

# Conflict Coordination between the Autonomous Rules of Cross-Border e-Commerce Platforms and the Mandatory Norms of Corporate Law

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**Abstract:** The rapid evolution of cross-border e-commerce has intensified conflicts between platform self-regulatory frameworks and mandatory corporate law provisions. While the former establishes unique regulatory systems through transaction efficiency and ecosystem management, the latter imposes rigid constraints centered on capital preservation and shareholder rights protection. These divergences in application boundaries, value orientations, and implementation logic have generated multiple contradictions. This paper analyzes the underlying mechanisms of these conflicts through their specific manifestations, clarifies core coordination principles, and explores practical approaches for rule optimization and mechanism improvement. The study aims to facilitate a harmonious integration of platform autonomy and corporate legal governance, providing legal pathways for advancing compliance in cross-border e-commerce while balancing transaction efficiency with legal order requirements.

**Keywords:** Cross-Border e-Commerce Platform; Autonomous Rules; Company Law; Mandatory Norms; Conflict Coordination

## 1. Introduction

Cross-border e-commerce, powered by digital technologies, has rapidly transcended geographical boundaries to create a global transaction ecosystem. Platforms, serving as central hubs, establish self-regulatory frameworks including residency criteria, transaction protocols, and dispute resolution mechanisms to maintain operational stability. Corporate law mandates statutory regulations governing the establishment, operation, and termination of business entities, forming the

foundational institutional support for market order. As cross-border e-commerce models continuously evolve, the growing tension between platform autonomy and corporate law's mandatory compliance requirements has emerged. This conflict not only increases compliance costs for businesses but also creates legal ambiguities, potentially hindering industry development. A thorough analysis of the core issues and coordination strategies in this regulatory clash addresses both the practical needs of digital trade and provides crucial insights for refining commercial legal frameworks.

## 2. Manifestations of the Conflict Between the Autonomy Rules of Cross-Border E-Commerce Platforms and the Mandatory Norms of the Company Law

### 2.1 Conflict Between Subject Qualification and Equity Arrangement

To strengthen transaction security and enhance ecosystem governance, cross-border e-commerce platforms typically impose specific qualification requirements on merchants. Many platforms mandate merchants to register as independent legal entities, strictly prohibit affiliated entities from sharing store resources, and impose restrictive provisions on shareholder backgrounds and equity structures. These regulations often conflict with mandatory corporate independence clauses in the Company Law. The Company Law clearly defines corporate independence and shareholder rights, stipulating that shareholders obtain rights through capital contributions and equity transfers must follow voluntary and lawful principles. However, platforms' self-regulatory measures restricting equity transfers and specifying shareholder qualifications essentially violate the Company Law's fundamental principles of corporate

independence and equity freedom. The practice of nominee shareholding is particularly prevalent in cross-border e-commerce. Some merchants register companies under relatives 'or employees' names to meet platform entry standards while holding shares, creating a disconnect between actual controllers and nominal shareholders. Although the Company Law establishes clear mandatory standards for recognizing nominee shareholding, platform regulations frequently disregard this legal framework, relying solely on registration information to determine merchant qualifications. This leaves actual controllers' rights inadequately protected and creates legal risks in shareholder qualification determination and liability allocation.

## **2.2 Conflict between Capital Contribution and Financial Norms**

Cross-border e-commerce platforms establish self-regulatory agreements that impose differentiated requirements on merchants 'registered capital and funding methods, particularly in terms of entry criteria and operational safeguards. Many platforms set high capital thresholds or mandate cash-only contributions to screen qualified merchants. These provisions diverge significantly from mandatory corporate law provisions, which explicitly allow shareholders to contribute non-cash assets (e.g., intellectual property) through valuation, without requiring minimum capital limits but only stipulating full payment within statutory deadlines [1]. By enforcing excessive capital requirements or restricting funding methods, such self-regulation mechanisms effectively inflate startup costs, contradicting corporate law's legislative intent to encourage investment and simplify registration. In financial governance, platforms often require merchants to conduct transactions through designated accounts to ensure fund control and transaction traceability. Some even implement centralized fund pools and extended settlement cycles. Corporate law mandates statutory accounting records and prohibits private accounting systems. These platform-imposed controls may cause merchants to deviate from legal accounting standards, violating capital maintenance principles and financial transparency obligations, thereby creating compliance risks.

## **3. Causes of the Conflict between the Autonomous Rules of Cross-Border E-Commerce Platforms and the Mandatory Norms of the Company Law**

### **3.1 Differences in Normative Nature and Value Orientation**

Platform self-governance rules, rooted in technological advantages and ecological dominance, operate within a self-regulatory framework. Their core values prioritize transaction efficiency and ecosystem security. By implementing streamlined processes, clear accountability, and rapid dispute resolution mechanisms, these rules effectively reduce transaction costs while maintaining order within the platform ecosystem. Characterized by strong adaptability and precision, such regulations can dynamically adjust to market fluctuations and operational needs. In contrast, mandatory corporate law regulations belong to the public law domain of commercial legislation. Their value orientation focuses on preserving market order, protecting corporate creditors' rights, and safeguarding public interests. By establishing non-negotiable legal boundaries, they ensure compliance in corporate establishment and operations. The fundamental differences in nature and value orientation between these two regulatory systems create distinct logical foundations. Platform self-governance rules adopt an "efficiency-first" operational logic, while mandatory corporate law regulations adhere to a "safety-first" institutional stance. This value-based conflict results in structural incompatibilities between the two systems, creating inherent tensions in practical implementation.

### **3.2 Ambiguity of Scope of Application and Level of Effectiveness**

The cross-border nature of cross-border e-commerce platforms endows their self-regulatory rules with cross-jurisdictional applicability. However, the unified registration and operational guidelines formulated for global merchants often fail to adequately account for inherent differences in corporate laws across jurisdictions. Compulsory provisions in corporate law exhibit strict territorial jurisdictional characteristics, taking legal effect only within specific jurisdictions. Significant variations exist between national

corporate laws regarding capital regulation, corporate governance structures, and liability allocation mechanisms. This misalignment in applicability subjects merchants to "double compliance" pressures: they must simultaneously adhere to platform regulations and meet mandatory requirements under their registered jurisdiction's corporate law. When conflicts arise, merchants often struggle to determine legal priority. From a hierarchical perspective, platform self-regulatory rules fundamentally belong to civil contracts and should be governed by mandatory legal provisions. Yet in practice, platforms frequently leverage standard terms to assert priority over these rules. Many merchants, being in a weaker position, are forced to passively accept such agreements. This ambiguity in legal hierarchy further amplifies conflict probabilities, undermining the fundamental safeguarding function of mandatory corporate law provisions.

### **3.3 Characteristics of Business forms and Legal Lag**

Cross-border e-commerce, as a novel form of the digital economy, exhibits distinct characteristics including virtual attributes, cross-domain features, and technological dependence. Its business models and transaction processes continuously evolve, forming a unique commercial ecosystem. Platforms, serving as central hubs in this ecosystem, have transcended traditional commercial entities by integrating multiple functions such as transaction matching, fund settlement, logistics coordination, and dispute resolution, establishing a relatively closed-loop regulatory framework. The Company Law, which constitutes the traditional commercial legal system, was formulated and subsequently revised based on the operational logic of conventional physical enterprises. This framework struggles to comprehensively address emerging legal relationships in cross-border e-commerce. When confronting new challenges during platform autonomy—such as equity proxy holding supervision, fund pool operations, and cross-domain entity management—the existing Company Law lacks targeted regulatory mechanisms, creating legal gray areas. To fill these regulatory gaps, platforms autonomously draft internal regulations. However, their

formulation process often lacks sufficient legal justification, potentially conflicting with mandatory provisions of the Company Law. The inherent lag in legal regulation makes it difficult to resolve such conflicts through legislative means[2].

## **4. Principles for Coordinating Cross-Border E-Commerce Platform Autonomy Rules with Mandatory Corporate Law Norms**

### **4.1 The Principle of Priority of Mandatory Norms**

The mandatory provisions of the Company Law form the fundamental baseline for maintaining market order and safeguarding public interests, carrying irrefutable legal authority. Platform self-regulatory rules must never contravene these mandatory provisions, which serves as the core principle for resolving conflicts between the two. During the drafting of self-regulatory rules, platforms must systematically review key mandatory clauses in the Company Law, including capital maintenance, shareholder rights protection, corporate governance structures, and financial regulations, ensuring alignment with statutory requirements. Regarding statutory scopes such as corporate entity qualification determination, capital contribution obligations, and liability assumption, platform regulations must not include provisions conflicting with mandatory Company Law provisions, nor can they exclude their application through standard form clauses. When conflicts arise, priority should be given to invoking the mandatory provisions of the Company Law. Any content in platform self-regulatory rules that violates these provisions must be deemed invalid, thereby preserving the unity and authority of the legal order.

### **4.2 The Principle of Reasonable Boundary of Freedom of Will**

Platform autonomy serves as a crucial pillar for the development of cross-border e-commerce. While complying with mandatory corporate law regulations, platforms should maintain reasonable boundaries for self-governance. This requires reserving necessary autonomy to allow platforms to establish customized rules tailored to industry characteristics and operational needs, while adhering to mandatory corporate law provisions [3]. The reasonable

scope of platform autonomy should be confined to non-mandatory legal norms. Regarding transaction process optimization, service quality benchmarks, and dispute resolution mechanisms, platforms may autonomously formulate regulations as long as they do not infringe upon legitimate rights of merchants and consumers or violate public order and good morals. By establishing appropriate boundaries for autonomy, platforms can fully leverage their advantages in resource integration and efficiency enhancement, while preventing abuse of self-governance that crosses legal boundaries. This approach fosters a healthy balance between autonomy and rule of law.

#### **4.3 The Principle of Balancing Interests and Efficiency**

The core objective of conflict resolution lies in achieving balanced interests among stakeholders and enhancing transaction efficiency. Cross-border e-commerce platforms, merchants, and consumers each hold distinct interests: platforms prioritize ecosystem scale and operational efficiency, merchants emphasize business autonomy and compliance cost control, while consumers value transaction security and rights protection. The coordination process must holistically address all parties' demands to avoid partial favoritism. The application of mandatory corporate law provisions should align with the industry's efficiency requirements, maintaining legal boundaries while reserving sufficient space for innovation. Platform self-regulation rules must balance merchants' legitimate rights, avoiding unreasonable obligations or restrictive conditions. Achieving interest equilibrium fosters win-win development for all parties while preserving the industry's transaction efficiency advantages. This approach prevents excessive compliance barriers from hindering growth, ultimately establishing a coordinated framework that "balances efficiency and security" [4].

### **5. Coordination Path between Autonomous Rules of Cross-border E-commerce Platforms and Mandatory Norms of Company Law**

#### **5.1 Compliance Optimization of Platform Autonomy Rules**

The platform must establish a compliance verification mechanism for self-regulated rules, incorporating professional legal advice during rule formulation and revision phases to ensure alignment with mandatory corporate law provisions. It should respect the independent legal entity status of companies and the principle of free equity transfer as defined by corporate law, eliminating unreasonable shareholder background restrictions and equity change prohibitions. Merchants should be permitted to conduct equity adjustments in accordance with statutory standards, while implementing identity verification, registration disclosure, and periodic updates to prevent risks of fraudulent registrations and improper operations by affiliated entities. Regarding capital contribution standards, the platform should abolish mandatory minimum registered capital requirements, adopting diversified contribution methods specified by corporate law. Merchants should only need to submit compliance proof materials meeting statutory standards to ensure full legal compliance throughout the contribution process. In financial management, the platform must optimize fund management models, prohibiting merchants from setting up separate accounting books or private accounts. Payment regulations must align with corporate law financial norms to ensure merchants' financial transparency and compliance. The platform must clearly define the legal boundaries of self-regulated rules, explicitly stating in the rule text that content violating mandatory corporate law provisions is invalid. It should eliminate situations where standard clauses exclude legal application, effectively safeguarding merchants' legally entitled rights.

#### **5.2 Improvement of the Application of Law and Dispute Settlement Mechanism**

Establish a clear legal framework to define the scope and priority of mandatory corporate law provisions in cross-border e-commerce scenarios. Centering on the principle of closest connection, determine applicable law by comprehensively evaluating factors such as merchants' registration locations, primary business operations, and platform registration. This approach addresses rigidity caused by single-territorial jurisdiction while adopting international commercial practices. Permit parties to supplement rules through contractual

agreements without violating mandatory provisions, enhancing legal adaptability. Improve dispute resolution systems to facilitate efficient coordination between platform-based mediation and judicial procedures [5]. Internal dispute resolution bodies should employ legal professionals who strictly adhere to corporate law when adjudicating disputes, ensuring compliance with legal standards. Establish Online Dispute Resolution (ODR) mechanisms to optimize dispute handling processes, clarify judicial review authority, and grant parties the right to sue in competent courts if dissatisfied with platform rulings. Advance cross-border legal cooperation by referencing provisions in international treaties and regional trade agreements, promoting judicial assistance for cross-border e-commerce disputes. Achieve cross-border recognition and enforcement of judgments and rulings to reduce costs and operational complexities in dispute resolution.

## 6. Epilogue

The reconciliation of conflicts between cross-border e-commerce platform self-regulatory rules and mandatory corporate law provisions stands as a pivotal issue in commercial legal application within the digital economy era. At its core, this tension reflects a fundamental value trade-off between efficiency and security, autonomy and rule of law. The coordination process requires establishing both the baseline rigidity of mandatory regulations and scientifically defining reasonable boundaries for platform autonomy. Through compliance optimization of self-regulatory frameworks, clarification of legal application rules, and improvement of dispute resolution mechanisms, a harmonious integration of these elements can be achieved. As the cross-border e-commerce industry continues to evolve

alongside gradual refinement of legal systems, future efforts must focus on enhancing regulatory synergy, balancing stakeholder interests, and maximizing the efficiency dividends of platform autonomy while upholding legal order. This approach will solidify a robust legal foundation for the industry's sustainable development, propelling global digital trade toward standardized and rule-of-law-driven progress.

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