

## **ESTABLISHING A SECURITIES COMPANY IN THE LAO PDR**

On 24 May 2010 the Lao Prime Minister's Office issued the Decree on Securities and Securities Exchange (the "**Securities Decree**") - the first legislation in the securities field issued by the Lao PDR since the establishment of the Lao Securities and Exchange Commission ("**SEC**"), and the first of the legislation that will be needed to create an operating stock exchange in the country.

The Securities Decree covers a range of topics, in a broad-brush way:

- Regulating and licensing security business operations;
- Setting the broad requirements for companies listing on the Lao Stock Exchange;
- Establishing and regulating the securities market;
- Setting out the role, duties and structure of the Securities Exchange Committee (which advises the Lao Government on issues in this field) and of the SEC (which advises the Securities Exchange Committee, and acts as administrator and regulator of securities activities and the market).

Further detailed regulations will be needed to implement the Securities Decree, and to flesh out details of the matters it outlines.

In this newsletter we concentrate on what will be the first important topic for companies wanting to be involved in the market as advisors, brokers and underwriters - the licensing of securities companies.

### **Securities Companies**

The Securities Decree provides for the registration of "securities companies" by the SEC. Only registered securities companies can conduct various securities related business activities:

- securities broking;
- securities trading;
- underwriting; and
- financial advisory services.

### **Can foreign investors incorporate a securities company?**

Foreign investors wanting to operate in the securities field have 3 choices. They can:

#### **a) *establish a branch office;***

However, using a branch has some significant limitations:



**What is needed to register a securities company?**



Along with a prescribed application form, and copies of the usual corporate documents for the applicants, the registration application must include:

- a) copies of:
  - certificates on education, experience, and business operation history of the executives; and
  - PSB Certificates held by the executives and staff;
- b) the joint venture agreement between the company's shareholders;
- c) a list of shareholders and their shareholdings, and CV's for major shareholders;
- d) audited financial statement for each company shareholder or a certified bank statement for individual shareholders; and
- e) a three-year business plan.

The SEC can also call for other documents in a particular case.

The application to the SEC must be made at the same time as application for incorporation of the company under the Enterprise Law.

**What time frames apply?**

The SEC must consider and decide on an application for registration within 60 days of an application.

The securities company will be registered upon approval by the SEC and must start operation within 90 days of registration.

**What fees apply?**

The Securities Decree requires payment of a fee for the registration of a securities company, but the amount of the fee has yet to be set.

**Issues with the Securities Decree**

We are seeing interest from foreign investors in establishing securities companies in the Lao PDR. Some inconsistencies (and gaps) in the Securities Decree (and the various areas that still need more specific regulations) make the exact process involved unclear.

Clarifications from the SEC and other authorities will be needed to arrive at a workable establishment process.

However, that is not unusual with the introduction of a wholly new industry into a country, and should not deter investors wanting to be in on the ground floor of the securities industry in the Lao PDR!

**For more information, please contact:**

Sunpasiri Sunpa-a-sa, Partner  
Email: [sunpasiri@lshorizon.com](mailto:sunpasiri@lshorizon.com)

Thammarak Boonmuang, Associate  
Email: [thammarak@lshorizon.com](mailto:thammarak@lshorizon.com)

Bangkok Office  
Tel: 662 627 3443  
Fax: 662 627 3250

John Biddle, Consultant  
Email: [john@lshorizon.com](mailto:john@lshorizon.com)

Xaynari Chanthala, Lao Senior Associate  
Email: [xaynari@lshorizon.com](mailto:xaynari@lshorizon.com)

Vientiane Office  
Tel: 856 21 453 729-31  
Fax: 856 21 451 657



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