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NGUYEN ANH TUAN

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RELATED EXPERTISE

- Companies, Branches & Rep Offices
- Financing Transactions
- Real Estate
- Mergers & Acquisitions; Legal Due Diligence
- Import, Export, Wholesale & Retail
- Investment Projects (Inboud & Outbound)
- Intellectual Property
- Business Franchise
- Labor Matters
- Contracts/EPCs
- Fintech
- Healthcare Projects

BIOGRAPHY

Mr. Tuan has been practicing law since 1989. He is a well-recognized and strongly recommended lawyer for Corporate and Mergers & Acquisitions by Global Legal Experts for consecutive years from 2011 to 2017. Tuan has more than twenty-four years of experience in Corporate and Mergers & Acquisitions and all areas of corporate and business laws including, but not limited to, financing and real estate transactions, intellectual property and franchise. Tuan's clients include leading Vietnamese and foreign banks and corporations, finance companies, property and infrastructure development corporations, international investment funds.

In 2011, Tuan was ranking as a Leading Lawyer for Intellectual Property in Vietnam by AsiaLaw Magazine. In 2010, he acted as counsel for a pharmaceutical manufacturer on a cancellation of Prizer's pharmaceutical mark on the 5-year non-use ground and his case was awarded the Landmark Case of Mark Cancellation by Asia IP. In 2006 Tuan acted for Daewoo International Corporation as foreign investor counsel on an investment arrangement of acquisition of a local 1000-worker garment factory and his deal was awarded The Deal of M&A in Vietnam by Asian Counsels Magazine.

A few notable cases Tuan has handled:

- Financing Transactions
 - Representing Piaggio Vietnam as borrower counsel on a US\$20 million financed by Vietinbank;
 - Representing Bank of Investment and Development of Vietnam (BIDV) as borrower counsel on a US\$57 million



syndicated financing arranged by Mashreqbank PSC and Maybank Investment Bank Berhad;

- Representing Bank of Investment and Development of Vietnam (BIDV) as borrower counsel on a JPY2.947 billion financing arranged by Japan International Cooperation Agency (JICA);
- Representing Bank of Investment and Development of Vietnam (BIDV) as borrower counsel on a US\$300 million financing arranged by Raiffeisen Bank International AG;
- Representing Daewoo E&C as lender counsel on a US\$128 million financing of a Complex of Hanoi Daewoo Hotel and Apartment and Daeha Business Center;
- Representing Keppel Bank as lender counsel on a US\$35 million financing of Saigon Business Center Project;
- Representing Noble (Singapore) Pte Ltd. as lender counsel on a US\$2.175 million financing arranged by Noble (Singapore Pte Ltd) to borrower Hanoi Electronics Corporation in a Van Tri Golf Course Complex Project.

Real Estate

- Represented *BFF Vietnam Co., Ltd.* as investor's counsel on an acquisition transaction of a 800 VND billion (~34,4 USD million) resort project in Quang Nam province, Vietnam;
- Represented *PFT Investment Co., Ltd.* as investor's counsel on a US\$186 million project of building a new city in Quang Ninh province, Vietnam;
- Represented *FPT JSC* as buyer's counsel on a US\$80 million deal of financing and buying a 21-storey multifunctional building from CTX;
- Acted for VSIP Bac Ninh Co., Ltd. as investor's counsel on various legal matters on the incorporation and operation of a residence, commercial and industrial complex of 200 ha in Bac Ninh province;
- Represented *Petrolimex Engineering JSC* as investor's counsel on a US\$44 million financing of 28-storey complex of commerce, office and apartments;
- Advised *Daewoo E&C* as investor's counsel on Tay Ho Tay Central Area Project in Hanoi;
- Advised *Group of 6 Korean Investors* as investors' counsel on development of 820ha New Urban City in West Lake, Hanoi;
- Advised Collaris Co., Ltd. as investor's counsel on investment and financial incentives related to the land of a US\$112 million 65-storey Hanoi Landmark Tower project in Lieu Giai Street, Hanoi;



- Represented *Noble Vietnam Co., Ltd.* as investor's counsel on a 14,5 USD million golf course project in Van Tri marsh, Dong Anh district, Hanoi;
- Advised *Family Practice* as investor's counsel on the acquisition of 10,000 m2 in Ho Chi Minh City to build a hospital
- Advising *Gia Tue Investment Group* on the New Town Project of 2,975 ha in Ho Chi Minh City; 65,000m2 land capital contribution to Hy Vong Hospital.
- Represented *Daeha Co., Ltd* as land developer's counsel on procedure for obtaining the Land Use Right Certificate for 29,500 m2 of its complex of Hanoi Daewoo Hotel, Apartments and Office Building in Hanoi.
- Acted for a *French investor* (in cooperation with *Flecheur, Ngo &* Associes a French law firm) as buyer's counsel on acquisition of the Ocean Place complex of hotel, apartment, office building and shopping center at 83B Ly Thuong Kiet, Hanoi from Ever-Fortune Co., Ltd a 100% Taiwanese-owned company;
- Advised Samsung Corporation as the seler's counsel on the sale transaction of The Rose Garden 25-storey complex of apartments, office building in Ngoc Khanh, Hanoi;
- Advised *Fidelity Investments (Singapore) Limited* on the proposed investment of US\$4 billion in Yen So Park project in Hanoi;
- Acted for *TCT Investment Group* as the investor's counsel on the acquisition of 3500 m2 of land from CIRI, a Vietnamese joint stock company;
- Acted for *Ndex Technology Inc.* as the buyer's counsel on the acquisition transaction of 800 m2 land in Ho Chi Minh City for development of a high-rise office building there;
- Advised *a Singapore investor* as buyer's counsel on the acquisition transaction of minority shares of Furama Resort Company Ltd in Da Nang province, Vietnam.

• Mergers & Acquisitions

- Representing FPT JSC as buyer counsel on a US\$80 million deal of financing and buying a 21-storey multifunctional building from CTX;
- Representing IDG Ventures LLP as investor counsel on acquisition of shares in Peacesoft Solutions JSC;
- Representing IDG Ventures LLP as investor counsel on acquisition of shares in Centech Communication JSC;
- Representing IDG Ventures LLP as investor counsel on an approx. US\$1 million acquisition of shares in Vietnam Communication JSC;
- Representing IDG Ventures LLP as investor counsel on an approx. US\$1 million acquisition of shares in TV Plus JSC;



- Representing IDG Ventures LLP as investor counsel on an approx. US\$1 million acquisition of shares in STV Cable JSC;
- Representing IDG Ventures LLP as investor counsel on acquisition of shares in Vietnam Pricing JSC;
- Representing AEON Finance Service Co., Ltd. as investor counsel on due diligence and acquisition of shares in Mobile World Investment Co., Ltd.;
- Representing SEAF Blue Waters Growth Fund as investor counsel on financing of about 10 Vietnamese portfolio companies;
- Representing Bao Viet Holdings as share issuer counsel on competence of approval of private placement plan to HSBC Insurance (Asia-Pacific) Holdings Limited.
- Representing Injin Heavy Industry Corporation as assignor counsel on a US\$8 million share assignment in a Hanaka-Injin Joint Venture.
- Representing a French investor as the asset buyer counsel on a (undisclosed) 25-storey 5-star Pacific Palace complex building purchase transaction.
- Representing Daewoo International Corporation as asset acquirer counsel on a US\$2.850 million 1000-workers garment factory purchase transaction.
- Retail Service (supermarkets, convenient stores, fashion/sporting fashion shops, commercial centers and other specialized products)
 - Acted as counsel for *Decathlon Retail SA* in its incorporation and operation of two (2) sporting fashion supermarkets in Ho Chi Minh and Hanoi, including preparation of documents, ENT procedures, IRC and Retail License (2019).
 - Acted as counsel for *Auchan Retail International SA* in its incorporation and operation of more than 20 supermarkets in Ho Chi Minh, Hanoi and other provinces of Vietnam, including preparation of documents, ENT procedures, IRC and Retail License (2018, 2019).
 - Acted as counsel for *Horiba Instruments Pte Ltd* in its incorporation and operation of two (2) retail shops for sale of machineries and equipment in Ho Chi Minh, Hanoi, including preparation of documents, ENT procedures, IRC and Retail License (2018).
 - Tokyo *Zairyo Co., Ltd -* Import, Export and Distribution
 - Toyota Tsusho Vietnam Company Limited Distribution
 - Acted as counsel for *Shinshu NT Company Limited* in its incorporation and operation of retail shops in Ho Chi Minh and Hanoi, including preparation of documents, ENT procedures, IRC and Retail License (2017).



- Acted as counsel for *Mayekawa Co., Ltd* in its incorporation and operation of retail shops in Ho Chi Minh city, including preparation of documents, ENT procedures, IRC and Retail License (2017-2018).
- Ferroli S.p.a Import and Distribution
- GE Pacific Pte Ltd Import, wholesale and retail distribution
- Acted as counsel for *Thunder Mark Korea Co., Ltd Thunder Mark Korea Co., Ltd CP&K Co Ltd* in its incorporation and operation of meat retail shops in Ho Chi Minh, including preparation of documents, ENT procedures, IRC and Retail License (2016).
- Beijing Titan Engineering Equipment Co., Ltd Distribution
- Titan Engineering Equipment (Vietnam) Company Limited
 Distribution

Investment Projects

- Representing considerable number of clients being foreign corporations and foreign-invested enterprises as their counsel on their investment and business transactions in Vietnam, such as on financing service of Vietnam Toyota Finance Co., Ltd.; on debt recovery of ANZ Bank (Australia and New Zealand Banking Group); on a large-scaled Van Phong Phase 1 2x660 MW Coal Fired Power Plant Project of Sumitomo Corporation/EPC Contractor Consortium led by Toshiba Group; mining joint venture project, food-processing venture projects of Toyota Tsusho Corporation.
- Intellectual Property, Business Franchise and Technology Transfer
 - Trademarks, Patents, Copyrights
 - + Advised Vietnam Rubber Group on its trademark protection strategy in Vietnam and European countries, Japan, United States of America, Russia, China, Republic of Korea and other countries of the world; acted as its trademark counsel for registering its trademarks for various products and services in Vietnam and other countries of the world;
 - Represented as trademark counsel for Bao Viet Holdings on its trademark protection strategy in Vietnam; helped it in management and implementation of such strategy through registrations in Vietnam;
 - Acted as the trademark counsel for Bank for Investment and Development of Vietnam (BIDV) for registering and protecting its trademarks for various products and services in Vietnam;

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- Represented Handico Corporation as its trademark counsel on its trademark protection strategy and restructuring its trademark portfolios in Vietnam, then represented it to implement the registration and restructure.
- Advised Hoa Phat Corporation on identification and strategy of protection of the main/core trademarks for core products and other auxiliary products and services in Vietnam and other countries.
- Represented Acava Limited and Toto Limited, a multinational drink corporation to register its hundreds of trademarks in Vietnam, Laos, Cambodia, Singapore, Myanmar, Thailand, Indonesia, Malaysia.
- Represented various Vietnamese corporations (Highland Coffee, ICA Pharrma etc), including Vietnamese State-owned Corporations (Vietnam Rubber Corporation, Seaprodex, Vinataba etc), to register their trademarks in other countries (through Madrid Agreement and Madrid Protocol).
- + Represented Japanese inventors (via Nagator & Partners) to register various inventions (via nationally and Patent Cooperation Treaty) in Vietnam.
- + Represented Asia Injury Foundation to register various industrial designs of the helmets in Vietnam.
- Franchise and Technology Transfer:
 - Acted for Ministop Co., Ltd., a Japanese convenient store company of AEON Group, as the franchisor's counsel in a franchise transaction of the MINISTOPbranded convenient stores with a reputation Vietnamese corporation in café and marts in Vietnam;
 - Acted for Thien Son JSC as the franchisee's counsel in a franchise transaction of the steakhouse business from Outback Steakhouse International L.P., an American corporation for opening Outback Steakhouses in Vietnam;
 - Acted for Thien Son JSC as the franchisee's counsel in a franchise transaction of Popeyes Chicken and Biscuits in Vietnam from AFC Enterprises, Inc., an American corporation;
 - Acted for GNC (General Nutrition Corporation, a leading American nutrition corporation) as the franchisor's counsel in a franchise agreement between it and Vietnamese Kim Linh Food & Nutrition JSC to open a GNC-branded nutrition stores in Vietnam;
 - + Acted for **Toyota Motor Co., Ltd. (Japan)** as the technology transferor's counsel in a technology and



trademark licensing transactions between it and Toyota Motor Vietnam Co., Ltd;

- + Acted for **Nissan Motor Co., Ltd.** as the technology transferor's counsel in a technology and trademark licensing transactions between it and Nissan Motor Vietnam Co., Ltd;
- + Acted for **Hino Motor Co., Ltd.** as the technology transferor's counsel in a technology and trademark licensing transactions between it and Hino Motor Vietnam Co., Ltd;
- Acted for Robbins & Baskin as the American ice cream manufacturer's counsel in a franchising transaction of 31 Robbins & Baskin 31 Flavor Ice cream to Vietnamese company in Vietnam;
- + Acted for **IBM (Singapore) Pte. Ltd**, a subsidiary of the US-based IBM Corporation as the licensor's counsel in business franchising transaction between it and IBM Vietnam Co., Ltd.
- Dispute, Counterfeits, Infringements:
 - Acted as trademark counsel for Wyndham Hotels & Resorts LLC on settlement of infringement of its trademark rights by Vietnamese Pacific Pearl Company Limited;
 - Acted as trademark counsel for Piaggio spa (Italy) on settlement of infringement of its trademarks and industrial design of Vespa motorbike by Petrolimex in its production, assembly and sale of motorbikes in Vietnam;
 - Acted as trademark counsel for Gemko Thermo Mechaniks (India) on settlement of counterfeits by Thien Thanh Trading JSC in Vietnam;
 - + Acted as trademark counsel for Thach Viet Co., Ltd. as its claimant's counsel in a legal opposition against the grant of Patent for Invention titled "Method of production of encrusted titles by ashlar facing stone and encrusted titles by ashlar facing stone made by such method" to Viet Minh Tien Trading and Production Co., Ltd. at the National Office of Intellectual Property of Vietnam.

Contracts and Contractual Negotiations

Mr. Tuan assisted both foreign and Vietnamese clients to draft, review and provide legal advice on various types of business contracts, such as EPCs (Veola Group, Samsung E&C, Intel ...), OEM (Tokyo Shinshu Co., Ltd., JV contracts, JV charters, BCC

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(business cooperation contracts), toll manufacture contracts (in pharmaceutical field), lease and sublease agreements (office, land and machines), purchase lease agreements, loan agreements and securities agreements (see our experience in banking & finance), share purchase agreements, shareholders' agreements, management agreements, franchise agreements (master and sublicense), trademark license agreements (master and sublicense), software purchase/license agreements (for Bao Viet Life Insurance, Bao Viet Holdings, etc.), distribution agreements (Reed Tradex Co., Ltd., Cellmark AB...).

- Healthcare
 - Hoan My Medical Corporation. Advised Hoan My Medical Corporation, Fortis Healthcare in general corporate issues and business registration/investment certificate to close various M&A deals.
 - SEAF debt investment in Vietnam portfolio. Advised SEAF (Caymans) to conduct a legal due diligence/ investment in a number of local healthcare businesses like Victoria Hoan My, Phuong Chau Hospital, Sakura Dental, Cong Hoa Policlinic.
 - GE Healthcare hospital facility improvement. Advised GE Healthcare Projects Ltd to make feasibility studies for four general hospitals in Vietnam, namely Thanh Hoa General Hospital - 620 beds; Thai Nguyen Central General Hospital -650 beds; Cao Bang General Hospital - 400 beds; and Nghe An General Hospital - 600 beds. The purpose of the feasibility studies was to seek for concessional credits from international donors (Finland, Switzerland, and Netherlands) for procurement and upgrading medical equipment of those hospitals in Vietnam.
 - Hanoi Department of Health. Supported the Hanoi Department of Health in studying the Finnish Concessional Loan for the Project of Modernization of Medical Equipment for 5 hospitals under the Program of Modernization of Medical Equipment for Capital Healthcare Service. Such hospitals include Thanh Nhan hospital, Duc Giang hospital, Soc Son hospital, Thanh Tri hospital and Hanoi Obstetric hospital belonging to Hanoi Department of Health.
 - Harel Insurance Investments health insurance. Advised Harel Insurance Investments group to make a report on a nationwide survey on health insurance system in Vietnam for its assessment of chance to make direct investment estimated around US\$10 million in this sector in the country. The surveys include field surveys with focus groups of hospitals, enterprises and individuals living in Vietnam in order to determine the demand, market scale and trend, public opinion on health insurance services provided by the private sector.



Market entry, policies and legislations in the sector were also studied for assessment of risks and recommendations of business model for selection by foreign investor.

- Kinesis Physio & Rehab Pte Ltd. Advised Kinesis Physio & Rehab Pte Ltd (a Singapore company) in establishing and applying for all health practicing permits to set up and operate a physio and rehabilitation clinic in Hanoi, Vietnam.
- Advised Hong Kong-based Dr Mary International Polyclinic conditions, procedures and preparation of documents for establishment of chain of Dr Mary International Polyclinic in Vietnam.
- Thu Cuc General Hospital. Acted for and advised Thu Cuc General Hospital in Hanoi on various legal matters related to the establishment and operation of hospital activity, including hospital regulations, hospital activity practice license, hospital-doctors labor contracts, business cooperation with a Singaporean caner hospital to open and operate a cancer center in Vietnam.
- Establishment of Y Cao General Hospital. Acted for Vietnamese investors to complete procedures prescribed by the laws of Vietnam for establishment of Y Cao General Hospital in Hanoi, including the hospital's regulations, hospital-doctors labor contracts etc.
- Energy (wind power, solar power, etc.)
 - Represented CNBM New Energy Engineering Co., Ltd. (China), on an EPC contract for 50MW solar power project at Ham Thuan district, Binh Thuan province;
 - Represented General Electricity (GE) (USA) for various matters in their investment and business in electricity industry in Vietnam.
 - Represented IC Energy Industry Co., Ltd. (Vietnam) in a technology license agreement for assembly and operation of a 30MW factory and production line for solar panels in a centra province of Vietnam.

Education

- Represented FCC Consulting Ltd as investor's counsel on a training program between Van Lang University and 5 Universities in Finland to Vietnamese students before their going to study in Finland;
- Represented British University Vietnam as investor's counsel in various legal matters of establishment and operation of the university in Hanoi;
- Represented Apollo Education UK as investor's counsel in setting up various English teaching centers in Vietnam;



- Represented Hanoi International School as investor's counsel on its capital assignment.
- Represented MorningStar Kindergarten Finland as investor's counsel in setting up and operation of a kindergarten in Hanoi.

• Employment & Labor Matters

- Represented Modes Moose Inc./Moose Fashion Inc.(Canada) on various labor transactions in Vietnam, including its labour outsourcing transaction with local partners;
- Represented Winrock International's Vietnam Office (U.S.A.) as employer's counsel in reviewing, advising, revising and registering its International Employee Handbook in Vietnam.
- Represented Panasonic Appliances Vietnam (Japan) as employer's counsel in claiming training expenses from several Vietnamese employees at the courts in Vietnam;
- Represented **Petronas Malaysia** as employer's counsel on its Various Labor Matters and Restructuring of Petronas' Subsidiaries in Vietnam;
- Represented Snapask Vietnam (Hong Kong) as employer's counsel on various legal matters of the labor contract, including rights and obligations of employees and employer etc.;
- Represented AHF (AIDS Healthcare Foundation) (U.S.A.) as the employer's counsel on various types of contracts, including expert contract, labor contract with experts working for AHF in Vietnam;
- Represented Atlantic Forwarding Ltd (Switzerland) as employer's counsel on various labor matters of their representative office in Vietnam;
- Represented Toyota Finance Vietnam Co., Ltd. as employer's counsel on conditions and requirements of its fulltime and part-time supervisory members in the conflict provisions between the Labor Code and Law on Credit Institution of Vietnam;
- Represented Thu Cuc General Hospital as employer's counsel on various labor matters, including labor contracts, employee policy, working regulations, labor collective agreements, rules of doctors and nurses and others.
- Represented ICA Pharmaceutical JSC as employer's counsel on various labor matters, including working regulations and responsibilities of employees working in the pharmaceutical factories and lab.

AREAS OF EXPERTISE



- Corporate & Commercial
- Loan Transactions (Company & Project)
- Mergers & Acquisitions
- Intellectual Property & Business Franchise
- Employment & Labor Matters
- Real Estate Transaction
- Investment Projects (Inbound & Outbound)
- Retail Service (supermarkets, convenient stores, fashion/sporting shop chains, commercial centers, wholesale and retail of products of specialized industries)
- Healthcare
- Fintech (intermediary payment, e-commerce)
- Contracts and Contractual Negotiations

AWARDS AND RANKINGS

- "Recommended Attorney for Mergers &Acquisitions in Vietnam" by Global Legal Expert, 2014
- "Lawyer for Great Contribution to Justice Development of Vietnam" by Vietnam Bar Federation, 2013
- "Good Lawyer" by Hanoi Department of Justice, 2012
- "Leading Lawyer in Intellectual Property in Vietnam" by Asialaw Magazine, 2011
- "The Landmark Case of Cancellation of Mark ICAZ of the Year" by ASIAN IP, 2009
- "The Deal of Mergers & Acquisitions" by Asian Counsel Magazine, 2006

ADMISSION

- Hanoi Bar Association
- Vietnam Bar Federation

EDUCATIONS AND TRAININGS

- Certificate of Due Diligence in M&A Transactions by The Institute of Mergers, Acquisitions and Alliances, Switzerland;
- Certificate of Advanced Mergers & Acquisitions by The Institute of Mergers, Acquisitions and Alliances, Switzerland;
- Practice License of Asset Receiver, Vietnam.
- Hanoi University, Intellectual Property Law, Vietnam;
- Anti-Corruption by Utstein Anti-Corruption Resource Center and Chr. Michelsen Institute, Netherlands;
- Securities Trading by the State Securities Commission, Vietnam;



- Lawyer's Skills by the National University of Legal Professions, Vietnam;
- Intellectual Property and Technology Transfer Law by the Technical Overseas University (AOTS), Intellectual Property Management, Japan Patent Office (JPO) and Japan Institute for Invention and Innovation (JIII), Tokyo;
- Copyright and Related Rights by WIPO and Vietnam Copyright Office, Vietnam;
- Hanoi University, Faculty of Law, Vietnam;
- Hanoi University of Commerce, Faculty of Business Management, Vietnam.

SPEAKERS

- "Lawyer's Skills in Foreign Investment Consultancy", presented in a Lawyer's Skill Training Course by Vietnam Bar Federation, August 2014;
- "Enforcing Contracts in Vietnam", presented in the 3rd International Conference on Enforcing Contracts of Vietnam, Brunei and Saudi Arabia in October 2013 at Seoul, Republic of Korea and in the Easy of Doing Business Project of the Asia Pacific Economic Cooperation (APEC);
- "Remarkable Issues on the Lease of Real Estate for Commercial Purpose – Legal Respects and Practical Issues", presented to the Viettel Corporation's commercial team in 2012;
- "Guide on procedures, conditions and restrictions to foreign investors in Vietnam", presented at the annual meeting of the Annual Meeting hosted by New York State Bar Association in Singapore in October 2009.
- "Doing Investment in Vietnam in Form of Franchise", presented at the annual meeting of Rim-Pacific Conference hosted by New York State Bar Association in Singapore, October 2007.
- "Vietnam Remarkable Issues when employing locally", presented at the Relocation of Investment in Singapore hosted by Key Media 2008.
- "Protection of Internet Music Copyright", presented at the conference hosted by IDG Ventures Vietnam in Hanoi and Ho Chi Minh City 2009.

PUBLICATIONS AND WRITINGS

- "Vietnam Country Focus 2019" for Getting the Deals Through, UK;
- "Vietnam Country Report 2019" for Asean Mena Counsels Magazine, Hong Kong;



- "Vietnam M&A Guide Chapter of Mergers & Acquisition", published in the "Getting the Deal Through" in UK since 2011 to 2020;
- "Vietnam Guide on Franchise in Vietnam", published in the "International Franchise Sales Law" by American Bar Association 2010, updated 2011, 2012, 2013, 2014 and 2015.
- "Vietnam Anti-Counterfeiting Guide", published in the Global Guide of the World Trademark Report 2012 and 2013.

LEGAL PROFESSIONAL ASSOCIATIONS MEMBERSHIP

- International Bar Association (IBA), UK
- International Trademark Association (INTA), USA
- Asian Patent Attorneys Association (APAA), Japan
- Vietnam Intellectual Property Association (VIPA), Vietnam