

LEGAL TEST GHTKPAY

Position: Legal Officer

Note:

- Candidate can answer the questions in English or Vietnamese.
- Deadline to respond: two working days.
- Candidates may use all materials during the test.

1. Translation into English (1,5 point)

Bên B đồng ý sử dụng Dịch vụ do Bên A cung cấp theo quy định tại Hợp đồng này với tư cách là Đơn vị chấp nhận thanh toán. Bên A sẽ thực hiện xác thực thông tin tài khoản Ngân hàng; thanh toán hoặc chi trả cho Người Thụ Hưởng/Khách hàng của Bên B có tài khoản thanh toán, thẻ ngân hàng tại Ngân hàng mở tại Việt Nam thông qua việc nhận, xử lý, gửi thông điệp điện tử và tính toán kết quả xác thực và chi hộ cho Bên B. Quy trình thực hiện Dịch vụ cụ thể sẽ được thỏa thuận tại Phụ lục ban hành kèm theo Hợp đồng này.

2. Translation into Vietnamese (1,5 point)

During and after the Term of this Agreement, each party shall use and reproduce the other party's Confidential Information only for purposes of this Agreement and only to the extent necessary for such purpose. The parties may only disclose the other party's Confidential Information to its employees, consultants or independent contractors on a need to know basis. Each party shall not disclose the other party's Confidential Information to any third party without the prior written approval of the other party unless required to do so by applicable laws or any applicable regulations or by any relevant stock exchange or by competent authorities or in judicial or other governmental investigation or proceeding, provided that to the extent practicable and permissible the other party has been given prior notice and the disclosing party has sought all available safeguards against greater than necessary dissemination prior to such disclosure.

3. Company X has a License of provision of intermediary payment services for three services:

- (i) Electronic payment gateway service;
- (ii) Support service of cash collection and cash payment; and
- (iii) E-wallet service.

3.1. Company X would like to run a platform called “**X e-wallet**” application on mobile devices. X wallet integrated on the application of the postal service provider Y (“**Company Y**”). COD is an individual who signs a labor contract or a civil service contract with Company Y. CODs are shipper and they will cash collection for goods/services. For this goods/service money that COD collects, COD will deposit money into COD's X e-wallet. After that, COD will close the shift with Company Y and collate transaction the money collected with the supplier of goods/services.

Question: Whether COD is the payment acceptance units? If yes, What is the legal basis? (3 point)

- 3.2. To supply the electronic payment gateway service, Company X must, among others, cooperate with banks and/or providers of financial switch and electronic clearing services (“**FS&EC**”) to connect between the payment acceptance units (“**Merchants**”) and banks. However, the direct connection with banks and FS&EC would take a lot of time. Company Z, which also has a License of Electronic payment gateway service, offers a gateway-to-gateway cooperation with Company X as follows:
- a. Company X still offers electronic payment gateway service to Merchants; and
 - b. In payment process for goods/services of Merchants, Company X will play a role as a Master Merchant of Company Z; and
 - c. Company Z, that already has a direct connection with banks, will proceed payment as an electronic payment gateway.

Question: Whether the aforesaid gateway-to-gateway cooperation between Company X and Company Z is legal? Are there any risks for Company X? (3 point)

- 3.3. Check Official Letter No. 3428/TCT-CS of the General Department of Taxation signed on September 7th, 2018. Assuming Company X has the same cooperation model as Momo according to the service description in Official Letter No. 3428/TCT-CS. In those case, (i) withholding tax ("**WHT**") obligations for goods/services purchase and sale contracts between the Vietnamese buyer and the overseas seller; And (ii) majority Vietnamese buyer are individuals without production business activities.

Question: Whether Company X have to deduct, declare and pay WHT on behalf of the overseas Seller? (1 point)