
Vietnam Franchise Guide 2027

How to franchise a brand into Vietnam: the law, MOIT registration, disclosure, the one-year rule, trademarks, royalty tax, Decree 342 retail licensing and the market data — every point with its source.

Before you read

Reference only. Figures are published by third parties, compiled as-is, and may change. We do not independently verify the underlying data — check the source before acting on it. For reference only; not legal, tax, or investment advice.

Legal review status: checked against the official text of Decree 342/2026/ND-CP by Lexi (NPV legal research agent) on 9 October 2026; article numbers are given beside each point. Not reviewed by licensed Vietnamese counsel.

This e-book is a printable copy of the English guides on vietnamfranchise.net. The web version is updated first; if the two differ, the web version is current: vietnamfranchise.net/en/how-to-franchise-in-vietnam.

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The steps and a realistic timeline

Franchising in Vietnam is governed by the Commercial Law 2005, Articles 284 to 291, and Decree 35/2006/ND-CP, amended by Decree 120/2011 and Decree 08/2018. Foreign franchisors register with the Ministry of Industry and Trade before franchising starts.

Source: Decree 35/2006/ND-CP on franchising (Government of Vietnam, official text) (31 Mar 2006) · Decree 35/2006 consolidated text, VBHN 15/VBHN-BCT (Ministry of Industry and Trade) (25 Apr 2014) · Ministry of Industry and Trade, franchise registration notice (3 Sept 2025)

When	What
Month 0	File trademarks in Vietnam. This is the longest lead time (16–24 months), so it starts first. Source: Asia IP, Vietnam IP Guide 2025 (SGO IP) (5 Nov 2025)
Months 0–6	Market visits, partner search and due diligence. Expect the full sales cycle to take up to two years. Source: U.S. International Trade Administration (26 Mar 2026)
Months 3–9	Choose a structure; prepare the disclosure document and sample agreement in English and Vietnamese; legalise and translate corporate documents. Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024)
Months 6–12	Register with MOIT: five working days by law, up to a month or two in practice. Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024) · Tilleke & Gibbins (24 Jul 2018)
15 working days before signing	Deliver the disclosure document and sample agreement to the franchisee. Source: Decree 35/2006 consolidated text, VBHN 15/VBHN-BCT (Ministry of Industry and Trade) (25 Apr 2014)
After signing	If a foreign-invested company runs stores: business and outlet licences under Decree 342, plus an ENT for additional outlets where it applies. Source: Vietnam Briefing (Dezan Shira & Associates) (8 Oct 2026) · VCCI (Vietnam Chamber of Commerce and Industry) (6 Oct 2026)

Registering a franchise with Vietnam's Ministry of Industry and Trade

A franchisor based outside Vietnam must register with the Ministry of Industry and Trade (MOIT) before it starts franchising into the country. Domestic and outbound franchises only report to the provincial trade department. Here is the dossier, the real timeline and what happens if you skip it.

Who has to register

Franchises coming into Vietnam from abroad register with MOIT before franchising starts. Franchises between two Vietnamese parties, and Vietnamese brands franchising abroad, only report to the provincial Department of Industry and Trade.

Source: Decree 35/2006 consolidated text, VBHN 15/VBHN-BCT (Ministry of Industry and Trade) (25 Apr 2014) · Ministry of Industry and Trade, franchise registration notice (3 Sept 2025)

MOIT also accepts applications from franchisors in export-processing zones, non-tariff areas and separate customs zones.

Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024)

What goes in the dossier

Vietnam Briefing lists these documents:

Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024)

- The franchise registration form.
- The franchise disclosure document: franchisor details, intellectual property, costs, obligations, market overview and a sample agreement.
- The foreign franchisor's incorporation documents.
- Proof that the trademark or other IP used in the franchise is protected, or licensed to the franchisor.
- Audited financial statements.
- Approval from the original franchisor, if you are sub-franchising rights you hold as a master franchisee.

Legalisation and translation

Foreign documents must be consularly legalised and translated into Vietnamese before they are filed. Allow time for this in your home country; it is often the slowest part of the file.

Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024)

How long it takes, and what it costs

The statutory period is five working days from a complete dossier. In practice Vietnam Briefing says it can take up to a month, and Tilleke & Gibbins reported one to two months.

Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024) · Tilleke & Gibbins (24 Jul 2018)

There have been no state fees for franchise registration since 2017.

Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024)

After registration

Changes to the registered information must be notified within 30 days, and franchisors report periodically on matters such as investment costs and the sample contract.

Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024)

What happens if you do not register

Franchising without registering is an administrative offence. Vietnam Briefing puts the fine at roughly US\$394–788 for organisations and US\$197–394 for individuals. The bigger risk is commercial: an unregistered franchisor cannot point to a MOIT record when a franchisee or partner asks.

Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024)

You can check recent registrations in our English registry, which tracks the ministry's public list every week.

Online: vietnamfranchise.net/en/guides/moit-franchise-registration

The franchise disclosure document in Vietnam

Vietnam requires a franchisor to hand over a disclosure document and a sample franchise agreement before signing. The rules are lighter than in the United States or Malaysia: there is no cooling-off period and no minimum term. Here is what applies.

Timing: 15 working days before signing

The franchisor must give the prospective franchisee the sample agreement and the disclosure document at least 15 working days before signing, unless the parties agree otherwise.

Source: Decree 35/2006/ND-CP on franchising (Government of Vietnam, official text) (31 Mar 2006) · Decree 35/2006 consolidated text, VBHN 15/VBHN-BCT (Ministry of Industry and Trade) (25 Apr 2014)

What the document covers

The disclosure template set by the Ministry of Industry and Trade asks for information on the franchisor, its intellectual property, the costs the franchisee will pay, the obligations of each side, the market and the sample agreement. It asks for audited financial statements for the latest year.

Source: Decree 35/2006 consolidated text, VBHN 15/VBHN-BCT (Ministry of Industry and Trade) (25 Apr 2014) · Vietnam Briefing (Dezan Shira & Associates) (8 May 2024)

Language

Foreign-language documents filed with the authorities must be translated into Vietnamese and consularly legalised. Most franchisors therefore prepare the disclosure document in Vietnamese as well as English, so the version the franchisee reads matches the version on file.

Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024)

What Vietnam does not require

There is no statutory cooling-off period and no minimum franchise term in Vietnam. Several other markets in the region do impose them, so do not copy a regional template without checking.

Source: Decree 35/2006 consolidated text, VBHN 15/VBHN-BCT (Ministry of Industry and Trade) (25 Apr 2014)

Practical tips

- Use the same disclosure document for the MOIT dossier and for franchisees, so the two never diverge.
- Give investment ranges in the currency the franchisee will actually pay, and say what is excluded.
- Date every version. If terms change after registration, the change must be notified to MOIT within 30 days.

Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024)

Online: vietnamfranchise.net/en/guides/franchise-disclosure-document

The one-year rule: why a new company may not be able to franchise in Vietnam

Vietnamese law says the business system must have operated for at least one year before it is franchised. The catch is how the Ministry of Industry and Trade reads it: it often looks at the age of the company applying, not the age of the brand.

What the law says

A business system may be franchised only after it has operated for at least one year.

Source: Decree 35/2006 consolidated text, VBHN 15/VBHN-BCT (Ministry of Industry and Trade) (25 Apr 2014) · Tilleke & Gibbins, on Decree 08/2018 (16 Jan 2018)

How MOIT applies it

Tilleke & Gibbins reports that MOIT usually reads the rule as applying to the franchisor entity itself. In their example, a regional franchisor set up in Singapore needed to have existed for more than a year, even though the brand was much older.

Source: Tilleke & Gibbins (24 Jul 2018)

A newly incorporated master franchisee or regional holding company that applies to sub-franchise is therefore likely to be rejected, although MOIT decides case by case.

Source: Tilleke & Gibbins (24 Jul 2018)

How brands plan around it

If you plan to franchise into Vietnam through a new regional company, incorporate it early, or have an existing entity with more than a year of operation sign as franchisor. If a Vietnamese master franchisee will sub-franchise, check how long its own company has existed before you agree a sub-franchising timetable. Note that Tilleke's guidance dates from 2018. The rule itself has not changed since, but confirm current MOIT practice with counsel before you structure the deal.

Source: Tilleke & Gibbins (24 Jul 2018)

Online: vietnamfranchise.net/en/guides/one-year-rule

Trademarks: file in Vietnam before you do anything else

Of every step in entering Vietnam, trademark registration takes longest — typically 16 to 24 months. Vietnam is a first-to-file country, so whoever files first usually wins. File before your first trip, not after you sign a partner.

First to file

An application can be refused if it is identical or confusingly similar to an earlier registered mark or pending application for similar goods or services. Using the brand abroad does not by itself protect it in Vietnam.

Source: Asia IP, Vietnam IP Guide 2025 (S&O IP) (5 Nov 2025)

The U.S. International Trade Administration advises franchisors to register their intellectual property, including URLs and websites, and to be prepared to take legal action against infringers.

Source: U.S. International Trade Administration (31 Mar 2026)

How long it takes and how long it lasts

In practice registration takes 16 to 24 months in a smooth case.

Source: Asia IP, Vietnam IP Guide 2025 (S&O IP) (5 Nov 2025)

A registered mark is protected for 10 years from the filing date and can be renewed indefinitely in 10-year periods.

Source: Asia IP, Vietnam IP Guide 2025 (S&O IP) (5 Nov 2025)

A mark not used for five consecutive years after registration can be cancelled for non-use. If the franchisee is the one using the mark in Vietnam, make sure the licence is documented.

Source: Asia IP, Vietnam IP Guide 2025 (S&O IP) (5 Nov 2025)

Why it matters for franchise registration

The MOIT franchise dossier must show that the trademark used in the franchise is protected in Vietnam or licensed to the franchisor. A pending application slows everything that depends on it.

Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024)

Checklist

- Search the Vietnamese register for your mark and close variants, including a Vietnamese transliteration.
- File for every class you will use: food and drink service, retail, packaged goods, merchandise.
- Register the domain names and social-media handles you will use in Vietnam.
- Write the licence chain into the franchise agreement: who owns the mark, who may use it, and who records it.

Online: vietnamfranchise.net/en/guides/trademark-registration

How royalties and franchise fees paid abroad are taxed in Vietnam

When a Vietnamese franchisee pays a foreign franchisor, the payment falls under Vietnam's foreign contractor tax (FCT). The corporate income tax part is 10% on royalties. The VAT part depends on what the payment is for.

Corporate income tax: 10%

The foreign contractor tax on royalties includes a corporate income tax element of 10% under domestic law. The Vietnamese payer usually withholds it before remitting.

Source: PwC Worldwide Tax Summaries (23 Sept 2026)

VAT: exempt or 5%

Transfers of intellectual property rights, transfers of technology and software are VAT-exempt. Other royalties may attract VAT, listed by PwC at 5%.

Source: PwC Worldwide Tax Summaries (23 Sept 2026)

A franchise fee usually bundles a trademark licence with training, systems and support. How the agreement describes and splits those elements can change the VAT result, so get the characterisation agreed with a tax adviser before signing.

Why tax treaties rarely help

PwC notes that in most cases the limits set by Vietnam's double tax agreements are higher than the domestic withholding rates, so the domestic rate applies. In other words, a treaty usually does not reduce the 10% on royalties.

Source: PwC Worldwide Tax Summaries (23 Sept 2026)

Worked example

A franchisee owes a foreign franchisor a royalty of US\$10,000 for a month. If the agreement is drafted as a net-of-tax payment, the franchisee must gross up; if gross, the franchisor receives US\$9,000 after 10% corporate income tax, before any VAT. The arithmetic is illustrative only and assumes the 10% rate applies.

Source: PwC Worldwide Tax Summaries (23 Sept 2026)

Online: vietnamfranchise.net/en/guides/royalty-tax

Master franchise, joint venture or your own subsidiary?

Most foreign brands enter Vietnam through a local master franchisee. Some take a stake in their partner, and a few open their own company. The choice decides which licences you need, who carries the risk and whether Decree 342 applies.

1. Master franchise to a Vietnamese-owned company

You register the franchise with MOIT, protect your trademark and receive royalties subject to the 10% foreign contractor tax. Your partner runs the stores. Because it has no foreign shareholder, the retail licensing rules for foreign-invested companies under Decree 342 do not apply to it.

Source: Vietnam Briefing (Dezan Shira & Associates) (8 May 2024) · PwC Worldwide Tax Summaries (23 Sept 2026) · Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026)

If the master franchisee will sub-franchise, its own company should have operated for more than a year, given how MOIT applies the one-year rule.

Source: Tilleke & Gibbins (24 Jul 2018)

2. Joint venture or minority stake

Taking equity in your partner aligns incentives but makes it a foreign-invested enterprise. Above 50% foreign ownership it needs a business licence and an outlet licence for each store, and depending on your country, outlet sizes and format an Economic Needs Test for stores beyond the first; whether a company 50% or less foreign-owned needs these licences is not clear from the text (Decree 342, Article 5(5)). If you take an existing operator above 50%, its stores may keep trading for up to 12 months while it obtains licences (Article 5(6)).

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026)

3. Your own subsidiary

Full control, full capital and full licensing exposure. The same Decree 342 rules apply as for a joint venture, plus a national security review for new outlet licences once you own or co-own 100 small, 50 mid-size or 30 large outlets (Decree 342, Article 8(3)(c)).

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026) · VCCI (Vietnam Chamber of Commerce and Industry) (6 Oct 2026)

Choosing a partner

The U.S. International Trade Administration stresses due diligence on a partner's suitability and financial capacity, and warns that it can take up to two years to make a successful sale in Vietnam.

Source: U.S. International Trade Administration (31 Mar 2026) · U.S. International Trade Administration (26 Mar 2026)

Plan for price pressure as well: typical Vietnamese meals cost US\$2–3, a third to a quarter of a foreign franchise meal, according to the same guide.

Source: U.S. International Trade Administration (31 Mar 2026)

Online: vietnamfranchise.net/en/guides/franchise-structures

Decree 342/2026: retail licensing for foreign-invested operators

In force from 18 October 2026. It matters to a franchise system when a foreign-invested company — the brand's subsidiary, a joint venture or a foreign-backed master franchisee — runs the stores.

Issued

3 September 2026. Effective 18 October 2026.

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026) · Baker McKenzie (14 Sept 2026) · Vietnam Briefing (Dezan Shira & Associates) (8 Oct 2026)

Replaces

Decree 09/2018/ND-CP, which had governed goods trading and retail by foreign-invested enterprises since 2018, and repeals Article 36 of Decree 146/2025/ND-CP (Article 45).

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026) · Vietnam Briefing (Dezan Shira & Associates) (8 Oct 2026)

Who it covers

Foreign investors and foreign-invested enterprises that buy and sell goods in Vietnam, including retail distribution, import, logistics and e-commerce platform management (Articles 1–2).

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026) · Tạp chí Công Thương (Ministry of Industry and Trade journal) (6 Sept 2026)

Franchising

The decree does not change franchise registration, but it does refer to franchising: Article 3(6) defines “distribution” to include commercial franchising in the distribution sector.

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026)

Who licenses

The provincial People's Committee where the company has its head office issues the business licence; the provincial People's Committee where each outlet is located issues that outlet's licence (Article 8(1)–(2)). The procedure has no routine Ministry of Industry and Trade consultation step.

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026) · Vietnam Briefing (Dezan Shira & Associates) (8 Oct 2026)

First outlet

The Economic Needs Test (ENT) applies only to outlets beyond the first. Under Article 3(11), an outlet counts as “beyond the first” if the company already has an outlet in Vietnam, or if it trades under the same trademark or trade name as a licensed, operating outlet of another foreign investor or foreign-invested company. A second foreign-invested franchisee of the same brand does not get a fresh “first outlet”.

ENT exemption — by treaty

Under Article 22(1), the ENT applies only to investors from countries or territories that are not party to a treaty in which Vietnam committed to abolish it. CPTPP (from January 2024) and EVFTA (from 1 August 2025) contain that commitment; UKVFTA carries over the EVFTA commitment. RCEP does not: Vietnam's RCEP services schedule keeps the ENT for outlets beyond the first.

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026) · WTO and Integration Centre, VCCI (13 May 2026) · Baker McKenzie (14 Sept 2026) · RCEP Annex II, Viet Nam schedule of specific commitments for services (DFAT copy) (15 Nov 2020)

ENT exemption — small outlet

An additional outlet is exempt if it meets all three conditions: selling area under 500 m², located inside a trade centre, and not a convenience store, mini-mart or supermarket (Article 22(1)). Article 3(12) defines a convenience store as under 300 m² and a mini-mart as up to 500 m².

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026) · VCCI (Vietnam Chamber of Commerce and Industry) (6 Oct 2026)

ENT timeline

Where an ENT is required, the provincial ENT Council has 20 working days from a complete file to assess it and its chair issues a written recommendation; the licensing authority then has 5 working days to issue or refuse the licence (Article 27).

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026)

Security review

The Ministry of Public Security and the Ministry of National Defence must be consulted when a foreign investor applies for a new outlet licence while it owns or co-owns in Vietnam 100+ outlets each under 500 m², and/or 50+ outlets each of 500 m² to under 3,000 m², and/or 30+ outlets each of 3,000 m² or more — or applies for licences for an acquired network of that size. The ministries have 14 working days (Article 8(3)(c); Articles 26–27). The decree does not say how mixed-size networks are counted.

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026) · VCCI (Vietnam Chamber of Commerce and Industry) (6 Oct 2026)

Reporting

Foreign-invested enterprises report twice a year: before 15 January (annual report for the previous calendar year) and before 15 July (first-half report) (Article 38).

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026) · VCCI (Vietnam Chamber of Commerce and Industry) (6 Oct 2026)

Licence terms

For investors from countries with a treaty market-access commitment, the business licence runs for the term of the enterprise registration certificate; it is limited to five years only for investors from non-treaty countries or for uncommitted services or goods (Article 10(2)). An outlet licence runs for the shorter of the remaining term of the outlet project's investment registration certificate and the premises lease (Article 24(3)).

Existing licences

Licences issued before 18 October 2026 remain valid (Article 44(1)); applications lodged before that date are handled under Decree 09/2018 (Article 44(5)). When a company with stores takes foreign capital that makes it more than 50% foreign-held, its stores may keep trading for up to 12 months while it obtains licences (Article 5(6)).

Source: Decree 342/2026/ND-CP, official signed text (Government of Vietnam) (3 Sept 2026) · Vietnam Briefing (Dezan Shira & Associates) (8 Oct 2026)

Online, with an ENT checker: vietnamfranchise.net/en/decrees-342

The market in numbers

331 Foreign brands registered to franchise in Vietnam

Source: Ministry of Industry and Trade — franchise registration figures (data as of 31 Mar 2025) — <https://moit.gov.vn/nhuong-quyen-thuong-mai>

14 New registrations in 2024 (2023: 11)

Source: Ministry of Industry and Trade — franchise registration figures (data as of 31 Mar 2025) — <https://moit.gov.vn/nhuong-quyen-thuong-mai>

> 50% F&B share of all franchise contracts signed

Source: Ministry of Industry and Trade, cited in the [trade.gov](https://trade.gov/country-commercial-guides/vietnam-franchising-industry-sector) Vietnam franchising sector guide (data as of 30 Sept 2023) — <https://trade.gov/country-commercial-guides/vietnam-franchising-industry-sector>

Foreign brands registered with MOIT over time

31 Dec 2017: 170 · 30 Jun 2020: 262 · 30 Sept 2023: 310 · 31 Mar 2025: 331

Source: Ministry of Industry and Trade, via trade.gov (2017–2023) and MOIT (2025).

By sector, March 2025

Food & beverage: 159 · Fashion: 44 · Education: 39 · other sectors: 89 (derived as 331 minus the three itemised).

Vietnamese brands franchising abroad

No official figure exists. Since 16 December 2011, Vietnamese brands franchising abroad no longer register with the Ministry of Industry and Trade — they report only to provincial trade departments. The only two milestones the ministry ever cited: 3 brands (2007) and 7 brands (2016). The circulating figure of “around 22” is unverifiable and is not a ministry statistic — we do not publish it.

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