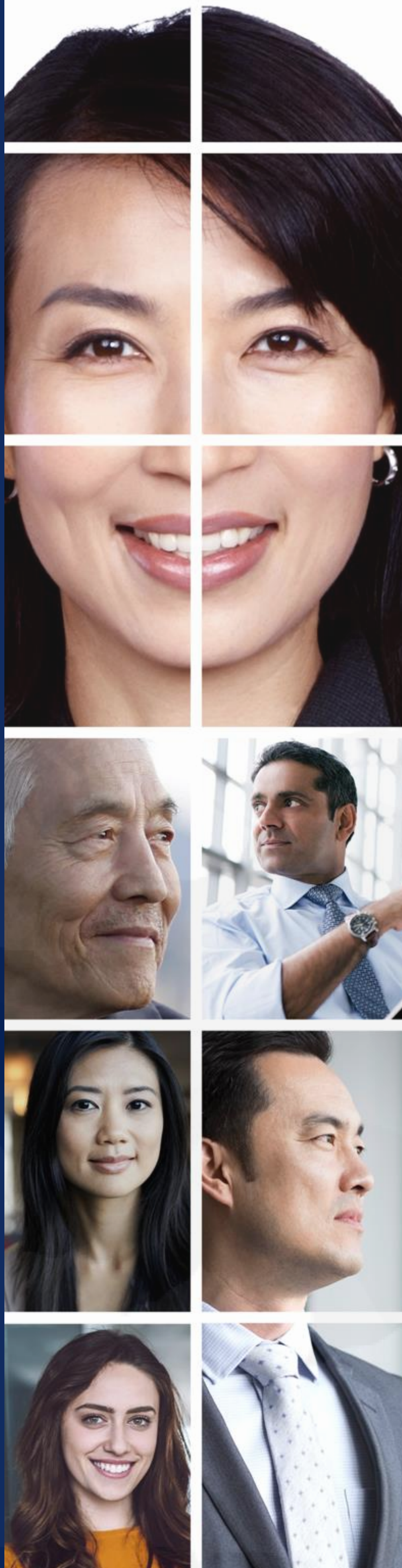
DREW NETWORK ASIA

LEGAL COMPARATIVE GUIDE:

INVESTIGATIONS IN SOUTHEAST ASIA



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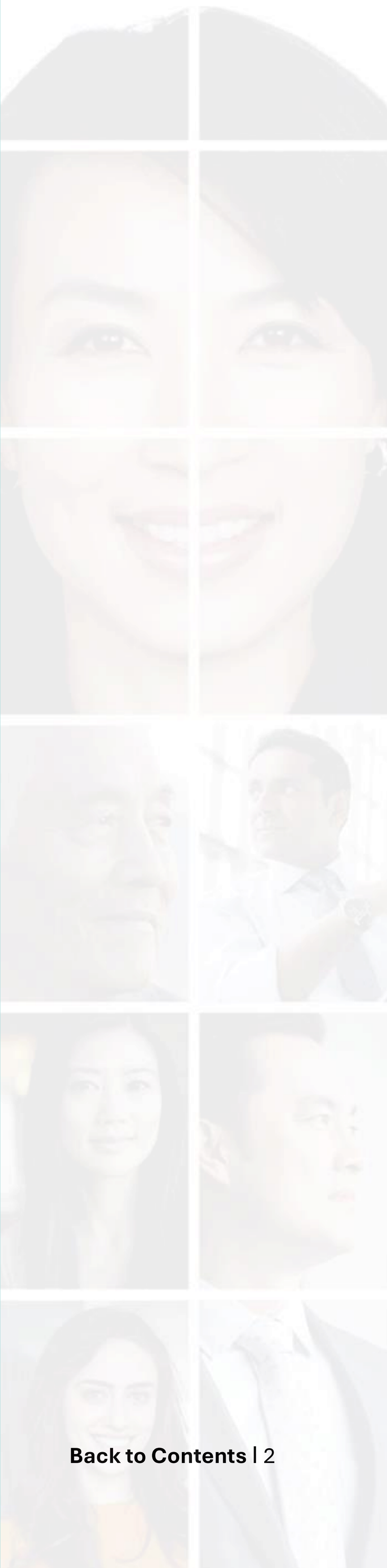

OVERVIEW

This guide is a collaborative effort by leading law firms across the region under Drew Network Asia (DNA). It provides a practical and comparative overview of the anti-corruption, investigations, and crisis-management landscape across six key Southeast Asian jurisdictions: Indonesia, Malaysia, the Philippines, Singapore, Thailand, and Vietnam. Each jurisdiction has its own legal frameworks, enforcement priorities, and institutional culture around corruption risk, and multinational companies operating across the region often face differing compliance challenges. This guide is designed to help organisations navigate these differences in a structured and actionable manner.

At the core of the guide is a consistent set of questions that address the full lifecycle of bribery risk — from understanding the law, to managing investigations, to implementing effective compliance programmes. For each jurisdiction, we examine the key anti-corruption laws and enforcement bodies, the scope of bribery offences, and the extent of corporate liability, including penalties and the relevance of compliance programmes. We also outline how companies should respond to potential misconduct, the role of internal investigations and any avenues for leniency, as well as available whistle-blower protections and the preventive compliance measures organisations should implement, such as policies, codes of conduct and internal controls.

By presenting these issues in a harmonised question-and-answer format, the guide allows companies to quickly compare risk exposure across jurisdictions and develop coordinated regional compliance strategies. It is also intended to support legal, compliance, and risk teams in designing robust, defensible frameworks that withstand regulatory scrutiny and help organisations respond effectively when issues arise.

 First edition published on 14 July 2026. Please refer to this link for the latest version of this guide.

INDONESIA

1. INDONESIA

1) **What is the key anti-corruption legislation?**

The main anti-corruption legislation is Law No. 31 of 1999 on The Eradication of Acts of Corruption, as amended by Law No. 20 of 2001 (together, the "**Anti-Corruption Law**").

Further, Indonesia has also passed Law No. 1 of 2023 on the Criminal Code, which came into effect on January 2, 2026 (the "**New Penal Code**"). The New Penal Code amends several provisions of the Anti-Corruption Law.

2) **Who are the enforcement bodies?**

The main enforcement body is the Corruption Eradication Commission (*Komisi Pemberantasan Korupsi*, "**KPK**").

However, the Indonesian Attorney General's Office and Indonesian Police Force may also investigate and enforce laws on corruption.

Under Article 30 and Article 30B of Law No. 16 of 2004 on the Republic of Indonesia's Attorney General's Office (as amended by Law No. 11 of 2021), the Attorney General's Office has authority to conduct investigations on certain crimes. Further, under Attorney General's Regulation No. PERJA-039/A/JA/10/2010 of 2010 (as amended by Attorney General's Office Regulation No. PER-017/A/JA/07/2014 of 2014), the Attorney General's Office may conduct investigations on alleged corruption cases that are sourced from various reports, such as the Supreme Audit Agency (also known as *Badan Pemeriksan Keuangan*) Audits, internal examinations, and other various sources.

Meanwhile, the Indonesian Police Force may also conduct investigations on all sorts of crimes in Indonesia, including corruption.

3) **Is requesting or accepting a bribe prohibited by the legislation?**

Yes, requesting or accepting a bribe is prohibited under Indonesian regulations and will be subject to imprisonment under the Anti-Corruption Law.

4) **What are some case studies / examples of gratification that might constitute bribery?**

One of the most recent cases of gratification is the case of Agam Syarief Baharudin and Ali Muhtarom, suspended Indonesian Judges. They were charged with accepting bribes valued at IDR 2.2 billion from various companies, in order to acquit the defendants of all charges, in a corruption case related to the procurement of crude palm oil export facilities.

Another recent case of gratification is the case of Andhi Pramono. Andhi Pramono was an ex-official and the Head of Makassar Customs office. He was sentenced to 10 years of imprisonment for receiving gratification valued at up to IDR 50.2 billion from various companies and individuals in his capacity as the Head of Makassar Customs office.

5) What are possible defences?

Indonesian law does not provide direct defences for criminal charges for corruption. The investigation and defence of alleged corruption cases will be conducted by the relevant authorities and, if necessary, in a court of law through trial.

6) Is there criminal liability for corporate entities who have either paid or accepted a bribe payment?

If the corporate entity paid a bribe to a state official or civil servant, the corporate entity will be subject to criminal liability under the Anti-Corruption Law. However, in the case of corporate criminal offences, given that the board of directors is the corporate body responsible for the company's operations, it is generally the Board of Directors who will be subject to the investigations and prosecution.

The Anti-Corruption Law has important implications for the Board of Directors of all Indonesian companies. Pursuant to Article 20, if corruption is committed by or on behalf of a company, the lawsuit and the sentence may be instituted against and imposed on the company or the board. Judges can order the Board of Directors to be brought to court.

Regardless, there are some cases in which corporations as an entity were indicted. In 2018, PT Nusa Konstruksi Enjiniring ("**PT NKE**") was charged and found guilty of receiving illegal payments through rigged bids for government projects, including a university hospital and an athlete's village. As a result, PT NKE was fined, ordered to pay restitution, and barred from government tenders for six months. This case serves as a landmark for other corporations in Indonesia about the serious consequences of engaging in corrupt practices. During the trial, PT NKE was represented by its President Director.

6.1 Assuming corporate entities are liable for violating the legislation, what is the penalty for corporate entities violating the law?

If corruption is committed by or on behalf of a corporation, criminal charges can be brought against the corporation or its management, or both. The scope of 'management' according to the Anti-Corruption Law includes the officers named in the corporation's Articles of Association and anyone who has decision-making power in the corporation (e.g. a Director).

In addition, under Article 23 of Supreme Court Regulation No.13 of 2016 on The Procedure for Handling Crimes Committed by Corporations, the conviction of a corporation and/or its management does not preclude the conviction of other perpetrators who, by law, are proven to be complicit in the crime.

The main sanction imposed on a corporation is a fine. According to Article 20 paragraph (7) of the Anti-Corruption Law, the amount of the fine imposed on a corporation is the maximum amount imposed on an individual plus one third of that amount. Additional penalties may include the confiscation of its assets, restitution, the partial or full closure of the business, and the partial or full revocation of its rights, as regulated in Article 18 of the Anti-Corruption Law. This was evident in the case of PT NKE, where PT NKE was barred from participating in government tenders.

6.2 Assuming corporate entities are liable for violating the legislation, does having a compliance program designed to prevent bribery constitute a defence?

Indonesian law does not explicitly mandate an anti-corruption compliance code or guidelines for limited liability companies. For state-owned companies, it is mandatory to have an anti-corruption prevention system. From a practical perspective, it is encouraged and recommended for good corporate governance to have compliance and business conduct codes for a limited liability company. Having an anti-corruption compliance code or guidelines could serve as a factor in the judge's decision-making process.

6.3 Are companies required to disgorge profits earned as a result of bribery?

It is typical that companies are required to return any profit earned as a result of bribery by means of a court order. Efforts to restore state losses are carried out by imposing basic criminal sanctions in the form of fines on defendants in corruption cases as stated in the Anti-Corruption Law.

In addition, judges can also impose additional punishment in the form of confiscation of goods, payment of restitution, and confiscation of property.

7) Are there any specific laws governing private-to-private bribery (i.e. bribery between private entities)?

In the private sector, Law No. 11 of 1980 on Criminal Act of Bribery, regulates that it is an offence for a person to promise, offer or accept a gratuity if they know or suspect that it is intended to influence the recipient’s actions or decisions related to their duties. However, despite Law No. 11 of 1980 still being valid and applicable, in practice, Indonesian law enforcement never uses this law to impose criminal sanctions related to bribery in the private sector.

8) Is foreign bribery a crime?

The main Indonesian law prohibiting the bribery of foreign public officials is Law No. 7/2006, which ratified the United Nations Convention Against Corruption. The UN Convention Against Corruption was adopted by the UN General Assembly on 31 October 2003 and came into force on 14 December 2005. Indonesia signed the UN Convention on 18 December 2003 and ratified it on 19 September 2006.

Indonesia has made a reservation concerning Article 66, paragraph 2 of the UN Convention Against Corruption. Specifically, the Indonesian government has stated that disputes related to the interpretation and application of the UN Convention Against Corruption may only be referred to the International Court of Justice with the consent of the parties to the dispute, if they cannot be settled through the channel as mentioned in Article 66 paragraph 2.

Despite its adoption of the UN Convention, Indonesia currently has no specific legislation to implement the UN Convention's provisions regarding foreign bribery laws. All measures against foreign bribery will be implemented according to the UN Convention Against Corruption.

9) Is a bribe payment to foreign government officials prohibited by the legislation?

Indonesia has not adopted a specific law on the prohibition against bribery of foreign government officials. However, as Indonesia has ratified the UN Convention Against Corruption through Law No. 7/2006, the prohibition of bribery of foreign government officials will be implemented through Article 16 of the UN Convention Against Corruption.

Additionally, the Indonesian Criminal Code also adopts the principle of extraterritoriality. Article 5 of the Criminal Code provides that the Indonesian government can prosecute its citizens for crimes committed outside its territory, including crimes like bribery of foreign government officials, if such a crime involves Indonesian nationals or affects the interests of the Indonesian government. The prosecution of such actions will be further regulated based on an extradition treaty between Indonesia and the said country.

10) Are facilitation payments legal?

Facility payments may be seen as gratification and therefore will be subject to the Anti-Corruption Law.

In general, gratuities, which include gifts and entertainment, fall under Article 12B of the Anti-Corruption Law. Article 12B(1) states that any gratuity given to a civil servant or state official is considered a bribe if it has something to do with his/her position and is contrary to his/her obligations or duties.

According to the elucidation of Article 12B(1) of the Anti-Corruption Law, a gratuity means a reward in the broadest sense, including money, goods, a discount, recompense (a commission), an interest-free loan, a travel ticket, lodgings, a tour, free medical treatment, and any other facility. This applies to gratuities received domestically or internationally (outside Indonesia) with or without the use of electronic devices (electronic transfers, online transactions, etc).

11) What should corporate entities do when a potential bribery issue is reported or detected?

Corporate entities will usually have its own guidelines on anti-corruption procedures and measures. While Indonesian regulations do not prescribe specific procedures, best practice includes (i) conducting an internal investigation to ascertain the facts, and (ii) where sufficient evidence exists, the company can report the case to the relevant authorities such as the KPK, Attorney General's Office, and the Police. Immediate remedial measures (e.g., suspension of implicated personnel) may also be considered to mitigate liability exposure.

12) If a company wishes to commence corporate investigations in respect of potential wrongdoing, who should conduct these investigations? Should corporate entities appoint lawyers to do so?

Companies can appoint third parties to conduct forensic audits and investigations of potential corruption cases from the company's finances. In parallel, appointing external lawyers and auditors is advisable to help the company properly prepare for potential interaction with enforcement authorities and to ensure that the investigation complies with the prevailing law.

13) Are companies required to self-report bribery? Assuming corporate entities are liable for violating the anti-corruption law, is it possible for a corporate entity to reach a deferred prosecution agreement or leniency agreement with the enforcement authorities?

It is common that a company's guidelines and anti-corruption code require self-reporting for violations. Additionally, Article 108 of the Indonesian Criminal Procedural Code (*Kitab Hukum Acara Pidana*) regulates that any person who has knowledge of a conspiracy to commit a criminal offence against public safety and security or against life or property shall immediately report the matter to an investigator.
For state-owned companies, as they are required to have an anti-corruption prevention system, if in any case the company has implemented preventive and anti-corruption measures, as mentioned above, the relevant officers or management of the company will be indicted instead.

14) Does the law provide any protection or other incentives for whistle-blowers?

Yes, Indonesian law provides protection for whistle-blowers. Article 15 of Law No. 30 of 2002 (as amended) on the Corruption Eradication Commission mandates that the KPK provide protection to witnesses or whistle-blowers who submit reports or provide information regarding the occurrence of corruption.

Further, Indonesian law also provides various incentives and rights for whistle-blowers under Law No. 13 of 2006 (as amended) on Witness and Victim Protection, such as obtaining protection for personal safety, family, and property, as well as freedom from threats related to the testimony they will, is, or has given; participate in the process of choosing and determining the form of protection and security support; provide testimony without pressure; provide an interpreter, and many more. Nevertheless, the protection may not be as sophisticated as in other jurisdictions.

15) **What can corporate entities do to prevent corruption in a company?**

It is common for corporate entities to have an anti-corruption compliance code. Further, corporate entities may ask third parties to conduct forensic audits to check their finances on a regular basis. Corporate entities may also engage law firms to progressively review and renew such compliance code.

16) **How can corporate entities implement an anti-corruption policy and create a code of conduct?**

Corporate entities can implement anti-corruption policies by integrating anti-corruption principles in their day-to-day operational procedure and company regulations and creating a comprehensive code of conduct. Additionally, they may engage third parties to provide and conduct training, risk-assessments, due diligence, and monitoring of the corporation.

Finally, it is important to have a well-thought-out anti-corruption system that provides incentives and protects employees in cases of corruption. This may include a whistle-blowing system, a reporting mechanism, and proper evaluation.

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MALAYSIA

2. MALAYSIA

1) What is the key anti-corruption legislation?

The Malaysian Anti-Corruption Commission Act 2009 ("**MACC Act**") is the primary legislation governing bribery and corruption in Malaysia. The provisions of the MACC Act are widely applicable, in that they regulate both the public and private sectors and have effect within and outside Malaysia. The MACC Act is designed to promote the integrity and accountability of public and private sector administration through education on corruption, and enforcement by an independent and accountable anti-corruption body, i.e. the Malaysian Anti-Corruption Commission.

Apart from the MACC Act, several other legislations also contain specific provisions governing bribery and corruption offences, albeit with limited application. The Penal Code contains provisions governing the bribery of public bodies, whether between public officials or between a public official and a private individual. The Election Offences Act 1954 governs offences relating to bribery in the context of influencing the outcome of elections. The Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 imposes reporting obligations on reporting institutions as a counter-measure to prevent or mitigate, among others, corruption and bribery. Lastly, the Customs Act 1967 contains provisions governing bribery offences of any officer of customs or other person duly employed for the prevention of smuggling.

2) Who are the enforcement bodies?

The Malaysian Anti-Corruption Commission ("**MACC**") has the jurisdiction to investigate and prosecute bribery offenses under the MACC Act and the Penal Code, and other Malaysian law enforcement authorities such as the Royal Malaysia Police ("**RMP**") may also investigate bribery offenses under both laws, although they may not be able to use the investigative tools provided by the MACC Act.

The prosecution powers of the MACC derive from the MACC Senior Commissioner which has the status of the Deputy Attorney General. However, all bribery offences can only be prosecuted with the consent of the Attorney General of Malaysia.

Other institutions that are involved in preventing and countering corruption include: Prime Minister's Department (PMO), National Audit Department, Accountant General's Department, Financial Intelligence Unit (FIU), Bank Negara Malaysia (BNM), Companies Commission Malaysia (CCM), Securities Commission Malaysia (SC), Labuan Financial Services Authority (LFSA), Ministry of Finance (MOF), Public Service Commission (PSC), Public Service Department (JPA), Enforcement Agency Integrity Commission (EAIC), Public Complaints Bureau in PMO (PCB), as well as Institute of Integrity Malaysia (INTEGRITI) and Malaysian Anti-Corruption Academy (MACA).

The Attorney General's Chambers plays a fundamental role in the field of international cooperation and asset recovery. A National Coordination

Committee to Counter Money Laundering (NCC) has also been established.

3) Is requesting or accepting a bribe prohibited by the legislation?

The MACC Act is the primary legislation that provides for bribery-related offences. Some key provisions are set out below.

Section 16 provides for the offence of accepting gratification and the constituent elements giving rise to the offence – ie, whereby a person who by themself or in conjunction with any other person corruptly solicits or receives, or agrees to receive (for themself or for any other person) or corruptly gives, promises or offers to any person, whether for the benefit of that person or of another person, any gratification as an inducement to or a reward for, or otherwise on account of, any person or any officer of a public body doing or forbearing to do anything in respect of any matter or transaction, actual or proposed or likely to take place, in which the public body is concerned.

Section 17 provides for the offence of giving or accepting gratification by an agent. Section 18 provides for the offence of intending to deceive the principal by agent. Section 20 provides for the offence of corruptly procuring withdrawal of tender. The penalties are clearly stipulated under section 24, whereby any person who commits an offence under sections 16, 17, 20, 21, 22 and 23 shall on conviction be liable to imprisonment for a term not exceeding 20 years and to a fine of not less than five times the sum or value of the gratification, where such gratification is capable of being valued or is of a pecuniary nature, or to MYR10,000, whichever is higher.

4) What are some case studies / examples of gratification that might constitute bribery?

At the outset, it is essential to examine the statutory definition of "gratification". "Gratification", which is a fundamental element of bribery related offences under the MACC Act, is defined under Section 3.

A pertinent illustration of gratification can be found in the high-profile prosecutions of former Prime Minister of Malaysia, Dato' Sri Mohd Najib bin Hj Abd Razak, who was also charged under Section 23 of the MACC Act for utilising his position for personal gratification amounting to RM42 million by influencing the government's decision to guarantee a RM4 billion loan from the country's Pension Fund to SRC International Sdn Bhd, a newly incorporated private limited company in which he had an interest (*PP v Dato' Sri Mohd Najib Hj Abd Razak* [2020] 11 MLJ 808).

The High Court found that the former Prime Minister indeed used his position as a public officer for gratification. The RM42 million, along with evidence of the financial trail, clearly falls under Section 3(a) of the MACC Act as a form of gratification. His intent to secure personal gratification could be readily inferred from his failure to address the clear conflict of interest and his actions in personally introducing and tabling the proposal for the guarantee at the Cabinet meeting. To quote the presiding High Court Judge, "this is gratification to the accused, pure and simple." The decision of the High Court was upheld by the Court of

Appeal (see *Dato' Sri Mohd Najib bin Hj Abd Razak v Public Prosecutor* [2022] 1 MLJ 137).

5) What are possible defences?

There are no defences available to the general bribery offences under the MACC Act nor the Penal Code. It is a defence however, to the corporate offence under Section 17A(4) of the MACC Act for an organisation to prove on a balance of probabilities, that adequate procedures had been set in place to curb corrupt practices, much like the "adequate procedures" defence adopted in the United Kingdom's Bribery Act 2010.

6) Is there criminal liability for corporate entities who have either paid or accepted a bribe payment?

Sections 24 and 17A of the MACC Act impose criminal liability on any corporate entity (and by extension, the director, controller, officer, partner or the person concerned in the management of the company) convicted of an offence under the MACC Act. The consequence of a conviction is that the corporate entity may be liable to a fine not less than ten times the sum/value of the gratification where it is capable of being valued or is of a pecuniary nature, or MYR 1,000,000.00, whichever is higher or imprisonment of up to 20 years or both.

6.1 Assuming corporate entities are liable for violating the legislation, what is the penalty for corporate entities violating the law?

Under the MACC Act, both individuals and corporate entities may be liable for bribery offences, with corporate entities only being made liable under Section 17A. In the case of a corporate entity, Section 17A(3) deems the director, controller, officer, partner or the person concerned in the management of the company to have committed the offence unless he/she can prove that the offence was committed without his/her consent or connivance and that due diligence had been exercised to curb the commission of the offence.

6.2 Assuming corporate entities are liable for violating the legislation, does having a compliance program designed to prevent bribery constitute a defence?

Pursuant to section 17A(4) of the MACC Act, it is a defence for an organisation to prove on a balance of probabilities, that adequate procedures had been set in place to curb corrupt practices, much like the "adequate procedures" defence adopted in the United Kingdom's Bribery Act 2010.

In light of this, the Malaysian government issued the Guidelines on Adequate Procedures for the purposes of the defence under Section 17A(4) of the MACC Act.

The main facets of said Guidelines comprise the company (i) displaying top level commitment at the managerial level; (ii) conducting comprehensive risk assessment; (iii) undertaking reasonable and proportionate control measures; (iv) ensuring systematic review, monitoring and enforcement efforts; and (v) conducting adequate training and communication.

Nevertheless, these facets are not to be considered a 'catch-all' requirement to be considered by a Court of law in assessing the viability of the defence and will ultimately be viewed upon through a case-by-case basis.

6.3 Are companies required to disgorge profits earned as a result of bribery?

Under the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 ("**AML Act**"), an offence under Section 17A of the MACC Act is categorised as a serious offence. Consequently, if a corporate entity is found guilty of committing an offence under Section 17A, the Malaysian Courts are vested with the authority to exercise the enforcement powers provided under the AML Act. These powers include freezing, seizing, or forfeiting assets belonging to the corporate entity that have been acquired, derived, or obtained, either directly or indirectly, from such unlawful activities. This robust legal framework underscores the serious consequences of corporate liability for corruption and reinforces efforts to combat financial crime in Malaysia.

7) Are there any specific laws governing private-to-private bribery (i.e. bribery between private entities)?

The general offences of bribery in the MACC Act (sections 16, 17, 18 and 20) do not distinguish between bribes paid to a public official and those paid in the private sector. However, the MACC Act does provide additional offences of bribery in relation to public officials. For example, section 21 of the MACC Act is a specific offence against an individual who solicits, accepts or offers gratification to an officer of a public body.

In this regard, an "officer of a public body" is defined in Section 3 of the MACC Act as any person who is a member, an officer, an employee or a servant of a public body, and includes a member of the administration, a member of Parliament, a member of a State Legislative Assembly, a judge of the High Court, Court of Appeal or Federal Court, and any person receiving any remuneration from public funds, and, where the public body is a corporation sole, includes the person who is incorporated as such.

8) Is foreign bribery a crime?

The provisions of the MACC Act are widely applicable, in that it regulates both the public and private persons within and outside Malaysia. In particular, Section 66 of the MACC Act expressly provides that where an offence under the Act is committed in any place outside Malaysia by any citizen or permanent resident, such person may be dealt with in respect of such offence as if it was committed within Malaysia.

9) Is a bribe payment to foreign government officials prohibited by the legislation?

Section 22 of the MACC Act specifically prohibits an individual from soliciting, accepting and offering gratification to an officer of a foreign public official.

A "foreign public official" is defined in the same Section as: (a) any individual holding a legislative, executive, administrative, or judicial position in a foreign country, whether appointed or elected; (b) any person performing a public function for a foreign country, including employees of boards, commissions, corporations, or other authorities established to carry out duties on behalf of that country; and (c) any individual authorised by a public international organisation to act on its behalf.

10) Are facilitation payments legal?

Facilitation payments refer to payments made to public officials with the intent of expediting the administrative process.

Offences of this nature are expressly provided for in Section 21(d) of the MACC Act and Section 161 of the Penal Code. These offences are couched in terms of the public official or public servant respectively. Any public servant who shows favour to the person from whom gratification is received or attempts to receive, commits an offence.

It is worth noting however that Section 21(d) of the MACC Act makes it an offence for both the person giving or attempting to give gratification as well as the public official receiving or attempting to receive gratification. Yet, section 161 of the Penal Code is solely an offence against a public servant or prospective public servant. For a private individual giving or attempting to give gratification as facilitation payments, the same is an offence under Section(s) 162 and/or 163 of the Penal Code, as the case may be.

11) What should corporate entities do when a potential bribery issue is reported or detected?

Upon the report or detection of a potential bribery issue, a corporate entity ought to immediately report the potential bribery issue to the RMP or the MACC.

Pursuant to Section 13 of the CPC, there is a general duty to immediately give information to an officer of the nearest police station that relates to another person's intention to commit any offence punishable under the PC or any other written law. Findings of an internal investigation may be reported to the RMP by way of a first information report submitted to a police station.

There is also a duty under Section 25 of the MACC Act to report bribery transactions where such person had been given, promised or offered gratification. Reports pertaining to a suspected offence under the MACC Act are lodged with the MACC. Failure to comply with this provision may result in an individual being liable to a fine not exceeding MYR100,000 or imprisonment for a term not exceeding ten years, or both.

Any co-operation given to legal/enforcement authorities in their investigation and/or prosecution of an offence will be taken as a mitigating factor by the court.

12) If a company wishes to commence corporate investigations in respect of potential wrongdoing, who should conduct these investigations? Should corporate entities appoint lawyers to do so?

In relation to internal corporate investigations in respect of potential wrongdoing, the company is required under the Employment Act 1955 to carry out a due inquiry, in the form of a domestic enquiry, in accordance with the principles of natural justice or fair hearing. This is beneficial to the company, as it provides the employee in question a right to be heard before the employee is found guilty of any potential wrongdoing or subjected to disciplinary action.

There is no statutory provision governing the people who ought to conduct a due inquiry. In general, senior personnel from the relevant departments, i.e. the Human Resources Department, the Operations Department, the Accounts Department, the Legal Department ought to be involved in order to ensure that comprehensive investigation into the alleged wrongdoing can be carried out, and to avoid any potential complications arising from one single individual acting as prosecutor, judge and jury.

Depending on the alleged wrongdoing, external professionals may also be engaged to safeguard the company's interest. For instance, if the alleged wrongdoing concerns embezzlement or bribery, forensic experts or auditors may be engaged to carry out a proper investigation on all documents and information involved. If external lawyers are engaged to assist the company in the internal investigation, the company has the added benefit of additional time to formulate legal strategies in the event the company is subsequently involved in legal proceedings arising from the alleged wrongdoing.

13) Are companies required to self-report bribery? Assuming corporate entities are liable for violating the anti-corruption law, is it possible for a corporate entity to reach a deferred prosecution agreement or leniency agreement with the enforcement authorities?

As set out in paragraph 11 above, there is a duty under Section 25 of the MACC Act to report bribery transactions where such person had been given, promised or offered gratification. Further, any such cooperation given to the MACC will be taken as a mitigating factor by the Court.

At this juncture, Malaysia currently does not have in place any legislative provisions in relation to deferred prosecution agreements. However, there is the legal process of plea bargaining in place, where an accused individual can reach an agreement with the Public Prosecutor by pleading guilty to the offence in return for certain concessions, such as a reduced charge or a more lenient sentence.

The procedure for plea bargaining is outlined in Sections 172C to 172F of the CPC and in decisions of the court (see *PP v Manimaran Manickam* (2011) 8 CLJ 439), and can be summarised as follows.

A plea-bargaining request must be initiated by the accused, by submitting an application to the Public Prosecutor. The Public Prosecutor should promptly respond to the request, and parties should ideally agree on the acceptable sentencing range, preferably in writing. Once an agreement is reached, it should be presented to the court. If the court approves, it will impose a sentence within the agreed-upon range. If, however, the court does not agree with the proposed sentence, it is obliged to inform the parties involved and to provide details about the sentence it intends to impose. The next course of action is then left to the parties to determine. In the absence of an agreement, the case should proceed to trial.

14) Does the law provide any protection or other incentives for whistle-blowers?

The Whistleblower Protection Act 2010 ("**WPA**") is the key legislation conferring protection to 'whistleblowers' which includes (a) protection of confidential information; (b) immunity from civil and criminal action; and (c) protection of the whistleblower and any person related or associated to him/her against detrimental action (section 7(1) WPA).

This would extend to include the protection against having confidential information be disclosed or required to be disclosed in a manner which could expose the whistleblower, a blanket immunity from civil and criminal action for the purposes of disclosure made, and protection against reprisals as a result of the disclosure such as termination of employment, withholding of payment due and payable and refusal to enter into subsequent contracts, solely for the reason of the whistleblower having made the disclosure.

15) What can corporate entities do to prevent corruption in a company?

As mentioned in the paragraphs above, having guidelines on adequate procedures in place will serve to raise and create awareness amongst the company's employees in relation to corruption practices. Corruption is a practice that can only be curbed effectively if all employees at all levels are aware of their respective roles in the fight against corruption.

With due awareness raised, employees will be able to detect and identify potential corrupt practices in the early stages, as well as the necessary knowledge on the procedures involved in reporting these potential corrupt practices to the company's own Integrity Department, Audit Department, or its relevant personnel in charge of recording such reports. It should also be made clear to all employees at all material times that whistleblowers will be protected to the company's best abilities.

Once a report has been lodged internally, the company should have a clear procedure in place on the next steps to be taken. For instance, a report ought to be lodged to the authorities, and an internal investigation ought to be commenced. With a clear guideline in place, employees will be more willing to actively participate in putting a stop to corrupt practices.

Regular audits by independent third party auditors will also serve in acting as a check and balance against corruption in a company. The independent third party auditors will be able to detect any suspicious activity in the company and highlight the same to the company's senior management promptly. Further, in the event the company is subsequently embroiled in an investigation on corruption by the authorities, the fact that the company has taken the effort to carry out regular audits may be in the company's favour.

16) How can corporate entities implement an anti-corruption policy and create a code of conduct?

In implementing an anti-corruption policy, corporate entities ought to refer to the Guidelines on Adequate Procedures issued by the Malaysian government, which predominantly serves as a defence of "adequate procedures" afforded to corporations as against an offence under Section 17A of the MACC Act.

Although these Guidelines do not serve as a 'one-size-fits-all' solution to effective anti-corruption practices, they nonetheless remain an important foundation to which corporations may improve upon.

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PHILIPPINES

3. PHILIPPINES

1) What are the key anti-corruption legislations?

The Revised Penal Code ("**RPC**"), enacted on 8 December 1930, is the earliest law which provided for crimes constituting corruption. Title Seven of the RPC specifically provides for crimes committed by public officers, and is divided into several chapters which contain several different kinds of crimes.

The Anti-Graft and Corrupt Practices Act (Republic Act No. 3019), passed into law on 17 August 1960, is the primary legislation which aimed to repress certain acts of public officers and private persons alike which constitute graft or corrupt practices.

The 1987 Constitution of the Philippines, its fundamental and supreme law, contains an entire section dedicated to the Accountability of Public Officers, specifically Article XI.

On 20 February 1989, the Code of Conduct and Ethical Standards for Public Officials and Employees was passed into law. This law provides for the norms of conduct for public officials and employees, the specific duties of public officials, as well as a list of prohibited and unlawful acts earlier covered by the RPC and the Anti-Graft and Corrupt Practices Act.

Most recently, the Philippine Congress also passed the Ease of Doing Business Act (Republic Act No. 11032). This law, covering all government offices and agencies that provide services relating to business and non-business related transactions, was passed to combat corruption and promote transparency by reducing bureaucratic red tape and processing time.

(Collectively referred to as the "**anti-corruption laws of the Philippines**")

2) Who are the enforcement bodies?

The Constitution created the Office of the Ombudsman to investigate any act or omission of any public official, employee, office, or agency that appears to be illegal, unjust, improper or inefficient. Under the Ombudsman Act of 1989 (Republic Act No. 6770), the Ombudsman is specifically mandated to act on complaints filed against officers and employees of the Philippine Government, and enforce their administrative, civil, and criminal liability when the evidence so warrants.

The Constitution also created the Sandiganbayan, a special court which has jurisdiction over criminal and civil cases involving graft and corrupt practices, as well as other offences committed by public officers and employees.

3) **Is requesting or accepting a bribe prohibited by the legislation?**

Yes, requesting and accepting a bribe is punishable under the RPC, as well as the Anti-Graft and Corrupt Practices Act.

The RPC punishes the crimes of direct bribery and indirect bribery. On one hand, direct bribery is committed by any public officer who agrees to perform an act constituting a crime, in connection with the performance of their official duties, in consideration of any offer, promise, gift, or present. In short, direct bribery punishes public officials who receive bribes and agree to perform an act constituting a crime in connection with the performance of their official duties. On the other hand, indirect bribery is committed by a public officer by their mere acceptance of gifts offered to them by reason of their office, without them having committed any crime.

The Anti-Graft and Corrupt Practices Act also defines the act of a public officer of requesting or receiving any gift, present, share, percentage, or benefit, for themselves or any other person, in connection with any government contracts, transactions, permits, or licenses, where they have official involvement, as a "corrupt practice" of public officers, which is punishable not only with imprisonment, but also perpetual disqualification from public office.

4) **What are some case studies / examples of gratification that might constitute bribery?**

In 2017, an employee of the Land Registration Authority was convicted of Direct Bribery and violation of the Anti-Graft and Corrupt Practices Act by the Regional Trial Court for having demanded a sum of money from an individual in order to expedite the release of a court order in relation to the titling of said individual's property.

5) **What are possible defences?**

The anti-corruption laws of the Philippines do not provide for any specific defences available to an individual charged under these laws. An individual charged with such crimes may thus instead rely on evidence that would engender reasonable doubt as to their commission of the crime charged, given the evidentiary requisite of proving their guilt beyond reasonable doubt.

6) **Is there criminal liability for corporate entities who have either paid or accepted a bribe payment?**

The anti-corruption laws of the Philippines do not provide for criminal liability of corporations in the event that their officers or employees commit crimes in relation to bribery. Only officers and employees may be charged with such crimes in their individual capacities.

6.1 Assuming corporate entities are liable for violating the legislation, what is the penalty for corporate entities violating the law?

See #6 above.

6.2 Assuming corporate entities are liable for violating the legislation, does having a compliance program designed to prevent bribery constitute a defence?

See #5 and #6 above.

6.3 Are companies required to disgorge profits earned as a result of bribery?

There is no provision under the anti-corruption laws of the Philippines which require corporations to give up profits earned as a result of bribery.

7) Are there any specific laws governing private-to-private bribery (i.e. bribery between private entities)?

There is no law in the Philippines which punishes bribery in the private sector.

8) Is foreign bribery a crime?

The provisions of the anti-corruption laws of the Philippines apply only to public officials of the Philippine government. Thus, an individual who may have committed the crime of Corruption of Public Officials, for example, may not be charged with said crime, if said public official is from a foreign jurisdiction.

On the other hand, under the principle of territoriality, a foreigner may be charged with the crime of Corruption of Public Officials should they commit the same while in the Philippines, as said crime under the RPC does not specify that the offender should be a Philippine national.

9) Is a bribe payment to foreign government officials prohibited by the legislation?

There is no provision of Philippine law which punishes the crime of bribing foreign government officials.

10) Are facilitation payments legal?

Facilitation payments usually refer to the payment of money to government officials in order to facilitate the speedy completion of transactions with government offices. While the term "facilitation payment" is not explicitly defined by Philippine laws, such payments constitute crimes under anti-corruption laws of the Philippines, specifically direct or indirect bribery (on the part of the public official) and Corruption of Public Officers (on the part of the individual paying the facilitation payment).

11) **What should corporate entities do when a potential bribery issue is reported or detected?**

Preliminarily, it is a common practice for Philippine corporate entities to enact their own internal anti-corruption guidelines. Thus, corporate entities should ensure that they have proper reportorial channels in the event that a potential bribery issue is reported or directed.

12) **If a company wishes to commence corporate investigations in respect of potential wrongdoing, who should conduct these investigations? Should corporate entities appoint lawyers to do so?**

Corporate entities may first rely upon their own personnel to conduct investigations of their employees in the event of potential wrongdoing. Such employees may be served notices to explain their wrongdoing, assuming that such wrongdoing is sufficiently found to have basis. Once the company has received the employee's explanation, heard the employee's defences, and finds that the employee has indeed committed wrongdoing, the company may then impose the appropriate penalty under said company's own code of conduct for employees.

Companies may want to initially consult lawyers in order to ensure that their internal codes of conduct for employees, as well as their disciplinary process, adhere to Philippine labor laws and regulations.

13) **Are companies required to self-report bribery? Assuming corporate entities are liable for violating the anti-corruption law, is it possible for a corporate entity to reach a deferred prosecution agreement or leniency agreement with the enforcement authorities?**

There is no provision of Philippine law which requires corporate entities to report incidences of bribery within the company. See also #6 above with regard to the lack of criminal liability of corporate entities for bribery.

14) **Does the law provide any protection or other incentives for whistle-blowers?**

There is no law yet that provides for whistleblower protections in relation to corruption-related crimes. Private corporate entities and individual government agencies, however, have been observed to enact internal guidelines that offer such protections.

An example of this is the Philippine Department of Social Welfare and Development, which issued Memorandum Circular No. 03, Series of 2007, which provides for the rights of whistleblowers to protection against retaliatory actions for whistleblowing, as well as a carve-out clause which exempts whistleblowers from being considered to have breached their duty of confidentiality in the event that they disclose information that constitute whistleblowing.

15) **What can corporate entities do to prevent corruption in a company?**

Corporate entities should, in the first instance, inculcate a sense of respect for the rule of law as part of their company culture, and take steps in ensuring that their employees are well-aware of the legal prohibitions against violations of the Philippines' anti-corruption laws.

At an internal level, companies should also ensure that they build and maintain a culture of integrity and transparency. This can be achieved at the ground level by ensuring that the company has appropriate internal policies and procedures that aim to promote transparency in all dealings and transactions. Appropriate checks, balances, and controls should also be implemented to ensure adherence to such policies and procedures.

16) How can corporate entities implement an anti-corruption policy and create a code of conduct?

Corporate entities should first refer to the anti-corruption laws of the Philippines and craft their own internal anti-corruption policies that are fully aligned with such laws. Such policies should spell out in clear terms what acts constitute corruption and are thus prohibited, as well as provide clear penalties for the violation of said policy.

It is also recommended that the company institute a committee dedicated to monitoring compliance with the company's anti-corruption policy, and ensure that such policy is updated regularly to reflect developments in the anti-corruption laws of the Philippines.

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SINGAPORE

4. SINGAPORE

1) **What are the key anti-corruption legislations?**

The primary legislation governing bribery and corruption in Singapore is the Prevention of Corruption Act 2020 ("**PCA**"). The main offences under the PCA are set out in sections 5 and 6, which apply to both the private and public sector, and prohibit both active and passive bribery.

The Penal Code 1871 ("**Penal Code**") contains further provisions relating to bribery and corruption. These provisions include offences related to the bribery of domestic "public servants" under sections 161 to 165 of the Penal Code. In practice, however, the offences under the Penal Code are rarely used for the prosecution of corruption offences. Prosecutors usually rely on the offences under the PCA instead.

The Corruption, Drug Trafficking and other Serious Crimes (Confiscation of Benefits) Act 1992 ("**CDSA**") is another legislation to combat corruption. The CDSA criminalises the acquiring, possessing, using, concealing and/or transferring of the benefits from criminal conduct (such as corruption), and allows for the confiscation of such benefits.

2) **Who are the enforcement bodies?**

In Singapore, the main authority which investigates bribery and corruption is the Corrupt Practices Investigation Bureau ("**CPIB**"). Meanwhile, the main authority which prosecutes bribery and corruption is the Attorney-General's Chambers ("**AGC**").

3) **Is requesting or accepting a bribe prohibited by the legislation?**

As stated above, accepting a bribe would typically constitute a bribery and corruption offence under the PCA and/or the Penal Code.

Requesting a bribe would similarly be prohibited; Section 30 of the PCA states that whoever attempts to commit an offence under the PCA shall be deemed to have committed the offence and shall be liable on conviction to be punished with the punishment provided for that offence.

Similarly, Section 511 and 512 of the Penal Code sets out that if a person attempts to commit an offence punishable under the Penal Code will similarly be found to have committed an offence.

4) **What are some case studies / examples of gratification that might constitute bribery?**

Gratification is widely defined under the PCA to include, among others, money, gifts, loans, fees, rewards, commissions, property and even any service, favour or advantage of any description whatsoever. In other words, practically anything could potentially constitute "gratification" for the purposes of PCA as long as it appears to have some intrinsic or extrinsic value.

Further, aside from bribery under the PCA, it is also apposite to consider the related offence under Section 165 of the PC, which criminalises a public servant's receipt of "any valuable thing, without consideration" in connection with, among others, his official functions.

The recent case involving the former Minister Mr S. Iswaran shows that this provision can similarly be read extremely widely, such that "any valuable thing" can potentially take any form (whether it is hotel stays, private jet and business class flights, tickets to performances, shows and sporting events, alcohol and even sporting equipment such as golf clubs).

5) What are possible defences?

There are no formal defences available under the PCA or Penal Code *per se*. Therefore, an individual attempting to defend against a bribery / corruption charge will instead need to raise reasonable doubt that the elements of the offence that he / she is charged for are made out.

6) Is there criminal liability for corporate entities who have either paid or accepted a bribe payment?

Both individuals and corporate entities may be held liable for bribery and corruption offences. The primary bribery and corruption offences under Sections 5 and 6 of the PCA apply to all "persons". The term "person" is defined in the Interpretation Act as including "any company or association of body of persons, corporate or unincorporated."

In practice, however, the authorities' enforcement efforts have focused predominantly on individuals, with prosecutions against corporates entities for corruption offences being rare to date.

6.1 Assuming corporate entities are liable for violating the legislation, what is the penalty for corporate entities violating the law?

A corporate entity that is convicted of bribery and corruption offences under Sections 5 and 6 of the PCA will be liable on conviction to a fine not exceeding S$100,000 per charge.

6.2 Assuming corporate entities are liable for violating the legislation, does having a compliance program designed to prevent bribery constitute a defence?

There are no formal defences available under the PCA or Penal Code. On that basis, this would also mean that it is not a defence *per se* for a company to have a compliance program designed to prevent bribery.

This is different from the position in other jurisdictions, such as the United Kingdom for example; under the United Kingdom Bribery Act 2010, a company may attempt to rely on the "adequate procedures" defence, under which a company may attempt to prove that it had put in place adequate procedures to prevent corruption as a substantive defence to bribery and corruption charges.

6.3 Are companies required to disgorge profits earned as a result of bribery?

Under Section 13 of the PCA, any person found guilty of receiving a bribe may also be ordered to pay a penalty equal to the amount of the bribe itself. The Singapore Courts have also held that this provision was meant to function as a disgorgement mechanism, even if it did not explicitly state so.

7) Are there any specific laws governing private-to-private bribery (i.e. bribery between private entities)?

There are no specific laws which specifically govern "purely private sector" bribery *per se*. This is because the relevant legislation applies equally to the private and public sector. However, the Singapore Courts have tended to treat "purely private sector" bribery differently from private-to-public or public-to-public bribery when considering the appropriate sentence to be imposed.

8) Is foreign bribery a crime?

Section 37 of the PCA also states that if a Singapore citizen commits an offence under the PCA in any place outside of Singapore, he may be dealt with in respect of that offence as if it had been committed within Singapore.

Section 4 of the Penal Code also provides that public servants who commit offences outside of Singapore are deemed to have committed that offence in Singapore.

In short, the various prohibitions for corruption-related offences under the PCA and Penal Code can apply to cases involving foreign parties and, in some cases, even apply where the acts of corruption occur outside of Singapore.

9) Is a bribe payment to foreign government officials prohibited by the legislation?

There are no explicit equivalent restrictions in the context of foreign public officials. However, the various prohibitions for corruption-related offences under the PCA and Penal Code can apply to cases involving foreign government officials and, in some cases, even apply where the acts of corruption occur outside of Singapore.

10) Are facilitation payments legal?

Facilitation payments may be defined as payments which are made to public officials to speed up an administrative process where the outcome is already pre-determined.

Facilitation payments are not specifically regulated in Singapore – in particular, there is no exemption or defence applicable to such payments similar to that provided under the United States Foreign Corrupt Practices Act 1977 (FCPA).

However, regard should be had to Section 12 of the PCA. That section prohibits, among others, the giving, solicitation and/or accepting of gratification for a member of a public body's performing or abstaining from performing, or his aid in procuring, expediting, delaying, hindering or preventing the performance of any official act.

11) What should corporate entities do when a potential bribery issue is reported or detected?

Corporate entities should seek legal advice as soon as possible to devise an appropriate course of action as soon as possible.

Potential bribery issues arise and can manifest in a plethora of different ways. It is therefore imperative for companies to ensure that they consider all relevant legal issues comprehensively as soon as possible (including but not limited to issues relating to fact-finding / evidence gathering, privilege and confidentiality, reporting obligations, employment issues and potential criminal and civil liability.

There is no one-size fits all approach, nor is there any particular formula that a company can follow. Each case will necessarily depend on its specific facts.

12) If a company wishes to commence corporate investigations in respect of potential wrongdoing, who should conduct these investigations? Should corporate entities appoint lawyers to do so?

As stated above, there is no one-size fits all approach, nor is there any particular formula that a company can follow. Whether investigations are done by in-house personnel, lawyers or even external third-party experts (eg. forensic accountants) will depend on the specific facts of each case.

13) Are companies required to self-report bribery? Assuming corporate entities are liable for violating the anti-corruption law, is it possible for a corporate entity to reach a deferred prosecution agreement or leniency agreement with the enforcement authorities?

There are no express legislative provisions which specifically require companies to "self-report" instances of bribery and corruption.

However, under Section 39 of the CDSA, individuals and companies are required to report suspicious transactions that concern property which represents the proceeds of, or which was used in connection with any criminal offence.

Further, it is possible for a corporate entity to reach a deferred prosecution agreement ("**DPA**") with the enforcement authorities. In this regard, the DPA regime was introduced in 2018 and is applicable to, among others, the bribery and corruption offences under Sections 5 and 6 of the PCA, offences relating to the corrupt procurement of the withdrawal of tenders under Section 10 of the PCA; and offences relating to the bribery of a member of a public body under Section 12 of the PCA.

14) Does the law provide any protection or other incentives for whistle-blowers?

There is currently no specific omnibus legislation to provide protection to whistle-blowers in Singapore.

However, some protection is offered by the PCA – in particular, Section 36 of the PCA renders any complaints under the PCA inadmissible as evidence in any civil or criminal proceedings. Further, no witness is obliged or permitted to disclose the name or address of any informer, or state any matter which might lead to his discovery.

Further, unlike other areas of law (such as anti-competition law and tax law), the authorities do not offer any incentives or rewards to whistle-blowers.

15) What can corporate entities do to prevent corruption in a company?

The most significant thing that companies can do is to ensure that it maintains and emphasises a culture of integrity and business ethics. Often, the tone and business mentality of the company can and does influence its employees' perspectives (including on issues such as corruption and bribery).

For example, if a company has an over-emphasis on a profit-at-all-costs mentality, then this may inculcate a mindset amongst its employees that corruption and bribery is acceptable as long as it is carried out with the goal of generating profits for the company.

Companies can also ensure that their personnel are suitably managed at a person-to-person level. Often, businesses run the risk of their management personnel becoming more isolated and distant from their employees on the ground, such that they have less meaningful oversight over their employees on a day-to-day basis. This increases the risks of employees engaging in corrupt acts as these acts become harder to detect.

16) How can corporate entities implement an anti-corruption policy and create a code of conduct?

As a starting point, companies may refer to PACT – the Practical Anti-Corruption Guide for Businesses in Singapore. This was published by the CPIB in 2017 with the intention of providing guidance for business owners on how to develop and implement an anti-corruption system.

However, for anti-corruption policies and codes of conduct to be truly effective, they can and should be tailored to each company as far as possible. Companies that wish to do so may wish to consider engaging external counsel to obtain advice on company-specific issues and considerations in order further improve its internal policies / codes of conduct.

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THAILAND

5. THAILAND

1) What are the key anti-corruption legislations?

The main legislation governing bribery and corruption in Thailand is the Organic Act on Anti-Corruption, B.E. 2561 (2018) (“**OAAC**”), which prohibits giving, offering, or promising benefits to public officials, foreign officials, or international organisation officials with corrupt intent.

Other key laws include the Administrative Measures for the Prevention and Suppression of Corruption Act B.E. 2551 (2008), which outlines preventive measures, and the Public Procurement and Supplies Administration Act B.E. 2560 (2017), which governs transparency in public procurement. The Act on Offenses Relating to the Submission of Bids to State Agencies B.E. 2542 (1999) addresses bid-rigging in government contracts.

Some of the other laws contributing to combating corruption in Thailand include the Civil Service Act B.E. 2551 (2008), the Act Governing Liability for Wrongful Acts of Competent Officers B.E. 2539 (1996), and the Anti-Money Laundering Act B.E. 2542 (1999) (“**AMLA**”).

2) Who are the enforcement bodies?

In Thailand, the main enforcement body responsible for investigating corruption is the National Anti-Corruption Commission (“**NACC**”), operating under the OAAC. The Public Sector Anti-Corruption Commission (“**PACC**”) enforces administrative measures, while the Anti-Money Laundering Office (“**AMLO**”) handles financial aspects under the AMLA.

Additionally, the Office of the Auditor General (“**OAG**”) oversees government finances to prevent misuse, and the Comptroller General's Department enforces the Public Procurement and Supplies Administration Act.

Beyond government enforcement bodies, the private sector, led by Thailand's Private Sector Collective Action Coalition Against Corruption (“**CAC**”), plays a crucial role in combating corruption. Supported by the National Anti-Corruption Commission, the CAC encourages companies to adopt anti-corruption policies and practices aligned with NACC guidelines and offers a certification program to recognise strong anti-corruption measures.

3) Is requesting or accepting a bribe prohibited by the legislation?

Yes, both requesting and accepting bribes are strictly prohibited under Thai law. The OAAC specifically prohibits public officials from requesting or accepting any benefit in exchange for performing or not performing their duties. Sections 128 and 129 of the OAAC address these offences, making it illegal for public officials to receive gifts or other benefits. Section 176 of the OAAC criminalises bribery and states that any person who gives, offers, or promises to give any property or benefit to a public official, foreign public official, or official of a public international organisation with the intent to induce the official to wrongfully perform, not perform, or delay the performance of their duty is liable to imprisonment for up to five years or a fine of up to THB 100,000, or both. Additionally, the company that the offender is associated with may also be held liable if they do not have appropriate internal control measures to prevent bribery. The fine for the company is up to twice the damages caused or benefits received.

Additionally, under the Criminal Code, Sections 144, 149, and 157 criminalise bribery and misconduct by public officials. Section 149 prohibits public officials from demanding or accepting benefits in exchange for improper actions, while Section 144 penalises attempts to bribe officials. Section 157 addresses misconduct or abuse of authority by public officials for personal gain.

4) What are some case studies / examples of gratification that might constitute bribery?

In Thailand, "gratification" can include a wide range of benefits, such as money, gifts, hospitality, or services offered to public officials. For example, lavish gifts or trips offered to officials to secure government contracts may constitute bribery under the OAAC. Hiring unqualified individuals connected to government officials in exchange for business favours can also be considered a form of gratification.

Additionally, offering excessive hospitality or travel expenses to public officials could be viewed as attempts to improperly influence their decisions.

5) What are possible defences?

In Thailand, corporate entities facing bribery charges may raise several defenses. These include demonstrating that the company implemented proper internal measures, such as a robust compliance program, regular employee training, and internal audits to prevent corruption. Additionally, a company may argue that the corrupt act was committed by a rogue employee without management's knowledge or authorisation, especially if proper internal controls were in place. Cooperation with authorities during investigations can also be a mitigating factor, as can showing that the company did not benefit from the corrupt act.

6) Is there criminal liability for corporate entities who have either paid or accepted a bribe payment?

Yes. As mentioned in #3, corporate entities in Thailand can be held criminally liable for bribery or corruption offences.

6.1 Assuming corporate entities are liable for violating the legislation, what is the penalty for corporate entities violating the law?

Under Thai law, corporate entities found guilty of bribery can be fined up to twice the benefit obtained from the corrupt act, as per the OAAC. Additionally, the court may order the disgorgement of any profits gained through bribery to ensure that the company does not benefit from its unlawful conduct.

6.2 Assuming corporate entities are liable for violating the legislation, does having a compliance program designed to prevent bribery constitute a defence?

Section 176 of the OAAC specifies that if an employee, agent, or representative of a corporate entity offers a bribe to a public official for the benefit of the entity, and the entity lacks appropriate internal control measures to prevent such acts, the corporate entity can be held liable. Compliance programs, including clear anti-corruption policies, employee training, monitoring systems, and whistleblower mechanisms, can demonstrate a company's efforts to prevent corrupt acts and may influence the severity of penalties.

6.3 Are companies required to disgorge profits earned as a result of bribery?

Yes, as mentioned in #6.1.

7) Are there any specific laws governing private-to-private bribery (i.e. bribery between private entities)?

While Thailand's current anti-corruption laws, such as the OAAC and the Criminal Code, primarily address bribery involving public officials, private-to-private bribery is not explicitly criminalised. However, certain private sector bribery practices can still be prosecuted under other relevant laws, including unfair trade practices under the Trade Competition Act, fraud under the Criminal Code, collusion in public procurement under the Bid Rigging Act, and conflict of interest under the Act on Offenses Related to Companies.

8) Is foreign bribery a crime?

Yes, foreign bribery is a crime in Thailand. The OAAC criminalises offering, promising, or giving benefits to foreign public officials or officials of international organisations to influence their actions. The penalties for foreign bribery, outlined in Sections 173 to 176 of the Act, include imprisonment and fines, similar to those for domestic bribery. This ensures Thailand's alignment with international standards, including the United Nations Convention against Corruption (UNCAC), which Thailand has ratified.

9) Is a bribe payment to foreign government officials prohibited by the legislation?

Section 176 of the OAAC prohibits bribe payments to foreign government officials and officials of public international organisations.

10) Are facilitation payments legal?

Facilitation payments, often referred to as 'grease money,' are generally illegal in Thailand. However, a narrow exception exists for the givers under the OAAC and the Criminal Code, which do not penalise the givers for payments to government officials to act in accordance with official duties. However, the laws prohibit government officials from receiving any benefit for performing their duties, unless specifically authorised by law. This means that even if a facilitation payment is technically legal for the giver, the receiving official could still face criminal charges if the payment exceeds the permissible limits or is intended to influence a decision beyond routine duties.

11) What should corporate entities do when a potential bribery issue is reported or detected?

There is no standard procedure for handling potential bribery committed by personnel of the organisation. However, the general recommendations are as follows:

First, initiate an internal investigation while simultaneously taking immediate action to communicate with relevant personnel to secure all documentation, records, and communications as evidence.

Second, seek legal advice (either from in-house legal counsel or external legal counsel) to assess the risk of potential criminal liability, assess the impact on the company, and determine the appropriate course of action.

Third, self-report the bribery. While self-reporting bribery to government officials is neither required nor compulsory under Thai law, proactively self-reporting can help establish the company's good intent and demonstrate that it does not involve itself with or support wrongdoing of its personnel if the investigation later expands. Self-reporting may increase the chances of a non-prosecution agreement, but the outcome ultimately depends on various factors.

Lastly, enforce disciplinary action against the personnel involved. This would depend on the investigation findings and applicable regulations in place.

12) If a company wishes to commence corporate investigations in respect of potential wrongdoing, who should conduct these investigations? Should corporate entities appoint lawyers to do so?

Similarly, there is no single solution that applies to all circumstances. It is recommended that the internal department responsible for legal and compliance matters conduct the preliminary investigation first, as it should have a good understanding of the situation and factors surrounding the incident. If the wrongdoing involves complex legal matters that require specialised expertise, and the company lacks the capacity to handle the issue, then engaging external counsel is also an alternative.

13) Are companies required to self-report bribery? Assuming corporate entities are liable for violating the anti-corruption law, is it possible for a corporate entity to reach a deferred prosecution agreement or leniency agreement with the enforcement authorities?

Self-reporting bribery to government officials is not compulsory under Thai law, and in the context of Thai legal proceedings, a deferred prosecution agreement or leniency agreement is not applicable.

However, self-reporting may allow the company to be considered by the NACC, under Section 135 of the OAAC, for exclusion from prosecution and protection as a witness. Furthermore, if self-reporting is done in good faith, the company will be immune to both civil and criminal liabilities pursuant to Section 132 of the OAAC.

14) Does the law provide any protection or other incentives for whistle-blowers?

Whistle-blowers may be granted protection through a witness protection program at the discretion of the NACC according to Section 131 of the OAAC and the Witness Protection Act in Criminal Cases.

There is currently no statutory provision to provide incentives for civilian whistle-blowers who report information useful for an NACC investigation relating to bribery and corruption.

However, if the whistle-blower is a civil servant or public officer, they may be entitled to a promotion and salary increase if the NACC determines that the reported information is exceptionally useful, and that the individual deserves recognition as a respectable model of a government official according to Section 131 paragraph 4 of the OAAC.

15) What can corporate entities do to prevent corruption in a company?

From the start, the company may follow the Guidelines on the Appropriate Internal Control Measures for Juristic Entities to Prevent Bribery of Public Officials, Foreign Public Officials or Official of Public International Organisations, published by the NACC in 2019, as a model for internal controls and preventive measures against bribery.

The guidelines address eight principles for appropriate internal control measures:

(i) Anti-corruption must be an important policy issued by top management.
(ii) A juristic entity must conduct an anti-corruption risk assessment.
(iii) Measures/policies relating to corruption risks must be detailed and clear.
(iv) Juristic entities must apply anti-corruption measures to persons who have business relations with the juristic entity.
(v) A juristic entity must have a good accounting system.
(vi) A juristic entity must have human resources management guidelines that correspond to anti-corruption measures.
(vii) A juristic entity must have measures to support reporting of offences or suspicious incidents.
(viii) Juristic entities must review, check, and assess their anti-corruption measures periodically.

16) How can corporate entities implement an anti-corruption policy and create a code of conduct?

Establishing and implementing an anti-corruption policy and a code of conduct requires cooperation from all stakeholders within the company. An anti-corruption policy resembles a charter that affirms the commitment of the top management to tackle corruption within the company. It is essential to clearly communicate the significance of the anti-corruption efforts to all employees and stakeholders and ensure compliance with the relevant local laws and regulations. Without a clear message and legal compliance, the anti-corruption policy is unlikely to be effectively implemented.

The code of conduct is a transformation of the anti-corruption policy into practice. It defines standards and sets clear expectations on employees' behaviour. Nevertheless, while adhering to the anti-corruption policy, the code of conduct must be tailored to reflect the practices of the industry and business in which the company is operating. Furthermore, participation from employees is also necessary to ensure that the code of conduct is reasonable and acceptable for practice.

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VIETNAM

6. VIETNAM

1) What are the key anti-corruption legislations?

The key anti-corruption legislation in Vietnam includes:

First, the Anti-Corruption Law of 2018, as amended in 2025 ("**Anti-Corruption Law**") is the primary law governing anti-corruption efforts in Vietnam. It outlines acts constituting corruption and provides for prevention, discovery, and handling of such acts, whilst also establishing penalties for corrupt acts. The law also mandates the establishment of anti-corruption agencies and mechanisms within government agencies and organisations.

Second, the Penal Code (2015, as amended, 2017, 2024, and 2025) ("**Penal Code**") contains provisions on seven corruption-related crimes, including bribe-taking; embezzlement; abuse of position and power for appropriation of property; abuse of power or position in performance of official duties; acting beyond authority in performance of official duties; abuse of power or position to influence another person for personal gain; and commission of fraud in performance of duties. The Penal Code specifies the penalties for these offences, which can range from non-custodial rehabilitation to life imprisonment.

Third, Decree No. 59/2019/ND-CP of the Government guiding the implementation of the Anti-Corruption Law (as amended by Decree No. 134/2021/ND-CP in 2021 and Decree No. 184/2026/ND-CP in 2026) ("**Decree 59**") provides detailed guidance on the prevention, detection, and investigation of corruption cases. This Decree also establishes procedures for reporting and handling corruption complaints. Decree No. 184/2026/ND-CP (effective from 1 July 2026) provides enhanced accountability of declaration obligations with an explicit list of six specific items for explanation during the review and/or investigation. It also grants authority to Inspectorates at different levels to monitor the private sector, including (i) charity organisations/social enterprises, and (ii) publicly listed companies and credit institutions.

Fourth, Decree No. 130/2020/ND-CP of the Government concerns the monitoring of property and income of persons with powers and positions at agencies, organizations, and units (as amended by Decree No. 164/2026/ND-CP in 2026). This Decree provides for mechanisms to report and declare property and income by State servants holding certain positions at State organs and public organisations.

Additionally, anti-corruption regulations are embedded in various other laws and implementing decrees (such as the Law on Cadres and Civil Servants (2008, as amended 2025), the Law on Public Employees (2010, as amended 2019), and the Law on Management and Use of Public Property (2017, as amended 2025)), and those governing tendering and administrative violations. These regulations collectively aim to create a robust framework for combating corruption in Vietnam. Despite these efforts, challenges remain in enforcement and implementation, but the legal framework provides a solid foundation for ongoing anti-corruption initiatives.

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2) Who are the enforcement bodies?

In Vietnam, several key bodies are responsible for preventing and combating corruption:

- The Government Inspectorate conducts inspections, handles citizen complaints, and leads anti-corruption efforts across various levels of government.
- The Ministry of Public Security investigates and combats corruption and manages extradition and the transfer of prisoners.
- The People's Procuracy prosecutes corruption cases and ensures legal compliance in handling crime reports and prosecutions.
- The People's Courts conduct trials and appeals of corruption cases.
- The State Audit Office of Vietnam performs audits to prevent and detect corruption, and audits suspected corruption cases as per the law.

Other agencies that play important roles in preventing and fighting corruption include the Central Steering Committee for Anti-Corruption, the Central Committee for Disciplinary Inspection, and the People's Committees and Councils at all levels, each operating within their respective functions and powers.

3) Is requesting or accepting a bribe prohibited by the legislation?

Yes, both requesting and accepting a bribe are strictly prohibited under the Penal Code. This applies to government officials as well as individuals in the private sector. The law criminalizes any act of taking, requesting, or soliciting a bribe valued from VND 2,000,000 and more, whether it is received directly or through an intermediary.

Furthermore, any officeholder who is offered a gift of any value must refuse to accept it. If the gift cannot be refused, the officeholder is required to report the incident to his/her management and hand over the gift to the appropriate department within five days of receiving it.

4) **What are some case studies / examples of gratification that might constitute bribery?**

Gratification is not provided for by the laws of Vietnam. However, in practice, "gratification" refers to any benefit, advantage, or reward - whether direct or indirect - that is given or received in connection with a corrupt transaction. Bribery including bribe-taking, bribe-giving and bribe brokerage, on the other hand, is the act of offering, giving, receiving, or soliciting something of a value of VND 2,000,000 and more to influence a public official or employee to perform or not perform an official act falling into their functions.

It is worth noting that the specific elements of bribery can vary depending on the circumstances of the case. However, the general principle is that any benefit offered or received with the intent to influence an official's decision can be considered bribery.

Below are two examples of Vietnam's more recent significant corruption cases:

Case Study 1:

The "Viet A" case is a significant corruption scandal in Vietnam involving the Viet A Company (a private company) and several high-ranking officials. The company, led by former General Director Phan Quoc Viet, was found guilty of bribing government officials to secure licenses for selling COVID-19 testing kits at inflated prices during the pandemic.

Key figures in the case include (a) Phan Quoc Viet, who was sentenced to 25 years in prison for his primary role in giving bribes with a total bribed sum amounting to USD 3.45 million and VND 4 billion; (b) Nguyen Thanh Long (Former Minister of Health), who was sentenced to 18 years in prison for receiving a total of USD 2.25 million in bribes; and (c) Trinh Thanh Hung (Former Director of the Department of Science and Technology for Economic-Technical Sectors), who was sentenced to 15 years (later reduced to 13 years) for receiving a total of USD 350,000 in bribes.

The scandal highlighted the misuse of power and corruption within the procurement process during a critical time, leading to severe legal consequences for those involved.

Case Study 2:

The "Van Thinh Phat" case is an unprecedented case in Vietnam; Ms. Truong My Lan, the chairman of the Management Board of Van Thinh Phat Company (a private company) was sentenced to death for embezzlement of VND 304.096 billion (about USD 11,59 billion) from Sai Gon Joint Stock Commercial Bank (SCB) with more than 42,000 recorded victims. A record-breaking number of 86 individuals were officially charged, and the damage/ loss caused to the economy was monumental.

Case Study 3:

The “Rescue Flights” case serves as a landmark example of how corruption can infiltrate the highest levels of the criminal justice system, extending beyond administrative bribery into the criminal investigation phase itself.

While serving as the primary investigator in the sweeping “Rescue Flights” corruption probe, the perpetrator, Mr. Hoang Van Hung (the former lead investigator and Head of Department 5 of the Security Investigation Agency under the Ministry of Public Security) was reassigned to a different department. Despite losing his formal authority over the case, he continued to leverage his former position. He cooperated with a co-conspirator (the former deputy director of Hanoi Public Security) to contact, mislead, and promise legal immunity to corporate suspects facing prosecution. At the conclusion, Mr. Hung was convicted of “fraudulent misappropriation of assets” (under Article 174 of the Penal Code) with the penalty of 20 years’ imprisonment and compensation for damages of VND 18.8 billion.

5) What are possible defences?

The Penal Code does provide for certain mitigating factors for all crimes, and an individual facing bribery or corruption charges must provide justified reasons and evidence to support these mitigating factors to potentially reduce his/her liability.

It should be noted that, recently, the National Assembly of Vietnam issued Resolution No. 198/2025/QH15, introduced special mechanisms and policies to promote the development of the private economy (following the issuance of Resolution No. 68/NQ-TW of the Politburo, outlining directions for private sector growth). Both Resolutions emphasize that priority will be given to civil, administrative, and economic remedies when handling civil and economic violations. Violators will have the opportunity to repair the damages caused. If the violations are subject to criminal liability, the economic remedies taken by the violators will be an important factor for the authorities during the investigation, prosecution, and hearing processes.

The above-mentioned policies of the Resolutions are being effectively applied in Vietnam and some cases have already benefited from their application.

As a matter of practice, for corruption-related crimes, significant consideration will be given to factors including (but not limited to) compensation for all damages; repayment of all amounts illegally received; making of a truthful confession; and cooperation with the relevant authority during the legal proceedings, etc.

6) Is there criminal liability for corporate entities who have either paid or accepted a bribe payment?

While the Penal Code has introduced corporate criminal liability for various offences, it does not extend to corruption. This means that only individuals can be held criminally accountable for acts of corruption, whether in the public or private sector.

However, it is important to note that corporate entities can still face legal consequences for certain corruption-related activities. For instance, corporations may be subject to criminal liability for offences such as money laundering, tax evasion, and terrorism financing, which can be linked to corruption.

6.1 Assuming corporate entities are liable for violating the legislation, what is the penalty for corporate entities violating the law?

While corporate entities themselves are not directly liable for corruption under current Vietnamese law, individuals within companies that are involved in the cases can be held accountable for their corrupt conduct, including bribery.

For companies convicted of other crimes, such as money laundering or speculation, the Penal Code outlines various penalties. The primary punishment is typically a fine, starting at VND 50 million (equivalent to approximately USD 1,900). The specific amount of the fine is determined by the severity of the offence and the company's financial capacity.

Additional penalties may include temporary suspension of operations, permanent closure, restrictions on business activities, and prohibitions on raising capital. Furthermore, any property or illegal profits obtained through criminal activities can be confiscated.

6.2 Assuming corporate entities are liable for violating the legislation, does having a compliance program designed to prevent bribery constitute a defence?

Generally, the Penal Code does not establish corporate criminal liability for committing bribery. Therefore, the law does not recognise internal compliance measures as a defence in such cases.

However, the law does provide that individuals may receive leniency if they voluntarily report the bribery, or if they were coerced into committing the act (please see also our responses to Question 5 above).

6.3 Are companies required to disgorge profits earned as a result of bribery?

Yes, Vietnamese law does explicitly mandate the disgorgement of corrupted property and illegal profits earned through acts of corruption under Article 93 of the Law on Anti-corruption.

7) **Are there any specific laws governing private-to-private bribery (i.e. bribery between private entities)?**

Yes, the Penal Code does govern bribery between private entities; this includes bribe-taking, bribe-giving, and bribe brokerage. Penalties for bribery is equally applied to both public and private sectors.

While the Penal Code does not explicitly prescribe corporate criminal liability for bribery, it can still hold individuals within corporate entities responsible. This includes individuals such as executives, managers, or employees who authorised, directed, or participated in the bribery.

8) **Is foreign bribery a crime?**

The Penal Code has a broad scope of effect, meaning it can apply to crimes committed by foreigners (not foreign corporate entities) within Vietnamese territory or involving Vietnamese public officials.

Specifically, regarding bribery, if a foreigner bribes a Vietnamese public official, regardless of where the act takes place, it falls under the jurisdiction of Vietnamese law. This is because the crime directly affects a Vietnamese government official. If an act of bribery occurs within Vietnamese territory, regardless of the nationality of the parties involved (except otherwise provided for by international treaties to which Vietnam is a party, or in case the crimes are committed by a person enjoying diplomatic immunities) it will be prosecuted under Vietnamese law. This is based on the principle of territorial jurisdiction.

On the other hand, if the individual is a foreigner convicted of bribery in another country and not extradited to Vietnam, Vietnamese authorities generally cannot prosecute them for the same offence.

9) **Is a bribe payment to foreign government officials prohibited by the legislation?**

Generally, yes, but this is subject to specific situations. As mentioned in Question 8 above, the Penal Code has a broad scope of effect. All crimes committed within the territory of Vietnam can be prosecuted with some exceptional cases. In terms of extraterritorial jurisdiction, foreign individuals and organisations committing a crime outside the territory of Vietnam can also be prosecuted in accordance with Vietnamese law, if the offences infringe upon the lawful rights and interests of Vietnamese citizens, the State of Vietnam, or otherwise according to treaties to which Vietnam is a signatory.

In addition, the Vietnamese authorities consider the act of giving or promising to give a bribe to foreign public officials, or officials of public international organisations, as the criminal offense of "*giving a bribe*", in accordance with Article 364 of Penal Code.

10) **Are facilitation payments legal?**

Vietnamese law does not recognise or exempt any facilitation payments. Any payment made with the intention of influencing a public official to perform or refrain from performing their duties, regardless of the amount, is considered a bribe and is illegal under Vietnamese law.

11) What should corporate entities do when a potential bribery issue is reported or detected?

Under the Criminal Procedural Code (2015), reporting acts constituting crimes (including bribery) is both an obligation and a right of organizations and individuals. Thus, theoretically, upon discovery of bribery, a corporate entity must report the same to the relevant authority. It is especially crucial when the bribery involves State property or State officials. In cases of bribery within a corporate entity (for example, embezzlement of company assets), careful consideration should be given to whether the matter should be reported or handled internally. It is advisable to seek professional guidance before deciding on the appropriate steps.

If the company has internal policies on anti-corruption, codes of conduct, or whistleblowing, it must strictly follow the procedural steps to conduct the internal investigation, which could help: (i) identify the parties/employees involved, (ii) protect the whistleblower, (iii) in gathering/collecting all available evidence (including but not limited to documents, recordings, witnesses' interviews), and (iv) apply disciplinary actions against the violator according to the company's internal labor regulations.

If necessary, the company can consult with legal counsel for legal assessment and develop a strategy to respond to the issue, including steps to mitigate the risks and protect the company's interests.

Meanwhile, the company can consider (i) taking disciplinary measures against the employee(s) involved in the bribery, including but not limited to dismissal, as well as (ii) reviewing and strengthening internal policies and compliance procedures to prevent future occurrences.

12) If a company wishes to commence corporate investigations in respect of potential wrongdoing, who should conduct these investigations? Should corporate entities appoint lawyers to do so?

It is advisable that this issue should be addressed in the company's internal labor regulations. A neutral or impartial person (in relation to both the subject of the investigation and the issues in question) may conduct the investigation. The investigator should not be a potential witness to the matter in question nor have prior knowledge about the subject matter of the investigation.

To minimize the risk of false accusations and to preserve evidence, corporate entities may appoint lawyers to assist with internal investigations, given that they can provide valuable guidance on conducting such investigations and ensure that evidence is collected and preserved in a legally compliant manner.

13) **Are companies required to self-report bribery? Assuming corporate entities are liable for violating the anti-corruption law, is it possible for a corporate entity to reach a deferred prosecution agreement or leniency agreement with the enforcement authorities?**

Corporate entities have an obligation to report potential bribery, or acts of corruption, to the competent authorities. This requirement stems from the Anti-Corruption Law, which outlines specific obligations for private-sector entities to prevent and address corruption. These include implementing measures to prevent corruption; to promptly detect, report, and coordinate with competent authorities to prevent and handle corruption occurring within their entities in accordance with the law, the company's charter, as well as the rules and regulations of the entities; to promptly provide information on acts of corruption by persons holding certain positions or powers, and coordinate with competent authorities to prevent and handle corruption.

A person who is aware of any bribery/corruption and fails to report it shall bear criminal liability for misprision or concealment in some specific circumstances. While commercial legal entities are only subject to criminal liabilities for certain crimes, a person holding certain positions or power within the entity may face criminal liability for misprision or concealment if they fail to report the bribe.

Vietnam does not have a well-established system of deferred prosecution agreement like other jurisdictions. However, leniency may be granted to individuals who voluntarily disclose their offences to competent authorities and cooperate during criminal proceedings. Leniency is also granted when violators voluntarily compensate for damages or take steps to mitigate the consequences of their actions. It is important to note that commercial legal entities are not subject to bribery charges under current law, so deferred prosecution or leniency agreements may not be applied to them (please see also our responses to Questions 5 and 11 above).

14) **Does the law provide any protection or other incentives for whistle-blowers?**

Yes, Vietnamese law provides some protection and incentives for whistleblowers. These include safeguards against retaliation, confidentiality of identity, commendation, financial rewards, and legal assistance.

This protection complies with the Law on Denunciation (2018), the Law on Anti-Corruption, the Criminal Procedure Code, and other relevant regulations.

Financial rewards for whistleblowers are governed by the Law on Emulation and Commendation (2022).

15) **What can corporate entities do to prevent corruption in a company?**

Based on our experience, corporate entities can mitigate the risk of corruption inside the company by setting-up compliance programs that include the following measures: customise internal policies and procedures to prevent and handle bribery incidents; conduct internal training on such policies and procedures; perform due diligence with a local third party, such as consultants, agents, or partners; create a reporting hotline/channel for employees to raise any concerns about potential misconduct/bribery inside the corporate entity while ensuring protection for the whistleblowers; and engage legal advisors for legal requirements and best practice for anti-corruption schemes.

16) How can corporate entities implement an anti-corruption policy and create a code of conduct?

Both the Anti-Corruption Law and Decree 59 provide some basic anti-corruption methods for certain legal entities in the private sector, including public companies and credit institutions, that are subject to requirements on openness, transparency, and rules on handling conflicts of interest.

These entities are required to conduct internal surveys with local employees/staff, and/or consult with external advisors to obtain market insight related to potential bribery to identify potential compliance risks, (e.g. gift-giving during the Tet (Lunar New Year) holiday, Middle-Autumn holiday, etc.).

They are also required to issue specific regulations on the form of disclosure, the content, and the responsibilities for assuring openness and transparency. Private-sector entities must disclose, among other things, their policies related to the rights and benefits of employees, codes of conduct, charters, and staff organization.

Additionally, these entities are required to specify cases of conflicts of interest, the reporting obligations in such cases, and the protection regime for employees who alert management to conflicts of interest.

Nevertheless, it is recommended for all foreign investors to maintain a strong compliance program designed to prevent bribery and corruption to meet legal requirements of other jurisdictions which may be applicable to its legal entities in Vietnam, such as the Foreign Corrupt Practices Act (1977) in the United States and the UK Bribery Act (2010).

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