

PERFORMANCE OF SALES CONTRACTS THROUGH E-COMMERCE PLATFORMS UNDER CHINESE LAW AND SUGGESTIONS FOR VIETNAM

EXECUÇÃO DE CONTRATOS DE VENDA ATRAVÉS DE PLATAFORMAS DE COMÉRCIO ELETRÔNICO SOB A LEI CHINESA E SUGESTÕES PARA O VIETNÃ

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ABSTRACT

This article analyzes the implementation of goods purchase and sale contracts through e-commerce trading floors according to Chinese law. Accordingly, Chinese law establishes clear regulations on the responsibilities and obligations of parties involved in sales contracts on e-commerce platforms, including contract confirmation mechanisms and measures to protect consumers on these platforms. Drawing from China's experience, the article suggests various solutions to improve Vietnamese law, such as clarifying the responsibilities of parties in e-commerce contracts, establishing secure confirmation and verification processes, enhancing dispute resolution mechanisms, and enforcing regulations on consumer protection and quality control of goods.

Keywords: E-commerce contract performance; E-commerce platforms; China's E-commerce Law; Vietnam's Electronic Transactions Law; Consumer protection.

RESUMO

Este artigo analisa a implementação de contratos de compra e venda de bens por meio de pregões de comércio eletrônico de acordo com a lei chinesa. Consequentemente, a lei chinesa estabelece regulamentações claras sobre as responsabilidades e obrigações das partes envolvidas em contratos de venda em plataformas de comércio eletrônico, incluindo mecanismos de confirmação de contrato e medidas para proteger os consumidores nessas plataformas. Com base na experiência da China, o artigo sugere várias soluções para melhorar a lei vietnamita, como esclarecer as responsabilidades das partes em contratos de comércio eletrônico, estabelecer processos seguros de confirmação e verificação, aprimorar mecanismos de resolução de disputas e aplicar regulamentações sobre proteção ao consumidor e controle de qualidade de bens.

Palavras-chave: Desempenho de contrato de comércio eletrônico; Plataformas de comércio eletrônico; Lei de comércio eletrônico da China; Lei de transações eletrônicas do Vietnã; Proteção ao consumidor.



INTRODUCTION

In recent years, the rapid development of e-commerce has profoundly transformed the ways consumers buy and exchange goods. Consumers can access products and services with just a few online actions, which is significantly more convenient than traditional methods of buying goods. In Vietnam, as in many other countries, e-commerce has become increasingly important, especially by enabling small and medium-sized enterprises to access the market more quickly (Vu Thi Huong Tra et al., 2023). However, the performance of sales contracts through e-commerce platforms requires a specific and suitable legal framework to ensure transaction security, protect the rights of all parties, and minimize disputes. Consequently, establishing a robust legal mechanism for sales contracts on e-commerce platforms is an urgent requirement that all nations must prioritize.

China is a pioneer in e-commerce development, with major platforms like Alibaba and JD.com, and has promptly established a comprehensive legal framework for this field (Yan, 2019). The Chinese E-commerce Law clearly defines the rights and obligations of parties involved in sales contracts on e-commerce platforms, strengthens the responsibilities of e-commerce platforms, and sets measures to ensure safe and secure contract formation and execution (Hongfei, 2017). Additionally, China has developed specific dispute resolution mechanisms, outlining the platform's responsibilities to assist consumers in disputes, covering refunds, exchanges, and compensation, which has fostered trust and stability in the market (Vlasenko, Anastasia A., and Galina G. Goloventchik, 2022).

In contrast, while Vietnam has developed legal regulations on e-commerce, they remain insufficiently detailed and stringent to govern the performance of sales contracts on e-commerce platforms. This shortfall is a primary factor increasing the risks of fraud and disputes on e-commerce platforms, affecting the rights of parties in contracts. Therefore, Vietnam should learn from China's legal mechanisms for sales contracts on e-commerce platforms to enhance its own e-commerce legal framework, addressing existing challenges, protecting the rights of all parties, and promoting sustainable development in the market.



RESULTS AND DISCUSSION

Principles for the Performance of E-commerce Contracts under Chinese and Vietnamese Law

In performing e-commerce contracts, both China and Vietnam have established fundamental principles to ensure the rights of parties, transparency in transactions, and sustainable development of the e-commerce market. The legal systems of both countries set out essential principles, including freedom of contract, consumer protection, and transparency, integrity, and security in e-commerce transactions. In particular, China applies the principles for contract formation and performance in e-commerce in accordance with the General Principles of the Civil Law of the People's Republic of China and other laws such as the Contract Law and the Electronic Signature Law of the People's Republic of China (Article 47 of the Chinese E-commerce Law). The Chinese E-commerce Law also reaffirms general principles for engaging in e-commerce, such as the principles of voluntariness, equality, fairness, and integrity, in compliance with the law and business ethics (Article 5 of the Chinese E-commerce Law 2018). Additionally, it mandates openness, fairness, and objectivity in creating platform service agreements and transaction rules for e-commerce platform operators (Article 32 of the Chinese E-commerce Law 2018).

Similarly, Vietnamese law prescribes e-commerce contract principles based on the Civil Code and other relevant laws, notably emphasizing the freedom to contract and the protection of consumer rights (Article 26 of Decree 52/2013/ND-CP). The 2023 Law on Electronic Transactions also stipulates principles for the formation and performance of electronic contracts, emphasizing information integrity and security (Clause 2, Article 36 of the Law on Electronic Transactions 2023), which is crucial for contracts formed electronically, including those on e-commerce platforms.

Firstly, the principle of freedom of contract is considered a crucial element in the performance of e-commerce contracts in both China and Vietnam (Quang, 2019). Under this principle, parties involved in transactions are free to negotiate contract terms, provided that these terms do not violate the law or contravene social ethics (Hieu, 2024). This allows parties to determine essential terms such as pricing, delivery



conditions, payment methods, and warranty provisions according to the needs and circumstances of each transaction. The principle of freedom of contract not only reflects flexibility in e-commerce transactions but also encourages parties to innovate and leverage the advantages of the digital environment to create agreements that fulfill specific commercial needs.

In addition, the principle of consumer protection serves as an essential legal foundation for ensuring fairness and safeguarding the interests of buyers in e-commerce transactions (Cuong, 2022). E-commerce transactions occur entirely in a digital environment and often lack direct contact, which may place consumers at a disadvantage compared to traditional transactions. To mitigate risks such as mismatches between products and descriptions, poor quality, or unfavorable contract terms, the laws of both China and Vietnam have established specific provisions to protect consumer rights. These provisions include the right to refunds, exchanges, and compensation for damages when products fail to meet agreed standards. Consequently, these regulations help protect consumers, strengthen buyer confidence in e-commerce, and encourage the healthy and sustainable growth of the digital marketplace.

Finally, the principle of openness, transparency, and security is essential for establishing a trustworthy online transaction environment. Both China and Vietnam require e-commerce platforms and participants to disclose information related to products, services, and transaction terms, allowing consumers sufficient information to make purchasing decisions aligned with their needs and preferences (Linh, 2023). Additionally, online platforms and participants are responsible for ensuring information security and implementing protective measures during transactions. These measures not only protect the rights of the parties but also prevent fraudulent practices, minimize risks, and reduce legal conflicts in the e-commerce transaction process.

Compliance with and implementation of these principles demonstrate the essential role of law in regulating e-commerce activities in both China and Vietnam. These principles not only contribute to protecting the rights of parties in transactions but also help build trust in the e-commerce market, promoting the sustainable and stable development of the digital economy in the era of Industry 4.0.



Chinese Law on the Performance of Sales Contracts on E-commerce Platforms *Provisions on the Rights and Obligations of Parties in E-commerce Contracts*

The rights and obligations of parties in e-commerce contracts in China are clearly defined to maintain transparency and security in online transactions. In the e-commerce environment, the main participants include the seller, the buyer, and the platform, each with specific roles and responsibilities to ensure smooth transactions and maximum protection of the rights of all parties. Article 595 of the 2020 Civil Code of China stipulates that a sales contract is one where the seller is obliged to transfer ownership of goods, and the buyer is obliged to make payment. However, in the e-commerce context, these rights and obligations are supplemented with specialized provisions to safeguard the interests of participants and maintain transparency and security in transactions (Huang, 2019).

Firstly, for the seller, Article 17 of the 2018 Chinese E-commerce Law mandates that the seller must disclose product or service information accurately, honestly, and promptly. This information includes product name, price, quality, warranty conditions, and return process. This requirement is mandatory and serves as the basis for consumers to make transparent purchasing decisions. For instance, in a prominent case in 2017, the e-commerce platform Taobao faced numerous consumer complaints when many products were advertised as genuine but turned out to be counterfeit (Hongfei Y., 2017). These products were sold at higher prices than standard goods, leading to economic losses for consumers who paid for substandard items. Under pressure from consumers and authorities, Taobao reimbursed affected customers and implemented stricter product information control measures, requiring sellers to provide quality certificates and brand authentication.

Additionally, the seller is responsible for implementing after-sales policies such as returns and refunds if the product fails to meet specified standards (Zhao, 2022). For example, in 2019, on the JD.com platform, a consumer purchased a phone that, upon receipt, was found to be a non-authentic version contrary to the advertisement. Following the consumer's complaint, JD.com fully refunded the customer and tightened the management of information provided by sellers (Zheng, Kangning, Zuopeng Zhang, and Bin Song, 2020). Thus, sellers in the e-commerce environment must adhere to



commitments regarding product quality and truthful information disclosure, or they will be held accountable for any damages sustained by consumers.

For the buyer, this party has the right to request a refund, exchange, or file a complaint if the product does not match its description or fails to meet quality standards (Article 24 of the 2014 Consumer Protection Law). This right protects consumers, especially in the online environment where buyers cannot directly inspect goods before receiving them. There have been many cases where consumers purchase products on e-commerce platforms only to receive items of poor quality, entirely different from the images and descriptions on the platform. In such instances, consumers have the right to file complaints, and the e-commerce platform is responsible for requiring the supplier to issue a refund and allowing the buyer to return the product without incurring shipping fees (Zhao, 2022). This provision not only provides consumers with an opportunity to protect their rights but also compels sellers and platforms to uphold quality commitments, thereby creating a safe and reliable e-commerce environment.

Beyond basic rights, buyers also have the right to lodge complaints directly with the platform or regulatory authorities if they discover fraudulent activities or misleading information from the seller. An example of this right is a case involving a group of consumers in Shanghai who found a supplier on Tmall selling beauty products containing harmful substances, despite the products being described as “natural” on the platform. After complaints were filed, Tmall was required to remove the violating product, refund customers, and pay fines imposed by regulatory authorities (Hootsuite and We Are Social, 2021). These regulations illustrate that China places great emphasis on protecting consumer rights, holding sellers and platforms strictly accountable for product quality and transparency.

As an intermediary, the e-commerce platform must also comply with significant legal obligations to ensure transaction validity and security. According to Article 27 of the 2018 Chinese E-commerce Law, platforms must require sellers to provide information on the seller’s identity and on goods or services as stipulated by law. Additionally, e-commerce platforms are responsible for establishing a management and verification system for product information to help reduce fraud risks or misinformation. A prominent example is the 2019 case involving Pinduoduo, where the platform faced consumer complaints due to numerous counterfeit products, causing many customers to purchase substandard items (Younghoon Chang, 2019). Under



pressure from the public and regulatory authorities, Pinduoduo had to implement stricter control measures, including verifying suppliers' business licenses, closely monitoring product information, and enhancing its refund and return mechanisms. Moreover, Pinduoduo was required to compensate affected consumers, demonstrating that the legal responsibility of the platform extends beyond merely providing a trading platform to actively protecting consumers from fraudulent practices.

Additionally, Article 61 of the 2018 Chinese E-commerce Law mandates that platforms must actively assist consumers in protecting their legitimate rights and interests. For instance, in 2020, the Tmall platform was fined by Beijing authorities for failing to promptly support consumers in a dispute with a seller over incorrect product delivery (Ye, Josh, 2020). Tmall did not fully meet the buyer's request, causing harm to the customer and resulting in legal liability for the platform. This case clearly illustrates the duty of e-commerce platforms to protect consumer rights and ensure transparency in e-commerce transactions.

These regulations establish a clear system of responsibilities and rights, protecting the interests of all parties in e-commerce transactions. For consumers, these provisions ensure they are protected when shopping online, have the right to file complaints, request refunds, and receive support in case of disputes. For sellers, the requirements for transparent information disclosure and return policies compel them to maintain product quality and uphold commitments to consumers (Wang, 2017). Finally, platforms are responsible for ensuring a safe and transparent trading environment, thereby contributing to the sustainable development of e-commerce in China.

Provisions on Contract Confirmation and Performance in the E-commerce Environment

In the e-commerce environment, the process of contract confirmation and performance requires a higher level of security and authenticity compared to traditional contracts due to the unique nature of online transactions. Chinese law has established strict regulations on methods of contract confirmation and requirements related to ensuring product quality and order fulfillment. These regulations aim to protect



consumer rights and ensure that the parties involved comply with the commitments outlined in e-commerce contracts.

The method of contract confirmation is stipulated in Article 491 of the 2020 Civil Code of China, which provides that a contract may be concluded through electronic means such as email, text messages, or other digital platforms as agreed by the parties. Article 491 also affirms that these methods of confirmation hold the same legal validity as traditional methods, such as handwritten signatures, enabling the parties to use modern authentication technology to enhance security and confidentiality. Regarding electronic signatures, Article 13 of China's Electronic Signature Law states that an electronic signature has the same legal effect as a handwritten signature when it meets conditions such as ensuring the uniqueness of the owner and enabling verification of the parties' identities. This provision helps protect the rights of the parties in transactions while reducing disputes over the contract's authenticity.

For instance, on the Tmall e-commerce platform, suppliers are required to sign electronic contracts with the platform before registering their business and listing products for sale. Through electronic signatures, Tmall verifies the identity of sellers and ensures compliance with the platform's e-commerce policies, including regulations on product quality, warranty services, and delivery times (Wang, Jian, 2017). This process not only helps Tmall maintain transparency in transactions but also ensures that consumers are protected when shopping on the platform. In practice, by using electronic signatures, Tmall can quickly handle consumer complaints when disputes arise over product quality or warranty terms.

Additionally, a one-time password (OTP) is another commonly used method of electronic contract confirmation in e-commerce transactions in China. E-commerce platforms such as JD.com and Pinduoduo require users to authenticate with OTP when making payments or completing transactions, especially for high-value transactions (Guo, 2023). An OTP is a randomly generated character string that is only valid for a short period, preventing fraudulent actions and ensuring that transactions are genuinely made by the account holder. In cases where consumers accidentally reveal their account information to a third party who then gains unauthorized access to the e-commerce platform to make purchases, the platform will request an OTP and send an authentication code to the account holder's phone number, thus promptly preventing



fraudulent transactions. The application of OTP has proven effective in ensuring consumer safety and reducing fraud risks in e-commerce.

Beyond contract confirmation, Chinese law also stipulates the seller's responsibility for ensuring product quality and order fulfillment to protect consumers and maintain the reputation of e-commerce platforms (Luo K., 2016). According to Article 615 of the 2020 Civil Code of China, the seller is obligated to deliver goods that meet the agreed-upon quality standards and within the specified delivery time in the contract. If the seller fails to fulfill commitments regarding quality and timing, the buyer has the right to demand compensation and other remedies. This is particularly important in the context of e-commerce transactions, where disputes over product quality or delivery times are common.

For instance, a notable case in 2019 involved Pinduoduo, where a group of consumers complained about product quality after receiving electronic items that did not match the descriptions and images advertised on the platform. The products were described as "genuine," but they fell short of standards, with many components either malfunctioning or of poor quality (Younghoon Chang, 2019). After receiving the complaints, Pinduoduo required the supplier to issue refunds to the affected customers and imposed fines for violating quality standards. Pinduoduo also adopted stricter management measures, including verifying suppliers' quality certificates and implementing random product inspection policies to ensure quality. This case highlights the importance of sellers fulfilling quality commitments to protect both the platform's reputation and consumer rights.

Moreover, in high-value e-commerce transactions or those involving specific products such as electronics, delivery time is also a crucial factor. The 2018 Chinese E-commerce Law mandates that sellers adhere to the delivery time agreed upon with the buyer. If delivery times are violated, buyers have the right to lodge complaints or request compensation. For example, if a consumer purchases an item on an e-commerce platform but the delivery is delayed beyond the committed date, the platform is responsible for compensating the consumer and adjusting warehouse control procedures to prevent similar issues in the future. This demonstrates the importance of adhering to delivery timelines in e-commerce and the responsibility of platforms to ensure the accuracy of information regarding delivery times, thereby protecting consumer rights.



The regulations on contract confirmation and performance in the e-commerce environment in China not only help reduce legal risks but also ensure that the rights of all parties in online transactions are safeguarded. Confirmation methods such as electronic signatures, OTPs, and quality assurance measures have enabled China to create a safe, transparent, and trustworthy e-commerce environment. These regulations are valuable lessons for e-commerce platforms and businesses in China and serve as an important reference for Vietnam in developing and refining its e-commerce legal framework, fostering sustainable market development, and protecting consumer rights.

Legal Liability and Dispute Resolution in E-commerce Transactions

In the e-commerce environment, legal liability and dispute resolution mechanisms play a critical role in ensuring consumer rights and maintaining order and stability in the e-commerce market. In China, legal regulations on liability and dispute resolution in e-commerce are clearly stipulated in the 2020 Civil Code of China and the 2018 Chinese E-commerce Law to protect consumers and bind the responsibilities of all parties involved in transactions. These legal provisions not only help handle disputes effectively but also promote the sustainable development of the e-commerce market.

Firstly, Article 584 of the 2020 Civil Code of China stipulates that when one party to a contract fails to fulfill the committed obligations, the aggrieved party has the right to claim damages. This means that if either the seller or the buyer breaches the contract terms and causes harm to the other party, the aggrieved party may seek compensation. This provision applies to e-commerce contracts, helping to protect the rights of both parties and reduce risks arising in transactions. Additionally, dispute resolution in e-commerce can be conducted through various methods such as negotiation, settlement, requests for mediation from consumer organizations, industry associations, or other legally established mediation organizations, filing complaints with relevant departments, arbitration, or litigation (Article 60 of the 2018 Chinese E-commerce Law). Chinese law encourages the use of negotiation and mediation, and e-commerce platforms are responsible for supporting and participating in the dispute resolution process between buyers and sellers. This is one of the mandatory requirements for e-commerce platforms to maintain fairness and transparency in



transactions. The responsibility of platforms is not only to provide a marketplace but also to ensure that disputes can be resolved fairly and promptly.

Additionally, Article 24 of the 2014 Consumer Protection Law provides for consumer protection measures, particularly in cases where goods do not meet standards or match descriptions. Consumers have the right to request refunds, exchanges, or even claim compensation if they encounter low-quality products or products that do not meet initial commitments. This provision ensures that consumers are not subject to losses during e-commerce transactions, especially when they do not have the opportunity to directly inspect products before receiving them. Through this regulation, China has protected consumers and held e-commerce platforms accountable in cases of fraud or misconduct by suppliers. Furthermore, Chinese law includes specific provisions regarding the legal responsibilities of platforms in protecting consumer information and handling disputes. Article 30 of the 2018 Chinese E-commerce Law stipulates that platforms must ensure the safety of consumers' personal information and implement necessary security measures to prevent information leaks or invasions of user privacy. For example, the e-commerce platform Pinduoduo faced multiple complaints from customers due to unauthorized disclosure of personal information during order processing. After regulatory intervention, Pinduoduo was required to enhance its security measures and compensate affected customers (Xintian, W., & Xiangdong, W., 2019). This incident underscored the importance of complying with personal information security regulations and highlighted the responsibility of platforms in protecting consumer rights and safety in e-commerce transactions.

Finally, regarding the right of parties in e-commerce sales contracts to request arbitration or initiate lawsuits, Chinese law permits consumers to have effective legal means to claim their rights when informal solutions prove ineffective. A notable case occurred in 2020, when a customer filed a lawsuit against the e-commerce platform Xiaohongshu (Little Red Book), alleging that an electronic product purchased from the platform did not meet standards, and that the platform failed to provide sufficient support when the dispute arose. As a result, the court ordered Xiaohongshu to compensate the customer and committed the platform to improve its dispute resolution procedures (Lin, Baodeng, and Binqiang Shen, 2023). This lawsuit not only reinforced



consumer rights but also pushed e-commerce platforms to more rigorously comply with legal regulations, especially in handling disputes and protecting consumer rights.

The legal regulations on liability and dispute resolution in e-commerce transactions in China serve as a clear testament to the country's commitment to building a fair, safe, and reliable e-commerce environment. The flexible dispute resolution mechanisms, along with consumer protection measures, have helped instill confidence among consumers and foster a healthy development of the e-commerce market. Additionally, these regulations also impose clear accountability on e-commerce platforms, compelling them to ensure quality and safety standards in transactions. The lessons from China's e-commerce legal framework can serve as a valuable reference for Vietnam in improving its own e-commerce regulatory system, aiming to safeguard consumer rights and promote the sustainable development of its domestic e-commerce market.

Through the regulations on the rights and obligations of parties in e-commerce contracts in China, it is evident that the country's legal system has established a solid legal foundation aimed at protecting consumer rights and ensuring transparency in online transactions. China clearly defines the seller's responsibility to provide accurate information and commit to product quality, while granting buyers the right to request refunds or exchanges if products fail to meet expectations. Additionally, e-commerce platforms are responsible for managing, supervising, and mediating disputes when they arise. These regulations create a safe e-commerce ecosystem, encouraging consumers and suppliers to engage in transactions with greater confidence. Regarding the regulations on contract confirmation and performance in the e-commerce environment, China has established strict rules for confirming and executing e-commerce contracts, including the use of electronic signatures, OTP verification, and adherence to commitments on product quality and delivery timelines. These regulations not only enhance the reliability of e-commerce contracts but also help prevent fraud, protecting consumers from common risks in online transactions. Real-life cases demonstrate that the use of advanced authentication technologies, such as OTP and electronic signatures, has enabled e-commerce platforms to effectively safeguard consumer rights while strengthening trust in online transactions. Finally, regarding legal liability and dispute resolution in e-commerce transactions, China has established flexible measures, including mediation, refunds, exchanges, and



compensation in case of disputes, to ensure fairness in transactions. These mechanisms not only facilitate quick dispute resolution but also uphold the reputation of the e-commerce market. Additionally, e-commerce platforms are obliged to protect users' personal information, ensuring privacy and security throughout the transaction process. If informal methods do not resolve disputes, Chinese law allows parties to opt for arbitration or litigation, thereby ensuring comprehensive protection of consumer rights. Overall, China's e-commerce legal framework—with regulations on rights and obligations, contract confirmation and performance, as well as dispute resolution mechanisms—serves as an effective model. These regulations not only help protect the rights of parties in online transactions but also foster a transparent and secure e-commerce market, contributing to the sustainable development of the digital economy. These lessons offer valuable insights for Vietnam as it develops and refines its own e-commerce legal framework to ensure the rights of consumers and participants in the rapidly evolving digital economy.

Lessons from Chinese Law and Implications for Vietnam

Practical Application of Chinese Law in Executing E-commerce Contracts

In applying e-commerce law, China has developed a detailed legal system to regulate and resolve disputes, particularly conflicts between consumers and sellers on e-commerce platforms. This legal framework not only aims to protect consumer rights but also plays a vital role in maintaining transparency, fairness, and efficiency in the e-commerce market. The way China enforces these laws in practice and various notable cases in dispute resolution demonstrate the successes and effectiveness of this legal system, while also highlighting certain limitations that need to be addressed for further improvement.

One of the strongest aspects of Chinese law in regulating e-commerce transactions is the detailed and stringent regulations regarding the responsibilities and rights of the participating parties, including buyers, sellers, and platforms. These are clearly outlined in legal documents such as the 2018 Chinese E-commerce Law, the 2020 Civil Code of China, and the 2014 Consumer Protection Law. Under these regulations, e-commerce platforms are required to bear responsibility for monitoring, resolving disputes, and assisting consumers when issues arise. To safeguard



consumer rights, the regulations clearly delineate the roles and responsibilities of each party in e-commerce contracts, creating conditions for a safe and trustworthy online transaction ecosystem.

A notable case demonstrating the effectiveness of China's e-commerce legal system occurred in 2019 between a consumer and a seller on the Tmall platform (owned by Alibaba Group), involving the quality of a skincare product (Alibaba Group, 2019). The consumer purchased the product after reading the seller's advertisement on Tmall, which claimed the product was "completely natural" and "safe for sensitive skin." However, after use, the consumer experienced severe skin irritation and discovered that the product contained chemical ingredients not listed in the product description. Upon discovering the violation, the consumer filed a complaint with Tmall, requesting a refund and compensation for medical treatment expenses (Luo, 2016).

Following the complaint, Tmall launched an investigation and determined that the seller had not only provided misleading information but had also violated safety standards. Acting as an intermediary, Tmall took responsibility for resolving the dispute and ensuring consumer rights. Tmall required the seller to refund the consumer, cover medical expenses, and temporarily suspended the seller's account on the platform. To prevent similar issues, Tmall also demanded that the seller clearly commit to product quality and honesty in advertising other products.

The case escalated beyond mediation and was referred to the State Administration for Market Regulation (SAMR) to review the violation. SAMR required Tmall to strengthen its monitoring procedures for health and beauty products on its platform and forced the seller to issue a public apology and comply with safety standards in future products. This incident highlighted the role of e-commerce platforms, not only as transaction intermediaries but also as entities responsible for ensuring the safety and legitimacy of products sold, thus building consumer trust in the online marketplace.

Despite its strengths, China's e-commerce legal system still faces certain limitations. One of the main challenges is that the dispute resolution process can be prolonged in complex cases or when there is a lack of cooperation from the supplier. For instance, when customers purchase counterfeit goods on an e-commerce platform and file complaints, it can take a significant amount of time before they receive refunds, with the prolonged complaint period impacting the rights and efforts of the customers.



Thus, while specific regulations exist for dispute resolution, practical difficulties remain, especially when parties do not fully cooperate or fail to uphold commitments for prompt resolution. Delays in such disputes can lead to consumer dissatisfaction and negatively affect the reputation of the trading platform. In this regard, the Chinese government plays a significant role in closely monitoring and regulating the activities of e-commerce platforms through agencies such as the State Administration for Market Regulation (SAMR) (Ma, *Competition Law in China: An Overview*, 2020). These regulatory and oversight measures include regular inspections, strict penalties for violations, and requiring platforms to implement necessary measures to protect consumer rights. A notable example occurred in 2019 when SAMR conducted an unexpected inspection at Taobao, uncovering a large number of counterfeit and substandard products. Subsequently, SAMR ordered Taobao to remove all violating products, imposed financial penalties on fraudulent suppliers, and mandated the platform to enhance inspection and monitoring procedures to prevent future fraud (Forer, Gal, 2019). In addition to legal regulations and government oversight, major e-commerce platforms such as JD.com, Taobao, and Pinduoduo have also voluntarily established internal control mechanisms and standards to ensure transaction safety and quality. These platforms have implemented risk warning tools, verified sellers' documentation, and applied extended warranty policies to prevent fraud and protect consumer rights. For instance, Taobao has a policy that supports consumers in identifying counterfeit products by offering a 100% refund on the product's value and double compensation if counterfeits are detected (Gourida, 2020). These measures not only increase consumer trust but also demonstrate the commitment of e-commerce platforms to comply with the law and provide a safe, transparent trading environment.

Overall, the practical application of Chinese law in the execution of e-commerce contracts has achieved positive results in protecting consumer rights and maintaining transparency in online transactions. However, limitations in the dispute resolution process and the complexity of legal procedures in major disputes remain issues that need improvement to create a more favorable environment for consumers and businesses (Ma, 2020). Lessons from China's e-commerce legal framework provide valuable insights for other countries, including Vietnam, in the process of developing and refining their own e-commerce legal systems. Such frameworks are essential for protecting the rights of transaction parties, strengthening consumer trust, and



promoting the sustainable growth of the e-commerce market within the context of global digitalization.

Practice and Suggestions for Vietnamese Law

Practical Implementation of Contracts via E-commerce Platforms in Vietnam

E-commerce contracts in Vietnam are governed by various legal documents, primarily the Electronic Transactions Law 2023, the Commercial Law 2005, and Decree 52/2013/ND-CP on e-commerce, as amended by Decree 85/2021/ND-CP. Under these regulations, e-commerce contracts can be established and executed through electronic means, including major e-commerce platforms in Vietnam such as Shopee, Lazada, Tiki, and Sendo. The regulations place responsibilities on e-commerce platforms to ensure the legality of transactions, protect consumer rights, provide truthful information, and control the quality of goods.

In contracts for the sale of goods on e-commerce platforms, the parties directly executing the contract include businesses, organizations, and individuals. Sellers have obligations similar to those in standard sales contracts, such as delivering the agreed quantity and quality of goods, providing relevant documentation, and fulfilling warranty obligations (An, 2023). Additionally, Article 37 of Decree 52/2013/ND-CP stipulates that sellers on e-commerce platforms are responsible for providing information about themselves and their products, including price, general transaction conditions, payment methods, and more. Sellers are also liable for the authenticity of this information. They must comply with regulations on contract formation in e-commerce if using the online ordering function on e-commerce platforms (Article 37, Decree 52/2013/ND-CP).

Meanwhile, buyers on e-commerce platforms are customers seeking to purchase goods and are obligated to accept goods and make payment to the seller as agreed (Vũ Hoàng Linh, Bùi Thị Hồng Ngọc, 2022). Buyers have the right to clear and accurate information about the goods being sold, the right to choose and purchase goods that meet their needs, and the right to have their personal information protected. These rights apply broadly in commercial activities and specifically in the execution of sales contracts on e-commerce platforms.

In addition, Vietnamese law also outlines the responsibilities of e-commerce platform operators, who act as third parties by providing the e-commerce environment



for buyers and sellers to conduct transactions. Article 36 of Decree 52/2013/ND-CP stipulates that e-commerce platform service providers must establish mechanisms to inspect and supervise the information provided by sellers on the platform and take prompt action upon detecting or receiving reports of illegal business practices on the platform (Trang, 2023). E-commerce platform operators are required to respond quickly to any reports or discoveries of illegal business activities on the platform and are also responsible for supporting state management agencies in investigating and addressing violations and resolving disputes and complaints (Article 36, Decree 52/2013/ND-CP).

Although Vietnam has established regulations to govern sales contracts on e-commerce platforms, in practice, violations of contractual terms that infringe on buyers' rights still occur frequently. The dispute resolution mechanisms of competent authorities remain ineffective, thus failing to fully address infringements on e-commerce platforms and adequately protect the rights of parties in contracts (Hootsuite and We are Social, 2021). Consequently, the execution of sales contracts on e-commerce platforms faces many difficulties. A common issue is that parties exploit online sales environments by failing to fulfill contractual terms for personal gain, which negatively impacts consumers.

In a case in Long Trạch Commune, Cần Đức District, Long An Province, individuals were discovered engaging in counterfeit manufacturing activities to sell fake goods on e-commerce platforms. Authorities seized nearly 30,000 bottles of fake oil branded as EAGLE BRAND MEDICATED OIL; among them, 21,000 bottles had already been labeled with fake branding, while the remaining bottles contained counterfeit oil liquid that had yet to be labeled (Nguyễn, 2024). The perpetrators had purchased chemicals and fragrances, mixed them to produce counterfeit medicated oils, and sold these through the Shopee e-commerce platform.

In another incident involving the Hồng Anh Rice Agency, this business listed rice products on Shopee at prices significantly lower than similar products in the market. Specifically, Hồng Anh Rice Agency repackaged rice from large sacks into smaller bags and used the reputation of well-known rice brands to market and sell these products on Shopee (Ngô, 2024), thereby damaging the reputation of the authentic brands being counterfeited. Additionally, fashion and cosmetic products from several well-known brands are being openly sold on e-commerce platforms at prices that are



significantly lower than retail (Hiếu T., 2024). This situation stems from ineffective control over products on e-commerce platforms, resulting in the rampant sale of counterfeit goods, which ultimately harms consumer rights.

Additionally, cases of consumers' personal information being exposed when making purchases on e-commerce platforms are increasingly common. At the same time, these platforms often fail to fulfill their responsibility in resolving consumer complaints when disputes arise. A notable example occurred in Hà Đông District, Hanoi, where a customer ordered five T-shirts on the Lazada platform for over 300,000 VND, only to receive a thin, low-value T-shirt worth much less. When contacting Lazada, the customer was informed that the actual order was still awaiting shipment, and Lazada declined to address issues related to the fake order or the exposure of the customer's personal information associated with the transaction (Dũng, 2022).

Moreover, the complaint resolution mechanism also presents shortcomings. For example, after placing an order, the delivery time can be significantly extended beyond the estimated date, disrupting the customer's intended use of the product. When customers contact the e-commerce platform to complain about delayed delivery, they often receive no response. In cases involving counterfeit or imitation goods, consumers have contacted e-commerce platforms to request a resolution, but the process is often lengthy and complicated, requiring customers to provide numerous pieces of evidence while still failing to achieve satisfactory resolution (Nguyễn Như Hà, 2023).

The above practices reveal that the implementation of e-commerce contracts on online trading platforms in Vietnam faces numerous limitations and inadequacies, which directly impact the rights of the contracting parties. Contributing factors include insufficient enforcement of strict quality control measures by these platforms, which has led to the prevalence of counterfeit, imitation, and substandard goods on these platforms. Such issues violate the provisions of Decree 52/2013/ND-CP and significantly erode consumer trust.

Furthermore, the dispute resolution process is often prolonged, with customer complaints frequently taking a long time to be addressed. This delay often leaves consumers frustrated and can detract from the credibility of the platforms. Additionally, e-commerce platforms lack clear policies regarding delivery timelines and compensation measures when delivery deadlines are missed. Consequently, some



parties, particularly sellers, fail to fulfill their contractual obligations to consumers regarding delivery and product standards.

In general, e-commerce platforms in Vietnam are encountering challenges in fulfilling their legal obligations comprehensively, especially concerning product quality assurance, adherence to delivery timelines, and efficient dispute resolution. These realities underscore an urgent need for stronger regulatory measures and improvements in enforcement practices, aimed at better protecting consumer rights and fostering a more trustworthy and sustainable e-commerce market in Vietnam.

4.2.2. Suggestions from Chinese Law to Improve Vietnamese Law

Drawing from the practical application of e-commerce laws in China, Vietnam can gain significant insights to enhance its legal framework and improve enforcement in this sector. Such improvements will help protect consumer rights while also bolstering transparency and trust within the marketplace. To achieve these aims, Vietnam should consider revising and supplementing existing regulations concerning e-commerce contracts on online trading platforms.

Firstly, the regulations on the rights and obligations of parties in e-commerce contracts need refinement. One notable lesson from China is the clear delineation of responsibilities for all involved parties—particularly the responsibility of e-commerce platforms to ensure product information accuracy and transparency. China's 2018 E-Commerce Law requires sellers to provide accurate product information and to be accountable for any discrepancies or false advertising. Similarly, Vietnam's laws should mandate that e-commerce platforms verify seller-provided information before allowing products to be listed. Additionally, these laws should clearly define consumer rights within e-commerce transactions, ensuring consumers receive complete and accurate product information, which will reduce the risks associated with counterfeit or low-quality goods. Such regulations would clarify the roles of each party and hold platforms accountable for consumer protection, thereby increasing transparency and security in e-commerce transactions.

Secondly, a secure transaction confirmation and protection mechanism is essential. China has implemented security measures such as digital signatures, one-time passwords (OTPs), and identity verification through bank accounts to ensure secure e-commerce transactions (Lin, 2023). Vietnam could adopt similar measures, such as requiring e-commerce platforms to implement strong authentication methods



for high-value or high-risk transactions. For instance, two-factor authentication (2FA) or OTP verification in online payments could enhance transaction security. Additionally, the law should mandate personal data protection measures for e-commerce customers, including data encryption, to minimize data leaks (Forer, 2019). These security protocols will not only safeguard consumers but also enhance the credibility of e-commerce platforms in Vietnam, fostering a safe and trustworthy e-commerce environment.

Thirdly, a dispute resolution mechanism with clear complaint-handling timelines is necessary. China's e-commerce law includes provisions for fast and transparent dispute resolution, establishing complaint-handling timeframes and consumer compensation options. Vietnam could adopt a similar approach to ensure effective consumer rights protection by introducing maximum response times for handling complaints and refunds on e-commerce platforms. This would prevent consumers from facing prolonged waits for resolution and timely refunds in cases where products don't meet expectations. Additionally, establishing online dispute resolution centers could facilitate quick and impartial conflict resolution between consumers and sellers on e-commerce platforms, reducing risks and reinforcing market transparency.

Fourthly, there should be strict regulations on consumer protection and product quality control. In China, e-commerce platforms are required to supervise and manage product quality and to support consumers in case of product-related issues. Vietnam could similarly revise its regulations to make e-commerce platforms accountable for monitoring product quality, particularly for sensitive categories such as food, cosmetics, and electronics. Furthermore, Vietnam should establish a compensation mechanism for consumers affected by counterfeit goods on these platforms, with clearly defined compensation levels to provide an additional layer of consumer protection and enhance platform transparency. These rules would encourage e-commerce platforms to actively manage product quality and offer stronger consumer protections.

Finally, enhancing the role of regulatory bodies and enforcement is critical. China has set up a robust regulatory and enforcement framework through its State Administration for Market Regulation (SAMR), which conducts periodic inspections and addresses violations on e-commerce platforms. Vietnam could benefit from implementing similar oversight measures to ensure regulatory compliance and address infringements promptly by enforcing periodic monitoring, particularly focusing



on quality control and addressing legal violations. Additionally, establishing transparent and strict penalties, such as product removals, financial fines, or temporary bans for repeat offenders, would hold e-commerce platforms accountable for safeguarding consumer interests and promoting transparency (Prakash, 2023).

By learning from China's regulatory experiences, Vietnam can enhance its e-commerce legal framework through improved quality control, consumer protection, dispute resolution processes, and stringent platform oversight. These changes would protect consumer rights and foster a safe, transparent, and sustainable e-commerce environment in the current digital economy landscape.

CONCLUSION

Through the study of the enforcement of sales contracts on e-commerce platforms in China and deriving implications for Vietnam, it is clear that building and implementing a comprehensive legal framework is essential in the context of rapidly expanding e-commerce. China, with its substantial advancements in this sector, has established a robust legal framework and an effective enforcement mechanism to protect consumer rights while ensuring transparency, fairness, and safety in online transactions. Clear regulations on the rights and obligations of all parties involved in e-commerce contracts—including sellers, buyers, and platforms—have helped to create a safe e-commerce environment, enhancing consumer confidence in online platforms.

From China's practical experiences, Vietnam can learn valuable lessons to improve its current e-commerce legal system. First, enhancing detailed regulations on the rights and obligations of all parties will better safeguard consumer rights and increase transparency in online transactions. This includes requiring e-commerce platforms to verify the accuracy of product information and ensuring that items listed for sale meet quality standards. Second, building a robust transaction verification and security mechanism will help prevent fraud risks and increase consumer safety when engaging in online transactions. Measures like two-factor authentication (2FA), OTP codes, or electronic signatures should be implemented to ensure security for consumers and to support the sustainable growth of the e-commerce market.

In addition, Vietnam needs to develop a more efficient dispute resolution mechanism, with regulations on maximum processing times for complaints to ensure that consumers are not left waiting and receive timely assistance in problematic



situations. Establishing independent online dispute resolution centers is also an effective solution to minimize risks and protect consumer rights when disputes arise between buyers and sellers on e-commerce platforms.

Furthermore, stricter regulations on the responsibilities of e-commerce platforms in monitoring and controlling product quality are necessary. E-commerce platforms should be accountable not only as transaction intermediaries but also as parties responsible for ensuring transparency, honesty, and product quality. Introducing regulations on compensating consumers when counterfeit goods are purchased on e-commerce platforms is an essential measure to strengthen consumer confidence in the e-commerce market.

Finally, the role of regulatory and enforcement authorities also needs to be strengthened. Vietnam can implement periodic monitoring and stringent penalties similar to China's regulatory mechanisms to ensure that e-commerce platforms comply with legal requirements. Conducting regular inspections, enforcing transparent penalties for violations, and applying strict sanctions will protect consumers and uphold the integrity and sustainability of Vietnam's e-commerce market.

In summary, learning from China's e-commerce law practices is a crucial step in helping Vietnam build a comprehensive legal framework for e-commerce. These improvements will not only protect consumer rights but also foster trust and healthy growth in the e-commerce market, laying a foundation for Vietnam's deeper integration into the digital economy and competitiveness in a globalized context.

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