

Legal Update

Vietnam Revises Beneficial Ownership Rules: What Businesses Should Review

Law reviewed as at 24 October 2026.

Vietnam revised its enterprise-registration rules on beneficial ownership through Decree No. 296/2026/ND-CP, issued and effective on 23 July 2026. The changes replace Articles 17 and 18 of Decree No. 168/2025/ND-CP. Businesses should revisit how they identify the individuals behind their ownership and control structures, rather than rely on a review completed when the original rules took effect in July 2025. [1-2]

This update concerns enterprise-registration obligations for enterprises with legal personality. It does not replace a separate assessment under anti-money laundering legislation or the rules applicable to a particular regulated institution. The amended definition expressly excludes individuals representing state capital in enterprises. [1, Article 3]

1. What changed on 23 July 2026?

The amended Article 17 expressly recognises that an enterprise can have one or more individuals who ultimately own or control it in practice. It sets out an ownership assessment, an alternative actual-control assessment and a management fallback where neither identifies an individual. Amended Article 18 requires the ownership structure to be reviewed through its successive levels until the relevant ultimate individual is identified. [1, Articles 3-4]

Issue	Original Decree 168 position	Position following Decree 296	Practical implication
Ownership	Direct or indirect ownership of at least 25% of charter capital or voting shares	Expressly covers direct, indirect, or combined direct and indirect ownership at the threshold	Check the complete holding rather than reviewing each route in isolation
Groups	Article 17 did not contain the new express group rule	Individuals linked by the specified family relationships or contractual arrangements may meet the threshold collectively under the amended rule	Ask about relationships and arrangements as well as individual percentages
Control	Specified rights to determine key corporate matters	A staged actual-control assessment expressly includes financial, investment and operating policies	Review governance arrangements, not only the capital table

Issue	Original Decree 168 position	Position following Decree 296	Practical implication
Fallback	No express equivalent in the original Article 17	If neither ownership nor control identifies an individual, identify the enterprise manager with the highest authority to act for it, subject to the state-capital exclusion	Document why the fallback is used

The table summarises the two texts. The exact criteria and sequence in Articles 17–18 should be applied to the enterprise's circumstances. [1–2]

2. Review ownership through every relevant layer

The amended ownership test includes an individual holding at least 25% of charter capital or voting shares directly, indirectly, or through a combination of both. Indirect ownership can operate through organisations or other legal arrangements. The rule also addresses qualifying groups connected by family relationships, as defined in the Enterprise Law, or by contract. It separately treats all general partners of a partnership as beneficial owners regardless of their capital or voting percentage. [1, Article 3]

A practical review should collect the ownership chart, supporting registers and relevant agreements. Where the structure includes overseas entities, identify who can confirm changes and provide evidence. A chart that ends at a foreign holding company is not a complete ultimate-ownership review merely because that company is the direct shareholder.

Avoid treating a mechanical percentage calculation as the entire exercise. Questions about collective holdings and legal arrangements should be addressed expressly. The file should show what information was requested, what was received and how any uncertainty was resolved.

3. Apply the actual-control and fallback stages correctly

Where the ownership criteria are not met, or there are grounds showing that an individual identified under those criteria is not the beneficial owner, amended Article 17 requires an assessment of other lawful means of ultimate actual control. The specified rights include key appointments, charter amendments, organisational changes, financial, investment and operating policies, and reorganisation or dissolution. [1]

If no individual is identified under either stage, the rule provides for the enterprise manager with the highest authority to act on the enterprise's behalf. This is a fallback, not a reason to name a director automatically without first examining ownership and control. Amended Article 18 follows that order in the declaration process. [1]

Illustrative example. A company has a widely dispersed ownership structure and no individual identified under the ownership test. The next step is to examine actual-control rights. Only if neither stage identifies an individual should the management fallback be considered. The example illustrates the sequence; it does not determine the answer for a particular group.

4. Does every existing company need to refile immediately?

A Ministry of Finance response published on the Government's portal explains that Decree 296 does not impose a universal ten-day refiling deadline running from 23 July 2026. Where an enterprise has already declared beneficial ownership and the declared information has not changed, the response states that the change in criteria alone does not require the notification procedure to be repeated. [4]

An actual change in beneficial-ownership information must be distinguished from that situation. Article 52(1) of Decree 168 contains the ten-day notification rule for changes. For enterprises established before 1 July 2025 that have not supplemented their information, Article 3(1) of Law No. 76/2025/QH15 provides for supplementation with the next relevant enterprise-registration change procedure, unless the enterprise requests earlier supplementation. [2–4]

The sensible management response is to review the file now and determine the relevant procedural trigger. That recommendation is different from claiming a statutory obligation for every company to refile by a common date. Nor should the absence of a universal refiling deadline be understood as permission to leave an actual change unreported.

Practical steps for businesses

Assign a person to maintain the ownership record and obtain a current chart supported by documents. Apply the amended ownership, actual-control and fallback stages in order. Record the assessment and distinguish it from a bank's separate customer due-diligence request.

Before a share transfer, restructuring or governance change, ask whether beneficial-ownership information will change and who will handle any notification. For a pending registration application, check the current forms and the amended requirements rather than reusing an old submission without review. Align local and overseas teams so that the Vietnamese company receives changes in time to assess its obligations.

Legal sources and references

All sources accessed on **24 October 2026**. English legislative descriptions are explanatory.

1. **Decree No. 296/2026/ND-CP of 23 July 2026**, effective 23 July 2026, Articles 3–4; **signed text**, particularly pages 3–4.
2. **Decree No. 168/2025/ND-CP of 30 June 2025**, effective 1 July 2025. Original Articles 17–18 are used only for the historical comparison; read the current position with Decree 296. See also Article 52(1).
3. **Law No. 76/2025/QH15 of 17 June 2025**, effective 1 July 2025, particularly Article 3(1).
4. **Ministry of Finance response on whether businesses must refile following the changed criteria**, published on the Government portal on 1 September 2026. This is official explanatory guidance, not a replacement for the legislative text.

This publication provides general information based on sources reviewed as at 24 October 2026. It does not constitute legal advice on any specific matter. The application of Vietnamese law depends on the relevant facts and circumstances.