

## LEGAL UPDATE

### DECREE ON ELECTRONIC LABOUR CONTRACTS: FROM CIVIL AGREEMENTS TO A STATE-MANAGED DIGITAL PLATFORM

#### 1. Introduction

On 24 December 2025, the Government officially issued Decree No. 337/2025/NĐ-CP on electronic labour contracts ("Decree 337"), in line with Vietnam's national digital transformation strategy<sup>1</sup>. This Decree establishes a definitive legal framework for the implementation of electronic labour contracts.

While the 2019 Labour Code recognises electronic labour contracts ("eContracts")<sup>2</sup>, the absence of detailed implementing guidance has resulted in inconsistent application in practice. Decree 337 introduces a centralised, state-managed digital framework to standardise data connectivity and enhance regulatory oversight. Although participation in the framework is currently voluntary, it signals a clear policy direction towards the mandatory digitalisation of labour administration.

This legal update summarises the key regulatory pillars of Decree 337 and analyses its practical implications for employers and employees in Vietnam.

#### 2. Centralised Digital Architecture: eLabour Platform, Identification Codes and Service Providers

At the core of Decree 337 is the establishment of the National Electronic Labour Contract Platform ("eLabour Platform") as the central infrastructure for managing eContracts<sup>3</sup>. Under Decree 337, each eContract, upon conclusion, must be assigned a unique Identification Code ("ID") automatically generated by the eLabour Platform<sup>4</sup>.

This requirement fundamentally alters the manner in which eContracts are executed. Enterprises may no longer rely solely on closed-loop internal processes, such as email confirmations or standalone internal software, that operate independently of state systems. Instead, eContracts must

be concluded through systems that are technically connected to the eLabour Platform to enable the issuance of the mandatory ID. An eContract that has been digitally signed but not synchronised with the platform and assigned an ID would not be regarded as fully compliant under Decree 337.

To operationalise this architecture, Decree 337 formally legalises and regulates the role of licensed third-party intermediaries, referred to as "eContract Service Providers"<sup>5</sup>. These providers are no longer optional technology vendors but mandatory participants in the e-contracting process<sup>6</sup>. Under Decree 337, eContracts must be concluded through the software of licensed service providers that meet prescribed technical standards and maintain an API connection with the eLabour Platform<sup>7</sup>.

A key obligation imposed on eContract Service Providers is the transmission of executed eContract data to the eLabour Platform within 24 hours of conclusion to enable the generation of the ID<sup>8</sup>. This step completes the state-management layer of the eContract lifecycle and is not merely administrative in nature.

From a practical perspective, this model is likely to result in additional compliance and service costs for enterprises. Employers with large workforces or existing internal HR or contract management systems may need to integrate their systems via API or adjust internal workflows to ensure compatibility with licensed service providers. Early system readiness assessments and proactive engagement with service providers will therefore be critical to achieving scalable and compliant adoption.

<sup>1</sup> The digitalisation of labour management is identified as a critical component under Resolution No. 57-NQ/TW and Directive No. 07/CT-TTg

<sup>2</sup> Article 14.1 of the 2019 Labour Code

<sup>3</sup> Articles 3.2 and 11 of Decree 337

<sup>4</sup> Articles 3.5 and 6.4 of Decree 337

<sup>5</sup> Article 3.4 of Decree 337

<sup>6</sup> Article 5.2 of Decree 337

<sup>7</sup> Article 6.1(l) of Decree 337

<sup>8</sup> Article 6.4 of Decree 337



### 3. Technical and Identity Requirements for eContracts

Decree 337 imposes detailed technical and identity-verification requirements designed to ensure the authenticity, integrity, and traceability of eContracts.

eContract software must meet stringent technical standards<sup>9</sup>, including: (i) the ability to automatically verify the validity and revocation status of digital certificates through connection with the public certification service gateway<sup>10</sup>; (ii) support for timestamping functions to accurately determine the time of signing<sup>11</sup>; and (iii) mechanisms to verify the electronic identity of the contracting parties<sup>12</sup>. Identity verification must be conducted by cross-checking data against the National Population Database and, where applicable, by employing biometric verification technologies to match the signer with their identification credentials<sup>13</sup>.

In addition to system-level requirements, Decree 337 introduces mandatory electronic identity and authentication standards applicable to both employers and employees. Individuals are required to possess a Level 2 electronic identity account or valid personal identification documents<sup>14</sup>, while organisations must use either their organisational electronic identity account or the Level 2 electronic identity account of their legal representative<sup>15</sup>. Both parties must also hold valid digital signature certificates<sup>16</sup>.

In practice, this means that employees may be required to obtain personal digital signatures or use digital signing solutions integrated by employers through licensed platforms. While this may pose initial adoption challenges, the framework significantly reduces risks of impersonation, signature forgery, and non-repudiation in labour relations. International digital contract platforms that do not support Vietnam-specific integrations, data formats, or public certification gateways may face compliance challenges unless they localise or upgrade their systems accordingly.

<sup>9</sup> Article 6.3(a) of Decree 337

<sup>10</sup> Articles 17.2 and 17.3 of Decree 23/2025/ND-CP; Articles 5.2 and 5.3 of Circular 15/2025/TT-BKHCN

<sup>11</sup> Article 5.1(e) of Circular 15/2025/TT-BKHCN

<sup>12</sup> Articles 6.1(d) of Decree 337

<sup>13</sup> Article 6.3(b) of Decree 337

<sup>14</sup> Article 6.2(a) of Decree 337

<sup>15</sup> Article 6.2(b) of Decree 337

<sup>16</sup> Article 6.2(c) of Decree 337

### 4. Data Protection, Cybersecurity and Employee Rights

Consistent with Vietnam's evolving personal data protection regime, Decree 337 places strong emphasis on data privacy and cybersecurity compliance<sup>17</sup>.

Under Decree 337's functional allocation, employers are classified as *personal data controllers-cum-processors*, while eContract Service Providers act as *personal data processors*<sup>18</sup>. The Ministry of Home Affairs, through the eLabour Platform, functions as the governing authority and an authorised data recipient for state management purposes<sup>19</sup>.

Employers are required to notify employees and obtain their consent when collecting and processing personal data through eContracts<sup>20</sup>. Such notification must clearly disclose the purpose of processing, categories of data collected, and third parties with access to the data, including service providers and competent authorities.

Employees are granted the right to extract their contract data from the eLabour Platform for verification and transactional purposes<sup>21</sup>. Notably, this right is limited to data extraction rather than direct data modification, thereby preserving the integrity of state-managed records. Employers are also required to delete or destroy personal data upon termination of the labour contract, unless data retention is required by law for archival, audit or compliance purposes<sup>22</sup>.

### 5. Legal Validity, Contract Conversion and Transitional Arrangements

Decree 337 addresses several long-standing legal uncertainties concerning the legal effectiveness of eContracts. Under Decree 337, an eContract takes effect from the moment the last party signs, unless otherwise agreed by the parties<sup>23</sup>.

Importantly, Decree 337 establishes a clear legal pathway for converting existing paper-based labour contracts into

<sup>17</sup> Article 4.1 of Decree 337

<sup>18</sup> Articles 2.8 and 8.9 of the 2025 Law on Personal Data Protection ("2025 PDP Law")

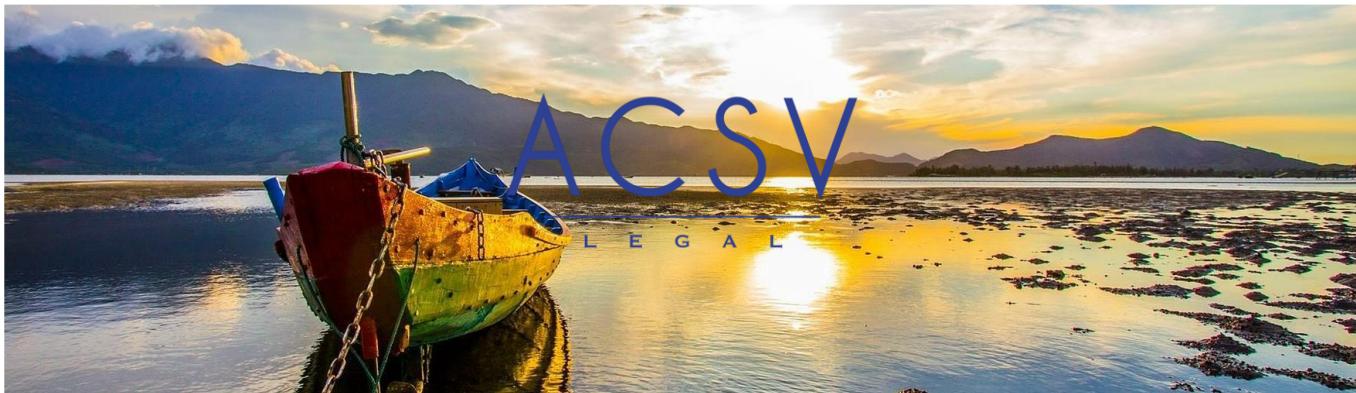
<sup>19</sup> Articles 11 and 17 of Decree 337

<sup>20</sup> Article 25 of the 2025 PDP Law

<sup>21</sup> Article 20.1(b) of Decree 337

<sup>22</sup> Article 25.2(c) of the 2025 PDP Law

<sup>23</sup> Article 7 of Decree 337



electronic form. To amend, supplement, or terminate a paper contract electronically, the parties must first convert the original contract into a data message, digitally sign it to confirm its accuracy against the original, and register it on the eLabour Platform to obtain an ID<sup>24</sup>. Only after this conversion may subsequent electronic transactions be legally recognised. This “convert first, amend later” protocol provides a structured mechanism for enterprises seeking to fully digitise their HR records while retaining legacy paper contracts.

To ensure continuity, Decree 337 provides transitional provisions under which eContracts concluded prior to its effective date remain valid until expiry<sup>25</sup>. Existing eContract Service Providers are granted a one-year grace period to upgrade their systems and establish technical connectivity with the eLabour Platform<sup>26</sup>. While no immediate legal disruption is anticipated, enterprises should proactively confirm upgrade roadmaps with their service providers to avoid compliance gaps once the transitional period ends.

## 6. Conclusion

Decree 337 represents a fundamental shift in Vietnam’s regulation of electronic labour contracts, transforming

them from decentralised civil arrangements into integral components of a state-managed digital infrastructure. While the framework establishes a clear legal corridor for enterprise-wide digital transformation, it simultaneously introduces heightened requirements relating to system architecture, technical compliance, identity verification, and personal data protection.

Although adoption remains voluntary at this stage, the regulatory design strongly signals an eventual move towards mandatory digitalisation. Employers are therefore advised to proactively review their current e-signing practices, assess the technical readiness of their internal systems and service providers, and develop a structured transition roadmap to ensure timely and effective compliance.

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<sup>24</sup> Article 8.2 of Decree 337

<sup>25</sup> Article 29.1 of Decree 337

<sup>26</sup> Article 29.3 of Decree 337