



NEWSLETTER

Decree No. 342/2026/ND-CP detailing the Law on Commerce and the Law on Foreign Trade Management regarding goods purchase and sale activities and activities directly related to the purchase and sale of goods by foreign investors and foreign-invested economic organizations in Vietnam

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IMPORT AND EXPORT RIGHTS

Goods eligible for export:

- Goods purchased in Vietnam
- Goods ordered by the enterprise for processing
- Legally imported goods

Conditions:

- The goods must not be on any list of goods prohibited, temporarily suspended, or internationally restricted from export
- The enterprise must obtain the relevant licenses and fully satisfy the applicable regulatory requirements



DISTRIBUTION RIGHTS

Wholesale and retail distribution of:

- Goods manufactured/processed in Vietnam
- Legally imported goods

Conditions:

- For conditional business lines, the enterprise may only conduct business activities after fully satisfying all conditions prescribed by relevant specialized regulations

ACTIVITIES REQUIRING A BUSINESS LICENSE

- Retail distribution rights (except for certain specific goods)
- Import and wholesale distribution of restricted goods
- Provision of logistics services (except for service sub-sectors that Vietnam has committed to open to foreign investment)
- Leasing of goods (excluding financial leasing and leasing of construction equipment together with operators)
- Provision of trade promotion services (excluding advertising)
- Provision of commercial intermediary services
- Management and operation of intermediary e-commerce platforms, social commerce networks, or integrated e-commerce platforms
- Organization of tenders for goods and services





ENT Not Applicable



From the second retail outlet onward: ENT does not apply if

- +) The retail outlet has an area of less than 500 m²;
- +) It is located within a shopping mall;
- +) It is not a convenience store or mini-supermarket;
- +) The investor is from a country that has entered into a trade agreement with Vietnam that abolishes the ENT requirement (e.g., investors from CPTPP/EVFTA countries).

→ For foreign retailers that have long been waiting to open large retail stores in Vietnam, this is arguably the most significant change

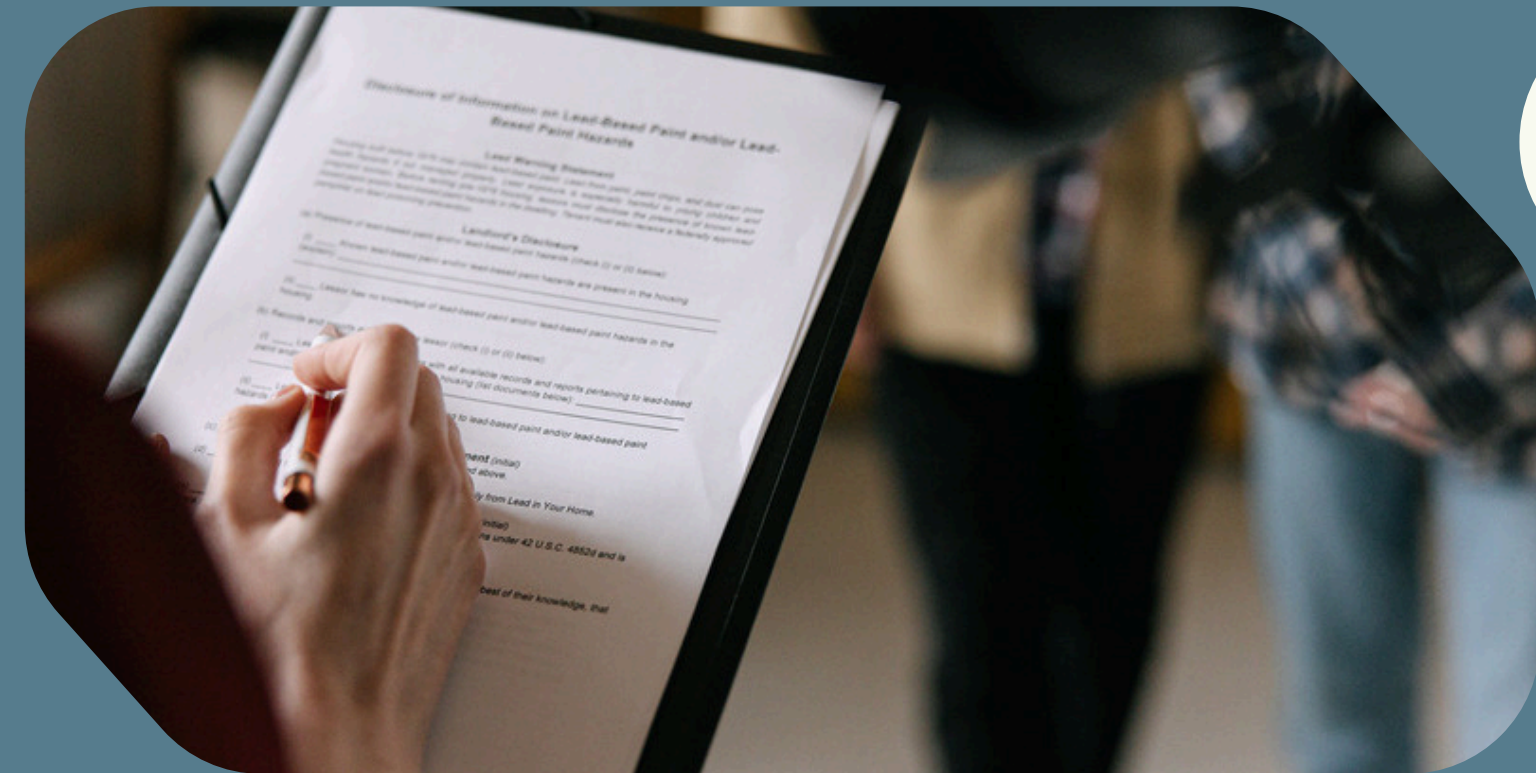


Conditions Regarding the Location of a Retail Outlet

- The enterprise must have no overdue tax liabilities, provided that the enterprise has been established in Vietnam for at least one year as of the date of submission of the application dossier.
- The location of the retail outlet must fully comply with applicable laws and regulations concerning: (i) land; (ii) planning; (iii) investment; (iv) construction; (v) fire prevention and firefighting; (vi) traffic safety; and (vii) environmental sanitation/protection.

The reference to the seven areas of law listed in (i)–(vii) above is very broad. Decree 342 expands the location-related requirements: whereas previously it was only necessary for the location to be consistent with the relevant planning, the location must now comply with multiple requirements under various specialized laws and regulations.

Note: Decree 342 does not clearly specify how “full compliance” is to be assessed in practice. The application forms and supporting documents prescribed under the Decree also do not fully resolve this issue.



Threshold for Determining the Level of the Affected Geographic Market Area



A 5,000 m² threshold is introduced to determine the applicable administrative level of the affected geographic market area:

- Retail outlet < 5,000 m² → commune/ward level;
- Retail outlet ≥ 5,000 m² → provincial level.

This new 5,000 m² threshold helps reduce ambiguity regarding the affected geographic market area and provides a clearer basis for determining the appropriate scope and focus of the ENT assessment.

National Security Assessment

The authorities responsible for issuing the Business License and the Retail Outlet Establishment License must obtain approval from both the Ministry of Public Security and the Ministry of National Defense regarding national security matters in the following cases:

- Certain applications for a Business License involving investors that fall outside the scope of Vietnam's applicable treaty commitments;
- Foreign-controlled operators of qualifying large-scale intermediary e-commerce platforms, e-commerce social networks, or integrated e-commerce platforms;
- Large retail chains, where the investor has reached:
 - 100 outlets, each with an area of less than 500 m²;
 - 50 outlets, each with an area of 500 m² to less than 3,000 m²;
 - 30 outlets, each with an area of 3,000 m² or more.

→ This requirement is being introduced for the first time. In practice, the security assessment process may take a significant amount of time and should therefore be taken into account when planning the application for the relevant licenses



Thank you so much

Decree 342 is expected to make retail business activities in Vietnam more accessible to foreign investors, particularly investors from member countries of modern-generation trade agreements such as the CPTPP and EVFTA. However, it remains to be seen how the new and updated conditions will be implemented in practice.



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