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Phong is an equity partner at Bizconsult law firm with more than 20 years of professional experience. His practice focuses on Investment Projects (inbound and outbound), Corporate and Commercial Transactions, Mergers & Acquisitions, Banking & Project Finance, Corporate Restructuring, Real Estate & Hospitality, Tax, Competition and Renewable Energy (Wind Farms).

Phong has advised a broad range of clients most of them being foreign clients, including banks and financial institutions, multinational corporations, foreign funds and asset investment companies, State corporations and private SMEs in various areas. Particularly, he has represented investment funds and corporations in numerous private equity investments, debt investments, convertible bonds and cross-border investment and financing transactions. His major corporate clients include **500 Fortune Clients (2021)** like General Electric (38), PepsiCo (44), Baker Hughes (14), DuPont (144), Grab, Cargill, 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 advised Bao Viet Life Insurance, MobiFone, Viettel Group, BIDV, VinaPost, Masan (Mining), Canada Embassy, and Ministry of Economic, Trade and Industry of Japan.

Phong has been named in the **A-List of Vietnam's Top 100 Lawyers by Asia Business Law Journal (2020, 2021, 2022)**, as well as received Certificate of Merits from Hanoi Bar, Certificate of Appreciation from The World Bank for 5 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 9 consecutive years.

Phong completed the training course in Advanced Merger & Acquisitions (2012) and Due Diligence (2014) organized by The Institute of Mergers, Acquisitions and Alliances, and special training in International Joint Ventures and International Merger & Acquisition organized by the College of Law of England & Wales in association with the International Bar Association (2007). Before that, he completed LLM at the Transnational Law & Business University (TLBU), Seoul, Korea (2005) where he had field studies to various international organizations (TLBU Institute in Paris; WTO & WIPO in Geneva; ICC & ICJ in Hague; EU Commission in Brussels), and studied LLB at Hanoi Law University in 1999.

Phong was admitted to Hanoi Bar.

Phong is client minded and preferred local counsel choice of various leading regional and international law firms.

YEARS OF EXPERIENCE

- More than 20 years in legal practice

EXPERTISE

- Foreign Direct Investment
- Corporate and Commercial
- Mergers and Acquisitions
- Hospitality
- Real Estate and Construction
- Banking and Project Finance
- Renewable Energy (Wind Farms)
- Competition (Antitrust/Merger Control Filings)
- Foreign Contractor Tax

ADMISSION

- Hanoi Bar Association

EDUCATION

- The Institute of Mergers, Acquisitions and Alliances, Advanced Merger & Acquisitions (M&A), 2012, Due Diligence (2014);
- 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).

AWARDS/MERITS

- 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
- **A-List of Vietnam’s Top 100 Lawyers by Asia Business Law Journal (2020, 2021, 2022)**

PUBLICATIONS

- “*M&A – Vietnam Chapter*” published in Getting the Deals Through 2010-2014.
- “*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;

MEMBERSHIPS

- Vietnam Business Lawyers Club

REPRESENTATIVE EXPERIENCE

Corporate & Inbound FDI

- 1) **500 Fortune Clients (2021)**: General Electrics (38), PepsiCo (44), Baker Hughes (14), DuPont (144).
- 2) Setting up 100% foreign owned companies for GE Healthcare Vietnam Ltd, 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), IMMOCHAN.
- 3) Advising and obtaining Investment Registration Certificate for merging two investment projects of Piaggio Vietnam Ltd and increased total investment capital by US\$75 million.
- 4) Amendment of Investment Certificate with regards to business expansion or other changes for Sanofi, General Electric (Singapore), TOTALGAZ, Veolia Water Solutions (France), Piaggio Vietnam (Italy), Decathlon (Luxembourg), BIBUS (Switzerland), Nittan (Japan), Lotte Data (Korea), Daewoo E&C Vietnam Ltd (Korea), Hoan My Medical Corporation (Vietnam), CJ

Foods (Korea), DRAEGER (Germany), HAKUHODO (Japan), Suez Water Technologies Vietnam Ltd, Dairiu Foundation., NTT Vietnam Ltd (Japan), OKANO V Lotus.

- 5) 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).
- 6) 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), Conergy Asia & ME Pte.Ltd (Singapore).
- 7) Legal retainer services on general corporate matters for GE Healthcare and GE Renewable Energy, PepsiCo, Hutchison (a member of TOTAL), KOA SHA, VinaPost, Stavian Group, Allieux., in addition to, Cargill, AEON Delight, Bridgestone Vietnam Ltd, Decathlon, Lotus Food, and Masan Mining.
- 8) Compliance for GE, DKSH, Great Eastern Life (Vietnam) Ltd (Singapore), Horiba (Singapore), Hua Nan Bank – HCMC Branch (Taiwan), and AEON Delight Vietnam (Japan).
- 9) Other clients: Nissan Motor (Japan), Richemont (Hong Kong), NTT (Japan), 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-EI (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 as Vietnamese counsel performing Vietnam related legal due diligence in relation to a M&A transaction at a global scale to acquire the Patient Monitoring and Respiratory Business of Medtronic;
- 2) Advising as Vietnamese counsel performing Vietnam related legal due diligence for Dentsu in relation to a M&A transaction where the Japanese marketing giant Dentsu is understood to have struck a £533m (€600m) deal to buy Tag, the British-headquartered global content production group, in one of the largest UK ad deals of the last 15 years; <https://www.theguardian.com/media/2023/mar/07/uk-marketing-content-firm-tag-strikes-533m-deal-with-japans-dentsu>
- 3) Advising Sweef Capital Ptd Ltd in acquisition of shares of Teky Holdings;
- 4) Advising a Fortune 500 client on 3 major M&A transactions valued about US\$300 million in the fields of healthcare and renewable energy;
- 5) Advising a local buyer to acquire 100% share capital of a 100% foreign invested company engaging in the fertilizer business. The value of the transaction is more than US\$120 million;
- 6) Advising a leading bank BIDV on a Strategic Cooperation Agreement with Hana Financial Investment Co., Ltd (HFI) in relation to the transaction where BIDV Securities Company (BSC) issued 65,730,042 stocks (35%) as private placement to Hana Financial Investment Co., Ltd (HFI). The total value of the transaction is approximately US\$120 million equivalent to 2.700 billion VND;

- 7) Advising a Singapore company on two M&A equity deals valued US\$89m each on the acquisition of 100% shares of Vietnamese targets operating in the Export Processing Zone (EPE) status;
- 8) Advising Wellington Hadley Harbor Master Investors (Cayman) III L.P./Wellington Management Company LLP (the “Investor”) and Cooley SG LLP in connection with an investment into Sociolla (beauty platform operating in Indonesia and Vietnam), which is held by a Singapore holding company called Social Bella International Pte. Ltd;
- 9) Advising as Vietnamese counsel performing Vietnam related legal due diligence for Bridgepoint Advisers II Limited in relation to a M&A transaction at a global level whereby Ropes & Gray were acting for Bridgepoint (the Purchaser) who have agreed terms for the acquisition of the Achilles Group (the Target), and Ropes & Gray have conducted UK due diligence but have requested DLA’s assistance in performing top-up foreign law due diligence on specific documentation for the purpose of obtaining W&I Insurance
<https://www.achilles.com/media-centre/press-release/bridgepoint-to-acquire-achilles/>;
- 10) Advising as Vietnamese counsel for DuPont c/o Skadden to acquire Laird Performance Materials from Advent International. The transaction was conducted at a global level with deal size more than US\$2.3 billion; legal due diligence, non-reliance letters to W&I insurers and other transactional issues (2021) [https://www.dupont.com/news/dupont-to-acquire-laird-performance-materials.html#:~:text=WILMINGTON%2C%20Del.%2C%20March%208,paid%20from%20existing%20cash%20balances](https://www.dupont.com/news/dupont-to-acquire-laird-performance-materials.html#:~:text=WILMINGTON%2C%20Del.%2C%20March%208,paid%20from%20existing%20cash%20balances;);
- 11) Advising SEAF VCC and SEAF WOMEN’S ECONOMIC EMPOWERMENT FUND (SWEFF) equity investing in Teky (2020) and USM HEALTHCARE MEDICAL DEVICES FACTORY JSC (2021);
- 12) Advising **CJ** on a restructuring project in a number of jurisdictions for pre-IPO investment; vendor legal due diligence and transactional issues, especially merger control and notification to the Vietnam Competition Authority (2019);
- 13) Advising a general hospital in An Giang province in a M&A transaction to receive funding from a sovereign fund (2019);
- 14) Advising AMECC Mechanical Construction Joint Stock Company, a public company listed on UPCOM located in Hai Phong province, on a privately issuance of new shares to its strategic investors, Sankyu Inc. Post-closing, the Investor would hold 33.3% total shareholding of the Target, along with rights of nomination of one member of the Board, pre-emptive, tag-along, put option and other via share subscription agreement with company and the shareholders agreement with key shareholders of the Company. We act for the Target to advise and negotiate the share subscription agreement & shareholders’ agreement that have been concluded by parties, and the deal is expected to be closed end of this year (2018);
- 15) Advising **CJCJ** on the contemplated acquisition of 51% shareholding of DABACO Group company, a HNX listed animal feeds company (2018);
- 16) Legal due diligence on a cinema operator company for the purpose of IPO in Korea (2017);
- 17) Advising a Korea corporation on acquisition of Convertible Preferred Shares (CPSs) of a listed real estate corporation (2017);
- 18) Advising a Korea corporation on acquisition of controlling shares in a listed logistics corporation (2017);
- 19) Advising a Korea corporation on acquisition of controlling equity interest of a life insurance company in Vietnam (2017);
- 20) Advising **GE Capital** on acquisition of Doosan assets and issuing a legal opinion and advice on a complex capital flow transaction (2016);

- 21) 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);
- 22) Advising a Cayman fund on acquisition of shares of a local pharmaceutical company (2016);
- 23) Advising a Korea company on acquisition of controlling shares of a local recreational playtime for kids (2016);
- 24) Advising a Korea corporation on acquisition of majority shares of a local packing company; Legal due diligence on 2 affiliated companies (2015).
- 25) Advising a Japan based corporation on acquisition of stake in an internet and IT local company in Vietnam; Legal due diligence (2015).
- 26) 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).
- 27) Advising a Singapore/US client on a convertible loan & equity transaction (2014-2015).
- 28) Advising a Singapore investor on selling assets upon liquidation of a joint venture company in Vietnam (2014).
- 29) Advising a State-owned corporation on acquisition of cement projects in Vietnam; legal due diligence, drafting Definitive Agreements, Closing (2013, 2014).
- 30) 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).
- 31) 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).
- 32) 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).
- 33) 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).
- 34) Advising a Japan based corporation on acquisition of stakes in a bitumen foreign invested company in Vietnam; Legal due diligence (2012).
- 35) Advising a Japan based corporation on acquisition of 19% stake in a major food producer in Vietnam; Legal due diligence (2012).
- 36) Advising a HK based company on acquisition of a factory in Vietnam; drafting Definitive Agreements (2011).
- 37) 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).
- 38) Advising a local securities company on selling shares to its Malaysia strategic investor; Drafting Definitive Agreements and Negotiation (2008).
- 39) Advising Thunder Mark Korea (Korea) in respect of acquisition of shares of a local trading company – drafting Share Purchase Agreement (2008).
- 40) Advising Ferroli S.p.a. (Italy) in respect of merger of two 100% foreign-owned companies in Vietnam (2008).

- 41) Advising Archimedes Group (Cyprus) on acquisition of shares of AAA Assurance Corporation; Legal due diligence and advisory works (2007).
- 42) Advising ngi group (Japan) in respect of acquisition of shares of Vietnamese company (2007).
- 43) Advising Viglacera in respect of the sale of two factories to Japanese investors (2007).
- 44) 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).
- 45) Advising Chip Eng Seng Corporation (Singapore) in respect of acquisition of shares of local listing company (2007).
- 46) Advising Lotte Confectionery Co., Ltd. (Korea) in respect of acquisition of shares of Bibica (2007).
- 47) Advising Sojong Partners on the Doosan – Vinashin Share Transaction (2007).
- 48) Advising an investor on acquisition of the complex Pacific Place at 83B Ly Thuong Kiet, Hanoi; Legal due diligence (2006).
- 49) Advising VNPT/VDC in respect of a sale of shares to Kalet Co., Ltd. (Korea) (2005).

Banking & Project Finance

- 1) Advising a US\$175m syndicate loan to finance a BOT road project in Nghe An Province, Vietnam;
- 2) Advising a US\$90m syndicate loan to finance a Seraphin waste-to-energy facility in Hanoi, Vietnam;
- 3) Advising a IFC US\$30m syndicate loan to finance a 13.5MW waste-to-energy facility in Bac Ninh Province, Vietnam;
- 4) Advising to have Closed a bond transaction of about USD170m, which is expected to USD260m in 3-year, to finance a complex tourism project in Da Nang city;
- 5) Advising to have Closed a financing transaction of about USD174m to finance a BT project and new city projects;
- 6) Advising and issuing a legal opinion to close a USD280m syndicate (offshore) loans refinancing a major commercial complex in Hanoi;
- 7) Advising on a USD130n bond, which is expected to double in 3-year;
- 8) Advising 2 foreign banks in a syndicated loan transaction with a listed company in Vietnam.
- 9) Advising on a US\$200 million debt purchase transaction on the foreign currency restriction issue and repayment to offshore lenders (2019);
- 10) Co-Advising a HOSE listed, Ho Chi Minh City Infrastructure Investment JSC, on a 1.15 trillion dong (US\$50 million) guaranteed senior bond. The deal introduced a new bond structure to the debt capital market with high standard requirements from the guarantor (GuarantCo), including accessing environmental and social impacts of the project (2018). The deal has been ranked as “Best Deals by country – Vietnam – Best Infrastructure Bond” by The Asset Country Awards 2019. Please visit <https://www.theasset.com/awards/country-awards-2019-deals-south-east-asia>;
- 11) Advising a HOSE listed real estate group of co companies on a Convertible Bond transaction valued about US\$60 million or more (2018);
- 12) Advising **Vietnam Electrical Equipment Joint Stock Corporation** (Stock code: GEX) on a Bond transaction with Korea financial institutions (2018);

- 13) Advising **Shinhan Securities Vietnam Ltd** on a bonds attached with warrants transaction privately issued by An Phat Plastic And Green Environment Joint Stock Company, a listed company in Vietnam (2018);
- 14) Advising **Vietnam International Bank (VIB)** to subscribe the bonds to refinance for issuer's debts (2018);
- 15) Preliminary advice to a major local group regarding development of a solar project in Binh Thuan province (2018);
- 16) Advising **Vietnam International Bank (VIB)** 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. (2018).
- 17) Advising **SEAF Blue Water Fund** and **SEAF Women's Opportunity Fund LLC** on a number of convertible loans transactions with its Vietnam portfolios (2018);
- 18) Advising **GE Capital** on a number of inter-company loans and cash extraction transactions with its Vietnam subsidiaries (2016-2019);
- 19) Advising a local private group on a number of convertible loan transactions valued at tens of millions USD (2016-2017);
- 20) Advising **Rhinos Asset Management** on a US\$60 million convertible bonds deal with **Ho Chi Minh city Infrastructure Investment Joint Stock Company (CII)** (2016);
- 21) Drafting bank loan contract template for Hua Nam Commercial Bank (Taiwan); performing legal audit on the HNB (2014-2017);
- 22) Advising a Singapore/US client on several convertible loan & equity transactions (2014-2015);
- 23) Advising a local borrower on a bond transaction with a Swiss fund targeting agriculture business (2014);
- 24) Advising a State owned corporation on shareholder loans to finance the acquisition of cement projects (2013);
- 25) Advising **BIDV** on a US\$300MM syndicated bank-to-bank loan (2012);
- 26) Advising a Singapore fund in a convertible loan transaction and investment in very-early state start-ups (2012);
- 27) Advising Indochina Development Partners Ltd (Cayman Islands) and AIM Capital Management Ltd (USA) in respect of financial investment in Vietnamese companies (2010);
- 28) 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.;
- 29) 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);
- 30) Advising Vinashin-TGC Container Joint Venture Company in a US16.5 million loan transaction with Vietcombank for construction of a container manufacturing factory in Hai Duong province (2007);

PPP, Construction & Energy

- 1) Acting as Contract Manger for **GE Renewable Energy** various wind farms projects (8+) in Vietnam (2021)

- 2) Advising GE (GE Renewable Energy) to have obtained business licenses for undertaking equipment supply, logistics and installation onshore technical services for Phuong Mai 1 Wind Power Plant <https://congthuong.vn/ge-cung-cap-tuabin-cho-du-an-dien-gio-phuong-mai-1-135995.html> (2020);
- 3) Advising an EU based contractor on bidding and construction contract (Yellow Book) regarding the Ho Chi Minh City Urban Mass Rapid Transit Line 2 Investment Program – Contract CP3a and CP3b (2019)
- 4) Advising Conergy Asia & ME Pte.Ltd re obtaining a foreign contractor license (FCL) for the EPC and O&M for BIM Solar PV Plant 30MWp (Project 18 E) in Ninh Thuan Province, Vietnam (2018).
- 5) Advised an EPC Japan consortium on the Van Phong Coal Fired Power Plant project. Specifically, advised the consortium on all licenses and permits required to execute the EPC contract with the owner, including details of application documents, procedures and practical timeline that will help the consortium to well prepare the contract planning and budgeting.
- 6) Advising Lotte E&C (Korea) in a WWTP BLT project in Western Ho Chi Minh City (2016).
- 7) 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.
- 8) Advising Samsung E&C on various matters of Vietnamese law regarding the EPC construction of the Intel Factory in Ho Chi Minh City (2007).
- 9) Others include advising **Vietracimex** in the EPC construction contract in respect of two hydro-power plants in the northern part of Vietnam; advised **Vinaassets, Great Eastern Life Insurance, Xylem** and many other clients in office lease transactions; advised **Hyubyeon A&E** in designing contract in respect of an new urban project; advised **Netherlands Embassy** on a construction of electricity sub-station and **Canada Embassy** about contractor liability, etc.
- 10) Advised a local major group of companies in relation to a joint venture with Gulf Resources Limited (Australia) in a joint development project Coal To Liquid Fuel Conversion Plant Project.
- 11) Advised a local major group of companies on issues relating to the 30-year contract for purchasing coal from Vietnam National Coal-Mineral Industries Group for its thermo power station.

Restructuring & Liquidation/Bankruptcy

- 1) Advising General Electric (GE) on a global restructuring project to split into three distinct companies that will result from the conglomerate's historic split: GE HealthCare, GE Aerospace and GE Vernova (2022-2024);
- 2) Advising Quan Jun Limited in a bankruptcy case and successfully obtain a court decision to declare Quan Jun Ltd bankrupt;
- 3) Advising NTT's \$11 Billion Mega-Merger in 28 jurisdictions (2019);
- 4) Advising Phu Hung Ltd and Vina – CPK on a converse merger transaction in Vinh Phuc province (2019);
- 5) Advising on a restructuring project of an MNC performed at a global scale with more than 90 teams of professionals and exploring various of Vietnam law on investment, restructuring, M&A, business transfer, etc. (2019);

- 6) Advising a foreign holding company on a restructuring project in a number of jurisdictions for pre-IPO investment; vendor legal due diligence and transactional issues, especially merger control and notification to the Vietnam Competition Authority (2019);
- 7) Advising a listed real estate company in Vietnam to restructure its business in order to lift its foreign ownership limit (FOL) and receive foreign investment (2019);
- 8) Advising a local group of companies engaged in logistics to restructure 11 subsidiaries into 2 sub-holding branches (2019);
- 9) Closing a number of Representative Offices of MNCs and Project Offices of foreign contractors such as 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);
- 10) Advising a foreign major shareholder in filing a bankruptcy case against its securities subsidiary (Golden Bridge Securities Company) in Vietnam (2019);
- 11) Advising a Singapore major creditor to enforce assets of a local company in a bankruptcy case initiated by the local company itself in an attempt not to pay the Singapore creditor (2018);
- 12) Advising BIBUS AG (Switzerland) filing a bankruptcy case against its 100% subsidiary in Vietnam (2018-2019);

Hospitality

- 1) Advising a real estate owner in Hanoi to successfully negotiated and concluded Franchise Agreement and Technical Services Agreement with **Wyndham** for the **Wyndham Garden** brand (2022);
- 2) Advising a major real estate owner on Management Agreements and Technical Services Agreements and related agreements for one project in Ho Chi Minh City and two other projects in Hanoi with international operators such as **Archipelago**, **Best Western (BW)** and **Ascott** – On-going (2022);
- 3) Advising two Da Lat based companies to successfully negotiated and concluded a Hotel Management Agreement and Technical Services Agreement with **IHG** for the **Intercontinental and SBS brands** (2021);
- 4) Advising a Ha Long based owner to successfully negotiated and concluded an extension of Hotel Management Agreement with **Accor** for the **Novotel brand** (2021);
- 5) Advising a Hanoi based company to negotiate Hotel Management Agreement and Technical Services Agreement with **Onyx** (2021);
- 6) Advising a Nha Trang based company to successfully negotiated and concluded a Hotel Management Agreement and Technical Services Agreement with **Rosewood (New World brand)**, and another HMA/TSA with **Melia** for the **Vega City** project in Nha Trang (2020);
- 7) Advising a Ha Long based company to successfully negotiated and concluded a Hotel Management Agreement and Technical Services Agreement with **Marriott** for the **Courtyard** brand (2019);
- 8) Advising a HCMC based company to negotiate Hotel Management Agreement and Technical Services Agreement with **Hyatt** (2019);
- 9) Advising FECON Phu Quoc to successfully negotiated Hotel Management Agreement and Technical Services Agreement with **IHG** (2017);

- 10) Advising **Hyatt** International Asia Pacific Ltd (HK) on HMA/TSA for a resort in central Vietnam;
- 11) Advising Quang Ninh Import Export Corporation and Tung Lam Development Joint Stock Company (Vietnam) on Hotel Management Agreement and Technical Services Agreement with **Accor** for the **Novotel and M. Gallery brands** (AAPC).

Real Estate

- 1) Advising a Singapore company on two M&A equity deals valued about US\$100m each on the acquisition of 100% shares of Vietnamese targets operating in a Industrial Park in Ho Chi Minh City;
- 2) Advising a foreign investor to acquire land in the Son Loi Industrial Park, Vinh Phuc province (2022);
- 3) Advising a 100% foreign invested company on the acquisition of the new city residential project in Dong Nai province (2021);
- 4) Advising a 100% foreign invested company on the business cooperation contract with a FIE developer to joint develop 2 villas blocks (2020);
- 5) Advising a listed real estate company on restructuring businesses and projects with an aim to increasing the Foreign Ownership Limit (FOL) to sell shares to foreign investors;
- 6) Advising GuocoLand (Singapore) regarding condominium related issues;
- 7) Advising TCT Investment Group in various real estate transactions in Hanoi, for instance, a purchase of a 3500 m2 land plot CT4 in Hanoi from CIRI, a Vietnamese joint stock company, for development of an apartment and shopping center in Trung Hoa – Nhan Chinh area, Hanoi; a purchase of a 7000 m2 land plot CT3 in Hanoi from Interseco, a State-owned one-member enterprise in Hanoi for development of a complex of apartments for sale in Hanoi (2007);
- 8) Advising Tung Lam Development JSC in investing building a hotel in the Old Quarter of Hanoi City. The deal involves the acquisition of two land lot in one of the busiest streets in the area to develop a 3-star hotel that would be managed by Accor (2007);
- 9) Advising Itus Ltd, a Korean company representing a group of Korea investors in a transaction to invest in CT2 Project, a significant module of the Exchange City New Urban Zone Project under Prime Minister's approval (2007).

Competition, Anti-dumping and Countervailing

- 1) Advising antitrust/merger control filings for 3 M&A transactions of Techtronic TTI (Industrial real estate, electric appliances), 3 restructuring projects of General Electric (power, renewable energy and healthcare), 1 fertilizer project;
- 2) Advising for an economic concentration of between parent company of CGV and its related parties in Hong Kong;
- 3) Advising for a potential merger of container liner business of two independent South Korean companies having subsidiaries in Vietnam;
- 4) Advising Cargill, Bridgestone Vietnam on competition matters for their distribution agreement;
- 5) Advising on competition related matters when performing legal due diligence on a number of Vietnamese based companies as part of the M&A process;
- 6) Working on some AD, CVD cases together with a reputable US law firm, advising Vietnamese companies on preparation for responding to US initiated AD cases.

OTHERS

International and Regional Law Firms working relations

- 1) A Vietnam exclusive member for Mackrel International network of independent law firms.
- 2) Working with a great deal of international, regional and local law firms such as Skadden, Arps, Slate, Meagher & Flom LLP (USA), Kim & Chang (Korea), DLA Pipers (UK), Hogans Lovell, Morrison Cohen LLP (New York), Pinsent Masons (UK, HK), Nishimura and Asahi (Japan), Mercury General LPC (Japan), Kojima Law (Japan), Lee & Ko (Korea), Yulchon (Korea), Bae Kim and Lee (Korea), Rodyk & Davidson LLP (Singapore), Cooley LLP (Singapore), etc.

Outbound Investment

- 1) Advising Total companies in Vietnam to register the ESOP for their Vietnam staffs to purchase shares of their ultimate holding listed company in France (2018);
- 2) Advising Rainbow Hotels and Restaurants Ltd in investing in establishment of Rainbow International Restaurants Hotel Inc. in the California, the United States in relation to an acquisition of a 4* hotel managed by Marriott (2012);
- 3) Advising some Vietnamese individuals investing in Singapore (2018).

Healthcare & Pharmacy

- 1) Advising **Sanofi Aventis Vietnam Ltd** and other Sanofi group companies in Vietnam in various corporate and business transactions;
- 2) Setting up **GE Healthcare Vietnam Ltd** and restructuring GE healthcare business;
- 3) Advising **Hanh Phuc (Happy) General Hospital** in An Giang province Vietnam in a M&A transaction;
- 4) Advising **Draeger Medical Vietnam Ltd** on various Vietnamese law issues;
- 5) Advising **SWEEF Capital** on transactions on investment in private companies conducting medical equipment (**USM Healthcare Medical Device Factory JSC**);
- 6) Advising **Hanh Phuc (Happy) General Hospital in An Giang** province Vietnam in a M&A transaction;
- 7) Advising **Stic Investment Fund** in connection with their purchase of new shares issued by **Nanogen Pharmaceutical BioTechnology Company Limited**;
- 8) Advising **Draeger Medical Vietnam Ltd** on various Vietnamese law issues
- 9) Advised **Hoan My Medical Corporation, Fortis Healthcare** in general corporate issues and business registration/investment certificate to close various M&A deals;
- 10) **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**.

Joint Ventures

- 1) Advising **Stavian Group** executing a JV contract and ancillary agreements for a petrochemical project with the total investment capital of about USD 1 billion;

- 2) Advising a local group **Lotus Group** to successfully negotiated and concluded a JV agreement with **NIPPON SUISAN KAISHA, LTD** (Japan), led by Partner Phong Le, assisted by Senior Associate Sang Nguyen;
- 3) Advising numerous shareholder agreements (akin JV agreement) in M&A transactions in various industries;
- 4) Advising **Lotus Food Group** in relation to a joint venture project with **Matsumoto Kiyoshi Holding** to set up a health and beauty store chain in Vietnam (2019);

Retail, Distribution and E-Commerce Projects

- 1) Advising **TACHYON CORPORATION** and a 99% foreign invested company (Japan) to obtain M&A Approval and Trading License for engaging in **office equipment leasing**, led by Partner Phong Le, assisted by Associate Tin Nguyen;
- 2) Advising **Lotus Food Group** in relation to a joint venture project with **Matsumoto Kiyoshi Holding** to set up a health and beauty store chain in Vietnam;
- 3) Obtaining trading, distribution and retail licenses for Horiba Instruments (Singapore), AEON Delight (Japan), Goldbell (Singapore), Melchers GMBH&CO (Germany), GE Oil & Gas Vietnam (Singapore), BIBUS (Switzerland), Veolia Water Solutions (France), Piaggio Vietnam (Italy), Decathlon (Luxembourg), etc.;
- 4) Advising **Grab Limited** on registration of its Mobile Apps for the BillPay, Grab Bus/Boat, GrabMart functions (2019);
- 5) Advising **Woowa Brothers Vietnam Ltd** on registration of its Mobile Apps “vietnammm” and “baemin” for good delivery services functions;

Disputes Settlement

- 1) Acting for VNPT – EPAY in a court case against VMG (2019);
- 2) Acting for BOYD Corporation in a court case against Biel regarding sale contracts (2019);
- 3) Acting as counsel for S.John Packing in a real estate broker dispute (2016).
- 4) Advising foreign invested companies in various commercial & contract disputes in Vietnam courts (2014).
- 5) Representing the Ministry of Economic, Trade and Industry of Japan in a potential dispute with a State-owned corporation (2012).
- 6) Acting as a local counsel for a Japanese contractor against the People’s Committee of Ho Chi Minh City regarding East West Highway Project (ICC Arbitration, 2012).
- 7) Acting as a local counsel for a Singapore hotel operator and manager against a Vietnamese corporation regarding a transfer of share dispute (SIAC Arbitration, 2011); and representing in the recognition and enforcement of SIAC awards in Vietnam (2014).
- 8) Advising ANZ Bank in collecting & enforcing consumer loans (2012).
- 9) Acting for Shilla Bag International Co., Ltd., a Korean company in Long An province, against a claim from Lap Thanh Construction JSC arising out of performance of the construction contract (VIAC Arbitration, 2008).
- 10) Representing New Way Logistics to claim back the outstanding transportations fees from Orion-Hanel Picture Tube Co., Ltd (2007).

Tax

- 1) Advising Kruger A/S on a foreign contract tax and dispute with the local tax authority in relation to a waste water treatment project;
- 2) Advising VNPT EPAY on VAT issues and fake invoices from suppliers and defense tax position before the tax authorities;
- 3) Advising two well-known foreign invested companies the matter of CIT tax incentives recorded in the Investment licenses versus tax regulations and advised defenses to protect the tax benefits before the Tax authorities.
- 4) Advising Veolia Water Solutions, GE Hydro and its affiliates on various foreign contractor tax (FCT) issues for a number of ODA funded projects in Vung Tau, Long An, Da Nang, Ho Chi Minh City, Ninh Thuan, Dong Nai etc.; defending tax positions and benefits before the Tax authorities in various provinces.
- 5) Advising GE, Total, Veolia Water Solutions (France), Decathlon (France), AGS Movers (HK & France), Deltares (Netherlands) regarding Tax impacted transactions, profit remittance etc.
- 6) Advising and assisting tax finalization for FIEs such as GE Healthcare Vietnam Ltd, closing Representative Offices 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) and Project Offices of foreign contractors such as VWS, Alpha UT, mostly PIT and VAT.
- 7) Advising numerous foreign investors/buyers on a great deal of M&A transactions including equity and asset transfers and tax implications arising from the transactions.
- 8) Advising hotel owners on a number of Hotel Management Agreement (HMA) on the withholding tax issues and tax diagram responsibility of hotel owners vs. international operators.

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), Veolia Water Solutions (France), Decathlon (France), AGS Movers (HK & France), Horiba Instruments (Singapore), ARUP (Hong Kong), Xylem (Hong Kong), AEON Delight (Japan), Masan Nui Phao (Vietnam), On Accessories (Korea), Robert Walters Vietnam Company Limited.
- 2) Labor restructuring regarding merger and business transfer for TOTAL, PETRONAS, and Kutso Management Vietnam.
- 3) Conducting a labor due diligence on a number of target companies in M&A deals.
- 4) Representing some clients in labor dispute at courts or competent authorities like PETRONAS (Malaysia).

Insurance

- 1) Advising AON on personal data privacy laws and regulations;
- 2) Advising Mirae Asset Prevoir Life Insurance Company buy-side in an M&A acquisition of controlling equity interest of Prevoir Life Ltd in Vietnam (2017) – Awarded M&A Deal of the Decade (2008-2018);

- 3) Advising Dongbu Insurance in an M&A strategic investment into a Vietnam public non-life PTI insurance company.
- 4) Legal opinions to Incok Loss & Average Adjusters (Vietnam) Co., Ltd (Korea) in relation to a personal injury case at Intercontinental Hotel.
- 5) Representing Goldbell (Singapore) with regards to a claim for vehicles insurance against with Bao Long Insurance.
- 6) Legal retainer services to Great Eastern Life Insurance (Singapore).

Data Protection/Privacy Laws (General Data Protection Regulations – GDPR)

- 1) Advising **AON** on personal data privacy laws and regulations;
- 2) Suntory PepsiCo VN Beverage Ltd (update laws on data protection);
- 3) Vina Post (customer data protection and measures);
- 4) UnifiedPost (Cyber Security Law and implications of the draft Decree).
- 5) GE with 10 subsidiaries in Vietnam and Cargill with 3 affiliates. As MNCs like GE or Cargill usually manage their operation centrally from offshore regional HQ like HK or Singapore, in some occasions, they came up with questions or issues on protection of personal data seeking our advice;
- 6) Advising several hotel owners in relation Hotel Management Agreement with international operators such as Accor, InterContinental Hotel Group – IHG, Marriott, Hyatt, Rosewood, Onyx, etc. and the questions of protection of personal data and customer data were raised.

IPRs/IT

- 1) Advising Wyndham Group on a trademark infringement and unfair competition case against a local company engaging in timeshare and vacation ownership (2019);
- 2) Trademark License Agreement and Technology Transfer Agreement for Cargill related companies (2018)
- 3) Inbound Franchise registration for Pet Lovers Centre (Singapore (2016).
- 4) Branding/advertisement issues regarding Piaggio (Italy) vs. Petrolimex (Vietnam).
- 5) Trademark registrations for Bao Viet Life, Fortis (Hoan My) Healthcare, Thanh Bac Fashion, NTC, 1C, OPEC, etc.
- 6) Software purchase for Bao Viet Life, Bao Viet Securities (2009).

Product Permits

- 1) Milk products for Lotus Group (Vietnam)
- 2) Infant milks permit for Maeil Dairies (Korea).