



## **Establishment of a legal entity in Switzerland and China**

Florian Müller | May-Si Hau

# Topics

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1. Most popular forms of business presence for foreign investors
2. Stock corporation and WFOE
3. Establishment process
4. Required documents for the establishment
5. Share capital
6. Corporate bodies
7. Articles of association
8. Local representation

# Most popular forms of business presence in Switzerland for foreign investors

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- Stock Corporation (AG)
- Limited liability Company (GmbH)
- Branch

# Most popular forms of business presence in China for foreign investors

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- Limited liability Company
  - Wholly Foreign Owned Enterprises (WFOE)
  - Joint Ventures (JV)
  
- Representative office

# Stock Corporation (AG)

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- Domestic and/or foreign shareholder(s)
- Minimum one shareholder
- Profit oriented
- Indefinite duration

## Limited liability Company (WFOE)

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- Foreign shareholder(s) only
- Minimum one shareholder
- Profit oriented
- Fixed duration

# Establishment process of a Stock Corporation (AG)

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1. Contribution of the share capital
2. Establishment in front of a notary public (public deed)
3. Application for registration with the competent commercial register

# Establishment process of a Limited liability Company (WFOE)

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1. Pre-name registration with the locally competent Administration of Industry and Commerce (AIC)
2. Filing and registration for establishment with the locally competent commission of commerce
3. Application for business license with the AIC



# Required documents for the establishment of a Stock Corporation (AG)

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- Articles of association
- Bank confirmation letter
- Letters of acceptance
- Application for registration
- Further documents

# Required documents for the establishment of a Limited liability Company (WFOE)

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- Articles of association
- Legal certification
- Creditworthiness certificate
- Appointment document
- Registration for establishment
- Further documents

# Share Capital of a Stock Corporation (AG)

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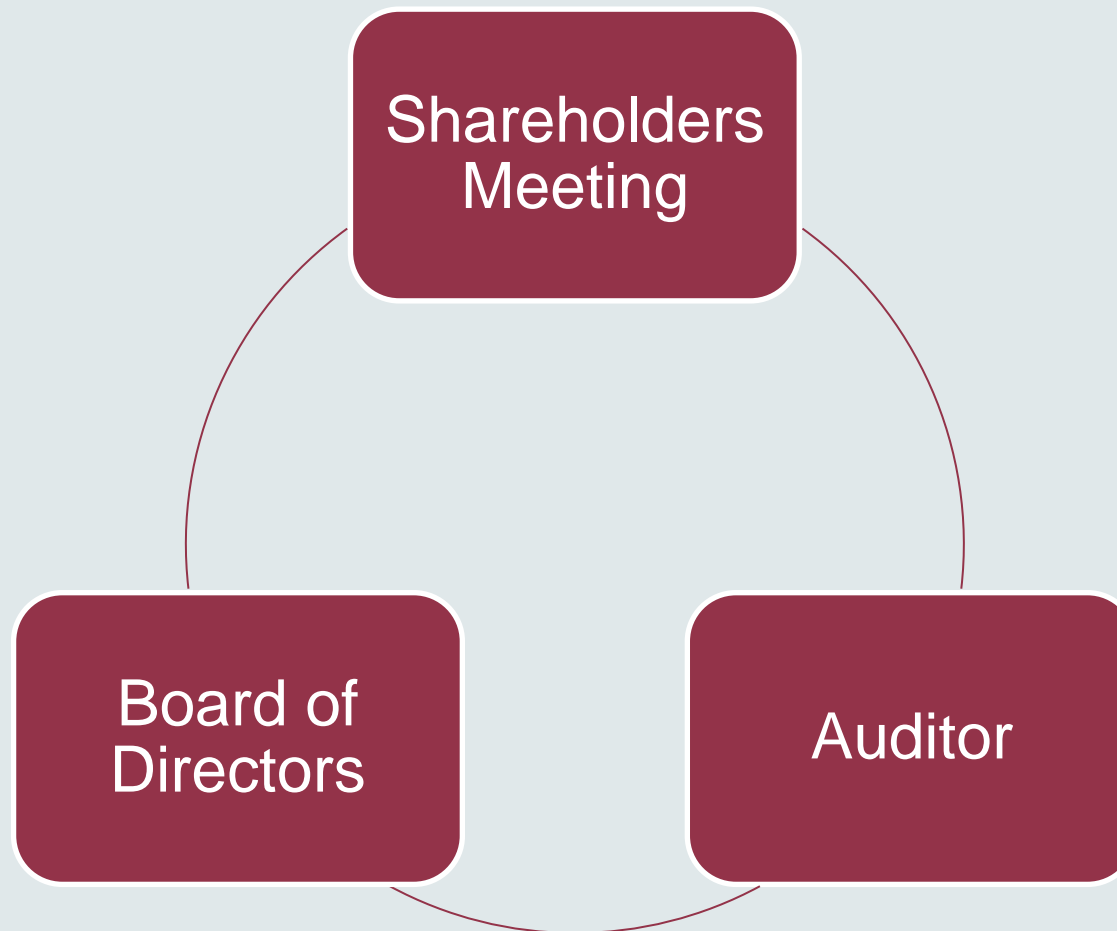
- Minimum registered capital of CHF 100'000
- Determined currency (CHF)
- Contribution in cash, in kind or by off setting

## Share Capital of a Limited liability Company (WFOE)

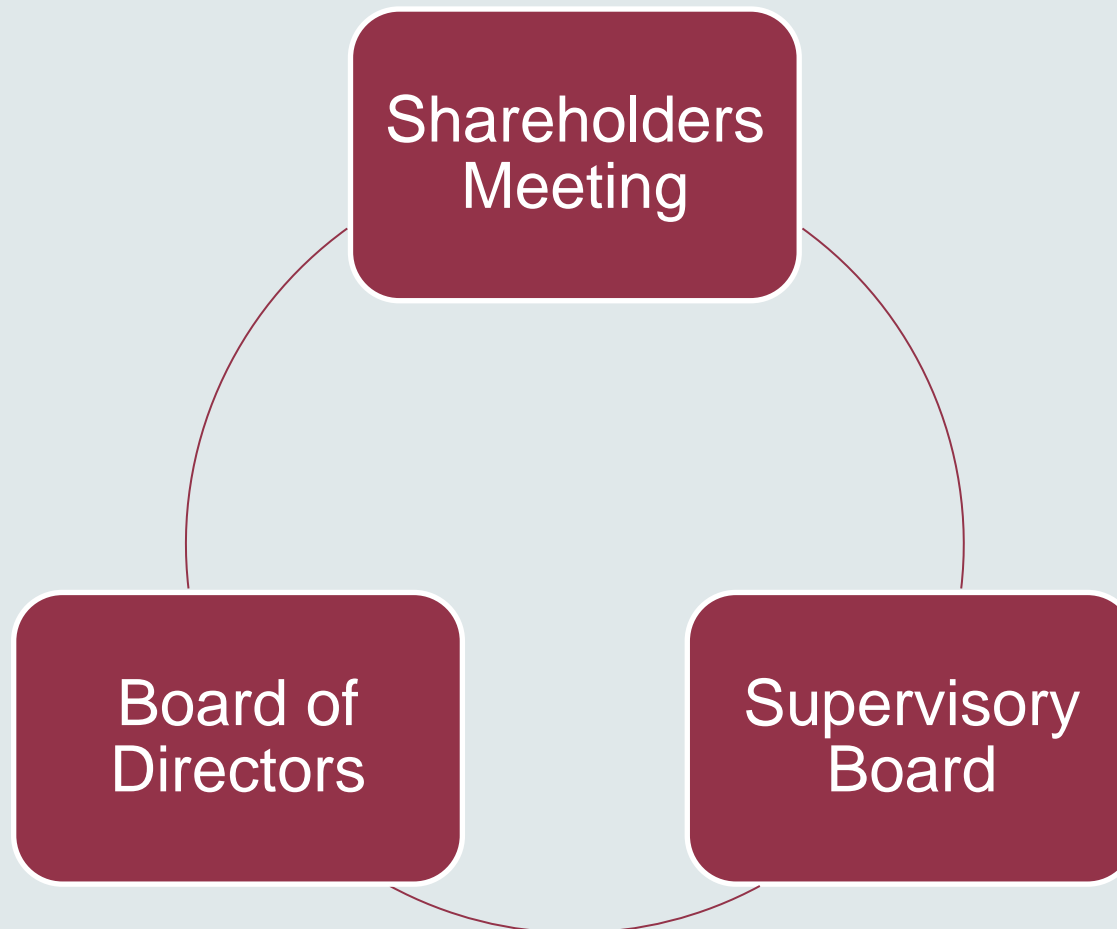
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- Registered capital according to the total investment
- Free choice of currency
- Contribution in cash or in kind

# Corporate bodies of a Stock Corporation (AG)



# Corporate bodies of a Limited liability Company (WFOE)



# Articles of association of a Stock Corporation (AG)

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- Required content
  - Name and seat
  - Purpose
  - Share capital
  - Organization and rights of the corporate bodies
  
- Additional content

# Articles of association of a Limited liability Company (WFOE)

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- Required content
  - Name and registered address
  - Purpose and scope of business
  - Total amount of investment and registered capital
  - Organization and rights of the corporate bodies
  
- Additional content



## Local representation of Stock Corporation (AG)

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- Own office space or domicile address
- Minimum one Swiss resident as signatory required

## Local representation of a Limited liability Company (WFOE)

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- Own office space
- No Chinese nationals/residents as signatories required

## Florian Müller, Attorney at Law Associate/Notary



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- Capital Markets, Banking and Finance
- Arbitration and Litigation
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- Admitted to the bar in Switzerland and licensed as a notary public in Zug (2015)
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# Thank you

We thank you for your time and interest in Meyerlustenberger Lachenal.