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The guide for foreign and Vietnamese investors

Chapter 1 of 11

# Investment Framework & Market Access

Everything else in this guide rests on the framework in this chapter. Before choosing a company type, leasing land or hiring staff, a foreign investor needs to know whether the sector is open, which approvals the project needs, who grants them, what incentives are available and what protection the law and treaties give the investment.

Reviewed 10 October 2026. Prepared by a foreign investment lawyer (now retired) with 20 years' experience advising on Vietnamese investment law.
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Read online, with live updates, links and Lawbot: https://bewiseapps.com/doing-business-in-vietnam/investment-framework/
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CHAPTER 1 OF 11

# Investment Framework & Market Access

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## AT A GLANCE

### Governing law

- Law No. 143/2025/QH15 on Investment (in force 1 March 2026; Article 7 and the conditional business lines annex from 1 July 2026)
- Decree No. 96/2026/ND-CP of 31 March 2026 implementing the Law on Investment (market access list in Appendix I)
- Law No. 59/2020/QH14 on Enterprises, amended by Law No. 76/2025/QH15
- Law No. 24/2026/QH16 (amends the conditional business lines list from 1 March 2027)

### Who you will deal with

- Ministry of Finance (MOF): investment policy, Prime Ministerial project appraisal, the National Investment Information System
- Provincial Departments of Finance: Investment Registration Certificates (IRCs) and business registration outside zones
- Management boards of industrial parks, export processing zones, high-tech zones and economic zones: IRCs for projects inside them
- The National Assembly, the Prime Minister and provincial People's Committee chairmen: investment policy approval, by project category

### Key figures

| | |
|---|---|
| Lines closed to foreign investors | **23** |
| Lines open on conditions | **62** |
| Conditional business lines (all investors) | **142 (137 from 1 March 2027)** |
| IRC decision period | **10 working days** |
| Incorporate first, IRC within | **12 months** |
| Project term | **Up to 50 years (70 in some cases)** |
| Bilateral investment treaties in force | **45** |

### What changed in 2025–26

- Law No. 143/2025/QH15 replaced the 2020 Law on Investment on 1 March 2026 and Decree No. 96/2026/ND-CP replaced Decree No. 31/2021/ND-CP.
- A foreign investor may now incorporate first and obtain the IRC within 12 months (Article 19).
- A special investment procedure (Article 28) lets qualifying projects in zones skip investment policy approval, environmental impact reports and construction permits against a written commitment.
- The Ministry of Finance absorbed the Ministry of Planning and Investment in 2025; provincial Departments of Finance now issue IRCs.
- Law No. 24/2026/QH16 revises the conditional business lines list from 1 March 2027.

**Who this applies to.** Foreign investors (foreign nationals and organisations formed under foreign law) and Vietnamese companies more than 50% foreign-owned follow the foreign-investor rules: the market access list and the IRC. Vietnamese investors, and companies at or below 50% foreign ownership, register only the company and face the sector conditions that apply to everyone.

## Why this chapter comes first

Vietnam welcomes foreign investment on a negative-list basis: a foreign investor may do business in any line the law does not close or restrict, and in the open lines enjoys the same market access as a Vietnamese investor. That one principle, set out in Articles 5 and 8 of Law No. 143/2025/QH15 on Investment, explains most of what follows. The practical differences between a foreign and a domestic investor are the market access list, the Investment Registration Certificate (IRC) procedure for foreign-led projects, and separate rules on land use rights and housing ownership that are covered in Chapter 5.

The law in force today is new. Law No. 143/2025/QH15 was passed on 11 December 2025 and took effect on 1 March 2026, replacing Law No. 61/2020/QH14, with Decree No. 96/2026/ND-CP of 31 March 2026 as its main implementing decree. The institutions changed at the same time: the Ministry of Finance absorbed the Ministry of Planning and Investment in 2025, so IRCs now come from provincial Departments of Finance (or zone management boards) rather than Departments of Planning and Investment. Older guides, and many websites, still use the old names and the old law numbers.

## Who the rules treat as a foreign investor

Article 3 of the Law on Investment defines a foreign investor as an individual of foreign nationality or an organisation established under foreign law. A Vietnamese company with foreign shareholders is a foreign-invested economic organisation, but it only has to follow the foreign-investor conditions and procedures when it invests further if foreign investors hold more than 50% of its charter capital (Article 20), or if such a company, alone or with foreign investors, holds more than 50%. At or below that threshold it invests as a domestic investor. The 50% line therefore matters for every joint venture and every acquisition, and is explained in The Law on Investment 2025.

## The four questions every project must answer

**Is the sector open?** Appendix I of Decree No. 96/2026/ND-CP lists 23 lines closed to foreign investors and 62 open only on conditions such as an ownership cap, a required investment form or a Vietnamese partner. On top of market access, the conditional business lines under Article 7 (142 from 1 July 2026 under Resolution No. 66.17/2026/NQ-CP; 137 from 1 March 2027) require a licence, certificate or approval from everyone, foreign or Vietnamese. See Market access for foreign investors.

**Which form of investment?** A new Vietnamese company, buying into an existing one, a business cooperation contract (BCC) without a company, or a public-private partnership for infrastructure. Each has its own registration route, explained in Forms of investment, with the company types themselves in Chapter 2.

**Which approvals?** Most foreign-led projects need an IRC, decided within ten working days of a valid dossier. A minority of project categories, mainly those involving State land, housing, infrastructure or sensitive sectors, also need investment policy approval first. Both are explained in The Investment Registration Certificate and Investment policy approval.

**What incentives and protection?** Preferential corporate income tax rates of 10% or 17%, tax holidays, import duty and land rent relief, special incentives for very large projects and cash support from the Investment Support Fund are covered in Investment incentives. The guarantees in Chapter II of the law against nationalisation and performance requirements, and the treaty network behind them, are in Investment guarantees and treaties.

## What changed in 2025 and 2026

Three reforms matter most. First, a foreign investor may now incorporate the company before obtaining the IRC, provided the IRC follows within 12 months and the project does not start until it does (Article 19). Second, a special investment procedure under Article 28 lets projects in industrial parks, high-tech parks, digital technology zones, free trade zones, the international financial centre and economic zones skip investment policy approval, technology appraisal, the environmental impact assessment report, detailed planning and construction permits, in return for a written commitment and later inspection, with the IRC in 15 working days. Third, the incentive regime was rebuilt around Law No. 67/2025/QH15 on Corporate Income Tax, so a new project in an industrial park no longer qualifies for a tax incentive on location alone.

The reporting side also tightened: Article 47 of the law and Article 94 of Decree No. 96/2026/ND-CP require quarterly and annual project reports through the National Investment Information System, covered in Reporting and ongoing obligations. A further amending law, No. 24/2026/QH16, revises the conditional business lines list from 1 March 2027, so check the list again before a project starts in 2027.

## How to use this chapter

Work through the sections in order if you are new to Vietnam. If you already know your sector is open and are choosing between a new company and an acquisition, go straight to Forms of investment and then to Chapter 2: Company set-up. Each section ends with the related FAQs, the official sources and a question you can put straight to Lawbot about your own facts.

## OFFICIAL SOURCES

- National Legal Database (vbpl.vn): Law No. 143/2025/QH15 and Decree No. 96/2026/ND-CP — https://vbpl.vn
- Official Gazette (congbao.chinhphu.vn) — https://congbao.chinhphu.vn
- Ministry of Finance — https://mof.gov.vn
- National Business Registration Portal — https://dangkykinhdoanh.gov.vn
- Vietnam Law & Legal Forum (official English-language coverage of new legislation) — https://vietnamlawmagazine.vn
- Ministry of Industry and Trade (trading and retail licences, e-commerce) — https://moit.gov.vn
- WTO: Viet Nam's schedule of specific commitments in services — https://www.wto.org
- State Bank of Vietnam (foreign ownership in credit institutions) — https://www.sbv.gov.vn
- Government portal (chinhphu.vn): decrees and resolutions on investment — https://chinhphu.vn
- Ministry of Agriculture and Environment (land administration) — https://mae.gov.vn
- Tax Department (under the Ministry of Finance) — https://gdt.gov.vn
- OECD: Pillar Two model rules and administrative guidance — https://www.oecd.org
- UNCTAD Investment Policy Hub: Viet Nam's international investment agreements — https://investmentpolicy.unctad.org/international-investment-agreements/countries/229/viet-nam
- Ministry of Justice (investor-State dispute coordination) — https://moj.gov.vn
- Vietnam International Arbitration Centre — https://www.viac.vn
- New York Arbitration Convention: contracting states — https://www.newyorkconvention.org
- National Statistics Office — https://www.gso.gov.vn

# The Law on Investment 2025: scope, who it treats as a foreign investor, the 50% rule and the authorities that administer it

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**WHAT YOU NEED TO KNOW**

- Law No. 143/2025/QH15 on Investment took effect on 1 March 2026 and replaced Law No. 61/2020/QH14; Decree No. 96/2026/ND-CP of 31 March 2026 implements it and carries the foreign market access list.
- A foreign investor is a foreign national or an organisation formed under foreign law; a Vietnamese company follows the foreign-investor rules only when foreign investors hold more than 50% of its charter capital (Article 20).
- The 50% test is applied at every stage: formation, each new project, each capital contribution or share purchase, and each later transfer that moves ownership across the line.
- The Ministry of Finance leads State management of investment; provincial Departments of Finance and zone management boards issue IRCs; investment policy approval sits with the National Assembly, the Prime Minister or the provincial People's Committee chairman by category.
- Everything is filed online through the National Investment Information System and the National Business Registration Portal; apostilled documents are accepted from 11 September 2026.

## What the law covers, and where it sits

Law No. 143/2025/QH15 on Investment, passed by the National Assembly on 11 December 2025 and in force from 1 March 2026, governs business investment in Vietnam by Vietnamese and foreign investors and outward investment by Vietnamese investors. Its Article 7, and the annex of conditional business lines attached to it, applied from 1 July 2026. It replaced Law No. 61/2020/QH14, which had itself replaced the 2014 law, and it is implemented principally by Decree No. 96/2026/ND-CP of 31 March 2026, which replaced Decree No. 31/2021/ND-CP. Appendix I of that decree carries the foreign market access list; the decree also sets the thresholds for special incentives, the deposit rates for projects using State land, the detailed procedures for the Investment Registration Certificate and investment policy approval, and the reporting forms.

The law is the gateway statute, not the whole of the law an investor meets. The company itself is governed by Law No. 59/2020/QH14 on Enterprises as amended by Law No. 76/2025/QH15 (Chapter 2); land by Land Law No. 31/2024/QH15 (Chapter 5); tax by the corporate income tax, VAT, personal income tax and tax administration laws rewritten in 2024 and 2025 (Chapter 3); employment by the Labour Code (Chapter 4); and each regulated sector by its own law and the licence it prescribes. A further amending law, No. 24/2026/QH16, takes effect on 1 March 2027 and revises the conditional business lines list.

## Reading a Vietnamese legal citation

Vietnamese instruments are cited by number, year and issuing body. *Law No. 143/2025/QH15* is the 143rd law of the fifteenth National Assembly (Quốc hội khóa XV), passed in 2025; a 2026 law carries *QH16*. *Decree No. 96/2026/ND-CP* is the 96th decree of the Government (Nghị định, Chính phủ) in 2026. *Circular No. 38/2026/TT-NHNN* is a circular (Thông tư) of the State Bank (Ngân hàng Nhà nước); *TT-BTC* marks a Ministry of Finance circular. *Resolution No. 198/2025/QH15* is a National Assembly resolution, which can carry rules of law. A *Decision* (Quyết định, QĐ-TTg) of the Prime Minister sets lists and programmes. Laws prevail over decrees and decrees over circulars; where a decree has not yet been replaced after a new law, its provisions continue to the extent they are consistent with the law. Only the Vietnamese text is authoritative. The National Legal Database (vbpl.vn) shows each instrument's validity status, and the Official Gazette (congbao.chinhphu.vn) its date of publication.

## Who is a foreign investor

Article 3 of the law defines a **foreign investor** as an individual of foreign nationality, or an organisation established under foreign law, that carries out business investment in Vietnam. A **domestic investor** is a Vietnamese national or an organisation established under Vietnamese law with no foreign member or shareholder. Between the two sits the **foreign-invested economic organisation** (tổ chức kinh tế có vốn đầu tư nước ngoài): a company established in Vietnam that has at least one foreign member or shareholder.

Article 20 decides when a foreign-invested economic organisation is treated as a foreign investor. It must satisfy the foreign-investor conditions and follow the foreign-investor procedures when it establishes a new company, contributes capital to or buys shares in another company, or invests under a business cooperation contract, in three cases: where foreign investors hold more than 50% of its charter capital (or, in a partnership, a majority of the general partners are foreign individuals); where a company in the first category holds, alone or with foreign investors, more than 50% of its charter capital; or where foreign investors and such companies together hold more than 50%. In every other case it invests as a domestic investor. The test is of charter capital held, traced through the chain of companies, not of voting rights or board control, and it is applied at the moment of each investment act.

**The 50% rule at each stage of an investment**

| Stage | Foreign investor or company above 50% | Company at or below 50%, or Vietnamese investor |
|---|---|---|
| **Market access** | Appendix I of Decree No. 96/2026/ND-CP applies: 23 closed lines, 62 conditional lines | Not subject to the market access list; sector conditions under Article 7 apply to all |
| **New project** | Investment Registration Certificate required (Article 26) | No IRC; investment policy approval only where Article 24 applies |
| **Buying into a Vietnamese company** | Article 21 registration where ownership rises in a conditional line, crosses or increases above 50%, or sensitive land is held | No Article 21 registration |

| Stage | Foreign investor or company above 50% | Company at or below 50%, or Vietnamese investor |
|---|---|---|
| **Capital flows** | Investment capital account; profit remittance rules (Chapter 6) | Ordinary accounts; a Vietnamese investor may use the account for its own foreign currency |
| **Land** | Lease from the State, industrial park sublease, or acquisition of a landholding company; no land use rights for foreign individuals | Full range of land access under the Land Law |
| **Reporting** | Quarterly and annual project reports (Article 47) | Notice before implementing a project; the same reports where a project exists |
| **Disputes** | May choose foreign or international arbitration (Article 13) | Vietnamese arbitration or courts only, unless a foreign party is involved |

WORKED EXAMPLE

## A Japanese trading house and a Vietnamese distributor: 49%, 51% or 50%

A Japanese group and a Vietnamese family company plan a joint venture to distribute industrial consumables. They are deciding between 49/51, 51/49 and 50/50. Illustrative; the market access conditions for wholesale distribution are met in each case.

| | |
|---|---|
| **49% Japanese** | The joint venture is at or below the threshold. It needs no IRC for its own future warehouses, invests as a domestic investor, and faces no Article 21 registration when it later buys a regional distributor. The Japanese partner relies on the charter for protection: reserved matters, board seats and a put option (Chapter 2, section 2.4). |
| **51% Japanese** | The joint venture is a foreign investor for every later step: IRC for each new project, Article 21 registration when it acquires a regional distributor whose lines are conditional or where its stake crosses 50%, the investment capital account and quarterly reports. In return the Japanese partner controls ordinary resolutions, though not the 65% and 75% matters. |
| **50% / 50%** | At the threshold, not above it: domestic-investor treatment. Deadlock risk is high, so the charter needs casting-vote, escalation and buy-sell mechanics, and the registration office will apply the charter's thresholds as written. |
| **A later transfer** | If the Vietnamese partner sells 2% to the Japanese group three years on, the transfer itself requires Article 21 registration (ownership increasing above 50%), the joint venture becomes a foreign investor for subsequent projects, and the Vietnamese seller is taxed on its gain as ordinary income while a foreign corporate seller would pay 2% of gross proceeds. |

The dual-national option under Decree No. 96/2026/ND-CP lets a Vietnamese citizen who also holds foreign nationality choose either regime; the choice is made at registration and governs the investor's later procedures.

## Equal treatment, and where the differences lie

Article 5 requires the State to treat investors equally and to protect their lawful property and income, and Chapter II of the law gives every investor the same guarantees against nationalisation and performance requirements (Investment guarantees and treaties). The practical differences for a foreign investor are therefore procedural and sectoral rather than a matter of principle: the market access list, the IRC and its reporting, the investment capital account, the land regime, the business licence that a foreign-invested trader needs for distribution and retail, the compulsory audit, and the sector-specific caps in banking, telecommunications, aviation, publishing and a handful of other industries. An investor who understands those differences can plan around them; an investor who assumes Vietnam treats foreign capital with suspicion will over-structure.

## The authorities you will deal with

The 2025 restructuring of the Government changed the names on most of the doors. The **Ministry of Finance** (MOF), which absorbed the former Ministry of Planning and Investment, leads State management of investment under Article 44 of the law: it drafts investment policy, appraises projects for the Prime Minister, operates the National Investment Information System, publishes the market access conditions and oversees economic zones. State management of industrial parks passed to the **Ministry of Industry and Trade** on 15 September 2026 under Government Resolution No. 66.25/2026/NQ-CP, which applies until 28 February 2027 unless extended; the zone management boards that issue IRCs inside the parks are unaffected (Industrial parks and economic zones). Within the ministry, the Foreign Investment Agency handles foreign direct investment policy and statistics.

At provincial level, Article 27 places the **Department of Finance** (Sở Tài chính) in charge of IRCs for projects outside the zones and of Article 21 registrations, and the **management board** (Ban Quản lý) of each industrial park, export processing zone, high-tech zone or economic zone in charge of projects inside it. The Department of Finance also houses the business registration office. **Investment policy approval** comes from the National Assembly, the Prime Minister or the provincial People's Committee chairman according to the project category (Article 25), with the appraisal run by the Department of Finance or, for Prime Ministerial projects, the ministry. The **Tax Department** (Cục Thuế, formerly the General Department of Taxation) under the Ministry of Finance administers tax; the **State Bank of Vietnam** the capital account and foreign loans; the **Ministry of Home Affairs** labour policy and the provincial People's Committees work permits; the **Ministry of Agriculture and Environment** land and environmental permits; and the **Ministry of Industry and Trade** trading licences, energy, petroleum and, since 15 September 2026, geology and minerals. Chapter 1 of the investor FAQs and the Useful links page list the websites and contacts.

**Which authority does what**

| Step | Authority | Legal basis |
|---|---|---|
| **Investment policy approval (where required)** | National Assembly, Prime Minister or provincial People's Committee chairman; zone management boards for provincial-level projects in their zones | Articles 24 and 25, Law on Investment |

| Step | Authority | Legal basis |
|---|---|---|
| **Investment Registration Certificate** | Provincial Department of Finance (outside zones); zone management board (inside zones) | Article 27, Law on Investment; Decree No. 96/2026/ND-CP |
| **Registration of a capital contribution or share purchase** | Provincial Department of Finance | Article 21, Law on Investment |
| **Enterprise Registration Certificate** | Business registration office of the provincial Department of Finance, via the National Business Registration Portal | Law on Enterprises; Decree No. 168/2025/ND-CP as amended by Decree No. 296/2026/ND-CP |
| **Quarterly and annual project reports** | Investment registration authority and local statistics office, via the National Investment Information System | Article 47, Law on Investment; Article 94, Decree No. 96/2026/ND-CP |
| **Investment incentives** | Recorded in the IRC; claimed with the tax, customs and land authorities | Articles 15 to 18, Law on Investment; CIT Law; Export and Import Duties Law; Land Law |
| **Investor-State disputes** | Negotiation and mediation first; Vietnamese arbitration or courts unless a contract or treaty provides otherwise; coordinated under Decision No. 14/2020/QD-TTg | Article 13, Law on Investment |

## Online filing and documents from abroad

IRC applications and investment reports go through the National Investment Information System, and company filings through the National Business Registration Portal (dangkykinhdoanh.gov.vn); both accept filings by an authorised person holding a digital signature, so a founder need not travel to Vietnam for the paperwork. Decree No. 296/2026/ND-CP requires both the principal and the authorised filer to complete electronic authentication for key filings, or to supply identity documents where the principal has no electronic account. Foreign public documents require a Vietnamese translation and, since Vietnam began applying the Apostille Convention on 11 September 2026, an apostille from the issuing state replaces consular legalisation for documents from states that have not objected to Vietnam's accession; documents from other states are still legalised at a Vietnamese mission. The banks retain their own identification requirements, which do require the legal representative's presence (Setting up a company step by step).

### Questions investors ask about the law and the authorities

**Which law governs foreign investment in Vietnam in 2026?**

Law No. 143/2025/QH15 on Investment, in force since 1 March 2026, implemented by Decree No. 96/2026/ND-CP of 31 March 2026. It replaced Law No. 61/2020/QH14 and Decree No. 31/2021/ND-CP. A further amending law, No. 24/2026/QH16, revises the conditional business lines from 1 March 2027.

### Is a 50% foreign-owned company a foreign investor in Vietnam?

No. Under Article 20 a Vietnamese company follows the foreign-investor conditions and procedures only when foreign investors hold more than 50% of its charter capital. At exactly 50% or below it invests as a domestic investor, needs no IRC for new projects and is outside the market access list.

### Who issues the Investment Registration Certificate?

The provincial Department of Finance for projects outside industrial parks and economic zones, and the zone's management board for projects inside them (Article 27). The Department of Planning and Investment no longer exists; its functions moved to the Department of Finance in 2025.

### Does Vietnam accept apostilled documents?

Yes, from 11 September 2026, for public documents issued in states that have not objected to Vietnam's accession to the Apostille Convention. Documents from other states are still legalised at a Vietnamese embassy or consulate, and all foreign-language documents need a certified Vietnamese translation.

### Does the Law on Investment treat foreign and Vietnamese investors differently?

In principle no: Article 5 requires equal treatment and Chapter II gives the same guarantees to all investors. The differences are procedural and sectoral: the market access list, the IRC, the investment capital account, the land regime, trading licences and sector ownership caps.

**THE 2027 HORIZON**

- Law No. 24/2026/QH16 revises the list of conditional business lines from 1 March 2027.
- The amended Land Law scheduled for the October 2026 National Assembly session would, if passed, take effect on 1 March 2027 and change the land-access rules that interact with Article 24 projects.
- Further provincial mergers and the continuing consolidation of departments may change the names and addresses of the registration authorities again; the National Investment Information System remains the single filing point.

## Terms you will meet in the documents

| English | Vietnamese | Meaning |
|---|---|---|
| **Law on Investment** | *Luật Đầu tư* | Law No. 143/2025/QH15. |
| **Foreign investor** | *Nhà đầu tư nước ngoài* | A foreign national or an organisation formed under foreign law (Article 3). |
| **Domestic investor** | *Nhà đầu tư trong nước* | A Vietnamese national or a Vietnamese organisation with no foreign member. |

| English | Vietnamese | Meaning |
|---|---|---|
| **Foreign-invested economic organisation** | *Tổ chức kinh tế có vốn đầu tư nước ngoài* | A Vietnamese company with a foreign member or shareholder; a foreign investor for procedures when more than 50% foreign-owned (Article 20). |
| **Investment project** | *Dự án đầu tư* | A set of proposals for the use of capital over a period in a location. |
| **Business investment** | *Đầu tư kinh doanh* | The investor's commitment of capital to business activity in any of the forms the law recognises. |
| **Department of Finance** | *Sở Tài chính* | The provincial authority that issues IRCs and houses the business registration office. |
| **Management board** | *Ban Quản lý khu công nghiệp / khu kinh tế* | The authority for projects inside an industrial park, export processing zone, high-tech zone or economic zone. |
| **National Assembly** | *Quốc hội* | The legislature; 'QH15' and 'QH16' in a citation identify the fifteenth and sixteenth legislatures. |

### FOREIGN V VIETNAMESE INVESTOR

A Vietnamese investor, or a company at or below 50% foreign ownership, is outside the market access list and needs no IRC: it registers the company and complies with whatever sector conditions apply to everyone. A foreign investor, or a company above 50%, checks market access first, obtains an IRC for its project, brings capital through the investment capital account and reports on the project quarterly and annually.

### WATCH OUT FOR

- Guides and websites that still cite Law No. 61/2020/QH14, Decree No. 31/2021/ND-CP or the Department of Planning and Investment: the law, the decree and the authority all changed in 2025 and 2026.
- The 50% threshold is tested at every later step, not only at formation: a share transfer that takes foreign ownership above 50% changes the company's status for all future projects.
- Holding structures that place a Vietnamese nominee at 51% to keep a company below the threshold: nominee holdings are prohibited and the beneficial owner must be declared (Chapter 2, section 2.5).
- The conditional business lines list is being revised again by Law No. 24/2026/QH16 from 1 March 2027.

## OFFICIAL SOURCES

- National Legal Database (vbpl.vn): Law No. 143/2025/QH15 and Decree No. 96/2026/ND-CP — https://vbpl.vn
- Official Gazette (congbao.chinhphu.vn) — https://congbao.chinhphu.vn
- Ministry of Finance — https://mof.gov.vn
- National Business Registration Portal — https://dangkykinhdoanh.gov.vn
- Vietnam Law & Legal Forum (official English-language coverage of new legislation) — https://vietnamlawmagazine.vn

# Market access for foreign investors: the closed and conditional sectors, ownership caps, treaty terms and the conditional business lines

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**WHAT YOU NEED TO KNOW**

- Foreign investors may invest in any line not on the Government's restricted list, with the same market access as Vietnamese investors (Article 8 of the Law on Investment).
- Appendix I of Decree No. 96/2026/ND-CP closes 23 lines to foreign investors and opens 62 only on conditions: an ownership cap, a required investment form or partner, a limit on scope, or the terms of a treaty.
- Separately, the conditional business lines under Article 7 require a licence, certificate or approval from any investor, foreign or Vietnamese: 142 lines from 1 July 2026 under Resolution No. 66.17/2026/NQ-CP, and 137 from 1 March 2027, when Law No. 24/2026/QH16 replaces Appendix IV.
- Foreign-invested traders need a business licence for import, distribution and retail, and a retail outlet licence for each shop; Decree No. 342/2026/ND-CP applies from 18 October 2026.
- Treaty terms depend on the investor's nationality and, for a company, on where it is incorporated and does substantial business.

## How the negative list works

Vietnam moved to a negative-list approach to foreign market access in 2021 and the Law on Investment 2025 keeps it. Under Article 8, foreign investors enjoy the same market access as domestic investors except in the business lines on the list the Government publishes, which is Appendix I of Decree No. 96/2026/ND-CP. The list has two parts: lines in which foreign investment is not permitted, and lines in which it is permitted on conditions. If a line is on neither part, a foreign investor may invest on the same terms as a Vietnamese company, including 100% ownership, and the registration authority may not impose additional conditions.

Market access is the first of two filters. A line open to foreign investment may still be a *conditional business line* under Article 7, in which case the company, whoever owns it, needs a licence, certificate or approval before trading. The two lists are routinely confused in commentary; the table below separates them. The Ministry of Finance publishes the market access conditions, with the treaty basis for each, on the National Investment Information System, and the registration authority applies them when it issues an IRC or registers a capital contribution under Article 21.

## The 23 closed lines

The lines closed to foreign investors reflect public-order, security and State-monopoly concerns rather than industrial policy. They include press and news-gathering activities; investigation and security services; judicial administrative services such as notarial, bailiff and judicial-assessment services; public postal services; the trading of goods and services on the State's exclusive-trading list; lottery and certain gambling activities outside licensed casinos; marine fishing in Vietnamese waters; collection and trading of certain wild plants and animals; activities relating to national defence and security; and services tied to the exercise of State administration. A foreign investor cannot enter a closed line through a Vietnamese nominee: nominee holdings are expressly prohibited by Decree No. 296/2026/ND-CP and the beneficial owner must be declared (Beneficial ownership and transparency).

## The 62 conditional lines and the four kinds of condition

The second part of Appendix I lists 62 lines in which foreign investment is allowed subject to conditions. Banking, insurance, securities and fund management, telecommunications, education, healthcare, real estate business, logistics and transport services, advertising, legal services, accounting and audit, tourism, audiovisual and entertainment services, electronic games, and several agricultural and resource activities are among them. The conditions take four forms, often in combination.

**Types of market access condition**

1. **A foreign ownership cap**
   A ceiling on the foreign share of charter capital. Examples: an aggregate cap of 30% in a Vietnamese commercial bank in general, with 49% permitted for banks that took over weak banks under Decree No. 69/2025/ND-CP; 49% in facilities-based telecommunications services and 65% in certain non-facilities-based services under Vietnam's WTO schedule; 34% in a Vietnamese airline; and caps in advertising, logistics sub-sectors and audiovisual services.

2. **A required investment form or partner**
   Some lines may be entered only through a joint venture with a Vietnamese partner (advertising services, some logistics services), only through a Vietnamese company rather than a branch, or only by investors with a defined track record (for example, foreign higher-education providers).

3. **A limit on scope**
   The service may be provided only to certain customers, in certain forms or in certain areas: for example, foreign-invested schools may admit Vietnamese pupils only within set proportions, and foreign-invested distributors may not trade in certain goods such as rice, sugar, books, newspapers and pharmaceuticals.

4. **Treaty-based conditions**
   Where Vietnam's WTO services schedule, the CPTPP, the EVFTA, the UKVFTA, the ASEAN agreements or another treaty gives investors from a treaty partner better terms, those terms apply to investors that qualify under the treaty's rules of origin. Investors from states without a relevant treaty face the general condition or are considered case by case.

### Common sectors: the market access position in outline (October 2026)

| Sector | Position for a foreign investor | Other licensing |
|---|---|---|
| **Manufacturing (most goods)** | Open; 100% ownership | Environmental permit, fire safety, product standards; special rules for weapons, explosives, tobacco, some chemicals |
| **Wholesale and retail distribution** | Open; 100% ownership, with excluded goods (rice, sugar, books and press, pharmaceuticals, tobacco, crude oil) | Business licence and retail outlet licence for foreign-invested enterprises; economic needs test for second and later outlets unless exempt (Decree No. 342/2026/ND-CP) |
| **E-commerce platforms** | Open; conditional business line | Registration or notification with the Ministry of Industry and Trade; data protection, consumer and tax rules |
| **Software and IT services** | Open; 100% ownership | Digital technology industry incentives; data localisation for certain services |
| **Logistics and freight forwarding** | Mixed: many services 100%; container handling 50%; customs clearance and some auxiliary services by joint venture | Transport business licences by mode |
| **Advertising** | Joint venture with a licensed Vietnamese advertising company | Advertising Law content rules |
| **Education** | Higher and vocational education 100%; schools subject to Vietnamese-pupil proportions and capital minimums | Establishment and operating licences under Decree No. 86/2018/ND-CP as amended |
| **Healthcare** | Hospitals and clinics 100%, with minimum capital | Operating licence under the Law on Medical Examination and Treatment |
| **Banking** | Aggregate 30% cap in general; 49% for banks taking over weak banks | State Bank licensing |
| **Insurance** | 100% permitted | Ministry of Finance licensing; minimum capital |
| **Telecommunications** | 49% facilities-based; 65% certain non-facilities-based; 100% for some value-added services under the CPTPP for qualifying investors | Telecommunications licences; the four foreign-investor Article 24 categories include network telecoms |
| **Real estate business** | Open to foreign-invested companies for defined activities (development for lease or sale, leasing); land access through the Land Law | Capital requirements under the Law on Real Estate Business |

| Sector | Position for a foreign investor | Other licensing |
|---|---|---|
| **Legal services** | Foreign law firms through branches, foreign-law-firm companies or partnerships with Vietnamese firms; no Vietnamese court appearance | Ministry of Justice licensing |
| **Mining; oil and gas** | Permitted for foreign-invested companies holding licences or petroleum contracts; strategic minerals restricted | Chapter 10 |

## The conditional business lines (all investors)

Article 7 of the Law on Investment treats as conditional those business lines whose exercise must satisfy conditions for reasons of national defence and security, public order, social ethics or public health. Appendix IV of the law as enacted lists 198 lines, but from 1 July 2026 to 28 February 2027 Government Resolution No. 66.17/2026/NQ-CP applies a reduced list of 142, and from 1 March 2027 Law No. 24/2026/QH16 replaces Appendix IV with a list of 137. The lines run from banking, insurance, securities, telecommunications and electricity to education, healthcare, real estate business, audit, law practice, labour sub-leasing, crypto-asset services and personal data processing services; accounting services left the list on 1 July 2026 (and the Ministry of Home Affairs proposed in August 2026 to take labour sub-leasing off it through an amendment to the Labour Code). The condition may be a licence, a certificate, a practising certificate, a written approval, or published requirements that are checked afterwards, and the trend of the 2025 and 2026 reforms is to move lines from pre-licensing to post-inspection. The conditions apply to Vietnamese and foreign investors alike; the foreign investor meets them in addition to any market access condition.

### Two lists, two questions

| | Foreign market access list | Conditional business lines |
|---|---|---|
| **Where** | Appendix I, Decree No. 96/2026/ND-CP | Appendix IV, Law on Investment (Article 7) |
| **Who it applies to** | Foreign investors and companies more than 50% foreign-owned | Every investor |
| **What it does** | Closes 23 lines; conditions 62 lines (caps, forms, partners, scope, treaty terms) | Requires a licence, certificate or approval, or sets published conditions, for 142 lines (137 from 1 March 2027) |
| **When it bites** | Before the IRC or the Article 21 registration of a share purchase | Before the company trades in the line, and continuously thereafter |
| **Who checks** | The investment registration authority | The sector regulator and the post-inspection authorities |
| **Changing** | Updated by Government decree | Revised by Law No. 24/2026/QH16 from 1 March 2027 |

# Trading, distribution and retail: the business licence

A foreign-invested enterprise that imports, exports, distributes or retails goods in Vietnam needs, in addition to its enterprise and investment registration, a **business licence** (giấy phép kinh doanh) for those trading rights and a **retail outlet licence** for each shop; a domestic company needs neither. Until 17 October 2026 Decree No. 09/2018/ND-CP governs: the provincial Department of Industry and Trade issues the licences, in some cases after consulting the Ministry of Industry and Trade, and a second or later outlet, or a first outlet of 500 $m^2$ or more outside a shopping centre, requires an economic needs test. Decree No. 342/2026/ND-CP replaces it from 18 October 2026, moving licensing to the provincial People's Committees, removing the mandatory ministry consultation for outlets and widening the economic needs test exemptions for investors from treaty partners such as CPTPP, EVFTA and UKVFTA states. The licence is also required for a foreign-invested manufacturer that wishes to import and distribute goods it does not make, and for e-commerce retail; it is not required to sell goods the enterprise manufactures in Vietnam.

DECISION GUIDE

## Is my business line open to me, and what else will I need?

Apply the questions to each VSIC line the company will register.

**Q1** **Is the line in the closed part of Appendix I of Decree No. 96/2026/ND-CP?**

- **Yes** Foreign investment is not permitted. Consider a Vietnamese-owned company at or below 50% foreign ownership only if the economics work without foreign control, and never through a nominee.
- **No** Continue to Q2.

**Q2** **Is the line in the conditional part of Appendix I?**

- **Yes** Identify the condition: cap, form, partner, scope or treaty term. Check whether a treaty to which your home state is party gives better terms, and whether your company qualifies under its rules of origin. Structure accordingly. Continue to Q3.
- **No** Open on the same terms as a Vietnamese investor, including 100% ownership. Continue to Q3.

**Q3** **Is the line one of the conditional business lines under Article 7 (142 from 1 July 2026 under Resolution No. 66.17/2026/NQ-CP; 137 from 1 March 2027)?**

- **Yes** A sector licence, certificate or approval, or published conditions, must be met before trading. Build the licence into the timetable; some licences require the company to exist first.
- **No** Continue to Q4.

**Q4** **Will the company import, distribute or retail goods it does not manufacture in Vietnam?**

**Yes** A business licence, and a retail outlet licence per shop, under Decree No. 342/2026/ND-CP from 18 October 2026.

**No** No trading licence. Register the line and proceed to the IRC or the ERC.

WORKED EXAMPLE

### A European home-furnishings retailer entering Ho Chi Minh City

A Dutch retail group plans a wholly owned Vietnamese company to import its own-brand furniture, sell it through two large-format stores and online, and later franchise. Illustrative.

| | |
|---|---|
| **Lines registered** | Wholesale and retail of furniture (VSIC 4649, 4759); retail via internet (4791); import and export rights; franchising (later). |
| **Market access** | Distribution is open to EU investors under the EVFTA and the WTO schedule; furniture is not an excluded good. 100% ownership permitted. No market access condition on the lines chosen. |
| **Conditional business lines** | E-commerce (platform notification with the Ministry of Industry and Trade); franchising requires one year of operation and registration of the foreign franchisor. |
| **Trading licence** | Business licence for import, wholesale, retail and online retail; retail outlet licence for each store. Under Decree No. 342/2026/ND-CP the second store of 1,800 $m^2$ outside a shopping centre would need an economic needs test, but EVFTA investors benefit from the widened exemptions; the first store of 2,200 $m^2$ in a shopping centre is exempt. |
| **Sequence** | IRC (10 working days) → ERC (3 working days) → business licence and first outlet licence (Decree No. 09/2018/ND-CP allowed 10 working days without a ministry opinion and 28 with one; Decree No. 342/2026/ND-CP drops the mandatory opinion for outlets; allow six to ten weeks in practice) → e-commerce notification → store fit-out and fire-safety approval → opening. |
| **Traps avoided** | The group had intended to register pharmaceuticals-adjacent lines (home medical furniture) that would have been excluded goods; and to open first through a representative office, which could not have imported or sold anything. |

Had the investor been from a state with no trade agreement with Vietnam, the same lines would still have been open under the WTO schedule, but the economic needs test exemptions would have been narrower.

## How to check a sector before you commit

Start from the exact activity, classified by its VSIC code under Decision No. 27/2018/QD-TTg, because both lists work by line and the registration office will register codes, not descriptions. Check the closed and conditional parts of Appendix I of Decree No. 96/2026/ND-CP; check Appendix IV of the Law on

Investment for conditions; read Vietnam's WTO schedule of specific commitments in services and the relevant chapter of the CPTPP, EVFTA or UKVFTA for treaty terms; then read the sector law for ownership caps, legal capital and licensing conditions. The Ministry of Finance's published market access conditions on the National Investment Information System cite the treaty basis for each line and are the registration authorities' working reference. Because a company registers several lines, each must clear both lists, and the most restrictive condition governs the structure. Where a line is not mentioned in any commitment and not on the market access list, Article 8 means it is open; registration offices now apply that rule rather than requiring case-by-case ministry opinions, which was the practice before 2021.

## Questions investors ask about market access

### Can a foreigner own 100% of a company in Vietnam?

Yes, in most sectors. Outside the 23 closed lines and the 62 conditional lines in Appendix I of Decree No. 96/2026/ND-CP, a foreign investor has the same market access as a Vietnamese investor and may own 100% of an LLC or a joint stock company. Sector licences still apply.

### Which sectors are closed to foreign investors in Vietnam?

Twenty-three lines, including press and news-gathering, investigation and security services, notarial and bailiff services, public postal services, State-monopoly trading, marine fishing in Vietnamese waters and activities tied to national defence and security, are closed under Appendix I of Decree No. 96/2026/ND-CP.

### What is the foreign ownership limit for banks in Vietnam?

In general 30% of the charter capital of a Vietnamese commercial bank in aggregate, with sub-limits for individual investors; Decree No. 69/2025/ND-CP permits up to 49% in banks that took over weak credit institutions under compulsory transfer plans.

### Does a foreign-owned company need a licence to sell goods in Vietnam?

To import, distribute or retail goods it does not manufacture in Vietnam, yes: a business licence and, for shops, a retail outlet licence, under Decree No. 342/2026/ND-CP from 18 October 2026. Selling goods the company manufactures in Vietnam needs no trading licence.

### What is the difference between the market access list and the conditional business lines?

The market access list (Appendix I of Decree No. 96/2026/ND-CP) applies only to foreign investors and decides whether and on what conditions they may enter a line. The conditional business lines (Article 7 of the Law on Investment; 142 from 1 July 2026 under Resolution No. 66.17/2026/NQ-CP, 137 from 1 March 2027) apply to every investor and require a licence or approval to trade. A line must clear both.

THE 2027 HORIZON

- Law No. 24/2026/QH16 revises the conditional business lines from 1 March 2027; several lines are expected to move from pre-licensing to post-inspection and new digital-economy lines to be added.
- The Government may amend Appendix I of Decree No. 96/2026/ND-CP by decree at any time; the Ministry of Finance's published conditions on the National Investment Information System are the place to check for changes.
- The EU-Vietnam Investment Protection Agreement, once ratified by all EU member states, would add investment-court protection for EU investors but does not change market access, which the EVFTA already governs.

## Terms you will meet in the documents

| English | Vietnamese | Meaning |
|---|---|---|
| **Market access** | *Tiếp cận thị trường* | The right of a foreign investor to invest in a business line (Article 8). |
| **Business lines not yet open to foreign investors** | *Ngành, nghề chưa được tiếp cận thị trường* | The 23 closed lines in Appendix I of Decree No. 96/2026/ND-CP. |
| **Business lines with conditional market access** | *Ngành, nghề tiếp cận thị trường có điều kiện* | The 62 conditional lines. |
| **Conditional business line** | *Ngành, nghề đầu tư kinh doanh có điều kiện* | A line under Article 7 requiring a licence or conditions from any investor: 142 from 1 July 2026 under Resolution No. 66.17/2026/NQ-CP, 137 from 1 March 2027. |
| **Business licence (trading)** | *Giấy phép kinh doanh* | The licence a foreign-invested enterprise needs for import, distribution and retail. |
| **Retail outlet licence** | *Giấy phép lập cơ sở bán lẻ* | The licence for each shop of a foreign-invested retailer. |
| **Economic needs test** | *Kiểm tra nhu cầu kinh tế* | The assessment applied to second and later retail outlets unless exempt. |
| **VSIC code** | *Mã ngành kinh tế Việt Nam* | The activity code under Decision No. 27/2018/QD-TTg used to register business lines. |

FOREIGN V VIETNAMESE INVESTOR

The market access list never applies to a Vietnamese investor or to a company at or below 50% foreign ownership. The conditional business lines apply to everyone, so a Vietnamese company in banking, education or healthcare still needs its sector licence. The trading business licence and the retail outlet licence are requirements for foreign-invested enterprises only.

**WATCH OUT FOR**

- Confusing market access with conditional business lines: clearing one list does not clear the other.
- Assuming treaty terms apply: they depend on the investor's nationality and, for companies, on incorporation and substantial business operations in the treaty state.
- Registering a long list of business lines at incorporation: every line must clear both lists, and a conditional line may delay the ERC or require a licence that is never used.
- Opening a representative office to 'test the market' by selling: a representative office may not trade at all.
- The lists change: Law No. 24/2026/QH16 revises the conditional lines from 1 March 2027 and the Government may amend Appendix I by decree.

## OFFICIAL SOURCES

- National Legal Database (vbpl.vn): Decree No. 96/2026/ND-CP, Appendix I; Law No. 143/2025/QH15, Articles 7 and 8 and Appendix IV; Decree No. 342/2026/ND-CP — https://vbpl.vn
- Ministry of Finance (market access conditions on the National Investment Information System) — https://mof.gov.vn
- Ministry of Industry and Trade (trading and retail licences, e-commerce) — https://moit.gov.vn
- WTO: Viet Nam's schedule of specific commitments in services — https://www.wto.org
- State Bank of Vietnam (foreign ownership in credit institutions) — https://www.sbv.gov.vn

# Forms of investment: a new company, buying into an existing company, business cooperation contracts and public-private partnerships

Reviewed 10 October 2026 · Prepared by a foreign investment lawyer (now retired) with 20 years' experience advising on Vietnamese investment law · Legal and tax information, not legal advice · How we check · Open in the app

**WHAT YOU NEED TO KNOW**

- The Law on Investment recognises investment by establishing an economic organisation, by capital contribution or share purchase, by investment project, by business cooperation contract (BCC) and in other forms the Government provides; PPP projects have their own statute.
- A new foreign-led company needs an IRC, or incorporates first and obtains the IRC within 12 months.
- Buying into an existing company needs no IRC, but Article 21 registration is required where the deal raises foreign ownership in a conditional line, takes it above 50% or increases it once above 50%, or involves sensitive land; the form is in Circular No. 55/2026/TT-BTC.
- A BCC with a foreign party needs an IRC; PPP projects follow Law No. 64/2020/QH14 as amended by Law No. 57/2024/QH15 and Law No. 90/2025/QH15, with Decree No. 243/2025/ND-CP.
- Merger control under the Competition Law and the 2% tax on a foreign corporate seller's gross proceeds shape the acquisition route.

## The menu

Article 21 of the Law on Investment lists the forms of business investment: establishing an economic organisation; contributing capital to, or purchasing shares or capital contributions in, an existing economic organisation; implementing an investment project; investing under a business cooperation contract; and other forms provided by the Government. Public-private partnership projects are governed by Law No. 64/2020/QH14 on PPP Investment. Branches and representative offices of foreign traders are not forms of investment under this law at all; they are commercial presences licensed under the Commercial Law and are covered in Branches and representative offices.

The choice between the forms is driven by four things: speed, because an acquisition can be closed in weeks where a greenfield project takes months; access, because a target may hold a licence, land or a distribution network that a new company could not obtain quickly; control and liability, because a company ring-fences liability and a BCC does not; and the sector, because some conditional lines dictate the form.

# 1. Establishing a Vietnamese company

Most foreign investors form a single-member or multi-member limited liability company or a joint stock company, wholly or partly foreign-owned. Before 1 March 2026 the investor had to obtain the IRC first and then register the company. Article 19 of the 2025 law and Article 72 of Decree No. 96/2026/ND-CP now also allow the company to be registered first, with an undertaking to meet the market access conditions; the IRC must follow within 12 months and the company may not implement the project or add business lines until it does. Which route to choose, the dossiers and the timelines are set out in The Investment Registration Certificate and Setting up a company step by step; the choice of company type is in Choosing a business vehicle.

# 2. Capital contribution or share purchase

Buying into an existing Vietnamese company, by subscribing for new capital or buying an existing holding, requires no IRC. Article 21 of the law nevertheless requires a foreign investor to **register** the capital contribution or share purchase with the investment registration authority, in practice the provincial Department of Finance, before the business registration office records the change of members or shareholders, in three cases.

**When an acquisition must be registered under Article 21**

1. **Foreign ownership increases in a line with market access conditions**
   The target does business in one of the 62 conditional lines in Appendix I of Decree No. 96/2026/ND-CP and the transaction increases the foreign share of its charter capital, whatever the resulting percentage.

2. **Foreign ownership crosses 50%, or increases once above 50%**
   The transaction takes the aggregate foreign holding from 50% or below to above 50%, or increases it when it is already above 50%. This is also the threshold at which the target becomes a foreign investor for its own later projects under Article 20.

3. **The target holds sensitive land**
   The target holds land use rights on an island, in a border commune, ward or township, in a coastal commune, ward or township, or in another area affecting national defence or security, regardless of the percentage acquired.

The registration dossier contains the prescribed form (revised by Circular No. 55/2026/TT-BTC of 15 May 2026, which replaced the earlier Circular No. 25/2023/TT-BKHDT form and requires the tentative rather than the actual transaction value), the investor's legal documents, the target's enterprise registration certificate and, where sensitive land is involved, the land use right certificates and a defence and security opinion. The authority responds within 15 days of a valid dossier, confirming that the market access conditions are met; the parties then close, the target amends its enterprise registration and updates its beneficial owner declaration, and the buyer brings the price through the investment capital account. Outside the three cases the parties simply close and amend the registration.

Two further regimes apply to acquisitions. **Merger control** under Law No. 23/2018/QH14 on Competition requires an economic concentration above the notification thresholds to be notified to the National Competition Commission before completion; under Resolution No. 66.18/2026/NQ-CP the general thresholds are doubled from 1 July 2026 to 28 February 2027 to VND 6,000 billion in Vietnamese assets or turnover or a VND 2,000 billion transaction value, alongside a 20% combined market share test, with separate thresholds for banks, insurers and securities firms; failing to notify can cost up to 5% of relevant turnover. **Tax**: since 15 December 2025 a foreign corporate seller of capital in a Vietnamese company pays corporate income tax at 2% of the gross sale proceeds under Decree No. 320/2025/ND-CP, and indirect transfers are taxable; a Vietnamese corporate seller is taxed on the gain as ordinary income. The acquisition process from term sheet to completion is in Chapter 8.

## 3. Business cooperation contract

A business cooperation contract (hợp đồng hợp tác kinh doanh, BCC) is a contract between investors to cooperate in business and to share profits or products without establishing a company. It is used where one party contributes a licence, land, a network or a brand and the other capital or technology; in sectors where a foreign-invested company is not yet permitted or is capped, so that cooperation is the only route; and for discrete projects such as a single property development or a joint distribution programme. A BCC with a foreign party requires an IRC in the names of the parties, and the parties may establish a coordination board and an executive office in Vietnam to run the contract. Because there is no separate legal person, each party is liable for its own obligations and taxed on its own share of income, and the contract must allocate risk, accounting, the ownership of assets created and the exit. A foreign party to a BCC may open an executive office that can hold a seal, a bank account and employees. A BCC between Vietnamese investors is governed by the Civil Code and needs no IRC.

## 4. Public-private partnership

Infrastructure projects in which the State is the counterparty, such as roads, bridges, airports, ports, power, water, waste treatment, healthcare and education facilities and IT infrastructure, follow Law No. 64/2020/QH14 on PPP Investment, amended by Law No. 57/2024/QH15 and Law No. 90/2025/QH15 and implemented by Decree No. 243/2025/ND-CP. The 2024 and 2025 amendments removed the former minimum project sizes for most sectors, reinstated build-transfer (BT) contracts paid in land or budget funds, raised the ceiling on State capital participation above the former 50% in defined cases, and simplified investor selection for projects proposed by investors. Contract types include BOT, BTO, BOO, O&M, BTL, BLT and BT, and mixed forms. Investors are selected by open bidding, competitive negotiation or, in limited cases, direct appointment under the Law on Bidding (Law No. 22/2023/QH15 as amended by Law No. 90/2025/QH15), and a project company is established to sign the PPP contract. Foreign investors participate on equal terms but in practice bid with a Vietnamese partner, and the bankability of the contract (revenue-sharing mechanisms, foreign currency convertibility guarantees and step-in rights) is negotiated with the contracting authority. Public procurement of goods and services, as opposed to PPPs, is governed by the Law on Bidding and generally requires a foreign contractor to form a joint venture with, or subcontract to, a Vietnamese contractor (FAQ 96).

### Choosing between the forms

| Form | Needs an IRC? | Separate legal entity? | Typical timetable | Typical use |
|---|---|---|---|---|
| **New LLC or joint stock company** | Yes, for a foreign investor or a company above 50% foreign-owned (may follow incorporation by up to 12 months) | Yes | 2 to 3 months to trading; longer with sector licences | Manufacturing, services, trading, technology: most greenfield projects |
| **Buying into an existing company** | No; Article 21 registration in the three cases (15 days) | Yes (the target) | 4 to 12 weeks from signing to completion, longer with merger control | Market entry with an existing licence, customers or land; joint ventures; consolidation |
| **Business cooperation contract** | Yes, where a foreign party signs | No | Similar to a new project | Sector not yet open to a foreign company; projects built around a partner's asset |
| **PPP project** | PPP project contract and investor selection under the PPP Law; project company registered | Usually a project company | 12 months or more from feasibility study to contract | Infrastructure with the State as counterparty |
| **Branch or representative office** | No (Commercial Law licence instead) | No | 3 to 6 weeks | Liaison and market research (RO); limited trading in permitted sectors (branch) |

DECISION GUIDE

## Which form fits?

A first screen; sector rules may override it.

**Q1** **Does the target market require a licence, land or a network that would take more than a year to obtain from scratch?**

**Yes** Consider acquiring a company that already holds it. Check the Article 21 triggers, merger control and the 2% seller tax, and go to Chapter 8 for the process.

**No** Continue to Q2.

**Q2** **Is the line open to a foreign-invested company (not closed, and any cap compatible with your intended stake)?**

**Yes** Establish a Vietnamese company. Continue to Q3 for the route.

**No** If the line is capped, a joint venture within the cap or a BCC with a licensed Vietnamese partner; if closed, there is no lawful foreign entry.

**Q3** **Does the project depend on State land, a change of land use, housing, infrastructure or another Article 24 category?**

**Yes** Investment policy approval precedes the IRC; the IRC-first route is the only practical sequence, and a PPP may be the correct form if the State is the counterparty.

**No** Choose between the IRC-first route and the company-first route (IRC within 12 months) on timing grounds.

**Q4** **Is the State the customer or the grantor of the asset (a road, a plant, a utility)?**

**Yes** A PPP under Law No. 64/2020/QH14 as amended, or a public procurement bid under the Law on Bidding, usually with a Vietnamese partner.

**No** A company or a BCC, as above.

WORKED EXAMPLE

## A Korean components group: greenfield plant or a 70% acquisition of a Vietnamese supplier

The group needs capacity in northern Vietnam within a year. A greenfield plant in an industrial park would take about ten months to first production; a Vietnamese supplier with a licensed plant on a one-off-rent industrial park sublease is for sale. Illustrative figures.

| | |
|---|---|
| **Greenfield** | IRC (10 working days) and ERC (3 working days) within two months; factory lease; construction permit and fire-safety approval; environmental permit; equipment import under the fixed-asset duty exemption; first production in month 10. Total investment USD 15 million. No Article 21 issues; no merger control. |
| **Acquisition of 70%** | Target's lines are not conditional; foreign ownership moves from 0% to 70%, crossing 50%, so Article 21 registration is required (15 days). Combined Vietnamese turnover of the parties is below the doubled merger-control thresholds, so no notification. Due diligence on paid-up capital, the sublease and land rent status, labour liabilities and transfer pricing. Price USD 9 million through the investment capital account; the Vietnamese individual sellers pay personal income tax on their gains. Completion in week 9; the target becomes a foreign investor for its own future projects. |

| | |
|---|---|
| **Governance after the acquisition** | Multi-member LLC with the founders at 30%: the Korean group controls the 65% matters but not the 75% matters (sale of major assets, charter amendments, reorganisation), so reserved matters, a shareholders' agreement mirrored in the charter and a call option over the remaining 30% are negotiated before signing (Chapter 2, section 2.4). |
| **Outcome** | The group acquires, meets its one-year deadline, and plans a later greenfield expansion in the target's name, which will now require an IRC because the target is above 50% foreign-owned. |

Had the target held land in a coastal commune, Article 21 registration would have required a defence and security opinion and added weeks; had the seller been a foreign company, it would have paid 2% of the USD 9 million gross price.

## Questions investors ask about forms of investment

### Do I need an IRC to buy shares in a Vietnamese company?

No. A capital contribution or share purchase needs no Investment Registration Certificate. It must, however, be registered under Article 21 of the Law on Investment before the change of shareholders is recorded where it raises foreign ownership in a conditional line, takes foreign ownership above 50% or increases it once above 50%, or the target holds sensitive land.

### How long does Article 21 registration take?

The investment registration authority confirms within 15 days of a valid dossier that the market access conditions are met. The dossier uses the form in Circular No. 55/2026/TT-BTC, which asks for the tentative transaction value.

### What is a business cooperation contract in Vietnam?

A contract between investors to cooperate in business and share profits or products without forming a company. A BCC with a foreign party requires an IRC; each party is liable for its own obligations and taxed on its own share, and a coordination board may be set up to run the contract.

### Can a foreign company bid for infrastructure projects in Vietnam?

Yes, under Law No. 64/2020/QH14 on PPP Investment as amended in 2024 and 2025 and Decree No. 243/2025/ND-CP. Investors are selected by bidding, a project company signs the PPP contract, and foreign bidders commonly team with a Vietnamese partner. BT contracts were reinstated by the 2024 amendments.

**What tax does a foreign seller pay on selling a Vietnamese company?**

Since 15 December 2025 a foreign corporate seller pays corporate income tax at 2% of the gross sale proceeds under Decree No. 320/2025/ND-CP, replacing the former 20% on the net gain; indirect transfers are also taxable. Sales of listed securities by foreign corporate sellers are taxed at 0.1% of proceeds.

THE 2027 HORIZON

- The doubled merger-control thresholds under Resolution No. 66.18/2026/NQ-CP expire on 28 February 2027 unless extended or made permanent by decree; deals signing in early 2027 should be tested against both sets of thresholds.
- Law No. 24/2026/QH16 revises the conditional business lines from 1 March 2027, which can change whether a target's lines trigger Article 21 registration.
- A draft decree on investment in the Vietnam International Financial Centre is expected to add new forms and vehicles for financial-sector investors in Ho Chi Minh City and Da Nang.

## Terms you will meet in the documents

| English | Vietnamese | Meaning |
|---|---|---|
| **Establishing an economic organisation** | *Thành lập tổ chức kinh tế* | Forming a Vietnamese company (Article 22). |
| **Capital contribution, purchase of shares or capital contributions** | *Góp vốn, mua cổ phần, mua phần vốn góp* | Buying into an existing company (Article 21 registration in three cases). |
| **Business cooperation contract (BCC)** | *Hợp đồng hợp tác kinh doanh* | Cooperation without a company; IRC required where a foreign party signs. |
| **Public-private partnership** | *Đầu tư theo phương thức đối tác công tư (PPP)* | Infrastructure investment with the State under Law No. 64/2020/QH14. |
| **Economic concentration** | *Tập trung kinh tế* | A merger, acquisition, consolidation or joint venture subject to merger control under the Competition Law. |
| **National Competition Commission** | *Ủy ban Cạnh tranh Quốc gia* | The merger-control authority under the Ministry of Industry and Trade. |
| **Coordination board** | *Ban điều phối* | The body the parties to a BCC may establish to run the contract. |
| **Project company** | *Doanh nghiệp dự án* | The company established to sign and perform a PPP contract. |

### FOREIGN V VIETNAMESE INVESTOR

A Vietnamese investor forms a company, buys shares or signs a BCC without an IRC or Article 21 registration, and its projects need approval only where the Article 24 categories apply to everyone. Merger control and the Law on Bidding apply to both. The forms are the same; the paperwork is lighter.

### WATCH OUT FOR

- Closing an acquisition before the Article 21 registration where one is required: the business registration office will not record the new shareholder and the price has been paid into a company the buyer does not yet own.
- Using a BCC to enter a closed sector: a BCC does not avoid the market access list.
- Forgetting merger control: an economic concentration above the thresholds must be notified before completion, and the thresholds change on 1 March 2027.
- Paying the purchase price outside the investment capital account: the buyer cannot later remit the proceeds of a resale as capital.
- Treating a PPP as a commercial contract: the PPP Law, the Law on Bidding and the public-investment rules govern the process from the feasibility study onwards.

### OFFICIAL SOURCES

- National Legal Database (vbpl.vn): Law No. 143/2025/QH15, Articles 19 to 23; Law No. 64/2020/QH14 on PPP Investment as amended; Law No. 23/2018/QH14 on Competition; Circular No. 55/2026/TT-BTC — https://vbpl.vn
- Ministry of Finance — https://mof.gov.vn
- National Business Registration Portal — https://dangkykinhdoanh.gov.vn
- Ministry of Industry and Trade (National Competition Commission) — https://moit.gov.vn

# The Investment Registration Certificate (IRC): who needs one, the dossier, the two routes, and the obligations that follow

Reviewed 10 October 2026 · Prepared by a foreign investment lawyer (now retired) with 20 years' experience advising on Vietnamese investment law · Legal and tax information, not legal advice · How we check · Open in the app

**WHAT YOU NEED TO KNOW**

- A foreign investor, or a company more than 50% foreign-owned, needs an Investment Registration Certificate for each investment project; Vietnamese investors and companies at or below that threshold do not (Article 26, Law No. 143/2025/QH15).
- Where no investment policy approval is required, the provincial Department of Finance or the zone management board decides within ten working days of receiving a valid dossier (Article 39, Decree No. 96/2026/ND-CP); there is no State fee.
- Since 1 March 2026 the company may be incorporated first, with the IRC to follow within 12 months; until it issues, the project may not be implemented and business lines may not be added (Article 19 of the law; Article 72 of the decree).
- A project runs for up to 50 years (70 in defined cases), must be adjusted when its main contents change, may be transferred, and can be terminated by the authority 24 months after a missed schedule without an approved extension (Articles 31 to 36).
- A deposit of 3%, 2% or 1% of investment capital is payable only where the investor seeks State land or a change of land use (Article 30 of the law; Article 27 of the decree).

## What the certificate is, and what it is not

The Investment Registration Certificate (Giấy chứng nhận đăng ký đầu tư, universally abbreviated IRC) is the State's record of a specific investment project carried out by a foreign investor. It is a project document, not a company document. It identifies the investor, names the project and its objectives, fixes its location and land area, states the total investment capital and the schedule on which it will be contributed, sets the duration and the implementation timetable, and records any incentives and the conditions attached to them. A company that carries out two projects holds two IRCs; a project that is sold moves to the buyer by adjustment of the certificate. The Enterprise Registration Certificate, which creates the company itself, is a different document issued under a different law and is dealt with in Setting up a company step by step.

Two consequences follow. First, everything written in the IRC is an undertaking. The capital schedule, the implementation timetable and the stated objectives are enforced through the reporting regime described in Reporting and ongoing obligations, and a material departure that has not been registered as an adjustment is a breach. Second, the IRC is where the foreign investor's market-access position is fixed: the business lines it records have been checked against Appendix I of Decree No. 96/2026/ND-CP, and adding a line later means a further check and an adjustment.

## Who needs an IRC

Article 26 of Law No. 143/2025/QH15 requires an IRC for an investment project of a foreign investor, and for a project of a foreign-invested economic organisation that falls within Article 20, that is, a Vietnamese company in which foreign investors hold more than 50% of the charter capital, or which is itself more than 50% held by such companies. Domestic investors, and companies at or below the 50% threshold, do not need one. Nor does the purchase of shares or capital in an existing company, although Article 21 requires some acquisitions to be registered before the change of shareholders is recorded; that procedure is explained in Forms of investment and in Chapter 8.

A representative office or a branch of a foreign trader is not an investment project and needs no IRC; it is licensed under the Commercial Law instead (Branches and representative offices). A business cooperation contract to which a foreign investor is a party does need one.

DECISION GUIDE

### Do I need an IRC?

Work through the questions in order. The answer is settled by the first question that points to an outcome.

**Q1** **Is the investor a foreign national or an organisation established under foreign law, or a Vietnamese company more than 50% foreign-owned (Article 20)?**

**Yes** Continue to Q2.

**No** No IRC. A Vietnamese investor, or a company at or below 50% foreign ownership, registers the company only; if the project falls within Article 24 it still needs investment policy approval, and it must notify the registration authority before implementing the project (Article 47).

**Q2** **Is the transaction the purchase of shares or capital in an existing Vietnamese company, rather than a new project?**

**Yes** No IRC. Check instead whether Article 21 registration is required: foreign ownership rising in a conditional line, crossing or increasing above 50%, or a target holding sensitive land.

**No** Continue to Q3.

**Q3** **Is the presence a representative office or a branch of the foreign company rather than a Vietnamese company or a project?**

**Yes** No IRC. Apply for the representative office or branch licence under Decree No. 07/2016/ND-CP, or to the sector regulator.

**No** Continue to Q4.

Q4 **Does the project fall within an Article 24 category (State land without auction, change of land use, housing, golf, ports, airports, casinos, oil and gas processing, network telecoms, press, publishing, afforestation)?**

**Yes** Investment policy approval first, then the IRC. See Investment policy approval.

**No** IRC required. Choose between the IRC-first and the company-first route below, or the Article 28 special procedure if the project sits in a qualifying zone.

## Which authority

Under Article 27 of the law, a project located outside the zones is registered with the **Department of Finance** of the province or centrally run city (the former Department of Planning and Investment, merged in 2025), and a project inside an industrial park, export processing zone, high-tech zone or economic zone with the zone's **management board**. A project spanning two provinces, or one whose location has not yet been fixed, is registered where the investor proposes its head office. Filing is through the National Investment Information System operated by the Ministry of Finance, and the same department usually houses the business registration office that will issue the Enterprise Registration Certificate, so the two filings are commonly handled by one team of officials.

## The two routes since 1 March 2026

**Route A: IRC first, company second.** The foreign investor applies in its own name. On issue of the IRC it registers the Vietnamese company within three working days of a valid dossier, with the IRC attached, and the company inherits the project. This remains the standard route for projects that need investment policy approval, for projects relying on an industrial park lease (the park developer will usually sign the lease with the project company only after the IRC), and for investors that want the land, licence and capital questions settled before any entity exists.

**Route B: company first, IRC within 12 months.** Article 19 of the law and Article 72 of Decree No. 96/2026/ND-CP allow the foreign investor to register the company first, with an undertaking in the registration dossier that it will meet the market-access conditions. The company must then obtain the IRC within 12 months of its establishment and, until it does, may not implement the project or change its registered business lines. Capital is contributed on the schedule the IRC will set, but the 90-day rule for charter capital under the Law on Enterprises still applies to the company, so the two schedules must be planned together (Charter capital and capital contribution). Circular No. 38/2026/TT-NHNN, in force from 18 August 2026, removed the earlier obstacle by allowing the investment capital account to be opened before the IRC. The decree is silent on the consequence of missing the 12-month deadline; the prudent reading is that the company cannot lawfully trade and that the registration authority may require it to dissolve or re-register as a domestic company if the market-access undertaking cannot be met.

Route B suits an investor that needs a legal person quickly, for example to sign an office lease, employ a country manager or hold a tender position, and whose project has no land or policy-approval dimension. It is not a way of starting operations early.

**How to obtain an IRC where no investment policy approval is needed**

1. **Clear the business lines**

   Classify each proposed activity by its VSIC code and check it against Appendix I of Decree No. 96/2026/ND-CP (foreign market access) and the conditional business lines under Article 7 of the law. Register the lines the project will actually pursue (Market access for foreign investors).

2. **Secure evidence of the location**

   A signed lease, a memorandum of understanding or a letter of offer from an industrial park developer or a landlord, with the landlord's title documents. A project that will need State land allocation or lease, or a change of land use, is an Article 24 project and needs investment policy approval first.

3. **Assemble and legalise the investor's documents**

   Certificate of incorporation, charter or equivalent, a resolution authorising the investment and appointing a representative, and the representative's passport; for an individual investor, the passport. Documents issued abroad are apostilled (Vietnam applies the Apostille Convention from 11 September 2026) or consular-legalised, and translated into Vietnamese by a certified translator.

4. **Prove financial capacity**

   Audited financial statements for the last two years, a bank confirmation of available funds, a parent company guarantee or a financing commitment, in an amount consistent with the capital contribution schedule in the proposal. Authorities compare the two figures line by line.

5. **Draft the project proposal**

   Objectives, scale and products or services; total investment capital split between charter capital and loans, with the contribution schedule; location, land area and the basis of the right to use it; implementation timetable with milestones; labour requirement by nationality; technology to be used and, where the Law on Technology Transfer requires, an explanation of it; environmental measures; and the incentives claimed, with the statutory basis for each.

6. **File through the National Investment Information System**

   The investor or an authorised filer with a digital signature uploads the dossier on the forms prescribed by the Ministry of Finance under Decree No. 96/2026/ND-CP. The authority checks validity; a request for clarification stops the clock until the response is filed.

7. **Receive the IRC within ten working days**

   Article 39 of the decree sets ten working days from receipt of a valid dossier. The IRC is issued electronically and in hard copy on request. A refusal must be in writing with reasons and can be complained of or challenged in the administrative court.

8. **Register the company, or record the project**

   On Route A, file the enterprise registration dossier with the IRC attached (three working days). On Route B, the existing company's details are updated. Then open the investment capital account, contribute charter capital within 90 days, and begin the post-licensing steps in Setting up a company step by step.

## IRC dossier checklist (new project, no investment policy approval)

The documents the Department of Finance or zone board will expect in a Route A application. Foreign-issued documents need an apostille or consular legalisation and a certified Vietnamese translation.

- [ ] **Written request for implementation of the investment project**
  On the prescribed form; signed by the investor's authorised representative with a digital signature.
- [ ] **Investor's legal status documents**
  Certificate of incorporation or business registration and charter (company); passport (individual); resolution of the board or owner approving the project and appointing the representative.
- [ ] **Evidence of financial capacity**
  Last two years' audited financial statements; or a bank balance confirmation dated within the last three months; or a parent guarantee or financing commitment covering the contribution schedule.
- [ ] **Project proposal**
  Objectives, scale, capital and schedule, location and land use, duration, labour, technology, environment, incentives and their legal basis, and a preliminary assessment of socio-economic effect where the form asks for it.
- [ ] **Evidence of the right to use the location**
  Lease, memorandum or letter of offer with the landlord's or park developer's land use right certificate or equivalent.
- [ ] **Technology explanation**
  Only for projects using technology on the restricted-transfer list under the Law on Technology Transfer: name, origin, process diagram, main equipment and technical parameters.
- [ ] **Business cooperation contract**
  Only where the project is carried out under a BCC.
- [ ] **Enterprise Registration Certificate of the Vietnamese company**
  Only on Route B, where the company already exists.
- [ ] **Power of attorney**
  Where a service provider or an individual files on the investor's behalf; both principal and filer complete electronic authentication under Decree No. 296/2026/ND-CP.

### Timing, fees and the numbers that govern the certificate

| Item | Rule | Source |
|---|---|---|
| **Decision period (no policy approval)** | 10 working days from a valid dossier | Decree No. 96/2026/ND-CP, Article 39 |

| Item | Rule | Source |
|---|---|---|
| **Decision period, special investment procedure** | 15 working days | Law No. 143/2025/QH15, Article 28; Decree No. 96/2026/ND-CP |
| **Decision period where policy approval was obtained** | Generally 5 working days from the approval where the investor was approved with it | Decree No. 96/2026/ND-CP |
| **Company first, IRC within** | 12 months of establishment | Law, Article 19; Decree, Article 72 |
| **State fee for the IRC** | None | No fee is prescribed for issue or adjustment |
| **Enterprise Registration Certificate** | 3 working days; VND 50,000 fee (waived for online filing); publication fee VND 100,000 | Decree No. 168/2025/ND-CP; Circular No. 47/2019/TT-BTC |
| **Project term** | Up to 50 years; up to 70 years in economic zones and defined cases | Law, Article 31 |
| **Deposit where State land is sought** | 3% of capital up to VND 300 billion; 2% from VND 300 billion to VND 1,000 billion; 1% above; 25% or 50% reductions | Law, Article 30; Decree, Article 27 |
| **Termination after a missed schedule** | 24 months without an approved extension | Law, Article 36 |
| **Investment reports** | Quarterly before the 10th of the first month of the next quarter; annually before 31 March | Law, Article 47; Decree, Article 94 |

WORKED EXAMPLE

## A USD 2 million electronics-components factory in an industrial park in Bac Ninh

A Singapore-incorporated subsidiary of a European group plans a wholly owned Vietnamese LLC to assemble components on 5,000 $m^2$ of leased factory space in an industrial park. No State land, no Article 24 category, no conditional business line. The figures are illustrative and the professional-fee ranges are typical market ranges in October 2026; they are not quotations.

| | |
|---|---|
| **Investment capital** | Total USD 2,000,000: charter capital USD 800,000 (paid within 90 days of the ERC), shareholder loan USD 1,200,000 (registered with the State Bank before drawdown). |
| **Authority** | Management board of the industrial park (the project sits inside the zone). |
| **Route** | Route A. The park developer requires the IRC before it will sign the factory lease with the project company; a letter of offer supports the application. |

| | |
|---|---|
| **Weeks 1 to 3** | Group approvals; apostille of the Singapore certificate of incorporation, constitution and board resolution; certified translations; bank confirmation of funds; project proposal drafted. |
| **Weeks 4 to 6** | IRC dossier filed on the National Investment Information System; one clarification request on the technology description answered in two days; IRC issued on working day 9 after the valid dossier. |
| **Week 7** | Enterprise registration dossier filed with the IRC; ERC issued in three working days; tax code allocated automatically; seal made; registration published on the Portal. |
| **Weeks 7 to 9** | Investment capital account and VND current account opened (legal representative verified in person); digital signature token; e-invoice registration; factory lease signed; labour declaration. |
| **Weeks 9 to 16** | Charter capital remitted in two tranches, well inside the 90-day window; shareholder loan registered with the State Bank; machinery imported under the duty exemption for fixed assets of the project (the project qualifies by sector). |
| **Official costs** | IRC: nil. ERC: VND 50,000 (waived online) plus VND 100,000 publication. Apostilles and translations: roughly USD 400 to 800. Digital signature token: about VND 1.5 to 3 million for three years. |
| **Professional fees (typical ranges)** | Vietnamese firm handling IRC, ERC and post-licensing: USD 3,000 to 8,000. International firm: USD 10,000 to 25,000, depending on structuring and lease negotiation. |
| **First quarterly investment report** | Due before the 10th day of the first month after the quarter in which the IRC was issued, even if nothing has been disbursed. |

Had the same investor chosen Route B, the ERC would have issued in week 2, but the lease, the machinery imports and the duty exemption would all have waited for the IRC, and the 90-day charter capital clock would have started ten weeks earlier.

Had the site required State land outside a park, investment policy approval from the provincial People's Committee chairman would have preceded the IRC and added months, together with a deposit of 3% of the capital.

## Deposits and financial capacity

The Law on Investment sets no general minimum investment amount. The authority nevertheless appraises financial capacity, and regulated sectors carry their own legal capital. A **deposit** (ký quỹ) arises only where the investor asks the State to allocate or lease land, or to permit a change of land use. Article 30 of the law then requires a deposit, or a bank guarantee of it, unless the land was won at auction or tender, is received by transfer from another user, or another exception applies. Article 27 of Decree No. 96/2026/ND-CP sets the rate at 3% of investment capital up to VND 300 billion, 2% of the portion between VND 300 billion and VND 1,000 billion, and 1% of the portion above, with a 25% reduction for projects in incentivised sectors or disadvantaged areas and 50% for specially incentivised

sectors or especially disadvantaged areas. The deposit is paid in instalments tied to milestones and refunded as the project progresses; it is forfeited to the State budget if the project is terminated for the investor's default.

## Term, adjustment, transfer and suspension

Under Article 31 a project may run for up to 50 years, and up to 70 years inside an economic zone and for projects in disadvantaged areas, slow-payback projects, high-tech park infrastructure and special-incentive projects. The term can be extended on expiry unless the project uses outdated, polluting or resource-intensive technology or the investor undertook to hand assets to the State without compensation.

Article 33 requires the IRC to be adjusted before any change to its main contents: the investor, the name or objectives, scale, location or land area, capital or its schedule, duration or timetable, and the incentives. Article 34 permits the transfer of all or part of a project to another investor, which in practice means transferring the company, with Article 21 registration where foreign ownership crosses a threshold and the 2% tax on gross proceeds for a foreign corporate seller (Decree No. 320/2025/ND-CP). Article 35 lets an investor suspend a project, but only after written notice to the authority, and suspension for force majeure can earn an exemption from land rent and an extension of the timetable; suspension without notice is simply delay.

## Termination and what follows

Article 36 gives the registration authority power to terminate a project in defined cases: the project is 24 months behind the schedule in the IRC without an approved extension; a required deposit or guarantee has not been provided; the land has been recovered for non-use; the project was registered on the basis of false documents; or a court judgment or arbitral award so orders. Termination is by written decision, which can be challenged by administrative complaint and in the administrative court. The investor then liquidates the project under the Law on Enterprises and the civil law; a foreign investor may transfer the liquidation proceeds abroad after settling tax and other obligations, through the investment capital account (Chapter 6). The company may continue to exist and pursue another project if one is registered; otherwise it dissolves (Chapter 8).

### Questions investors ask about the IRC

**Does a 49% foreign-owned joint venture need an IRC for a new project?**

No. A Vietnamese company in which foreign investors hold 50% or less of the charter capital invests as a domestic investor under Article 20 of the Law on Investment, so its new projects need no IRC and are not subject to the foreign market access list. Investment policy approval still applies if the project falls within Article 24.

### How long does an IRC take in practice?

The statutory period is ten working days from a valid dossier. Allowing for document legalisation, translation and one round of clarification, a straightforward project on leased premises typically takes four to six weeks from instruction to certificate; a project needing investment policy approval takes months.

### Can I start trading once the company is registered but before the IRC issues?

No. Under Article 72 of Decree No. 96/2026/ND-CP a company registered before its IRC may not implement the project or add business lines until the certificate is issued, and it must obtain the IRC within 12 months of establishment.

### Is there a government fee for the IRC?

No. No State fee is prescribed for the issue or adjustment of an Investment Registration Certificate. The enterprise registration that follows costs VND 50,000, waived for online filing, plus a VND 100,000 publication fee.

### What happens if we miss the capital contribution schedule in the IRC?

The shortfall is a breach of the IRC and, for charter capital, of the 90-day rule in the Law on Enterprises. Apply for an adjustment of the schedule before the date passes; a project 24 months behind without an approved extension can be terminated under Article 36, and incentives tied to disbursement milestones are lost.

**THE 2027 HORIZON**

- Law No. 24/2026/QH16 revises the list of conditional business lines from 1 March 2027; a project registering lines in 2027 should be checked against the new annex.
- The amended Land Law before the National Assembly in October 2026 (draft effective 1 March 2027) would change the investor-selection and land-pricing rules that sit behind Article 24 projects; see Chapter 5.
- The Ministry of Finance is expected to issue consolidated forms for the Decree No. 96/2026/ND-CP procedures; until it does, the registration authorities accept applications on the existing templates adapted to the new decree.

## Terms you will meet in the documents

| English | Vietnamese | Meaning |
|---|---|---|
| **Investment Registration Certificate (IRC)** | *Giấy chứng nhận đăng ký đầu tư* | The certificate recording a foreign investor's project (Article 26). |
| **Enterprise Registration Certificate (ERC)** | *Giấy chứng nhận đăng ký doanh nghiệp* | The certificate creating the Vietnamese company under the Law on Enterprises. |

| English | Vietnamese | Meaning |
|---|---|---|
| **Investment policy approval** | *Chấp thuận chủ trương đầu tư* | Upstream approval of a project in the Article 24 categories. |
| **Foreign-invested economic organisation** | *Tổ chức kinh tế có vốn đầu tư nước ngoài* | A Vietnamese company with foreign members or shareholders; treated as a foreign investor when more than 50% foreign-owned (Article 20). |
| **Investment capital** | *Vốn đầu tư* | The total capital of the project, charter capital plus loans, stated in the IRC. |
| **Deposit** | *Ký quỹ bảo đảm thực hiện dự án* | The security for performance of a project that uses State land (Article 30). |
| **Investment registration authority** | *Cơ quan đăng ký đầu tư* | The provincial Department of Finance or the zone management board (Article 27). |
| **National Investment Information System** | *Hệ thống thông tin quốc gia về đầu tư* | The Ministry of Finance's online system for IRC filings and investment reports. |

### FOREIGN V VIETNAMESE INVESTOR

A Vietnamese investor, or a company at or below 50% foreign ownership, needs no IRC and files no IRC dossier. It registers the company, obtains investment policy approval where Article 24 applies to everyone, notifies the registration authority before implementing a project (Article 47) and files the same quarterly and annual investment reports. The deposit rules for State land apply to both.

### WATCH OUT FOR

- Treating the IRC schedule as aspirational: the capital contribution schedule and the implementation timetable are enforceable, and 24 months' delay without an approved extension is a ground for termination.
- Registering the company first and then trading: until the IRC is issued the company may not implement the project or add business lines.
- Financial capacity evidence that does not match the capital figure in the proposal; authorities compare the two.
- Setting total investment capital at the charter capital figure only, leaving no headroom to register shareholder loans with the State Bank.
- Changing the project in substance, a new product line, a new site or a new investor, without first adjusting the IRC.

## OFFICIAL SOURCES

- National Legal Database (vbpl.vn): Law No. 143/2025/QH15, Articles 19 to 21 and 26 to 36; Decree No. 96/2026/ND-CP, Articles 27, 39 and 72 — https://vbpl.vn
- Ministry of Finance (National Investment Information System) — https://mof.gov.vn
- National Business Registration Portal — https://dangkykinhdoanh.gov.vn
- State Bank of Vietnam: Circular No. 38/2026/TT-NHNN (investment capital accounts) — https://www.sbv.gov.vn
- Vietnam Law & Legal Forum (official English-language coverage of the Law on Investment 2025) — https://vietnamlawmagazine.vn

# Investment policy approval and the Article 28 special investment procedure: which projects, which authority, how long, and how land is tied in

Reviewed 10 October 2026 · Prepared by a foreign investment lawyer (now retired) with 20 years' experience advising on Vietnamese investment law · Legal and tax information, not legal advice · How we check · Open in the app

**WHAT YOU NEED TO KNOW**

- Investment policy approval is an upstream decision on a project's objectives, location, scale, timetable and, often, its investor, required only for the categories in Article 24 of the Law on Investment.
- Projects seeking State land without auction or tender or a change of land use, housing and urban projects, golf courses, industrial park infrastructure, major ports and airports, casinos, oil and gas processing and four foreign-investor categories (network telecoms, press, publishing, afforestation) are in those categories.
- The National Assembly, the Prime Minister or the provincial People's Committee chairman approves by category (Article 25); zone management boards approve provincial-level projects in their zones; statutory appraisal periods run from about 35 days at provincial level to several months for Prime Ministerial projects.
- Where State land is involved, approval is the gateway to a land auction, investor bidding or approval of a named investor who already holds the land.
- The Article 28 special investment procedure lets qualifying projects in zones skip policy approval and several technical approvals against a written commitment, with the IRC in 15 working days.

## What investment policy approval is

Investment policy approval (chấp thuận chủ trương đầu tư) is the State's decision, before any certificate issues, that a project may proceed in principle: its objectives, location, land area, scale, capital, timetable and, in many cases, the identity of the investor. It is required only for the project categories listed in Article 24 of the Law on Investment; most manufacturing and service projects on leased premises or in industrial parks never need it. Where it is required, the IRC follows the approval, and in projects where the investor was approved together with the policy the IRC issues within a short period without a further appraisal.

The approval is a project-level document that binds the investor as closely as the IRC. Its contents are later reflected in the land allocation or lease decision, the construction planning approvals and the IRC, and a change to location, scale, objectives or investor requires an adjustment of the approval under Article 32 before the dependent documents can change.

## Which projects need it

Article 24 lists the categories. For all investors: projects that request the State to allocate or lease land without auction or tender, or to permit a change of land use (other than small cases the Land Law exempts); housing and urban-area projects; golf courses; infrastructure for industrial parks and export processing zones; new airports, seaports and major port areas, and new airlines; casinos; oil and gas processing; projects that request the allocation of sea areas or are located in areas affecting national defence or security; nuclear power; projects requiring the conversion of protected or production forest land, or wet-rice land, above set areas; and projects requiring the resettlement of large populations. For foreign investors only: telecommunications services with network infrastructure, afforestation, publishing and press. The Prime Minister may also assign other projects of national importance to a higher level.

**Who approves, and the statutory appraisal periods**

| Authority | Typical projects | Appraisal and decision |
|---|---|---|
| **National Assembly** | Only projects that need special mechanisms or policies different from a law or a National Assembly resolution (Articles 24(20) and 25(1)) | Appraisal by a State appraisal council; decision at a National Assembly session; months |
| **Prime Minister** | Conversion of special-use, watershed or border protection forest of 50 ha or more, wind-, sand-or wave-break protection forest of 500 ha or more, or production forest of 1,000 ha or more; conversion of 500 ha or more of land growing two or more rice crops a year; casinos and betting; nuclear power; foreign investors' projects in network telecommunications, afforestation, publishing and press; resettlement of 20,000 people or more in mountainous areas or 50,000 elsewhere; projects in protection zone I of a World Heritage special national monument; other projects a law assigns to the Prime Minister (Article 25(2)) | Appraisal by the Ministry of Finance with ministry consultations; the law allows about 60 to 70 days for the appraisal chain; expect three to six months |
| **Provincial People's Committee chairman** | Projects requesting State land without auction or tender or a change of land use; land in defence or security areas; sea areas; housing and urban-area projects; golf courses; industrial park, export processing zone and digital technology zone infrastructure; new berths at special-class or Class I seaports; new airports, runways and major terminals; new passenger airlines; oil and gas processing; smaller resettlements and other heritage-zone projects; projects needing approval in two or more provinces (Article 25(3)) | Appraisal by the Department of Finance with provincial department consultations; about 35 days by statute; two to four months in practice |
| **Zone management board** | Provincial-level projects located inside its industrial park, export processing zone, high-tech zone or economic zone | Same periods as the provincial level |

**How the provincial-level process runs**

1. **Pre-application: planning check**
   Confirm that the site and the use are consistent with the provincial planning, the land use plan and, for urban projects, the zoning plan. A project inconsistent with planning cannot be approved until the plan is adjusted, which is a separate and often longer procedure.

2. **File the proposal dossier**
   The investor's legal and financial capacity documents; a project proposal covering objectives, scale, capital and schedule, land needs and the proposed land route (allocation, lease or change of use), the socio-economic and environmental effect and a preliminary environmental impact assessment where required; the proposed incentives; and, where the investor proposes the project on land it already holds, the land documents.

3. **Appraisal**
   The Department of Finance circulates the dossier to the land, planning, construction, environment and sector departments and to the district, collects their opinions within set periods, assesses planning compliance, land needs, investor capacity, effect and incentives, and reports to the People's Committee.

4. **Decision**
   The provincial People's Committee chairman issues the written approval, with or without approval of the investor, or a reasoned refusal. The approval states the project's parameters, the land route and the timetable.

5. **Investor selection where the investor was not approved**
   If the land is to be allocated or leased by auction, the land authority runs the auction; if by bidding, the Department of Finance runs the investor-selection bidding under the Law on Bidding; the winner becomes the investor and the IRC issues to it.

6. **IRC and land**
   The IRC issues to the approved investor (five working days where approval and investor came together), the land allocation or lease decision follows, the deposit under Article 30 is paid, and the land lease is signed with the land authority.

## Land: the three routes after approval

Where a project needs State land, the Law on Investment and the Land Law decide among three routes, and investment policy approval is the gateway to all of them. **Land auction** (đấu giá quyền sử dụng đất): the State auctions the land use rights to the highest bidder; the approval is of the project, and the auction winner becomes the investor. **Investor bidding** (đấu thầu lựa chọn nhà đầu tư): used where the land has not been cleared or the project is a housing or urban project, investors bid on their proposals and the winner is approved. **Approval of a named investor**: available where the investor already holds the land use rights or has received them by transfer, or in other cases the Land Law permits without auction or bidding, such as certain industrial park and incentivised-area projects. This structure explains

why foreign developers so often enter the Vietnamese property market by acquiring a company that already holds approved land rather than by applying for land themselves; the acquisition route and its registrations are in Chapter 8 and the land regime in Chapter 5.

## The special investment procedure (Article 28)

Article 28 of the 2025 law, carried over and broadened from a 2024 amendment, lets an investor choose a *special investment procedure* for a project located in an industrial park, export processing zone, high-tech park, concentrated digital technology zone, free trade zone, the international financial centre or a functional area of an economic zone, unless the project is one that needs investment policy approval. The project registers for the IRC on the strength of the investor's written commitment to comply with the conditions on technology, environment, planning, construction and fire safety, and the IRC issues within 15 working days. The project then skips investment policy approval, technology appraisal, the environmental impact assessment report, detailed construction planning, the construction permit and the related fire-safety design approvals; before construction begins the investor files a notice with the construction authority together with a feasibility study report that has been independently verified. The authorities inspect afterwards, and a breach of the commitment can lead to suspension or termination. The procedure was designed for semiconductor, data-centre, high-tech manufacturing and R&D projects that need speed and sit in zones with ready infrastructure, and it is the mechanism behind the fastest licensing timelines Vietnam now offers.

DECISION GUIDE

### Does my project need investment policy approval?

Answer for the project as a whole; one triggering element brings the whole project within Article 24.

**Q1** **Will the project ask the State to allocate or lease land without an auction or tender, or to permit a change of land use?**

- **Yes** Investment policy approval is required, from the provincial People's Committee chairman unless a higher category applies.
- **No** Continue to Q2.

**Q2** **Is the project a housing or urban-area project, a golf course, industrial park infrastructure, an airport, seaport or airline, a casino, oil and gas processing, nuclear power, or does it convert protected forest or wet-rice land or resettle a large population?**

- **Yes** Approval is required at the level the table assigns: forest and rice-land conversions above the thresholds, casinos, nuclear power and the largest resettlements go to the Prime Minister, and most of the rest to the provincial chairman; the National Assembly approves only projects needing special mechanisms.
- **No** Continue to Q3.

**Q3** **Is the investor foreign, and is the project in network telecommunications, press, publishing or afforestation?**

**Yes** Prime Ministerial investment policy approval is required.

**No** Continue to Q4.

**Q4** **Is the project in an industrial park, export processing zone, high-tech park, digital technology zone, free trade zone, the international financial centre or an economic zone functional area?**

**Yes** No policy approval. The investor may choose the Article 28 special investment procedure (IRC in 15 working days, commitment in place of several approvals) or the ordinary IRC procedure.

**No** No policy approval. Proceed to the ordinary IRC procedure (ten working days) on leased premises.

WORKED EXAMPLE

## A cold-chain logistics centre on State land outside Hai Phong

A Singapore logistics operator wants 8 hectares of agricultural land near the port, to be converted and leased from the State with annual rent. Illustrative timeline.

| | |
|---|---|
| **Trigger** | State land lease and change of land use: Article 24 project; provincial People's Committee chairman approves. Logistics services are a conditional line (container handling cap 50%, but the project is warehousing and transport, open). |
| **Months 1 to 2** | Planning check: the site is zoned for industrial and logistics use in the provincial plan; the land use plan for the year must include the conversion, so the investor registers the demand with the district in time for the annual plan. |
| **Months 2 to 5** | Proposal dossier filed; appraisal by the Department of Finance with opinions from the land, construction, environment and transport departments; preliminary environmental assessment; approval with the investor approved by name because the land will be leased without auction under a Land Law exception for the incentivised logistics sector in the area. |
| **Month 6** | IRC issued within five working days of the approval; company registered; deposit of 2% on the VND 400 billion band and 3% on the first VND 300 billion, reduced by 25% for the incentivised location, paid in the first instalment. |
| **Months 6 to 9** | Land recovery and compensation to current users by the district; land lease decision; lease signed; land rent exemption during construction and for the incentive period recorded. |
| **Months 9 to 18** | Environmental impact assessment report approved, construction permit, fire-safety approval, construction; investment reports filed quarterly from month 6. |

| | |
|---|---|
| **Compared with an industrial park** | The same centre on serviced land subleased from a park developer would have needed no policy approval: IRC in ten working days (or 15 under Article 28 with a commitment), lease with the developer, construction from month 3. |

The decision between State land and a park sublease is usually a trade between rent (State land is cheaper per square metre) and time (a park removes six to twelve months and the deposit).

## Questions investors ask about investment policy approval

### Does a factory in an industrial park need investment policy approval in Vietnam?

No. A tenant project on serviced land subleased from the park developer is not in the Article 24 categories. It needs only the IRC, within ten working days, or 15 working days under the Article 28 special investment procedure. The park developer's own infrastructure project did need approval.

### Who grants investment policy approval for a housing project in Vietnam?

Since 1 March 2026, the provincial People's Committee chairman, whatever the project's size, under Articles 24(11) and 25(3) of Law No. 143/2025/QH15, unless the project also falls in a Prime Ministerial category such as a large forest or rice-land conversion. The investor is then selected by auction or bidding unless it already holds the land use rights.

### How long does investment policy approval take?

About 35 days by statute at provincial level and 60 to 70 days for the appraisal chain on Prime Ministerial projects, running from a valid dossier. Planning consistency, land clearance and department consultations usually make it two to four months at provincial level and longer above.

### What does the Article 28 special investment procedure skip?

Investment policy approval, technology appraisal, the environmental impact assessment report, detailed construction planning, the construction permit and the related fire-safety design approvals, for qualifying projects in industrial parks, high-tech parks, digital technology zones, free trade zones, the international financial centre and economic zones. The investor commits in writing and is inspected afterwards; the IRC issues in 15 working days.

### Can investment policy approval be changed after it is granted?

Yes, by adjustment under Article 32 of the Law on Investment, which is required before any change to the project's objectives, location, scale, capital, timetable or investor can be reflected in the land documents or the IRC.

**THE 2027 HORIZON**

- The amended Land Law before the National Assembly in October 2026 (draft effective 1 March 2027) would recast the cases in which land is allocated or leased without auction or bidding, which directly affects which projects need approval and how investors are selected.
- A draft amendment to the Law on Housing published in September 2026 would change the investor-selection rules for housing projects.
- The Government is expected to extend the Article 28 special investment procedure to further zone types by decree as free trade zones in Hai Phong, Da Nang and Ho Chi Minh City are established.

## Terms you will meet in the documents

| English | Vietnamese | Meaning |
|---|---|---|
| **Investment policy approval** | *Chấp thuận chủ trương đầu tư* | Upstream approval of a project in the Article 24 categories. |
| **Approval of the investor** | *Chấp thuận nhà đầu tư* | Approval of a named investor together with, or after, the policy approval. |
| **Land use rights auction** | *Đấu giá quyền sử dụng đất* | Auction of State land to the highest bidder. |
| **Bidding to select an investor** | *Đấu thầu lựa chọn nhà đầu tư* | Competitive selection of the investor for a land-using project. |
| **Change of land use purpose** | *Chuyển mục đích sử dụng đất* | Conversion of land from one use category to another, a trigger for approval. |
| **Special investment procedure** | *Thủ tục đầu tư đặc biệt* | The Article 28 fast track for projects in qualifying zones. |
| **Appraisal** | *Thẩm định* | The Department of Finance's or ministry's assessment of the proposal before the decision. |
| **Provincial People's Committee** | *Ủy ban nhân dân cấp tỉnh* | The provincial executive; its chairman grants provincial-level approvals. |

**FOREIGN V VIETNAMESE INVESTOR**

Investment policy approval depends on the project category, not on nationality, so a Vietnamese developer of a housing project or a golf course needs it as a foreign one does. Four categories apply only to foreign investors: network telecommunications, afforestation, publishing and press. The Article 28 fast track is open to both.

**WATCH OUT FOR**

- Assuming an industrial park location avoids approval altogether: it does for the tenant's factory, but projects needing a change of land use always need it, and the park developer's infrastructure needed it.
- Starting site works, or signing a binding land contract, before the policy decision: the approval fixes location and scale, and a mismatch means starting again.
- Planning inconsistency discovered after filing: check the provincial plan, the land use plan and the zoning plan before the dossier is drafted.
- Under the Article 28 fast track the investor's commitment replaces the up-front checks; a later inspection that finds the commitment broken can stop the project.
- Approval of the project is not approval of the investor where auction or bidding follows; a competitor can win the land.

## OFFICIAL SOURCES

- National Legal Database (vbpl.vn): Law No. 143/2025/QH15, Articles 24 to 28 and 32; Decree No. 96/2026/ND-CP; Land Law No. 31/2024/QH15 — https://vbpl.vn
- Ministry of Finance — https://mof.gov.vn
- Government portal (chinhphu.vn): decrees and resolutions on investment — https://chinhphu.vn
- Ministry of Agriculture and Environment (land administration) — https://mae.gov.vn

# Investment incentives: preferential corporate income tax, tax holidays, import duty and land relief, special incentives, the Investment Support Fund and the global minimum tax

Reviewed 10 October 2026 · Prepared by a foreign investment lawyer (now retired) with 20 years' experience advising on Vietnamese investment law · Legal and tax information, not legal advice · How we check · Open in the app

**WHAT YOU NEED TO KNOW**

- Incentives go to projects in incentivised sectors or locations and to very large or nationally important projects, for domestic and foreign investors alike (Articles 15 to 18 of the Law on Investment).
- Qualifying projects pay CIT at 10% for 15 years with four years' exemption and nine years at 50%; others 17% for 10 years with two years' exemption and four at 50% (Law No. 67/2025/QH15); since 1 July 2026 Group 1 high-tech and strategic technology enterprises pay 10% for 25 years (Law No. 133/2025/QH15 on High Technology).
- New industrial-park projects from 1 October 2025 get no CIT incentive on location alone.
- Special incentives apply above capital thresholds of VND 3,000, 6,000 or 30,000 billion; the Investment Support Fund pays cash support to very large high-tech investors whose incentives are eroded by the 15% global minimum tax.
- Incentives are self-assessed against the statutory lists, recorded in the IRC where there is one, claimed in tax returns and through customs and land authorities, and clawed back with interest if the conditions fail.

## The architecture

Vietnam's incentives are set by three bodies of law working together. The Law on Investment (Articles 15 to 18) decides *who qualifies*: projects in incentivised sectors, projects in incentivised locations, large-capital and labour-intensive projects, and high-impact projects eligible for special incentives, with the detailed lists in Decree No. 96/2026/ND-CP. The tax laws decide *what the incentive is worth*: Law No. 67/2025/QH15 on Corporate Income Tax and Decree No. 320/2025/ND-CP for rates and holidays, Law No. 107/2016/QH13 on Export and Import Duties for duty exemptions, and the Land Law and its decrees for land rent and land use levy relief. Resolution No. 107/2023/QH15 and Decree No. 236/2025/ND-CP then impose the 15% global minimum tax on large groups, which can take back what the CIT incentive gave, and Decree No. 182/2024/ND-CP creates the Investment Support Fund to compensate the largest high-tech investors in cash. An incentive analysis that reads only one of these layers will be wrong.

## The forms incentives take

The Law on Investment lists four forms: corporate income tax incentives (a lower rate for a period or for the life of the project, exemption and reduction); exemption from import duty on goods imported to create fixed assets and on raw materials, supplies and components for production; exemption from or reduction of land use levy, land rent and land use tax; and accelerated depreciation or an increased deductible expense allowance. Incentives apply to new investment projects and to qualifying expansion projects, are time-bound and performance-based, and where a project qualifies on more than one ground the most favourable level applies for the longest period. Mineral extraction, the production of goods subject to special consumption tax (other than cars, aircraft and yachts) and commercial housing are excluded from certain incentives.

## Preferential corporate income tax

The standard CIT rate is 20%, with 15% and 17% for smaller enterprises by revenue (Chapter 3). Under Law No. 67/2025/QH15, qualifying new projects in high technology, software, semiconductors, artificial intelligence data centres, renewable and clean energy, key infrastructure and priority supporting industries, and projects located in especially disadvantaged areas, economic zones and high-tech parks, pay **10% for 15 years**. Income from qualifying socialised education, health, culture, sport and environment activities, and from certain agriculture, forestry and fisheries activities in disadvantaged areas, is taxed at **10% for the life of the activity**. A **15%** rate applies to certain agricultural activities outside incentivised areas, and **17% for 10 years** to qualifying projects such as some manufacturing projects and projects in disadvantaged areas. The rate period runs from the first year of revenue; the Prime Minister may extend the 10% period by up to 15 further years for large or strategic projects.

**High-tech enterprises from 1 July 2026.** Law No. 133/2025/QH15 on High Technology, passed on 10 December 2025 and in force from 1 July 2026, replaced Law No. 21/2008/QH12 and, by its Article 25(7), amended the CIT Law. **Group 1 high-tech enterprises**, **strategic technology enterprises** and high-tech and strategic technology research and development centres now pay **10% for 25 years**, with four years' exemption and nine years at 50%. **Group 2 high-tech enterprises** keep 10% for 15 years with the same holiday, and **enterprises manufacturing high-tech products** pay 17% for 10 years with two years' exemption and four years at 50%. The separate high-tech agricultural enterprise certificate was not continued: certificates issued under the 2008 law keep their incentives until they expire (Incentives and high-tech agriculture). Decree No. 260/2026/ND-CP of 30 June 2026 sets the criteria for each category; the Ministry of Science and Technology certifies Group 1 enterprises, strategic technology enterprises and Group 2 enterprises with capital of VND 6,000 billion or more, and provincial Departments of Science and Technology the others. A Ministry of Finance decree amending Decree No. 320/2025/ND-CP to implement these rates was still in draft in September 2026.

**The main CIT incentive packages**

| Package | Rate and period | Holiday | Typical qualifying projects |
|---|---|---|---|
| **High-tech top tier (from 1 July 2026)** | 10% for 25 years | 4 years' exemption, then 9 years at 50% | Group 1 high-tech enterprises, strategic technology enterprises, high-tech and strategic technology R&D centres (Law No. 133/2025/QH15) |
| **Top tier** | 10% for 15 years | 4 years' exemption, then 9 years at 50% | Group 2 high-tech enterprises; high technology, software, semiconductors, AI data centres, renewable energy, key infrastructure, priority supporting industries; especially disadvantaged areas, economic zones, high-tech parks |
| **Socialised activities** | 10% for the life of the activity | 4 + 9 where in especially disadvantaged areas; 4 + 5 elsewhere | Qualifying education, health, culture, sport and environment activities |
| **Middle tier** | 17% for 10 years | 2 years' exemption, then 4 years at 50% | Enterprises manufacturing high-tech products; certain manufacturing projects; projects in disadvantaged areas |
| **Agriculture** | 15% | | Certain agricultural, forestry and fisheries activities outside incentivised areas |
| **Standard** | 20% | None | Everything else; SME rates of 15% and 17% by revenue; exemption for revenue of VND 1 billion or less from 2026 |

## How the holiday runs

The holiday starts in the first year in which the project has taxable income, or in the fourth year from the first year of revenue if there is no taxable income in the first three years, whichever is earlier. The exemption and reduction apply to income from the incentivised project, so a company that also earns non-incentivised income accounts for the two separately and allocates common costs. Qualifying expansion projects, those that add capacity, upgrade technology or increase fixed assets above set thresholds, can receive the incentive of the original project for its remaining period or a fresh holiday on the expansion income. Projects already enjoying incentives under earlier law are protected by the grandfathering rule in Law No. 67/2025/QH15 for the remainder of their period. The Ministry of Finance has confirmed that new projects in industrial parks from 1 October 2025 obtain no CIT incentive on location alone unless the park lies in a disadvantaged area or the project qualifies by sector; that single change removed the incentive most ordinary manufacturing tenants had relied on.

## Sectors and locations that qualify

The Law on Investment 2025 prioritises science, innovation, digital technology and semiconductors; the green, circular and digital economy; value chains and supporting industries; renewable and clean energy; agriculture, forestry and the environment; infrastructure; education, health, sport and culture; and key chemical, mechanical and pharmaceutical industries. Incentivised locations are areas with difficult or especially difficult socio-economic conditions (listed by district in the decree), industrial parks and clusters, export processing zones, economic zones, high-tech parks, concentrated digital technology zones, free trade zones and the international financial centre. The lists in Decree No. 96/2026/ND-CP govern eligibility under the Law on Investment, but the CIT law has its own lists and definitions, which is why a project can be incentivised for land rent purposes and not for CIT.

## Special incentives for very large projects

Article 17 of the law provides special incentives and support for high-impact projects, and Decree No. 96/2026/ND-CP sets the thresholds: innovation centres, research and development centres and major digital infrastructure with capital of at least VND 3,000 billion of which VND 1,000 billion is disbursed within three years; semiconductor chip, key digital technology product and artificial intelligence data centre projects with VND 6,000 billion disbursed within five years; and other projects in specially incentivised sectors with VND 30,000 billion of which VND 10,000 billion is disbursed within three years. The incentive levels are those the CIT and land laws allow at their maximum (a preferential rate for up to one and a half times the ordinary period, exemption and reduction for up to 6 and 13 years, and land rent exemption for up to 22 years with a 75% reduction thereafter, on the pattern of Decision No. 29/2021/QD-TTg), and the Prime Minister may decide further incentives for especially important projects by individual decision. The former CIT incentive based on capital size alone (VND 6,000 billion) was not carried into the new CIT Law, so size without sector no longer earns a rate.

## The global minimum tax and the Investment Support Fund

Since the 2024 financial year Vietnam applies the OECD Pillar Two rules through Resolution No. 107/2023/QH15 and Decree No. 236/2025/ND-CP: a qualified domestic minimum top-up tax on Vietnamese constituent entities of groups with consolidated revenue of at least EUR 750 million in two of the preceding four years, and an income inclusion rule for Vietnamese-parented groups. A Vietnamese subsidiary of such a group that pays an effective 10% under an incentive is topped up to 15% in Vietnam, so for groups above the threshold the value of a CIT holiday is reduced to the difference between the holiday and 15%, and the holiday years themselves are largely neutralised. The Investment Support Fund, established by Decree No. 182/2024/ND-CP, is the policy response: it pays tax-free cash support towards training, research and development, fixed assets, high-tech production and social infrastructure to qualifying high-tech enterprises, high-tech product manufacturers and research centres, broadly those with capital of at least VND 12,000 billion or revenue of VND 20,000 billion, with lower thresholds for semiconductors and AI data centres and VND 3,000 billion for research centres. Applications are made by 10 July of the year following the financial year. Groups below the EUR 750 million threshold keep the full value of the incentive.

WORKED EXAMPLE

### Two semiconductor packaging plants, one in a group above the Pillar Two threshold

Two investors build identical back-end semiconductor plants in a high-tech park, each with taxable profit of VND 400 billion a year from year 1. Investor A is a mid-sized group below EUR 750 million consolidated revenue; Investor B is a global group above it. Both qualify for 10% for 15 years with four years' exemption and nine years at 50%. Illustrative; the figures ignore timing differences, deductible-expense rules and the Investment Support Fund.

| | |
|---|---|
| **Years 1 to 4 (exemption)** | A: CIT nil. B: domestic top-up tax to 15%: VND 60 billion a year. |
| **Years 5 to 13 (50% reduction of the 10% rate)** | A: 5% = VND 20 billion a year. B: topped up to 15% = VND 60 billion a year. |
| **Years 14 and 15 (10% rate)** | A: VND 40 billion a year. B: VND 60 billion a year. |
| **Years 16 onwards** | Both: standard 20% = VND 80 billion a year. |
| **Total over 15 years** | A: VND 260 billion. B: VND 900 billion. The same incentive is worth VND 640 billion more to the smaller group. |
| **What B does about it** | Applies to the Investment Support Fund (if it meets the VND 12,000 billion capital or the semiconductor threshold) for cash support towards training, R&D and fixed assets, which is outside the Pillar Two computation; negotiates land rent relief and duty exemptions, which Pillar Two does not touch; and models the Vietnamese effective rate in the group's global Pillar Two position. |

Pillar Two is computed on a jurisdictional basis using the group's financial accounts, not the Vietnamese tax return, so the actual top-up may differ; the example shows the direction and scale of the effect.

## Import duty, land and start-up incentives

Under Article 16 of Law No. 107/2016/QH13, goods imported to create the fixed assets of an incentivised project, including machinery, equipment, specialised vehicles, components and building materials not produced domestically, are exempt from import duty, for new and expansion projects, on the basis of an exempt-goods list notified to customs before import. Raw materials, supplies and components not available domestically are exempt for five years from the start of production for projects in specially incentivised sectors or especially disadvantaged areas, but not for mining. Export processing enterprises and goods in non-tariff zones have their own exemptions. Land rent exemptions run from the construction period (up to three years) through incentive periods of 3, 7, 11 or 15 years, or the whole term, by sector and location under the Land Law decrees, and are recorded in the land lease.

Resolution No. 198/2025/QH15 on private economic development gives newly established small and medium-sized enterprises a three-year CIT exemption from first registration and innovative start-ups two years' exemption followed by a 50% reduction for four years, with personal income tax relief for certain experts and scientists. Law No. 71/2025/QH15 on the Digital Technology Industry, effective 1

January 2026, treats semiconductor, key digital technology product, AI data centre and innovative start-up projects as specially incentivised and permits regulatory sandboxes. Decree No. 320/2025/ND-CP allows an enhanced deduction for qualifying research and development spending, and enterprises may set aside up to 20% of pre-tax profit for a science and technology development fund.

**How incentives are claimed**

1. **Identify the ground**

   Sector, location, scale or special incentive, against the lists in Decree No. 96/2026/ND-CP and, for CIT, the lists in Law No. 67/2025/QH15 and Decree No. 320/2025/ND-CP. Where more than one ground applies, the most favourable governs.

2. **Record it**

   Where the project has an IRC or investment policy approval, the incentives and their legal basis are stated in it. Where it has neither, the investor determines its own eligibility and is responsible for the assessment.

3. **Claim CIT incentives in the return**

   The company applies the preferential rate and holiday in its quarterly provisional payments and annual finalisation, keeps separate accounts for incentivised income, and retains the evidence that the sector or location conditions are met each year.

4. **Claim duty exemptions through customs**

   Notify the exempt-goods list to the customs office before the first import; declare the exemption on each import declaration; keep the goods in use for the project (sale or re-purpose triggers duty).

5. **Claim land relief through the land authority**

   Apply for the land rent exemption or reduction when the lease is signed; the land authority records it and issues the rent notices accordingly.

6. **Keep qualifying**

   Conditions apply throughout the incentive period. Loss of high-tech status, relocation, failure to disburse capital on the schedule, or a change of objectives ends the incentive from that point, and amounts wrongly claimed are recovered with late-payment interest of 0.03% a day.

## Questions investors ask about incentives

### What corporate income tax incentives does Vietnam offer new investors in 2026?

Under Law No. 67/2025/QH15, 10% for 15 years with four years' exemption and nine at 50% for high-technology, semiconductor, software, renewable-energy, infrastructure and supporting-industry projects and projects in especially disadvantaged areas, economic zones and high-tech parks; 17% for 10 years with two years' exemption and four at 50% for certain manufacturing and disadvantaged-area projects; and 10% for the life of qualifying socialised activities. Since 1 July 2026, Group 1 high-tech and strategic technology enterprises pay 10% for 25 years (Law No. 133/2025/QH15).

### Do factories in industrial parks still get tax incentives in Vietnam?

Not on location alone. The Ministry of Finance has confirmed that new projects in industrial parks from 1 October 2025 receive no CIT incentive unless the park is in a disadvantaged area or the project qualifies by sector. Land rent and import duty incentives tied to the park may still apply.

### How does the global minimum tax affect incentives in Vietnam?

Groups with consolidated revenue of at least EUR 750 million are topped up to a 15% effective rate in Vietnam under Resolution No. 107/2023/QH15 and Decree No. 236/2025/ND-CP, so a 10% rate or a tax holiday is worth far less to them. The Investment Support Fund under Decree No. 182/2024/ND-CP pays cash support to the largest high-tech investors to compensate.

### Are investment incentives in Vietnam automatic?

They are self-assessed. Where a project has an IRC or investment policy approval the incentives are recorded in it; otherwise the investor determines eligibility against the statutory lists and claims the incentive in tax returns, through customs and through the land authority, keeping evidence that the conditions are met throughout.

### Can import duty be avoided on machinery for a factory in Vietnam?

Machinery, equipment, components and building materials not produced domestically that are imported to create the fixed assets of an incentivised project are exempt from import duty under Article 16 of Law No. 107/2016/QH13, on the basis of an exempt-goods list notified to customs before import.

THE 2027 HORIZON

- The Ministry of Finance is reviewing the Investment Support Fund thresholds and eligible costs for the 2026 financial year; applications for 2026 are due by 10 July 2027.
- Free trade zones in Hai Phong, Da Nang and Ho Chi Minh City are being given their own incentive regimes by resolution and decree; projects in those zones should check the zone-specific instrument as well as the general law.
- The OECD's administrative guidance on Pillar Two continues to evolve; Decree No. 236/2025/ND-CP may be amended to track it.

## Terms you will meet in the documents

| English | Vietnamese | Meaning |
|---|---|---|
| **Investment incentive** | *Ưu đãi đầu tư* | The tax, duty and land benefits for qualifying projects (Articles 15 and 16). |
| **Special investment incentive** | *Ưu đãi đầu tư đặc biệt* | Enhanced incentives for high-impact projects above the Article 17 thresholds. |
| **Tax exemption; tax reduction** | *Miễn thuế; giảm thuế* | The holiday years at nil and at 50% of the applicable rate. |
| **Preferential tax rate** | *Thuế suất ưu đãi* | The 10%, 15% or 17% rate for a period. |
| **Area with especially difficult socio-economic conditions** | *Địa bàn có điều kiện kinh tế-xã hội đặc biệt khó khăn* | The highest tier of incentivised location, listed by district. |
| **Global minimum tax** | *Thuế tối thiểu toàn cầu* | The 15% Pillar Two top-up under Resolution No. 107/2023/QH15. |
| **Investment Support Fund** | *Quỹ Hỗ trợ đầu tư* | The cash-support fund under Decree No. 182/2024/ND-CP. |
| **Science and technology development fund** | *Quỹ phát triển khoa học và công nghệ* | The pre-tax fund of up to 20% of profit an enterprise may set aside for R&D. |

FOREIGN V VIETNAMESE INVESTOR

Incentives are the same for domestic and foreign investors. The difference is procedural: a foreign investor's incentives are usually written into the IRC, while a Vietnamese investor without an IRC relies on self-assessment against the statutory lists from the start. The global minimum tax depends on group size, not nationality, and catches large Vietnamese groups too.

**WATCH OUT FOR**

- Counting on a 10% rate inside a large group: the global minimum tax may top it up to 15%, and the Investment Support Fund has high thresholds.
- Industrial park location is no longer an incentive ground on its own for new CIT incentives from 1 October 2025.
- An incentive recorded in the IRC is still conditional; keep evidence that the sector or location conditions are met every year.
- Expansion projects need their own assessment: the original project's incentive does not automatically extend to the expansion.
- Selling or re-purposing duty-exempt machinery triggers the duty, with interest.

## OFFICIAL SOURCES

- National Legal Database (vbpl.vn): Law No. 143/2025/QH15, Articles 15 to 18; Law No. 67/2025/QH15 on Corporate Income Tax; Law No. 133/2025/QH15 on High Technology, Article 25(7); Decree No. 260/2026/ND-CP; Decree No. 320/2025/ND-CP; Resolution No. 107/2023/QH15; Decree No. 236/2025/ND-CP; Decree No. 182/2024/ND-CP — https://vbpl.vn
- Ministry of Finance — https://mof.gov.vn
- Tax Department (under the Ministry of Finance) — https://gdt.gov.vn
- OECD: Pillar Two model rules and administrative guidance — https://www.oecd.org

# Investment guarantees, dispute routes with the State and treaty protection: what the law promises, what the treaties add, and how to structure for both

Reviewed 10 October 2026 · Prepared by a foreign investment lawyer (now retired) with 20 years' experience advising on Vietnamese investment law · Legal and tax information, not legal advice · How we check · Open in the app

**WHAT YOU NEED TO KNOW**

- Articles 9 to 12 of the Law on Investment guarantee that lawful assets will not be nationalised or confiscated by administrative measures, bar performance requirements, allow transfers abroad after financial obligations are met, and protect granted incentives against later changes in the law.
- Article 13 requires negotiation and mediation first; disputes involving a foreign investor or a company more than 50% foreign-owned may go to foreign or international arbitration, and investor-State claims are coordinated under Decision No. 14/2020/QD-TTg.
- Vietnam has 45 bilateral investment treaties in force; the CPTPP and the ASEAN Comprehensive Investment Agreement allow investor-State arbitration; RCEP has none; the EU-Vietnam Investment Protection Agreement is signed but not in force.
- Vietnam is not a party to the ICSID Convention, so treaty claims proceed under UNCITRAL or other rules, and awards are enforced under the New York Convention.
- Protection depends on the investor's nationality and on substance in the holding jurisdiction; it must be in place before a dispute arises.

## The guarantees in Chapter II of the law

Chapter II of Law No. 143/2025/QH15 sets out guarantees that apply to every investor, domestic or foreign. **Article 9** guarantees ownership of assets: lawful assets are not nationalised or confiscated by administrative measures, and where the State compulsorily acquires property for reasons of national defence and security or the national interest in a state of emergency or natural disaster, it pays compensation at market value in accordance with the law. **Article 10** guarantees business investment activity: the State does not require an investor to give priority to domestic goods or services, to meet export ratios, to balance imports against exports, to source locally, to locate its head office in a particular place or to transfer technology as a condition of investing. **Article 11** guarantees the transfer of a foreign investor's assets abroad: invested capital and the proceeds of liquidation, income from business investment, and other money and assets lawfully owned, once financial obligations to the State have been met. **Article 12** guarantees investment against changes in the law: where a new instrument gives better incentives the investor may take them, and where it gives worse ones the investor keeps the incentives it was granted for their remaining period, or, where the change is made for reasons of defence, security, public order, social ethics, public health or environmental protection, is compensated by deductions from taxable income, by a change of objectives or by other means.

## What the guarantees are worth in practice

The guarantees are statutory promises enforceable in Vietnamese courts and arbitration, and they are reinforced by Vietnam's treaties. Their limits should be understood. Article 9 is a guarantee against expropriation without compensation, not against regulation: a change in zoning, a new environmental standard or a licence condition is not nationalisation. Article 11 is conditional on compliance: a company that has not audited its accounts, finalised its tax, registered its capital account or paid its land rent cannot invoke the transfer guarantee when it needs it (Chapter 6). Article 12 protects incentives that were lawfully granted and recorded; it does not protect an incentive the investor assumed, nor one lost because the project failed to meet its conditions (Investment incentives). The investors who have found the guarantees useful are those whose documents were in order.

## Dispute routes under Article 13

Article 13 requires disputes relating to business investment to be settled first by negotiation and mediation, and then by arbitration or the courts. For **disputes between investors**, where at least one party is a foreign investor or a company more than 50% foreign-owned, the parties may choose Vietnamese courts, Vietnamese arbitration, foreign arbitration, international arbitration or ad hoc arbitration; disputes among domestic investors, and companies at or below the threshold, stay with Vietnamese arbitration or the Vietnamese courts, and a dispute with no foreign element is decided under Vietnamese law. For **disputes between an investor and a State authority**, a foreign investor's dispute goes to Vietnamese arbitration or the Vietnamese courts unless the contract between the investor and the State, or a treaty to which Vietnam is party, provides otherwise; a domestic investor's dispute with the State goes to Vietnamese arbitration or courts. The practical consequence is that the dispute clause in any contract with a State body, a land lease, a PPP contract or a petroleum contract included, and the investor's treaty position must be settled before the investment is made. Arbitration institutions, the courts and enforcement are covered in Chapter 9.

Investor-State treaty claims are coordinated on the Government side under Decision No. 14/2020/QD-TTg: the ministry or province whose measure is challenged leads the defence, the Ministry of Justice advises and represents, and the Ministry of Finance deals with any award. Treaty claims against Vietnam have been few but not unknown; several have settled after the notice of dispute and the cooling-off period, which is where most leverage lies.

## Treaty protection

According to UNCTAD's Investment Policy Hub, Vietnam has signed 66 bilateral investment treaties, of which 45 are in force, and around 20 further treaties with investment provisions. Most BITs in force protect against expropriation without prompt, adequate and effective compensation, guarantee fair and equitable treatment and full protection and security, require national and most-favoured-nation treatment, guarantee the free transfer of funds, and provide for investor-State arbitration, usually under UNCITRAL rules or ad hoc. Older treaties (many date from the 1990s) contain broad clauses; newer ones and the regional agreements carve out regulatory measures and tax. The **CPTPP** (Chapter 9) allows investor-State arbitration for breaches of its protection standards, although Vietnam's side letters with several parties suspend claims under investment authorisations and investment agreements. The **ASEAN Comprehensive Investment Agreement** gives ASEAN investors investor-State arbitration.

**RCEP**, in force since 1 January 2022, has market-access and treatment commitments but no investor-State mechanism. The **EU-Vietnam Investment Protection Agreement**, signed in June 2019, replaces the member-state BITs with an investment court system but is not yet in force because ratification by all EU member states is incomplete; until then EU investors rely on their own member state's BIT with Vietnam where one exists. The **UK-Vietnam Free Trade Agreement** carries trade terms; investment protection for UK investors rests on the UK-Vietnam BIT of 2002. Vietnam is not a party to the **ICSID Convention**, so claims proceed under UNCITRAL or institutional rules and awards are enforced as foreign arbitral awards under the New York Convention, to which Vietnam acceded in 1995.

**Treaty position at a glance (October 2026)**

| Instrument | Investor-State arbitration? | Note |
|---|---|---|
| **Bilateral investment treaties (45 in force)** | Usually yes, UNCITRAL or ad hoc | Coverage depends on the investor's nationality and the treaty's definitions of investor and investment; older treaties are broader |
| **CPTPP (Chapter 9)** | Yes, for protection standards | Claims under investment authorisations and investment agreements suspended by side letters with several parties |
| **ASEAN Comprehensive Investment Agreement** | Yes | For investors of ASEAN member states |
| **RCEP** | No | Market access and national treatment commitments only |
| **EU-Vietnam Investment Protection Agreement** | Investment court system, once in force | Signed 2019; not in force pending EU member-state ratifications; member-state BITs continue meanwhile |
| **UK-Vietnam BIT (2002) and UKVFTA** | Yes under the BIT | The FTA carries trade terms |
| **ICSID Convention** | n/a | Vietnam is not a party; awards enforced under the New York Convention |
| **Double taxation agreements (about 80)** | n/a | Separate from investment protection; relevant to the choice of holding jurisdiction |

## Qualifying as a protected investor

Treaty protection is a matter of nationality and, increasingly, of substance. An individual investor is protected by the treaties of his or her state of nationality; a company by the treaties of the state under whose law it is incorporated, and under most modern treaties only if it has real business activities there (a 'denial of benefits' clause lets Vietnam refuse protection to a shell owned by nationals of a third state). Groups therefore commonly hold Vietnamese investments through a jurisdiction that combines a strong BIT with Vietnam, a favourable double taxation agreement and the substance the group already has, Singapore, the Netherlands, Japan and Korea being the usual examples. Two cautions. Vietnam's tax authority applies a substance test to treaty relief as well (Chapter 3), so a holding company must be more than a mailbox for both purposes. And restructuring an investment after a dispute has arisen, or is

foreseeable, to bring it under a better treaty is treated by tribunals as an abuse of process; the structure must be in place at the time of the measure complained of. The holding company should be named as the investor in the IRC from the outset, because changing the investor later means adjusting the IRC and may trigger Article 21 registration and the 2% transfer tax.

WORKED EXAMPLE

### A German group deciding how to hold a Vietnamese manufacturing subsidiary

A German engineering group will invest EUR 40 million in a Vietnamese plant and wants investment-treaty protection and treaty tax relief on future dividends and interest. Illustrative; the group takes tax and legal advice in each jurisdiction.

| | |
|---|---|
| **Direct from Germany** | Germany-Vietnam BIT (1993) in force with investor-State arbitration and a broad fair-and-equitable-treatment clause; Germany-Vietnam DTA in force. No intermediate substance needed. The EU-Vietnam IPA would eventually replace the BIT with an investment court. |
| **Through an existing Singapore regional headquarters** | Singapore-Vietnam BIT in force; Singapore-Vietnam DTA with favourable interest and royalty rates; Singapore also a CPTPP party, giving a second treaty route. The regional headquarters has staff, offices and other investments, so the denial-of-benefits and tax-substance tests are met. |
| **Through a Netherlands holding company set up for the purpose** | Netherlands-Vietnam BIT in force and historically investor-friendly; but a newly formed company with no staff or other activity risks denial of treaty benefits and failure of the tax substance test. Rejected unless real activity is added. |
| **Decision** | Singapore regional headquarters named as investor in the IRC; Germany-Vietnam BIT remains available to the ultimate German parent as an indirect investor under its definition of investment; the intra-group loan is advanced from Singapore to use the DTA rate on interest. |
| **Dispute planning** | The land lease with the provincial land authority carries an arbitration clause within what Article 13 allows; the group diarises the treaty's notice and cooling-off periods (typically six months) in its dispute protocol. |

The point of the exercise is not to litigate against Vietnam but to have a credible treaty position when negotiating with a provincial authority over a licence, a tax assessment or a land recovery; investors with a clear position are treated with more care.

DECISION GUIDE

## Is my investment protected by a treaty, and what should I do about it?

A screening sequence before the investor is named in the IRC.

**Q1** **Does the state of incorporation of the entity that will hold the Vietnamese company have a BIT in force with Vietnam, or is it a CPTPP or ASEAN member?**

**Yes** Continue to Q2.

**No** Consider holding through a group entity in a treaty state that already has substance; do not create a shell for the purpose.

**Q2** **Does the holding entity have real business activity (staff, premises, other investments) in that state?**

**Yes** Continue to Q3.

**No** A denial-of-benefits clause and the tax substance test are likely to defeat both treaty protection and treaty tax relief; add substance or hold elsewhere.

**Q3** **Does the treaty's definition of investment cover the assets concerned (shares, loans, licences, contractual rights) and does it allow investor-State arbitration?**

**Yes** Name that entity as the investor in the IRC; record the treaty's notice and cooling-off periods in the group's dispute protocol; ensure contracts with State bodies have the best dispute clause Article 13 allows.

**No** Rely on the Chapter II guarantees and on contract; consider political risk insurance (MIGA or private) for large projects.

## Questions investors ask about guarantees and treaties

### Can Vietnam nationalise a foreign investment?

Article 9 of the Law on Investment guarantees that lawful assets will not be nationalised or confiscated by administrative measures; compulsory acquisition is permitted only for defence, security or the national interest in an emergency, against compensation at market value. Vietnam's bilateral investment treaties add an international-law guarantee against expropriation without prompt, adequate and effective compensation.

### Is the EU-Vietnam Investment Protection Agreement in force?

No, as at October 2026. It was signed in June 2019 but requires ratification by all EU member states. Until it enters into force, EU investors rely on their own member state's bilateral investment treaty with Vietnam where one exists.

### Can a foreign investor take Vietnam to international arbitration?

Under a treaty that provides for investor-State arbitration, yes: most of the 45 BITs in force, the CPTPP and the ASEAN Comprehensive Investment Agreement do. Vietnam is not an ICSID member, so claims run under UNCITRAL or institutional rules after the treaty's notice and cooling-off periods. RCEP has no investor-State mechanism.

### Does the Law on Investment allow foreign arbitration for disputes in Vietnam?

Under Article 13, disputes between investors where at least one is a foreign investor or a company more than 50% foreign-owned may go to foreign or international arbitration. Purely domestic disputes must stay with Vietnamese arbitration or courts. Disputes with a State authority go to Vietnamese arbitration or courts unless a contract or treaty provides otherwise.

### Does Vietnam honour the right to repatriate profits?

Yes. Article 11 of the Law on Investment guarantees the transfer abroad of capital, liquidation proceeds and income once financial obligations to the State are met, and the treaties guarantee free transfer. In practice the right depends on compliance: audited accounts, tax finalisation, no accumulated losses and a properly operated investment capital account.

**THE 2027 HORIZON**

- Several EU member states are expected to complete ratification of the EU-Vietnam Investment Protection Agreement in 2026 and 2027; its entry into force would replace the member-state BITs with the investment court system after a transition.
- Vietnam is reviewing its older BITs and has indicated a preference for renegotiation on the model of the CPTPP's investment chapter, with narrower fair-and-equitable-treatment clauses and tax carve-outs.
- Accession to the ICSID Convention is periodically discussed but not scheduled.

## Terms you will meet in the documents

| English | Vietnamese | Meaning |
|---|---|---|
| **Investment guarantee** | *Bảo đảm đầu tư* | The Chapter II guarantees of the Law on Investment. |
| **Nationalisation; confiscation** | *Quốc hữu hóa; tịch thu* | The measures Article 9 guarantees against. |
| **Compulsory acquisition** | *Trưng mua, trưng dụng* | The State's power to acquire or requisition property against compensation in defined cases. |
| **Bilateral investment treaty** | *Hiệp định khuyến khích và bảo hộ đầu tư* | A treaty protecting investors of one state in the other. |

| English | Vietnamese | Meaning |
|---|---|---|
| **Investor-State dispute settlement** | *Giải quyết tranh chấp giữa nhà đầu tư và Nhà nước* | Arbitration between an investor and the host State under a treaty. |
| **Fair and equitable treatment** | *Đối xử công bằng và thỏa đáng* | The core treaty standard of protection. |
| **Denial of benefits** | *Từ chối lợi ích* | A treaty clause allowing the host State to refuse protection to shell companies. |
| **Cooling-off period** | *Thời hạn tham vấn trước khi khởi kiện* | The negotiation period a treaty requires before arbitration can be commenced. |

### FOREIGN V VIETNAMESE INVESTOR

The Chapter II guarantees apply to every investor, but the Article 11 transfer right and treaty protection are for foreign investors. A Vietnamese investor's disputes with the State go to Vietnamese arbitration or courts; a Vietnamese company at or below 50% foreign ownership is in the same position even if its minority shareholder is foreign, though that shareholder may have its own treaty rights as an indirect investor.

### WATCH OUT FOR

- Assuming the EU-Vietnam Investment Protection Agreement is in force: it is not, as at October 2026.
- Holding through a shell company: modern treaties and Vietnam's tax authority both look for substance.
- Restructuring after a dispute has arisen to obtain treaty protection: tribunals treat it as an abuse.
- Letting the negotiation and mediation stage lapse: Article 13 makes it a precondition, and treaties add a cooling-off period before arbitration.
- The guarantee to remit funds is conditional on tax finalisation, audit and capital account compliance.

### OFFICIAL SOURCES

- National Legal Database (vbpl.vn): Law No. 143/2025/QH15, Articles 9 to 13; Decision No. 14/2020/QD-TTg — https://vbpl.vn
- UNCTAD Investment Policy Hub: Viet Nam's international investment agreements — https://investmentpolicy.unctad.org/international-investment-agreements/countries/229/viet-nam
- Ministry of Justice (investor-State dispute coordination) — https://moj.gov.vn
- Vietnam International Arbitration Centre — https://www.viac.vn
- New York Arbitration Convention: contracting states — https://www.newyorkconvention.org

# Reporting and ongoing obligations of an investment project: the quarterly and annual reports, what they contain, adjustments, suspension, inspections and penalties

Reviewed 10 October 2026 · Prepared by a foreign investment lawyer (now retired) with 20 years' experience advising on Vietnamese investment law · Legal and tax information, not legal advice · How we check · Open in the app

**WHAT YOU NEED TO KNOW**

- Quarterly reports are due before the 10th day of the first month of the next quarter and annual reports before 31 March of the following year, online through the National Investment Information System (Article 47 of the law; Article 94 of Decree No. 96/2026/ND-CP).
- Reports cover capital disbursed, net revenue, exports, imports, labour, taxes and other payments to the State and land use, with profit, research and development and environmental data added annually; figures must reconcile with the tax return and the statistical report.
- Domestic investors whose projects need no IRC notify the registration authority before implementing the project and then report in the same way.
- Any investor must give written notice before suspending a project; main changes need an adjusted IRC before they take effect.
- Late or missing reports attract administrative fines; a project 24 months behind schedule without an approved extension can be terminated.

## Why the reporting regime matters

An Investment Registration Certificate opens a continuing relationship with the investment registration authority rather than closing a procedure. Article 47 of the Law on Investment and Article 94 of Decree No. 96/2026/ND-CP require the organisation implementing a project to report on it quarterly and annually, and the authority uses those reports to check that capital is being contributed on the IRC schedule, that the project is on its timetable, that the incentive conditions are still met and that the labour and land figures match what was approved. The reports are also the evidence base when the authority considers an adjustment, an extension or a termination under Article 36, and the Statistics Office uses them for the national foreign-investment statistics. Investors who treat reporting as optional find that the record works against them when they need something, and that an unexplained gap in the reports is the first thing an inspection team asks about.

### The reporting calendar

| Report | Due | To whom | Contents |
|---|---|---|---|
| **Quarterly investment report** | Before the 10th day of the first month of the next quarter (10 January, 10 April, 10 July, 10 October) | Investment registration authority and the provincial Statistics Office, via the National Investment Information System | Capital disbursed in the quarter (equity and loans, by source), net revenue, exports and imports, number of employees (Vietnamese and foreign), taxes and other payments to the State budget, land area in use |
| **Annual investment report** | Before 31 March of the following year | Same | The year's figures for the quarterly items plus profit and loss, research and development expenditure, environmental protection expenditure, technology, and other items the form requires |
| **Notice before implementation (domestic projects without an IRC)** | Before implementing the project | Investment registration authority | Project name, investor, objectives, scale, capital, location and timetable, in the prescribed form |
| **Notice of suspension** | Before suspending | Investment registration authority | Reasons and expected duration (Article 35); for force majeure, evidence supporting rent exemption and timetable extension |
| **IRC adjustment** | Before the change takes effect | Investment registration authority | Any change to the main contents of the IRC (Article 33), with supporting documents |
| **Report on completion of construction and commencement of operation** | On commissioning | Investment registration authority; construction and environment authorities as their laws require | Confirmation that the project has been put into operation, which starts incentive and land-rent clocks |

## How the figures are compiled

The report forms are standard and are completed online in the account created when the IRC issued. The figures should reconcile with the company's accounts, its tax returns, its customs declarations, its labour reports and its statistical returns, because the authorities cross-check and because inconsistency between the investment report and the tax return is a recognised audit trigger. Capital disbursed means capital actually contributed or drawn down, evidenced by the investment capital account statements and the State Bank loan registration, not capital committed. Employees are counted at the quarter end. Taxes paid are the amounts remitted in the period. Most companies assign the task to the finance function and prepare it alongside the quarterly tax returns, which fall at the end of the same month, so that one set of figures feeds both.

WORKED EXAMPLE

### A sample reporting year for a foreign-owned manufacturing LLC with a calendar financial year

The company holds one IRC, has a registered shareholder loan and employs 180 staff. Illustrative; dates that fall on weekends move to the next working day under the general rules on time limits.

| | |
|---|---|
| **By 10 January** | Quarterly investment report for Q4 of the previous year: capital disbursed, revenue, exports and imports, headcount, taxes paid, land in use. |
| **By 20 January** | Monthly VAT and PIT withholding returns for December (tax; Chapter 3). |
| **By 30 January** | Provisional CIT for Q4; quarterly VAT and PIT for quarterly filers; State Bank report on the registered foreign loan for Q4. |
| **By 31 March** | Annual investment report for the previous year; audited financial statements; annual CIT finalisation; employer PIT finalisation; related-party disclosures. |
| **By 10 April, 10 July, 10 October** | Quarterly investment reports for Q1, Q2 and Q3. |
| **By 5 June and 5 December** | Half-yearly reports on changes in labour use to the provincial labour authority (Chapter 4). |
| **Whenever** | IRC adjustment before any change to objectives, capital, schedule, location or investor; written notice before any suspension; ten-day notification of registered changes to the business registration office (Chapter 2, section 2.7). |
| **Inspection** | A periodic inspection by the Department of Finance, usually with the tax and labour authorities, typically every two to three years or when reports show a gap; the inspection team works from the IRC, the reports and the capital account statements. |

The quarterly investment report is due before the 10th, earlier than any of the tax deadlines in the same month; a compliance calendar that starts from the tax dates will miss it.

## Changes, suspension and transfer

Any change to the main contents of the IRC, including the investor, the name or objectives, the scale, capital or its schedule, the location or land area, the duration or the timetable, must be made by adjusting the certificate under Article 33 before the change takes effect; the adjustment dossier mirrors the original application for the element changed, and the authority decides within ten working days for most adjustments. A project may be suspended, but the investor must give written notice first (Article 35); suspension counts against the implementation schedule unless an extension is approved, and the total period of extension of the implementation timetable is capped by the law at 24 months, with exceptions for force majeure, State delay in land hand-over and a few other listed grounds. Transfer of all or part of a project to another investor follows Article 34 and in practice takes the form of a transfer of the company, with the new investor's Article 21 registration where foreign ownership crosses a threshold and the 2% tax on a foreign corporate seller's gross proceeds (Chapter 8).

## Inspections and consequences of non-compliance

The Department of Finance inspects projects periodically and on indication, usually jointly with the tax, labour, environment and construction authorities, working from the IRC, the investment reports, the capital account statements and the land documents. Late or missing investment reports attract administrative fines under the Government's decree on administrative penalties in the field of planning and investment, in the range of a few million to tens of millions of dong per offence, and a pattern of non-reporting is a recorded mark against the company in any later application for an adjustment, an extension or an incentive. More seriously, a project that is 24 months behind its IRC schedule without an approved extension can be terminated under Article 36, a project that has not met its capital contribution schedule may be refused incentives or an extension, and incentives claimed for a project that no longer meets its conditions are recovered with late-payment interest. Reporting is the way to show the authority that a delay was notified and explained, and an investor that files a notice of delay with reasons before the milestone passes is in a far stronger position than one that explains afterwards.

### Annual investment-compliance checklist

To be run alongside the audit each year.

- [ ] **Four quarterly reports filed on time**
  Confirm the submission receipts on the National Investment Information System.
- [ ] **Annual report filed before 31 March**
  Reconciled to the audited accounts and the CIT finalisation.
- [ ] **Capital disbursed against the IRC schedule**
  Investment capital account statements agree to the reported figure; shortfalls notified and an adjustment applied for.
- [ ] **Implementation timetable**
  Milestones met or extension approved; no unexplained suspension.
- [ ] **Objectives, scale and location unchanged**
  Or an adjustment of the IRC obtained before the change.
- [ ] **Incentive conditions still satisfied**
  Sector or location criteria evidenced for the year; incentivised income accounted for separately.
- [ ] **Registered foreign loans reported to the State Bank**
  Drawdowns and repayments within the registered terms and the IRC's total investment capital.
- [ ] **Labour and land figures consistent**
  Headcount agrees to the labour reports; land area agrees to the lease.
- [ ] **Licences and certificates current**
  IRC term, sector licences, environmental permit, work permits; expiry dates diarised.

## Questions investors ask about reporting

### What investment reports must a foreign-invested company file in Vietnam?

A quarterly report before the 10th day of the first month of the next quarter and an annual report before 31 March of the following year, online through the National Investment Information System, under Article 47 of the Law on Investment and Article 94 of Decree No. 96/2026/ND-CP, covering capital disbursed, revenue, trade, labour, taxes paid and land use, with profit, R&D and environmental data annually.

### Does a Vietnamese company have to file investment reports?

Yes, if it implements an investment project, whether or not it holds an IRC. A domestic investor whose project needs no IRC notifies the registration authority before implementing it and then files the same quarterly and annual reports. A company with no project in the Law on Investment sense files only the company-law and tax filings.

### What happens if investment reports are filed late in Vietnam?

Administrative fines under the decree on penalties in planning and investment, and a recorded compliance failure that weighs against the company in later applications. Persistent non-reporting combined with delay can lead to termination of the project under Article 36 after 24 months behind schedule without an approved extension.

### Can an investment project be paused in Vietnam?

Yes, but only after written notice to the investment registration authority under Article 35. Suspension counts against the implementation timetable unless an extension is approved; force majeure suspensions can earn land rent exemption and a timetable extension.

### How is the IRC changed?

By an adjustment under Article 33 before the change takes effect, with a dossier mirroring the original application for the element changed. The authority decides within ten working days for most adjustments; changes of investor may also require Article 21 registration.

THE 2027 HORIZON

- The Ministry of Finance is integrating the National Investment Information System with the tax and business registration systems; from 2027 investors should expect automatic cross-checks and pre-filled fields drawn from tax returns.
- A revised decree on administrative penalties in planning and investment is in preparation to align with the 2025 law; fine levels are expected to rise.
- Reporting of greenhouse-gas and energy data by larger projects is being added through the environmental and energy-efficiency laws rather than the investment report.

## Terms you will meet in the documents

| English | Vietnamese | Meaning |
|---|---|---|
| **Investment report** | *Báo cáo hoạt động đầu tư* | The quarterly and annual project reports under Article 47. |
| **Capital disbursed** | *Vốn đầu tư thực hiện* | Capital actually contributed or drawn down in the period. |
| **Implementation timetable** | *Tiến độ thực hiện dự án* | The milestones recorded in the IRC. |
| **Adjustment of the IRC** | *Điều chỉnh Giấy chứng nhận đăng ký đầu tư* | The procedure under Article 33 for any change to the IRC's main contents. |
| **Suspension of a project** | *Ngừng hoạt động của dự án đầu tư* | A pause notified under Article 35. |
| **Termination of a project** | *Chấm dứt hoạt động của dự án đầu tư* | Ending the project, by the investor or by the authority under Article 36. |
| **Inspection** | *Thanh tra, kiểm tra* | The authorities' periodic or indicated examination of the project. |
| **Statistics Office** | *Cục Thống kê* | The provincial statistics authority that receives a copy of the investment reports. |

**FOREIGN V VIETNAMESE INVESTOR**

The quarterly and annual reports apply to any organisation implementing an investment project, whether or not it holds an IRC. A domestic investor whose project needs no IRC must notify the registration authority before implementing it and then report in the same way; the Vietnamese founder of a small service company with no 'project' in the Law on Investment sense generally has only the company-law and tax filings in Chapter 2.

**WATCH OUT FOR**

- The quarterly report is due before the 10th, earlier than most tax deadlines in the same month.
- Figures that do not match the tax return or the statistical report; the systems are linked and inconsistency is an audit trigger.
- Suspending quietly: without a prior written notice, downtime counts as delay.
- Changing the project in substance (new product line, new site, new investor) without an IRC adjustment.
- Losing the National Investment Information System login when the person who obtained the IRC leaves.

## OFFICIAL SOURCES

- National Legal Database (vbpl.vn): Law No. 143/2025/QH15, Articles 33 to 36 and 47; Decree No. 96/2026/ND-CP, Article 94 — https://vbpl.vn
- Ministry of Finance (National Investment Information System) — https://mof.gov.vn
- National Statistics Office — https://www.gso.gov.vn