

# Vietnam update



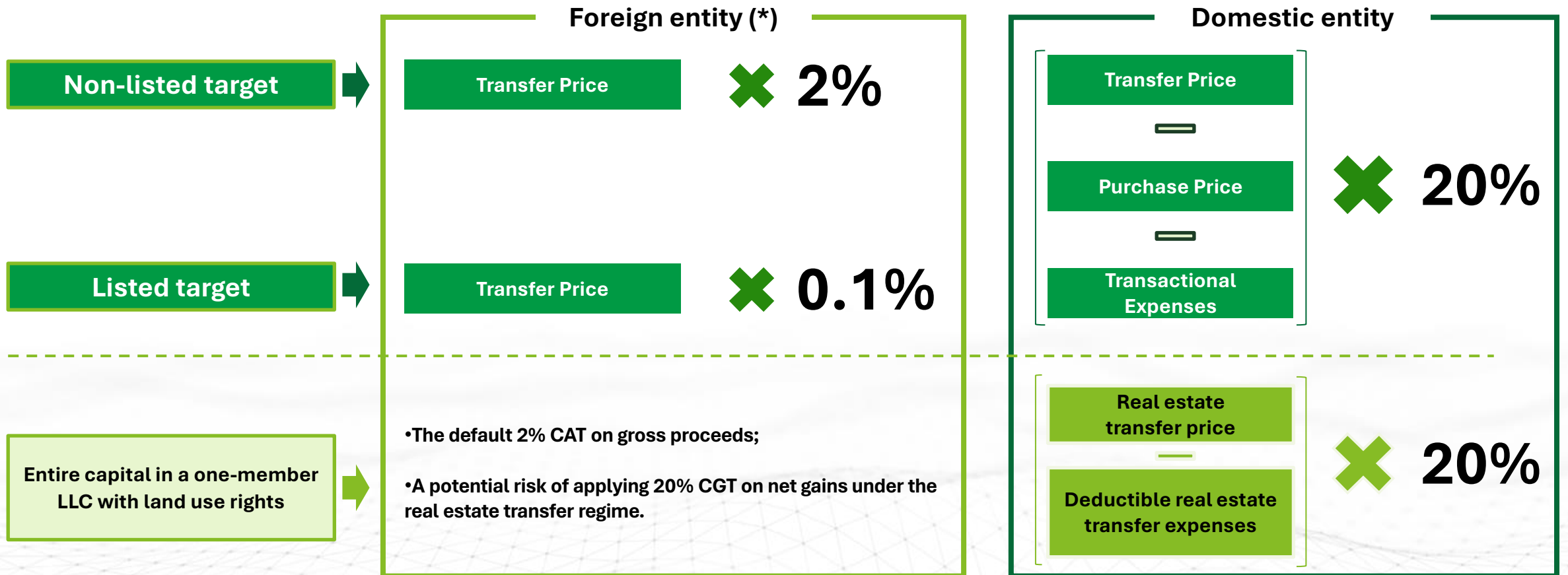
# Speakers



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# CIT LAW REFORM – NEW CGT TAXING SCHEME FOR FOREIGN TRANSFEROR (1/2)

From 15 December 2025, Decree 320/2025/NĐ-CP guiding the new CIT Law No. 67/2025/QH15 introduces substantial reforms to the taxation of share transfers.





(\*) The **new CIT Law** reinforces the taxation of **both indirect and direct** share transfers of Vietnamese entities.

# CIT LAW REFORM – NEW CGT TAXING SCHEME FOR FOREIGN TRANSFEROR (2/2)

## Intragroup restructuring exemption for foreign entities

Tax exemption is available for certain internal group restructuring that satisfies **both** of the following conditions:

-  The ultimate parent company (directly or indirectly owning the enterprise in Vietnam) **remains unchanged post restructuring transaction**; and
-  **No income** arises from the restructuring

**Grey areas**

- × Which type of share transfer is considered **internal restructuring**?
- × How the parties can prove that **no income** arises from the internal restructuring?
- × Whether **transferring at cost** for the internal restructuring is allowable?

# CIT REFORM – NON-DEDUCTIBLE EXPENSES

## Expense compliance with sector – specific regulations

Expenses that do not meet the “conditions or purposes” as prescribed by sector-specific regulations could not be considered deductible expenses for CIT purposes.

### Before

- **Regulations:** No specific regulation
- **Practical observations:** Expenses that do not comply with sector-specific regulations are not deductible during tax audit

### From 2025

**Clearly stipulated under new Law on CIT 2025**

Satisfied conditions under tax regulations

Sector-specific regulations

Expense Deductibility

266 Codes and Laws in effect in Vietnam

## How to Respond effectively?



**Enhance internal awareness** of tax compliance requirements through training and knowledge sharing.

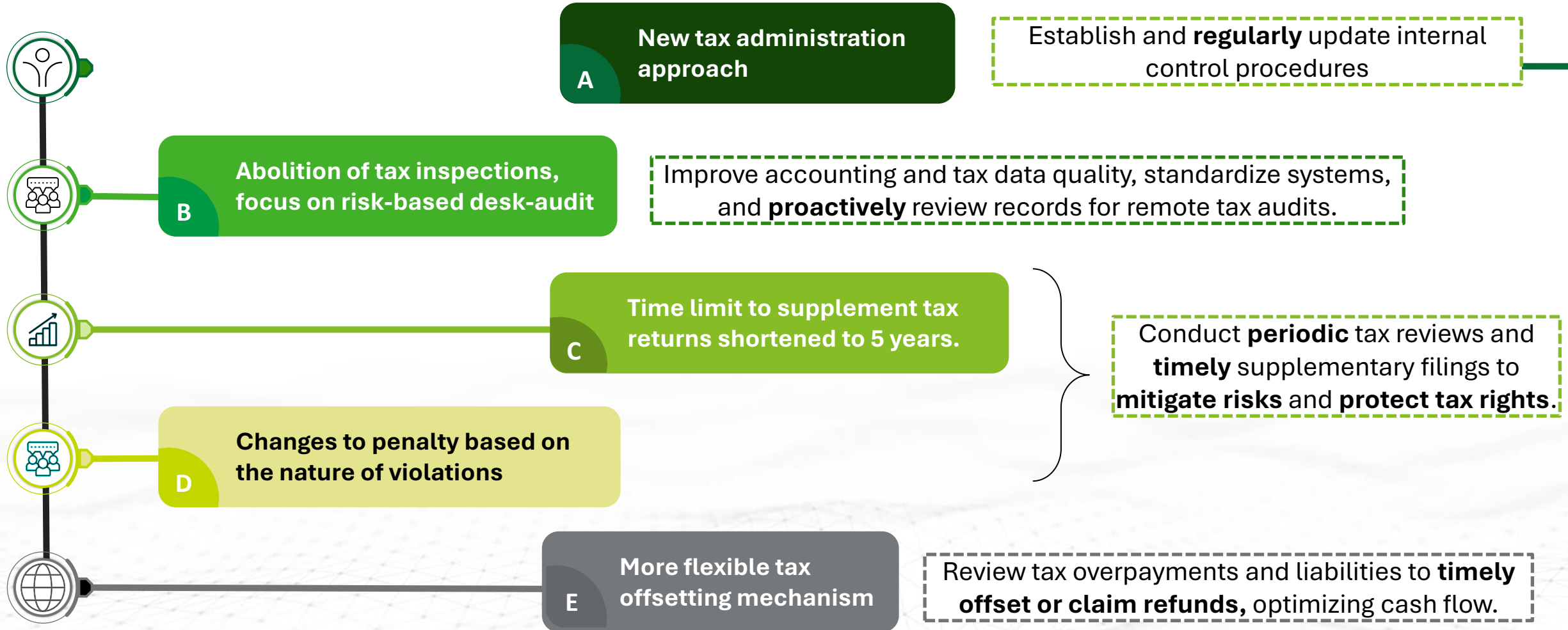


**Establish an internal review framework** to identify expenses with potential regulatory non-compliance risks.



**Monitor tax developments and audit trends** and implement annual risk mitigation measures.

# NEW LAW ON TAX ADMINISTRATION – KEY HIGHLIGHTS



# TAX AUDIT TREND IN 2026

Local Tax Authorities are developing the 2026 tax audit plan under the guidance of the Department of Taxation.



## Focus on high-risk sectors

- High-risk sectors (Manufacturing, Insurance, Banking, Finance, Real Estate, Iron/Steel/Scrap, etc.)



## Focus on high-risk enterprises

- Enterprises enjoying tax incentives; enterprises involved in capital transfers or related-party transactions; enterprises showing signs of non-compliance with specialized regulations; enterprises claiming VAT refunds; enterprises with invoice-related risks; and enterprises reporting long-term losses.
- Large corporations contributing significant tax revenues, and enterprises experiencing sudden increases in revenue.



## Field audit and Desk audit

- Strengthen both field audit and desk audits.
- Risk assessment is the core for tax audit making plan and execution.

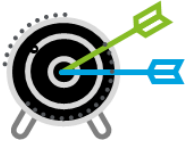


## Coordination with other agencies

- Strengthen connecting with the Police and Customs agencies.
- The State Audit Office and the Government Inspectorate may indirectly review tax compliance through inspections of tax authorities.



# IFC MODEL AROUND THE WORLD – THE CHOICE OF VIETNAM IFC (VIFC)



**Objective:** Develop financial markets to **mobilise resources for socio-economic growth** in Ho Chi Minh City, Da Nang, and Vietnam.

## Reform & Modernisation Model (Singapore, HongKong...)

### Feature

- No separate geographic zone
- National financial regulatory reform focus
- No strict IFC membership distinction

### Pros

- Long-term financial and institutional development
- Lower financial system risk

## Ring-fencing & Specialisation Model (Dubai, Abu Dhabi, Kazakhstan...)

### Feature

- Independent ring-fenced zone
- Membership mechanism
- Common-law judicial system

### Pros

- International-standard policies
- Attract global financial flows
- Rapid IFC branding

## Hybrid Model (Vietnam...)

### Feature

- Short-term sector breakthroughs
- Long-term regulatory strengthening

### Pros

- Pilot specialised policies
- Align with national financial governance and macroeconomic management

# TAX INCENTIVES FOR IFC MEMBERS

To become a member of IFC, investors must meet standards regarding **financial capacity, reputation, and have a business sector that aligns with the development direction** of the IFC as stipulated.

## Prioritised Business Sector (\*)

- Commercial banks, foreign bank branches, securities companies, insurance companies and reinsurance companies;
- Investment funds and asset management;
- Financial technology and digital asset organisations
- Etc

*(\*) Detailed List of business sectors prioritised for development of IFC is enclosed with Decree No. 323/2025/ND-CP dated 18 December 2025 of the Government*

## Incentive and support

### Taxes

- Highest preferential CIT rates and tax holidays
- PIT exemption until 2030



### Export – Import Duty and Procedures

- Preferential duties and customs procedures
- AEO priority scheme
- Import duty exemption for infrastructure and fixed assets



### Immigration & Labor

- Long-term residence for investors and experts
- Priority immigration procedures
- Work permit exemption for qualified professionals



# INCENTIVES FOR SCIENCE, TECHNOLOGY AND INNOVATION

## Science, Technology and Innovation Law No. 93/2025/QH15



### Science and Technology Enterprise (STE)

### Strategic technology development

#### CIT incentives

- |  |   |
|--|---|
| <ul style="list-style-type: none"> <li>• CIT 10% (15 years)</li> <li>• 04 years of tax exemption + 09 years of 50% tax reduction.</li> </ul> | <ul style="list-style-type: none"> <li>• CIT 10% (15 years)</li> <li>• 4-year tax exemption + 9-year 50% reduction</li> </ul> |
|--|---|

#### Import Duty and customs procedure support

- |   |  |
|---|--|
| <ul style="list-style-type: none"> <li>• Import duty exemption for science, technology &amp; innovation goods</li> <li>• Import duty exemption for production &amp; R&amp;D inputs (5 years)</li> </ul> | <ul style="list-style-type: none"> <li>• Import duty exemption for fixed assets</li> <li>• Import duty exemption for production inputs (5 years)</li> <li>• AEO priority customs scheme</li> </ul> |
|---|--|

#### Other incentives & support

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>• Priority land lease &amp; infrastructure access</li> <li>• Priority access to R&amp;D equipment</li> <li>• Information, communication &amp; trade promotion support</li> </ul> | <ul style="list-style-type: none"> <li>• Access to industrial &amp; high-tech zone infrastructure</li> <li>• R&amp;D and experimentation facilities</li> <li>• Simplified visa requirements for short-term expats (&lt;3 months)</li> </ul> |
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