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PLATFORM RESPONSIBILITY UNDER VIETNAM'S NEW E-COMMERCE LAW: REGULATION, CHALLENGES AND REFORM DIRECTIONS

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ABSTRACT

The rapid expansion of platform-based commerce has fundamentally changed the structure of commercial transactions in Vietnam. Online marketplaces, social-commerce platforms, livestream selling, affiliate marketing and cross-border digital transactions increasingly place digital platforms between sellers and consumers. This article examines the responsibilities of platform operators under Vietnam's new E-Commerce Law No. 122/2025/QH15 and Decree No. 248/2026/ND-CP, both effective from 1 July 2026, in conjunction with the Law on Protection of Consumers' Rights 2023, the Law on Electronic Transactions 2023, the Data Law 2024 and the Law on Personal Data Protection 2025. Using doctrinal and policy analysis, the article focuses on seller identification, information transparency, platform governance, complaint handling, livestream commerce, affiliate marketing, unlawful products and content, data-related obligations and cross-border e-commerce. It argues that Vietnamese law is moving from a predominantly intermediary-based approach toward a model of active platform accountability. This shift is justified by the economic and technological position of digital platforms, but it also creates challenges concerning the boundaries of liability, overlapping legal obligations, proportionality of compliance costs, algorithmic transparency and enforcement against foreign platforms. The article proposes a risk-based approach to platform duties, clearer notice-and-action standards, stronger preservation of electronic evidence, improved coordination among enforcement authorities and more precise rules for cross-border platforms. These reforms would help build a transparent and trustworthy digital market while avoiding disproportionate burdens on legitimate innovation and electronic commerce.

Keyword: E-commerce; Digital platform; Platform responsibility; Online marketplace; Livestream commerce; Consumer protection; E-Commerce Law 2025; Vietnamese commercial law.

1. INTRODUCTION

Electronic commerce is no longer merely an alternative channel for conventional sales. It has developed into a distinct commercial ecosystem in which digital platforms organize interactions among sellers, consumers, advertisers, payment providers, logistics companies, influencers and other service providers. A platform may determine how products are displayed, how sellers are ranked, how payments are processed, how reviews operate, how advertising is targeted and how complaints are handled. Consequently, the platform increasingly performs functions that influence the formation and performance of commercial transactions even where it is not formally the seller.

This structural transformation creates an important question for commercial law: to what extent should a platform be responsible for activities conducted through its technological infrastructure? Under a traditional intermediary model, the platform is characterized principally as a provider of technical infrastructure connecting independent parties, while responsibility for the legality and performance of the underlying transaction rests primarily with the seller. That model becomes less convincing where the platform verifies sellers, controls market access, determines visibility, establishes transaction rules, manages payment or refund mechanisms, processes complaints and possesses substantial information concerning the commercial activity conducted through its system.

Vietnamese e-commerce law has evolved in parallel with rapid digitalization. For many years, the principal regulatory foundation was Decree No. 52/2013/ND-CP on e-commerce, as amended by Decree No. 85/2021/ND-CP. The regulatory environment was later supplemented by the Law on Protection of Consumers' Rights 2023 and the Law on Electronic Transactions 2023, both effective from 1 July 2024, followed by the Data Law 2024 and the Law on Personal Data Protection 2025 [1]-[6]. These statutes gradually strengthened the legal infrastructure for electronic transactions, consumer protection and data governance.

A major change occurred when the National Assembly adopted the E-Commerce Law No. 122/2025/QH15 on 10 December 2025. The Law entered into force on 1 July 2026 and was supplemented by Decree No. 248/2026/ND-CP dated 30 June 2026 [7], [8]. Vietnam therefore moved from a system centered largely on governmental decrees toward a dedicated statutory framework for e-commerce. The reform is significant not only because of the higher legal status of the new rules but also because it places greater emphasis on accountability of actors that organize and control commercial activity on digital platforms.

The new framework addresses seller verification, platform operating rules, information management, complaint mechanisms, handling of shops and products showing signs of violation, livestream sales, affiliate marketing and cross-border electronic commerce. Official implementation guidance has emphasized the principle of facilitating lawful business while requiring market participants to comply before selling and while increasing the responsibility of platforms as market organizers [9]. This reflects an increasingly preventive approach to digital-market regulation.

The development of social commerce further justifies reassessment. Livestream selling, influencer marketing and affiliate links blur the traditional distinction between advertising, recommendation and direct selling. A consumer may encounter a product through entertainment content, receive real-time claims from an influencer, follow a purchase link and complete payment within the same platform ecosystem. The legal allocation of responsibility among seller, platform and promoter is therefore more complex than in a conventional bilateral sale.

This article examines platform responsibility as a central issue of contemporary Vietnamese commercial law. The method is primarily doctrinal, based on the E-Commerce Law 2025, Decree No. 248/2026/ND-CP and related legislation, supplemented by institutional and comparative policy analysis. The objective is not to treat platforms as unconditional guarantors of all online transactions, but to identify a proportionate model in which legal responsibility corresponds to knowledge, control, economic participation and regulatory capacity.

2. OVERVIEW OF PLATFORM RESPONSIBILITY IN VIETNAMESE E-COMMERCE LAW

2.1. The Concept, Legal Nature and Functions of Platform Responsibility

A digital commerce platform is not identical to an ordinary seller. Its principal economic function is usually to establish a digital environment in which other persons can offer goods or services, communicate with potential customers and complete transactions. Nevertheless, the legal characterization of a platform cannot depend exclusively on a formal statement that it is only an intermediary. The degree of control exercised by the platform is legally significant.

Modern platforms may control entry into the digital marketplace by registering and verifying sellers. They may determine mandatory contractual terms, collect transaction information, provide payment infrastructure, organize logistics, establish ranking mechanisms and impose sanctions on sellers. Platforms may also receive consumer complaints, suspend accounts, remove listings and retain electronic records. These functions mean that platforms possess capacities that are not normally available to individual consumers or small sellers.

Platform responsibility can therefore be understood as the set of legal obligations arising from the platform operator's capacity to organize, control, facilitate and derive economic benefits from electronic commercial activities conducted through its infrastructure. This responsibility is not necessarily identical to liability for the seller's contractual obligations. Rather, it is responsibility for the platform's own role in structuring the digital market and managing foreseeable risks created by that role.

First, platform responsibility is preventive. The law does not operate only after consumer harm has occurred. Seller identification, disclosure requirements, operating rules, complaint procedures and mechanisms for dealing with unlawful products are designed to reduce the probability of harm before or during the transaction. Verification is especially important because fictitious or untraceable accounts can facilitate fraud, counterfeit trade, misleading advertising and avoidance of legal obligations [9].

Second, platform responsibility is linked to informational asymmetry. A consumer buying online may know little about the seller, whereas the platform normally possesses registration, technical and transaction information. Requiring the platform to manage and preserve relevant information therefore places compliance duties on the actor best positioned to reduce uncertainty and facilitate traceability. This logic is consistent with the broader development of data-based regulation in Vietnam [5], [6].

Third, platform responsibility reflects organizational control. Search results, recommendations, paid placement, ratings, discount programs and algorithmic ranking may significantly influence consumer choice. The more actively a platform structures commercial relationships, the less persuasive it becomes to characterize the platform as a purely passive communication service. Control over visibility and market access creates a regulatory rationale for duties of transparency and responsible governance.

Fourth, platform responsibility is relational rather than absolute. The seller remains primarily responsible for the legality, quality and performance of goods or services that it offers. The platform should not automatically become the guarantor of every transaction merely because the transaction takes place through its infrastructure. A balanced regime must distinguish the seller's responsibility for the underlying commercial contract from the platform's responsibility for marketplace governance, and from the separate responsibility of advertisers, livestreamers, affiliates, payment providers and logistics enterprises for their own conduct.

Fifth, platform responsibility has a public-regulatory dimension in addition to a private-law dimension. Platforms possess information and technical control that can assist market-surveillance, tax, consumer-protection and other competent authorities. The E-Commerce Law and its implementing decree therefore form part of a broader movement in which private digital infrastructures become important regulatory nodes. The platform is not converted into a state authority, but it is required to cooperate with public enforcement within the limits defined by law [7]-[9].

The legal nature of platform responsibility is consequently hybrid. It combines elements of commercial law, consumer law, electronic-transactions law, data law and administrative regulation. Its policy objectives are also multiple: improving consumer trust, supporting fair competition, increasing traceability and making regulation more effective in markets where public authorities cannot monitor millions of individual online transactions directly.

At the same time, proportionality remains essential. A rule that effectively requires every platform to guarantee the legality of every transaction could increase compliance costs, discourage entry by smaller firms and induce excessive removal of lawful content or sellers. The appropriate legal objective is neither complete intermediary immunity nor absolute platform liability. It is accountable intermediation based on knowledge, control, capacity and risk.

2.2. The Current Legal Framework, Practical Challenges and Reform Directions

The current Vietnamese framework is principally built around the E-Commerce Law No. 122/2025/QH15 and Decree No. 248/2026/ND-CP, both effective from 1 July 2026 [7], [8]. These instruments must be read together with the Commercial Law 2005, the Law on Protection of Consumers' Rights 2023, the Law on Electronic Transactions 2023, the Data Law 2024 and the Law on Personal Data Protection 2025 [1]-[6]. The resulting regulatory architecture recognizes that e-commerce transactions are simultaneously commercial, technological, informational and consumer-facing activities.

A central element of the new framework is seller identification. The operator of an intermediary e-commerce platform has responsibility to verify sellers before permitting them to conduct commercial activities on the platform. This rule responds to the practical difficulty created by anonymous or fictitious accounts and aims to improve traceability, enforcement and consumer protection [9]. The legal value of identification extends beyond consumer remedies because reliable seller information can also support taxation, market surveillance and investigation of unlawful conduct.

Seller verification should not be treated as a one-time administrative formality. Its effectiveness depends on the reliability and continuing accuracy of the information collected. Platforms need mechanisms for initial verification, updating data, identifying suspicious changes and preventing immediate recreation of accounts after serious enforcement action. At the same time, verification processes must comply with principles of data minimization, security and lawful processing under the Data Law and the Law on Personal Data Protection [5], [6].

The second major element is information transparency. Electronic commerce separates the consumer physically from the seller and the product. Consumers therefore depend heavily on digital information concerning seller identity, product characteristics, price, origin, warranty, return policy and complaint mechanisms. The new framework strengthens the obligation to organize and disclose such information so that consumers can make informed decisions [3], [7]-[9].

Third, the law strengthens platform-governance obligations. Platform operators must publish and apply operating rules, manage seller information, provide mechanisms for receiving complaints and reports, retain necessary information and cooperate with competent authorities. They are also expected to respond to shops, products and content showing indications of illegality [9]. In practical terms, these duties give platforms a more active compliance role than under a purely technical-intermediary model.

The exercise of platform enforcement power nevertheless raises procedural-fairness concerns. Sellers may depend heavily on a digital marketplace for access to customers. Suspension or closure of a shop can therefore have substantial economic consequences. Platform rules should identify prohibited conduct in reasonably clear terms, provide understandable reasons for adverse action and distinguish urgent interim measures from final determinations. A transparent internal review mechanism is particularly important where the alleged violation is complex rather than obvious.

Fourth, the framework addresses social commerce. The boundary between a social network and an electronic marketplace has become increasingly difficult to maintain because the same digital service may combine communication, advertising, livestreaming and transaction functions. The new rules therefore require clearer identification of seller accounts where social networks integrate e-commerce functions and seek to distinguish ordinary social interaction from commercial activity [9]. This approach appropriately focuses on economic substance rather than the technological label used by the service.

Fifth, livestream commerce receives specific attention. Livestream selling combines entertainment, real-time product demonstration, persuasive communication and immediate purchasing opportunities. Consumers may make rapid decisions based on statements that are not preserved in conventional product descriptions. The new framework requires persons directly participating in livestream selling, including influencers or persons hired for sales promotion, to be identifiable and requires product representations to be truthful and non-misleading concerning material characteristics such as quality, origin, price and warranty [9].

The scope of responsibility in livestream commerce, however, should be differentiated. A person who knowingly makes false claims, independently guarantees product quality or directly participates in the transaction occupies a different legal position from a person who merely repeats information provided by the seller without reasonable grounds to know that it is false. Enforcement practice should therefore consider knowledge, control, economic benefit and the content of representations rather than treating all participants identically.

Sixth, affiliate marketing is brought more clearly within the regulatory framework. Affiliate commerce relies on a third party promoting goods or services in exchange for commission or another economic benefit linked to consumer action. The legal concern is that consumers may interpret a paid commercial recommendation as an independent personal opinion. Transparency concerning the economic relationship between promoter and seller is therefore important. The new implementation framework emphasizes disclosure of roles, referral links or codes and responsibility for promotional information [9].

Seventh, consumer protection remains central. The Law on Protection of Consumers' Rights 2023 already recognizes enhanced responsibilities in remote and digital transactions, while the new e-commerce framework reinforces the consumer's right to information, complaint handling, personal-data protection and dispute-resolution mechanisms [3], [7]-[9]. Platforms can contribute to effective protection through transaction records, internal complaint channels, refund systems and seller traceability.

A difficult issue arises when sellers encourage consumers to move outside the platform's protected environment. Off-platform communication or payment may reduce fees, but it can also remove the transaction from mechanisms for verification, evidence preservation, refunds or complaints. A platform cannot reasonably guarantee every external transaction between persons who first met through its service. It can, however, take proportionate measures to warn users about the consequences of leaving protected systems and prevent deceptive practices that intentionally circumvent consumer safeguards.

Eighth, data governance is inseparable from modern e-commerce compliance. Platforms process identity data, purchasing behavior, payment information, location, communications and consumer preferences. Some processing is necessary for contract performance, fraud prevention and seller verification; other processing may be used for advertising, profiling or recommendation systems. The Data Law 2024 and the Law on Personal Data Protection 2025 therefore interact directly with duties imposed by e-commerce regulation [5], [6].

The relationship between traceability and privacy must be carefully managed. Regulatory requirements should not become a justification for unlimited data collection. Information should be collected for defined purposes, protected against unauthorized access and retained only for periods justified by law and legitimate compliance needs. Likewise, lawful requests by public authorities should be implemented through clear procedures that preserve accountability and data security.

Ninth, cross-border e-commerce creates persistent jurisdictional and enforcement difficulties. A foreign platform may have no conventional physical establishment in Vietnam while facilitating a large volume of transactions with Vietnamese consumers. Sellers, payment processors, logistics providers and data infrastructure may be located in different jurisdictions. The new regulatory framework recognizes cross-border activity as an important management issue because it implicates fair competition, consumer protection, financial obligations and compliance with Vietnamese law [7]-[9].

The practical problem is not merely whether Vietnamese law formally applies; it is whether obligations can be effectively enforced against entities whose management and technical infrastructure are located abroad. A balanced framework should focus on effective legal contact, accessibility to Vietnamese authorities, preservation of relevant transaction information and execution of lawful enforcement requests, while avoiding unnecessary localization requirements that could restrict legitimate digital trade.

Several broader challenges arise from the new framework. The first is defining the boundary of platform responsibility. A platform should clearly bear responsibility for its own failure to verify sellers, publish required rules, operate complaint mechanisms or act on sufficiently credible information about violations where the law requires action. It is more controversial whether the platform should be liable for every unlawful act of a third-party seller. Automatic liability could encourage excessive monitoring and defensive removal of lawful business activity.

Vietnamese law should therefore continue to clarify the connection between liability and factors such as actual knowledge, constructive knowledge, control, economic participation, systemic risk and failure to exercise mandatory due diligence. This approach would align responsibility with capacity and reduce uncertainty for both large and small platform operators. Comparative experience also supports differentiated intermediary duties rather than a single undifferentiated standard [12]-[14].

The second challenge concerns notice-and-action procedures. Complaints relating to unsafe products, counterfeit goods, misleading advertising or other unlawful content may require rapid intervention. Speed is important, but a notice should contain sufficient information to identify the product, seller and alleged violation. The platform should acknowledge receipt, preserve relevant electronic evidence and distinguish between temporary protective measures and a final finding. More complex disputes should allow the affected seller a reasonable opportunity to respond.

The third challenge is coordination among legal regimes. A single e-commerce transaction may involve consumer law, intellectual property, taxation, advertising, product quality, data protection and competition law. If every authority develops separate reporting demands and incompatible information formats, platforms face duplication while regulators receive fragmented data. Coordinated digital reporting standards and inter-agency protocols would improve both compliance and enforcement efficiency.

The fourth challenge concerns algorithmic commercial transparency. Platforms do not simply display goods neutrally. Ranking, recommendation, sponsored placement and commission structures may materially affect what consumers see. Transparency should therefore address the principal commercial factors influencing visibility, particularly where payment, sponsorship or platform affiliation affects ranking. This does not require disclosure of proprietary source code; it requires understandable disclosure of material commercial influences on consumer choice.

The fifth challenge is proportionality for smaller businesses. Compliance requirements often impose fixed costs. Large platforms can establish specialized legal, data and compliance teams, whereas smaller domestic platforms may have limited resources. Core duties concerning identification, consumer safety and cooperation with authorities should apply broadly, but highly complex monitoring and reporting obligations may reasonably be calibrated according to transaction volume, platform size, business model and systemic risk.

The sixth challenge is electronic evidence, especially in livestream commerce. Product representations may disappear after a broadcast, yet they can be decisive in a later dispute about quality, price or warranty. Platforms should preserve relevant livestream and transaction records for an appropriate period where sales occur through the broadcast. Evidence-retention rules should be standardized and harmonized with personal-data requirements so that preservation is sufficient for enforcement without becoming indefinite surveillance.

Several reform directions follow from this analysis. First, Vietnam should articulate clearer due-diligence standards linking platform responsibility to the platform's own conduct and regulatory capacity. Second, standardized notice-and-action rules should define the minimum content of notices, response procedures, evidence preservation and communication of outcomes. Third, a carefully designed safe-harbor mechanism could protect platforms from automatic liability for independent seller misconduct where they have properly verified sellers, maintained effective complaint systems, complied with lawful requests and acted reasonably after receiving credible notices.

Fourth, the legal system should strengthen electronic-evidence rules applicable to seller identity, transactions, complaints, account enforcement and commercial livestreams. Fifth, algorithmic commercial transparency should require disclosure of material ranking factors such as sponsorship, paid placement or platform affiliation without requiring disclosure of trade secrets. Sixth, implementation guidance should clarify the relationship among e-commerce law, consumer law, data law, advertising law and competition law in order to reduce inconsistent obligations.

Seventh, cross-border platform regulation should prioritize effective accountability rather than formal presence alone. Foreign platforms conducting substantial commercial activity directed at the Vietnamese market should maintain reliable channels for communication with regulators and consumers and respond to lawful requests concerning serious violations. Eighth, enforcement should be proportionate and graduated. Warnings, corrective orders, temporary restrictions, removal of specific content and financial sanctions can be calibrated according to seriousness, repetition and consumer risk, while stronger measures remain available for deliberate or systemic violations.

Finally, empirical assessment should accompany implementation. Because the E-Commerce Law and Decree No. 248/2026/ND-CP only became effective on 1 July 2026, long-term enforcement outcomes cannot yet be evaluated. Future research should examine data concerning seller verification, complaint volumes, account removals, consumer refunds, cross-border enforcement and administrative sanctions. Publication of aggregate statistics would support evidence-based reform and help determine whether compliance duties are effectively reducing fraud without imposing disproportionate costs.

Ultimately, platform law should seek to align responsibility with capacity. Digital platforms have become essential organizers of electronic markets, which justifies obligations greater than those imposed on purely passive communications infrastructure. At the same time, they should not be transformed into unconditional guarantors of all third-party transactions. The sustainable model is responsible intermediation: platforms must take reasonable and legally defined measures to know commercial actors, maintain transparent marketplaces, protect consumers, preserve necessary evidence and respond to identifiable risks.

3. CONCLUSION

Vietnam's adoption of the E-Commerce Law No. 122/2025/QH15 represents an important transition in the legal regulation of digital commerce. Together with Decree No. 248/2026/ND-CP, the Law creates a more comprehensive statutory framework and places greater responsibility on digital platforms operating within the electronic marketplace [7], [8]. The new model reflects the practical reality that platforms verify participants, structure commercial interactions, control visibility, retain information, establish marketplace rules and possess technical powers capable of limiting unlawful conduct.

Stronger duties concerning seller identification, information transparency, complaint handling, unlawful products, livestream commerce, affiliate marketing and cooperation with public authorities are therefore justified. They can improve traceability, protect consumers and reduce the competitive advantage of anonymous or non-compliant sellers. However, stronger responsibility must be accompanied by greater legal precision. Platform liability should depend on the nature of the platform, its level of control, its knowledge of the violation and its compliance with statutory due-diligence obligations.

Future implementation should concentrate on clear standards of platform due diligence, transparent notice-and-action procedures, preservation and use of electronic evidence, coordination among e-commerce, consumer, data and competition regulators, and effective mechanisms for cross-border enforcement. A proportionate approach should also distinguish large systemic platforms from smaller services where compliance capacity and market impact differ materially.

The objective of Vietnamese e-commerce law should consequently be neither unlimited intermediary immunity nor unlimited platform liability. It should establish a proportionate system in which legal responsibility follows economic function, technological control and regulatory capacity. With continued clarification and evidence-based implementation, the new framework can contribute to a transparent, competitive and trustworthy digital commercial environment in Vietnam.

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