

DECREE 239/2025/ND-CP: WHAT INVESTORS SHOULD PAY ATTENTION TO WHEN CARRYING OUT INVESTMENT ACTIVITIES FROM SEPTEMBER 3, 2025?

PHAN THI HOANG HAI

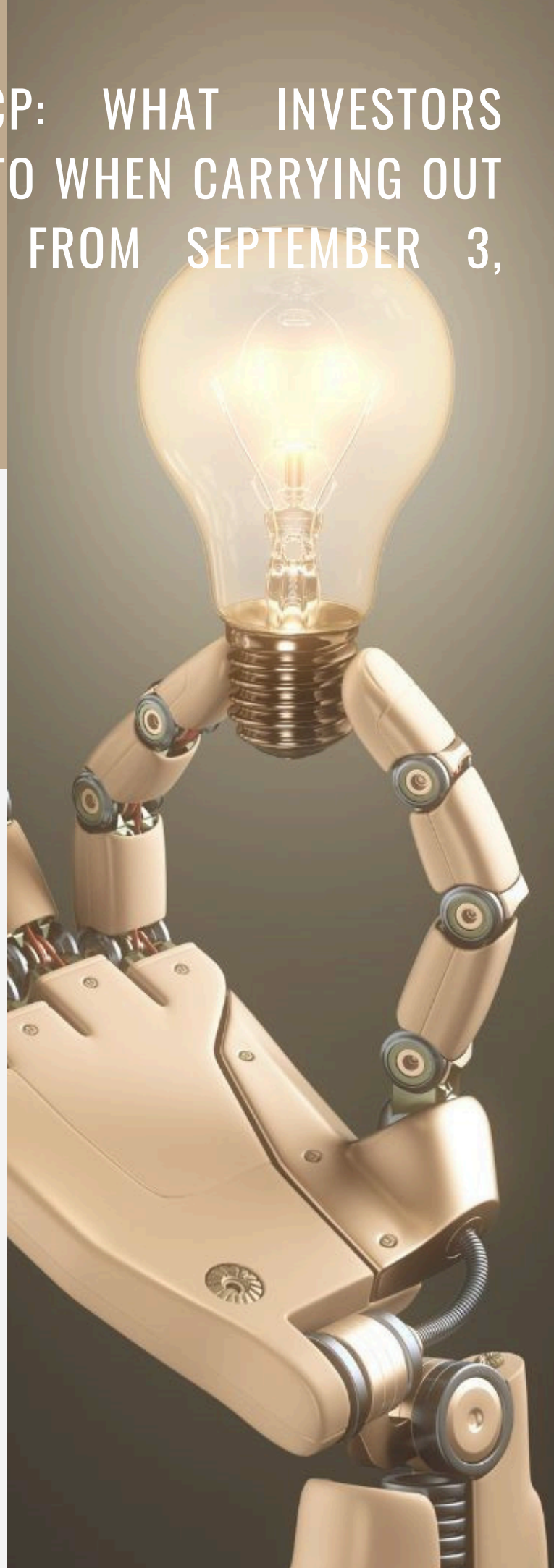
On September 3, 2025, the Government issued Decree 239/2025/ND-CP (**Decree 239**) amending and supplementing a number of articles of Decree 31/2021/ND-CP providing details and guidelines for the implementation of certain articles of the Law on Investment (**Decree 31**). Decree 239 takes effect from the date of promulgation, with some key contents that investors should note as follows:

Firstly, Decree 239 supplements the provision on the “electronic version” of investment application dossiers. In order to expedite the settlement of investment procedures and minimize paperwork, Decree 239 recognizes the legal validity of electronic versions of investment application dossiers, provided that the following conditions are satisfied:

- *Regarding the form:* The electronic version of the dossier must have **a digital signature** in accordance with the law on electronic transactions and bear the same legal validity as the paper dossier submitted to the Ministry of Finance and the Investment Registration Authority.
- *Regarding the content:* Investors **shall be responsible for** the accuracy, consistency, and completeness of the contents of both paper and electronic dossiers submitted to the Ministry of Finance and the Investment Registration Authority. If there is any discrepancy between the paper dossier and the electronic one, the contents of the former shall have final legal validity.

In addition, with a view to facilitating individuals and enterprises in carrying out investment procedures, investors are permitted to submit their dossiers in person, online, or via public postal services, depending on the form of receipt of each administrative procedure.

Previously, Decree 31 only stipulated the implementation of online procedures for issuing or amending the Investment Registration Certificate on the



National Investment Information Portal. Currently, with the new provision of Decree 239, online procedures have been applied to the remaining investment procedures, such as issuance and adjustment of investment policy approval, overseas investment registration certificate, etc.

Secondly, Decree 239 simplifies certain investment procedures. To reform administrative procedures and minimize costs for investors, investment procedures are amended to reduce **(i)** certain required dossier items; **(ii)** the number of dossier sets to be submitted; and **(iii)** 30% of the number of days required for dossier review. For example, the procedure for obtaining the Prime Minister's approval of investment policy has been adjusted as follows:

- *With respect to dossier items*, the requirements for certain documents have been removed, such as a copy of the list of land recovery projects approved by the provincial-level People's Council; preliminary plan for investment in construction and management of urban infrastructure inside and outside the project area, etc.;
- *With respect to the number of dossier sets to be submitted*, investors are now only required to submit **1 set of paper application dossier enclosed with an electronic copy**, instead of 8 sets of paper dossiers as previously required.
- *With respect to the time limit for dossier review*, relevant authorities consulted shall provide appraisal opinions and send them back to the Ministry of Finance within 10 days (previously 15 days) from the date of receiving the Ministry of Finance's request; the Ministry of Finance shall conduct the appraisal and prepare an appraisal report within 20 days (previously 40 days) from the date of receipt of a valid dossier; the Prime Minister shall issue an approval of investment policy within 5 days (previously 7 days) after receiving the appraisal report from the Ministry of Finance.

Thirdly, Decree 239 amends the provision on the adjustment and extension of the operation term of investment projects using outdated technology, potentially posing risks of environmental pollution or being resource-intensive. Specifically, under Decree 31, projects using machinery and equipment for production that **(i)** have commodity codes in Chapters 84 and 85 of Vietnam's Nomenclature of Exports and Imports (e.g. nuclear reactors, steam turbines, electric motors, etc.) with an age exceeding 10 years or **(ii)** fail to comply with the National Technical Regulations on safety, energy saving and environmental protection shall not have their operation term adjusted or extended. The application process of this provision has revealed a number of shortcomings, such as:

- Not all machinery and equipment over 10 years old

possess outdated technology, potentially pose risks of environmental pollution, or are resource-intensive. Moreover, such machinery and equipment may be improved during the project's operation.

- The requirement to inspect each machinery and equipment when a project approaches the end of its operational term will be costly and time-consuming for businesses.
- Currently, there is still no guiding document on identifying machinery and equipment in certain fields that are over 10 years old but are not subject to outdated technology, potentially posing risks of environmental pollution or being resource-intensive. As a result, there is no basis for evaluating such machinery and equipment during the implementation of procedures for extending the operation term of investment projects.

Therefore, Decree 239 has amended this provision by **abolishing the 10-year term condition for machinery and equipment**. Accordingly, investment projects that use machinery and equipment not arranged into technological production lines with commodity codes under Chapters 84 and 85 of Vietnam's Nomenclature of Exports and Imports shall not be eligible for adjustment or extension of their operation term if falling under any of the following cases:

- The machinery and equipment fail to comply with the National Technical Regulations on safety, energy saving, and environmental protection.
- The capacity and efficiency of machinery and equipment are less than 85% of their design capacity and efficiency.
- The consumption of raw materials, materials, or energy exceeds 15% compared to the original design specification.

Fourthly, Decree 239 adjusts the provision on investment areas on the basis of arranging administrative units and organizing two-level local governments. Accordingly, areas eligible for investment incentives are determined according to the following principles:

- Where a commune-level administrative unit, prior to re-organization, qualified as an area with difficult or extremely difficult socio-economic conditions, the newly established commune shall likewise be classified as an area with difficult or extremely difficult socio-economic conditions, respectively.
- Where a newly established commune-level administrative unit is formed from multiple communes with different socio-economic conditions, the investment incentive area shall be determined by the majority principle (i.e., based on the number of constituent communes). If the number of communes with different levels of socio-economic conditions is equal, the newly established

commune shall be classified according to the area with the higher level of investment incentives. For example, where the number of commune-level administrative units classified as areas with extremely difficult socio-economic conditions and those classified as areas with difficult socio-economic conditions is equal, the newly established commune-level administrative unit shall be classified as an area with extremely difficult socio-economic conditions.

Fifthly, Decree 239 supplements a number of provisions related to investment activities in science, technology, innovation, and digital transformation to be consistent with the latest provisions of the Law on Investment (amended and supplemented in 2025), specifically:

- Certain sectors and industries are newly added to the list of those eligible for special investment incentives in the field of technology, for example: manufacture of products and provision of key digital technology services; establishment of AI data centers; development of AI systems; research and development, design, manufacture, packaging, and testing of semiconductor chip products; investment projects in digital technology within concentrated digital technology zones; and digital technology start-up projects in the digital technology industry, etc.
- Concentrated digital technology zones are additionally classified as areas with extremely difficult socio-economic conditions.

It can be seen that Decree 239 is issued for multiple objectives, including **(i)** providing detailed guidelines for the Law on Investment amended and supplemented in 2025; **(ii)** addressing difficulties and obstacles encountered in the implementation of investment laws; **(iii)** ensuring a clear legal basis for the determination of investment incentive areas in the context of the two-level local government structure; and **(iv)** updating new provisions on the development of science, technology, innovation, and digital transformation. Investors are advised to update the contents of this Decree to ensure that the investment activities are carried out in accordance with the new requirements. Should our Valued Clients and readers wish to gain a deeper understanding of the regulations and practical applications of Decree 239's new provisions, or carry out relevant investment procedures, NHQuang&Associates is ready to provide all legal advice and support that may be requested.

Please visit us at:

