



## TRAN CONG QUOC

Partner

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### RELATED EXPERTISE

- Corporate & Commercial
- Mergers & Acquisitions
- Banking & Finance
- Foreign Investment
- Construction
- Employment & Labor
- Dispute Resolutions

### BIOGRAPHY

Quoc is a partner at Bizconsult Law Firm with more than 10 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, construction contractors, State corporations and private SMEs in various areas. Quoc's practice focuses on M&A, Investment Projects, Corporate and Commercial Transactions, Construction, Dispute Resolution, and Banking & Finance. His major corporate clients include Cargill (US), Huanan Bank (Taiwan), Tata Int'l Metals (Hong Kong), Shinhan Securities (Korea), Viet Capital Securities, Decathlon Vietnam (France), TTI (Hong Kong), Nam Long Group (Vietnam), and Dat Xanh Group (Vietnam).

Quoc advised various high-profile M&A deals like Thai Investor acquiring controlling shares in listed company dedicated in packaging manufacturing industry, Dongbu Insurance subscribing newly issued shares by PTI, and Korean investor acquiring 52% shares of Vietnamese a Vietnamese listed company in livestock and farming business. Quoc also advised for foreign contractors/investors in high-profile construction projects in Vietnam, like Metro Line Package (Railway System Project), East West Highway Project, and WWTP BLT project.

Quoc experiences in working with a great deal of international, regional and local law firms such as Pinsent Masons (UK, HK), Yulchon (Korea), Bae Kim and Lee (Korea) and Lee & Co (Korea) for M&A deals and dispute settlement at ICC International Court of Arbitration and Vietnam International Arbitration Center and cooperating with securities companies, like Viet Capital Securities and Shinhan Securities Company, in various M&A transactions and finance transactions.

Quoc represented various high-profile clients for dispute settlement before arbitration and Vietnamese court and successfully represented for client to get Singapore International

Arbitration Center (SIAC) awards recognized and enforced in Vietnam which is the first case of recognition and enforcement of SIAC arbitral awards in Ho Chi Minh city, Vietnam. He also actively provides legal retainer service on commercial contract, employment, corporate governance, commercial transactions and real estate for corporate clients doing business in Vietnam.

## **AREAS OF EXPERTISE**

- Corporate & Commercial
- Mergers & Acquisitions
- Banking & Finance
- Foreign Investment
- Construction
- Employment & Labor
- Dispute Resolutions

## **AWARDS AND RANKINGS**

- “Best Lawyer of The Year 2013 of HCMC Office – Bizconsult Law Firm”
- “Counsel of The Year 2017 of Bizconsult Law Firm”

## **ADMISSION**

- Ho Chi Minh Bar Association
- Vietnam Bar Federation

## **EDUCATIONS AND TRAININGS**

- Ministry of Justice, Judicial Academy, Lawyers’ Skills (2011).
- Vietnam National University Ho Chi Minh city – Faculty of Economics and Law, Ho Chi Minh city (2009).

## **PUBLICATIONS AND WRITINGS**

- Asian-mena Counsel - Reform of regulations on private issuance of corporate bonds in Vietnam
- Getting the Deals Through (Vietnam) of year 2018
- Certificate of Appreciation from The World Bank for his contribution to Doing Business 2019 & 2018 & 2017

## **REPRESENTATIVE EXPERIENCE**

### **Energy, Construction, and PPP Project**

- 1) Advise PCC1 (EPC Contractor) on EPC Contract in relation to four wind farm projects, including Lien Lap Wind Farm Project, Phong Huy Wind Farm Project, Phong Nguyen Wind Farm Project, and IA Bang Wind Farm Project; Our tasks include advising and negotiating EPC contracts, and issuing legal opinion on the transaction documents;

- 2) Advising an Italian EPC Contractor on legal issues and risk analysis in relation to bidding and performance of the Metro Line 2 Package (Railway System Project) in Ho Chi Minh.
- 3) Advising Lotte E&C (Korea) in a WWTP BLT project in Southern Ho Chi Minh City.
- 4) Advising Pinsent Masons (UK) and its international E&C clients in various construction issues and disputes with local authorities and State owned corporations involving high-profile infrastructure projects in Vietnam.
- 5) Advising contractors on Long Phu Power Plant (Black & Veatch) project, Nhat Tan Bridge 3 (Tokyu Construction Co. Ltd) project, East West Highway Project (Obayashi) project, Intel Factory (Samsung E&C, EPC) project.

**M&A**

- 1) Advising the transaction of selling 95% shares of a listed company conducting packaging business in Bien Hoa, Vietnam.
- 2) Advising the transaction of acquiring controlling shares of a private company conducting dairy products in Hanoi, Vietnam.
- 3) Advising the transaction of acquiring 15% total outstanding shares of a private company conducting healthcare business in An Giang Province, Vietnam (Happy Hospital).
- 4) Advising the transaction of acquiring 28% total outstanding shares of a private company dedicated in education in Vietnam (Yola).
- 5) Participating in advising project of global business restructuring of GE Group in Vietnam.
- 6) Advising a public company located in Hai Phong city, dedicated in mechanic business, in a transaction of private offering new shares to a Japanese investor (AMS).
- 7) Advising a Korea corporation on acquisition of controlling shares of a listed livestock and farming company (DBC).
- 8) Legal due diligence on a cinema operator company and advise and assist on legal issue on local laws for purpose of listing of shares of parent of such cinema operator company in Korea (CGV).
- 9) Advising a Korea corporation on acquisition of Convertible Preferred Shares (CPSs) of a listed real estate corporation (NVL).
- 10) Advising a Korea corporation on acquisition of controlling shares in a listed logistics corporation (GMD).
- 11) 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) (2016-2017);
- 12) Advising a Cayman fund on acquisition of shares of a local pharmaceutical company (2016).
- 13) Advising a Korean investor on acquiring privately issued shares of a non-life insurance company in Vietnam to become strategic investor (Mirae Asset Prévoir).
- 14) Advising a Singapore/US client on convertible loan transactions.
- 15) Advising a Japan based corporation on acquisition of stake in an internet and IT local company in Vietnam.
- 16) Advising a State owned corporation on acquisition of cement projects in Vietnam.
- 17) Advising a Canada based company/US law firm on acquisition of a 100% equity capital of a Taiwanese manufacturing company in Binh Duong, Vietnam.

- 18) 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.
- 19) Advising a Japan based corporation on acquisition of 19% stake in a major food producer in Vietnam; Legal due diligence.

**Corporate & Licensing**

- 1) Obtaining the licenses for various distribution projects in Vietnam of multinational corporation, including Decathlon, AEON Delight, and Auchan.
- 2) Advising for the Japanese Contractor on licenses required by laws of Vietnam for Van Phong Thermal Power Project.
- 3) Setting up 100% foreign owned companies for Home Credit Asset Management, 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).
- 4) Compliance for GE (US), Horiba (Singapore), Hua Nan Bank – HCMC Branch (Taiwan), and AEON Delight Vietnam (Japan).
- 5) Compliance and license for foreign contractor for Water Solutions/Kruger/OTV (France), IDOM (Spain), Deasung (Korea) and Hanil (Korea).
- 6) Establishing and closing Representative Offices for GE II (Singapore), Mobilitas (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).
- 7) Legal retainer services on general corporate matters for GE (US), Cargill (US), AEON Delight (Japan), Decathlon (France), KOA SHA (Japan), Lotus Food (Vietnam), OPEC Plastic (Vietnam).
- 8) Other clients: Guocoland (Singapore), Samsung Electronics (Korea), Park Hyatt Saigon, Viettel Group (Vietnam), Euro Auto (Vietnam), Hyundai (Korea), RuNam Cafe (Vietnam).

**Banking & Finance**

- 1) Advising ICBC Bank and Hana Bank on a syndicated loan financing for the industrial park development project.
- 2) Advising a listed company dedicated in real estate business in Vietnam (HDG) to issue VND500 Billion bonds with warrants to finance the project expansion of the Company.
- 3) Advising a listed company dedicated in real estate business in Vietnam (DXG) to issue VND1,400 Billion convertible bonds to finance the project expansion of the Company.
- 4) Advising a listed company dedicated in infrastructure development in Vietnam (CII) to issue VND1,150 Billion guaranteed corporate bonds to finance project of issuer.
- 5) Advising a listed company dedicated in infrastructure development in Vietnam (CII) to issue convertible bonds to Rhinos Asset Management.
- 6) Advising a listed company dedicated in plastic packaging manufacturing business in Vietnam (AAA) to issue VND400 Billion bonds attached with warrants to finance the project expansion of the Company.
- 7) Advising Dai An company to issue VND100 billion corporate bonds in Vietnam.
- 8) Advising Vietnam International Bank (VIB) to subscribe the bonds to refinance for issuer's debts.

- 9) Advising a local bank to subscribe for bonds to finance a power plant in the northern of Vietnam, tasks include advice on the transaction, including the prospectus, draft/review bond subscription agreements and related contracts like security contracts of all the assets of the power plant, agency contract, legal opinion, etc.
- 10) Advising SEAF Blue Water Fund and SEAF Women's Opportunity Fund LLC on a number of convertible loans transactions with its Vietnam portfolios.
- 11) Drafting and reviewing bank loan contract and lending transaction documents template for Huanan Commercial Bank.
- 12) Advising on legal compliance and performing yearly compliance check on internal regulations of Huanan Commercial Bank.
- 13) Advising Huanan Commercial Bank on loan funding brokerage service in Vietnam.

**Real Estate & Management**

- 1) Advising GuocoLand (Singapore) regarding condominium related issues (condominium management, ownership certificates).
- 2) Advising for a Vietnamese Corporation for retaining a service of management and operation of entire business of Company.

**Oil & Gas**

- 1) Advising Totalgaz Vietnam on solution for application for license of Liquefied Petroleum Gas Filling Station.

**Disputes Settlement**

- 1) Advising foreign invested companies and domestic companies (Maybank Kim Eng, Posco E&C, ST John Packing, PetroVietnam Construction JSC) in various commercial & contract disputes in Vietnam courts and Vietnam International Arbitration Center (VIAC).
- 2) Representing the Ministry of Economic, Trade and Industry of Japan in a potential dispute with a State owned corporation.
- 3) Acting as a local counsel for a Singapore hotel operator and manager against a Vietnamese corporation regarding a transfer of share dispute (SIAC Arbitration); and representing in the recognition and enforcement of SIAC awards in Vietnam.
- 4) Advising ANZ Bank and Commonwealth in collecting & enforcing consumer loans.

**Employment**

- 1) Advice on labor issues and drafting/registration of Internal Labor Regulations/Employee Handbook for H & M HENNES & MAURITZ VIETNAM, Guocoland (Singapore), Park Hayat (Saigon), AEON Delight (Japan), Masan Nui Phao (Vietnam), Totalgaz Vietnam (France), On Accessories (Korea), and Robert Walters Vietnam Company Limited.
- 2) Labor restructuring regarding merger and business transfer for On Accessories (Korea), TOTALGAZ (France), and PETRONAS (Malaysia).
- 3) Conducting a labor due diligence on a number of target companies in M&A deals.