

Legal Framework on the Transfer of Commercial Housing Projects by Foreign Investors under Korean and Vietnamese Law: A Comparative Law Perspective

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Abstract: This article examines, from a comparative law perspective, the legal framework governing the transfer of commercial housing projects by foreign investors in the Republic of Korea and in Vietnam. In Korea, the transfer of a housing project is not organised as a separate transaction regime; it takes effect as a public-law change of the project operator, approved through an amendment of the housing construction project plan under the Housing Act, while foreign participation is governed by national treatment under the Foreign Investment Promotion Act and by reporting obligations and targeted permit requirements under the Act on Report on Real Estate Transactions. In Vietnam, the Law on Real Estate Business 2023, the Law on Housing 2023, the Land Law 2024 and the Law on Investment 2025 establish a detailed set of prior conditions on the project, the transferor and the transferee. These conditions, however, operate through two parallel procedural tracks, leave the land consequences of a transfer to a foreign-invested economic organisation insufficiently defined, and do not reach indirect transfers effected through the acquisition of capital in project enterprises. Drawing on Korean statutory provisions, judicial decisions and official interpretations, the article proposes specific amendments to Articles 39, 40, 41, 42 and 43 of the Law on Real Estate Business 2023, Article 28 of the Land Law 2024, Article 19 of the Law on Housing 2023, Articles 21 and 34 of the Law on Investment 2025 and their implementing decrees, with a view to establishing a transfer regime that remains open to foreign capital, resists speculation and protects home buyers.

Keywords: transfer of real estate projects; commercial housing; foreign investors; project operator; comparative law; Republic of Korea; Vietnam.

1. Introduction

In the context of international economic integration and the progressive opening of the real estate market, the regulation of the transfer of commercial housing projects by foreign investors is of considerable importance for ensuring transparency, legal certainty and the effectiveness of state management. Such regulation must also strike a balance between the objective of attracting investment and the protection of national interests, economic security and the stability of the housing market.¹ A project transfer is the legal moment at which foreign capital enters or leaves a housing project, and it is therefore the point at which the regimes of investment, land, construction, housing and real estate business intersect most directly.

Under the principle of national treatment, foreign investors enjoy rights and perform obligations equivalent to those of domestic investors, except where the law or an international treaty provides otherwise. Owing to the special nature of land and housing, however, many states continue to impose particular conditions and limits on investment and business activities relating to commercial housing carried out by foreign persons.² These conditions become most visible when a project that has already obtained land, planning and construction approvals changes hands, because the State must decide whether the new holder may inherit the legal position of the original developer, whether the transfer serves genuine development or merely trades in land rents, and how the interests of home buyers are to be protected.

In Vietnam, the transfer of commercial housing projects by foreign investors is currently governed principally by the Law on Real Estate Business 2023, the Law on Housing 2023, the Land Law 2024 and the Law on Investment 2025, which replaced the Law on Investment 2020 with effect from 1 March 2026. A foreign investor must therefore satisfy conditions relating to its legal status, land use rights, investment policy approval, investor selection, financial capacity and project implementation under the specialised laws, while the

¹Mai Hoang Phuoc and Vu Nhu Bach, 'Khai niem va dieu kien tham gia giao dich cua nha o' [The concept of housing and the conditions for housing to enter into transactions], in *Proceedings of the Faculty Conference on New Points of the Law on Civil Transactions relating to Real Estate* (Faculty of Civil Law, Ho Chi Minh City University of Law, 2024) 98.

²Tran Quang Huy (editor), Nguyen Thi Nga and Do Xuan Trong, *Quyen so huu nha o cua chu the co yeu to nuoc ngoai tai Viet Nam* [Housing ownership of subjects with a foreign element in Vietnam] (People's Public Security Publishing House, Hanoi, 2023) 72.

project itself must satisfy the conditions for transfer. Although the law has broadened the access of foreign investors to the real estate market, it retains control mechanisms intended to restrict speculation, safeguard economic security and ensure the sustainable development of the market. The practical weight of these rules has grown together with foreign capital flows: registered foreign direct investment in real estate rose from 3.88 billion United States dollars in 2019 to more than 7.1 billion United States dollars in 2025, and reached 6.94 billion United States dollars in the first nine months of 2026 alone.

The Republic of Korea offers an instructive point of comparison. Foreign investors enjoy national treatment under Article 3(2) of the Foreign Investment Promotion Act, and Korean law imposes no general nationality restriction on the acquisition of land and housing, foreign ownership being subject chiefly to reporting. Nevertheless, the Housing Act strictly controls who may act as the operator of a housing project, and the Act on Report on Real Estate Transactions provides for reporting duties, permits in protected zones and, since 2023, permit zones targeted at particular categories of persons, including foreigners. Korea also shares with Vietnam a model of housing supply in which apartments are sold before completion, and the distress of real estate project finance in 2023 and 2024 has compelled it to refine the rules on replacing the operator of stalled projects.³ Korean experience thus shows that an open investment environment and effective supervision of foreign investment can be pursued at the same time.

Vietnamese scholarship has examined the conditions for transferring real estate projects under the Law on Real Estate Business 2014 and 2023, and the conditions for foreign housing ownership.⁴ The transfer of commercial housing projects involving a foreign party under the legislation in force after 2026 has not, however, been examined systematically against a comparable Asian jurisdiction. This article therefore addresses three questions: which conditions and procedures Korean and Vietnamese law impose when a commercial housing project is transferred to or by a foreign investor; where Vietnamese law departs from the Korean model in ways that create legal risk or room for speculation; and which specific provisions of Vietnamese law should be amended. The article applies the functional method of comparative law, doctrinal analysis of statutes, judicial decisions and official interpretations, and a synthesis of official statistics. The comparison does not seek to transplant the Korean model mechanically, because private land ownership in Korea differs fundamentally from the Vietnamese regime of land owned by the entire people and administered by the State; it seeks instead to identify design principles that can be adapted to Vietnamese institutions.

2. Korean law on the transfer of commercial housing projects by foreign investors

2.1. The housing construction project, the project operator and the modalities of transfer

Korean law contains no single statute on the transfer of real estate projects. The legal capacity to carry out a housing project arises from the approval of a housing construction project plan under the Housing Act.⁵ Under Article 15(1) of the Housing Act, a person intending to carry out a housing construction project of at least the number of units prescribed by Presidential Decree must obtain approval of the project plan; Article 27 of the Enforcement Decree fixes that threshold at 30 detached houses or 30 units of multi-unit housing, subject to a threshold of 50 units for certain housing types, and at 10,000 square metres for site preparation projects. Article 2(10) of the Act defines the project operator as the person who implements the project after obtaining that approval, namely the State or a local government, the Korea Land and Housing Corporation or a local public corporation, a housing construction business operator registered under Article 4, or another person

³Hyung Min Kim, Sun Sheng Han and Kevin B. O'Connor, 'Foreign housing investment in Seoul: Origin of investors and location of investment' (2015) 42 *Cities* 212; Richard Ronald and Mi-Yeon Jin, 'Homeownership in South Korea: Examining sector underdevelopment' (2010) 47(11) *Urban Studies* 2367.

⁴Vo Trung Tin and Truong Van Quyen, 'Hoan thien phap luat ve chuyen nhuong du an bat dong san' (2021) Issues 3 and 4 *Legislative Studies Journal*; Hoang Anh Tuan, Ngo Minh Tien and Nguyen Thi Thanh Nha, 'Nhung han che cua phap luat ve chuyen nhuong du an dau tu kinh doanh bat dong san va mot so kien nghi hoan thien' (2024) 133(6A) *Hue University Journal of Science: Social Sciences and Humanities* 135; Truong Son Le and Xuan Quang Nguyen, 'Regulations on conditions for foreigners' housing ownership in Vietnam: Inadequacies and possible solutions' (2023) 10(4) *Kutafin Law Review* 847. For an earlier analysis of the experience of India by the present author, see Hoang Van Long, 'Mot so van de phap ly ve chuyen nhuong du an nha o thuong mai cua nha dau tu nuoc ngoai: Kinh nghiệm của An Do và gợi ý cho Việt Nam', *Vietnam Lawyers Electronic Journal* (28 August 2026).

⁵Housing Act (Republic of Korea), as last amended by Act No. 21902 of 8 September 2026, Articles 2(10), 4(1), 15(1) and (4), 16(4) to (6), 21(1), 22, 49(3), 54(1) and 64(1); Enforcement Decree of the Housing Act, Presidential Decree No. 36657 of 8 September 2026, Articles 14 and 27; Enforcement Rule of the Housing Act, Ordinance of the Ministry of Land, Infrastructure and Transport No. 1610 of 4 August 2026, Article 13; Rules on Housing Supply, Article 15(1); Enforcement Decree of the Housing and Urban Fund Act, Article 21(1). Texts available at <https://www.law.go.kr>.

implementing a project under the Act. Registration under Article 4(1) is compulsory for any person who intends to build, in a year, at least the number of units set by Article 14 of the Enforcement Decree, namely 20 detached houses or 20 units of multi-unit housing, or to prepare at least 10,000 square metres of housing sites; the registrant must hold capital of at least 300 million Korean won, or assets of 600 million Korean won in the case of an individual, at least one engineer in the field of architecture and an office.

Housing in Korea, as in Vietnam, is commonly sold before completion. Under Article 54(1) of the Housing Act, a project operator must obtain the approval of the head of the local government before recruiting occupants, and Article 15(1) of the Rules on Housing Supply requires that recruitment at the start of construction be backed by a sale guarantee under Article 21(1) of the Enforcement Decree of the Housing and Urban Fund Act. Korean law does not use the term housing to be formed in the future, but housing supplied before the use inspection under Article 49 of the Housing Act performs the same economic function and attracts specific protective rules.

Against this background, Korean law knows three modalities by which a housing project may change hands. The first is a change of the project operator through approval of an amendment of the project plan. Article 15(4) of the Housing Act requires a change approval for any amendment of an approved plan other than minor matters, and Article 16(6) provides that the approving authority may approve a request for amendment submitted in order to change the project operator where the contractor or another person has secured ownership of the housing site under Article 21(1). The Supreme Court has held that the approval of a change of project operator produces the public-law effect of changing the operator, so that the transferor remains the operator until approval is granted.⁶ The Ministry of Government Legislation has added that change approval is discretionary and that no concept of assignment of the approval itself exists, and that the five-year time limit for commencing construction continues to run from the date of the original approval, because the plan and the acts of the former operator pass to the new one.⁷ The second modality applies to smaller projects carried out under a building permit. Under Article 16(1) of the Building Act and Article 11(1) of its Enforcement Rule, the transferee of a permitted building must file a report on the change of the building owner within seven days, attaching the former owner's consent or evidence of the change of rights, and the Supreme Court has held that the authority must accept a report that satisfies the formal requirements and cannot refuse it on substantive grounds.⁸ The third modality is the acquisition of shares in the project company, which leaves the project operator unchanged and is governed by company law and, where the acquirer is foreign, by the Foreign Investment Promotion Act.

Korean law thus separates the private transfer of land and contractual positions from the public-law succession to the status of project operator, and it links that succession to the transferee's control of the site rather than to its nationality. For Vietnam, this suggests that the conditions of a transfer should be framed around the capacity of the new developer and the security of the land, while the approval of the transfer should operate as a single act that carries the project file, the planning approvals and the implementation schedule over to the transferee.

2.2. Conditions of the project subject to transfer and protection of pre-sale purchasers

The first condition concerns the site. Article 21(1) of the Housing Act requires a person seeking project plan approval to secure ownership of the housing site, subject to limited exceptions such as projects under a district unit plan for which the applicant has secured rights to use at least 80 per cent of the land, and Article 22 allows the operator in such cases to demand the sale of the remaining land at market price after consultation of at least three months. Because Article 16(6) makes the securing of site ownership the precondition for a change of operator, a Korean project cannot be transferred as a bare administrative licence detached from the land.

The second condition concerns the status of the project. Under Article 16(4) of the Housing Act, the authority may revoke a project plan approval where the operator has lost ownership of the site through auction or public sale, or where completion has become impossible because of the operator's default or bankruptcy, except for projects covered by a housing sale guarantee under Article 26 of the Housing and Urban Fund Act. Under Article 16(5), before revoking an approval on those grounds the authority must obtain and review a plan for normalising the project. The legislation thus directs stalled projects towards continuation under a new operator rather than termination, a policy reinforced after the 2023 and 2024 project finance difficulties, when the Government sought to allow purchasers of sites at auction to obtain a change of operator without the consent of the former operator, a position confirmed by the Ministry of Government Legislation in August 2024. The

⁶Supreme Court of Korea, Judgment 97Nu7875 of 8 May 1998.

⁷Ministry of Government Legislation of Korea, Official Interpretation 24-0562 of 2 August 2024 and Official Interpretation 21-0053 of 25 March 2021.

⁸Building Act (Republic of Korea), Article 16(1); Enforcement Rule of the Building Act, Ordinance No. 1567 of 27 February 2026, Article 11(1); Supreme Court of Korea, Judgment 2014Du37658 of 15 October 2014.

underlying fragility is structural, since developers' own equity has been estimated at only about 3 per cent of project costs.⁹

The third condition protects purchasers who bought before completion. Article 13(3) of the Enforcement Rule of the Housing Act prohibits the approving authority, after the recruitment notice, from approving amendments that increase project costs in a way that changes the supply price of contracted units or that change the supply area or land share of each unit, unless at least 80 per cent of the prospective occupants consent, and Article 13(4) requires purchasers to be notified within 14 days. The sale guarantee under Article 21(1) of the Enforcement Decree of the Housing and Urban Fund Act obliges the guarantor to complete the sale or refund down payments and interim payments where the operator cannot perform because of bankruptcy or similar causes, a refund being available only where progress is below 80 per cent and two thirds of purchasers so request. Article 49(3) of the Housing Act further allows the guarantor or the prospective occupants to obtain the use inspection where the operator cannot do so because of bankruptcy. On the demand side, Article 64(1) prohibits the resale of housing, including the status of a selected occupant, within a period of up to ten years in speculation-overheated and similar areas.

Box 1. The Pohang housing project case (Supreme Court of Korea, Judgment 2020Du46004 of 14 January 2021)¹⁰

Geumgwang Construction was the operator of an approved housing project in Pohang on which a building frame had been largely completed. It transferred its rights in the project to Solbit Housing Construction and renounced them, and a final judgment obliged it to deliver the land to Solbit and demolish the unfinished building. A third company, Seongwoo Housing, had obtained a final judgment ordering a change of the operator's name in its favour, but it took no action for more than six years. When the Mayor of Pohang refused Solbit's application to revoke the stalled approval, Solbit sued.

The Supreme Court dismissed the appeal of Seongwoo Housing and upheld the judgment of the Daegu High Court. Although the facts did not fall within the statutory grounds for revocation under the former Housing Act, the refusal was an abuse of discretion, because neither the original operator nor the holder of the name-change judgment was able to carry out the project normally, while the owner of the land was gravely obstructed in exercising its rights. The case shows that a private assignment of project rights does not by itself change the public-law operator; until the authority approves a change of operator, the approval may remain with a person unable to build, and the law must provide a way out of that deadlock.

The Korean conditions therefore focus on three elements: control of the land, the continuity of the project and the protection of purchasers who have already paid. These elements apply uniformly to domestic and foreign transferees and offer a reference point for the Vietnamese provisions on projects with housing sold before completion.

2.3. Conditions on foreign transferees and post-transfer supervision

At the stage of market entry, Korean law is open. Article 3(2) of the Foreign Investment Promotion Act grants foreign investors and foreign-invested companies the same treatment as Korean nationals and companies in their business, unless a statute provides otherwise. Article 4(2) permits restrictions only where foreign investment would threaten national security and public order, harm public health or the environment or violate Korean law, and Article 4(4) requires restrictions in other statutes to be consolidated in an annual public notice. Under Article 2(1)(4) of the Act and Article 2(2) of its Enforcement Decree, a foreign investment includes the acquisition of at least 10 per cent of the voting shares of a Korean company with an investment of at least 100 million Korean won; Article 5 requires a report to the Minister on the acquisition of new or existing shares, in certain cases within 60 days after the acquisition, while Article 6 requires prior permission only for shares in defence industry companies.¹¹ A foreign acquirer of a housing developer is therefore, as a rule, subject to

⁹Sunjo Hwang, 'Galapagos syndrome in South Korea's real estate project financing', *KDI Focus* (Korea Development Institute, 20 June 2024); 'Government to allow change of project operator without consent of former operator', *Financial News* (Seoul, 11 August 2024) <https://www.fnnews.com/news/202408111817297095>.

¹⁰Supreme Court of Korea, Judgment 2020Du46004 of 14 January 2021, affirming Daegu High Court, Judgment 2019Nu3927 of 10 July 2020, https://www.scourt.go.kr/sjudge/1610953908083_161148.pdf.

¹¹Foreign Investment Promotion Act (Republic of Korea), Act No. 21065 of 1 October 2025, Articles 2(1)(4), 3(2), 4(2) and (4), 5 and 6; Enforcement Decree, Presidential Decree No. 36220 of 24 March 2026, Article 2(2); Act on the Management and Promotion of Real Estate Development Business, Article 4(1) and (2), and its

reporting rather than approval. A foreign company that wishes to act directly as a developer must meet the same registration requirements as a Korean company: registration under Article 4 of the Housing Act, or registration under Article 4 of the Act on the Management and Promotion of Real Estate Development Business for developments above 2,000 square metres of floor area or 3,000 square metres of land, with capital of at least 300 million Korean won; Article 4(3) of the Enforcement Decree of that Act requires a foreign company to establish and register a business office under Article 614 of the Commercial Act. A non-resident acquiring domestic real estate must also report the capital transaction to a foreign exchange bank under the Foreign Exchange Transactions Act.

Supervision after entry rests on the Act on Report on Real Estate Transactions.¹² Article 2(4) defines foreigners, for the purposes of the Act, to include not only foreign nationals, foreign corporations and foreign governments but also Korean corporations in which at least half of the members or executive officers are foreign nationals, or in which foreign persons hold at least half of the capital or voting rights. Article 8(1) requires a foreigner who concludes a contract to acquire real estate to report it within 60 days, Article 8(2) requires a report within six months of an acquisition by inheritance, auction or other non-contractual cause, and Article 8(3) requires a Korean corporation that holds real estate and becomes a foreigner, for example through a change in its shareholding, to report within six months if it wishes to continue holding that real estate. Article 9(1) requires a foreigner to obtain a permit before contracting to acquire land in military protection zones, designated cultural heritage areas, natural monument areas, ecological and landscape conservation areas and special wildlife protection areas. Article 10(1), as amended on 18 April 2023, empowers the Minister of Land, Infrastructure and Transport or a provincial governor to designate land transaction permit zones for up to five years and, in doing so, to specify the persons subject to the permit requirement, including foreigners, as well as the uses and land categories concerned.

Korea activated this targeted instrument for the first time on 26 August 2025, designating the whole of Seoul, 23 cities and counties of Gyeonggi Province and seven districts of Incheon as permit zones for the purchase by foreigners of housing with an exclusive area of six square metres or more; a foreign buyer must obtain a permit before contracting, move in within four months and reside in the dwelling for two years, failing which the authorities may issue a compliance order and impose an enforcement fine of up to 10 per cent of the acquisition price.¹³ On 20 August 2026 the Ministry of Land, Infrastructure and Transport extended the designation over the same area until 25 August 2027, reporting that foreign housing transactions in the capital region between September 2025 and June 2026 had fallen by 27 per cent, from 6,024 to 4,397, compared with the previous year. Table 1 and Figure 1 show that foreign housing ownership nevertheless continued to rise moderately and remained marginal in relation to the national housing stock.

Table 1: Housing and land owned by foreigners in the Republic of Korea, 2022 to 2025

Period	Housing units owned by foreigners	Foreign owners	Share of national housing stock (%)	Share of units held by Chinese nationals (%)	Share of units in the capital region (%)	Land owned by foreigners (million square metres)	Share of national territory (%)
End of 2022	83,512	81,626	0.40	53.8	73.6	264.01	0.26
Mid-2023	87,223	85,358	0.46	54.3	–	–	–
End of 2023	91,453	89,784	0.48	55.0	73.0	264.60	0.26
Mid-2024	95,058	93,414	0.49	55.5	72.8	265.65	0.26
End of 2024	100,216	98,581	0.52	56.0	72.7	267.91	0.27
Mid-2025	104,065	102,477	0.53	56.6	72.5	268.30	0.27
End of 2025	108,231	106,686	0.55	56.8	72.3	270.18	0.27

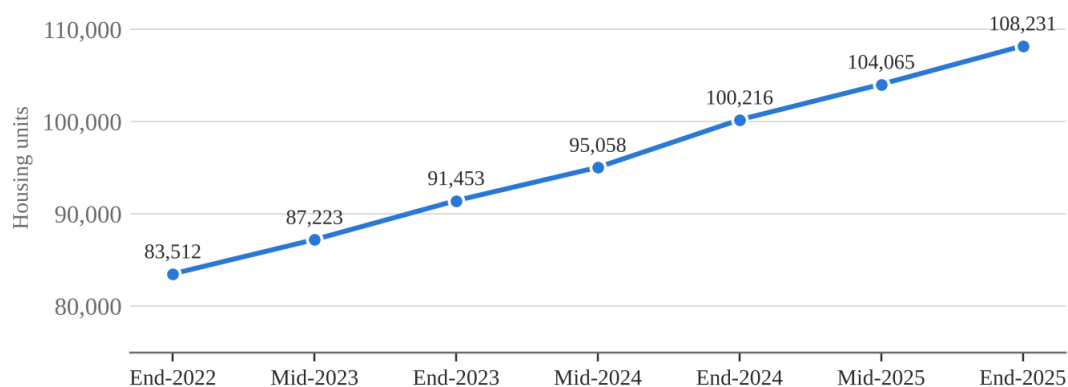
Enforcement Decree, Article 4(3); Invest Korea, 'Foreigners' acquisition of real estate' <https://www.investkorea.org/ik-kr/cntnts/i-205/web.do>.

¹²Act on Report on Real Estate Transactions (Republic of Korea), Articles 2(4), 3, 8(1) to (3), 9(1) and 10(1), the last as amended on 18 April 2023.

¹³'Foreigners cannot buy homes in Seoul without actual residence: foreigner land transaction permit system enters into force', *Newsis* (Seoul, 21 August 2025) https://www.newsis.com/view/NISX20250821_0003298616; Ministry of Land, Infrastructure and Transport, 'Designation of land transaction permit zones for foreigners extended for one year', *Korea Policy Briefing* (21 August 2026) <https://www.korea.kr/news/customizedNewsView.do?newsId=148970419>.

Source: compiled by the author from the semi-annual statistics of the Ministry of Land, Infrastructure and Transport as reported on the dates of release; the land series for mid-2023 is omitted because the reported figures do not reconcile with the adjacent releases.¹⁴

Figure 1: Number of housing units owned by foreigners in the Republic of Korea, 2022 to 2025



Source: drawn by the author from the data in Table 1

The Korean model therefore combines openness at entry with a look-through reporting system that captures changes of control over real estate holders, and with targeted, time-limited and evidence-based permits that can be activated where speculation by a particular category of buyer is observed. Its relevance for Vietnam lies less in the content of each restriction than in the design technique: control is attached to the transaction and to the effective controller of the asset, rather than to a general prohibition of foreign participation.

3. Current Vietnamese law on the transfer of commercial housing projects by foreign investors

3.1. Conditions on foreign investors as parties to a project transfer

First, the legal status of foreign investors in a project transfer.

Firstly, Article 9(1) of the Law on Real Estate Business 2023 requires every organisation or individual engaged in real estate business to establish an enterprise, so that a foreign investor can act as a transferee only through a foreign-invested economic organisation.¹⁵ Article 10(4) provides that a foreign-invested economic organisation which must satisfy the conditions and perform the investment procedures applicable to foreign investors may do business in the forms listed in Article 10(3); by virtue of point (c) of that clause, these forms include the receipt of the transfer of all or part of a real estate project in order to continue construction and business under Article 10(1)(g). A foreign-invested economic organisation that is not subject to those conditions may, under Article 10(5), use every form listed in Article 10(1). Secondly, Article 8(1) of the Law on Investment 2025 applies to foreign investors the same market access conditions as to domestic investors, save for the restricted list issued by the Government, while Article 34(1)(b) requires a foreign investor that receives the transfer of an investment project to satisfy the conditions in Article 21(2), namely market access, national defence and security, and the rules on land in island, border and coastal areas.¹⁶ Article 17(5)(a) of Decree No. 96/2026/ND-CP applies the market access restrictions when a foreign investor receives a project transfer. Thirdly, Article 35(1)(a) of the Law on Housing 2023 expressly includes foreign-invested economic organisations among the investors of housing construction projects, Article 36(1) requires the investor of a commercial housing project to be a real estate business enterprise, and Article 38(4) entitles that investor to

¹⁴Releases of the Ministry of Land, Infrastructure and Transport on foreigners' housing and land holdings, as reported in *Smart Today* (31 May 2023), *Metro Seoul* (29 November 2023), *Newsis* (31 May 2024), *Sidae* (29 November 2024), *NewDaily* (30 May 2025), *SBS Biz* (28 November 2025) and *Hankyung* (29 May 2026) <https://www.hankyung.com/article/202605296099i>.

¹⁵Law on Real Estate Business No. 29/2023/QH15 of 28 November 2023, as amended by Law No. 43/2024/QH15 of 29 June 2024 (effective 1 August 2024), Articles 6, 9, 10, 26 and 39 to 43.

¹⁶Law on Investment No. 143/2025/QH15 of 11 December 2025 (effective 1 March 2026), Articles 8, 21, 23, 24, 33, 34 and 52; Decree No. 96/2026/ND-CP of 31 March 2026 detailing the Law on Investment, Articles 17, 57 and 74 to 76.

transfer part or all of the project in accordance with the law on real estate business.¹⁷ A foreign-invested economic organisation owns housing through the implementation of the project under Article 17(1)(a) and (2)(a), and under Article 18(1) it must be the investor of the housing project.

Second, the conditions on the project, the transferor and the transferee.

Firstly, Article 39 of the Law on Real Estate Business 2023 lays down the principles of transfer: the project must remain within its implementation period and the transfer must be permitted by the competent authority; the transfer must not change the planning or the objectives of the project; the transferee inherits the rights and obligations of the transferor, becomes the investor and need not repeat the project dossier, the construction planning or the construction permit unless their content changes; and the transfer must comply with Article 40 and with the land law. Secondly, Article 40(1) requires that the investment policy has been decided or approved and the investor selected or recognised, that the detailed planning has been approved, that compensation, support and resettlement have been completed for the part transferred, that the land use rights are not in dispute, distrained or suspended from transactions, that the project is not suspended or terminated and is not subject to a land recovery decision, that any mortgage is released, that the project remains within its implementation period and that, in a partial transfer, the transferred part can operate independently. Thirdly, under Article 40(3) the transferor must hold a decision on land allocation, land lease or permission to change the land use purpose and must have fulfilled its land-related financial obligations, without being required to hold a land use right certificate. Under Article 40(2) the transferee must satisfy Article 9(1) and (2), including equity of not less than 20 per cent of total investment for projects using less than 20 hectares of land and not less than 15 per cent for projects of 20 hectares or more under Article 9(2)(c), as quantified by Articles 5 and 6 of Decree No. 96/2024/ND-CP, and must undertake to continue construction and business in accordance with the approved project.

Third, the land dimension of a transfer to a foreign-invested economic organisation.

Firstly, Article 28(1)(c) of the Land Law 2024 allows a foreign-invested economic organisation to receive the transfer of land use rights only in industrial parks, industrial clusters and high-technology zones, while Article 28(1)(i) allows it to receive land allocated by the State for housing projects for sale.¹⁸ Article 41(3)(b) entitles a foreign-invested economic organisation using land allocated with land levy, or leased with a one-off rent, to transfer the land use rights and its assets attached to the land within the land use term, whereas Article 41(4) gives an organisation that becomes foreign-invested through a share or capital acquisition the rights corresponding to the way in which land levy or rent was paid. Secondly, Article 42(3) of the Law on Real Estate Business 2023 provides that where the transferee is a foreign-invested economic organisation under Article 10(4), the land procedures, after the permission decision and the signature of the transfer contract, are carried out in accordance with the land law. Since such a transferee cannot receive a transfer of land use rights outside the zones listed in Article 28(1)(c), the land side of a transfer from a domestic to a foreign investor can be executed only through a new allocation or lease of land to the transferee, but no statutory provision specifies whether that allocation may be made without auction or bidding, whether the remaining land use term and the form of land use are preserved, or how the land financial obligations already paid by the transferor are credited. Article 4(7) of Resolution No. 254/2025/QH15 permits the land use term to be adjusted for a new investor replacing the original investor against payment of additional land rent, but it addresses only the term and is a transitional instrument. This uncertainty explains why foreign investors generally prefer to acquire the capital of the project enterprise, a route expressly recognised by Article 41(4) of the Land Law 2024 and Article 21 of the Law on Investment 2025. Table 2 and Figure 2 show the scale of the capital involved.

¹⁷Law on Housing No. 27/2023/QH15 of 27 November 2023, as amended by Law No. 43/2024/QH15 (effective 1 August 2024), Articles 16 to 21, 35, 36 and 38.

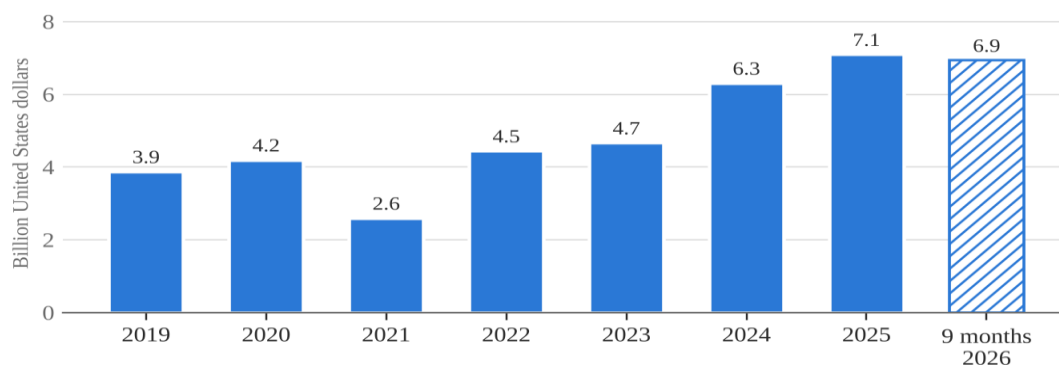
¹⁸Land Law No. 31/2024/QH15 of 18 January 2024, as amended by Law No. 43/2024/QH15 (effective 1 August 2024), Articles 28(1), 41, 45 and 133; National Assembly Resolution No. 254/2025/QH15 of 11 December 2025 on mechanisms and policies to remove obstacles in the implementation of the Land Law (effective 1 January 2026), Article 4(7).

Table 2: Registered foreign direct investment in the real estate business sector in Vietnam, 2019 to the first nine months of 2026

Year	Registered capital in real estate (billion United States dollars)	Share of total registered capital (%)	Rank among sectors	Basis of measurement and source
2019	3.88	10.2 c	2	All forms of capital; Foreign Investment Agency
2020	about 4.2	14.7 c	3	All forms of capital; Ministry of Planning and Investment
2021	2.6	8.3 c	3	All forms of capital; Foreign Investment Agency
2022	4.45	16.1	2	All forms of capital; Ministry of Planning and Investment
2023	4.67	12.7	2	All forms of capital; Foreign Investment Agency
2024	6.31	16.5	2	All forms of capital; Foreign Investment Agency
2025	over 7.1	18.5	2	All forms of capital; Foreign Investment Agency
First nine months of 2026	6.94	16.0	2	New and adjusted capital; General Statistics Office

Source: compiled by the author from the year-end reports of the Foreign Investment Agency and the data of the General Statistics Office as published by official media.¹⁹ Shares followed by the letter c are calculated by the author from the reported totals; the figure for the first nine months of 2026 covers new and adjusted capital only.

Figure 2: Registered foreign direct investment in the real estate business sector in Vietnam (billion United States dollars)



Source: drawn by the author from the data in Table 2; the hatched column covers the first nine months of 2026 only.

3.2. Control of speculation and disguised transfers of commercial housing projects

Allowing foreigners to own housing is a policy consistent with international integration and investment attraction. Without appropriate control mechanisms, however, it may increase investment demand for real estate, distort the relationship between supply and demand and push up housing prices, thereby affecting the access of

¹⁹Foreign Investment Agency data as reported by *Viet Nam News* (27 December 2019), *People's Army Newspaper* (29 December 2020), *Vietnam Investment Review* (28 December 2021), *Thi truong Tai chinh Tien te* (27 December 2022 and 26 December 2023), *Vietnam Government Portal* (6 January 2025) and *Thoi bao Tai chinh Viet Nam* (12 January 2026); General Statistics Office data as reported by *Thi truong Tai chinh Tien te* (3 October 2026).

domestic residents to housing. Housing is in essence an asset that serves residential needs, and the extension of ownership rights to foreigners should therefore serve the actual residential needs of persons who live and work in Vietnam on a long-term basis rather than encourage speculation. According to a CBRE report cited by Vietstock in 2024, about 60 per cent of foreigners who bought real estate in Vietnam did so in expectation of price increases, while the share buying for actual residence was lower.²⁰ Recorded foreign ownership nonetheless remains small, as Table 3 shows: foreign-bought housing accounted for only about 0.53 per cent of the national housing stock in the period from 2018 to 2022.²¹

Table 3: Housing owned by foreign organisations and individuals in Vietnam

Reference date	Foreign owners or units	Main locations	Source
Early 2023	253 organisations and 2,610 individuals (about 3,000 owners)	Hanoi 1,709; Ho Chi Minh City 780; Binh Duong 202; Bac Ninh 96; Ba Ria-Vung Tau 41; Da Nang 12	Ministry of Construction review of the Law on Housing 2014
July 2023	About 3,035 units	Hanoi 1,765; Ho Chi Minh City 850; Binh Duong 210; Bac Ninh 110; Ba Ria-Vung Tau 50	Ministry of Construction data cited by the Vietnam Association of Realtors
April 2026	5,664 certificate holders (410 organisations and 5,254 individuals), of whom 995 since 1 August 2024	Not published	Ministry of Construction report on the Law on Housing 2023
September 2026	6,188 certificated units (416 for organisations and 5,772 for individuals) and 1,519 apartments bought since 1 August 2024	Not published	Ministry of Construction report

Source: compiled by the author from reports of the Ministry of Construction as published by official media.²²

First, speculation through the trading of projects.

The Law on Real Estate Business 2023 contains several safeguards against the resale of projects for land rents: the prohibition on changing the planning and objectives in Article 39, the requirement that compensation and resettlement be completed in Article 40(1)(c), the requirement that the project remain within its implementation period in Article 40(1)(g) and the transferee's undertaking to continue the project in Article 40(2). Three weaknesses nonetheless remain. Firstly, the Law sets no minimum level of implementation before the transfer of a whole project whose land was allocated without auction, so that an investor may obtain land, complete compensation and transfer the project as a package. Secondly, the Law does not state whether the transferee continues the implementation schedule approved for the transferor; Article 52(6) of the Law on Investment 2025 allows the authority to decide the operating term of a project received by a transferee whose financial plan does not fit the remaining term, and Article 4(7) of Resolution No. 254/2025/QH15 allows the land use term to be adjusted for a replacing investor, so that a transfer may in practice restart the clock. Thirdly, Article 19 of the Law on Housing 2023 controls foreign ownership mainly through quotas of 30 per cent of the apartments in a building and 250 detached houses in an area with a population equivalent to a ward, while there is no mechanism to control the purpose of use, the holding period or the vacancy of dwellings owned by foreigners. On the fiscal side, Article 7(3) of the Law on Corporate Income Tax No. 67/2025/QH15 allows losses to be offset across business activities but excludes the netting of income from real estate transfers, investment project transfers and transfers of the right to participate in investment projects against income from activities enjoying tax incentives; it does not differentiate according to how long the project has been held.

²⁰Ha Le, 'Thay gi qua viec nguoi nuoc ngoai mua nha tai Viet Nam de cho tang gia kiem loi', *Vietstock* (March 2024) <https://vietstock.vn/2024/03/thay-gi-qua-viec-nguoi-nuoc-ngoai-mua-nha-tai-viet-nam-de-cho-tang-gia-kiem-loi-4220-1168042.htm>, accessed 27 July 2026.

²¹Vietnam Association of Realtors, 'Ban nha cho nguoi nuoc ngoai: Xoa bo rao can' (2024) <https://vars.com.vn/tin-tuc/ban-nha-cho-nguoi-nuoc-ngoai-xoa-bo-rao-can-n1230>, accessed 27 July 2026.

²²Ministry of Construction, Report reviewing the implementation of the Law on Housing 2014 on the purchase and ownership of housing by foreign organisations and individuals (Hanoi, 2023) 12, as reported by *Vietnam Lawyers Electronic Journal* (20 February 2023); Ministry of Construction reports as reported by *VnEconomy* (9 April 2026) and *Economic and Finance Review* (29 September 2026).

Second, indirect transfers through the acquisition of capital in project enterprises.

Firstly, the acquisition of capital in the enterprise that holds a project is governed by Article 21 of the Law on Investment 2025 and Articles 74 to 76 of Decree No. 96/2026/ND-CP, which require registration of the capital contribution or share purchase in the cases listed, and by Article 41(4) of the Land Law 2024. Secondly, because the investor of record does not change, Chapter V of the Law on Real Estate Business 2023 does not apply: the conditions in Article 40 and the permission under Article 41 are not engaged, although the economic effect may be identical to a transfer of the whole project. Box 2 illustrates this route.

Box 2. The Splendora project: a Korean investor exits through a capital transfer²³

An Khanh Joint Venture Company was established on 8 December 2006 by the Vietnam Construction and Import-Export Corporation, holding 50 per cent of the capital, and the Korean group Posco Engineering and Construction, holding the other 50 per cent, to develop the Bac An Khanh new urban area, marketed as Splendora, covering about 264 hectares in Hoai Duc, Hanoi, with planned investment of about 2.57 billion United States dollars. After years of slow implementation and deadlock between the partners, Phu Long Real Estate Joint Stock Company replaced Posco Engineering and Construction as the holder of 50 per cent of the capital in January 2018. In August 2020 the Vietnamese partner sold its own 50 per cent to Pacific Star, recording a gain of about 1,845 billion Vietnamese dong in the third quarter of 2020.

In both transactions the project and its investor of record, An Khanh Joint Venture Company, remained unchanged, so that no project transfer was examined under the real estate business legislation. The same structure was used in 2023 when Gamuda Land acquired Tam Luc Real Estate Corporation, holder of a site in Thu Duc, for 315.8 million United States dollars under a share transfer agreement. Under the current Law on Investment 2025 and Land Law 2024 this route remains fully available, and it allows the control of a large housing project to change without any review of the conditions laid down in Article 40 of the Law on Real Estate Business 2023.

Third, the foreign buyer side of transferred projects.

A foreign-invested transferee normally sells part of the units to foreign buyers. Article 16 of the Law on Housing 2023 and Article 4 of Decree No. 95/2024/ND-CP, as amended by Decree No. 54/2026/ND-CP, exclude projects in areas requiring the assurance of national defence and security, and Decree No. 54/2026/ND-CP added Article 8(4a) to Decree No. 96/2024/ND-CP, requiring the Ministry of National Defence and the Ministry of Public Security to reply within seven days on the sale of housing to be formed in the future to foreigners.²⁴ Article 7(3) of Decree No. 95/2024/ND-CP deprives of legal effect any transaction exceeding the quotas. These are, however, static instruments based on security zones and quantitative ceilings; Vietnamese law has no mechanism comparable to the Korean permit zones that could be activated temporarily in an overheated local market.

3.3. Procedures for the transfer of commercial housing projects involving foreign investors

First, competence and procedure under the Law on Real Estate Business 2023.

Firstly, Article 41(2) of the Law on Real Estate Business 2023 vests the power to permit a transfer in the Prime Minister where the Prime Minister decided or approved the investment policy, with the possibility of delegation, and in the provincial People's Committee for projects approved at provincial level. Under Decree No. 144/2025/ND-CP, applicable from 1 July 2025 until 28 February 2027, the competence of the Prime Minister under Article 41(2)(a) is exercised by the provincial People's Committee. Secondly, Article 42(1) and (2) require the provincial People's Committee to appraise and submit the dossier within 45 days where the Prime Minister decides, or to decide within 30 days, after which the parties sign the transfer contract and hand over the project. Articles 10 and 11 of Decree No. 96/2024/ND-CP set out the dossiers, including the tax authority's confirmation that land financial obligations have been fulfilled and the transferee's undertaking to continue the project; the contract must be signed and the project handed over within 60 days of the permission decision; and

²³'Billionaire Phuong Thao's company acquires 50 per cent of Splendora urban project', *TheLEADER* (18 January 2018); 'Dai gia mua 50 per cent von du an Bac An Khanh tu Vinaconex lo dien', *Thi truong Tai chinh Tien te* (20 August 2020); 'Gamuda Land acquires 315 million United States dollar project in Ho Chi Minh City', *Vietnam Investment Review* (26 July 2023).

²⁴Decree No. 96/2024/ND-CP of 24 July 2024 detailing the Law on Real Estate Business, Articles 5, 6, 8, 10 and 11; Decree No. 144/2025/ND-CP of 12 June 2025 on the division of powers in state management by the Ministry of Construction; Decree No. 54/2026/ND-CP of 9 February 2026 amending Decrees No. 95/2024/ND-CP and No. 96/2024/ND-CP; Decree No. 95/2024/ND-CP of 24 July 2024, Articles 4, 5 and 7.

where the transferee is a foreign-invested economic organisation and the project lies in an island, border or coastal commune or another area relevant to defence, the Ministry of National Defence and the Ministry of Public Security must be consulted and reply within 15 days. Thirdly, Article 43 governs the rights and obligations of the parties, including the transferor's duty to hand over records and notify affected persons and the transferee's duty to inherit the rights and obligations of the transferor.

Second, the parallel track under the Law on Investment 2025.

Firstly, Article 41(1) of the Law on Real Estate Business 2023 provides that, for real estate projects with an investor approval or an investment registration certificate, competence and procedure follow the law on investment. Article 34(2)(a) of the Law on Investment 2025 provides that the transfer of projects whose investor was approved under Article 23 and which hold an investment registration certificate is carried out by adjusting the project under Article 33, Article 33(3) of which covers a change of the investor of a project with investment policy approval, while Article 34(2)(b) refers other projects to the civil, enterprise and real estate business laws. Secondly, Article 57 of Decree No. 96/2026/ND-CP requires such real estate projects to comply with the principles, conditions, rights and obligations of the real estate business law, sets its own dossier, including documents on the transferee's financial capacity, and its own time limits counted in working days, and allows a foreign transferee to establish its economic organisation after the adjustment. Thirdly, the result is a dual system in which two transfers of comparable projects may follow different dossiers, time limits and consultation rules depending on the instrument by which the investor was originally selected. The draft amended Law on Real Estate Business submitted to the National Assembly in October 2026 proposes to vest the decision on all transfers in the provincial People's Committee, but it does not by itself unify the two tracks.²⁵

Third, land registration and the protection of home buyers.

Firstly, Article 133(1)(a) of the Land Law 2024 requires the registration of changes resulting from the transfer of projects using land, and Article 133(3) requires registration within 30 days, while Article 42(3) of the Law on Real Estate Business 2023 refers the land procedures for a foreign-invested transferee to the land law without specifying their content. Secondly, Article 26 of the Law on Real Estate Business 2023 requires the investor, before selling housing to be formed in the future, to obtain a bank guarantee of its obligations towards buyers, and Article 6 requires public disclosure of project information on the national information system and its updating when it changes. Neither the Law nor Decree No. 96/2024/ND-CP, however, requires the guarantee to be continued or reissued in the name of the transferee as a condition of the transfer, sets a time limit for notifying each buyer, or protects buyers against changes in the price, area or handover date of units already contracted. Table 4 summarises the comparison.

Table 4: Comparison of the legal frameworks on the transfer of commercial housing projects involving foreign investors

Criterion	Republic of Korea	Vietnam
Main legal instruments	Housing Act; Building Act; Foreign Investment Promotion Act; Act on Report on Real Estate Transactions; Foreign Exchange Transactions Act	Law on Real Estate Business 2023; Law on Housing 2023; Land Law 2024; Law on Investment 2025; Decrees No. 96/2024/ND-CP and No. 96/2026/ND-CP
Legal nature of the transfer	Public-law change of the project operator through change approval of the project plan (Housing Act, Articles 15(4) and 16(6))	Transfer of all or part of a real estate project permitted by the State (Law on Real Estate Business 2023, Articles 39 to 43) or adjustment of the investor (Law on Investment 2025, Articles 33 and 34)
Competent authority	Authority that approved the project plan	Provincial People's Committee, which also exercises the competence of the Prime Minister until 28 February 2027 (Decree No. 144/2025/ND-CP)
Core conditions on the project	Ownership of the site secured (Articles 16(6) and 21(1)); approvals and deadlines	Investment policy, detailed planning, completed compensation, no dispute or

²⁵Draft amended Law on Real Estate Business simplifies many business conditions and administrative procedures', *Vietnam Lawyers Electronic Journal* (22 October 2026) <https://lsvn.vn/du-an-luat-kinh-doanh-bat-dong-san-sua-doi-don-gian-hoa-nhieu-dieu-kien-kinh-doanh-thu-tuc-hanh-chinh-a181323.html>.

	continue	distrain, within the implementation period, mortgage released (Article 40(1))
Conditions on the transferee	Registration as housing builder (Article 4): capital of 300 million Korean won, engineer and office	Real estate enterprise with equity of 20 or 15 per cent of total investment and an undertaking to continue the project (Articles 9 and 40(2))
Treatment of foreign investors	National treatment (Foreign Investment Promotion Act, Article 3(2)); report on share acquisition (Article 5)	Market access and security conditions (Law on Investment 2025, Articles 21(2) and 34(1)(b)); consultation of the defence and security ministries in sensitive areas
Land consequences for a foreign transferee	Site passes by private contract; acquisition by a foreigner reported within 60 days (Act on Report on Real Estate Transactions, Article 8(1))	Referred to the land law (Article 42(3)); no receipt of transferred land use rights outside industrial zones (Land Law 2024, Article 28(1)(c))
Indirect transfer through shares	Look-through definition of foreigners and report when a holder becomes foreign-controlled (Articles 2(4) and 8(3))	Registration of capital acquisition (Law on Investment 2025, Article 21); conditions of Article 40 not applied
Protection of buyers	No price or area change after recruitment without 80 per cent consent; notice within 14 days; sale guarantee survives the operator	Bank guarantee before sale (Article 26); no rule on continuity of the guarantee after transfer
Anti-speculation tools	Resale restriction of up to 10 years (Housing Act, Article 64); targeted permit zones for foreigners (Article 10(1))	Ownership quotas (Law on Housing 2023, Article 19); security-based exclusions (Article 16)

Source: synthesised by the author from the statutes cited in Sections 2 and 3.

4. Proposals for improving Vietnamese law on the transfer of commercial housing projects by foreign investors

4.1. Improving the conditions on foreign investors as parties to the transfer

First, allowing a foreign investor to be named as transferee before establishing its project enterprise.

Article 40(2) of the Law on Real Estate Business 2023 should be supplemented with a provision that, where the transferee is a foreign investor that has not yet established an economic organisation in Vietnam, the competent authority may permit the transfer on condition that the investor establishes an economic organisation satisfying Article 9(1) and (2) within a fixed period, for example 30 days from the permission decision, failing which the decision lapses. This amendment would align the real estate business track with Article 57 of Decree No. 96/2026/ND-CP, which already allows a foreign transferee under the investment track to establish its organisation after the adjustment. It follows the Korean technique by which the capacity of the operator is verified through registration rather than nationality: under Article 4 of the Housing Act and Article 14 of its Enforcement Decree any registrant must hold capital of 300 million Korean won, technical staff and an office, and under Article 4(3) of the Enforcement Decree of the Act on the Management and Promotion of Real Estate Development Business a foreign company becomes eligible by registering a business office under Article 614 of the Commercial Act.

Second, defining the land consequences of a transfer to a foreign-invested economic organisation.

Article 28(1) of the Land Law 2024, which is currently before the National Assembly for amendment, should be supplemented with a point allowing a foreign-invested economic organisation to receive land use rights attached to a real estate project transferred in accordance with the law on real estate business. Article 42(3) of the Law on Real Estate Business 2023 should at the same time provide that the permission decision and the transfer contract constitute the basis on which the competent authority allocates or leases the land to the transferee without auction or bidding, for the remaining land use term and in the same form of land use and payment, the land financial obligations paid by the transferor being credited to the transferee. The mechanism of Article 4(7) of Resolution No. 254/2025/QH15 should be codified within this provision rather than left in a transitional resolution. The Korean reference is Article 16(6) of the Housing Act, under which the status of the operator passes together with control of the site through a single change approval, and the interpretation of the

Ministry of Government Legislation that the acts of the former operator pass to the new one, so that the land and the project do not need to be reconstituted.

4.2. Improving the mechanism for controlling speculation and indirect transfers

First, capturing changes of control over project enterprises.

Article 39 of the Law on Real Estate Business 2023 should be supplemented with a clause providing that any transfer of capital that results in a person or group of related persons holding more than 50 per cent of the charter capital, or the right to appoint the majority of the managers, of an enterprise that is the investor of a commercial housing project not yet completed must satisfy the conditions in Article 40(1)(c), (d), (đ) and (g) and must be notified to the provincial People's Committee before the change is registered. Article 21(3) of the Law on Investment 2025 should correspondingly list such an acquisition by foreign investors among the cases requiring registration, and Article 76 of Decree No. 96/2026/ND-CP should require the registration authority to verify the status of the project with the provincial authority responsible for real estate. The proposal does not prohibit share deals; it makes them visible and subject to the same core conditions as a direct transfer. It draws on Article 2(4) of the Korean Act on Report on Real Estate Transactions, which treats a domestic corporation controlled by foreigners as a foreigner, and on Article 8(3), which obliges a holder of real estate that becomes foreign-controlled to report within six months if it wishes to continue holding the asset, together with the share acquisition report under Article 5 of the Foreign Investment Promotion Act.

Second, preserving the implementation schedule after a transfer.

Article 39 of the Law on Real Estate Business 2023 should state expressly that the transferee continues the implementation schedule, the deadlines for putting land into use and the land use term approved for the transferor, and that these may be extended only through an adjustment under Article 33 of the Law on Investment 2025 on grounds not attributable to the parties. Article 52(6) of the Law on Investment 2025 and Article 4(7) of Resolution No. 254/2025/QH15 should be applied within that limit. This rule would prevent a transfer from being used to restart the period during which land is held without construction. It reflects the Korean interpretation that the five-year time limit for commencing construction runs from the date of the original approval even after a change of operator.

Third, introducing a targeted and time-limited instrument for overheated local markets.

Article 19 of the Law on Housing 2023 should be supplemented with a clause empowering the provincial People's Committee, on the basis of published indicators of price growth and transaction volume and after consulting the Ministry of Construction, to designate for a period not exceeding two years, renewable after review, wards in which the purchase of housing by foreign individuals in commercial housing projects is subject to a lower quota than that in Article 19(1) or to an obligation of actual residence for a fixed period, with administrative sanctions for non-compliance. The instrument would complement the security-based exclusions in Article 16 with a market-based tool. The Korean model is Article 10(1) of the Act on Report on Real Estate Transactions, as amended on 18 April 2023, which allows permit zones to target particular persons and uses, and its application in the capital region since August 2025, with a four-month move-in obligation, a two-year residence obligation and a review that led to the extension in August 2026 after foreign transactions had fallen by 27 per cent.

4.3. Improving the procedure for transfer and the protection of home buyers

First, establishing a single procedural track.

Article 41 of the Law on Real Estate Business 2023 should vest the competence to permit the transfer of all commercial housing projects in the provincial People's Committee, codifying permanently the arrangement of Decree No. 144/2025/ND-CP, which applies only until 28 February 2027, consistently with the draft amended Law currently before the National Assembly. At the same time, Article 34(2)(a) of the Law on Investment 2025 and Article 57 of Decree No. 96/2026/ND-CP should be amended so that, for real estate projects, a single dossier and a single decision both permit the transfer and record the change of investor in the investment policy approval and the investment registration certificate, with one set of time limits and one consultation of the Ministry of National Defence and the Ministry of Public Security where required. The Korean reference is the single change approval under Articles 15(4) and 16(6) of the Housing Act, which changes the operator and carries over the project plan in one administrative act, and the report-based procedure of Article 11(1) of the Enforcement Rule of the Building Act for small projects, which could inspire a simplified notification regime for partial transfers of small scale.

Second, ensuring the continuity of guarantees and informing buyers.

Article 43(2) of the Law on Real Estate Business 2023 should oblige the transferee, before the handover of a project in which housing to be formed in the future has already been sold, to sign a new guarantee agreement under Article 26 or to obtain the guarantor bank's written confirmation that the guarantee continues for the benefit of existing buyers, and Article 10(4) of Decree No. 96/2024/ND-CP should add that document to the transferee's dossier. Article 43(1)(b) should require the transferor to notify each buyer in writing within 14 days of the permission decision, and Article 39 should prohibit any change in the price, area or handover date of units already contracted without the written consent of the buyers concerned. These amendments follow Article 13(3) and (4) of the Enforcement Rule of the Korean Housing Act, which protect contracted purchasers against plan amendments and require notification within 14 days, and the sale guarantee under Article 21(1) of the Enforcement Decree of the Housing and Urban Fund Act, which survives the failure of the operator.

Third, making transfer decisions transparent.

Articles 10 and 11 of Decree No. 96/2024/ND-CP should require the provincial People's Committee to publish, within five working days, every decision permitting a transfer on the national information system on housing and the real estate market, stating the identity of the transferee, the share of foreign capital in it, the part of the project transferred and the conditions attached, and Article 6(2) of the Law on Real Estate Business 2023 should include the transfer decision among the information that the transferee must disclose before continuing business. This reflects the Korean principle that every transaction, including supply contracts and transfers of the status of selected occupant under Article 3 of the Act on Report on Real Estate Transactions and acquisitions by foreigners under Article 8, is recorded and available to the authorities within fixed periods.

5. Conclusion

In the Republic of Korea, foreign investors are in principle treated in the same way as domestic investors when investing in and developing housing projects. The transfer of a project is regulated as a public-law change of the project operator under Articles 15(4) and 16(6) of the Housing Act, linked to control of the site and accompanied by rules that preserve the continuity of the project and protect purchasers who bought before completion. Foreign participation is supervised not through barriers to entry but through national treatment combined with reporting under the Foreign Investment Promotion Act, a look-through definition of foreigners and reporting duties under Articles 2(4) and 8 of the Act on Report on Real Estate Transactions, and targeted, time-limited permit zones under Article 10(1) of that Act. This experience shows the importance of transparency, control of the land and supervision after entry for protecting investors, home buyers and the effectiveness of state management.

In Vietnam, the Law on Real Estate Business 2023, the Law on Housing 2023, the Land Law 2024 and the Law on Investment 2025 have established a concrete legal framework for the transfer of commercial housing projects by foreign investors, covering market access, land use rights, the conditions of the project and of the parties, and the procedure of transfer. Several provisions are nevertheless not yet consistent across the statutes and their implementing decrees, particularly the land consequences of a transfer to a foreign-invested economic organisation, the coexistence of two procedural tracks, the treatment of indirect transfers through capital acquisitions and the protection of buyers of housing to be formed in the future. The amendments proposed to Articles 39 to 43 of the Law on Real Estate Business 2023, Article 28 of the Land Law 2024, Article 19 of the Law on Housing 2023, Articles 21 and 34 of the Law on Investment 2025 and Decrees No. 96/2024/ND-CP and No. 96/2026/ND-CP would make the framework more coherent, transparent and predictable, reduce legal risk in transactions with a foreign element and help ensure that foreign capital is directed towards the actual development of housing rather than the trading of land rents.

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