IVLF ADVISORS LLC

Legal, tax, finance & investment advisory

15 Things to Prepare Before Setting Up an FDI Company in Vietnam

A practical pre-filing checklist for foreign investors, current to July 2026. Built from the questions our team answers most often when international groups license their first Vietnamese entity.

REFLECTS THE 2026 FRAMEWORK

- Decree 96/2026/ND-CP guiding the Law on Investment (IRC within 10 working days)
- Decree 219/2025/ND-CP on foreign employees (provincial licensing, 90-day rule)
- Decree 236/2025/ND-CP on the global minimum top-up tax
- Decree 20/2025/ND-CP amending the transfer pricing regime

ivlf-lawyer.com | info@ivlf-advisors.com

The Checklist

15 items across five workstreams | July 2026

IVLF ADVISORS LLC

1. Structure and market access

- [ ] 01 **Confirm the business lines are open to foreign ownership**

  Map every intended activity to Vietnam's system of economic sectors and test each line against the WTO schedule, the CPTPP, EVFTA, UKVFTA and VN-UAE CEPA. Entitlement is tested at the level of the direct investor, so the holding jurisdiction is a legal decision, not an administrative one.

- [ ] 02 **Choose the holding jurisdiction before incorporating**

  Some treaties require substantive business operations in the treaty partner. A shelf company with no premises, staff or accounts is the most common reason a treaty argument fails.

- [ ] 03 **Decide the entity type**

  Single-member LLC for one owner; multi-member LLC for affiliates; joint stock company where future investors, an ESOP or a listing are contemplated. Converting later costs three to four weeks.

2. Capital and banking

- [ ] 04 **Set total investment capital and charter capital separately**

  The difference between the two is the ceiling on registered offshore borrowing. Sizing them as the same number removes the ability to fund by shareholder loan.

- [ ] 05 **Check any statutory minimum capital**

  Real estate business, banking, insurance, education, payment services and certain logistics lines carry their own thresholds or equity ratios tested against audited accounts.

- [ ] 06 **Open the direct investment capital account (DICA) before the first capital call**

  Charter capital, offshore loans, profit remittance and capital repatriation must all pass through it. Capital paid into an ordinary current account cannot be evidenced when profit is later remitted.

- [ ] 07 **Diarise the 90-day capital contribution deadline**

  Charter capital must be contributed within 90 days of the enterprise registration certificate. Missing it requires a registered reduction and can attract penalties.

3. Licensing and documents

- [ ] 08 **Start consular legalisation early**

  Vietnam is not party to the Apostille Convention. Corporate documents, financial statements and passports need notarisation, consular legalisation and certified Vietnamese translation. Allow three to six weeks.

- [ ] 09 **Identify sub-licences before filing the IRC**

  Distribution and retail need a business licence under Decree 09/2018/ND-CP; e-commerce, logistics, education, healthcare, construction, environment and fire safety each have their own approval.

- [ ] 10 **Confirm the premises and the lease documentation**

  The licensing authority checks the landlord's title, construction completion and fire safety documents. Make their delivery a condition of the lease, not a request afterwards.

- [ ] 11 **Check whether investment policy approval is required**
  Land allocated without auction, large-scale projects and sensitive sectors or locations require approval before the investment registration certificate can issue.

4. People and mobility

- [ ] 12 **Plan work permits under Decree 219/2025/ND-CP**
  Provincial People's Committees now issue permits and the demand-explanation step is merged into the application. Work of under 90 days in aggregate per year needs notification only.
- [ ] 13 **Size the founder's personal shareholding for the investor visa tier**
  The investor visa and residence card term follow the capital the individual contributes, not the company's charter capital. Fix this at incorporation rather than by a later capital increase.
- [ ] 14 **Appoint at least one legal representative resident in Vietnam**
  Define the authority of each representative in the charter, with a reserved-matters list covering capex, borrowing, related party contracts, litigation and senior hires.

5. Tax and ongoing compliance

- [ ] 15 **Build the tax structure before the first intercompany invoice**
  Management fees, royalties, procurement and funding are related party transactions under Decree 132/2020/ND-CP as amended by Decree 20/2025/ND-CP. Documentation must be contemporaneous.
- [ ] 16 **Model incentives against the global minimum tax floor**
  Groups above the EUR 750 million threshold are within Resolution 107/2023/QH15 and Decree 236/2025/ND-CP. A Vietnamese effective rate below 15% is recovered as domestic top-up tax.
- [ ] 17 **Set the compliance calendar on day one**
  Provisional and annual CIT, VAT, PIT, compulsory insurance, statutory audit, annual investment reporting and foreign labour reporting. Late filings are the most common source of avoidable penalties.

Indicative Timeline & Next Steps

What a well-prepared launch looks like

Where the checklist is completed before filing, an ordinary project licenses on the timeline below. Where it is not, the same project typically takes three to four months and often needs an amendment within the first year. The variance is preparation, not authority discretion.

Weeks 1-4	Structuring opinion, holding jurisdiction, consular legalisation started
Weeks 4-6	Lease or memorandum of lease, project proposal, financial capacity evidence
Weeks 6-8	IRC filed; 10 working days to issue where conditions are met
Week 8	ERC filed; 3 working days to issue
Weeks 8-10	Seal, tax code, e-invoicing, bank accounts and DICA, labour registration
Weeks 10-14	Sub-licences, work permits, residence cards, charter capital contributed

Talk to our market entry team

IVLF Advisors licenses foreign-invested companies, representative offices and branches across Vietnam, and advises on capital structure, sub-licences, land, work permits, tax and later M&A. Send us the checklist items you cannot yet tick and we will tell you what they cost in time.

ivlf-lawyer.com/contact | info@ivlf-advisors.com