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CIRCULAR 38/2026/TT-NHNN: KEY CONSIDERATIONS REGARDING FOREIGN EXCHANGE MANAGEMENT FOR FOREIGN INVESTMENT IN VIETNAM

On July 31, 2026, the State Bank of Vietnam issued Circular 38/2026/TT-NHNN regulating foreign exchange management for foreign investment activities in Viet Nam (**Circular 38**), replacing Circular 06/2019/TT-NHNN providing guidelines on foreign exchange management for the foreign direct investment in Viet Nam, amended and supplemented by Circular 03/2025/TT-NHNN on opening and using VND-denominated accounts for conducting foreign indirect investment in Viet Nam (**Circular 06**). Circular 38 takes effect on August 18, 2026. Key updates that foreign investors and member enterprises within the Viet Nam International Financial Center (**VIFC**) should take note of include:

Firstly, foreign investors are permitted to open investment capital accounts and make certain payment transactions prior to obtaining an Investment Registration Certificate (**IRC**). Specifically, where a

foreign investor establishes an economic organization before carrying out the procedures for the issuance or adjustment of an IRC, such foreign-invested economic organization may open one investment capital account in foreign currency and/or one investment capital account in Vietnamese Dong at the same authorized bank before the IRC is issued or adjusted. However, this account may only be used to **(i)** receive charter capital and interest accrued on the account balance; **(ii)** pay legitimate expenses relating to investment preparation activities in Viet Nam; and **(iii)** return capital to investors and member enterprises where the IRC is not issued or adjusted.

After the issuance or adjustment of the IRC, the investor is permitted to open additional investment capital accounts in other foreign currencies pursuant to Clause 1 Article 7 of Circular 38 and may use the investment capital accounts already opened to carry



the receipts and payments prescribed in Articles 8 and 9 of Circular 38.

Allowing foreign investors to open accounts in advance ensures consistency with the Law on Investment 2025, which allows foreign investors to establish economic organizations before an IRC is issued. Furthermore, this provision enables investors to take the initiative in the investment process and shorten project implementation timelines, while allowing state authorities to monitor cash flows from the outset and ensuring effective supervision.

Secondly, the scope of entities eligible to open investment capital accounts has been expanded.

(i) The term “foreign direct investment enterprise” under Circular 06 has been replaced by the term “foreign-invested economic organization”. Accordingly, foreign-invested economic organizations under Circular 38 include:

- Economic organizations established by foreign investors or VIFC member enterprises in accordance with investment laws and other relevant regulations;
- Foreign-invested economic organizations in which foreign investors or VIFC member enterprises are members, or shareholders hold more than 50% of the charter capital through capital contribution, share purchase, or purchase of capital contributions;
- PPP project enterprises established by foreign investors.

(ii) Foreign investors in petroleum projects have been added to the eligible entities. Previously, Circular 06 only covered foreign investors entering into Business Cooperation Contracts or PPP contracts, whereas in practice, foreign investors in the petroleum sector may also invest through Production Sharing Contracts, etc.

(iii) VIFC member enterprises have also been added to the eligible entities.

These amendments and additions are intended to ensure consistency with the legal framework, including the use of the term “foreign-invested economic organization” in Decree 96/2026/ND-CP and the regulations on foreign-currency payment accounts for transferring investment capital from the VIFC to foreign countries or from the VIFC to the rest of Viet Nam pursuant to Decree 329/2025/ND-CP.

Thirdly, Circular 38 permits foreign investors to open investment capital accounts in multiple foreign currencies at a single financial institution. Under Circular 06, FDI enterprises were permitted to open only one investment capital account per foreign currency at one authorized bank, subject to certain exceptions. This restriction posed significant challenges for investors, as businesses may receive capital contributions, obtain foreign loans, or make international payments in different foreign currencies in practice. The new provision under Circular 38 addresses this issue and creates favourable conditions for investors in carrying out foreign investment activities in Viet Nam.

Circular 38 facilitates foreign investors in opening and using investment capital accounts. Foreign investors and relevant enterprises should review and update the regulations of Circular 38 to ensure compliance when contributing capital, acquiring shares, or performing contractual obligations. Should our Clients and readers wish to seek further information or legal advice regarding the new provisions of Circular 38 or other matters in investment and foreign exchange management, NHQuang&Associates stands ready to support and provide relevant legal advice and opinions.

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