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**Legal Alert**

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# Draft Decree replacing Decree 09/2018/ND-CP on the sales of goods and other directly related activities

This Alert highlights key compliance requirements set forth in the second Draft of Decree replacing Decree 09/2018/ND-CP on the sales of goods and other directly related activities

On 29 September 2025, the Ministry of Industry and Trade (MoIT) published the second Draft of Decree replacing Decree 09/2018/ND-CP on the sale of goods and related activities (Draft Decree). The Draft Decree aims to clarify licensing requirements for foreign investors and foreign invested enterprises while streamlining administrative procedures.

Key highlights in the Draft Decree include:

- Expansion of distribution rights to processed goods in Vietnam for foreign-invested enterprises
- Amendments to Economic Needs Test (ENT) procedures
- Introducing requirements for investors from countries without commitments with Vietnam
- Introducing definitions of each type of retail outlets
- Amendments to procedures of business license (BL) and retail outlet establishment license (ROEL)
- Elaboration on the validity terms of BL and ROEL
- Reporting regime

We highlight certain actions that companies should consider for compliance as well as business planning.

## **1. Expansion of distribution rights to processed goods in Vietnam for foreign-invested enterprises (FIE)**

The Draft Decree expands the rights of FIE to wholesale distribution rights, retail distribution rights, and to wholesale and retail goods processed in Vietnam, in addition to domestically produced goods.

## **2. Amendments to ENT procedures**

Narrowing ENT applicability:

- The Draft Decree exempts investors from countries or territories that are parties to international agreements under which Vietnam has committed to eliminate ENT requirements.
- These include, but are not limited to, the EU-Vietnam Free Trade Agreement (EVFTA), UK-Vietnam Free Trade Agreement (UKVFTA), Comprehensive and Progressive Agreement for Trans-Pacific Partnership (CPTPP) and the Vietnam - UAE Comprehensive Economic Partnership Agreement (VN - UAE - CEPA).

Removal of testing criteria relating to “market area size” and “number of retail outlets”. Assessment will now be based solely on the retail outlet area:

- Outlets up to 5,000m<sup>2</sup>: geographic market considered at commune or ward level
- Outlets over 5,000m<sup>2</sup>: geographic market considered at provincial or municipal level

Elimination of testing criteria regarding ability and level of contribution to the state budget and job creation.

## **3. Introducing requirements for investors from countries without commitment to Vietnam**

For investors from countries without commitments to sales of goods and other directly related activities, the Draft Decree sets out different criteria based on ownership structure for BL issuance:

- Joint ventures (foreign capital ≤ 49%): Must comply with product scope and restrictions under Vietnam's World Trade Organization (WTO) commitments.
- Joint ventures (foreign capital ≥ 50%): In addition to WTO commitments, must commit to hiring and training at least 100 Vietnamese workers under a defined roadmap.
- 100% Foreign-owned enterprises: Must comply with WTO commitments and commit to hiring and training at least 300 Vietnamese workers under a defined roadmap.

## **4. Introducing definitions of each type of retail outlet**

- Convenience stores are now limited to under 300m<sup>2</sup> and focus on fast-moving consumer goods, whereas previously they included a broader range of products with no size limit.
- Mini supermarkets remain under 500m<sup>2</sup>.

General supermarkets are newly defined as outlets over 500m<sup>2</sup> and having the list of commodities with at least 4,000 Harmonized System (HS) 8-digit items.

## **5. Changes in granting, adjusting BL and ROEL**

Shift in licensing authority:

- The power to issue and amend BL and ROEL will rest with the Provincial People's Committee where the foreign-invested enterprise is headquartered or where the retail outlet is located.

Removal of financial plan requirement for both granting BL and ROEL.

Removal of MoIT consultation requirement. Introducing the requirement of consultation with the Ministry of Public Security and the Ministry of National Defence in cases involving national security concerns, including:

(i) Foreign investors identified under Section 3 above

(ii) Foreign investors controlling one or more enterprises in the group of five market leading enterprises in the e-commerce service in Vietnam according to the list announced by the MOIT.

(iii) Foreign investors request for:

- Issuance of ROEL permitting the operation continuance in Vietnam for 100 existing retail outlets with an area of less than 500m<sup>2</sup> and/or 50 existing retail outlets with an area of 500 to 5000m<sup>2</sup> and/or 30 existing retail outlets exceeding 5000m<sup>2</sup> or more
- Issuance of new ROEL in case of owning or involving in the ownership of 100 retail outlets with an area of less than 500m<sup>2</sup> and/or 50 retail outlets with an area of 500 to 5000m<sup>2</sup> and/or 30 retail outlets exceeding 5000m<sup>2</sup> or more in Vietnam

Adjusting the dossier for obtaining ROEL:

(i) The application for ROEL for a retail outlet with an area of less than 500m<sup>2</sup> must include branch establishment registration certificate or business location registration certificate. This means that the retail outlets with an area of less than 500m<sup>2</sup> can be registered as a branch or a business location.

(ii) The application for retail outlet exceeding 500m<sup>2</sup> must include a branch establishment registration certificate and investment registration certificate (IRC) for the retail outlet. This means that the retail outlets exceeding 500m<sup>2</sup> shall be registered as a branch and the IRC for the retail outlet shall be obtained prior to the ROEL's procedure.

## **6. Elaboration on the validity terms of BL and ROEL**

- BL: For investors from countries that are members of international agreements where Vietnam has committed to open market to sales of goods and other directly related activities: valid for the duration of the ERC. For others, the BL will be valid for five years.
- ROEL: The shorter of (i) the remaining duration of the IRC for the retail project, or (ii) the lease term of the retail premises.

## **7. Reporting regime**

FIE shall submit the reports on a biannual basis (prior to 31 January and on 30 June) instead of on an annual basis as provided in Decree 09/2018/ND-CP.

## **Next course of action**

The above changes are expected to have favorable impacts on the distribution and trading business of FIEs in Vietnam. However, further changes may arise as the Government continues to refine the Draft Decree prior to official issuance. Enterprises are advised to closely monitor updates on this matter.



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