



LE HONG PHONG

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RELATED EXPERTISE

- **Corporate & Commercial**
- **Mergers & Acquisitions**
- **Banking & Finance**
- **Foreign Investment**

BIOGRAPHY

Phong is a fully qualified Vietnamese lawyer with 15 years of professional experience. He has advised a broad range of clients including banks and financial institutions, multinational corporations, foreign funds and asset investment companies, State corporations and private SMEs in various areas. Phong's practice focuses on Investment Projects (inbound and outbound), Corporate and Commercial Transactions, M&A, Banking & Finance and Corporate Restructuring. Phong has also represented investment funds and corporations in numerous private equity investments, debt investments, convertible bonds and cross-border financing transactions. His major corporate clients include General Electric, Veolia Water Solutions, Xylem, Melchers GMBH &CO, Decathlon/Oxylane, AEON Delight, Goldbell Corporation, Mobilitas, DKSH, Great Eastern Life Insurance, Hyatt Int'l Asia Pacific Ltd, EC Harris, Horiba and Piaggio. Phong also acted for Bao Viet Life, MobiFone, Viettel Group, BIDV, Masan (Mining), Canada Embassy, Ministry of Economic, Trade and Industry of Japan. Phong received Certificate of Merits from Hanoi Bar, Certificate of Appreciation from The World Bank for 7 consecutive years for his contribution to "Doing Business in a More Transparent World", lead author of "M&A – Vietnam Chapter" for "Getting the Deals Through" for 5 consecutive years.

AREAS OF EXPERTISE

- Corporate & Commercial
- Banking, Corporate & Project Finance
- Mergers & Acquisitions
- Investment Projects (Inbound & Outbound)

AWARDS AND RANKINGS

- Scholarship for International Joint Venture Practice Diploma, awarded by the College of Law of England & Wales in association with the International Bar Association (2007)
- Scholarship for the Master of International Law, awarded by TLBU Graduate School of Law in Seoul, Korea (2003)
- Certificate of Merits from the Hanoi Bar Association
- Certificate of Appreciation from The World Bank

ADMISSION

- Hanoi Bar Association
- Vietnam Bar Federation

EDUCATIONS AND TRAININGS

- The Institute of Mergers, Acquisitions and Alliances, Advanced Merger & Acquisitions (M&A), 2012, Due Diligence (2014);
- Practice License of Asset Receiver, Vietnam.
- Ministry of Justice, Judicial Academy, Lawyers' Skills (2007);
- The College of Law of England & Wales in association with the International Bar Association, Practice Diploma in International Joint Ventures (2007);
- Transnational Law and Business University, Graduate School of Law in Seoul, Master of International Law (2005);
- Field study at International Organizations (TLBU Institute in Paris; WTO & WIPO in Geneva; ICC & ICJ in Hague; EU Commission in Brussels) (2004)
- National University, Foreign Language University, Faculty of English (2001);
- Hanoi Law University, Faculty of Economic and International Law, Hanoi (1999).

PUBLICATIONS AND WRITINGS

- "M&A – Vietnam Chapter" published in Getting the Deals Through 2010-2017.
- "What has power to bind a company in Vietnam?" published on Asian Counsel, March 2010;
- "Foreign investment in distribution sector – a knotty issue", published by Asian Counsel, February 2010;
- "Who can be CEO in Vietnam?", published on Asian Counsel December 2007
- "Detailed provisions on real estate business in Vietnam launched", published on Asian Counsel November 2007;
- "Indirect investment in the form of shares acquisition in Vietnam" published on Asian Counsel July/August 2007;
- "Want to import and distribute goods? Wait a while..." published on Vietnam News, 1 August 2007;
- "LREB to untie a tangled web", published on Vietnam

- Investment Review, Apr 2007;
- “Stepping up for new deal”, published on Vietnam Investment Review, Feb/Mar 2007;
- “Raised eyebrows at new business decree”, published on Vietnam Investment Review, Sep 2006;

LEGAL PROFESSIONAL ASSOCIATIONS MEMBERSHIP

- Vietnam Business Lawyers Club

REPRESENTATIVE CREDENTIALS

Corporate & Commercial

- 1) Setting up 100% foreign owned companies for Horiba Instruments (Singapore), AEON Delight (Japan), Goldbell (Singapore), EC Harris (UK), Melchers GMBH&CO (Germany), Agel Enterprises (US), GE Oil & Gas Vietnam (Singapore), , BIBUS (Switzerland), ATOZ Consulting (HK).
- 2) Amendment of Investment Certificate with regards to business expansion or other changes for General Electric (Singapore), Veolia Water Solutions (France), Piaggio Vietnam (Italy), Decathlon (Luxembourg), BIBUS (Switzerland), Nittan (Japan), Lotte Data (Korea), Hoan My Medical Corporation (Vietnam), CJ Foods (Korea), DRAEGER (Germany), HAKUHODO (Japan).
- 3) Establishing and closing Representative Offices for GE II (Singapore), Mobilias (France), AEON Delight (Japan), Horiba Instrument (Singapore), LUKOIL (Netherlands), Veolia Water Solutions (Malaysia), Promiles, Xylem (US, Singapore), Japan Trade Culture Inc. (Japan), Tata Int'l Metals (India), Guocoland (Singapore), and Draeger Safety (Singapore).
- 4) Foreign contractor licenses for GE Power India Limited (India), Alstom Hydro France (France) Veolia Water Solutions/Kruger/OTV (France), Sampol (Spain), IDOM (Spain), ATKIN, Deltares, Hanil (Korea).
- 5) Legal retainer services on general corporate matters for GE, Cargill, AEON Delight, Decathlon, Lotus Food and Masan Mining.
- 6) Compliance for GE, DKSH, Great Eastern Life (Vietnam) Ltd (Singapore), Horiba (Singapore), Hua Nan Bank – HCMC Branch (Taiwan), and AEON Delight Vietnam (Japan).
- 7) Other clients: Guocoland (Singapore), Samsung Electronics (Korea), Park Hyatt Saigon, Hyatt International Asia Pacific Ltd (HK), Hilton, Viettel Group (Vietnam), MobiFone (Vietnam), Bao Viet (Vietnam), Euro Auto (Vietnam), Crown Records, Reed Tradex (Thailand), Ping An Insurance Group of China Ltd (China), DK Engineering Co., Ltd (Denmark), General Export Import Company (GELEXIMCO) (Vietnam),

Mo-El (Italy), Group8 (Switzerland), Aden Services (China), Daeshin Networks Co., Ltd (Korea), Domus Logistica Vietnam Co., Ltd (Denmark), Toong Goen Enterprises Co., Ltd (Taiwan), CP & K Co., Ltd (Korea), TCT Group (Vietnam), Vinashin-TGC Container JVC (Taiwan-Singapore), Uniden Electronics Philippine (Japan), Golden Bridge Group (Korea), QUNIMEX (Vietnam), Ferroli Co., Ltd (Italy), Vietnam Daewoo Bus (Vidabus) Co., Ltd (Korea), VDC-NET2E Co., Ltd (Vietnam)

Mergers & Acquisitions

- 1) Advising a Korea corporation on acquisition of controlling equity interest of a life insurance company in Vietnam (2017);
- 2) Advising GE Capital on acquisition of Doosan assets and issuing a legal opinion and advice on a complex capital flow transaction (2016);
- 3) Advising KUSTO in a restructuring and business transfer transaction in relation to SCG Cement-Building Materials Co., Ltd., a member of Siam Cement Group (SCG) spending \$156 million on buying up the shares of Vietnam Construction Materials JSC (VCM) (2016-2017);
- 4) Advising a Cayman fund on acquisition of shares of a local pharmaceutical company (2016);
- 5) Advising a Korea company on acquisition of controlling shares of a local recreational playtime for kids (2016);
- 6) Advising a Korea corporation on acquisition of majority shares of a local packing company; Legal due diligence on 2 affiliated companies (2015).
- 7) Advising a Japan based corporation on acquisition of stake in an internet and IT local company in Vietnam; Legal due diligence (2015).
- 8) Advising a Korean investor on acquiring privately issued shares of a non-life insurance company in Vietnam to become strategic investor; legal due diligence, review Share Subscription Agreement, assistance in negotiation and Closing (2014-2015).
- 9) Advising a Singapore/US client on a convertible loan & equity transactions (2014-2015).
- 10) Advising a Singapore investor on selling assets upon liquidation of a joint venture company in Vietnam (2014).
- 11) Advising a State owned corporation on acquisition of cement projects in Vietnam; legal due diligence, drafting Definitive Agreements, Closing (2013, 2014).
- 12) Advising a Japan based corporation on acquisition of a courier business of a local company in Vietnam; legal due diligence, deal structure, SPA and Closing (2013).
- 13) Advising a Canada based company/US law firm on

- acquisition of a 100% equity capital of a Taiwanese manufacturing company in Binh Duong, Vietnam; Legal due diligence, drafting Definitive Agreements, Closing (2013).
- 14) Advising a Vietnam based company on acquisition of a hotel business in US; High level legal due diligence, obtaining investment certificate for outbound project (2012).
 - 15) Advising a Netherland based company on acquisition of 100% equity capital of a Korean manufacturing company in Binh Duong, Vietnam; Legal due diligence, drafting Definitive Agreements, Closing (2012).
 - 16) Advising a Japan based corporation on acquisition of stakes in a bitumen foreign invested company in Vietnam; Legal due diligence (2012).
 - 17) Advising a Japan based corporation on acquisition of 19% stake in a major food producer in Vietnam; Legal due diligence (2012).
 - 18) Advising a HK based company on acquisition of a factory in Vietnam; drafting Definitive Agreements (2011).
 - 19) Advising ILJIN Electricity Co., Ltd. and ILJIN Global Limited (Korea) in respect of sale of their shares in a joint venture company to its joint venture partner; drafting Definitive Agreements and Closing (2009).
 - 20) Advising a local securities company on selling shares to its Malaysia strategic investor; Drafting Definitive Agreements and Negotiation (2008).
 - 21) Advising Thunder Mark Korea (Korea) in respect of acquisition of shares of a local trading company – drafting Share Purchase Agreement (2008).
 - 22) Advising Ferroli S.p.a. (Italy) in respect of merger of two 100% foreign-owned companies in Vietnam (2008).
 - 23) Advising Archimedes Group (Cyprus) on acquisition of shares of AAA Assurance Corporation; Legal due diligence and advisory works (2007).
 - 24) Advising ngi group (Japan) in respect of acquisition of shares of Vietnamese company (2007).
 - 25) Advising Viglacera in respect of the sale of two factories to Japanese investors (2007).
 - 26) Advising Golden Bridge Securities Co., Ltd. (Korea) in respect of acquisition of shares of a listed securities companies (Hai Phong Securities Company; Legal due diligence) (2007).
 - 27) Advising Chip Eng Seng Corporation (Singapore) in respect of acquisition of shares of local listing company (2007).
 - 28) Advising Lotte Confectionery Co., Ltd. (Korea) in respect of acquisition of shares of Bibica (2007).
 - 29) Advising Sojong Partners on the Doosan – Vinashin Share

Transaction (2007).

- 30) Advising an investor on acquisition of the complex Pacific Place at 83B Ly Thuong Kiet, Hanoi; Legal due diligence (2006).
- 31) Advising VNPT/VDC in respect of a sale of shares to Kalet Co., Ltd. (Korea) (2005).

Banking & Project Finance

- 1) Advising a local private group on a number of convertible loan transactions valued at tens of millions USD (2016-2017);
- 2) Advising Rhinos Asset Management on a convertible bonds deal with CII (2016).
- 3) Drafting bank loan contract template for Hua Nam Commercial Bank (Taiwan); Legal opinions (2014).
- 4) Advising a Singapore/US client on a convertible loan & equity transactions (2014-2015).
- 5) Advising a local borrower on a bond transaction with a Swiss fund targeting agriculture business (2014).
- 6) Advising a State owned corporation on shareholder loans to finance the acquisition of cement projects (2013).
- 7) Advising BIDV on a US\$300MM syndicated bank-to-bank loan (2012).
- 8) Advising a Singapore fund in a convertible loan transaction and investment in very-early state start-ups (2012).
- 9) Advising Indochina Development Partners Ltd (Cayman Islands) and AIM Capital Management Ltd (USA) in respect of financial investment in Vietnamese companies (2010).
- 10) Advising a Cayman based fund on a number of debt investment deals (15 deals) involving Vietnamese companies (since 2007 till date) – Legal due diligence, drafting Financing Agreements, Bonds, Closing and registration of foreign loans with State Bank of Vietnam.
- 11) Advising Phu Son Cement JSC as the borrower in a EUR80 million syndicated export loan transaction with Czech Export Bank and Bank for Investment and Development of Vietnam (BIDV) as the lenders for the investment, construction and operation of a cement plant in Nho Quan, Ninh Binh province, Vietnam (2007).
- 12) Advising Vinashin-TGC Container Joint Venture Company in a US\$16.5 million loan transaction with Vietcombank for construction of a container manufacturing factory in Hai Duong province (2007).