

## ELECTRONIC CONTRACTS AND CONSUMER PROTECTION IN VIETNAM'S E-COMMERCE: LEGAL FRAMEWORK, CHALLENGES, AND REFORM DIRECTIONS

### *CONTRATOS ELETRÔNICOS E PROTEÇÃO AO CONSUMIDOR NO COMÉRCIO ELETRÔNICO DO VIETNÃ: ESTRUTURA JURÍDICA, DESAFIOS E DIREÇÕES DE REFORMA*

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#### **Abstract**

This article examines the legal framework governing electronic contracts and consumer protection in Vietnam's e-commerce environment following the 2023 Law on Electronic Transactions and the 2023 Law on Protection of Consumer Rights, effective from 1 July 2024. Using a normative legal research method, the article analyses statutory design and implementation under Decree No. 55/2024/NĐ-CP and Decree No. 194/2025/NĐ-CP detailing a number of articles of the Law on Electronic Transactions regarding national databases, data connectivity and sharing, and open data for electronic transactions of state agencies. The study identifies three core regulatory challenges: securing informed consent in standard-form online contracts, clarifying overlaps between consumer law and personal data protection, and establishing accessible online dispute resolution. It argues that Vietnam's framework converges with key international reference points (UNCITRAL and OECD) but requires clearer coordination, stronger platform accountability, and a functional ODR mechanism to improve redress and trust. The article concludes with reform directions on transparency – by - design, proportionate sanctions, inter-agency coordination, and capacity-building for regulators and courts.

**Keywords:** Electronic Contracts. Consumer Protection. E-Commerce. Vietnam. Legal Reform. Online Dispute Resolution.

#### **Resumo**

*Este artigo examina o quadro jurídico que rege os contratos eletrônicos e a proteção do consumidor no ambiente de comércio eletrônico do Vietnã, na sequência da Lei de 2023 sobre Transações Eletrônicas e da Lei de 2023 sobre Proteção dos Direitos do Consumidor, em vigor desde 1 de julho de 2024. Utilizando um método de pesquisa jurídica normativa, o artigo analisa a concepção e a implementação estatutárias ao abrigo do Decreto n.º 55/2024/NĐ-CP e do Decreto n.º 194/2025/NĐ-CP, que detalham uma série de artigos da Lei sobre Transações Eletrônicas relativos a bases de dados nacionais, conectividade e partilha de dados e dados abertos para transações eletrônicas de agências estatais. O estudo identifica três desafios regulatórios centrais: garantir o consentimento informado em contratos online padrão, esclarecer as sobreposições entre a lei do consumidor e a proteção de dados pessoais e estabelecer uma resolução de disputas online acessível. Ele argumenta que a estrutura do Vietnã converge com os principais pontos de referência internacionais (UNCITRAL e OCDE), mas requer uma coordenação mais clara, uma responsabilidade mais forte da plataforma e um mecanismo funcional de ODR para melhorar a reparação e a confiança. O artigo conclui com orientações de reforma sobre transparência desde a concepção, sanções proporcionais, coordenação interagências e capacitação para reguladores e tribunais.*

**Palavras-chave:** Contratos Eletrônicos. Proteção ao Consumidor. Comércio Eletrônico. Vietnã. Reforma Jurídica. Resolução de Disputas Online.



## 1 INTRODUCTION

Over the past decade, the expansion of Vietnam's digital economy has fundamentally transformed commercial behaviour and legal practice. The rapid rise of online marketplaces, digital-wallet services, and cross-border e-commerce has redefined how contractual consent is expressed, recorded, and enforced. Electronic contracts—formed through one-click acceptance or algorithmic interaction—are now the dominant form of consumer transactions. This transformation compels the legal system to ensure that traditional principles of consent, fairness, and accountability remain meaningful in an automated environment.

Vietnam has actively modernised its legal framework to accommodate these developments. The 2023 *Law on Electronic Transactions* replaces the 2005 version, broadening its scope to all sectors, including those involving State agencies. The *Law on Protection of Consumer Rights* of the same year introduces an entirely new chapter devoted to digital transactions. Both statutes came into force on 1 July 2024, supported by two implementing decrees: (i) *Decree No. 194/2025/ND-CP* detailing a number of articles of the *Law on Electronic Transactions* regarding national databases, data connectivity and sharing, and open data for electronic transactions of state agencies; and (ii) *Decree No. 55/2024/ND-CP* guiding the *Law on Protection of Consumer Rights*; and (ii) *Decree No. 55/2024/ND-CP* guiding the Consumer Protection Law. Together they signal Vietnam's shift from fragmented regulation toward an integrated digital-governance regime.

At the international level, Vietnam's reforms correspond with key instruments such as the *UNCITRAL Model Law on Electronic Commerce (1996)*, the *UNCITRAL Model Law on Electronic Signatures (2001)*, and the *OECD Recommendation on Consumer Protection in E-Commerce (2016)*. These texts provide comparative benchmarks for principles of functional equivalence, reliability of data messages, and transparency in online transactions. Yet, despite normative alignment, enforcement practice in Vietnam remains inconsistent. Surveys by the Vietnam E-Commerce Association (VECOM 2024), reveal that fewer than half of consumers are aware of their digital-contract rights, and dispute-resolution mechanisms remain largely offline.

This article seeks to bridge the analytical gap between legislative design and enforcement reality. It addresses three guiding questions:

(1) How effectively do current Vietnamese laws regulate the formation, validity, and enforcement of electronic contracts?

(2) To what extent do these rules protect consumers in online environments dominated by standard-form contracts and data-driven business models?

(3) What reforms are needed to ensure transparency, accountability, and consumer trust in digital commerce?

To answer these questions, the paper applies a **doctrinal-normative legal method**, analysing Vietnamese statutes and decrees in light of international standards. It argues that Vietnam has established a strong legal basis for digital contracting but must now focus on institutional capacity, cross-regulatory coordination, and the creation of an effective Online Dispute Resolution (ODR) framework. The findings aim to contribute both to Vietnamese legislative development and to the broader ASEAN discussion on harmonising digital-contract governance.

## 2 METHODOLOGY

This research employs the **normative or doctrinal legal method**, which is the primary analytical framework in legal scholarship adopted by the *Journal of Indonesian Legal Studies*. The study focuses on interpreting and systematising the existing legal norms governing electronic contracts and consumer protection in Vietnam. It analyses statutory texts, implementing decrees, and secondary sources to evaluate the consistency, adequacy, and enforceability of the current legal framework.

### 2.1 Research type and approach

The study is a **qualitative legal analysis**, examining how statutory and regulatory provisions reflect theoretical principles of contract law and consumer rights. The doctrinal approach allows identification of legal gaps and overlaps among the *Law on Electronic Transactions 2023*, the *Law on Protection of Consumer Rights 2023*, and their implementing decrees—particularly *Decree No. 55/2024/NĐ-CP* and the *Decree on*

*National Databases, Data Connectivity, and Open Data for Electronic Transactions of State Agencies.*

The analysis also adopts a **comparative-referential approach**, referencing international instruments such as the *UNCITRAL Model Law on Electronic Commerce (1996)*, the *UNCITRAL Model Law on Electronic Signatures (2001)*, and the *OECD Recommendation on Consumer Protection in E-Commerce (2016)*. These texts provide interpretive guidance for evaluating Vietnam's convergence with global best practices.

## **2.2 Sources of data**

Primary data consist of statutory instruments, governmental decrees, and official reports from the Ministry of Industry and Trade and the Vietnam E-Commerce Association (VECOM). Secondary data include academic articles, OECD and UNCTAD studies, and relevant jurisprudence illustrating international models of electronic contracting and online dispute resolution. All materials were collected from authentic legal databases and peer-reviewed sources to ensure validity and reliability.

## **2.3 Analytical techniques**

Legal interpretation and content analysis are employed to evaluate the internal coherence of Vietnamese regulations and their alignment with international standards. The research identifies (i) normative consistency between domestic and international provisions; (ii) practical implications for contract formation, data protection, and consumer redress; and (iii) regulatory gaps requiring reform. The reasoning is deductive, proceeding from general legal principles to specific Vietnamese regulations, followed by evaluative synthesis and policy recommendations.

## **2.4 Scope and limitations**

The scope of analysis covers Vietnamese legislation and implementing decrees effective as of July 2024. The paper does not conduct empirical surveys but draws on official data and prior empirical studies (e.g., VECOM 2024) to contextualise the

doctrinal findings. This limitation ensures focus on legal reasoning and normative evaluation rather than behavioural data collection.

Through this methodological design, the study aims to provide a systematic, accurate, and comparative understanding of Vietnam’s legal response to challenges in electronic contracting and consumer protection, contributing to the regional discourse on digital governance.

### 3 RESULTS AND DISCUSSION

#### 3.1 Legal framework for electronic contracts in Vietnam

The 2023 *Law on Electronic Transactions* marks a structural turning point in Vietnam’s digital legal infrastructure. For the first time, the law applies horizontally to all sectors—including administrative, civil, commercial, and financial transactions—creating a general regime of legal equivalence between data messages and paper documents. This principle of *functional equivalence* mirrors Article 5 of the UNCITRAL Model Law (1996).

Articles 8–22 of the Vietnamese law articulate essential elements of electronic contracting: authenticity, integrity, accessibility, and reliability of data messages. An electronic contract is considered valid once the offer and acceptance are recorded through an information system capable of retaining a verifiable electronic record. This ensures that intent and consent can be demonstrated *ex post facto*, consistent with international standards on “digital assent.”

The accompanying **Decree on National Databases and Open Data (2024)** gives concrete operational value to these principles. It defines state-managed digital repositories, data-sharing gateways, and authentication mechanisms that enable cross-platform recognition of digital identities. From the standpoint of contract enforcement, these mechanisms provide the technological “trust layer” necessary for the recognition of electronic signatures and digital certificates. They also reduce evidentiary uncertainty, which in practice has been a major obstacle to enforcing electronic contracts in Vietnamese courts.

However, the coexistence of different technical standards and authentication providers still leads to fragmentation. For example, the 2024 Decree allows both public-key infrastructure (PKI) and other “reliable methods” of verification without uniform technical specifications. This flexibility is useful for innovation but can produce evidentiary ambiguity when disputes arise. Therefore, harmonisation—possibly through reference to UNCITRAL Technical Notes on Electronic Commerce (2017)—is recommended to secure cross-sector interoperability. **As noted by Nguyễn Thị Hồng Vân (2022), Vietnam’s legal framework for electronic transactions remains primarily technical, with limited attention to consumer rights in digital spaces.** This observation highlights the need to integrate consumer-protection principles directly into the architecture of electronic-contract regulation.

### 3.2 Consumer protection under the 2023 law and decree No. 55/2024/NĐ-CP

The **Law on Protection of Consumer Rights (2023)** and its implementing **Decree No. 55/2024/NĐ-CP** represent Vietnam’s most comprehensive reform since 2010. Chapter IV of the law introduces a specific regime for the *digital environment*, recognising that online transactions create asymmetry of information and bargaining power.

Key obligations introduced by the 2024 Decree include

**(i) Transparency of Contract Formation:** Traders must ensure that electronic contract terms are presented in a clear, legible, and accessible form before consumers give consent. Pre-checked boxes or “silent acceptance” mechanisms are deemed invalid.

**(ii) Registration of Standard Form Contracts:** All contract templates and general trading conditions used in e-commerce must be registered with the Ministry of Industry and Trade (MOIT). This measure aligns with OECD (2022) guidelines on the accountability of online platforms.

**(iii) Right of Withdrawal:** Consumers may unilaterally terminate online contracts within a cooling-off period if they were misled or if essential information was not disclosed.

(iv) **Platform Liability:** Intermediary service providers—such as e-commerce marketplaces and digital-wallet operators—bear joint responsibility with merchants for false or deceptive representations.

The Decree also clarifies the roles of regulatory agencies, empowering MOIT to conduct digital-platform audits and impose administrative penalties for non-compliance. Compared with the EU Directive 2011/83/EU, Vietnam’s framework adopts a similar balance between contractual freedom and consumer welfare, yet enforcement remains primarily administrative rather than judicial.

### 3.3 Legal and practical challenges

#### (a) Informed Consent and Standard Form Contracts

In practice, Vietnamese consumers often “accept” terms through one-click confirmation without reading lengthy conditions. **Empirical findings from Vũ Hoàng Nam (2021) confirm that most online users are unaware of the enforceability of electronic contracts, highlighting the need for consumer education.** Hillman and Rachlinski (2002) similarly warn that such presumed assent undermines genuine agreement.

Becher and Zarsky (2008) further note that online participation rarely compensates for information asymmetry. Although Decree 55 prohibits pre-ticked consent boxes, enforcement is weak because compliance inspections are sporadic and reactive. A statutory presumption that unread standard clauses are unenforceable—similar to Article 6 of the EU Directive—would improve consumer protection.

#### (b) Data Protection and Cross-Regulatory Overlap

One of the prominent issues is the overlap between Decree No. 13/2023/ND-CP on the protection of personal data and the 2023 Law on Protection of Consumer Rights.<sup>1</sup> Both instruments address the collection and processing of consumer data, but they allocate enforcement to different bodies (Ministry of Public Security vs MOIT). Without a coordination mechanism, overlapping jurisdiction could allow data breaches to escape

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<sup>1</sup> Vo Anh Phuc & Hoang Mai Thanh Truc. (2025), Consumer protection law in e-commerce in Vietnam. *Lac Hong University Journal of Science*, pp. 18–25.

sanction. Integrating privacy obligations into consumer-law supervision—through a joint MOIT–MPS protocol—would align Vietnam’s framework with OECD and APEC data-governance standards.

*(c) Dispute Resolution and Redress*

Vietnam currently lacks a dedicated **Online Dispute Resolution (ODR)** platform.

Vietnam currently lacks a dedicated Online Dispute Resolution (ODR) platform. **According to Tran Viet Dung (2021), building an Online Dispute Resolution (ODR) mechanism consistent with EU practice is essential to ensure trust in Vietnam’s e-commerce ecosystem.** Decree 55 mentions electronic complaint portals but provides no procedural rules or technical architecture, limiting the accessibility of redress. As UNCTAD (2021) observes, absence of low-cost online redress undermines consumer trust. By contrast, the EU’s ODR Platform (Reg. 524/2013) allows cross-border mediation within 90 days. Vietnam could adopt a similar model, perhaps under MOIT supervision, integrating e-signature verification and real-time communication tools.

*(d) Judicial Recognition and Evidentiary Value*

Although the Civil Procedure Code (2015) recognises electronic evidence, many courts still demand printed copies or physical witnesses (Vo Anh Phuc & Hoang Mai Thanh Truc, 2025). Judicial training and technical capacity must be enhanced to handle digital evidence, particularly metadata and blockchain-based records. The Supreme People’s Court could issue guidelines on admissibility and burden of proof in electronic contracts, drawing on OECD (2022) and UNCITRAL practice notes.

*(e) Institutional Capacity and Public Awareness*

Consumer awareness of online rights remains limited. According to VECOM (2024), only 42% of Vietnamese online consumers know how to lodge a complaint electronically. Government campaigns should complement regulatory reform with digital-literacy initiatives targeting rural users and elderly consumers.

### **3.4 Comparative insights and regional relevance**

Vietnam’s reforms reflect a gradual convergence with ASEAN and OECD models but retain distinct features. ASEAN Guidelines (2023) emphasise “co-regulation” between government and industry, whereas Vietnam still relies heavily on administrative

enforcement. Introducing voluntary codes of conduct for platforms—under state oversight—could bridge this gap.

From a comparative standpoint, Indonesia's *ITE Law (2008, amended 2016)* shares many concepts with Vietnam's new framework, such as recognition of electronic signatures and platform liability. Thus, Vietnam's experience adds to the regional dialogue on digital contract governance and could serve as a reference for harmonising ASEAN consumer law.

### 3.5 Reform directions

Based on an analysis of the gaps and challenges within the current legal framework, the following priority reform directions can be identified to enhance the effectiveness and integration of Vietnam's laws regarding electronic contracts and consumer protection:

**Enacting unified regulations on electronic contracts:** It is essential to develop a specialized decree or circular that consolidates regulations on the conclusion, authentication, and storage of electronic contracts, which are currently scattered across various legal documents (Nguyen Ngoc Minh, 2024). This framework should apply universally to commercial, civil, and administrative sectors to ensure transparency and legal interoperability.

**Establishing an Online Dispute Resolution (ODR) platform:** Vietnam should urgently establish a national ODR portal integrated with the Ministry of Industry and Trade's e-commerce management system. This portal would allow consumers to file complaints, engage in dialogues, and undergo online mediation within a short timeframe (e.g., 10 days), thereby reducing costs and increasing the efficiency of rights protection.

**Strengthening inter-agency coordination:** An inter-disciplinary task force comprising the Ministry of Industry and Trade, the Ministry of Public Security, and the Ministry of Information and Communications should be established. This group would coordinate the monitoring and handling of violations related to personal data, commercial fraud, and consumer rights, overcoming current overlaps and improving enforcement efficiency.

Enhancing contract transparency through user-friendly design: Legislation should require e-commerce platforms to display intuitive icons for critical terms, such as refund policies, delivery times, and complaint channels. This “transparency by design” approach will help consumers easily access information and make informed decisions.

Applying flexible and proportionate sanctions: A sanctioning mechanism based on the principle of proportionality relative to a platform's scale and revenue should be developed. This ensures deterrence without stifling innovation, aligning with international OECD practices in digital platform regulation.

Improving the capacity of enforcement agencies and courts: Specialized training programs on electronic evidence, digital contracts, and consumer protection are necessary for management officials, inspectors, and judges. Enhancing both technical and legal expertise will ensure consistency in adjudication and strengthen public trust in the legal system.

#### 4 CONCLUSION

Vietnam's digital-contract regime has developed rapidly through the enactment of the 2023 *Law on Electronic Transactions* and the 2023 *Law on Protection of Consumer Rights*, followed by their 2024 implementing decrees. This reform package demonstrates substantial convergence with international frameworks such as the UNCITRAL Model Laws and the OECD Recommendation on Consumer Protection in E-Commerce. The new legislation provides a robust foundation for recognising electronic consent, ensuring the legal validity of data messages, and enhancing consumer protection in online marketplaces.

Nevertheless, fragmentation persists among different regulatory domains—electronic contracting, consumer rights, and personal data governance - leading to overlapping mandates and gaps in enforcement. Institutional coordination, particularly between the Ministry of Industry and Trade and the Ministry of Public Security, remains the central challenge.

To strengthen effectiveness, Vietnam should prioritise three dimensions of reform. First, develop a unified and transparent mechanism for informed consent, ensuring that consumers can meaningfully agree to contractual terms online. Second,

clarify the responsibilities and liabilities of e-commerce platforms through binding codes of conduct and proportionate sanctions. Third, establish a functional Online Dispute Resolution (ODR) system to provide accessible redress and reinforce consumer trust.

Ultimately, Vietnam's experience illustrates how a developing digital economy can adopt international norms while adapting them to local governance realities. Sustained commitment to enforcement, transparency, and institutional learning will determine whether these legislative advances translate into genuine protection and confidence for consumers in the country's rapidly expanding e-commerce ecosystem.

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### **Authors' Contribution**

All authors contributed equally to the development of this article.

### **Data availability**

All datasets relevant to this study's findings are fully available within the article.

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