



VIETNAM SIMPLIFIES MARKET ENTRY AND LICENSING RULES FOR M&A MERGER CONTROL, ENERGY, ALCOHOL, TOBACCO AND TRADE SECTORS

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The Government has recently issued a number of resolutions aimed at decentralizing authority and reducing and simplifying administrative procedures and business conditions across various sectors.

This article highlights certain notable changes introduced by Resolution No. 66.18/2026/NQ-CP (“**Resolution 66.18**”) and Resolution No. 19/2026/NQ-CP (“**Resolution 19**”) affecting energy, petroleum, M&A merger control, and foreign invested trade business activities under the jurisdiction of the Ministry of Industry and Trade (the “**MOIT**”). Note that this article does not capture all the relevant changes brought about by the above comprehensive Resolutions. Businesses are recommended to check the details of the Resolutions regarding changes that may be relevant to their specific circumstances.

Resolution 66.18 takes effect from 1 July 2026 until 28 February 2027, except for certain provisions that took effect earlier on 20 May 2026. Resolution 19 takes effect from 29 April 2026 until 28 February 2027, except for certain provisions that take effect on 29 May 2026.

These resolutions are intended to temporarily streamline and simplify various regulatory conditions and administrative procedures pending the Government's review and evaluation of potential permanent amendments to the relevant laws and regulations.

HIGHLIGHTS

Until 28 February 2027:

1. **Anti-trust.** Merger control filing thresholds under the competition laws (asset value, turnover and transaction value) for M&A transactions are doubled.
2. **Upstream Oil and Gas.** Extensions of petroleum contracts and transfers of rights and obligations under petroleum contracts for upstream oil and gas projects are not subject to State approval, but are instead determined by PetroVietnam in accordance with its internal governance procedures.
3. **Gas Business.** LNG/LPG import, export, trading and distribution activities, as well as LNG/LPG-related services, are not subject to the certificates of eligibility previously required under Decree No. 87/2018/ND-CP.
4. **Petroleum Business.** Most of the business conditions previously applicable to petroleum distributors under Decree No. 83/2014/ND-CP are abolished, while *all* business conditions applicable to petroleum storage facility leasing services and petroleum receiving terminal leasing services are removed.
5. **Alcohol Business.** The production, distribution, wholesale, retail distribution and on-premise sale of alcoholic beverages are not subject to statutory business conditions or the alcohol business licences required under Decree No. 105/2017/ND-CP as amended.
6. **Trade Business.** The licensing conditions and approval criteria applicable to business licences and retail licences for foreign-invested enterprises under Decree No. 09/2018/ND-CP are simplified and relaxed.
7. **Tobacco Business.** Import licences for tobacco products imported for duty-free business purposes under Decree No. 100/2020/ND-CP are not required. Various statutory conditions on tobacco businesses are removed.

RELAXATION OF MERGER CONTROL FILING THRESHOLDS

Resolution 66.18 increases the thresholds triggering merger control filings for economic concentration transactions as follows:

Merger Control Threshold	Current Threshold	Resolution 66.18 Threshold
Total asset value in Vietnam	VND 3,000 billion	VND 6,000 billion
Total turnover in Vietnam	VND 3,000 billion	VND 6,000 billion
Transaction value	VND 1,000 billion	VND 2,000 billion
Combined market share	20%	20%

UPSTREAM OIL AND GAS APPROVALS

Resolution 66.18 suspends several regulatory approval procedures applicable to upstream petroleum activities. In particular, the following approvals are not required from competent State authorities:

- approval of contractor selection plans;
- approval of contractor appointment results;
- approval of extensions of the term of petroleum contracts; and
- approval of transfers of rights and obligations under petroleum contracts.

Instead, PetroVietnam is authorized to evaluate and grant such approvals in accordance with its internal governance and decision-making procedures.

LNG AND LPG BUSINESS CONDITIONS

Resolution 66.18 temporarily removes various statutory business conditions applicable to LNG and LPG activities, including import, export, trading, retail distribution, bottling, cylinder manufacturing and repair, and storage leasing. It also removes the requirement to obtain certificates of eligibility for such businesses under Decree No. 87/2018/ND-CP.

ELECTRICITY OPERATION LICENCES

Resolution 19 decentralizes from the MOIT to provincial People's Committees the authority to issue electricity operation licences for:

- waste-to-energy plants and biomass power plants with a capacity of less than 50 MW; and
- other power generation projects with a capacity of less than 30 MW.

Resolution 19 also shortens relevant statutory review timelines for issuance of the electricity operation licences.

PETROLEUM BUSINESS CONDITIONS

Resolution 19 substantially relaxes the business conditions applicable to petroleum distributors. Under the amended framework, the remaining statutory conditions include only that a distributor must:

- be a duly established enterprise; and
- maintain a petroleum distribution system comprising:
 - at least five retail petroleum stations owned by or leased to the distributor under lease terms of at least five years, of which at least three stations must be owned by the distributor; and
 - at least ten retail petroleum stations operated by petroleum retail agents or retail franchisees within the distributor's system.

Resolution 19 also temporarily removes all the business conditions applicable to:

- petroleum storage and petroleum receiving terminal leasing services; and
- petroleum transportation services,

which are imposed under Decree No. 83/2014/ND-CP.

ALCOHOL BUSINESS CONDITIONS

Resolution 66.18 suspends various statutory business conditions applicable to alcohol business activities, covering alcohol production, distribution, wholesale and retail and the on-premise sale, import, and trading of alcoholic beverages below 5.5% ABV. It also temporarily removes the requirement to obtain licences for alcohol production, distribution, wholesale, and/or retail activities under Decree No. 105/2017/ND-CP, as amended.

TRADE ACTIVITIES OF FOREIGN-INVESTED ENTERPRISES

Resolution 19 introduces some liberalization measures affecting trading and retail distribution activities of foreign-invested enterprises (“**FIEs**”) by reducing a number of licensing conditions and approval criteria imposed under Decree No. 09/2018/ND-CP (“**Decree 09**”).

Under Decree 09, FIEs are required to obtain business licences to conduct certain trading and distribution activities and a separate retail outlet licence for each retail outlet.

Resolution 19 simplifies licensing requirements applicable to such applications. In particular:

- where the foreign investor is from a country or territory participating in an international treaty to which Vietnam is a party and which contains market access commitments, submission of a financial plan is not required; and
- for investors from countries or territories not covered by such market access commitments, as well as business services and goods not yet committed for market access, it removes the financial plan requirement as well as certain discretionary criteria relating to:
 - the ability to create jobs for domestic workers; and
 - the ability and level of contribution to the State budget.

With respect to the economic needs test applicable to additional retail outlets beyond the first outlet, the following criteria are also removed from consideration:

- job creation capability; and
- contribution to the State budget.

TOBACCO BUSINESSES

Resolution 19 temporarily abolishes the requirement to obtain an import licence for tobacco products imported for duty-free business purposes under Decree No. 100/2020/ND-CP.

The Resolutions also temporarily abolish various licensing conditions and regulatory requirements applicable to the tobacco sector under Decree No. 67/2013/ND-CP and related regulations, such as:

- conditions for obtaining licences for trading in tobacco raw materials;
- conditions applicable to the importation of specialized tobacco machinery and equipment;

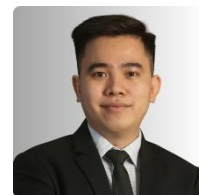
- conditions for obtaining certificates of eligibility for tobacco cultivation investment activities;
- conditions governing the sale, export, re-export and liquidation of specialized tobacco machinery and equipment by tobacco manufacturers and tobacco material processors; and
- conditions for obtaining licences for the distribution, wholesale and retail sale of tobacco products.

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