solutions to our clients. Our approach commences from the developing a depth and fully understanding of your business operations, and then focuses to minimize risks and propose the effective solutions to you.”**

We provide a wide range of services to our clients including corporate income tax, value added tax, withholding tax and personal income tax advice and compliance services; to assist on customs issues and transfer pricing. We update the abreast of the latest developments in Vietnamese taxation laws and advise on the most effective ways to structure their operations in Vietnam and provide early warnings and guidance on dealing with emerging risks to all our clients.

Our services:

- Tax Consulting and Compliance
- Tax Health-check
- Transfer Pricing
- Personal Income Tax
- Tax Audits
- Monthly tax advisory service



## Tax Consulting and Compliance

We provide advice and compliance services in relation to various types of taxes such as corporate income tax, value added tax, withholding tax, personal income tax, customs and transfer pricing.



## Tax Health-check

We have developed a structured tax health-check to provide our clients in order to assurance that their tax affairs are under control. We provide information about existing tax compliance issues, enabling these to be managed effectively. We help in evaluating risks and identify appropriate remedial actions where relevant.

We provide certain common key tax risk areas in which many enterprises are not fully compliant or often overlook potential tax planning opportunities. We also support clients to indentify risk areas and propose actions and solutions to manage these risks and reduce potential issues arising as a result of a tax inspection.

We help you to conduct the tax health-check/tax due diligence for your target companies in M&A process to analyse material tax risk areas and existing tax compliance situation of your target.

## Transfer Pricing

We help and explain the interpretations of the current transfer pricing law and provide assistance in creatively developing tax efficient supply chains. We assist our clients from detailed transfer pricing studies and structuring projects to documentation review.

We support our clients to prepare and review the statutory annual transfer pricing returns to ensure completeness and consistency and in the preparation of transfer pricing documentation and in order to comply with prevailing rules. We also provide a full evaluation of our clients' transfer pricing position and provide practical recommendations to mitigate transfer pricing risks and develop transfer pricing strategies that support changes or conversion of business operations.

We facilitate negotiations with competent authorities and assist in the resolution of disputes and shorten tax audit periods through the satisfactory resolution of issues in

case of disputes with the tax authorities or in support of tax audits.

## Personal Income Tax

We provide personal income tax (PIT) compliance services to a wide range of companies and individuals in Vietnam including preparation and filing of monthly and annual PIT declarations. We also provide PIT advisory services such as tax efficient remuneration package.



## Tax Audit

Almost companies in Vietnam are facing many difficulties when tax authorities conduct the tax audit. In order to resolve this problem, client is required a thorough understanding of the tax regulations and the tax audit process as well as an adequate planning and clear strategy. And liaising with the tax authorities can be challenging, and specialist skills are essential. Inexperienced staff can also hinder the ability to achieve a reasonable outcome.

Our team has extensive experience in dealing with tax audits and liaising with the tax authorities, which enables us to assist our clients in all phases of a tax audit.

## Monthly tax advisory service

As member of WTO and FTAs, Vietnam has committed to conduct certain positive modification in the tax rules system to support for the globalization. This modification will continue in coming years to meet the requirement of TPP when Vietnam wants to be a member of this organization in 2015.

However, we found that the Board of Directors are often occupied by the daily business operation management and insufficient time to update these positive changes in details and making a decision or plan to apply these changes to get more benefit for the companies. Sometime, this impact is significant when the company is not aware of or applies these changes into the company.

With our knowledgeable and experienced experts, let us run these works for you. We want to listen and get more understanding your business to study your issues to share appropriate relevant information and opportunities for you.



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## Legal services

**“We assist our clients from when they decide to enter the Vietnamese Market in establishing their subsidiary/branch in Vietnam and continue supporting them throughout their business operation in Vietnam”**

Our professional lawyers/experts are specialized their knowledgeable and experiences. They work as a team in closed collaboration to provide the specialized and flexible services to you.

We provide the wide range of services to you as below:

- Business and Investment Advisory Services
- Legal Compliance Services
- Intellectual Property Services



**“We have close and strong relationship with investments licensing authorities, competent authorities in Ha Noi, Ho Chi Minh and other provinces in Vietnam in many Industrials”**

## **Business and Investment Advisory Services**

Our teams have strong experiences to provide business and Investment Advisory Service to local group as well as multi-national group and Foreign Direct Investments (FDI) Companies from United State, United Kingdom, France, Germany, Spain, Italy, Japan, Korea, China, Singapore, Hong Kong, Malaysia and other Asia Countries.

Our experts have strong experiences in many industries and sectors such as Banking and Financial services, Real Estate, Retails, Manufacturing, Education, Hospitality, Food and Beverage, Energy, Entertainment Services and Agricultures...

We assist our clients from when they decide to enter the Vietnamese Market in establishing their subsidiary/branch in Vietnam and continue supporting them

throughout their business operation in Vietnam.

We have close and strong relationship with investments licensing authorities, competent authorities in Ha Noi, Ho Chi Minh and other provinces in Vietnam in many Industrials.

Our business and Investment Advisory Services:

- Business Establishment;
- Merger, Acquisition and Dissolution/Disposal;
- Business Restructuring;
- Business Plans and Feasibility Studies;

## **Legal Compliance Service**

Our experts have strong specialized skills and knowledgeable in many industrial and sectors. This has been gained through the involving in investment projects in many industries and sectors, beside they're also members of local and international lawyer associations.

We provide a wide range of service and meet with our clients' business operations. These advisory services comprise:

- Laws Compliance Reviews
- Foreign Investments
- Corporate Law
- Real Estate Law
- Commercial Law
- Labors and Union Relations
- International Trade
- Banking and Financial Service
- Civil and Contract Law
- Environment Protection Law
- Advertising and Unfair Competition Law
- Product Liability and Consumer Protection Law
- Agency and Franchising Law
- Legal Due Diligence
- Arbitration and Litigation



## **Intellectual Property Service**

The Intellectual Properties ("IP") are often violated in the developing countries and this is the challenges and difficulties of corporate in Vietnam. Beside, the IP rules are common quite complicated, therefore the Board of Directors often does not have sufficient time to study or get full understanding them as well as making appropriate actions to against such violations. The operations/performance of corporate are often impacted significantly by these violations. Therefore let us do this job for you.

Our IP services:

### **Trademarks Services**

We will assist clients to prepare and execute Trademarks application in Vietnam, Laos, Cambodia and Myanmar as well as providing information and availability searches, alerting potentially conflicting trademarks, cancelation and disposal proceedings, monitoring trademarks expiries and arranging for renewals.

## Registration of Patents, Utility Solutions and Industrial Designs

We assist clients to search, evaluate the possibility of patents registration and interpretation of the regulations and registration procedures of other countries. We help clients to register their patents in other countries to support for the expansion their products to the market of said countries.

## Licensing/Franchising & Technology Transfer

We advise clients about the establishment of foreign franchise systems in Vietnam; assist clients to execute the registration of licenses, technology transfer procedures; or assist clients to deal/prepare the contracts/agreements of licensing/Franchising & Technology Transfer.

## Copyrights Services

We assist clients to prepare and execute copyrights applications in Vietnam; acting as attorney or representative of clients to against any violations in copyright and related matters; conduct the advices for the acquisition and disposal copyrights.

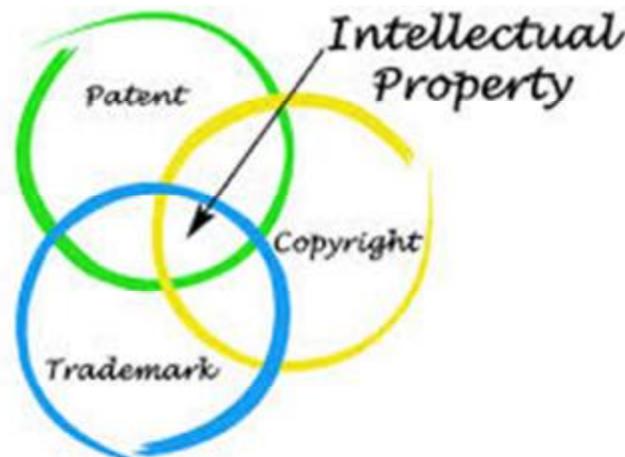
## Litigation, Investigation, Anti-counterfeiting and Anti-unfair competition

We assist clients to investigate existence, scope, ownership and commercial exploitation of

intellectual property right violations; anti-counterfeiting, anti-piracy, unfair competition proceedings and custom actions; Market monitoring for possible intellectual property right violations; assist client in dispute mediation and arbitration.

## Other IP services

We help client to looking for buyer/seller of IP, Licenses, Patents, Trademarks, Copyrights and conduct the valuations of such IPs in M&A process; Registration and other legal procedures relating to website and domain.



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# Outsourcing services

**“Outsourcing services are always the cost benefit and time saving solution for Board of Director as well as to comply with all applicable prevailing regulations when the company is entering into the new market.”**

With our knowledgeable and experienced teams, we provide the outsourcing services in high quality and value. We ensure to provide sufficient and accuracy financial information to you on timely basis and in compliance with prevailing tax rules.

We will also help you manage your relationship with the local tax authorities.

We provide:

- Human Resource and Payroll service
- Book-keeping service
- Tax returns



## Human resource and payroll service

Finding and keeping right people for your business is the one of key elements for business success and growing. With our experienced experts and understand local cultures, we assist you to find the talents for your business as well as building the appropriate policies/manual/handbook and remuneration package to keep these talents and in compliance with prevailing regulations in Vietnam.

We help you to prepare the handbook, pay scale in compliance with Group policies and local regulations as well as using appropriate language to match with local cultures and people. Our experts help you to ensure that these policies have been stated in the labor agreements as well as the handbook.



## Book-keeping service

We provide a comprehensive suite of book-keeping services which is able to meet with the requirements and expectations of your business from building the accounting and financial manual and system; preparing accounting books and reporting to meet with requirements of your Group and Vietnam government; to assist your team to prepare consolidated financial statements or management reporting to provide for Board of Directors for decision making; and preparing the financial statements according to Vietnam Accounting Standards (“VAS”), International Financial Reporting Standards (“IFRS”) and US General Acceptance Accounting Standards (“US GAAP”)

We provide:

- Invoicing, data entry, payroll and book-keeping services;
- Storage services for your invoicing, accounting data and documents;
- Chief Accountant Service:

- Improving and cleaning your accounting books and reports before the annual statutory audit;
- Improving and cleaning your accounting books and reports before the tax audit;
- Accounting software advisory services;
- Conversion of the financial statements from VAS to IFRS or US GAAP;



## Tax returns service

Your business is typically required to submit tax returns (Value Added Tax, Foreign Contractor Withholding Tax, Personal income tax...) on a monthly basis. These tax returns are required to submit on and before the 20<sup>th</sup> day of the following month.

Your business is also required to submit the quarterly provisional corporate income tax return on and before the 20<sup>th</sup> day of first month of following quarter.

The annual tax returns are required to submit on and before 31<sup>st</sup> March of the following year (If your fiscal year and tax year is the same with calendar year) or at the end of the first quarter of the following fiscal/tax year if your fiscal and tax is difference with calendar year.

The payment deadline of your tax liabilities are the same with relevant tax returns deadline. Any delay of above submission or payments will be considered late submission or payment and the penalties and late payment charges are accrued based on such delays.

Let us do these works to ensure these tax returns are prepared accuracy and sufficiency and submitted on time to the tax authorities.



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