Outbound Investment: Approaches in the context of evolving policy frameworks

Changes in policy direction and regulatory requirements are increasingly shaping the way Vietnamese enterprises undertake outbound investment.

Table of Contents

This guide herein is of a general nature and is not intended to address the circumstances of any particular individual or entity. Although we endeavor to provide accurate and timely information, there can be no guarantee that such information is still accurate as of the date this guide is received or will continue to be accurate in the future. When specific problems occur in practice, it will often be necessary to refer to the laws and regulations of Vietnam and to obtain appropriate professional advice. Should you require additional professional guidance, we are more than willing to provide consultancy and ascertain where we can be of assistance.

Policy direction: from expansion to quality and sustainable growth

In the context of Vietnamese enterprises increasingly taking a proactive approach to expanding into international markets, the policy framework governing outbound investment is being refined with a number of notable developments. In particular, Resolution No. 138/NQ-CP dated 16 May 2025, which implements Resolution No. 68-NQ/TW on private sector development. More recently, the Prime Minister approved Decision No. 626/QĐ-TTg dated 6 April 2026 on the **"Program for Expanding into International Markets for the 2026–2030 period"** (Go Global), thereby establishing an overall framework to support Vietnamese enterprises in participating more deeply in global value chains.

Importantly, the program not only focuses on encouraging overseas expansion but also emphasizes foundational factors, including enhancing competitiveness, developing international brands, building distribution systems, and meeting increasingly stringent global standards.

Prioritizing sectors with higher value-added potential

Policy priorities are directed toward sectors and industries with the potential to generate higher value added, alongside efforts to strengthen competitiveness in international markets.

Agriculture

- Agro-processing and seafood processing.
- Sustainable wood processing and non-timber forest products.

Industry

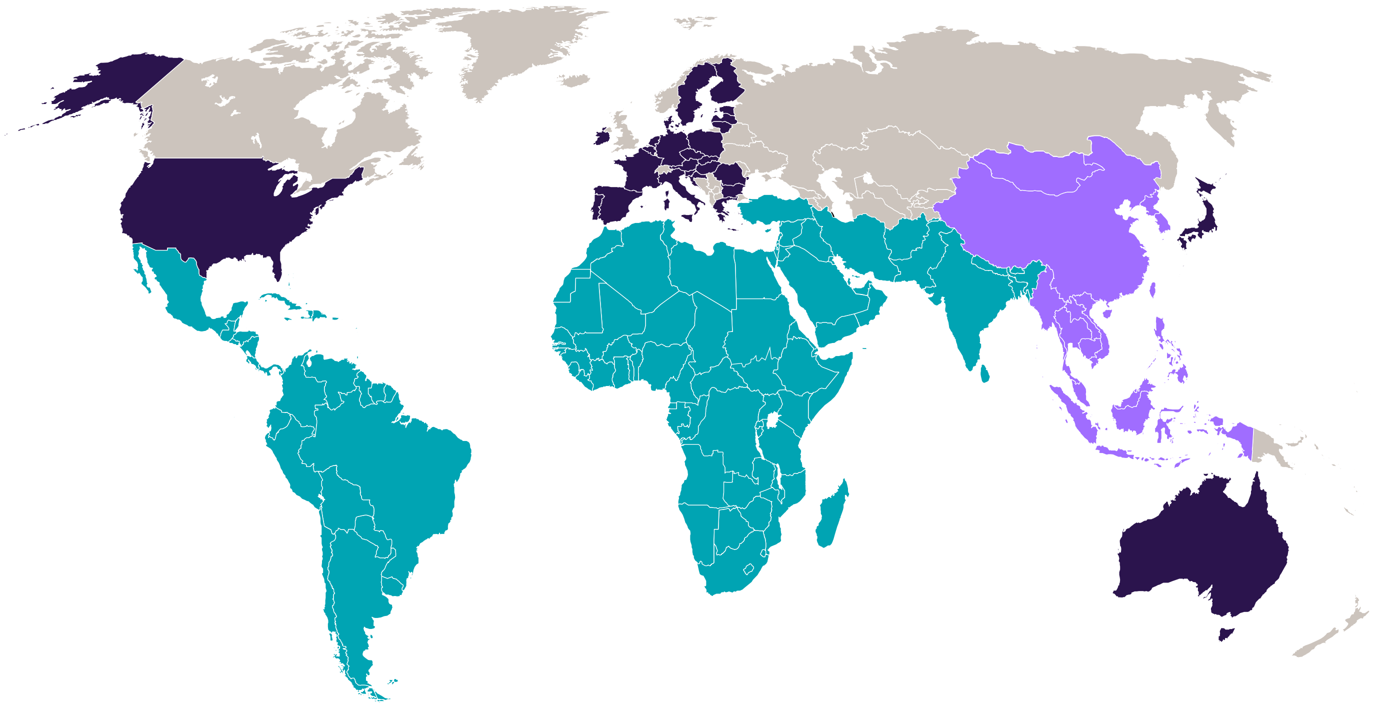
- Manufacturing and processing industries (electronics, mechanical engineering, textiles and garments, leather and footwear, environmental industries, etc.).
- Digital technology and information technology industries.
- Supporting industries.

Services

- Distribution services (wholesale, retail, franchising).
- Digital and connectivity services (e-commerce, logistics, financial services, tourism, business services, etc.).
- High value-added cultural services (film, music, cuisine, fashion, etc.)

Strategic market expansion by market groups

The Government directs the development of outbound investment and business activities by market group, with specific objectives defined for each.



Regional markets (Southeast Asia, Northeast Asia)

Development of regional distribution hubs, integration of supply chains, cold chain logistics, and cross-border e-commerce.

High-value markets with stringent standards (EU, US, Japan, Australia, etc.)

- Enhancement of product quality and environmental, social, and governance (ESG) compliance; digitalization of traceability.
- Development of after-sales services; establishment of research and development (R&D) offices; export marketing and brand building; development of retail partner networks.
- Establishment and operation of bonded warehouses and distribution centres in key markets to shorten delivery times and strengthen brand presence.
- Investment through mergers and acquisitions (M&A) in priority sectors to access technology, brands, distribution systems, and advanced management practices

Potential markets (the Middle East, South Asia, Africa, Latin America)

- Manufacturing and processing industries (textiles and garments, leather and footwear, supporting industries); agriculture, agricultural production technologies and agro-processing; Halal products; Islamic tourism; distribution channels.
- Investment in agriculture, forestry, fisheries, and mining to secure raw material supply for domestic production

Prioritizing enterprises by level of international market participation

The program identifies two key groups of enterprises, corresponding to their level of participation in international markets and global value chains, in order to define appropriate support measures:

1 Enterprises ready to participate in international markets

This group includes enterprises with an established domestic operating base and the potential to expand into international markets, including:

- Enterprises with stable and sustainable operations in the domestic market.
- Innovative enterprises with digital business models, technology solutions, B2B services, or specialized products, with the potential for international expansion.

2 Enterprises engaged in international markets and global value chains

For enterprises with an existing presence in international markets or integration into global supply chains, the program is designed to support the upgrading and scaling up of their operations.

Simplification of administrative procedures and enhancement of support mechanisms

The direction to improve the environment for outbound investment is implemented in a coordinated manner through the following measures:

Institutional development and procedural reform	• Review and enhancement of the legal and policy framework • Simplification of administrative procedures, licensing, and approval processes • Addressing bottlenecks related to legal, financial, and risk management aspects in implementation**
Enhancement of financial mechanisms and capital flow management	• Enhancement of capital transfer mechanisms and international payments • Adjustment of tax and foreign exchange policies • Alignment with international practices
Development of the enterprise support ecosystem	• Study of fund models or other appropriate mechanisms to support enterprises
Strengthening presence and support in international markets	• Establishment of the Vietnamese business chamber (Vietcham) in selected key markets • Development of the National Brand Program
Strengthening capacity, information platforms and digital transformation	• Development of data platforms and information ecosystems (GoGlobal Platform) • Issuance of guidelines and handbooks; provision of training, advisory services, market and legal information, and international standards; capacity building for support networks (associations, advisors, experts, etc.) • Promotion of communication, trade promotion, B2B connections and international forums

Promoting outbound investment through M&A, capital mobilization and international expansion

Investment promotion and international partner engagement

Promote investment promotion activities and strengthen connections with government agencies, organizations, and enterprises in overseas markets, thereby fostering cooperation, establishing business linkages, and supporting enterprises in accessing customers, technology, and international resources.

Investment strategy development and international presence

Support enterprises in defining outbound investment strategies and selecting appropriate implementation models for each market, including cooperation arrangements (BOT, PPP, BCC, BTO), establishment of companies, representative offices, joint ventures, branches and franchising; as well as execution of M&A transactions, capital contributions and share acquisitions to effectively expand their presence.

Market access and legal capability enhancement

Support enterprises in establishing connections and progressively entering target markets, while providing comprehensive advisory on legal matters, contract negotiation, intellectual property and regulatory compliance, as well as addressing disputes and risks in the international business environment.

Targeted support for strategic projects and M&A activities

Implement comprehensive support programmes for high-potential enterprises, including the provision of market information, M&A data, and legal and financial advisory, as well as support for negotiation, due diligence, and transaction execution; and assist with outbound investment procedures and connections to advisory and expert networks domestically and internationally.

Access to capital and international financial instruments

Facilitate enterprises' access to funding from both domestic and international channels, including investment funds, international financial institutions, export credit, and financing programmes; and support access to insurance and guarantee solutions, as well as strengthening financial capacity to support investment activities.

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Encouraging deeper participation in global supply and value chains

Deeper participation in global supply and value chains is identified as a necessary step to enhance the competitiveness of Vietnamese enterprises. The focus is not only on expanding export scale but on gradually moving up to higher value-added segments, thereby increasing export value and strengthening economic resilience.

Accordingly, policy support is focused on:

Strengthening input foundations and product development capabilities

Promote the expansion of raw material supply areas both domestically and internationally, while strengthening linkages with research institutes, universities and ecosystem partners to support product development; thereby enhancing capabilities in design, market research, branding and packaging development.

Enhancing production capacity and strengthening domestic linkages

Promote localization through the development of component and material manufacturing; support technology transfer and strengthen linkages with lead firms, thereby establishing and expanding domestic supplier networks.

Expanding distribution systems and international presence

Support enterprises in participating in global distribution channels and progressively establishing a commercial presence in overseas markets, including warehousing, offices and distribution systems; while enhancing supply chain operations and developing after-sales services.

Meeting standards and sustainability requirements in supply chains

Support enterprises in meeting product standards and certification requirements, including rules of origin and carbon footprint certification, and in addressing increasingly stringent requirements related to emissions, material circularity, and biodiversity protection in supply chains.

Implementing comprehensive support packages to enhance position in value chains

Promote investment, research and development (R&D), and innovation in products and production processes, while supporting enterprises in expanding distribution and strengthening their presence in strategic markets.

Promoting digital trade and cross-border business activities

In the context of international business activities becoming increasingly digital, together with the rapid growth of cross-border e-commerce, the application of technology, data, and innovation is regarded as a key factor in enabling enterprises to expand market access and improve operational efficiency.

These directions are operationalized through a broad set of support measures, ranging from the application of technology in operations to the development of distribution channels and cross-border e-commerce capabilities.

1 Leveraging technology in operations and management

Support enterprises in implementing technology solutions for international business, including automation, customer management, supply chain, logistics and traceability.

2 Transforming digital business models and online export activities

Support the development of cross-border B2C models, the establishment of storefronts on international e-commerce platforms, and the enhancement of market access and digital branding capabilities.

3 Supporting engagement, negotiation, and legal compliance

Support enterprises in engaging with international e-commerce platforms, while addressing legal, intellectual property, and dispute-related issues arising in the process.

4 Building brand credibility in the digital environment

Implement certification and trust mark programmes to enhance the credibility of enterprises in international markets.

5 Promoting digital trade promotion activities

Implement trade promotion programmes on digital platforms, including initiatives such as “Vietnam Digital Export Week”.

6 Supporting cross-border e-commerce infrastructure and services

Connect logistics solutions and provide legal advisory, while supporting enterprises in addressing barriers in international e-commerce.

It can be observed that the Go Global program is designed with a relatively comprehensive and sustainability-oriented approach. This reflects the efforts of the authorities to progressively improve the legal framework and policy support to enable enterprises to participate more deeply in international investment and business activities.

From a business perspective, these support mechanisms create significant opportunities to reduce barriers in accessing overseas markets, particularly in areas such as information, legal advisory, financing and partner connectivity. However, the ability to effectively leverage these policies depends largely on the level of preparedness of enterprises, including the development of appropriate strategies, the design of suitable investment structures, and the capacity to ensure compliance in an increasingly complex cross-border environment.

Evolving legal framework for outbound investment

While the Go Global Program sets out an overall direction for promoting enterprises' expansion into international markets, the legal framework governing outbound investment has also been updated through Decree No. 103/2026/NĐ-CP dated 31 March 2026, which provides detailed guidance on investment regulations and takes effect from 3 April 2026.

Notably, the new regulations not only facilitate enterprises in carrying out administrative procedures, but also introduce enhanced compliance requirements in relation to capital flow management, and adherence to foreign exchange, tax, and reporting regulations.

Outbound investment requirements and capital sources

The updated regulatory framework clarifies the foundational elements of outbound investment, including funding sources, transaction structures, and the conditions that investors must meet prior to implementation. This approach requires greater transparency in investment activities while broadening the range of resources that may be utilized.

Sources of investment capital

The regulations allow investors to utilize a wide range of lawful assets for outbound investment, thereby providing greater flexibility in structuring and deploying capital.

In addition to monetary capital, eligible assets include both tangible and intangible assets.

Transaction swaps and compliance requirements

In addition to traditional forms of capital contribution, the regulations allow investors to use shares, equity interests, or profits to undertake swap transactions, thereby expanding investment approaches and enabling portfolio restructuring.

Conditions for Outbound Investment

Conditions for Outbound Investment

- **Comply with the provisions of the Law on Investment**
- **Not fall within sectors or activities prohibited from outbound investment**
- **Satisfy the conditions applicable to conditional investment sectors**
- **A decision on outbound investment in accordance with the applicable regulations**
- **A written confirmation from the tax authority certifying the fulfilment of tax obligations**

For enterprises in which foreign investors hold more than 50% of charter capital, the regulations introduce additional requirements relating to funding sources, business performance, and compliance with capital increase requirements prior to the transfer of funds abroad, thereby strengthening oversight of cases involving controlling foreign ownership.

Implementation of outbound investment

The regulations governing the implementation process are clearly defined and categorised, enabling investors to identify the applicable obligations and procedures for each type of project, thereby contributing to shorter processing timelines.

Exemptions from mandatory outbound investment registration

A key development is the introduction of exemptions from the outbound investment registration requirements for certain categories of projects, including the following cases:

Small-scale projects: with outbound investment capital of less than VND 7 billion which do not fall within conditional outbound investment sectors as prescribed under the Law on Investment.

Projects of economic organizations meeting specified conditions: not subject to reporting to the Prime Minister and satisfying criteria on scale and financial capacity, including:

- being classified as a large enterprise under applicable regulations;
- using own foreign currency funds without recourse to borrowed capital for outbound investment;
- having recorded profits for two consecutive years prior to the year of investment;
- having at least two outbound investment projects with profits remitted to Vietnam.

Projects related to national defence and security: implemented on the basis of agreements between the Government of Vietnam and foreign governments in accordance with point b, Clause 3, Article 42 of the Law on Investment.

Projects of state-owned groups and corporations: falling within the list of state-owned groups and corporations specified in Appendix I of Decree No. 366/2025/NĐ-CP.

Cases requiring an outbound investment registration certificate

Outbound investment projects with capital of VND7 billion or more, or those in conditional investment sectors, are required to obtain an outbound investment registration certificate (except for cases eligible for exemption under applicable regulations). Projects with a capital of VND1,600 billion or more, or those proposing special mechanisms or policies, must obtain approval from the Prime Minister before the Ministry of Finance proceeds with issuance in accordance with its authority.

Investment account opening and capital transfers

Investors are required to open an outbound investment capital account at a licensed credit institution in Vietnam, and all transfers of funds from Vietnam to overseas and from overseas to Vietnam related to investment activities must be conducted through this account.

Conditions for transferring investment capital abroad

- An outbound investment registration certificate has been obtained for projects subject to certification requirements
- The investment has been approved by the competent authority of the host country, or supporting documentation evidencing the right to carry out the investment is available where prior approval is not required
- An outbound investment capital account has been opened in accordance with regulations

At the same time, capital transfers must comply with relevant regulations on foreign exchange management, export, technology transfer, and other applicable laws.

Moreover, the regulations allow investors to transfer funds, goods, or assets abroad prior to completing procedures for the issuance of an outbound investment registration certificate or foreign exchange registration, for the purpose of preparatory investment activities such as surveys, market research, or negotiations.

Such transfers must comply with applicable legal requirements and are capped at no more than 5% of the total investment capital and USD300,000 (unless otherwise provided). For transfers in the form of machinery, equipment, and goods, investors are required to complete customs procedures in accordance with regulations.

Inter-agency coordination and consultation mechanisms

During the processing of applications, the receiving authority may coordinate with relevant agencies, including the State Bank of Vietnam and sectoral regulators. This coordination mechanism is typically applied in the following cases:

- Projects with investment capital of VND25 billion or more
- Projects in conditional investment sectors

Inter-agency consultation enhances prudence and consistency in the appraisal process, while ensuring that licensing decisions are assessed from multiple professional perspectives.

Utilization and repatriation of profits

Investors are permitted to use profits generated to support subsequent investment activities abroad, including:

- continuing capital contributions where the registered capital has not been fully contributed;
- increasing investment capital for existing projects;
- implementing new investment projects overseas.

Where profits are not reinvested, investors are required to repatriate all profits and other proceeds to Vietnam within 12 months from the date of profit distribution.

The regulations also allow for an extension of the repatriation timeline where necessary. In such cases, investors must provide written notification to the Ministry of Finance and the State Bank of Vietnam, and the extension period must not exceed an additional 12 months.

In addition, investors may use profits to undertake obligation swap transactions with counterparties in Vietnam, subject to the following conditions:

- full compliance with reporting requirements to the competent authorities;
- compliance with foreign exchange, investment, and other relevant regulations;
- fulfilment of all applicable tax obligations;
- no use of such transactions for tax evasion or other violations of applicable laws.

Failure to repatriate profits within the prescribed timeframe, or to fulfil notification obligations, or failure to complete repatriation within the extended period, may be subject to administrative sanctions in accordance with applicable regulations.

Compliance obligations and project lifecycle management

Reporting obligations and information updates

Prior to registering a capital account as mentioned above, investors are required to declare project information on the National Investment Information System.

Enterprises must submit periodic reports on project performance on a semi-annual and annual basis to the Ministry of Finance, the State Bank of Vietnam, and the Vietnamese overseas representative missions in the host country. In addition, within six months from the issuance of the tax finalization report in the host country, investors must submit the corresponding financial statements and tax finalization report (or equivalent documents as required).

Failure to comply with reporting obligations may result in a range of enforcement measures, from formal reminders to administrative sanctions and public disclosure of violations, and may adversely affect the review of subsequent investment procedures.

Termination of outbound investment projects

Cases of termination of outbound investment activities include:

- upon the investor’s decision, in accordance with contractual or charter provisions, or upon expiry of the project’s operating term;
- where the investor transfers the entire investment capital to a foreign investor;
- where the project is not implemented or cannot be implemented within 24 months from the date of approval or registration;
- where the overseas economic organization is dissolved or declared bankrupt, or pursuant to a court judgment or arbitral award.

Upon termination, investors are required to liquidate the project in accordance with the laws of the host country and:

- repatriate all proceeds from liquidation within 12 months from the completion of financial obligations in the host country;
- complete procedures for termination of the outbound investment registration certificate or notify the termination of investment activities within 60 days from the completion of liquidation and repatriation of funds.

From policy to practice: How Grant Thornton assists in structuring compliant and effective outbound investments

The evolution of the legal framework reflects a clear shift in regulatory approach, where outbound investment is no longer viewed merely as a market expansion decision, but as part of a broader framework of capital management and cross-border compliance. In this context, the focus shifts away from the pace of expansion towards the early design of investment structures that ensure control, transparency, and operational efficiency.

Well-structured investment frameworks, aligned across business strategy, capital flows, and compliance requirements, not only help mitigate execution risks but also facilitate more effective engagement with regulators, investors, and international partners.

Our approach to supporting enterprises in outbound investment

We take an integrated approach to supporting outbound investment, from strategic planning through to post-establishment operations, ensuring consistency and effective execution throughout:

1 Strategic advisory and Investment structures

We work with enterprises to define investment objectives, select appropriate implementation models, and design legal and capital structures aligned with compliance requirements in Vietnam.

2 Implementation and market entry execution

We assist with the implementation of outbound investment procedures, working with relevant specialists to establish and operationalize legal entities in the target market.

3 Coordination and project implementation management

Leveraging our technical expertise, we proactively provide recommendations and tailored process solutions to ensure timely implementation, maintain consistency of the investment structure in line with local regulatory requirements, and mitigate potential risks.

4 Post-licensing operations and ongoing compliance

Ongoing regulatory updates are delivered, together with compliance reports aligned with host country requirements.

"In the current context, outbound investment is no longer merely about pursuing opportunities, but about structuring investments and ensuring compliance both in Vietnam and in the host country. The stronger the foundation an enterprise builds, the greater its advantage in achieving sustainable expansion and integration."

Mrs. Trinh Thi Tuyet Anh
International Corporate Structuring Services Director, Grant Thornton Vietnam

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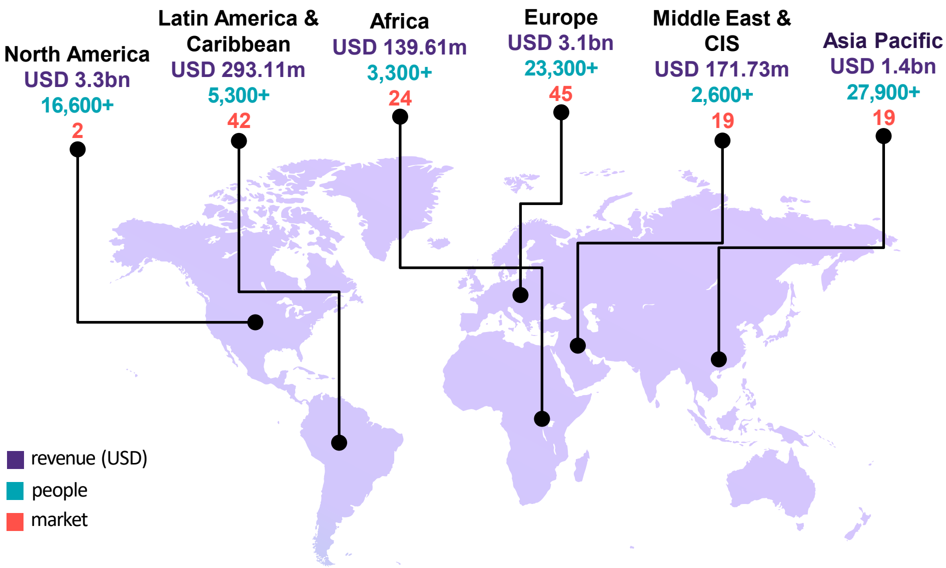
8.5 billion
revenue (USD)

80,000
people

150+
market



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Grant Thornton Vietnam, an independent member of Grant Thornton International, is a leading audit and advisory firm in Vietnam, providing solutions that support enterprises in strengthening their financial foundations and achieving sustainable operations.

Key figures and facts:

- 33 years in Vietnam
- 12 partners & 380+ professionals
- 2 offices (Hanoi & Ho Chi Minh City)

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