Vietnam F&B Guide 2026: A Market Entry Handbook in Food & Beverage industry for Foreign Investors

Understanding the requirements and processes for **establishing a restaurant, café, or food service business** in Vietnam in 2026

www.alitium.com

About Alitium

At Alitium, we specialise in simplifying the complexities of market entry and business operations across Asia. With a presence in three countries: Vietnam, Singapore, and Malaysia and four offices in the region, including two in Hanoi and Ho Chi Minh City, we provide a multi-market platform of support for international investors.

Within this regional network, Vietnam plays a central role in Alitium's operations. Our presence in Singapore and Malaysia supports regional investment structures and expansion strategies for clients. This combination of regional capability and deep local focus enables Alitium to effectively accompany businesses in their growth journey in Vietnam while connecting them to the broader Asian market.

Our core objective is to empower foreign investors with the clarity, confidence, and tools necessary to build and grow successful businesses in a dynamic and ever-evolving market. With a comprehensive portfolio of services including legal, corporate advisory, accounting, HR, compliance, and tax, we deliver practical and precise solutions tailored to each client's specific needs. Alitium's experienced team of professionals is committed to service excellence, combining deep local insight with a global perspective to help clients achieve lasting success.

Our core mission is to facilitate smooth market entry and sustainable operations for foreign investors. Our legal and licensing services cover company establishment, investment structuring, transactions, and commercial agreements ensuring businesses are set up on a strong foundation from the outset. In addition, Alitium provides specialised corporate advisory services, including market entry strategy, due diligence, project planning, valuation, and risk review equipping investors with comprehensive insights to make informed decisions.

Accounting, HR, and compliance are core strengths of Alitium. We provide ongoing support to ensure clients fully meet their statutory obligations, including bookkeeping, financial reporting, risk management, and payroll services all aimed at maintaining compliance and minimizing risk. Alitium's tax and tax advisory services are particularly distinguished, offering both technical and administrative support to manage tax risks and optimise tax obligations. This long-term strategic approach enables clients to navigate the complexities of Vietnam's tax system while maintaining compliance and maximising financial efficiency.

What differentiates Alitium is our commitment to understanding the specific needs of foreign investors. We recognise that the legal and operational environment in Asia can present challenges, and we therefore deliver clear, practical advice that balances commercial objectives with compliance requirements. This client-centric approach is built on a deep understanding of the region's legal, economic, and cultural landscape.

Alitium places particular emphasis on governance and compliance-key pillars of long-term success. We support clients in building robust governance frameworks to manage risk, ensure adherence to local regulations, and strengthen their market credibility. Through this approach, businesses not only meet legal requirements but also build lasting trust in Vietnam and across the broader Asian region.

Reach out to Alitium to discuss how we can further support your specific strategy and needs via vietnam@alitium.com

Introduction

Vietnam's food and beverage (F&B) industry has become one of Southeast Asia's most attractive consumer markets, supported by sustained economic growth, favourable demographics and rising household consumption. With a population exceeding 101 million people, approximately 40% of whom are under the age of 35, together with continued urbanisation and a growing middle class, Vietnam offers a strong foundation for long-term consumer demand.

The market continues to expand as both domestic and international operators respond to changing consumer preferences. According to Nestlé Professional, Vietnam's F&B sector is projected to comprise more than 333,600 outlets and generate approximately VND760 trillion (USD29.23 billion) in revenue in 2026. Growth is increasingly being driven not only by Hanoi and Ho Chi Minh City, but also by emerging consumer markets such as Da Nang, Hai Phong, Can Tho and Nha Trang.

At the same time, digital adoption has fundamentally reshaped consumer behaviour. Food delivery platforms, cashless payments and mobile ordering have become standard components of the customer experience, creating new opportunities for both established operators and new market entrants.

From an investment perspective, Vietnam also offers a regulatory environment that differs from many other consumer sectors. Unlike traditional retail businesses, restaurants, cafés and beverage outlets are generally subject to a sector-specific licensing framework rather than retail licensing requirements, creating a relatively accessible pathway for market entry.

This guide provides an overview of the legal, regulatory and commercial considerations for establishing and operating an F&B business in Vietnam, including investment structures, licensing, food safety compliance, employment, taxation and ongoing operational obligations.

Understanding the Market: Segments and Formats
Vietnam's F&B market spans a wide range of formats, from independent street-food vendors and traditional coffee shops through to international quick-service chains, premium casual dining, and cloud-kitchen delivery-only concepts. Quick-service restaurants (QSR) and coffee/tea chains are the two categories most active in foreign investment, while fine dining and specialty concepts remain concentrated in Hanoi and Ho Chi Minh City. Bubble tea and beverage-led formats have grown particularly quickly, with Vietnam now one of the largest bubble tea markets in Southeast Asia.

Digital Ordering and Delivery Platforms
Vietnam's F&B consumers are heavy users of food delivery and digital payment platforms, and most foreign F&B entrants build a delivery strategy into their launch plan rather than treating it as a later add-on. Listing on established platforms such as GrabFood or ShopeeFood does not, on its own, require a separate e-commerce licence, the platform itself carries that regulatory obligation. A business that instead builds and operates its own ordering website or app may need to register for an E-commerce Website Registration Certificate or, if operating a marketplace function, an E-commerce Business Licence.

Why F&B Licensing Differs from Retail
Investors who have researched Vietnam's retail licensing framework should not assume the same rules apply to F&B. Retail businesses reselling goods to consumers generally require a Trading Licence and, for outlets beyond the first, a Retail Outlet Establishment Licence. F&B businesses preparing and serving food or beverages for on-site consumption do not need a Trading Licence to operate, and generally sit outside the Economic Needs Test that governs multi-outlet retail expansion. In place of these, F&B businesses must satisfy a different compliance track centred on the premises itself: a Certificate of Food Safety Compliance, a Fire Prevention and Firefighting Certificate, and, depending on the business model, an Alcohol Business Licence and an Environmental Protection Commitment.

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1. Site Selection

Because F&B licensing is tied so closely to the physical premises, site selection carries more regulatory weight in this sector than it does for many other categories of business.

Location Considerations

Zoning compliance: The proposed premises must be zoned for food service use, and the lease agreement should be reviewed before signing to confirm the landlord can legally support an F&B fit-out, including grease trap, exhaust, and fire suppression requirements.

Foot traffic and format fit: Street-front and standalone premises suit destination dining and café concepts; shopping mall and mixed-use locations suit fast-casual and quick-service formats seeking guaranteed footfall.

Kitchen and back-of-house design: Food safety inspectors assess kitchen layout, ventilation, waste handling, and storage before issuing the Food Safety Certificate, so fit-out plans should be designed with these standards in mind from the outset, not retrofitted afterwards.

Lease Structuring

Lease agreements should build in a realistic buffer between signing and opening day to allow for fire safety and food safety inspections, which typically follow completion of the fit-out rather than preceding it. Investors should also confirm the landlord's own building-level fire safety compliance, as this can affect the outlet's ability to secure its own certificate.

We consistently see the same timing mistake: investors sign a lease and begin fit-out on the assumption that licensing runs in parallel. In reality, the Food Safety and Fire Safety Certificates are usually only assessed once the fit-out is substantially complete. Build at least four to six weeks of inspection and certification time into the opening date after fit-out, not before it.

“Licensing and Regulatory Framework”

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2. Licensing and Regulatory Framework

The licensing process for F&B businesses in Vietnam can be complex but manageable with proper guidance. F&B follows the same foundational two-certificate structure as other foreign-invested businesses in Vietnam, followed by a distinct set of operational sub-licences that apply specifically to food service premises.

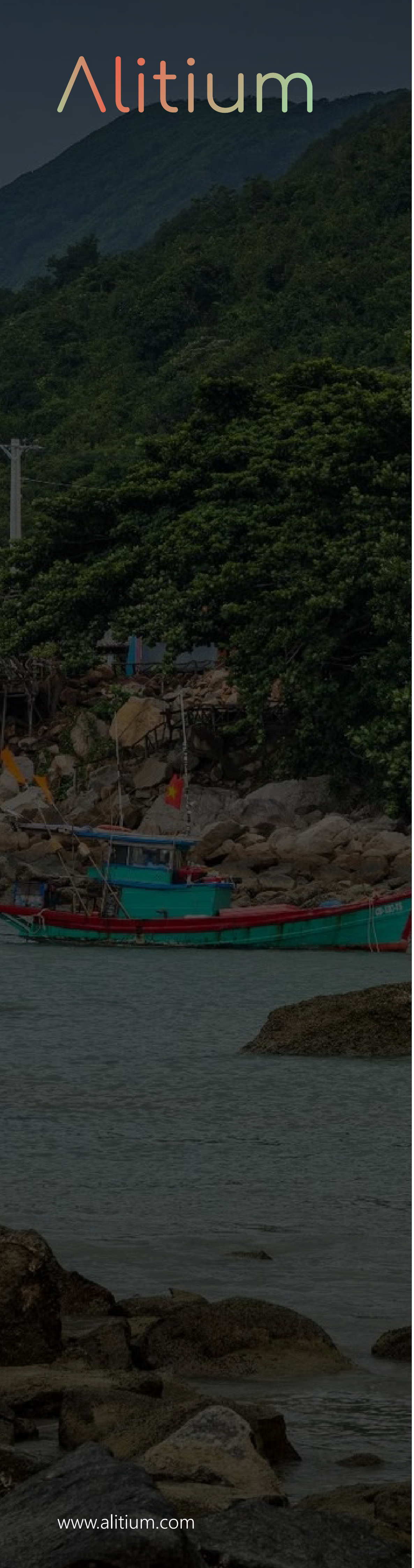
Business Structures Available for Foreign Investors

Foreign investors can establish various types of businesses in Vietnam's F&B sector, including Wholly Foreign-Owned Enterprises (WFOEs), which allow full ownership and control but require compliance with all local laws and regulations, and Joint Ventures with local partners, which can help foreign investors navigate regulatory barriers and benefit from local market knowledge while requiring shared ownership. Franchising and mergers and acquisitions are also common routes, and are examined in more detail in Section 5.

Licensing and Registration Procedures

1. **Varies** — Documentation Preparation
2. **3 Weeks** — Application for Investment Registration Certificate (IRC)
3. **1-2 Weeks** — Application for Enterprise Registration Certificate (ERC)
4. **1 Week** — Post Establishment
5. **6-8 Weeks** — Obtain Certificate for Food Safety & Hygiene

Steps 2 & 3 may be alternated in order, depending on specific needs. The timeline above reflects estimated statutory processing periods. In practice, timelines can vary on a case-by-case basis; contact the Alitium team for guidance specific to your project.



Step 1: Investment Registration Certificate (IRC)
The IRC certifies the investor's right to invest in Vietnam and sets out the scope, capital, and location of the project. It is submitted to the Department of Planning and Investment together with the business plan, project proposal, and evidence of financial capacity. There is no statutory minimum capital requirement for F&B projects, but the capital figure declared must realistically support the scale of the proposed operation.

Step 2: Enterprise Registration Certificate (ERC)
Once the IRC is issued, the company registers as a legal entity through the ERC, which sets out its charter capital, ownership structure, and registered business lines. A significant change for 2026: under the Investment Law amendment (Law No. 143/2025/QH15), effective 1 March 2026, eligible investors may now secure the ERC and establish the legal entity ahead of the IRC in certain cases, rather than strictly sequencing IRC before ERC as under the previous framework.

Step 3: Operational Sub-Licences
Before opening to the public, an F&B outlet must also obtain:

- Certificate of Food Safety Compliance: issued following inspection of kitchen, storage, and hygiene facilities; mandatory for any premises preparing or serving food.
- Fire Prevention and Firefighting Certificate: confirms the premises meets fire safety design and equipment standards before opening.
- Environmental Protection Commitment: required for most F&B premises depending on scale and local regulations.
- Alcohol Business Licence: required if the outlet sells alcoholic beverages for on-site consumption.
- E-commerce registration or licence, only required if the business operates its own ordering website or app, rather than relying solely on third-party delivery platforms.

Sector-Specific Regulations

Food safety sits at the centre of Vietnam's regulatory approach to F&B, reflecting its direct link to consumer health and market confidence. Food handling staff are generally required to undergo periodic health checks and food safety training, with records retained on-site for inspection. Food safety and fire safety certificates are not indefinite; renewal cycles and periodic re-inspection apply, and any material change to the kitchen layout, menu scope, or premises should be reviewed against the existing certificate to confirm it remains valid.

ALITIUM PERSPECTIVE
The 2026 reforms are a genuine easing of the process for many investors, but 'faster IRC/ERC sequencing' does not mean the food safety and fire safety inspections move any faster those remain premises-specific and inspection-led. Build the fit-out timeline around the inspection cycle, not the entity registration timeline.

“F&B Market Entry Process Diagram”

STEP-BY-STEP GUIDE TO

ENTERING VIETNAM'S F&B MARKET

The diagram below summarises the typical sequence a foreign F&B investor follows from initial market research through to launch. Unlike a goods retailer, note that food safety and fire certification, not a Trading Licence, sit at the centre of the pre-opening process.

1. Market Research

Assess market demand, target customers, competitors, preferred locations and consumer trends to determine the commercial viability of the business concept.

2. Business Model Selection

Define the operating model, including restaurant, café, cloud kitchen or franchise, and determine the most suitable legal and investment structure.

3. Site Selection & Lease Agreement

Identify an appropriate business location, conduct due diligence on the premises and negotiate lease terms that support licensing and operational requirements.

4. Investment & Licensing (IRC / ERC)

Establish the legal entity and obtain the necessary investment and enterprise registrations, including the Investment Registration Certificate (IRC) and Enterprise Registration Certificate (ERC), where applicable.

5. Fit-Out to Food Safety Standards

Design and construct the premises in accordance with food safety, hygiene and operational requirements to ensure regulatory compliance before opening.

6. Food Safety & Fire Certification

Obtain the required food safety approvals and fire prevention and fighting certifications prior to commencing operations, where applicable.

7. Staffing & Digital Platform Setup

Recruit and train employees, implement operational systems, and establish digital platforms such as POS, online ordering and food delivery services.

8. Launch & Ongoing Compliance

Commence business operations while maintaining ongoing compliance with licensing, tax, labour, food safety and other regulatory obligations.

ALITIUM PERSPECTIVE

The sequence looks linear on paper, but in practice steps 4 through 6 run in a tight loop: lease terms shape the fit-out, the fit-out shapes what the inspectors will approve, and the inspection outcome sometimes sends investors back to the fit-out stage. Planning for one pass through that loop, not several, is what keeps a launch on schedule.

“Market Entry and Human Resources Management Strategy”

4. Market Entry and Human Resources Management Strategy

Market Entry Strategies

Wholly Foreign-Owned Enterprise (WFOE) vs. Joint Ventures

A WFOE gives full ownership and control over brand, menu, and operations. F&B is a WTO-committed service sector under codes CPC 642 (food catering) and CPC 643 (drink services), so 100% foreign ownership is available to investors from WTO member countries for most standalone dining concepts. The trade-off is a longer establishment timeline and full exposure to Vietnam's regulatory and compliance obligations. A joint venture can accelerate market entry by pairing foreign capital and brand strength with a local partner's site-sourcing network, supplier relationships, and regulatory familiarity, a common structure for premium or fine-dining concepts entering for the first time.

Franchising and Licensing Models

Franchising remains the fastest route to scale for an established international F&B brand. Foreign franchisors must register their franchise activity with the Ministry of Industry and Trade before granting franchises in Vietnam. Under this model, the Vietnamese franchisee typically holds the operating licences, while the foreign franchisor retains brand and systems control through the franchise agreement.

Franchising into Vietnam is subject to a minimum operating-history requirement, which applies to franchisors of any size, not only large international brands. Under Article 5 of Decree 35/2006/ND-CP (as amended by Decree 08/2018/ND-CP), a foreign franchisor’s business system must have operated for at least one year before it may grant a franchise in Vietnam.

Additionally, the franchisor must also register its franchise activity with the Ministry of Industry and Trade (MOIT) before granting any franchise in Vietnam.

Mergers and Acquisitions

Acquiring an existing, licensed F&B operator can materially shorten the path to opening, since the target company's Enterprise Registration Certificate, Food Safety Certificate, and other sub-licences may already be in place. Investors should still conduct thorough due diligence, particularly on the transferability of sub-licences, as a change in ownership can trigger a requirement to reissue certain licences.

Labour and Staffing Requirements
F&B is a labour-intensive sector, and staffing structures in Vietnam are shaped by a combination of Labour Code requirements and the practical realities of running a hospitality operation.

Labour contracts and compliance
Formal written employment contracts are required for all staff, covering salary, working hours, and social insurance contributions. Employers contribute to social insurance, health insurance, and unemployment insurance on top of gross salary.

Hiring foreign staff
Most F&B roles: kitchen, service, and store management are filled by local staff. Where a business genuinely needs a foreign chef, brand specialist, or senior manager, it must demonstrate the position cannot reasonably be filled by a local candidate and meet Vietnam's qualification and experience requirements for a work permit.

Training and retention
Vietnam's F&B labour market is young but has a high turnover rate relative to other service sectors. Structured on-the-job training, clear progression paths, and partnerships with hospitality training institutes are common strategies among established foreign operators to reduce turnover and maintain service consistency across outlets.

“Taxation and Financial Compliance”

5. Taxation and Financial Compliance

Vietnam's tax framework for F&B businesses has changed significantly for the 2026 tax year, following the enactment of a new Corporate Income Tax Law in mid-2025.

Corporate Income Tax (CIT)

The standard CIT rate remains 20%. Under the new CIT Law (Law No. 67/2025/QH15), effective from the 2025 tax year, smaller enterprises may qualify for preferential rates of 15% (annual revenue up to VND 3 billion) or 17% (annual revenue between VND 3 billion and VND 50 billion), subject to conditions. These reduced rates do not apply to SMEs that are affiliated with larger enterprises not themselves eligible for SME treatment, worth checking early for F&B groups operating multiple brands or entities.

Value-Added Tax (VAT)

The standard VAT rate applies to most F&B sales at 10%, though a temporary 2% VAT reduction on certain goods and services has been extended through 31 December 2026. Investors should confirm with their tax advisor whether their specific menu items and supply chain fall within the reduced-rate scope.

Electronic Invoicing and System Readiness
F&B businesses typically process a high volume of retail transactions. Investors should ensure that their point-of-sale (POS) and accounting systems are capable of supporting compliant electronic invoice issuance, accurate sales reconciliation and integration with inventory and accounting records. Selecting an appropriate system at the outset can help reduce compliance risks and improve operational efficiency.

Transfer Pricing Regulations

Foreign-invested F&B businesses should consider Vietnam's transfer pricing rules where they enter into transactions with related parties, including overseas parent companies, regional headquarters or affiliated entities. Common related-party transactions in the F&B sector may include the purchase of ingredients, food products or packaging materials, management service fees, franchise or royalty payments, marketing support, technology licensing, and intercompany financing.
Vietnam's transfer pricing regulations require related-party transactions to be conducted on an arm's length basis and supported by appropriate transfer pricing documentation where applicable. Businesses should ensure that intercompany pricing policies are properly documented and commercially justifiable, as transfer pricing remains an area of focus during tax audits.

ALITIUM PERSPECTIVE
The SME CIT rates are a genuine opportunity for single-site F&B operators in their early years, but the eligibility test looks at group-level revenue, not just the entity in front of you. Any investor planning a multi-brand or multi-entity F&B group in Vietnam should model this before deciding on corporate structure, not after.

In addition, eligible SMEs registering their business for the first time may benefit from a three-year CIT exemption under Decree No.198/2025/QH15 guidance by Decree No. 20/2026/ND-CP, subject to the relevant eligibility requirements.

“Risk Management and Challenges”

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6. Risk Management and Challenges

Drawing on Alitium's experience advising foreign F&B investors, this section highlights some of the key considerations and common challenges businesses should be aware of when entering the Vietnamese market.

- **Underestimating the time required for operational readiness:** Many investors assume that opening can commence shortly after company incorporation. In practice, obtaining the necessary licences is only one part of the process. Operational approvals such as food safety certification and fire safety compliance often involve inspections, while delays in fit-out works, landlord coordination or contractors can have a cascading effect on the overall opening timeline. Investors should build sufficient time buffers into their project plan.

- **Underestimating working capital requirements:** Initial investment costs often receive the greatest attention, while ongoing operating expenses are underestimated. Rent, payroll, utilities, marketing and supplier payments continue regardless of sales performance, making sufficient working capital essential during the first few months of operations before revenue stabilises.

- **Underestimating the Importance of Operational Systems:** Many businesses treat the POS system as a payment tool rather than a core operational platform. The selected system should support electronic invoice issuance, sales reconciliation, inventory management and integration with the accounting system. Choosing an unsuitable system can lead to operational inefficiencies, compliance issues and costly system changes after launch.

- **Underestimating Food Cost and Inventory Controls:** Profitability in the F&B industry depends not only on sales but also on effective cost control. Without proper recipe costing, inventory management and regular stock reconciliation, businesses may experience excessive food costs, wastage and inventory losses that are difficult to detect and manage.

- **Overlooking Ongoing Compliance Obligations:** Obtaining the necessary licences is only the beginning. F&B businesses must continue to meet ongoing statutory obligations throughout their operations, including periodic reporting (where applicable), maintaining employment and operational records, complying with food safety and fire prevention requirements, and preparing for regulatory inspections. Failure to maintain ongoing compliance may result in administrative penalties or business disruption.

Strategies for Mitigation

- Commission a feasibility review and site-specific compliance check before signing a lease.
- Engage local legal and licensing counsel early to confirm which sub-licences apply to the specific business model, particularly around alcohol service and e-commerce.
- Build inspection and certification buffers into the fit-out and opening timeline.
- Invest in structured staff training and retention planning from the outset rather than after turnover becomes a problem.
- Establish a compliance calendar to monitor ongoing statutory reporting, licence renewals and other recurring compliance obligations throughout the business lifecycle.

ALITIUM PERSPECTIVE
Almost every delayed F&B opening we have supported traces back to the same root cause: licensing and fit-out timelines were planned independently of each other, rather than around a single realistic sequence. The businesses that open on schedule are the ones that plan backwards from the food safety inspection date, not forwards from the lease signing date.

“Practical Lessons and Future Outlook”

INVESTOR INSIGHTS:

LESSONS, TRENDS & FUTURE OUTLOOK

Vietnam's F&B sector has attracted international brands for almost three decades, yet success has varied significantly. While some brands have established market-leading positions through localisation and disciplined execution, others have struggled despite strong global recognition.

The following case studies highlight three distinct investment journeys and the practical lessons they offer foreign investors considering entry into Vietnam's F&B market.

Fast-Food and Quick-Service Chains

Brand (Country)	Vietnam Entry	Trajectory (as of 2026)	Key Takeaway
KFC (United States)	1997	Has expanded steadily since entering Vietnam. By June 2026, expanded to 250 restaurants, establishing one of Vietnam's largest QSR networks while maintaining a leading market position.	Long-term investment, operational consistency and brand trust create sustainable market leadership.
Lotteria (South Korea)	1998	Built one of the largest fast-food networks in the country through aggressive localisation and expansion into secondary cities and provinces. (over 260 stores)	Expanding into secondary cities can provide a meaningful competitive advantage.
Jollibee (Philippines)	2005	Grew to lead Vietnam's fast-food market by share, overtaking longer-established Western brands through youth-focused marketing and menu variety. (over 245 stores)	Strong social media engagement and a locally-tuned menu can outweigh a later market entry.

McDonald's vs Burger King

Brand (Country)	Vietnam Entry	Trajectory (as of 2026)	Key Takeaway
McDonald's (United States)	2013	Entered later via a local franchise partner and has grown more slowly than KFC or Lotteria, over 40 stores after a decade, below its original target.	Brand strength alone does not guarantee pace of expansion in a market with strong local culinary competition.
Burger King (United States)	2012	Burger King entered Vietnam through a franchise agreement with Blue Kite Food & Beverage Services Co., a unit of Imex Pan-Pacific Group (IPP). Despite early expansion, the chain has since scaled back its store network and now operates a handful of stores across the country.	Premium pricing and a largely unlocalised global menu struggled against lower-priced local and regional competitors.

McDonald's and Burger King make one of the clearest side-by-side comparisons in Vietnam's F&B market: both are major American QSR brands, entering two years apart, yet with very different outcomes.

McDonald's priced closer to local expectations and progressively localised its menu;

Burger King entered earlier with premium pricing and a largely unchanged global menu, and by 2026 had withdrawn from Hanoi entirely. Menu localisation and pricing discipline, not brand recognition or timing, appear to be the deciding factor between the two.

INVESTOR INSIGHTS:
LESSONS, TRENDS & FUTURE OUTLOOK

Coffee and Beverage Chains

Brand (Country)	Vietnam Entry	Trajectory (as of 2026)	Key Takeaway
The Coffee Bean & Tea Leaf (United States)	2006	Expanded rapidly, peaking at around 20 stores. After nearly two decades, the business is down to a small number of outlets, mostly concentrated in Ho Chi Minh City.	Slow, deliberate growth can be a rational response to high central-district rents and import costs
Starbucks (United States)	2013	Maintains premium positioning despite strong domestic coffee culture. As of April 2026, Starbucks has 149 stores across the country. The brand has consistently invested in menu innovation and selective localisation to cater to Vietnamese tastes while preserving its global brand identity.	Slow initially but long-term, sustainable growth. Premium brands can coexist with strong local alternatives by localising selectively rather than competing on price.
Mixue (China)	2022	Mixue is a budget-friendly bubble tea and ice cream brand, famous for its affordable prices that suit the majority of consumers in Vietnam. Mixue has quickly gained strong traction, attracting a large customer base thanks to its competitive pricing strategy and a simple, accessible franchise model for small-scale investors, reached around 1,300 stores by September 2024. In 2025, Mixue announced to close a majority of underperforming stores through 2025-2026.	Rapid low-cost expansion can outpace sustainable unit economics once store density erodes revenue per outlet.

Coffee Bean & Tea Leaf's slow, low-footprint growth, Starbucks' selective localisation around a premium position, and Mixue's rapid low-cost expansion have all found a customer base, but Mixue's recent store closures show that speed of expansion still needs to be matched to sustainable unit economics.

Lessons Learned from market leaders

- Local adaptation of menu, pricing, and format matters more in Vietnam's F&B market than in many neighbouring markets, given the strength and affordability of local culinary alternatives.
- Social media and short-form video marketing (TikTok, Facebook) have become primary channels for reaching Vietnam's younger F&B consumers.
- Franchise and local-partner structures have allowed several brands to scale distribution faster than a pure WFOE rollout would have allowed.
- Format and price discipline: smaller footprints, delivery-first models, affordable price points, have outperformed premium positioning for mass-market growth.

Future Outlook

Vietnam's F&B market is expected to keep growing through continued urbanisation, rising incomes, and digital adoption, but the competitive landscape is shifting: Asian regional brands and value-focused concepts have gained ground against longer-established Western brands in recent years, and this trend is expected to continue into 2026 and beyond.

Key Takeaways for Investors

- Foreign investors must navigate a premises-led compliance model rather than a company-led one, and should plan licensing and fit-out timelines together.
- Delivery platforms and digital payments are close to a baseline consumer expectation rather than a differentiator.
- Franchising and joint ventures continue to offer the fastest, lowest-risk paths to scale for brands without an established local presence.

Predictions for Vietnam's F&B Market

Continued Asian brand momentum: Regional Asian F&B brands are likely to continue gaining share against Western brands, driven by pricing and cultural familiarity.

Tier-2 city expansion: Growth is increasingly coming from cities beyond Hanoi and Ho Chi Minh City, as major brands seek lower rents and less saturated markets (Danang, Nha Trang, Hai Phong, Phu Quoc...)

Health-conscious and premium segments: Rising incomes are supporting growth in health-focused and premium dining concepts alongside continued strength in value-priced formats.

Deeper digital integration: Delivery, loyalty apps, and social commerce will continue to shape how F&B brands compete for Vietnam's digitally-native consumers.

ALITIUM PERSPECTIVE
The brands succeeding in Vietnam today are rarely the ones with the strongest global name recognition. They are the ones that adapted fastest to local price sensitivity and local marketing channels. That is as true for a first outlet as it is for a hundredth.

“Digital Delivery Platform Economics and Workforce Governance”

8. Digital Delivery Platform Economics and Workforce Governance

Two operational realities shape day-to-day F&B performance in Vietnam more than any single licence: dependence on third-party delivery platforms, and the ordinary risk of staff mishandling cash, stock, or customer trust. Both deserve a closer, numbers-led look before an investor weighs the pros and cons of a Vietnam entry.

Vietnam's online food delivery market reached approximately USD 2.1 billion in gross merchandise value (GMV) in 2025, representing annual growth of around 19%, according to Momentum Works. The market is highly concentrated, with GrabFood and ShopeeFood each accounting for approximately 48% of total GMV. Together, the two platforms control around 90% of the market, following the exit of Baemin in 2023 and Gojek/GoFood in 2024. According to iPOS, 52.8% of F&B businesses in Vietnam were using food delivery platforms in 2024, and every brand featured in Section 8 maintains a presence on at least one major platform alongside its physical outlets.

For most F&B businesses, delivery platforms have become an essential sales channel rather than an optional marketing tool. They provide immediate access to a large customer base, established logistics networks and integrated digital payment systems, allowing new entrants to build brand awareness without investing in their own delivery infrastructure.

This convenience comes at a cost. Platform commissions are typically one of the largest ongoing operating expenses for delivery-focused businesses. While published commission rates for GrabFood and ShopeeFood generally range from 20% to 25%, newer or smaller merchants are increasingly quoted rates of 25% to 30%, making a planning assumption of around 30% prudent for financial modelling. Although these commissions remain slightly lower than those commonly seen in Singapore and Thailand, they are higher than those reported in the Philippines.

From June 2025, F&B merchants must also issue e-invoices and account for tax on each transaction, in addition to the tax already withheld by delivery platforms before settlement. The impact has further increased the cost of relying heavily on third-party platforms for small scale and family operators and encouraged some of these smaller operators to shift emphasis towards dine-in sales, takeaway orders and direct customer marketing.

Importantly, listing a business on platforms such as GrabFood or ShopeeFood does not require a separate e-commerce licence. The regulatory obligations relating to the operation of the digital marketplace are borne by the platform itself.

For most foreign investors entering Vietnam, this makes third-party delivery platforms the simplest and most commercially efficient way to establish an online sales channel during the early stages of market entry.

The Alternative: Operating a Proprietary Ordering Channel

As brands mature, the economics often change. Businesses with a loyal customer base and strong brand recognition may find it commercially advantageous to encourage customers to order directly through their own website or mobile application, reducing long-term dependence on platform commissions while strengthening customer relationships through loyalty programmes and personalised marketing.
Several established operators have adopted this approach. However, developing a proprietary ordering channel is generally a longer-term strategy rather than a practical starting point for new market entrants. In addition to the technology investment required, businesses must also comply with Vietnam's e-commerce regulatory framework.

Licensing Requirements for a Proprietary Website or App

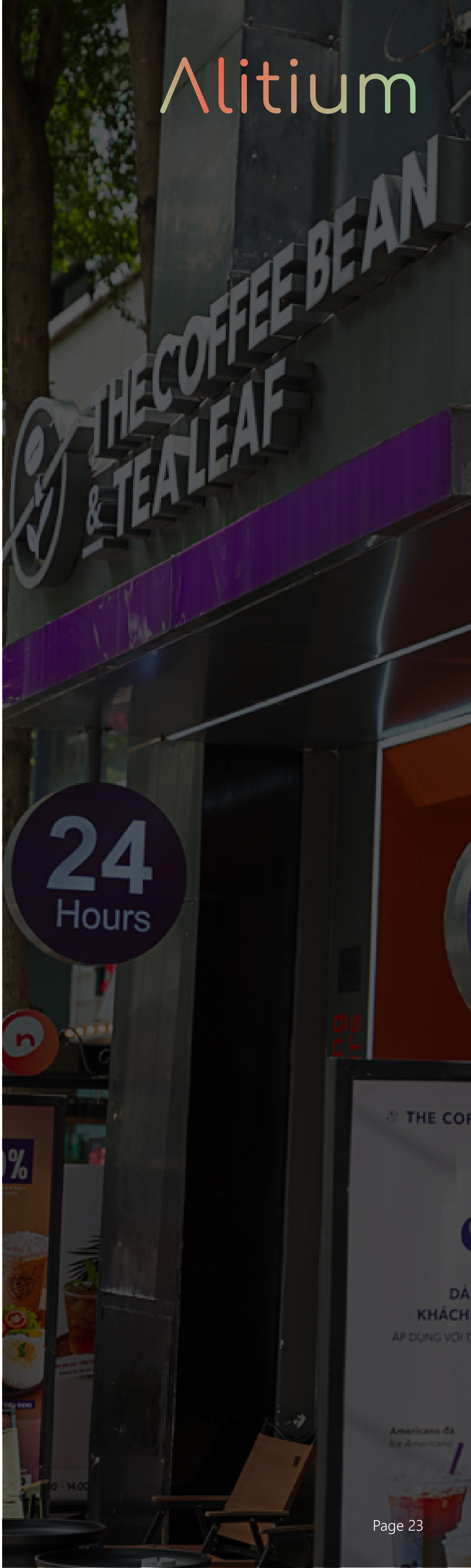
Once a business launches its own online ordering website or mobile application, it becomes subject to Vietnam's e-commerce regulatory framework. The applicable obligations depend on the business model. A platform used solely to sell the company's own products is generally treated differently from an e-commerce service platform that facilitates transactions for multiple merchants.

These obligations may include:

Requirement	Key Considerations
Notification of an E-commerce Sales Website	Required where a business sells products or services through its own branded website or mobile application. A simple notification process may apply to informational websites, while full registration is generally required once customers can place orders or make online payments.
E-commerce Marketplace Licence	Required only where the platform hosts multiple sellers or brands. A single-brand ordering application used exclusively by the business will generally not fall within this category.
Trading Licence considerations	If the platform is used to sell packaged food, beverages or other retail merchandise, rather than facilitating prepared meal orders alone, additional retail licensing requirements may arise depending on the business model.
Registration under the new E-Commerce Law	Effective 1 July 2026, Vietnam's new E-Commerce Law (Law No. 122/2025/QH15) introduces additional reporting obligations and foreign participation requirements for certain platform operators, supplementing the existing e-commerce registration framework.

For most foreign investors, the costs of developing, maintaining and complying with a proprietary ordering platform outweigh the benefits during the early stages of market entry.

A more practical approach is to leverage established delivery platforms during the first one to two years of operation, then consider launching a proprietary ordering channel once the business has built sufficient brand recognition, repeat customers and marketing capability to support direct sales.



Workforce Governance and Operational Controls

Operational discipline becomes just as important as regulatory compliance. Restaurants and cafés operate in a fast-paced environment characterised by high transaction volumes, multiple shifts, cash handling, inventory-intensive operations and relatively high staff turnover. Without effective internal controls, these factors can quickly lead to financial leakage, operational inconsistencies and reputational risk.

For many foreign investors, these risks are often underestimated during the market entry stage. While licensing and regulatory approvals receive considerable attention before opening, day-to-day operational controls ultimately determine whether a business can scale efficiently and maintain consistent profitability across multiple outlets.

Establishing robust governance frameworks from the outset helps businesses maintain operational consistency, improve financial oversight and reduce the likelihood of errors or misconduct as the organisation grows. Well-designed controls also support stronger financial reporting and make expansion, whether through company-owned outlets or franchising, significantly easier to manage.

Key operational controls commonly include:

Control Area	Key Considerations
Cash and Inventory Controls	Perform regular cash counts and inventory reconciliations to identify discrepancies early, minimise stock losses and improve operational visibility.
Segregation of Duties	Clearly define approval authorities and separate responsibilities for cash handling, procurement, inventory management and financial reporting to reduce the risk of fraud or unauthorised transactions.
Access management	Restrict employee access to operational systems, financial records, stockrooms and other sensitive areas based on business responsibilities, with periodic reviews of access rights.
Record keeping and documentation	Maintain accurate operational and financial records to support management reporting, statutory compliance and future audits.
Security and monitoring	Implement appropriate physical and digital security measures, including CCTV where appropriate, while ensuring compliance with Vietnam's personal data protection requirements.
Staff training and standard operating procedures	Provide ongoing training on operational procedures, internal policies and compliance obligations to promote consistency across all locations and reduce operational risk.

As businesses expand into multiple outlets or franchise networks, consistent operational standards become increasingly important. Standardised controls improve financial visibility, strengthen governance and help ensure that customer experience, inventory management and reporting remain consistent across every location.

Establishing appropriate governance frameworks from the outset can help businesses maintain operational efficiency, support financial reporting, and reduce the risk of errors as the business expands across multiple locations.

ALITIUM PERSPECTIVE

Neither of these risks shows up in a licensing checklist, which is exactly why they catch new investors off guard. Delivery platform commissions and staff shrinkage are both manageable with the right operating controls, but only if they are budgeted and designed for from the opening day, not added reactively after the first bad month or the first incident.

"Comparing F&B Market Entry: Vietnam, Singapore and Malaysia"

COMPARING F&B MARKET ENTRY:
VIETNAM, SINGAPORE AND MALAYSIA

Vietnam, Singapore, and Malaysia are the three markets most foreign F&B investors weigh against each other in Southeast Asia, and each follows a genuinely different licensing logic, not just a different set of forms.

The table below compares the core requirements as they stand in 2026:

	Vietnam	Singapore	Malaysia
Foreign ownership	Up to 100% for most on-site dining concepts (WTO-committed under CPC 642/643)	Up to 100%; no F&B-specific ownership restriction	Up to 100%, but foreign-owned restaurants are generally limited to a distinct foreign cuisine concept
Minimum capital	No statutory minimum; IRC capital must realistically match project scale	S$1 nominal paid-up capital	Approx. RM1,000,000 (~US$233,000) paid-up capital required for a foreign-owned WRT Licence
Core entity registration	Investment Registration Certificate (IRC) and Enterprise Registration Certificate (ERC); ERC may now precede IRC for eligible investors from 1 March 2026	ACRA incorporation via BizFile+; at least one Singapore-resident director required	SSM incorporation as a Sdn Bhd; at least one Malaysia-resident director required
Goods/trading licence for on-site dining	Not required	Not required	WRT Licence required specifically because the business is foreign-owned
Premises and food safety	Certificate of Food Safety Compliance; Fire Prevention and Firefighting Certificate; Environmental Protection Commitment	Food Shop Licence from the Singapore Food Agency, via In-Principle Approval then inspection; Fire Safety Certificate from SCDF	Local council Premise and Signboard Licence; Food Handler Training Certificate; Fire Certificate from BOMBA
Alcohol	Alcohol Business Licence	Liquor Licence from the Singapore Police Force, tiered by trading hours	Liquor Licence; cannot be held together with Halal certification on the same premises
Halal / religious certification	Not a distinct regulatory track	Optional, issued by MUIS	Optional but commercially significant, issued by JAKIM;
Standard corporate tax	20%, with 15–17% tiers for qualifying SMEs by revenue	17% flat, with partial exemption on the first S$200,000 of chargeable income for new companies in their first three years	24% standard; the 15–17% SME tiers generally do not apply once foreign ownership exceeds 20%

ALITIUM PERSPECTIVE

The sequence looks linear on paper, but in practice steps 4 through 6 run in a tight loop: lease terms shape the fit-out, the fit-out shapes what the inspectors will approve, and the inspection outcome sometimes sends investors back to the fit-out stage. Planning for one pass through that loop, not several, is what keeps a launch on schedule.

“90-Day F&B Market Entry Roadmap to Vietnam”

YOUR FIRST 90 DAYS

F&B MARKET ENTRY ROADMAP TO VIETNAM

The following indicative roadmap reflects the typical sequence we guide foreign F&B investors through, from initial structuring to opening day. Timelines vary by province, business model, and site readiness.

Days 1-30

Structuring and Site Selection

- Confirm business structure (WFOE, joint venture, franchise, or M&A) and capital plan.
- Identify and shortlist premises, reviewing zoning and landlord compliance before signing a lease.
- Submit IRC and, where eligible under the 2026 sequencing rules, progress ERC registration in parallel.

Days 31-60

Registration and Fit-Out

- Complete ERC issuance and open capital and operating bank accounts.
- Commence premises fit-out to food safety and fire safety design standards.
- Register foreign franchise activity with the Ministry of Industry and Trade, if applicable.
- Begin recruitment and staff contracting.

Days 61-90

Certification and Launch

- Schedule and complete Food Safety and Fire Prevention inspections.
- Environmental licensing or environmental registration, where applicable.
- Finalise delivery platform listings and digital payment integration.
- Open to the public, with tax and social insurance reporting cycles in place from day one.

ALITIUM PERSPECTIVE

This roadmap assumes a single-outlet WFOE with no unusual site complications. Joint ventures, alcohol licensing, and multi-outlet launches typically extend this timeline, we build a project-specific version of this roadmap with every client before they sign a lease.

Contact

We hope this guide serves as a practical resource for Vietnamese businesses and investors exploring expansion opportunities overseas. Investing abroad requires careful planning, a thorough understanding of both Vietnamese and foreign regulatory requirements, and a well-structured approach to execution. While each jurisdiction presents its own opportunities and challenges, a well-prepared investment strategy can help businesses expand with confidence and manage cross-border risks effectively.

With extensive experience advising on cross-border investments, Alitium helps businesses navigate outbound investment regulations, structure overseas investments, and meet ongoing legal, tax, and compliance obligations. Contact our team to support your international expansion with confidence.

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Phuong is a Vietnamese-qualified lawyer, who spent 12 years leading the licensing and legal services division at an international market entry specialist, before founding Alitium.

Phuong has extensive experience supporting international organisations, including representing numerous foreign governments, listed companies from dozens of markets, and multi-national organisations from across the globe.

She has broad exposure to all facets of market entry, governance and compliance for foreign companies, and understands the needs to develop compliant yet commercially practical solutions for client needs.

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With over 20 years of experience in accounting, tax, and business advisory, Ms. Phung has supported numerous businesses in effectively addressing complex issues. Holding CPA and CA certifications, along with dual Bachelor's degrees in Accounting & Auditing and Enterprise Law, she seamlessly combines financial expertise with legal insight in her advisory solutions.

Her approach focuses on listening carefully to and understanding each client's unique needs, from which she develops tailored solutions that ensure legal compliance and optimise efficiency.

Matthew Lourey
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Matthew has more than 30 years professional services experience, with 20 of this in Vietnam. He previously established and lead a services firm in Vietnam supporting foreign investors that grew to 150 staff, and which was rolled into a regional group.

Matthew is an Australian Chartered Accountant, and is renowned for his understanding and application of Vietnamese structures, compliance and strategies for foreign investors. His practical advice and experience in market brings value to any client wishing to operate in Vietnam.

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