FLOWERS AT A STREET MARKET

04

GUIDE 04 / 06 · TRADE

For foreign-invested retailers

Business licences and retail outlet licences for foreign-invested companies

The Business Licence, the Retail Outlet Licence, the economic needs test and restricted goods, under Decree No. 342/2026/ND-CP, effective from 18 October 2026.

BEFORE YOU START

Five questions businesses often ask

Each answer below is a short version. The analysis, legal basis and document lists are in the chapter shown on the right.

01 **Which decree applies to applications filed from 18 October 2026?** — CHAPTER I

Decree No. 342/2026/ND-CP, replacing Decree No. 09/2018/ND-CP. Applications filed before 18 October 2026 continue under the previous rules; licences already issued remain valid.

02 **Does a foreign-invested retailer of goods need a Business Licence?** — CHAPTER II

Yes. Under Article 5(1) of Decree No. 342/2026/ND-CP, retail distribution rights require a Business Licence, including sales via websites or e-commerce platforms.

03 **Must an investor opening a second retail outlet pass an ENT?** — CHAPTER III

Only if the investor is from a country without a commitment to abolish the ENT. Exempt if the outlet is under 500 m^2, inside a shopping centre, and not a convenience store, mini-supermarket or supermarket.

04 **How long does it take to obtain a Business Licence?** — CHAPTER V

3 working days to check the dossier, then 10 days of appraisal once it is valid. If consultation is required, add 14 days plus 3 days for the decision.

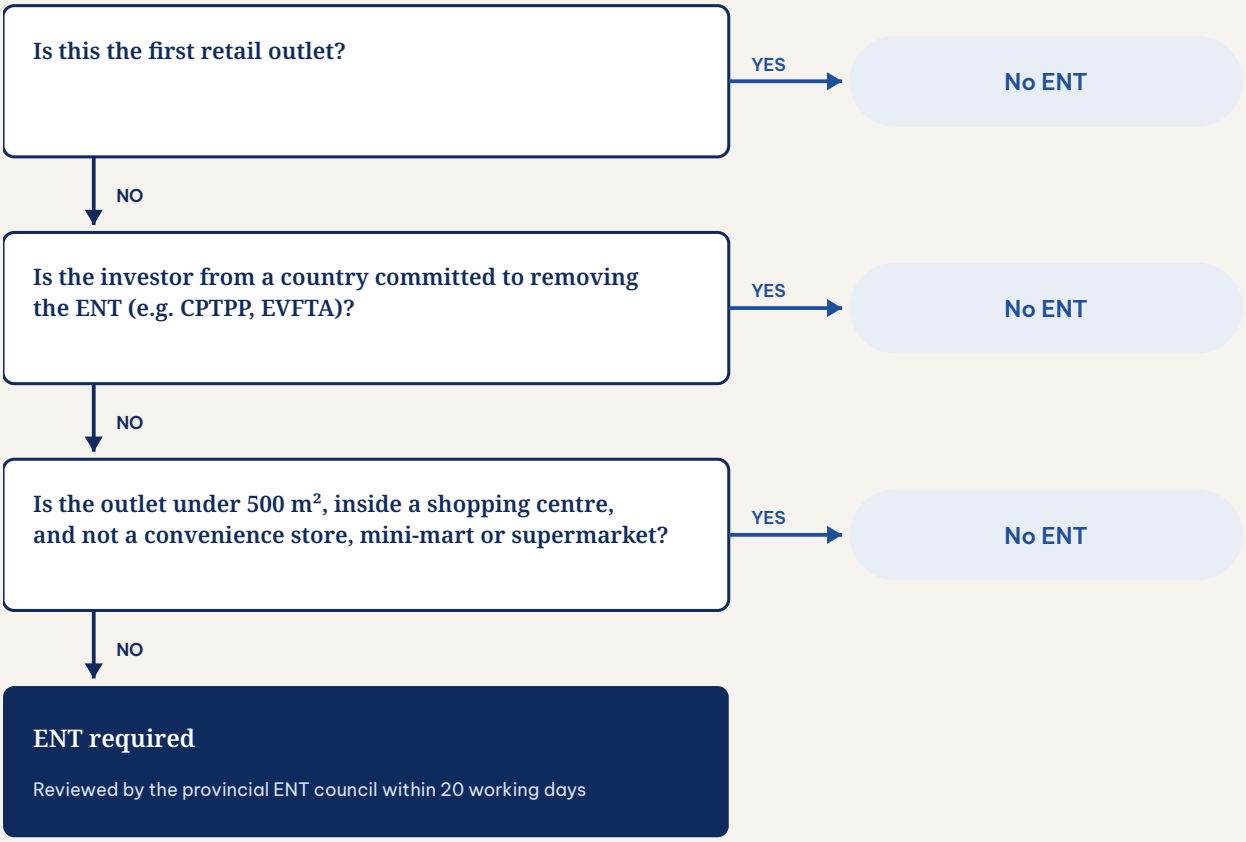
05 **What must the company report after licensing?** — CHAPTER VI

Periodic reports using the prescribed forms, including semi-annual and annual reports. Prolonged failure to report may result in revocation of the Business Licence.

DIAGRAM 04

RETAIL OUTLET

Is an economic needs test required?



HOW TO READ

Answer the three questions from top to bottom. A single "Yes" means the outlet is not subject to the economic needs test. Chapter III gives the details.

SUMMARY

Decree No. 342/2026/ND-CP dated 3 September 2026 replaces Decree No. 09/2018/ND-CP from 18 October 2026. Business Licences and Retail Outlet Licences are issued by the provincial People's Committee, and the step of consulting the Ministry of Industry and Trade no longer applies. Investors from countries with commitments to abolish the ENT, such as CPTPP and EVFTA members, are not subject to the economic needs test when opening additional retail outlets.

18 Oct
2026, the date Decree No. 342/2026/ND-CP takes effect

500
m^2 is the floor area threshold below which an outlet in a shopping centre is exempt from the ENT

10
working days to appraise a Business Licence application (excluding consultation time, if any)

05
years is the term of a Business Licence for goods and services not yet subject to market-opening commitments

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I

CHAPTER I

Legal framework and transition period

The legislation before and after 18 October 2026.

PERIOD	APPLICABLE INSTRUMENT
Up to and including 17 October 2026	Decree No. 09/2018/ND-CP, with the authority to approve and give opinions transferred from the Ministry of Industry and Trade to the provincial People's Committee under Decree No. 146/2025/ND-CP (effective 1 July 2025)
From 18 October 2026	Decree No. 342/2026/ND-CP detailing the Commercial Law and the Law on Foreign Trade Management regarding the purchase and sale of goods by foreign investors and foreign-invested economic organisations
Applications filed before 18 October 2026	Continue to be processed under the previous rules; licences already issued remain valid

Lawyer's note. Enterprises preparing an application should compare the two regimes before choosing when to file. For CPTPP and EVFTA investors planning to open a second or further retail outlet, the new regime is generally more favourable because it exempts them from the ENT. However, note the requirement to consult the Ministry of Public Security and the Ministry of National Defence in certain cases.

II

CHAPTER II

When a Business Licence is required

Activities that require a Business Licence.

Under Clause 1, Article 5 of Decree No. 342/2026/ND-CP, a foreign-invested economic organisation must hold a Business Licence to carry out the following activities:

a) the right to distribute goods at retail, except rice, sugar, recorded items, books, newspapers and magazines (considered separately, see Section IV);

b) the right to import and distribute lubricating oils and greases at wholesale;

c) the right to distribute rice, sugar, recorded items, books, newspapers and magazines at retail;

d) logistics services, except sub-sectors already subject to market-opening commitments;

dd) leasing of goods, excluding finance leasing and leasing of construction equipment with operators;

e) trade promotion, excluding advertising; commercial intermediary services; organising tenders for goods and services;

g) managing and operating an intermediary e-commerce platform or a social network with e-commerce activities, as prescribed.

> *"1. A Business Licence shall be issued to a foreign-invested economic organisation to carry out the following activities: a) Exercising the right to distribute goods at retail, excluding the goods specified in Point d, Clause 4, Article 9 of this Decree;"*

Clause 1, Article 5 (Issuance of Business Licences and Retail Outlet Licences), Decree No. 342/2026/ND-CP

The rights to export, import and distribute ordinary goods at wholesale do not require a Business Licence; these activities are recorded at investment registration and enterprise registration. However, investors from countries or territories that are not parties to a treaty with market-opening commitments must still obtain a Business Licence.

General conditions for issuance: meeting the market access conditions under international treaties, having a business plan, and having no overdue tax debts if the enterprise has been established for 01 year or more.

III

CHAPTER III

Retail Outlet Licence and the economic needs test

When the economic needs test applies and the exemptions.

1. A licence for each outlet

A Retail Outlet Licence is issued for each retail location and may only be applied for after the enterprise holds a Business Licence. If the first retail outlet is in the same province as the head office, the enterprise may apply for both licences at the same time in one application file. An enterprise that already had retail outlets before becoming a foreign-invested enterprise (for example, after an M&A transaction) must apply for a licence and may continue operating for up to 12 months while the application is pending.

2. When the economic needs test (ENT) applies

The ENT applies only when both of the following are present: the foreign investor is from a country or territory that is not a party to a treaty to which Viet Nam is a member with a commitment to abolish the ENT; and the enterprise establishes a retail outlet other than its first outlet.

CASE	ENT REQUIRED
First retail outlet	No
Second and subsequent outlets with an area under 500 m^2, located in a shopping centre and not a convenience store, mini-supermarket or supermarket	No
Investor from a country with a treaty with Viet Nam committing to abolish the ENT (according to the roadmap of each agreement, e.g. CPTPP, EVFTA)	No
All other cases, including convenience stores and mini-supermarkets of investors not from a committed country	Yes

Under Article 3 of Decree No. 342/2026/ND-CP, a convenience store is a retail outlet with a sales area under 300 m^2; a mini-supermarket has a sales area of no more than 500 m^2.

3. ENT criteria and the ENT Council

The ENT Council is established by the provincial People's Committee where the retail outlet is located and comprises representatives of

provincial departments and agencies and the provincial Police. The assessment criteria are: the size of the affected market area (commune or ward level for outlets under 5,000 m^2; provincial level for outlets of 5,000 m^2 or more); the impact on the stability of the market, retail outlets and traditional markets; the potential contribution to socio-economic development; and security and public order requirements.

> *"The provincial People's Committee where the retail outlet is established shall set up the ENT Council and issue the operating regulations of the ENT Council."*
>
> Clause 1, Article 23 (ENT Council), Decree No. 342/2026/ND-CP

IV

CHAPTER IV

Goods subject to distribution restrictions

Goods that may be distributed only under specific conditions.

Clause 4, Article 9 of Decree No. 342/2026/ND-CP lists the goods not yet subject to market-opening commitments, for which licences may only be considered on conditions:

GOODS	CONDITIONS FOR CONSIDERATION
Petroleum-based lubricating oils and greases	Rights to import and distribute at wholesale, where the enterprise has a project to produce lubricating oils and greases in Viet Nam, or produces, or is authorised to distribute, machinery and goods that use such oils and greases
Rice; sugar; recorded items; books, newspapers and magazines	Right to distribute at retail, where the enterprise already holds a Retail Outlet Licence for a convenience store, mini-supermarket or supermarket and sells only at those outlets

Applications in these two groups require consultation with the Ministry of Public Security and the Ministry of National Defence. Goods such as tobacco, cigars, crude oil, petroleum, pharmaceuticals, explosives, precious metals and gemstones are also subject to the conditions of

specialised laws and international commitments; they require a separate assessment before being added to the list of traded goods.

V

CHAPTER V

Application files, issuing authority and timelines

Documents, licensing authority and processing time.

1. Issuing authority

The Business Licence is issued by the provincial People's Committee where the enterprise has its head office; the Retail Outlet Licence is issued by the provincial People's Committee where the retail outlet is located. The focal point for receipt and appraisal is usually the Department of Industry and Trade, as assigned by each province.

> *"The licensing authority shall consult the Ministry of Public Security and the Ministry of National Defence on national security matters in the following cases:"*
>
> Clause 3, Article 8 (Authorities issuing Business Licences and Retail Outlet Licences), Decree No. 342/2026/ND-CP

The cases requiring consultation are: investors from a country without commitments, or goods and services not yet subject to market-opening commitments; owners of intermediary e-commerce platforms or e-commerce social networks meeting the scale criteria; and investors that already own a chain of 100 outlets under 500 m^2, or 50 outlets from 500 m^2 to under 3,000 m^2, or 30 outlets of 3,000 m^2 or more.

2. Application file for a Business Licence

- an application form in the prescribed template;
- an explanation of the licensing conditions, a 05-year business plan and the operating history (if any);
- a document from the tax authority confirming no overdue tax debts, issued within 06 months before the filing date (waived if the licensing authority can verify it);

– copies of the Enterprise Registration Certificate (ERC) and the Investment Registration Certificate (IRC).

3. Application file for a Retail Outlet Licence

– an application form in the prescribed template; an explanation of the location and the outlet's 05-year business plan;

– confirmation of no overdue tax debts; copies of the ERC, the Business Licence and documents on the location;

– an explanation of the ENT criteria, if the ENT applies.

4. Processing times (working days)

PROCEDURE	FILE CHECK	APPRAISAL	CONSULTATION (IF ANY)
Business Licence	03 days	10 days from receipt of a valid file	14 days, then a decision within 03 days
Retail outlet not subject to the ENT	03 days	14 days	14 days
Retail outlet subject to the ENT	03 days	05 days to check conditions; 20 days for review by the ENT Council	14 days; decision within 05 days after the conclusion

Applications may be filed in person, by post, through an authorised representative or online.

VI

CHAPTER VI

Post-licensing obligations

Periodic reporting, licence amendments and revocation.

– submit periodic operating reports in the prescribed template, including six-month and annual reports;

– apply to amend the licence upon any change of name, address, goods, area or type of retail outlet;

– ensure the retail outlet complies with regulations on fire prevention and fighting, construction, environment, measurement and goods

PHOTO: MARCOS LLERENA / UNSPLASH

GUIDE 04

Every store needs its own licence

From 18 October 2026, the provincial People's Committee issues a Retail Outlet Licence for each location. Investors from countries that have committed to remove the economic needs test, such as CPTPP and EVFTA members, are not tested when opening additional stores.

labelling;

- the Business Licence may be revoked if the enterprise suspends operations for an extended period, fails to report for a long period or commits repeated violations, as prescribed.

The term of a Business Licence equals the enterprise's operating term for investors from committed countries, and 05 years for goods, services or investors not yet covered by commitments. A Retail Outlet Licence has a term corresponding to the remaining term of the investment project.

VII

CHAPTER VII

Frequently asked questions

Three questions businesses often ask, with our lawyers' answers.

1. Does an FDI company that sells only online need a Business Licence?

Retail sales through a website or an e-commerce marketplace still constitute the exercise of the right to distribute at retail, so a Business Licence is required. An enterprise operating an e-commerce marketplace for others to sell on is a separate case under Point h, Clause 1, Article 5, and may require consultation with the Ministry of Public Security and the Ministry of National Defence if it meets the scale criteria.

2. Is a Japanese investor opening a chain of convenience stores subject to the ENT?

Japan is a CPTPP member. If the investor is determined to be from a country committed to abolishing the ENT under the CPTPP roadmap, the second and subsequent outlets are not subject to the ENT. Determining the investor's nationality where it invests through an intermediary company in a third country requires a case-specific assessment.

3. Does leasing an 80 m² kiosk in a shopping centre to sell cosmetics require an ENT?

No. If it is the first outlet, the enterprise is not subject to the ENT. If it is the second or a subsequent outlet, the kiosk is still exempt because its area is under 500 m², it is located in a shopping centre and it is not a convenience store, mini-supermarket or supermarket. Even so, the enterprise must still obtain a Retail Outlet Licence for the kiosk.

PL

APPENDIX

List of legal bases

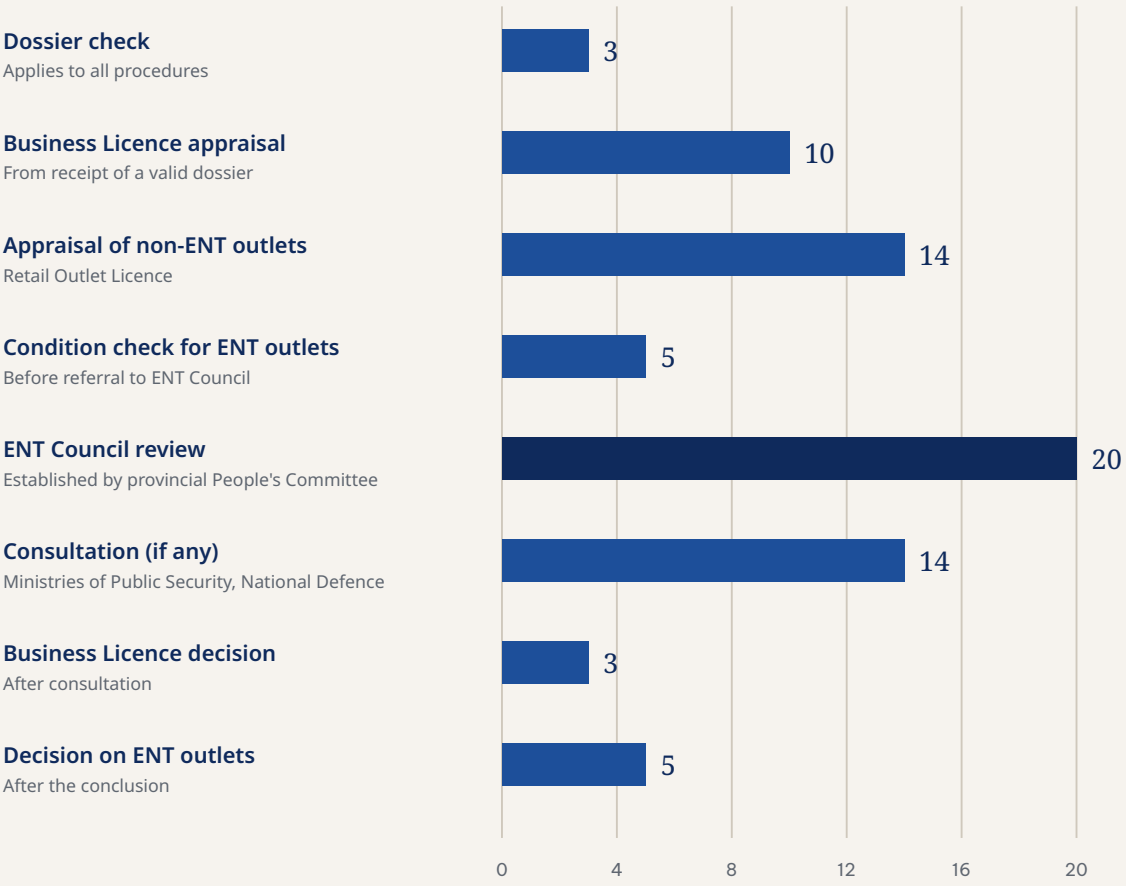
The legislation referred to in this guide.

NO.	INSTRUMENT	NUMBER	EFFECTIVE
1	Commercial Law (Article 22)	36/2005/QH11	1 January 2006
2	Law on Foreign Trade Management (Article 5)	05/2017/QH14	1 January 2018
3	Decree detailing the Commercial Law and the Law on Foreign Trade Management regarding the purchase and sale of goods and activities directly related to the purchase and sale of goods by foreign investors and foreign-invested economic organisations in Viet Nam	342/2026/ND-CP, dated 3 September 2026	18 October 2026
4	Decree on the same subject (replaced from 18 October 2026)	09/2018/ND-CP, dated 15 January 2018	15 January 2018 to 17 October 2026
5	Decree on delegation of powers and decentralisation in the field of industry and trade	146/2025/ND-CP, dated 12 June 2025	1 July 2025
6	Law on Investment	143/2025/QH15	1 March 2026

PROCESSING TIME LIMITS

Key licensing time limits

Each bar shows the working days for one step in obtaining a Business Licence and a Retail Outlet Licence. Unit: working days.



Legal basis: Decree No. 342/2026/ND-CP, time limits for granting Business Licences and Retail Outlet Licences (Section V.4).

7SLAW EXPERIENCE

From real matters

These matters have been published anonymously in the case bulletin at luat7s.com, in line with our duty of client confidentiality.

RETAIL · FOREIGN-INVESTED COMPANY · SEVERAL PROVINCES

Business Licence and a licence for each retail outlet

CLIENT	A foreign-invested company already holding its Investment and Enterprise Registration Certificates, expanding into retail.
SCOPE	Business Licence and Retail Outlet Licences for stores in several provinces.
NOTE	The same file may attract different requests for supplements in each locality; plan the timeline province by province.

FOREIGN INVESTMENT · HANOI · JULY 2026

Wholesale and retail distribution rights built into the investment project

CLIENT	A Japanese company making its first direct investment in Viet Nam; a 100% foreign-owned project.
SCOPE	Recording import, export and wholesale and retail distribution rights in the project objectives.
RESULT	The Investment Registration Certificate was issued 5 days after filing.

ABOUT THIS GUIDE

Guide 04 is part of 7SLAW Legal Guides, a series that helps businesses quickly understand the procedures, documents and time limits that apply in Viet Nam. For advice on a specific matter, please contact 7SLAW.

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TALK TO A LAWYER

Need to apply this to your business?

This guide gives general legal information. Send us the details of your project; the lawyer in charge will review it and propose the route, timeline and fees in writing.

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HOW 7SLAW HELPS

01

Check the conditions

Review business lines, location and documents, and choose the right route before you incur costs.

02

Prepare the file

Draft the full application, and guide legalisation, translation and signing on the correct forms.

03

Deal with the authorities

File on your behalf, follow up, explain and supplement the file when requested.

04

Hand over and track deadlines

Receive and hand over the result, and remind you of reporting and renewal obligations.

7SLAW
LEGAL & ADVISORY

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