RHTLaw Vietnam

REFINING MERGER CONTROL REGIME FROM POLICY PROPOSALS TO DRAFT LEGISLATION

In early 2026, the Ministry of Industry and Trade proposed to the Government a project to amend, among other legislations, Law on Competition No. 23/2018/QH14 ("**Current Law**"). The revisions to economic concentration, or commonly known as merger control, represent a key focus of the project.

In early June 2026, the Ministry of Industry and Trade has further proposed the draft law ("**Draft**") in which relevant policy proposals have been translated into specific legal provisions.

This legal update continuously discusses the key highlights and notable developments in the Draft.

Proactively governmental guidance

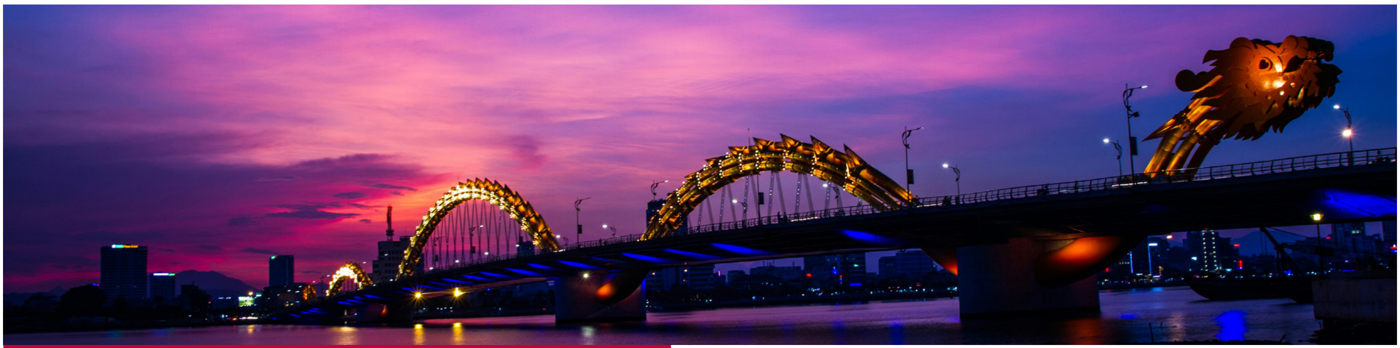
Given the fast-paced development of the economy in general, and the digital business in particular, the legal framework must be sufficiently agile and responsive. Therefore, under the Draft, it can be seen that many provisions continue to be framed, and several are now freshly designed, within a high-level framework, with the Government responsible for issuing detailed guidance later on, such as criteria to determine relevant market, criteria to determine market share, transactions exempt from merger control, and filing dossiers for merger control.

Additional assessment criteria for digital businesses

While traditional competition laws are normally designed for "brick-and-mortar economies", digital ecosystems are characterized by, e.g. zero-price services, network effects, or data accumulation. Data, users, and network effects, among other factors, are fundamental pillars of the digital economy. The ability to collect, control, and leverage data relating to users, transactions, and markets constitutes a key source of competitive advantage.

To better capture the characteristics of digital businesses, additional assessment criteria have been introduced under the Draft, in particular:

- ***when determining market shares/ combined market shares***: the percentage of users/ customers of the enterprise, the percentage of suppliers participating in the digital platform of the enterprise, or the percentage of transactions conducted through/ traffic generated on the platform of the enterprise, compared to those of other enterprises in the relevant market, calculated on a monthly/ quarterly/ annual basis;



- ***when determining the significant market power***:

    - the number of users, customers, or suppliers participating in the digital platform;
    - the ability to collect, accumulate, control, and exploit user data, transaction data, and market data;
    - the degree and scope of direct and indirect network effects of the digital platform;
    - barriers encountered by users, customers, or business partners when switching to goods or services provided by other enterprises;
    - the level of integration and linkage among products and services within the same e-commerce ecosystem, and the ability to leverage advantages among infrastructures within the e-commerce ecosystem;
    - the ability to control other enterprises' access to the market;
    - the ability to use algorithms, artificial intelligence, or other digital technologies to coordinate and control transactions, pricing, or users' behaviours in the market.

The above are expected to render the assessment tools more effective, preventing major technology platforms from circumventing traditional market definitions and stifling competition.

Transactions exempt from merger control

Practice indicates that certain transactions may neither affect competition nor be likely to cause restrictions on competition in the market. These transactions should therefore be excluded from the scope of merger control, thereby reducing compliance burdens and costs for enterprises.

Transactions under consideration may be internal restructuring, increase in a parent company's shareholding percentage in its subsidiary, or acquisition or joint venture that are unlikely to have an impact on competition in the market.

The Draft also establishes a general framework and authorizes the Government to issue detailed guidance.

Duration of merger control conditions

Certain transactions, after being reviewed by the authorities, may be approved but subject to conditions. However, economy and market circumstances change over time, causing such conditions to no longer be appropriate for enterprises to apply, particularly when a significant period has elapsed between the approval date and the actual transaction execution. The Draft therefore requires specifying the applicable period of such merger control conditions.

Time bar for dealing with administrative violations

The Draft specifies the time bar of 5 years for dealing with administrative violations on merger control which has not been stated under the Current Law. The Government will further provide guidance on calculating the time bar.

LEGAL UPDATE *July 2026*

For further information, please contact:

Benjamin Yap (Mr.)

Senior Partner
Ho Chi Minh City Office
Tel. (+84) 28 3820 6448
benjamin.yap@rhtlaw.com.vn

Dang Thi Tuong Vi (Ms.)

Partner
Ho Chi Minh City Office
Tel. (+84) 28 3820 6448
vi.dang@rhtlaw.com.vn

Do Bich Hanh (Ms.)

Legal Assistant
Ho Chi Minh City Office
Tel. (+84) 28 3820 6448
hanh.do@rhtlaw.com.vn

RHTLaw Vietnam

RHTLaw Vietnam - Ho Chi Minh City Office
Level 11, Endovina Tower
146 Nguyen Dinh Chieu, Xuan Hoa Ward,
Ho Chi Minh City, Vietnam
Tel: +84 28 38206 448

RHTLaw Vietnam – Hanoi Branch
Unit 1506, Level 15, Thang Long Tower
98 Nguy Nhu Kon Tum, Thanh Xuan Ward,
Hanoi, Vietnam
Tel: + 84 24 3974 8881

RHTLaw Vietnam is a Vietnam law practice registered as a limited liability company in Vietnam (the "LLC"). It works in collaboration with the Singapore law practice RHTLaw Asia LLP. The LLC is a distinct legal entity in Vietnam.

Our model is driven by the focus on helping clients succeed, which translates to clear and precise solutions with high-level legal and commercial insights. We proactively grow our practice in tandem with regional and international fast-growing industries and areas like Banking & Finance, Capital Market, M&As, Inward & Outward Investment, Intellectual Property, Trading & Commerce, Real Estate & Construction, Telecommunications, Employment and Litigation.

Find out more about us at www.rhtlaw.com.vn

ASEAN+
We know ASIA.