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# LEGAL ALERT

July 2025

Highlights of some notable provisions of the laws passed by the National Assembly at the 9th session of the 15th National Assembly



At the 9th session of the 15th National Assembly, which took place from May 5, 2025 to June 27, 2025, the National Assembly passed 34 laws and 34 resolutions, and gave initial comments on 6 draft laws. In this content, we will update some notable new regulations that enterprises and people are very interested in.

### 1. From July 1, 2025, businesses must supplement information on "beneficial owners"

Although the concept of "beneficial owner" ("BO") has been introduced in the 2022 Law on Anti-Money Laundering, this is the first time this concept has been included in the Law on Enterprise to distinguish the "legal owner" who is the person whose name is put down on the papers from the BO who actually controls the assets of the enterprise. Specifically, according to the Law amending and supplementing a number of articles of the Law on Enterprise ("Law No. 76/2025/QH15"), the BO of an enterprise is understood **to be an individual with actual ownership of the charter capital or control over the enterprise that**, *except where the direct owner representative at an enterprise in which the State holds 100% of the charter capital and the representative of the State capital portion at a joint stock company or a limited liability company with two or more members in accordance with the law on management and investment of State capital in enterprises*<sup>1</sup>.

Therefore, Law No. 76/2025/QH15 stipulates that from July 1, 2025, when registering a business, enterprises must declare their BO. For enterprises established before July 1, 2025, the addition of information on the enterprise's BO (if any), information to determine the enterprise's BO (if any) must be done at the same time as the enterprise carries out the most recent registration/notification of changes to the enterprise's registration

content. At the same time, enterprises must be responsible for collecting, updating and storing information on the enterprise's BO.<sup>2</sup>

### 2. Foreign investors can establish economic organizations before starting investment projects.

Previously, the Law on Investment 2020 only provided in general that **before establishing an economic organization, foreign investors must start an investment project and carry out procedures for granting and adjusting** the Investment Registration Certificate (*except for the establishment of innovative start-up small and medium enterprises and innovative start-up investment funds*). Now, the Law amends and supplements a number of articles of the Law on Bidding, the Law on Investment under the public-private partnership model, the Law on Customs, the Law on Value Added Tax, the Law on Export Tax and Import Tax, the Law on Investment, the Law on Public Investment, the Law on Management and Use of Public Assets ("Law No. 90/2025/QH15")<sup>3</sup> (effective from 01/07/2025) allow foreign investors **to establish economic organizations investment project implementation before carrying out procedures for granting or adjusting** Investment Registration Certificates for the following projects:

- Investment project to establish new innovation center, research and development center.

<sup>1</sup> Article 1.1(d) of Law No. 76/2025/QH15

<sup>3</sup> Articles 6.3(a), 6.4, and 6.13 of Law No.

<sup>2</sup> Articles 1.2, 1.3, 1.7, 1.8, 1.9, 1.10, 1.11, 2 and 3.1 of Law No. 76/2025/QH15

- Investment projects to build large data center infrastructure, cloud computing infrastructure, mobile infrastructure from 5G and above and other digital infrastructure in the field of strategic technology according to the Prime Minister's decision.
- Investment projects in the field of strategic technology, production of strategic technology products according to the decision of the Prime Minister.

For these projects, **investors will receive special investment incentives and support if they meet the conditions of** (1) the project **having a total investment capital of VND 3,000 billion or more** and (2) disbursing **at least VND 1,000 billion within 03 years** from the date of being granted the Investment Registration Certificate or approval of the investment policy.

### 3. Expanding taxable subjects, exempting corporate income tax and enjoying tax rates below 20%

Law on Corporate Income Tax 2025 ("Law No. 67/2025/QH15") (effective from October 1, 2025) has added the subject of corporate income tax as foreign enterprises without a permanent establishment in Vietnam, including enterprises doing e-commerce business, digital platform-based business with taxable income arising in Vietnam. At the same time, it has added some types of income that will be exempted from tax such as: income from implementing contracts for research on innovation and digital transformation; income from the first transfer of carbon credits after issuance by enterprises granted carbon credits; income from green

bond interest; income from the first transfer of green bonds after issuance.<sup>4</sup>

In addition, Law No. 67/2025/QH15 also provides incentives for enterprises **with total revenue of the immediately previous corporate income tax period. Enterprises with revenue of no more than VND 3 billion/year will be subject to a tax rate of 15%; and total revenue from over VND 3 billion to VND 50 billion/year will be subject to a tax rate of 17%**<sup>5</sup>. According to this new regulation, many enterprises with revenue of no more than 50 billion will be subject to a tax rate of 15% or 17%. (Previously, enterprises were mainly subject to a tax rate of 20%, except for oil and gas exploitation activities, rare resources and cases with preferential tax rates).

### 4. Exports on the spot are subject to a 0% value added tax rate

Law No. 90/2025/QH15 amending and supplementing a number of articles of the Law on Value Added Tax (effective from July 1, 2025) Add a group of goods that are subject to a 0% value added tax rate, which is on-site exports<sup>6</sup>. This helps businesses increase the exportation of goods and boost the economy.

### 5. Sugary water-based beverages subject to special consumption tax from January 1, 2027

The Law on Special Consumption Tax 2025 ("Law No. 66/2025/QH15") has added **water-based beverages** according to National Standards (TCVN) **with sugar content above 5g/100 ml** subject to special

<sup>4</sup> Articles 2.2(d), 4.4 and 4.10 of Law No. 67/2025/QH15

<sup>5</sup> Articles 10.2 and 10.3 of Law No. 67/2025/QH15

<sup>6</sup> Article 4 of Law No. 90/2025/QH15

consumption tax **at tax rate of 8%** (from 01/01/2027) and **10%** (from 01/01/2028)<sup>7</sup>.

However, the current TCVN 12828:2019 on water-based beverages will not apply to products such as: milk and dairy products; liquid foods for nutritional purposes; natural mineral water and bottled drinking water; vegetable and fruit juices and vegetable and fruit nectars; and cocoa products. Therefore, these products will not be subject to special consumption tax.

## 6. Exemption of import tax on imports for development of science, technology, innovation, and digital technology industry

Law No. 90/2025/QH15 amending and supplementing a number of articles of the Law on Export Tax and Import Tax (effective from July 1, 2025), the following imports for the development of science, technology, innovation, and digital technology industry will be exempt from import tax, including<sup>8</sup>:

- Imports are machinery, equipment, spare parts, specialized supplies, documents, specialized scientific books and newspapers used directly for science, technology, innovation, and digital technology industry.
- Import to create fixed assets of investment projects (new or expanded) to develop science, technology, innovation, digital technology industry according to the law, including (1) Machinery and equipment; components, details, separate parts, spare parts for synchronous assembly or synchronous use with machinery and equipment; raw materials and supplies used to manufacture machinery and equipment

or to manufacture components, details, separate parts, spare parts of machinery and equipment; (2) Specialized means of transport in technological lines used directly for the production activities of the project; and (3) Construction materials that cannot be produced domestically.

- Raw materials, supplies, and components imported for production and research by scientific and technological organizations, high-tech enterprises, and newly established enterprises from investment projects to produce high-tech products that have been granted a Certificate (exempted from import tax for a period of 05 years from the start of research and production).
- Imports are raw materials, supplies, and components that cannot be produced domestically and directly serve the production of digital technology products; imported raw materials, supplies, and components for research and experimental production of research and development centers.

## 7. Adjustment of unemployment insurance premiums

Before, the Law on Employment 2013 regulations on unemployment insurance (UI) contribution levels for **employees fixed at 1%** monthly salary and **employer fixed rate is 1%** monthly salary fund of employees participating in social insurance. Now, the Law on Employment 2025 ("**Law No. 74/2025/QH15**") (effective from June 1, 2025) The unemployment insurance contribution rate has been revised to be more flexible, specifically: (i) **employees contribute a maximum of 1% of monthly salary**; (ii) **employers**

<sup>7</sup>Articles 2.1(l) and 8.1 of Law No. 66/2025/QH15

<sup>8</sup> Articles 5.3 of Law No. 90/2025/QH15

contribute a maximum of 1% of the monthly salary fund of employees participating in unemployment insurance<sup>9</sup>.

Thus, from January 1, 2026, the maximum UI contribution rate is 1% and the Government will provide detailed instructions instead of prescribing a fixed contribution rate of 1% as before to ensure policy flexibility and increase the Government's proactive management, especially in cases of natural disasters, epidemics, crises, economic recessions and social insurance fund surpluses.

#### 8. Enterprises must delete personal information of candidates and employees if they do not recruit or terminate the labor contract

According to the Law on Personal Data Protection 2025 ("Law No. 91/2025/QH15")<sup>10</sup>, enterprises **are allowed to ask candidates to provide personal information about candidates** for direct recruitment purposes and may only use that data for recruitment or other purposes with the candidate's consent. If the candidate is not accepted, the employer must delete or destroy all personal information collected, unless the two parties agree otherwise.

In case the candidate is hired, **enterprises must** be responsible for **storing employees' personal data** for the period prescribed by law or by agreement. **When terminating the labor contract, the employee's personal data must be deleted or destroyed**, unless otherwise provided by agreement or law.

To implement personal data protection, from January 1, 2026, enterprises are

required **to establish** (i) a department or personnel to protect internal personal data; or (ii) hire a legitimate external personal data protection service to protect the personal data of the enterprise, *except for small enterprises, start-ups (within 05 years from January 1, 2026), business households and micro-enterprises that do not provide personal data processing services, directly process sensitive personal data or process personal data of a large number of personal data subjects* will not be required to comply with this requirement.<sup>11</sup>

#### 9. Sellers must publicly disclose information about goods traded on digital platforms

To ensure the quality of goods traded on digital platforms serving electronic transactions, the Law amending and supplementing a number of articles of the Law on Product and Goods Quality ("Law No. 78/2025/QH15")<sup>12</sup> (effective from January 1, 2026) requires organizations and individuals selling goods online **to be responsible for fully disclosing information about the quality of products and goods on digital platforms serving electronic transactions**, including the following information: (i) name of goods, origin, name of the organization or individual producing or importing goods responsible for the quality of goods; (ii) conformity mark, conformity mark according to the law; (iii) instructions for use, safety warnings (if any); and (iv) other information according to the relevant laws. This is to increase transparency and protect consumers, as well as **monitor and trace the origin** of goods circulating in the digital environment.

<sup>9</sup> Articles 33.1 of Law No. 74/2025/QH15

<sup>10</sup> Articles 25.1 and 25.2 of Law No. 91/2025/QH15

<sup>11</sup> Articles 33.2 and 38 of Law No. 91/2025/QH15

<sup>12</sup> Article 1.19 of Law No. 78/2025/QH15

## 10. Building materials must be energy labeled before being put on the market

One of the notable new points of the Law amending and supplementing a number of articles of the Law on Economical and Efficient Use of Energy ("Law No. 77/2025/QH15") is the mandatory regulation **on energy labeling for construction materials**, which is a group of products that directly affects the energy efficiency of construction works. Specifically, Law No. 77/2025/QH15 stipulates that from January 1, 2026, **construction materials on the list of materials required to have energy labels must be labeled before being put on the market**<sup>13</sup>. Accordingly, manufacturing, importing, distributing, and trading enterprises, including those doing business on e-commerce platforms, must declare and energy label for construction materials after the construction materials have been tested and assessed for conformity with national standards on energy efficiency. This is an important legal basis to help organizations implement energy management measures in the construction industry more clearly and transparently.

## 11. Digital assets are legalized for the first time in Vietnam

One of the highlights of the Law on Digital Technology Industry 2025 ("Law No. 71/2025/QH15") (effective from January 1, 2026) is the regulation on digital assets codified for the first time in Vietnam <sup>14</sup>. Accordingly, digital assets are defined as assets as prescribed by the Civil Code, expressed in the form of digital data, created, issued, stored, transferred and authenticated by digital technology in the electronic environment. **Digital assets**

include **virtual assets in the electronic environment, Crypto assets and other digital assets**, but *excluding securities, digital forms of legal currency and other financial assets as prescribed by civil law; finance.*

Legal aspects related to digital assets, including ownership, transactions, security, dispute resolution, establishing risk management measures such as anti-money laundering, anti-terrorism financing as well as conditions for crypto asset service business will be assigned to the Government to issue detailed regulations.

## 12. Clearly define the legal responsibilities of influencers (KOLs) in advertising activities

The Law amending and supplementing a number of articles of the Law on Advertising 2025 ("Law No. 75/2025/QH15") (effective from January 1, 2026) has added provisions on the rights and obligations of influencers (KOLs) in the transmission of advertising products. According to the regulations, influencers are people subject to the Law on Consumer Protection. When carrying out advertising activities, in addition to complying with the obligations of the advertiser of the advertising product, they must also have the following obligations: (i) verify the credibility of the advertiser; check documents related to the advertised products, goods, and services; not introduce products and services that have not been used or are not fully understood, and (ii) notify about the advertising immediately before and during the advertising activity.<sup>15</sup>

<sup>13</sup> Article 1.17 and 2 of Law No. 77/2025/QH15

<sup>14</sup> Articles 46, 47 and 48 of Law No. 71/2025/QH15

<sup>15</sup> Article 1.9 of Law No. 75/2025/QH15

If violations occur, depending on the nature and severity of the violation, they will be subject to administrative sanctions or criminal prosecution. If damage is caused, they must compensate consumers <sup>16</sup>.

### 13. Regulations on the purchase, sale and use of chemicals requiring special control

The 2025 Chemical Law (“Law No. 69/2025/QH15”) (effective from January 1, 2026) has replaced the provisions on “chemicals restricted from production and trading” with “chemicals requiring special control”. Accordingly, chemicals requiring special control include hazardous substances and mixtures of substances on

the List of chemicals requiring special control issued by the Government. One of the requirements for trading in these chemicals is that **buyers and sellers must prepare a control form for the purchase and sale of chemicals requiring special control for each delivery and must have data on the organization or individual buying and selling according to the implementation roadmap prescribed by the Government. Chemical users must also be obliged to declare the type of chemical and the purpose of use of the chemical on the Chemical Specialized Database before using it for the first time or before changing the purpose of use.**<sup>17</sup>

<sup>16</sup>Article 1.6 of Law No. 75/2025/QH15

<sup>17</sup>Articles 9.2, 11.4, 15.1, 15.2, and 17 of Law No. 69/2025/QH15



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