

DECREE NO. 342/2026/ND-CP

GOODS TRADING BY FOREIGN INVESTORS

12 KEY CHANGES TO KNOW BEFORE 18 OCTOBER 2026

EFFECTIVE FROM 18 OCTOBER 2026

REPLACES DECREE NO. 09/2018/ND-CP

Detailing the Commercial Law and the Law on Foreign Trade Management on goods trading and activities directly related to goods trading

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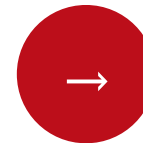
1. Licensing authority shifts from the Department of Industry and Trade to the provincial People's Committee

BEFORE

Department of Industry and Trade

1. The Department of Industry and Trade where the foreign-invested economic organization has its head office issues, re-issues, amends and revokes the Business License.
2. The Department of Industry and Trade where the foreign-invested economic organization's retail outlet is located issues, re-issues, amends, extends and revokes the Retail Outlet Establishment License.

Legal basis: Articles 8.1 and 8.2 of Decree No. 09/2018/ND-CP



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Provincial People's Committee

1. ~~the Department of Industry and Trade~~ **the Provincial People's Committee** of the locality where the foreign-invested economic organization has its head office shall issue, re-issue, amend and revoke the Business License.
2. ~~the Department of Industry and Trade~~ **the Provincial People's Committee** of the locality where the foreign-invested economic organization's retail outlet is located shall issue, re-issue, amend, extend and revoke the Retail Outlet Establishment License.

Note: The Provincial People's Committee will likely delegate this authority to its specialized department. The Department of Industry and Trade will probably still receive and process applications, but the license itself will be issued in the name of the Provincial People's Committee.

Legal basis: Articles 8.1 and 8.2 of Decree No. 342/2026/ND-CP

2. Consultation with the Ministry of Industry and Trade removed, replaced with consultation with the Ministry of Public Security and Ministry of National Defense

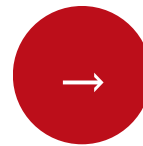
BEFORE

Ministry of Industry and Trade, line ministry

3. The Licensing Authority shall consult the Ministry of Industry and Trade and the relevant line ministry in the following cases: [...]

The Ministry of Industry and Trade and the line ministry review the request based on sector planning, industry development strategy, the progress of negotiations, and Vietnam's market-opening needs.

Legal basis: Articles 8.3 and 10 of Decree No. 09/2018/ND-CP



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Ministry of Public Security and Ministry of National Defense

3. The Licensing Authority shall consult ~~the Ministry of Industry and Trade and the line ministry~~ **the Ministry of Public Security and the Ministry of National Defense on national security matters** in the following cases: [...]

Note: Both ministries must respond within 14 working days. If either ministry disagrees, the Licensing Authority must reject the application (Articles 12.4 and 12.5).

Legal basis: Article 8.3 of Decree No. 342/2026/ND-CP

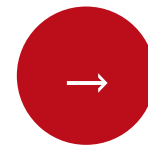
3. Cases requiring consultation with the Ministry of Public Security and Ministry of National Defense

BEFORE

Three cases requiring consultation with the Ministry of Industry and Trade and the line ministry

1. Issuing or amending a Business License for the retail of rice, sugar, recorded media, books, newspapers or magazines: consult the Ministry of Industry and Trade and the line ministry.
2. Issuing or amending a Business License for the import and wholesale of lubricants, logistics services, goods leasing, trade promotion, commercial intermediary services, e-commerce, or bidding for goods and services: consult the Ministry of Industry and Trade.
3. Issuing or amending any Retail Outlet Establishment License: consult the Ministry of Industry and Trade.

Legal basis: Article 8.3 of Decree No. 09/2018/ND-CP



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Three cases requiring consultation with the Ministry of Public Security and Ministry of National Defense

1. **The investor comes from a country or territory that is not a party to an international treaty to which Vietnam is a member** (including where the goods or services concerned have not been committed for market opening).
 2. **The foreign investor controls an enterprise that operates an intermediary e-commerce platform, an e-commerce social network, or an integrated trading platform classified as a major digital platform.**
 3. **A large-scale retail chain: 100 or more outlets under 500 m², 50 or more outlets from 500 m² to under 3,000 m², or 30 or more outlets of 3,000 m² or larger.**
- For an ordinary Retail Outlet Establishment License, **no ministry consultation is required anymore.**

Legal basis: Article 8.3 of Decree No. 342/2026/ND-CP (referring to Articles 9.2, 9.3(b) and 9.4(b))

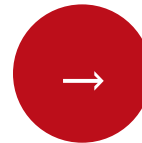
4. Application documents: only required when the authority cannot retrieve the data itself

BEFORE

Full documents required in every case

- Application for a Business License
- Explanatory report on licensing conditions, business plan and financial plan
- Document from the tax authority proving there is no overdue tax debt
- Copy of the Enterprise Registration Certificate and Investment Registration Certificate

Legal basis: Article 12 of Decree No. 09/2018/ND-CP



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Only required when the data cannot be retrieved

7. The foreign-invested economic organization **is only required to submit the documents listed in clauses 3, 4, 5 and 6 of this Article where the Licensing Authority is unable to access and retrieve the relevant documents and data from the national and specialized databases.**

Clauses 3, 4, 5 and 6 refer to the tax document, the copy of the Enterprise Registration Certificate, the Investment Registration Certificate and the Retail Outlet Establishment License.

The same rule applies when **amending or re-issuing the Business License, and to the Retail Outlet Establishment License.**

Legal basis: Article 11.7 of Decree No. 342/2026/ND-CP (similarly Articles 14.4, 17.3, 25.6 and 34.3)

5. Financial plan condition removed for Business License applications

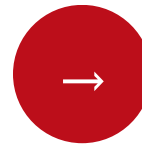
BEFORE

Financial capacity must be demonstrated

(b) Have a financial plan for carrying out the activity for which the Business License is requested.

The application must include financial documents: a commitment of financial support from the parent company or a financial institution; a guarantee of financial capacity; or other documents proving the investor's financial capacity.

Legal basis: Article 9.1 and Article 3.16 of Decree No. 09/2018/ND-CP



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Financial requirement no longer applies

(a) Market-access conditions under the international treaty to which Vietnam and that country or territory are parties;

~~(b) Have a financial plan for carrying out the activity for which the Business License is requested;~~

(b) No overdue tax debt, where the economic organization has been established in Vietnam for 1 year or more **as of the application date**.

Note: The application must still include a 5-year business plan explanation under Article 11.2(b); only the financial plan and its supporting financial documents are removed.

Legal basis: Article 9.1 of Decree No. 342/2026/ND-CP

6. Market-access conditions must be maintained throughout operations

BEFORE

Assessed only at the time of licensing

(a) Satisfy the market-access conditions under an international treaty to which Vietnam is a party.

The Decree imposes no obligation to maintain this condition after the Business License is issued.

Legal basis: Article 9.1(a) of Decree No. 09/2018/ND-CP



FROM 18 OCTOBER 2026

Must be maintained throughout operations

(a) The market-access conditions under the international treaty to which Vietnam and that country or territory are parties **and which the foreign investor has chosen to apply under investment law. The foreign investor must satisfy this condition throughout the entire course of its trading operations under this Decree in Vietnam;**

Note: Failure to maintain this condition results in a forced suspension of operations under Article 40.1(c); if not remedied within 12 months, operations are terminated under Article 41.1(d).

Legal basis: Article 9.1(a) of Decree No. 342/2026/ND-CP

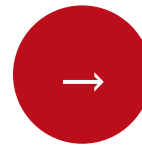
7. Business License term now follows the Enterprise Registration Certificate instead of the previous fixed 5 years

BEFORE

5 years, or no term specified

- (a) The trading term for the cases specified in clauses 2, 3 and 4 of Article 9 of this Decree is 5 years;
 - (b) The term of a re-issued license equals the remaining term of the Business License already issued.
- For investors from a country that has committed to market opening (clause 1, Article 9): no term is specified.

Legal basis: Article 11.2 of Decree No. 09/2018/ND-CP



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Follows the enterprise registration certificate

- (a) **The trading term for the case specified in clause 1, Article 9 of this Decree corresponds to the term of the Enterprise Registration Certificate (if any), as provided by enterprise law;**
 - (b) The trading term for the cases specified in clauses 2, 3 and 4 of Article 9 of this Decree is 5 years;
 - (c) The term of a re-issued license equals the remaining term of the trading term already granted.
- Note:** Investors from a country without such a commitment, or trading in a sector or goods not committed for market opening, still keep the 5-year term.

Legal basis: Article 10.2 of Decree No. 342/2026/ND-CP

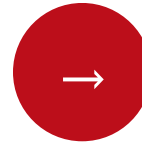
8. Business License content now also states the owner's nationality and the goods traded

BEFORE

5 categories of content

- (a) Name, enterprise code, head office address and legal representative
- (b) Owner, capital-contributing members, founding shareholders
- (c) Goods distributed
- (d) Activities directly related to goods trading
- (dd) Other content

Legal basis: Article 11.1 of Decree No. 09/2018/ND-CP



FROM 18 OCTOBER 2026

6 categories of content

- (a) Name, enterprise code, head office address and legal representative
- (b) Owner, capital-contributing members, founding shareholders **and their place of incorporation and nationality**
- (c) **Goods trading activities**
- (d) Goods ~~distributed~~ **traded**
- (dd) Activities directly related to goods trading
- (e) Other content **as specified by the Licensing Authority in the Business License (if any)**

Legal basis: Article 10.1 of Decree No. 342/2026/ND-CP

9. Goods trading agency activities reclassified under distribution rights instead of commercial intermediary services

BEFORE

Classified as commercial intermediary services

(h) Providing commercial intermediary services (agency activities not excluded).

4. Distribution comprises wholesale, retail, sales agency and commercial franchising activities.

6. Wholesale is the sale of goods to wholesale traders, retail traders and other traders or organizations; it does not include retail activities.

Legal basis: Articles 3.1(h), 3.4, 3.6 and 3.7 of Decree No. 09/2018/ND-CP



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Moved entirely to distribution rights

(dd) Providing commercial intermediary services, **excluding wholesale sales agency and retail sales agency activities**;

6. Distribution comprises wholesale, retail, sales agency and commercial franchising activities **within the distribution sector**.

8. Wholesale [...] **includes wholesale sales agency** but does not include retail activities. 9. Retail [...] **includes retail sales agency**.

Note: An enterprise acting as a wholesale or retail sales agent must now apply for a license under distribution rights, not under the commercial intermediary services category.

Legal basis: Articles 3.3(dd), 3.6, 3.8 and 3.9 of Decree No. 342/2026/ND-CP

10. Economic needs test criteria reduced from 5 groups to 4

BEFORE

Based on 5 groups of criteria

- (a) The scale of the geographic market area affected by the retail outlet's operation
- (b) The number of retail outlets already operating in the geographic market area
- (c) The impact on market stability and on the business of retail outlets and traditional markets in the area
- (d) The effect on traffic density, environmental sanitation and fire safety
- (dd) Its potential contribution to socio-economic development: creating jobs for domestic workers; developing and modernizing the retail sector; improving the environment and living conditions of residents; contributing to the state budget

Legal basis: Article 23.2 of Decree No. 09/2018/ND-CP



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Now only 4 groups of criteria

- (a) ~~The scale of the geographic market area affected~~ **Outlets under 5,000 m²: assessed at commune/ward level. Outlets of 5,000 m² or larger: assessed at provincial/centrally run city level**
- ~~(b) The number of retail outlets already operating in the geographic market area~~
- (b) The impact on market stability and on the business of retail outlets and traditional markets; **the area's demand and the capacity of the proposed new retail outlet to meet it**
- ~~(d) The effect on traffic density, environmental sanitation and fire safety~~
- (c) Potential contribution: ~~creating jobs for domestic workers;~~ developing and modernizing the retail sector; improving residents' living conditions; ~~contributing to the state budget~~
- (d) **Security, order and social safety in the area; border, island and military-zone security**

Legal basis: Article 22.2 of Decree No. 342/2026/ND-CP

11. Reporting twice a year instead of once

BEFORE

Once a year, before 31 January

Every year, before 31 January, the foreign-invested economic organization must report on its goods trading activities and activities directly related to goods trading.

The Decree does not specify a data cut-off date.

Legal basis: Article 40.1(a) of Decree No. 09/2018/ND-CP



FROM 18 OCTOBER 2026

Twice a year, before 15 January and 15 July

Every year, before ~~31 January~~ **15 January and 15 July**, the organization must report on **the annual reporting period and the first 6-month reporting period.**

Data cut-off: **the annual period runs from 1 January to 31 December; the 6-month period runs from 1 January to 30 June.**

Reports may be submitted **electronically through the database system** where the conditions for doing so are met.

Note: Failure to submit periodic reports for 24 consecutive months is grounds for revoking the Business License and the Retail Outlet Establishment License.

Legal basis: Articles 38.1(a), 38.1(c) and 38.3 of Decree No. 342/2026/ND-CP

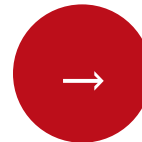
12. New ground for license revocation: being penalized three times within 12 months

BEFORE

6 grounds for revocation

(a) The Enterprise Registration Certificate is revoked; (b) The Investment Registration Certificate is revoked; (c) The application contains falsified information;
(d) Operations are suspended for more than 12 months without being reported; (dd) Periodic reports are not submitted for 24 consecutive months;
(e) A required report or explanation is not submitted within 3 months of the deadline.

Legal basis: Articles 43.1 and 43.2 of Decree No. 09/2018/ND-CP



FROM 18 OCTOBER 2026

New grounds added

(e) A required report, document or explanation is not submitted within 3 months of the deadline, **except in cases of force majeure as provided by law**;
(g) **Being subject to up to 3 consecutive administrative penalties within 12 months for violating the goods trading activities or related activities stated in the Business License.**
For the Retail Outlet Establishment License: **being penalized up to 3 times within 12 months for violating the content stated in the license** (point (h), clause 2, Article 42).

Legal basis: Articles 42.1 and 42.2 of Decree No. 342/2026/ND-CP

APPLIES FROM 18 OCTOBER 2026

Transitional provisions and timeline

Licenses issued before 18 October 2026

A foreign-invested economic organization already holding a Business License or a Retail Outlet Establishment License may continue the licensed trading activities without needing to re-apply.

Article 44.1 of Decree No. 342/2026/ND-CP

When an amendment is requested

Follow the procedure under Articles 14 and 15 (Business License) or Articles 29 and 30 (Retail Outlet Establishment License) of Decree No. 342/2026. The Licensing Authority will record the previously granted content and note the newly approved content.

Article 44.2 of Decree No. 342/2026/ND-CP

Address changes due to administrative boundary reorganization

Where the address of the head office or retail outlet changes because of provincial-level administrative boundary reorganization, the enterprise may continue operating under its existing license without needing to carry out an amendment procedure.

Article 44.3 of Decree No. 342/2026/ND-CP

Applications filed before 18 October 2026

Processed under Decree No. 09/2018 and Article 36 of Decree No. 146/2025. If the application is not yet valid, supplementary explanation must be provided within no more than 6 months from the date of the request; after that deadline, Decree No. 342/2026 applies.

Article 44.5 of Decree No. 342/2026/ND-CP

Legal basis: Articles 44 and 45 of Decree No. 342/2026/ND-CP. The Decree takes effect from 18 October 2026, replacing Decree No. 09/2018/ND-CP and repealing Article 36 of Decree No. 146/2025/ND-CP.

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