



# LEGAL NEWSLETTER

Issue No. 12 | December 2025

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## 1. Law on Tax Administration 2025

On December 10, 2025, the National Assembly passed the Law on Tax Administration No. 108/2025/QH15 ("LOTA 2025"), replacing Law on Tax Administration No. 38/2019/QH14 as amended by Law No. 56/2024/QH15 ("LOTA 2019"). LOTA 2025 will take effect on 01/7/2026 (Articles 13 and 26 will take effect on 01/01/2026) with several new provisions that enterprises, business households, and individual business operators should take note of as follows:

### 1.1 Expansion of taxpayers to include foreign organizations and individuals

Article 2.1 of LOTA 2025 expands taxpayers to include foreign organizations and individuals who: (i) conduct business activities in Vietnam; (ii) derive income arising in Vietnam; and (iii) conduct business on e-commerce platforms or other digital platforms.

### 1.2 Shorter time limit for supplementary tax declarations

Under Article 12.5 of LOTA 2025, where a taxpayer discovers errors in a filed tax return or other remittances submitted to the tax authority, they may file a supplementary declaration within **05 years** from the due date of the original filing, instead of **10 years** previously.

For errors discovered in a period that has already been inspected or audited and which increase tax payable or reduce deductible/ exempt/ refundable amounts, the taxpayer may submit an explanatory dossier, but penalties will still apply as if detected by the authorities.

### 1.3 Business households and individual businesspersons self-determine annual revenue for tax calculation

Previously, Article 51 of LOTA 2019 provides that where business

households or individual businesspersons fail to keep proper accounts, invoices, and vouchers, the tax authority will determine tax payable under the **lump-sum tax method**. Now, Article 13 of LOTA 2025 allows business households and individual businesspersons to **self-determine their annual revenue** generated from goods and services (whether subject to tax or not). They will declare and calculate each type of tax per the relevant tax period. The tax authority will use its tax administration database to support taxpayers in declaration and calculation.

Thus, from January 1, 2026, business households and individual businesspersons will self-determine annual revenue for tax purposes instead of paying lump-sum tax as before.

### 1.4 Operators of e-commerce platforms with online ordering and payment functions must withhold and pay tax on behalf of sellers

According to Article 13.4 of LOTA 2025, where business households and individual businesspersons sell products on e-commerce or digital platforms that have both online ordering and payment functions, the platform operators (domestic or foreign) must withhold, declare, and pay taxes on behalf of sellers. If the platforms do not have online ordering and payment functions,

sellers shall directly declare, calculate, and pay taxes.

#### 1.5 Beneficial owners of enterprises may be subject to exit suspension if the enterprise is late in tax payment

Pursuant to Article 17.5 of LOTA 2025, individuals who are beneficial owners of an enterprise may be temporarily suspended from exit when: (i) the enterprise is subject to coercive enforcement of an administrative decision on tax administration but has not fulfilled its tax obligations; or (ii) the enterprise no longer operates at its registered address and has not fulfilled its tax obligations.

#### 1.6 Tax may be paid in the same currency used for declaration

Previously, Article 7 of LOTA 2019 provides that tax must be declared and paid in Vietnamese dong (except for certain cases where taxpayer can pay in convertible foreign currencies). Now, Articles 12.7 and 14.3 of LOTA 2025 continue to stipulate that tax declaration and calculation are in Vietnamese dong, while allowing taxpayers to pay in the same currency used for declaration; the Government will specify cases where tax can be declared and calculated in foreign currency.

#### 1.7 Longer time limits for on-site tax inspections at the taxpayer's premises

Under Article 110.4(c) of LOTA 2019, the general time limit for tax inspection at the

#### 2. New rules on labor registration

On December 12, 2025, the Government issued Decree No. 318/2025/NĐ-CP ("Decree 318/2025") detailing certain articles of the Law on Employment regarding labor

taxpayer's premises complies with the tax inspection decision but not exceeding 10 working days, extendable once by up to 10 working days.

Now, Article 22.3(d) of LOTA 2025 increases the time-limits for on-site tax inspections as follows: (i) general rule: not more than 20 days from the announcement of the inspection decision, extendable once by up to 20 days; (ii) for enterprises with related-party transactions: not more than 40 days, extendable once by up to 40 days; and (iii) where information must be collected/exchanged with foreign tax authorities: the inspection may be extended, but not more than 2 years. The inspection period does not include any suspension period as notified by the tax authority.

#### 1.8 Addition of the mechanism for automation of tax refund, exemption, and reduction

Pursuant to Articles 18.4 and 19.3 of LOTA 2025, the tax authority will implement automated tax refunds, exemptions, and reductions based on databases, risk-management criteria, automated processing procedures, and information-security safeguards. Implementation will be carried out in phases, in line with practical conditions and technological infrastructure. This will help save taxpayers time and effort in completing procedures related to their tax obligations.

registration and the labor market information system. Decree 318/2025 takes effect on January 1, 2026, with key requirements for employers and employees as follows:

## 2.1 Labor registration

Decree 318/2025 requires employees to self-declare information and take legal responsibility for its truthfulness and accuracy. Employers must collect, declare, and provide full information of employees upon recruitment, changes, or termination of employment, ensuring the accuracy of provided data.

Labor registration is specifically provided as follows:

Group of subjects	Method of implementation	Timeline
Employees subject to compulsory social insurance (SI)	Employees provide employers with information according to the SI registration form; Employers register and adjust labor registration information on behalf of employees when submitting dossiers to the SI agency.	From July 1, 2026
Employees currently employed but not subject to compulsory SI	Employees register online via the National Employment Exchange ( <a href="http://vieclam.gov.vn">vieclam.gov.vn</a> ) or the application VNelID.	From January 1, 2027
Unemployed persons (without a job, seeking work, and ready to work)	Register directly at public employment service organizations or online via the National Employment Exchange ( <a href="https://www.vieclam.gov.vn">https://www.vieclam.gov.vn</a> ) or via the application VNelID.	From January 1, 2027

Thus, labor registration will be implemented from July 1, 2026 for the group of subjects participating in compulsory SI, and from January 1, 2027 for other groups. Once received and processed by the SI agency, employees' registration information will be synchronized and shared with the employee database.

## 2.2 Five groups of information for mandatory labor registration

According to Article 4 of Decree No. 318/2025/NĐ-CP, labor registration

information comprises the following 5 groups:

- (1) **Basic information of employees:** full name (given name, middle name, family name); personal identification number; date of birth; gender; ethnicity; current residence (permanent or temporary).
- (2) **Education and certificate information:** highest level of general education attained; level and field of vocational and higher education; information on national occupational skill certificates granted; other certificates.
- (3) **Employment status and job-seeking needs:** information on current job (position, occupational title, occupation, contract type, workplace); employer information (name, code, type, head-office address, economic sector); information on unemployment (duration and reason of unemployment); job-seeking needs (occupation, contract type, salary, benefits, desired workplace).
- (4) **SI and unemployment insurance information:** status of SI contribution and unemployment insurance (SI number, type, insurance type); status of enjoyment of SI and unemployment insurance regimes (type of regime and duration).
- (5) **Characteristics and specific circumstances of employees:** information on persons with disabilities; persons from poor/near-

poor households or households subject to land recovery; relatives of people with meritorious services to the revolution; persons who have completed military service or service in the People's Public Security Force.

### 2.3 Cases where labor information must be adjusted

Under Article 7.1 of Decree 318/2025, employers or employees must adjust registered information upon changes in: (i) position, occupational title, occupation, contract type, workplace; (ii) employer information; (iii) status change from employed to unemployed; and (iv) status change from employed or unemployed to not participating in economic activity (unable or not seeking to work).

## 3. Resolution on removing difficulties and obstacles in implementing the Land Law 2024

On December 11, 2025, the National Assembly adopted Resolution No. 254/2025/QH15 ("Resolution 254/2025") providing certain mechanisms and policies to remove difficulties and obstacles in implementing the Law on Land. Resolution 254/2025 takes effect on January 1, 2026 and sets out key matters for enterprises to consider in the deployment of projects involving land use.

### 3.1 Investors may be allocated land to implement a project upon reaching agreements on over 75% of land area and with over 75% of land users

According to Article 3.2(b) of Resolution No. 254/2025, in cases where land is used for project implementation through agreements on transfer of land use rights, and the time limit for concluding such agreements has expired or the extended time limit has expired, if the investor has successfully reached agreements on over 75% of land area and with over 75% of land users, the Provincial People's Council shall consider and approve the

### 2.4 Access and use of the employee database

Article 11 of Decree 318/2025 allows employees to access their own information in the employee database to provide or present their information upon request by Employers or competent authorities; Employers may access information within the database under their management and use.

Information can be accessed via the National Data Portal, National Public Service Portal, portals and information systems for administrative procedure processing; or digital ID and authentication platforms, national e-ID applications; or devices/software provided by the National Data Center.

recovery of the remaining land area for allocation or lease to the investor.

### 3.2 The State may recover land before completion of compensation and resettlement in special cases

Article 3.3 of Resolution 254/2025 sets conditions for land recovery for national defense/security and socio-economic development in the national/public interest, requiring approval of compensation, support, resettlement plans and resettlement arrangements. However, in certain special cases such as national important projects or urgent

public investment projects, the State may recover land before resettlement is completed if statutory conditions are met or if over 75% of land users agree.

### 3.3 Land price tables are the primary basis for calculating land use fees and land rents

Under Article 7 of Resolution 254/2025, land price tables are among the bases for calculating land use fees and land rents when the State allocates or lease out land, grants permission to change land use purpose, or recognizes land-use rights.

Land price tables are also used to: (i) set starting prices for land-use rights auctions; (ii) calculate taxes, fees, and charges related to land use; (iii) calculate administrative penalties in land; (iv) evaluate land-use rights in SOE equitization; (v) implement land users' rights and obligations; and (vi) calculate compensation upon State land recovery.

Land price tables are prepared by land type, area, location, or specific plots, promulgated by provincial People's Councils, applied from January 1, 2026, and may be amended/supplemented when necessary.

### 3.4 Compensation land prices determined per land price tables and land price adjustment coefficients

Articles 3.6 and 3.7 of Resolution 254/2025 provide that compensation and resettlement land prices are determined per land price tables and adjustment coefficients, instead of using specific land prices or waiting for specific pricing under the Land Law 2024.

If compensation is lower than the average price agreed, the person whose land is recovered may receive the difference; such costs are advanced by the investor and included in project costs.

### 3.5 Advance payments by investors for site clearance compensation may be deducted across the whole project

Article 3.8 of Resolution 254/2025 allows amounts advanced by investors for compensation, support, and resettlement to be deducted for the entire project and per each land allocation/lease decision.

### 3.6 The State may allocate/lease or recover land according to project schedule

Article 4.1 of Resolution 254/2025 provides that where investment decisions or approvals set phased schedules, or where land recovery/compensation/support/resettlement is phased, the competent authority may decide land allocation/lease according to the project schedule or the land recovery/compensation/support/resettlement schedule.

Additionally, Article 3.5 allows authorities to decide land recovery according to the project or compensation/resettlement schedule.

### 3.7 Three additional cases of land allocation/lease without auction or bidding

Article 4.4 of Resolution 254/2025 adds 3 cases of land allocation/lease without auction of land-use rights or bidding for investor selection in land-use projects: (i) land area for payment in BT (build-transfer) projects; (ii) projects subject to

State land recovery but not using State capital; and (iii) energy projects and tourism projects linked to commerce/services in areas with especially difficult socio-economic conditions.

### 3.8 Adjustment of land-use term for new investors

Article 4.7 of Resolution 254/2025 allows adjustment of land-use terms for new investors replacing dissolved/bankrupt investors, or investors acquiring land-use projects; new/acquiring investors must pay additional land rents as stipulated by law.

### 3.9 Relaxed conditions for sale of assets attached to land leased with annual rental payment

Article 11.1 of Resolution 254/2025 permits economic organizations, individuals, overseas Vietnamese, and FIEs to sell assets attached to land leased by the State with annual rent payments when two conditions are met: (i) a construction permit is available (*for cases requiring a permit*) or works built on land without violating the regulations on changing land use purposes (*for cases not requiring a permit*); and (ii) construction completed per the approved detailed construction plan and investment project, except where transfer is per judgments/enforcement decisions or conclusions of inspection/audit authorities.

Thus, compared with Article 46 of the Land Law 2024, the new regulation removes the requirement that the asset must be registered pursuant to law.



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**1. Value-added tax refund for exported goods and services**

If the Company has exported goods or services with the input value-added tax (VAT) in a month or quarter not yet fully credited amounting to VND 300 million or more, and such goods do not fall into the case of import and then re-export to another country, then the company is eligible for a VAT refund under Article 15.1 of Law No. 48/2024/QH15. The refundable VAT amount for exported goods and services shall be determined in accordance with Article 7 of Circular 69/2025/TT-BTC.

*Dong Nai Tax Office replies to the question of Stronkin Electronics Vietnam Co., Ltd. in Official Letter No. 8381/DON-QLDN1 dated December 16, 2025.*

**2. VAT for export-processing enterprises selling goods domestically**

If the Company is an export-processing enterprise licensed by the competent state authority to exercise export, import, and wholesale distribution rights, the company must register, declare, and pay VAT using the credit method with the local tax authority that directly manages the Company, in accordance with Article 1.53 of Circular No. 39/2018/TT-BTC. The company must use invoices as prescribed in Article 1.5 of Decree No. 70/2025/NĐ-CP and declare VAT using Form 01/GTGT issued in attachment to Appendix II of Circular No. 80/2021/TT-BTC.

*Dong Nai Tax Office replies to the question of Lixil Global Manufacturing Vietnam Co.,*

*Ltd. in Official Letter No. 6955/DON-QLDN1 dated November 27, 2025.*

**3. VAT declaration for goods and services subject to reduced VAT**

If the Company calculates VAT using the credit method and supplies goods or services that are eligible for a reduced VAT rate, then when issuing the value-added tax invoice the company must state "8%" in the VAT rate line, the VAT amount, and the total amount payable by the buyer. Based on the VAT invoice, the company declares output VAT, and the enterprise purchasing the goods or services must declare input VAT deduction according to the reduced VAT amount shown on the VAT invoice.

*Department of Taxation replies to the question of Hong Ha Construction Co., Ltd. in Official Letter No. 6015/CT-CS dated December 16, 2025.*

**4. VAT rate for services provided to organizations in non-tariff zones**

If it is determined that the Company provides audit, accounting, or consulting services to an organization located in a non-tariff zone but the services are not consumed within the non-tariff zone and do not directly serve export production activities, the 0% VAT rate does not apply.

*Hanoi Tax Office replies to the question of BTD Consulting & Accounting Services Co., Ltd. in Official Letter No. 32940/HAN-QLDN4 dated 21 November 2025.*

## 1. Electricity market liberalization proposal

The Ministry of Industry and Trade has outlined an ambitious roadmap in the Prime Minister's draft decision on the timeline, operating principles, sector structure, and the conditions for forming and developing levels of competitive electricity market in Vietnam.

Under the proposed roadmap, Vietnam's electricity market will grow through three levels. After operating a competitive generation market (Level 1) since 2012 and a competitive wholesale market (Level 2) since 2019, the electricity sector is now aiming for the highest rung: a competitive retail market (Level 3).

The most significant breakthrough at Level 3 is the empowerment of customers. Specifically, from 2027, eligible electricity consumers will no longer be bound to a single supplier. Instead, they will have the right to choose to purchase electricity from different retail providers in the market. Electricity prices will be determined by agreement between the consumer and the retail supplier in line with the operation of a competitive retail market.

Customers who are not yet eligible or who do not wish to participate in the competitive market will continue to be guaranteed supply by existing retail providers at prices set by the competent state authority.

Retail electricity providers, including those restructured from power corporations and newly established entities, will purchase electricity from generators or wholesalers via bilateral

contracts or through the spot market, and then resell to end consumers.

Electricity distribution companies are obliged to provide services to retail providers and customers fairly, transparently, and without discrimination, and to ensure open access to the grid systems they manage.

If the Ministry of Industry and Trade's proposal is approved, the retail electricity monopoly will be gradually dismantled. By 2027, eligible consumers will, for the first time, have the right to choose their electricity supplier with prices negotiated between the two parties.

*By phapluatplus.baophapluat.vn*

## 2. Proposal to allow companies to change the use plan of bond proceeds

Under the draft decree on the offering and trading of private corporate bonds currently under consultation by the Ministry of Finance and the State Securities Commission, enterprises are permitted to adjust their capital use plan if two conditions are met: approval by the competent manager of the enterprise, and consent from bondholders representing more than 65% of bonds of the same type. The enterprise must disclose extraordinary information regarding such adjustment.

Currently, Decree 153/2020/NĐ-CP does not allow to change the use plan of proceeds from bonds, causing difficulties when companies need adjustments to optimize cash flows, protect shareholders' and investors' interests, and meet production and business demands. Therefore, to enhance flexibility for enterprises while still

controlling risks, the draft decree supplements provisions allowing adjustments to capital use plans when necessary, subject to approval by the enterprise's management and bond investors.

The draft also requires that funds raised from bond issuances be monitored separately by the issuing company. If disbursement is made in stages, the

company must report plans for using any temporarily idle funds.

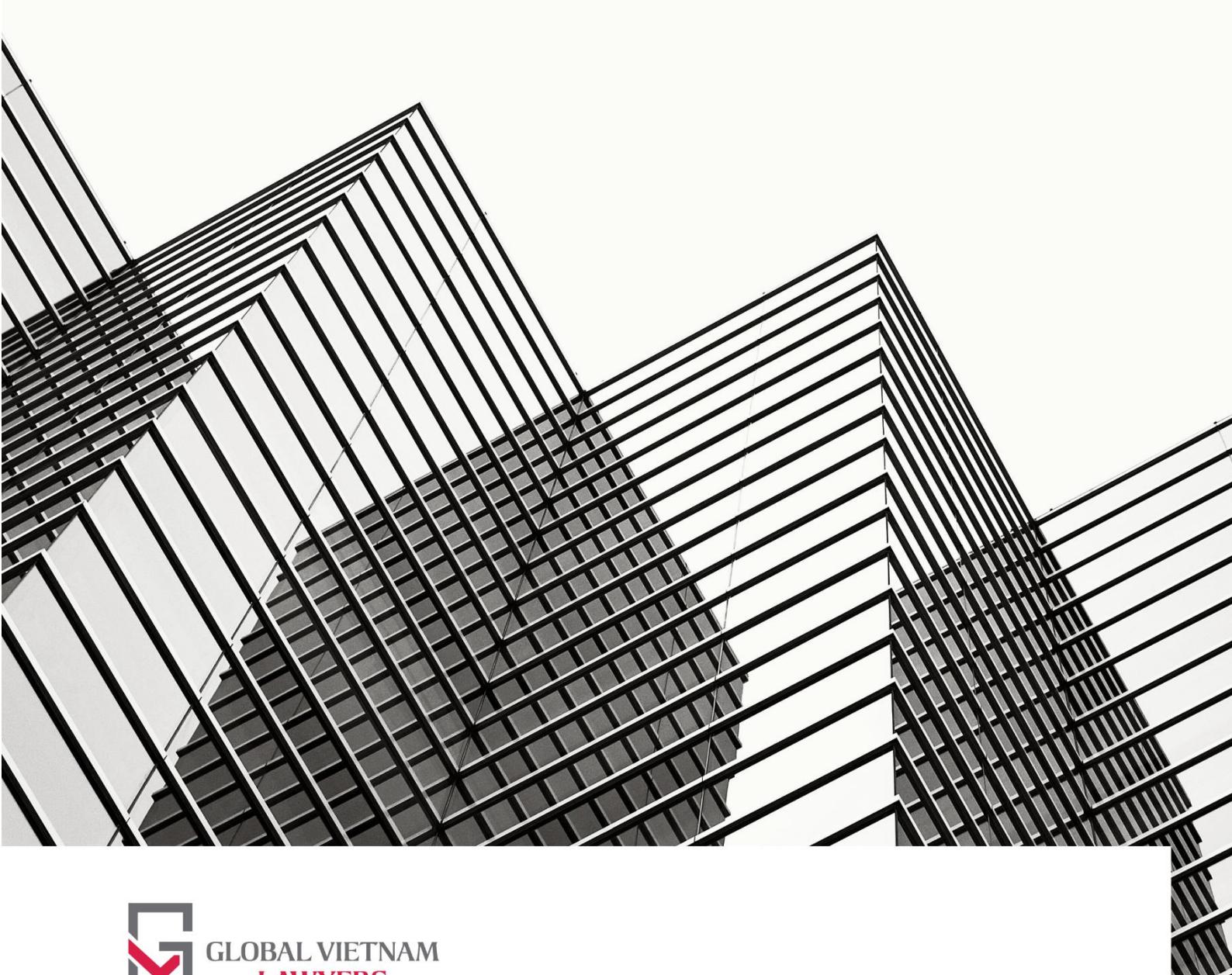
The Ministry of Finance believes these new rules will help enhance transparency of cash flows from bond issuances, strengthen financial discipline, and reinforce investor confidence in the issuing organizations.

*By tuoitre.vn*



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No.	Document title	Issuance date	Effect-ive date
<b>STANDING COMMITTEE OF THE NATIONAL ASSEMBLY</b>			
1	Resolution No. 254/2025/QH15 stipulates certain mechanisms and policies to remove difficulties and obstacles in the implementation of the Law on Land.	December 11, 2025	January 1, 2026
2	Law on Tax Administration No. 108/2025/QH15.	December 10, 2025	July 1, 2026
<b>GOVERNMENT</b>			
1	Decree No. 320/2025/NĐ-CP stipulates in detail certain articles and measures for organizing and guiding the implementation of the Law on Corporate Income Tax.	December 15, 2025	December 15, 2025
2	Decree No. 318/2025/NĐ-CP provides detailed regulations on certain articles of the Law on Employment concerning labor registration and the labor market information system.	December 15, 2025	January 1, 2026
3	Decree No. 312/2025/NĐ-CP stipulates the financial management mechanism for investment projects implemented under the public-private partnership (PPP) model and the payment and finalization mechanisms for projects applying the BT (build-transfer) contract type.	December 6, 2025	December 6, 2025
4	Decree No. 310/2025/NĐ-CP amends and supplements certain provisions of Decree No. 125/2020/NĐ-CP on administrative sanctions for tax and invoice violations.	December 2, 2025	January 16, 2026
5	Decree No. 304/2025/NĐ-CP stipulates the conditions for collateral assets of seized non-performing loans.	November 25, 2025	December 1, 2025
<b>MINISTRY OF INDUSTRY AND TRADE</b>			
1	Circular No. 60/2025/TT-BCT provides regulations on the implementation of electricity sale prices.	December 2, 2025	December 2, 2025
2	Circular No. 52/2025/TT-BCT stipulates the list of vehicles and equipment required to bear energy labels within the scope of management and the implementation roadmap of the Ministry of Industry and Trade.	November 14, 2025	January 1, 2026
<b>MINISTRY OF SCIENCE AND TECHNOLOGY</b>			
1	Circular No. 33/2025/TT-BKHCN stipulates the criteria for enterprises implementing electronic equipment manufacturing projects to qualify for corporate income tax incentives.	November 15, 2025	January 1, 2026
2	Circular No. 32/2025/TT-BKHCN promulgates the List of semiconductor raw materials, materials, equipment, machinery, and tools encouraged for investment and development in the semiconductor industry.	November 15, 2025	January 1, 2026
3	Circular No. 31/2025/TT-BKHCN promulgates the List of key digital technology products and services.	November 14, 2025	January 1, 2026
<b>STATE BANK OF VIETNAM</b>			
1	Circular No. 45/2025/TT-NHNN amends and supplements certain provisions of Circular No. 18/2024/TT-NHNN on bank card operations.	November 19, 2025	January 5, 2026
2	Circular No. 44/2025/TT-NHNN amends and supplements certain provisions of Circular No. 07/2024/TT-NHNN on activities of payment agents.	November 18, 2025	January 3, 2026



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