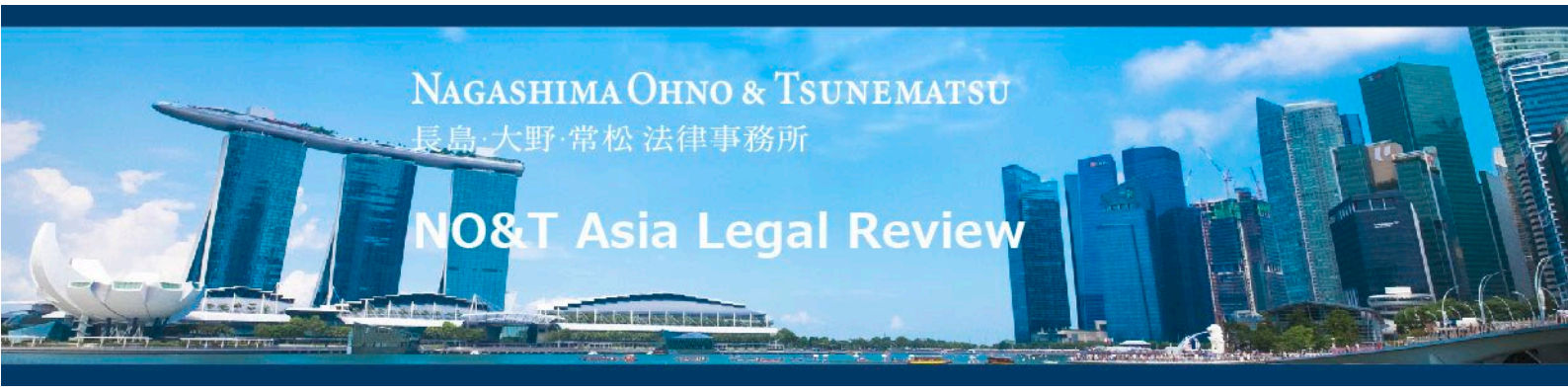

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This issue covers the following topics:

Vietnam

Vietnam's First Legal Framework for AI and Digital Assets

ベトナムは、デジタル時代の先進国になることを目指し、大きな一歩を踏み出した。2025 年 6 月 14 日、第 15 期国会第 9 回会議で、デジタル技術産業法が圧倒的多数（賛成率 92.26%）で可決された。この法律では、AI やデジタル資産などの新しい技術に関する法的な概念が初めて定められ、技術の発展を後押しするための優遇政策も打ち出している。この法律により、ベトナムのテック企業が国内で成長し、海外にも進出しやすくなることで、ベトナムがデジタル時代における新しい立場を築くことが期待されている。本稿では、特に注目されるポイントを紹介します。

Background

On June 14, 2025, Vietnam's 15th National Assembly officially passed the Law on Digital Technology Industry ("**DTI Law**"), marking the country's first comprehensive legal framework dedicated to the digital technology sector. The law covers key areas such as semiconductors, artificial intelligence (AI), and digital assets.

DTI Law has promptly institutionalized many aspects of Resolution No.57-NQ/TW and Resolution No.68-NQ/TW of the Politburo, such as incentives and support for the development of digital technology enterprises, developing high-quality workers and digital technology talents, developing essential digital technology infrastructure, supporting innovative startups and building a legal framework for sandbox mechanisms to pilot emerging technologies. The policies outlined in the DTI Law are designed to help Vietnam achieve several ambitious goals, including:

- Establishing 150,000 digital technology firms by 2035;
- Making digital technology a primary driver of economic growth, with the sector expected to grow at 2–3 times the national GDP growth rate;
- Expanding the digital economy to account for at least 30% of GDP by 2030 and 50% by 2045;
- Positioning Vietnam among the world's top 30 countries in terms of innovation and digital transformation.

Application

The DTI Law applies widely to both Vietnamese and foreign agencies, organizations, and individuals involved in or connected to digital technology activities within Vietnam. This law will take effect on January 1, 2026, while certain provision related to the investment incentives and support policy for digital technology activities have commenced

from July 1, 2025.

Provision

Key Definitions

DTI Law introduces, for the first time in Vietnam, a comprehensive set of legal definitions for key components of the digital economy. Among other things:

- *Digital technology*: a set of scientific methods, technological processes, and technical tools used for production, transmission, collection, processing, storage, and exchange of digital information and data, as well as the digitalization of the real world.

- *The digital technology industry*: a techno-economic sector that combines science, technology, innovation, and digital transformation to create digital technology products and services. It represents a subsequent development step of the information technology industry.

- *Semiconductor industry*: an industry that implements activities such as research, development, design, production, packaging, testing of semiconductor products, and production of devices, machinery, and tools in service of these activities. The semiconductor industry plays an essential and foundational role in the digital technology industry.

- *AI systems*: machine-based systems designed to operate with varying levels of autonomy and adaptability after implementation for achieving clear or implicit objectives. These systems infer from their input data to generate predictions, contents, recommendations, and decisions that may affect the physical or digital environment. AI systems are digital technology products that integrate hardware, software, and data.

Support Policies for Digital Technology Industry

The law provides comprehensive support policies for technology enterprises, including the development of shared digital infrastructure, encouragement of innovative startups, and talent training.

- *Financial incentives*

  According to the law, activities in the digital technology industry, such as the production of digital technology products and the provision of digital technology services, are classified under sectors and professions that qualify for investment incentives. Specific areas, including the manufacturing of key digital technology products, software production, artificial intelligence development, research and development, design, production, packaging, and testing of semiconductor products, are eligible for special investment incentives. This regulation lays the groundwork for the digital technology sectors to benefit from various incentives and support in alignment with the provisions of investment laws, tax regulations, land use laws, and other relevant legislation. These benefits may include reductions in corporate income tax (CIT) for several years, and decreased land lease rates.

  Although not yet officially announced, representatives from the Ministry of Science and Technology have indicated in press conferences that digital technology enterprises could receive unprecedented incentives. These may include:

  - A reduced CIT rate of 5% for projects with an investment capital of 6,000 billion VND or more, applicable for a period of 37 years.

  - A tax exemption for the first 6 years, followed by a 50% reduction for the next 13 years.

  - Land lease reductions of up to 22 years, with a 75% reduction for the remaining years.

  - Companies may calculate their CIT by recognizing R&D expenses at up to 200% of actual costs for calculation of CIT.

- Direct state support for the costs of investment in factory construction, technical infrastructure, equipment, and machinery from local budgets' development investment expenditures.

Concentrated digital technology zones and innovative startup projects will receive incentives similar to those provided to areas facing significant challenges.

- *Human resource incentives*

  The law introduces comprehensive solutions and policies aimed at workforce development. High-quality digital technology professionals will be exempt from personal income tax for the first 5 years of their employment, offering a significant financial incentive for long-term commitment. Additionally, foreign experts and their families will receive 5-year visas and will not be required to obtain work permits. This aims to simplify administrative procedures and attract international talent to promote technology transfer and knowledge sharing.

- *Infrastructure development support*

  The state shall prioritize budget allocation for investments in the construction of digital technology industry infrastructure, including data centers, innovation labs, and dedicated technology zones. These facilities will be designed for shared use, allowing private enterprises to lease them for their research and operations.

- *Market access incentives*

  To foster a stable and sustainable market for domestic digital technology enterprises, the law offers significant market access incentives. Specifically, the state will place direct orders for the development of strategic technologies such as AI, big data, and blockchain, and will prioritize the procurement of Vietnamese digital products and services for projects funded by the state budget. Furthermore, the DTI Law aims to support Vietnamese digital technology enterprises in their expansion into global markets. Enterprises are encouraged to establish representative offices and branches abroad, which will help them increase international revenue and enhance brand recognition.

Sandbox Mechanism

The law allows businesses to test new digital technology products and services in a controlled and supervised setting. The organizations, businesses, and individuals involved in the test will be exempt from liability. By easing some legal requirements for a limited time, the law encourages experimentation and helps develop new technologies. It also lets policymakers understand the potential effects and improve regulations before larger-scale implementation, creating a more flexible environment that supports.

Legal Framework for AI Systems

The text emphasizes not only the importance of policies that encourage the development and application of AI but also the need for monitoring and risk management of AI systems.

The DTI Law establishes criteria for identifying high-risk and high-impact AI systems. High-risk AI systems are those that, in specific use cases, could potentially cause serious harm to human health, fundamental rights, public interests, or social order and safety. On the other hand, high-impact AI systems are characterized by their large multifunctional use, a large user base, a large number of parameters, and a large volume of data. However, the law does not provide clear quantitative thresholds for what constitutes "large" in terms of users, parameters, or data.

To ensure the safe and responsible use of AI systems, both categories must meet strict requirements for monitoring, technical standards, transparency, data governance, and cybersecurity. The government will outline these standards for each sector, and businesses must implement appropriate measures when using AI in their operations.

AI systems that interact directly with humans must clearly notify users that they are engaging with an AI system,

unless the interaction is so obvious to the user that it is not necessary to do so. Additionally, digital technology products generated by AI—classified under a list issued by the Ministry of Science and Technology—must carry identifiable markers that can be recognized by users or machines. The Ministry is also responsible for issuing this list and overseeing compliance with these identification requirements.

Legal foundation of digital assets

For the first time in Vietnam's legal system, digital assets are recognized as a legitimate type of asset, marking a significant advancement in establishing a legal framework for the digital economy. The DTI Law specifically states that "digital assets are assets as defined under the Civil Code," which means that digital assets can now be legally owned, transferred, inherited, and are protected under civil rights in Vietnam.

The law differentiates between various categories of digital assets:

- Virtual assets ("tài sản ảo") refer to digitally stored units that can be used for exchange or investment purposes.

- Crypto assets ("tài sản mã hóa") are a subset of digital assets that uses encryption technology or other similar digital technology to authenticate the asset during its creation, issuance, storage, and transfer.

It is important to note that, under this law, digital assets do not include securities, digital forms of fiat money, and other financial assets as prescribed by civil laws and financial laws.

The law authorizes the government to develop regulatory mechanisms for digital asset-related activities. This is part of Vietnam's effort to enhance transparency and comply with international anti-money laundering standards, with the goal of being removed from the Financial Action Task Force's (FATF) Grey List.

In this regard, along with the recognition of crypto assets in the law, on September 9, 2025 the Government of Vietnam issued Resolution No. 05/2025/NQ-CP, which took immediate effect, launching a five-year sandbox mechanism for the crypto asset market. This resolution establishes regulations for the pilot implementation of offering, issuing, trading, and providing services related to crypto assets. Among other provisions:

- *Offering and issuance of crypto assets:*

  - The issuer of crypto assets must be a Vietnamese enterprise, registered as either a limited liability company or a joint-stock company under the Law on Enterprises.

  - Crypto assets must be issued based on underlying real assets, excluding securities and fiat currencies.

  - Crypto assets may only be offered and issued to foreign investors.

  - Crypto assets may only be traded among foreign investors through crypto asset service providers, that meet certain requirements regarding charter capital, ownership ratio, and personnel, and are licensed by the Ministry of Finance

- *Trading of crypto assets*

  - Domestic investors who currently hold crypto assets, and foreign investors, are allowed to open accounts at licensed crypto asset service providers to custody, buy, and sell crypto assets in Vietnam.

  - 6 months after licensing the first crypto asset service provider, domestic investors engaging in crypto asset transactions outside of licensed providers may face administrative penalties or criminal liability.

- *Transaction currency*

  - All offerings, issuances, and transactions must be conducted in Vietnamese Dong (VND).

- Foreign investors must open a dedicated VND payment account at a bank authorized to conduct foreign exchange activities in Vietnam to carry out related transactions.

Conclusion

The DTI Law is an important step in Vietnam's effort to become a leading digital economy. It shows Vietnam's goal to be a regional technology hub, with the digital technology industry as a key part of the economy instead of just a support system. This law helps promote innovation and sustainable growth in the digital sector. However, it is just the start. To be truly effective, the government still needs to provide more detailed regulations and clear guidance.

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Malaysia

Malaysia's Cross-Border Insolvency Bill 2025: Restructuring Without Borders

マレーシアでは国際的な倒産案件に対応するための新たな法的枠組みとなる「国境を越える倒産法案2025（Cross-Border Insolvency Bill 2025）」が９月９日上院で可決された。この法案は、国連国際商取引法委員会（UNCITRAL）が策定した「国境を越える倒産に関するモデル法」を国内法として導入するものである。これまでマレーシアには外国の倒産手続きを正式に承認・支援するための明確な法律が存在しなかったが、本法案の制定によりマレーシアが関係する国際的な事業再編が円滑に進むことなどが期待される。

Introduction

On 9th September 2025, the Malaysian Senate passed the Cross-Border Insolvency Bill 2025 (the "Bill") which had been passed by the Malaysian Houses of Representatives earlier on 29th July 2025. The Bill is now subject to Royal Assent and upon coming into force, it will provide for cross-border insolvency matters in accordance with the principles of the Model Law on Cross-Border Insolvency adopted by the United Nations Commission on International Trade Law (UNCITRAL) on 30 May 1997 that was approved by the General Assembly of the United Nations on 15 December 1997 (the "Model Law"). The adoption of the Model Law in Malaysia is expected to enhance certainty and predictability for foreign creditors and companies by facilitating recognition of cross-border insolvency proceedings in Malaysia.

Scope and Key Features of the Bill

The Bill will only apply to insolvency proceedings involving corporate debtors (incorporated or formed in or outside Malaysia) excluding limited liability partnerships, foreign limited liability partnerships and certain types of entities specified under Part I of the Schedule of the Bill such as persons licensed under financial statutes.

Access of Foreign Representatives and Foreign Creditors to Malaysian Courts

Under the Bill, a foreign representative (defined as a person or body appointed, and authorized in foreign proceedings to administer the reorganization or liquidation of a debtor's property or affairs or to act as a representative of the foreign proceedings) may apply directly to the Malaysian Court:

- to commence or participate in the proceedings under Malaysian insolvency law; or
- for the recognition of foreign proceedings or for any relief or assistance provided.

In addition, foreign creditors will also have the same rights regarding the commencement of, and participation in, proceedings under Malaysian insolvency law as creditors in Malaysia. For example, the claims of a foreign creditor shall not be ranked lower than general unsecured creditors solely by reason that the creditor is a foreign creditor. Moreover, where notification is required to be given to creditors in Malaysia under Malaysian insolvency law, such notification must likewise be provided to all known foreign creditors who do not have addresses in Malaysia.

Recognition of Foreign Proceedings and Reliefs

As stated above, a foreign representative may apply to the High Court in Malaysia for recognition of foreign proceedings in which the foreign representative has been appointed and such application for recognition shall be determined by the High Court at the earliest possible time. For context, "foreign proceedings" is defined under the Bill to mean, among others, collective judicial or administrative proceedings in a foreign State under the insolvency law in which the debtor's property and affairs are subject to control or supervision by a foreign court, for the purposes of reorganization or liquidation.

Upon recognition of foreign proceedings, where necessary to protect the debtor or the interests of the creditors, the High Court may, on the application of the foreign representative, grant any appropriate relief as the Court thinks fit, including, among others, the following orders:

- staying the commencement or continuation of any individual proceedings concerning the property, rights or obligations of the debtor;

- staying any execution against the property of the debtor;

- suspending the rights to transfer, encumber or dispose of any property of the debtor;

- entrusting the administration or realization of the whole or any part of the property of the debtor located in Malaysia to the foreign representative (or such other person as the Court may appoint); and

- other orders that may be available to a Malaysian insolvency office-holder under the laws of Malaysia.

Cooperation and Coordination with Foreign Courts and Foreign Proceedings

Given that multiple states are involved in the insolvency proceedings that fall within the scope of the Bill, it is important to prevent conflicting or inconsistent orders granted by the Malaysian High Court and the foreign courts over the insolvency proceedings.

In this regard, the Bill empowers the High Court to cooperate to the maximum extent possible with foreign courts or foreign representatives, and to communicate directly with, or request information or assistance directly from, foreign courts or foreign representatives. Subject to the Court's supervision, similar powers to cooperate and communicate with foreign courts and foreign representatives are also conferred upon Malaysian insolvency office-holders. The manner of such cooperation is non-exhaustive and it may be implemented by any appropriate means, including the following:

- coordination of the administration and supervision of the property and affairs of the debtor; and

- coordination of concurrent proceedings regarding the same debtor.

In respect of the concurrent proceedings regarding the same debtor, for example, insolvency proceedings brought against the debtor in Malaysia and in a foreign state, the Bill sets out some provisions for the Court to decide on the applicable reliefs to be granted which will depend on the status of the Malaysian insolvency proceedings compared against the status of the application for recognition of foreign proceedings before the Malaysian High Court. This is to, amongst others, foster decisions that would best achieve the objectives of multiple proceedings and seek to prevent overlap in proceedings and the grant of remedies.

When the insolvency proceedings in Malaysia are taking place at the time the application for recognition of foreign proceedings is sought, any relief granted must be consistent with those granted in the Malaysian proceedings.

However, when the Malaysian insolvency proceedings are only commenced (i) after the filling of the application for the recognition of foreign proceedings, or (ii) after such recognition has been granted, the Malaysian High Court may review, vary, or even set aside the relief granted if they are inconsistent with the Malaysian insolvency proceedings, provided however that, where the foreign proceedings recognized are of foreign main proceedings (i.e. a type of foreign proceedings distinguished by the Bill as taking place in a foreign state where the debtor has its "centre of main interests"), the Malaysian insolvency proceedings will be limited to the debtor's Malaysian-based assets only.

If multiple foreign proceedings are brought against the same debtor and recognition for such proceedings are sought before the High Court of Malaysia, then further analysis will need to be carried out on the nature of the foreign proceedings to determine on the consistency of the reliefs granted by the High Court of Malaysia with the other foreign courts. Creditors are also subject to equitable payment rule and precluded under the Bill from "double-dipping" and receiving disproportionate payments in Malaysia if they have already been partially paid in foreign insolvency proceedings, subject to its security claims and legal rights against the world at large (i.e. rights *in rem*).

Conclusion

When the Bill receives Royal Assent and comes into force, the cross-border insolvency regime in Malaysia is expected to be aligned with that of more than 60 jurisdictions that have adopted the Model Law. The Bill is significant for all local and foreign insolvency practitioners, creditors and corporate debtors, where the relevant debtor in question has assets in Malaysia. In particular, creditors and their restructuring professionals should review their enforcement strategies against the aforesaid corporate debtors in light of the Bill.

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