

Special Alert

VIETNAM REFINES E-COMMERCE FRAMEWORK

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In December 2025, the National Assembly of Vietnam adopted the new Law on E-commerce (the “**E-commerce Law**”), elevating the regulation of e-commerce activities from a decree-based regime under Decree No. 52/2013/ND-CP (“**Decree 52**”) to a law-level statutory framework, with effect from 1 July 2026. This legislative upgrade signals a clear shift toward stricter supervision of digital platforms, enhanced consumer and data protection, and reinforced accountability of e-commerce stakeholders, particularly online marketplaces and cross-border service providers. For businesses conducting e-commerce activities in or into Vietnam, the Law is expected to introduce material compliance, operational, and governance implications, requiring early assessment and timely preparation ahead of its implementation.

Key Takeaways

- **A Stronger and Broader E-Commerce Regime:** Vietnam’s new E-commerce Law elevates regulation to a law-level framework with broader coverage, formally bringing livestream commerce and affiliate marketing within scope and signaling closer regulatory oversight of digital platforms.
- **Increased Scrutiny of Offshore Platforms:** Foreign e-commerce platforms targeting Vietnam may be required to register, appoint a local representative, or establish a local entity, while assuming greater responsibility for consumer protection and cross-border dispute handling.
- **Support Service Providers Also in Scope:** Logistics, payment, infrastructure, and electronic contract authentication providers are formally regulated, with obligations focused on transparency, consumer protection, regulatory cooperation, and, for contract authentication services, mandatory licensing.

General Updates

The E-commerce Law adopts a more concise yet expansive regulatory approach, enabling a broader and more

comprehensive governing scope compared to the previous decree-based regime. By elevating the regulation of e-commerce activities to a law-level instrument, the legislature has significantly strengthened the legal standing, stability, and enforceability of the regulatory framework, removing the prior reliance on amendments at the decree level.

Apart from re-codifying and refining existing concepts, the E-commerce Law formally expands its regulatory perimeter to cover emerging commercial models, notably livestreaming activities and affiliate marketing conducted on e-commerce platforms. In doing so, the Law places greater emphasis on the roles, responsibilities, and legal accountability of livestream person and other stakeholders involved in e-commerce activities, reflecting the authorities' increasing focus on platform-driven and influencer-led commerce.

At the same time, the E-commerce Law expressly excludes certain digital services from its scope, including banking services, intermediary payment services, securities trading services conducted on digital platforms, commodity exchanges, and online application stores, which remain subject to sector-specific legislation.

Under the E-commerce Law, the operation and management of intermediary e-commerce platforms, e-commerce-enabled social networks, and integrated e-commerce platforms continue to be classified as conditional market access sectors under Vietnam's investment laws for foreign investors. As such, further implementing guidance from the Government is anticipated, particularly in relation to market access conditions and licensing requirements applicable to offshore and foreign-invested e-commerce players.

New Concepts Introduced

Refined Definition of E-commerce Activities

The Law revises and streamlines the definition of *e-commerce activities* in a more concise manner, while preserving a broad and inclusive regulatory intent. Although shorter in form, the revised definition is drafted to encompass the full lifecycle of electronic transactions, ensuring that emerging business models and digital commercial practices remain within the Law's governing scope.

This approach reflects the legislator's intent to move away from a purely form-based definition toward a substance-driven framework capable of capturing evolving modes of online commerce.

“E-Commerce Platform” and Classification

A notable development is the formal introduction of the *E-Commerce Platforms* concept, under which the Law classifies platforms into the following categories:

- *Direct E-commerce Platforms*: This is a newly adopted term replacing the traditional concept of *sale e-commerce websites*. These platforms conduct commercial activities directly with consumers under their own name.
- *Intermediary E-commerce Platforms*: Meanwhile, this concept corresponds to what was previously referred to as

e-commerce trading floors, where the platform acts as an intermediary facilitating transactions between sellers and buyers.

- *Social Network Platforms Engaging in E-commerce Activities*: This concept covers social network platforms that integrate at least one of the following functions: online communication, online ordering, or livestream sales, for the purpose of supporting contract formation and the conduct of e-commerce activities.
- *Integrated E-commerce Platforms*: This newly introduced category refers to e-commerce platforms that allow the integration of other e-commerce platforms within their own ecosystem. Notably, this concept expressly excludes platforms that merely provide auxiliary e-commerce support services or online communication services to integrated e-commerce platforms.

Under the E-commerce Law, the livestream sales have been officially put under a particular regulatory framework. It demonstrates the intention to formally regulate livestream commerce, social commerce, and platform-based ecosystems that were previously addressed only indirectly or through sub-law guidance.

Foreign E-commerce Platform Conducting E-commerce Activities in Vietnam

The E-commerce Law also introduces a more granular framework for determining when *Foreign E-Commerce Platforms* are deemed to be conducting e-commerce activities in Vietnam. Under its Article 27, a Foreign E-Commerce Platform is considered to operate in Vietnam if it:

- is operated by a foreign organization legally established under foreign law; **AND**
- provides a mechanism allowing Vietnamese-language display, uses the Vietnamese national domain name “.vn”, or reaches a prescribed transaction threshold with buyers in Vietnam.

In such cases, the operator of the Platform is required to complete platform registration procedures with the competent state authority.

Notwithstanding, [foreign] Direct E-commerce Platforms without online ordering functions are excluded from the above scope. Otherwise, unless otherwise provided by law, it is required to appoint a Vietnamese legal entity under authorization, either before enabling Vietnamese-language display or using the “.vn” domain, or after reaching the transaction threshold with buyers in Vietnam. The same requirement applies to [foreign] Intermediary E-Commerce Platforms and Social Network Platforms engaging in e-commerce **without online ordering functions**.

For [foreign] Intermediary E-Commerce Platforms and Social Network Platforms engaging in e-commerce that have online ordering functions, as well as Integrated E-Commerce Platforms, the requirement to establish a legal entity in Vietnam is applied, either before enabling Vietnamese-language display or using the “.vn” domain, or after reaching the transaction threshold with buyers in Vietnam.

Management and Operation of E-commerce Platforms – Onshore and Offshore

Onshore

For onshore E-Commerce Platforms, the E-commerce Law distinguishes regulatory obligations based on platform typology. Operators of Direct E-Commerce Platforms with online ordering functions are required to carry out a **notification procedure** with the competent state authority prior to platform operation. Meanwhile, operators of Intermediary E-Commerce Platforms, Social Network Platforms engaging in e-commerce, and Integrated E-Commerce Platforms must be legally established entities in Vietnam, satisfy statutory conditions on platform management and operation, and complete a **registration procedure** with the competent authority before commencing operations.

In addition, depending on the specific platform type, platform operators are subject to distinct sets of responsibilities prescribed under the E-commerce Law. Detailed guidance on management and operational conditions is delegated to the Government.

Offshore

With respect to offshore E-Commerce Platforms falling within the scope of its Article 27, the Law largely applies a principle of functional equivalence, under which offshore platforms are required to comply with the same obligations applicable to their onshore counterparts of the corresponding platform type.

Beyond these baseline obligations, offshore platform operators are required to represent foreign sellers operating on their platforms in handling and resolving buyer complaints relating to goods and services provided by such foreign sellers, thereby reinforcing consumer protection and accountability in cross-border e-commerce activities.

E-commerce Support Services

E-commerce Law formally recognizes E-Commerce Support Services as an essential part of the e-commerce ecosystem. These services include *technical infrastructure services*, *logistics services*, *payment and intermediary payment services*, and *electronic contract authentication services*. By expressly identifying these categories, the Law extends regulatory attention beyond e-commerce platforms to entities that play a supporting yet critical role in the conduct and completion of online transactions.

Regulatory obligations applicable to e-commerce support service providers primarily focus on information transparency, consumer protection, and regulatory cooperation, rather than direct control over transactions. Accordingly, service providers are required to transparently disclose relevant service information, support and protect consumers using e-commerce platforms facilitated by their services, and coordinate with competent state authorities in inspection, supervision, and enforcement activities, including the prevention of smuggling, trade fraud, and counterfeit or infringing goods.

The provision of electronic contract authentication services is subject to a mandatory licensing requirement in accordance

with applicable laws and regulations. This requirement reinforces the legal validity and evidentiary reliability of electronic contracts and underscores the Law's emphasis on legal certainty in digital transactions.

Conclusion

The E-commerce Law demonstrates Vietnam's effort to refine the regulatory framework for the dynamic e-commerce sector. While a number of implementing details remain subject to further guidance, clear signals have been provided that e-commerce compliance will extend to offshore E-commerce Platforms as well as parties engaging in e-commerce activities thereon, apart from the operators themselves.

For e-commerce website/application notified/registered before the E-commerce Law's effective date, such platforms can continue to operate as-is until 30 June 2027. Same situation applies to organizations providing e-contract authentication services registered before 1 July 2026.

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