

LEGAL ALERT

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The 2025 Law On E-Commerce: Towards A New Governance Regime and The Stratification Of Liability in The Digital Economy

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On 10 December 2025, the National Assembly officially ratified the Law on E-commerce No. 122/2025/QH15 (the “**Law on E-commerce**”), effective from 1 July 2026, marking a pivotal shift in the governance paradigm of Vietnam's digital economy. The Law establishes fundamental principles for a new regulatory regime, transitioning from a reactive “post-inspection” mechanism to a proactive “preventative control” approach. Furthermore, it clarifies the legal liabilities of stakeholders within the e-commerce ecosystem, with a strategic focus on transparency, regulatory discipline, and the sustainable development of the digital marketplace.

Of particular significance is the institutionalization of emerging digital commercial models, such as livestreaming and affiliate marketing, which brings these activities under a framework of conditional regulatory oversight. Furthermore, this article examines several other prominent innovations within the Law on E-commerce that redefine the operational standards for the digital economy.

The refinement of the legal framework for e-commerce:

Previously, the regulatory framework governing e-commerce activities was primarily established through Government decrees. Under fundamental legislative principles, however, decrees are restricted to providing detailed guidance for law implementation and cannot substitute for the foundational role of a statute enacted by the National Assembly. The absence of a “primary law” created significant challenges in ensuring stability, uniformity, and predictability, particularly in a sector characterized by rapid evolution and unique complexities. The promulgation of the Law on E-commerce effectively addresses this regulatory gap by establishing a legal foundation at the statutory level, thereby enhancing the constitutionality, legality, and sustainability of the e-commerce governance mechanism in Vietnam.

Classification of digital platforms and the determination of corresponding legal obligations:

The Law on E-commerce establishes a more comprehensive and updated classification system that reflects the operational realities of the digital marketplace more accurately than Decree No. 52/2013/ND-CP. The previous framework relied primarily on technical criteria, specifically categorizing platforms as either e-commerce sales websites/applications or service provision platforms.

Accordingly, the Law on E-commerce categorizes e-commerce activities based on their operational nature and the degree of involvement in transactions into four distinct platform types, which include direct business e-commerce platforms, intermediary e-commerce platforms, social networks engaged in e-commerce activities, and integrated e-commerce platforms pursuant to Article 4 Law on E-commerce. This methodological approach establishes a core legal foundation for the identification and delineation of specific legal liabilities for each stakeholder within the e-commerce ecosystem.

Information transparency and public disclosure standards on digital platforms:

The Law on E-commerce significantly strengthens transparency obligations and consumer protection mechanisms on e-commerce platforms through specific regulatory provisions:

- Platforms are required to fully disclose information regarding their governing entities, privacy policies, and the respective rights and obligations of all parties. Furthermore, they must establish mechanisms for receiving and resolving complaints, with the mandatory requirement that such information be displayed clearly, remains easily accessible, and is provided in the Vietnamese language (Article 11 Law on E-commerce).
- For platforms featuring online ordering functions, disclosure obligations are extended to include transaction conditions such as pricing policies, payment methods, delivery terms, and return or refund policies. Additionally, these platforms must publicly disclose their product display prioritization criteria and livestreaming regulations (Article 11 Law on E-commerce). Furthermore, they are required to implement mechanisms that allow buyers to review and confirm their consent prior to placing an order, while ensuring that transaction details are stored and remain accessible to buyers following the completion of the order (Article 12 Law on E-commerce).
- The Law imposes stricter requirements on ordering processes and automated contracting, compelling platforms to ensure transparency, reviewability, traceability, and robust storage capabilities. This regulatory approach places direct legal liability on the platform throughout the entire transaction lifecycle (Article 13 Law on E-commerce).

A specialized legal framework for livestreaming commerce and affiliate marketing:

The Law on E-commerce clearly delineates the legal liabilities of sellers, livestreaming hosts, and affiliate marketing service providers. This regulatory framework aims to strictly monitor high-risk digital business models through the following specific requirements:

Regarding livestreaming activities:

- E-commerce platform operators are responsible for establishing and publicly disclosing livestreaming regulations. Their obligations include verifying the identities of livestreaming

hosts, monitoring content and advertisements, and implementing mechanisms to receive and resolve viewer complaints. Platforms must promptly terminate livestreams and remove infringing content in accordance with legal provisions or upon request from competent authorities. Furthermore, they are required to issue risk warnings for unsafe goods and services and must store livestream data for a minimum of one year to support regulatory oversight and enforcement actions (Article 22 Law on E-commerce).

- Sellers are required to provide comprehensive legal documentation regarding business eligibility, product quality, and advertising content (where such content is subject to mandatory verification) before conducting any livestreaming activities (Article 23 Law on E-commerce).
- Livestreaming hosts are obligated to verify their identities and strictly adhere to the livestreaming regulations established by the platform. Their responsibilities include refusing collaboration when sellers fail to provide sufficient legal documentation, refraining from providing misleading information, and ensuring that livestream content remains consistent with approved advertisements (Article 24 Law on E-commerce).

Regarding affiliate marketing services:

- Affiliate marketing service providers are required to verify the identities of marketers before establishing any links. These providers must refuse to host and subsequently remove links associated with illegal goods or services. Furthermore, they are obligated to provide relevant information to state management agencies upon request (Article 25 Law on E-commerce).
- Affiliate marketers are obligated to provide necessary information for identity verification and are prohibited from conducting marketing activities on platforms that violate the law or are associated with unethical social content. Additionally, they must promptly remove infringing links upon the request of competent authorities (Article 26 Law on E-commerce).

Governance of cross-border e-commerce entities:

Article 27 of the Law on E-commerce establishes a dedicated legal framework for cross-border e-commerce activities. Under this provision, all foreign e-commerce platforms operating within Vietnam are required to complete registration procedures with competent state authorities in accordance with the provisions of the law.

Depending on the operational model and the presence or absence of online ordering functions, foreign e-commerce platform operators are subject to the following respective obligations:

- Direct business or intermediary platforms featuring online ordering functions are required to establish a legal entity or appoint an authorized legal representative in Vietnam. This obligation must be fulfilled prior to the implementation of a Vietnamese language display option or the adoption of the Vietnam national domain “.vn”. Additionally, this requirement applies once the platform reaches the specified transaction threshold with buyers located in Vietnam.
- Intermediary platforms or social networks that do not possess online ordering functions are required to appoint an authorized representative in Vietnam. This legal obligation must be completed prior to the introduction of a Vietnamese language display option or the utilization of the Vietnam national domain “.vn”.

In instances where relevant international treaties prohibit the mandatory establishment of a legal entity, platforms must implement alternative measures. These measures include the appointment of an authorized legal representative, the maintenance of an escrow account or security deposit at a bank located in Vietnam, and the fulfillment of specific management and operational requirements.

An authorized legal entity in Vietnam serves as the comprehensive legal representative for a foreign e-commerce platform. Its responsibilities encompass the execution of legal procedures, cooperation in addressing violations, resolution of complaints, and the protection of consumer interests. Furthermore, this entity must ensure compliance with regulations concerning data protection, cybersecurity, and advertising, while maintaining active communication, reporting, and adhering to the requirements issued by competent state authorities (Articles 29 through 31 Law on E-commerce).

Compliance obligations for e-commerce support service providers:

The Law on E-commerce stipulates the responsibilities for coordination and compliance regarding entities that support e-commerce operations, including technical infrastructure, logistics, payment services, and electronic contract authentication. These stakeholders are required to prevent and withhold services from platforms that violate the law. Furthermore, they must provide information and data upon the request of state authorities while ensuring rigorous control over goods, transactions, payments, data security, and traceability throughout the entire e-commerce support process (Articles 33 through 36 Law on E-commerce).

Technological integration in the governance of e-commerce regulations:

The Law on E-commerce establishes the legal basis for the operation of the E-commerce Activity Management System. This system is managed and operated by the Ministry of Industry and Trade and is integrated with the National Public Service Portal to facilitate online administrative procedures, the receipt and resolution of complaints, and risk monitoring. Additionally, this system serves as a platform for publicizing the lists of compliant and non-compliant entities (Article 37 Law on E-commerce). Parallel to these efforts, the E-commerce Database is constructed to ensure interconnectivity among ministries and sectors. This infrastructure provides a foundation for requiring platforms and relevant entities to provide and update comprehensive, timely, and accurate data (Article 38 Law on E-commerce).

Transitional provisions and the implementation roadmap for compliance with the Law on E-commerce:

E-commerce websites, applications, and organizations providing electronic contract authentication services that were officially notified or registered prior to the effective date of the Law on E-commerce are permitted to maintain their operations based on their approved documentation until the expiration date of 30 June 2027 (Article 41 Law on E-commerce).

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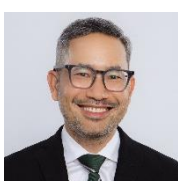
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