Special Alert

DRAFT AMENDMENTS TO THE COMPETITION LAW – KEY PROPOSED CHANGES TO MERGER CONTROL FILING REQUIREMENTS

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On 1 June 2026, draft Law amending and supplementing a number of laws, including the Law on Commerce, the Law on Competition, the Law on Foreign Trade Management and the Law on Protection of Consumers' Rights, together with the explanatory materials, was publicly released on the National Assembly's online legislative portal [1] (the "**Draft Law**"). The Draft Law reflects the Government's continued efforts to reform Vietnam's merger control regime by focusing enforcement on transactions that are likely to raise competition concerns, while reducing the regulatory burden for transactions that do not result in a change of control or are unlikely to have a significant impact on competition. This Special Alert highlights the key proposed changes to Vietnam's merger control filing requirements under the Draft Law and their potential implications.

First, the Draft Law proposes empowering the Government to prescribe in greater detail the transactions that constitute economic concentrations, as well as the circumstances in which notification is not required. Specifically, the Government would be authorised to issue detailed regulations clarifying (i) acquisitions and other forms of economic concentration, with the aim of improving legal certainty and addressing practical issues arising from the current provisions, and (ii) corporate reorganisations, acquisitions and joint ventures that would not be regarded as economic concentrations for merger control purposes.

Second, with respect to notification thresholds and market share assessment, the Draft Law does not amend the existing turnover, asset, transaction value, or market share thresholds under the Competition Law. Instead, these matters will continue to be prescribed by the Government through implementing regulations. Nevertheless, the Draft Law proposes to broaden the methods for determining market share in digital markets by introducing additional indicators, including the number of users, the number of suppliers participating on a platform, transaction volume and website or platform traffic. In parallel, the rules governing the determination of the relevant market, market shares and substantial market power are

1 Kindly refer to the link: https://duthaoonline.quochoi.vn/dt/luat-sua-doi-bo-sung-mot-so-dieu-cua-luat-thuong-mai-luat-canh-tranh-luat-quan-ly-ngoai-thuong-luat-bao-ve-quyen-loi-nguoi-tieu-dung/260605084841970141

expected to become more flexible to better reflect the characteristics of the digital economy. These proposed changes may directly affect how technology companies and digital platform operators assess their merger notification obligations and compile the information required for filing.

Third, the Draft Law continues the policy of simplifying administrative procedures and filing requirements. A number of detailed documentary requirements are proposed to be relocated to subordinate legislation, allowing greater flexibility for future amendments where necessary. In addition, the consultation process during the review of merger notifications is expected to become increasingly digitalised, enabling communications to be conducted through online platforms or electronic document exchange systems operated by government authorities.

Fourth, the Draft Law introduces additional provisions governing conditional merger clearance decisions. Based on the outcome of the official appraisal, the National Competition Commission would be authorised to determine both the conditions attached to approval and the period during which those conditions remain applicable. This is intended to ensure that the imposed conditions remain appropriate in light of changing market circumstances and are not maintained where they are no longer justified.

Fifth, the Draft Law proposes, for the first time, a specific limitation period of five years for imposing administrative sanctions in the field of competition, including violations relating to economic concentrations. This amendment is particularly significant in the context of merger notification obligations. Under the current legal framework, although failure to notify a notifiable economic concentration may result in substantial administrative penalties, there has been no explicit limitation period applicable specifically to competition law violations. The proposed five-year limitation period would therefore provide greater legal certainty by defining the period during which the competition authority may investigate and impose sanctions on transactions that were either not notified or implemented in breach of the applicable merger control rules.

Overall, the proposed amendments indicate a shift away from a formalistic approach towards a more substantive assessment focusing on changes in control and the competitive effects of a transaction. Businesses should closely monitor the progress of the Draft Law and the implementing regulations, as these reforms may have a direct impact on the assessment of merger notification requirements, the scope of information and documents required for filing, and the structuring of M&A transactions in Vietnam.

Disclaimer: The above summary is based on the Draft Law publicly released on the National Assembly's online legislative portal on 1 June 2026. As the Draft Law has not yet been officially enacted, the proposed provisions discussed below remain subject to further revision during the legislative process.

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