

June 2026

# Kinstellar Southeast Asia Insights



## SECTION I. OVERVIEW OF THE RECENT LEGISLATION

Kinstellar Southeast Asia Insights offers a concise overview of key legal and business trends in Vietnam and their potential impact on your business.

In this June 2026 edition, we highlight reforms simplifying business conditions and administrative procedures, new laws on tax management and e-commerce, and updated multi-level marketing and stock exchange regulations. We also spotlight the new Law on Construction and its reforms to project classification, permitting, and dispute resolution.

### Reduction of conditional business lines

On 15 May 2026, the Government issued Resolution No. 66.17/2026/NQ-CP (“**Resolution 66.17**”), which took effect on 1 July 2026 and is stated as remaining in force until 28 February 2027. Resolution 66.17 amends the list of business sectors which are subject to investment conditions, as set out in Appendix IV of the Law on Investment.

Under Resolution 66.17, the total number of conditional business lines is reduced to 142, with 56 lines of business having been removed from the list. Key sectors which are no longer subject to investment conditions include, among others, accounting services, re-insurance business, insurance brokerage business, sea and inland water transportation, rice exportation, and mineral trading.

The business lines which have been removed from the list subject to investment conditions will now be managed through compliance with applicable technical standards, technical regulations, and/or occupational standards – with such compliance being subject to inspections by State authorities of competent jurisdiction and post-inspection oversight.

These changes to the list of business sectors which are subject to investment conditions has no impact on any existing governmental or regulatory certificates, licences, permits, authorisations, or approvals – all of which remain in force and effect in accordance with their terms and until their expiry, even where they deal with matters which due to Resolution 66.17 would no longer require them to be applied for, issued, or granted.



## Simplification of administrative procedures

On 18 May 2026, the Government issued Resolution No. 66.18/2026/NQ-CP (“**Resolution 66.18**”), which took effect on 1 July 2026 and is stated as remaining in force until 28 February 2027. Resolution 66.18 reduces and simplifies certain administrative procedures and business conditions.

Key changes arising from Resolution 66.18 include:

- the abolition of certain licensing requirements for tobacco trading, tobacco retailing, and investment in tobacco cultivation;
- the replacement of labour outsourcing licensing requirements with notification obligations upon the commencement and termination of labour outsourcing activities;
- the abolition of licensing requirements and certain business conditions for alcohol distribution, wholesale and retail activities in relation to alcohol products, handcrafted alcohol production for commercial purposes, and industrial alcohol production, and the removal of business conditions for certain other alcohol-related activities, such as the production, import and sale of alcoholic beverages with an alcohol content below 5.5%;
- the abolition of business conditions applicable to mineral trading activities;
- the abolition of business conditions applicable to ship agency services, maritime transport services, and inland waterway transport services;

- the removal of the Construction Practice Certificate requirement previously applicable in respect of certain key personnel in the construction industry, allowing individuals qualified for construction project management to serve as site managers if qualified;
- the removal of prior approval requirements for educational institutions in general education, higher education, foreign language testing, and vocational education, before implementing relevant foreign-linked activities; and
- higher thresholds for merger control notification obligations in respect of economic concentration transactions, as set out in the following table:

Threshold	Before 1 July 2026	From 1 July 2026
Total assets or total revenue	VND 3,000 billion	VND 6,000 billion
Transaction value	VND 1,000 billion	VND 2,000 billion
Combined market share	Remains unchanged at 20%	

## Financial Management of VNX and VSDC

On 5 May 2026, the Government issued Decree No. 145/2026/NĐ-CP (“**Decree 145**”) establishing the financial management, enterprise evaluation, and classification framework for the Vietnam Stock Exchange (the “**VNX**”) and the Vietnam Securities Depository and Clearing Corporation (the “**VSDC**”). Decree 145 took effect on 22 June 2026 and applies for the balance of 2026.

Both the VNX and the VSDC recognise revenue across three similar categories, namely: (i) core operational services; (ii) information services; and (iii) subsidiary investment returns. The VSDC has a fourth additional category of additional interest income from government bond settlement activities. The VNX and the VSDC are evaluated under the 100% State-owned enterprise framework.

In relation to the assessment and classification of enterprises, Decree 145 further excludes the assessment of impact from State policy changes affecting their revenues, as well as market-volume fluctuations.



## New Law on E-commerce

On 10 December 2025, the National Assembly issued Law No. 122/2025/QH15 on e-commerce, which took effect on 1 July 2026 (“**Law on E-commerce 2025**”).

Key highlights of the Law on E-commerce 2025 include:

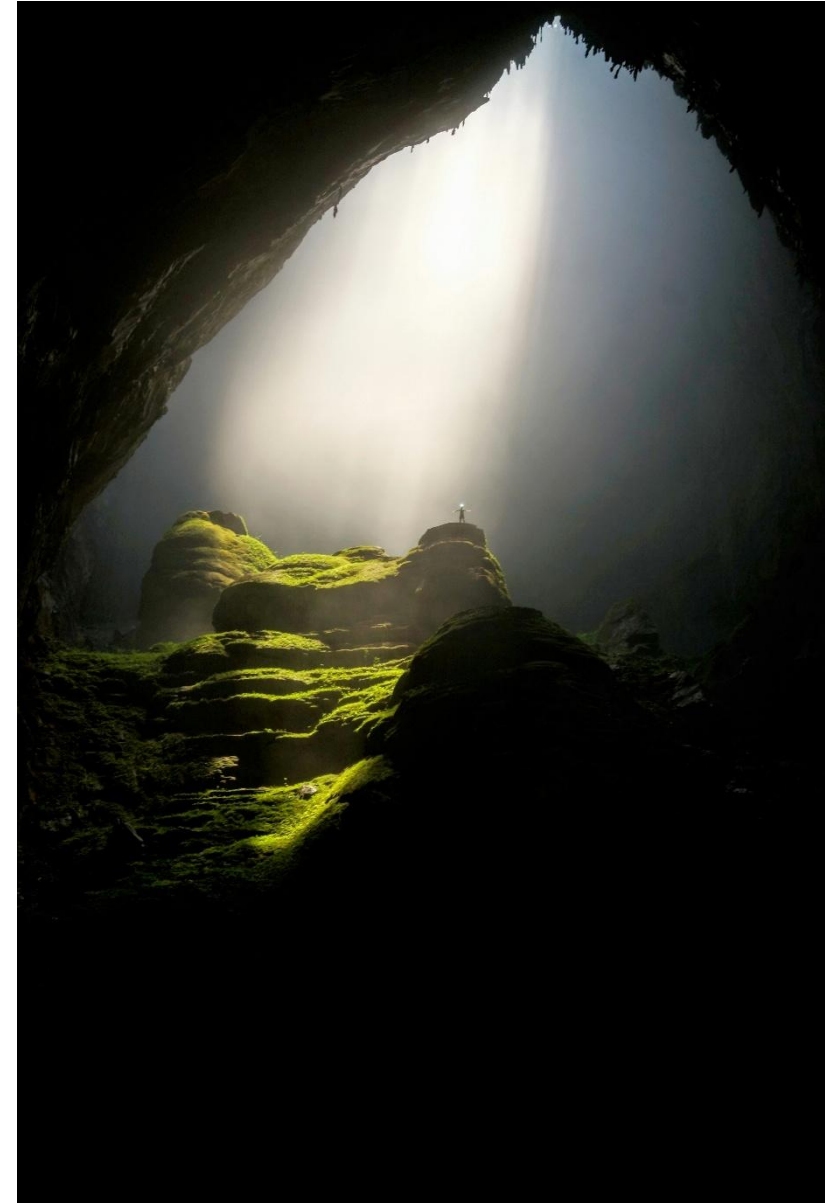
- **Classification of e-commerce platforms:** In addition to models recognised under existing legislation, the Law on E-commerce 2025 introduces the concept of an integrated e-commerce platform, which enables the integration of other e-commerce platforms within its ecosystem.
- **Livestream and affiliate marketing:** The Law on E-commerce 2025 establishes compliance obligations for platform owners, live-streamers, sellers and affiliates. E-commerce platform owners and affiliate marketing service providers must implement identity verification and monitoring and content control mechanisms and must also remove unlawful content and links. Sellers, live-streamers and affiliates are required to provide accurate and non-misleading information, comply with applicable requirements on products’ quality and advertising, refrain from promoting unlawful goods or services, and promptly remove non-compliant content or links when required.
- **Cross-border e-commerce activities:** Foreign direct e-commerce platforms operating in Vietnam must maintain a local presence, ranging from appointing an authorised representative or legal entity in Vietnam to establishing a Vietnam-domiciled legal entity, depending on the platform model. Vietnam-domiciled authorised legal entities of foreign platforms must serve as the local compliance representative, including to handle regulatory procedures, coordinate responses to violations and consumer complaints, and support product recalls.
- **E-commerce support services:** The Law on E-commerce 2025 imposes additional and more onerous obligations on e-commerce support services providers. Notably, logistics service providers are required to verify shipments before transporting, reject unlawful goods, suspend services for non-compliant platforms, and cooperate with platforms and authorities in investigating and handling violations.

## New Decree on Multi-Level Marketing

On 7 April 2026, the Government issued Decree No. 137/2026/ND-CP (“**Decree 137**”) on management of multi-level marketing (“**MLM**”) operations. Decree 137, which took effect on 1 July 2026 and replaces Decree No. 40/2018/ND-CP (as amended).

Key highlights of Decree 137 include:

- **Removal of legal capital requirement:** Decree 137 removes the previous requirement for MLM enterprises to maintain a minimum charter capital of VND 10 billion. Enterprises are no longer required to meet this threshold as a condition for registration.
- **Increased deposit:** The minimum deposit amount has been doubled from VND 10 billion to VND 20 billion. Additionally, Decree 137 imposes a new obligation on the depository bank to notify the Ministry of Industry and Trade of any changes to the deposit confirmation.
- **Expansion of individuals ineligible to participate:** Decree 137 expands the categories of individuals with whom MLM enterprises are prohibited from contracting. In addition to existing restrictions, the new restrictions cover individuals who previously held management or ownership roles at an MLM enterprise whose registration certificate was revoked, as well as professional military and police personnel.
- **Electronic contracts.** Decree 137 introduces detailed requirements for electronic MLM participation agreements, including obligations to store such contracts as data messages within the enterprise's IT management system and to grant access to competent authorities upon written request.



## SECTION II. SPOTLIGHT DISCUSSION

On 10 December 2025, the National Assembly promulgated Law No. 135/2025/QH15 on Construction, which took effect on 1 July 2026 (except for certain provisions which had already been in effect as from 1 January 2026) (the “Construction Law 2025”), which replaces the previous Law on Construction in its entirety.

### New Law on Construction

Key highlights of the Law on Construction 2025 include:

#### 1. Reclassification of construction investment projects

To align with the investment forms under existing investment frameworks and reduce regulatory gaps for projects utilising multiple funding sources, the Construction Law 2025 removes “funding sources” as a criterion for classifying construction investment projects, and instead classifies them, based on investment forms, into four categories, namely: (i) public investment projects; (ii) public-private partnership (PPP) projects; (iii) projects using recurrent State budget expenditure or other State budget capital not subject to public investment law; and (iv) business investment projects.

#### 2. Simplification of administrative procedures

##### (i) Appraisal of feasibility study (FS) report and construction design

The appraisal scope for FS reports by construction authorities no longer covers compliance with regulations on project preparation and construction capacity, consistency with investment policy approvals, and assessment of environmental protection solutions, thereby placing greater responsibility on investment decision makers for ensuring compliance with applicable requirements. In addition, the basic design included in the FS report can be substituted with a front-end engineering design (FEED design) or technical design, allowing more flexibility depending on the nature of the project.

Following project approval, construction authorities no longer appraise and approve the detailed construction design developed after the basic design in the FS report. Instead, such appraisal and approval will now be undertaken by developers, except for PPP component projects using public investment capital or projects serving national security and defence which remain subject to specialised laws.

##### (ii) Expanded exemptions for construction permit

The Construction Law 2025 expands the scope of construction permit exemptions, in order to avoid duplicate assessments. Where a project has been appraised and approved by a construction authority of competent jurisdiction, construction permits are no longer required for construction works within the approved project.

(iii) **Construction practising certificates:** The Construction Law 2025 no longer requires construction practising certificates for project management directors and instead requires them to possess and be able to evidence relevant professional experience.

#### 3. Recognition of additional concepts in construction contracting:

##### (i) Force majeure events and material changes in circumstances

The Construction Law 2025 provides greater clarity on the concepts of “force majeure events” and “material changes in circumstances” in construction activities, while requiring that their application comply with the conditions set out in the Civil Code 2015. Specifically, the Construction Law 2025 expressly recognises a broad range of force majeure events, including natural disasters, public emergencies, labour disruptions, and other circumstances. It also identifies material changes in circumstances to include significant legal or regulatory changes, unforeseeable site conditions. These changes provide a clearer legal basis for parties to make amendments to contracts and projects during performance.

(ii) **Liquidated damages**

Although liquidated damages provisions have long been included in FIDIC contracts, the concept of liquidated damages has not previously been expressly recognised under Vietnamese law. This has resulted in differing approaches by Vietnamese courts or arbitration tribunals when hearing and determining disputes involving claims for liquidated damages. To align Vietnam's construction law framework with international practice, the Construction Law 2025 formally recognises the concept of liquidated damages.

Under the new law, parties may agree in advance on a specified amount or method for determining damages payable upon a contractual breach, corresponding to the contractual obligations breached and the extent of the breach. This development is expected to provide greater certainty in contract enforcement, better balance the interests of employers and contractors, and reduce the burden of proving actual loss arising from a breach of contract.

**4. Dispute resolution mechanisms aligned with international practice**

Compared to its predecessor legislation, the Construction Law 2025 now specifically provides for additional types of dispute resolution mechanisms to be used in construction contracts. In particular,

- (i) In addition to resolving disputes through direct negotiation, mediation, arbitration, or litigation, the Construction Law 2025 introduces other, internationally recognised, alternative dispute resolution mechanisms. This change paves the way for the deployment of alternative dispute resolution mechanisms such as Dispute Adjudication Boards (DABs) and Dispute Avoidance/Adjudication Boards (DAABs) under FIDIC-style contracts.
- (ii) For public investment projects and PPP projects, where disputes are resolved through arbitration, domestic arbitral institutions are to be given priority. This prioritisation of domestic arbitration aims to mitigate the fiscal burden on the State budget and to avoid difficulties associated with foreign arbitral institutions applying Vietnamese law. Alternative dispute resolution mechanisms may be applied for these types of projects, under applicable international treaties or upon approval by the investment decision-maker and must be agreed upon in the construction contract.





## About Kinstellar Southeast Asia

Kinstellar Southeast Asia, in cooperation with Asia Counsel Vietnam Law Company Limited, is a fast-growing international law firm with a well-established footprint in Southeast Asia, one of the world's most dynamic and fast-evolving regions, and across Central & Eastern Europe, Southeast Europe, and Central Asia, through our sister law firm, Kinstellar.

We advise clients in Cambodia, Vietnam and across Southeast Asia by combining deep local insight with international legal experience, underpinned by the highest standards of quality, excellence and integrity.

Our practice brings together experienced partners and a multilingual team of local and international lawyers and a deep bench of expertise and support also from Kinstellar. We advise investors, financial institutions, regional and multinational businesses, as well as international law firms whose clients require first-class legal counsel in our jurisdictions.

Recognised for delivering clear, practical and commercially focused advice, we support clients on their most complex projects and transactions across a broad range of practice areas and industry sectors.

Together with our sister law firm, Kinstellar, we operate in 15 offices with a combined team of more than 500 lawyers. This platform offers clients trusted local capability, backed by genuine international reach.

If you have any questions on any of the items discussed above, please do not hesitate to contact us.

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