

The logo for Invest Mongolia features a central circular motif composed of numerous overlapping, semi-transparent segments in a variety of colors including shades of blue, purple, red, orange, and pink. The text "INVEST MONGOLIA" is superimposed in white, bold, uppercase letters across the center of this colorful graphic.

INVEST MONGOLIA

COMPANY REGISTRATION

A Practical Guide for Foreign Investors



COMPANY INCORPORATION

To register a company in Mongolia you need to lodge your application to the General Authority for State Registration. In Mongolia, foreign investors can establish a private limited company, a public limited company, a partnership, or a representative office. Private limited companies with 25% or more foreign ownership are considered as foreign invested company and require contribution of at least USD 100,000 per each investor.

To avoid the hassle of visiting the One Stop Service Center multiple times, you can start the company registration process online via e-business.mn: upload the documents, wait for review, and if the documents are accepted, you can visit the One Stop Service Center and submit the documents in person.

To access e-business.mn, you will need an F register. F register is a 13-digit unique identification number that is issued to every foreigner when they enter Mongolia's border. To check it, you need to download e-Mongolia application on your mobile, click the "Check my F register" button and follow instructions. Also, you can visit Immigration Agency of Mongolia in person to get your F register.

If you haven't entered Mongolia, you can send your foreign passport photo to support@immigration.gov.mn and ask to issue an F register.

Registration of a New Foreign-Invested Company

1. Application Forms /1 copy each/

UB-03 form

UB-12 form

2. Verification of the Legal Entity Name

Option 1: Register Online

Option 2: Register In person
One-Stop Service Center

Download form



burtgel.gov.mn/service

Register Online



e-business.mn

3. Receipts for State Stamp Duty and Service Fees



Name verification service fee: MNT 10,000



Seal registration service fee: MNT 10,000

Paid to State Bank account No. 106030085769 (attach payment receipt)



State registration stamp duty: MNT 750,000

Paid to State Treasury account No. 100200000941 (attach payment receipt)

4. Opening a Bank Account

Based on the verified company name, open a temporary account at a commercial bank.

5. Resolution or Decision of the Founders /1 copy/

You must register the company within 30 days after name verification.

The founders' resolution or decision must include:



Establishment of the company



Address, telephone number, and scope of business (indicate only activities that do not require special permits);



Total amount of share capital, nominal value, and number of shares;



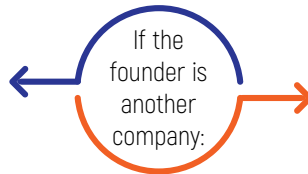
Appointment of the Executive Director (include full name and registration number; the founder may serve as Executive Director);



Approval of the Company Charter as an annex.

The founders must sign the resolution/decision and the charter.

The parent company must issue a resolution or decision to establish a subsidiary or dependent company, signed and certified by its shareholders.



Attach a copy of the parent company's certificate of incorporation and charter.

6. Charter

According to Article 16.2 of the Company Law, the company charter must include the following provisions:

The full and abbreviated names of the company, and the abbreviation or distinguishing mark indicating its legal form;

the number of announced and issued shares, their types, nominal value, and the amount of the company's share capital;

If the charter provides for preferred shares, the number of such preferred shares and the rights of their holders;

If it is decided that the company shall have a Board of Directors, the number of members of the Board;

The powers of the shareholders' meeting and the Board of Directors, in addition to those provided for in the law;

The scope of the company's business activities;

Other matters required by law to be included in the company charter;

The establishment of a "Veterans' Fund" and the determination of its monetary amount.
(Submit 2 copies in Mongolian and 1 copy in a foreign language)

View law



legalinfo.mn

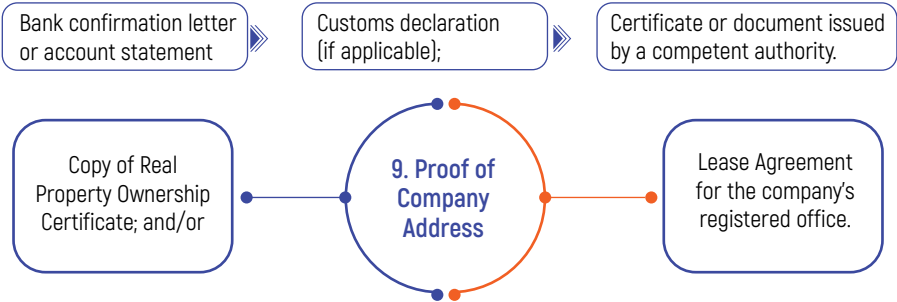
7. Agreement (if more than one founder)

If there are two or more founders, they must conclude a Founders' Agreement certified by a notary. (Submit 1 copy in Mongolian and 1 copy in a foreign language)

8. Proof of Foreign Investment

According to Article 31.5 of the Investment Law, each foreign investor must contribute at least USD 100,000 or its equivalent in MNT. Acceptable forms of investment include cash, movable or immovable property, or intellectual property.

Provide documents proving the investment transfer from abroad, such as:



10. Copy of Passport

Copy of the passport(s) of the authorized foreign investor(s).

DOCUMENT REQUIREMENTS:

- If documents are prepared in a foreign language, they must be translated into Mongolian and certified by a licensed translator (with official translation seal).
- If documents are issued abroad, they must be:
 - Notarized in the country of origin, and
 - Certified with an Apostille, or
 - Legalized by the Consular or Diplomatic Mission of Mongolia.

Registration of a Representative Office

1. Application Form /1 copy/

- UB-04 form

2. Receipt of State Stamp Duty Payment



Stamp duty for registering a representative office of a foreign legal entity:

MNT 1,100,000 (Paid to State Bank account 106030085769)

/As per Article 15.3.1 of the Law on State Stamp Duty/



Seal registration service fee: MNT 10,000

Download form



burigel.gov.mn/service

3. Certificate

Copy of the Certificate of Incorporation and Charter of the foreign legal entity
/As required under Article 29.4 of the Civil Code/

4. Resolution /1 copy/

Resolution (or decision) of the competent body authorized to establish a representative office (e.g. shareholders' meeting), which must include:



Establishment of a representative office;



Address and telephone number of the branch or representative office;



Appointment of the head of the representative office;



Approval of internal operating regulations as an annex.

5. Internal Regulations (2 copies in Mongolian, 1 in foreign language)

The regulations must specify the address, contact details, and scope of operations of the branch or representative office.

Civil Code, Article 29.3: "A representative office is a unit located in a place other than the principal place of business of a legal entity, which protects its lawful interests or performs legal acts and transactions on its behalf."

6. Passport Copy (if the head is a foreign citizen)

If the head of the representative office is a foreign citizen, submit a copy of their passport. /An F-registration number must be obtained from the Immigration Agency./

7. Proof of Address

Copy of the property ownership certificate and/or lease agreement for the office premises

AUTHORIZED APPLICANTS

The following individuals are authorized to submit applications:

Executive Director

Founder

Official authorized to act without a power of attorney

Other persons authorized through a power of attorney.

DOCUMENT REQUIREMENTS:

- If documents are prepared in a foreign language, they must be translated into Mongolian and certified by a licensed translator (with official translation seal).
- If documents are issued abroad, they must be:
 - Notarized in the country of origin, and
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Post registration actions


After incorporating a foreign-invested company, it is mandatory to register with the respective tax and social insurance offices. The following key documents are required for the registration:

- An official request;
- A copy of the state registration certificate, and charter;
- A passport copy of an executive director; and
- A power of attorney (authorizing an authorized representative to apply).


Changes related to the registration of a company

Companies in all forms are required to notify and register changes of certain corporate information of the company with the GASR within 15 business days from the date of relevant decision.

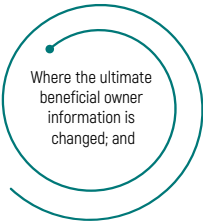
Examples of information changes:




Where share capital amount is changed by transfer of equity shares by an investor or capital reduction;



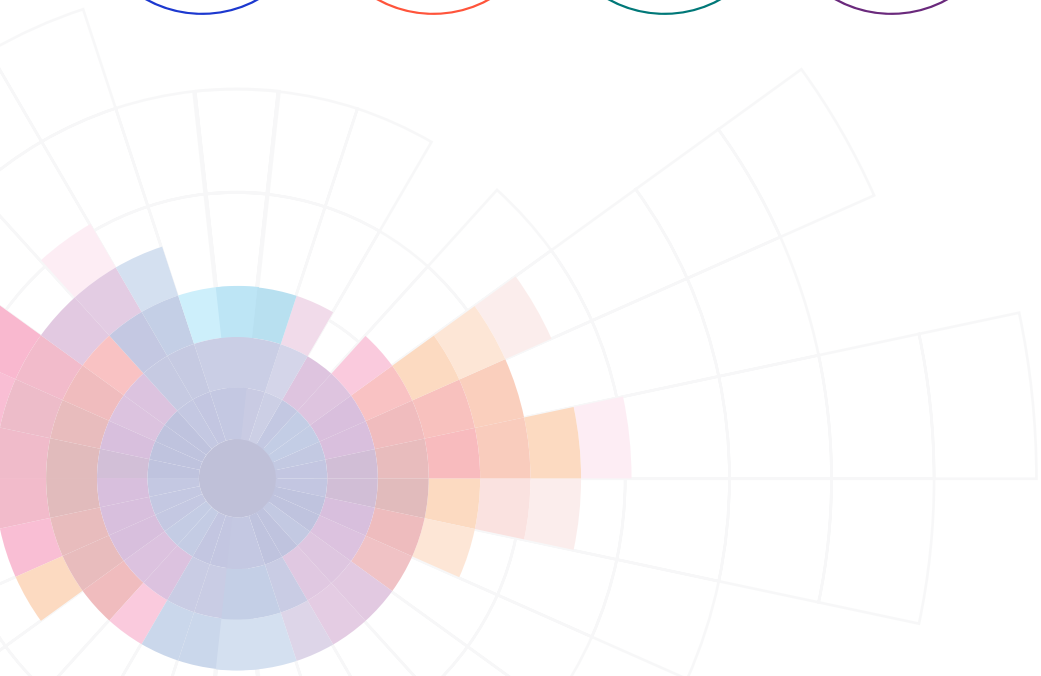
Where the company name, business activity, and company address are changed;



Where the ultimate beneficial owner information is changed; and



Where the shareholder is changed etc.



Why Invest in Mongolia?



Strategic location between Russia and China




Rich in natural resources




Fast-growing private sector



Liberal foreign investment laws

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For more information



Investor Guidebook

