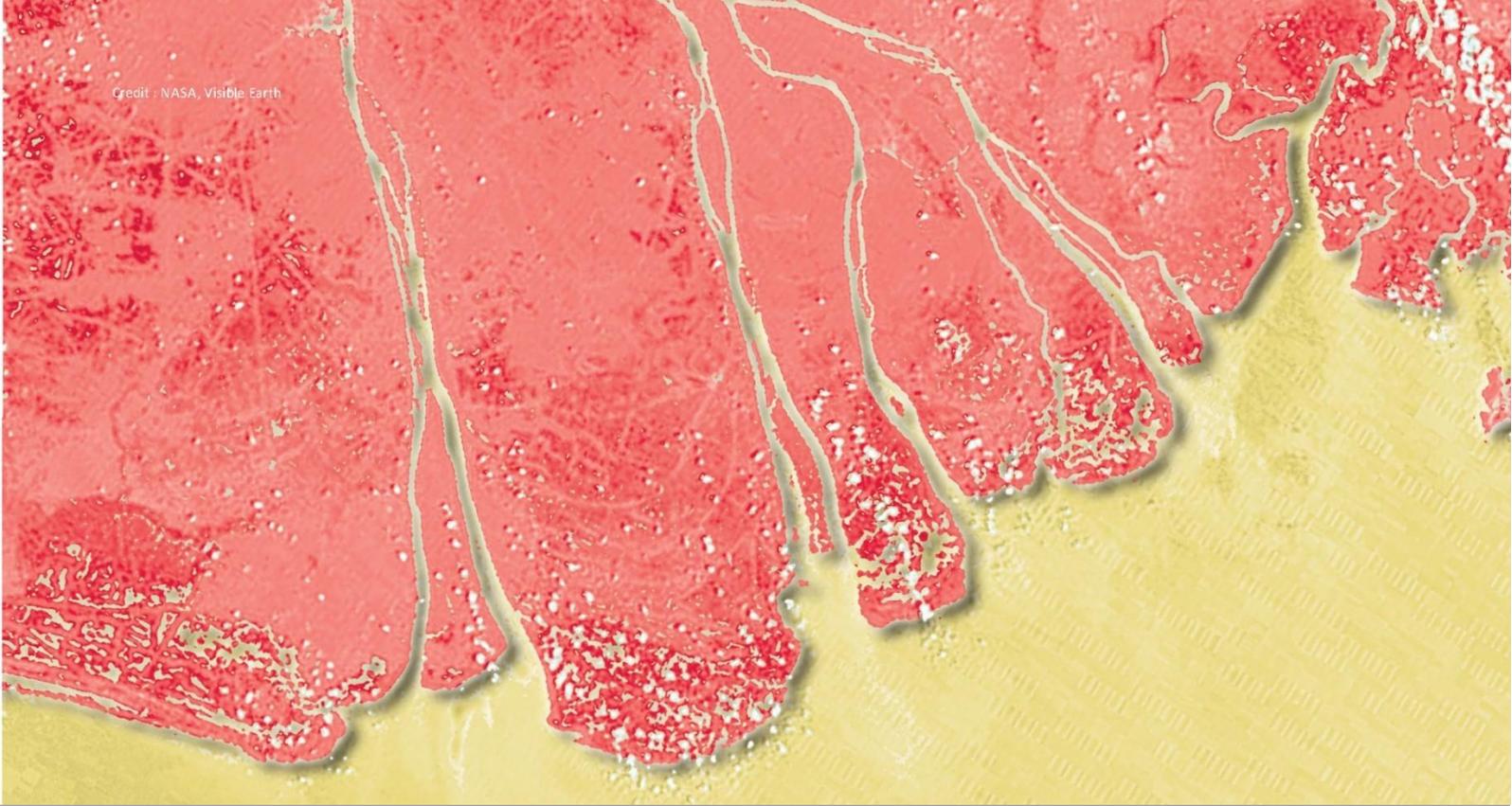


Credit : NASA, Visible Earth



 **DFDL**

 **CHINA  
DESK**

# Pioneers in the frontier markets of Asia

# Experts in Developing Asia

## A Unique Vision

DFDL was established in 1994 and built on a unique vision: to create an integrated legal, tax and investment advisory firm, with in-depth knowledge of the jurisdictions we work in, providing technical excellence across our core areas of expertise.

Over twenty years later, DFDL continues to build on its reputation as the obvious first-choice firm for sophisticated transactions in frontier markets across Asia and beyond.

As these markets continue to expand and thrive, so has DFDL and we are now uniquely positioned to help clients access investment opportunities in the world's most dynamic region.

## DFDL China Desk

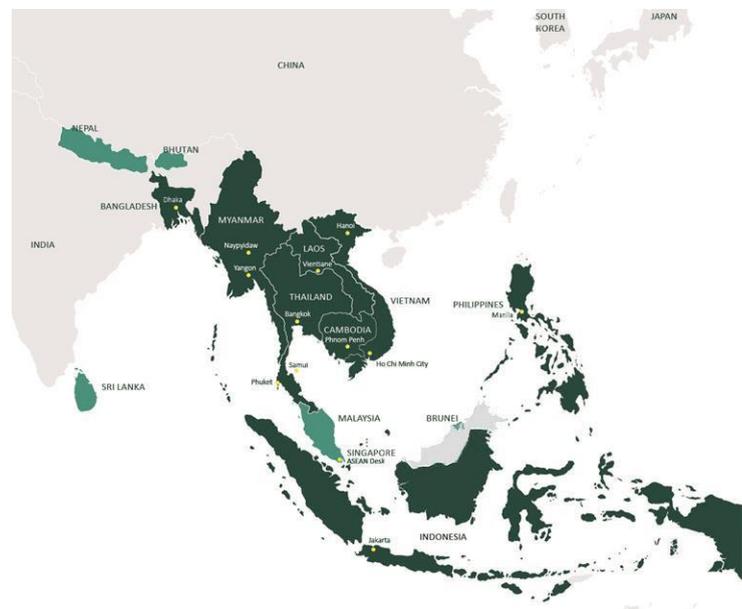
The DFDL China Desk is staffed by legal advisers with in-depth knowledge of legal and tax frameworks in China and across Asia. The team is comprised of multi-lingual Chinese and international advisers who are highly experienced in working with Chinese business interests, whether operating from within or outside of China, and have a strong understanding of Chinese business culture and methods. The China Desk maintains a focus on all aspects of business and investment opportunities in South and Southeast Asia, making DFDL the obvious first-choice firm for Chinese enterprises looking to expand in Asia's dynamic developing markets.

## DFDL Across Asia and Beyond

With a team of over 150 local and foreign lawyers and advisers working within Asia, DFDL provides personalized and cost-effective legal, tax, and consulting services and solutions with particular expertise in:

- Banking, Finance and Technology
- Corporate, Mergers and Acquisitions
- Employment
- Energy, Mining, and Infrastructure
- Real Estate and Construction
- Taxation and Accounting

Since its foundation, DFDL has acquired an outstanding reputation for providing integrated and solution-oriented legal and tax services to establish, structure, and protect our clients' business interests in dynamic and challenging markets. DFDL is also actively involved in developing the legal and regulatory environments of the frontier markets in which we operate.



*In Cambodia, DFDL works in commercial cooperation with Sarin & Associates.  
In Indonesia, DFDL works in association with Mataram Partners.  
DFDL collaborates with Philippine law firm, Ocampo & Suralvo Law Offices for local legal advice.  
DFDL in Singapore is qualified as a foreign law practice and is not licensed to practice Singapore law..*

# Experience

The DFDL China Desk has been involved in numerous major projects for Chinese clients, particularly in the energy, infrastructure, transportation, telecommunications, and agriculture sectors, among others.

## Significant engagements include:

- Advised China Road and Bridge Corporation on the public-private partnership and the concession agreement negotiated with the Royal Government of Cambodia relating to the proposed Phnom Penh to Sihanoukville Expressway.
- Advised Wah Sun Handbags International Holdings on its listing on the Stock Exchange of Hong Kong with respect to its subsidiary in Cambodia.
- Assisted Bank of China Limited on the restructuring of its Phnom Penh branch prior to its transfer to a sister company within the Bank of China organization.
- Acted as local counsel to China Export-Import Bank in its US\$225 million secured loan to Yangon Aerodrome Company Limited, the company that holds the concession from the Myanmar Directorate of Civil Aviation to develop, construct and operate all of the terminal and other facilities at Yangon International Airport.
- Provided ad hoc advice and assistance under retainer arrangements to China Unicom (Hong Kong) on legal and regulatory matters that arise in their Myanmar operations from time to time.
- Advised equity investor and EPC provider for a combined cycle power plant in Myanmar (Capacity: 145 MW).
- Advised in the acquisition of the Vientiane Branch from Bank of China Limited in a reorganization of the group.
- Advising PowerChina on its rights and obligations under various project documents including the Concession Agreement and the Power Purchase Agreements in relation to the 7-cascade Nam Ou project and on routine operational matters.
- Assisted CIWE in its negotiation of various project agreements in the Nam Kong 1 hydropower project; advising on an ongoing basis on its rights and obligations under various project documents including the Concession Agreement and Power Purchase Agreement.
- Lao counsel for the sale of its 90% interest in Lane Xang Minerals (LXML), which owns the Sepon mine in Lao PDR.
- Advised Alibaba Group in relation to its acquisition of Emerging Markets Asia eCommerce Holding GmbH and Daraz along with conducting a high level due diligence and preparing a report for the same.
- Acted as lender's local counsel for China Export and Credit Insurance Corporation in relation to providing investment insurance and export credit insurance for the construction and operation of the expressway of Dhaka Airport.
- Advised CIMB, the sole sponsor, underwriter and bookrunner, in relation to the HKEX IPO of Evergreen Products Group Limited, a Hong Kong company with significant manufacturing assets in Bangladesh.
- Acting for a Chinese SOE, in relation to development of a 1350 MW coal fired power plant in Patuakhali in Bangladesh, including advising on joint venture with Bangladeshi state owned entity, joint development agreements, local legal and regulatory requirements, project and investment structure, project award process and project documents.
- Acting for Yunnan Yongle Overseas Investment Co Ltd in relation to a joint investment for the development and construction of an industrial park consisting of a steel mill, jetty and coal (gas)-fired power plant along with preparing a legal environment due diligence report.

- Acted as project counsel to CITIC Construction Co. Ltd. in relation to the establishment of a joint venture in Thailand, including due diligence, advice on structuring, and transaction document preparation.
- Advised Asia Ecoenergy Development Ltd. on a share acquisition in relation to a 9.5MW waste-to-energy project in Thailand, including a due diligence report and advice on the required approvals for the transfer of the power purchase agreement.
- Advised China Development Bank on the financing of the purchase by EVN Telecom of equipment and construction services for phase two of a 3G project in Vietnam (Value: USD 60 million).
- Advised the Export-Import Bank of China on the financing of the 2 x 600MW Vinh Tan 2 Thermal Power Plant in Vietnam (Value: USD 700M).
- Advised China Electric Power Equipment and Technology Co. Ltd. in relation to a bid for a construction project in Indonesia, including advice on tender requirements, labor law and insurance matters.

# Expertise and Solutions

## Asian Expertise Served By Regional Practice Groups

These practice areas reflect our core areas of expertise and the major industry sectors we focus on.

DFDL									
									
<ul style="list-style-type: none"> <li>• 9 countries</li> <li>• 13 offices</li> </ul>	Bangladesh	Cambodia*	Indonesia*	Lao PDR	Myanmar	Philippines*	ASEAN Desk	Thailand	Vietnam
	Dhaka	Phnom Penh	Jakarta	Vientiane	Yangon Naypyidaw	Manila	Singapore	Bangkok Phuket Samui	Hanoi Ho Chi Minh City
<ul style="list-style-type: none"> <li>• 6 Regional Practice Groups</li> </ul>	Banking, Finance and Technology								
	Corporate, Mergers and Acquisitions								
	Employment								
	Real Estate and Construction								
	Taxation and Accounting								
<ul style="list-style-type: none"> <li>• 4 Desks</li> </ul>	China Desk		French Desk		India Desk		Japan Desk		

\*DFDL collaborating firms

## From Conception to Completion

Whether you need legal assistance or tax advice on one aspect of a deal, or a step-by-step approach from conception to fruition, our advisers will guide you through every stage of the process. The services we offer during the investment phase include:

### Services provided during the investment phase include:

- Market entry studies; providing legal opinion on local law and procedures;
  - Advice on land issues relating to government;
  - Conducting legal due diligence on project and finance documentation;
  - Structuring transactions and projects;
  - Advice on business or project license requirements and procurement;
  - Drafting joint venture agreements and other corporate documentation;
  - Incorporation, registration of companies;
  - Assistance with the legal aspects of financing and banking;
  - Negotiation and drafting of concession agreements;
  - Debt restructuring and rescheduling of real estate- based lending; negotiation of tenancy agreements, leases and licenses for residential, commercial and industrial real estate developments;
  - Capital markets advice;
  - Sale and purchase of commercial, industrial and residential real estate;
  - Identification of major tax issues that will affect the investment; and
  - Strategies to minimize tax exposure.
- Services provided throughout the course of investment include:**
- Advice on distribution and commercial contracts;
  - Advice on labor law, employment contracts and related matters;
  - Securing ownership, leases, titling, registration of land;
  - Alternative dispute resolution;
  - Free trade frameworks advisory;
  - Litigation, tax arbitration; and
  - Tax planning advice.

# The China Desk Team

At DFDL our most valuable asset is our people. We are dedicated to hiring, developing and retaining experienced and efficient advisers. The key people who lead the DFDL China Desk include:



## **Ivy Liu**

Partner, Thailand & Vietnam  
Head of DFDL China Desk

Ivy has practiced law for over eight years in both China and Southeast Asia, and is Head of the DFDL China Desk. She has expertise in advising developers, lenders and contractors on deal structuring, due diligence, drafting and review of project and finance documents within the Energy, Mining, and Infrastructure (EMI) practice group. She specializes in advising China-based clients on cross-border transactions on a wide range of industries. She is constantly praised for her ability to transpose the local laws and solutions so the clients have a clear understanding of the nature of their matters. She has also worked with diversified industries and has developed strong commercial pragmatism and deep understanding of clients' business. Ivy holds an LL.M. (University of California, Berkeley, USA), and an LL.M. and LL.B. (Nanjing University, China). She is a member of the New York and China bar associations, and speaks English and Mandarin.

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## **Jack Sheehan**

Partner, Thailand  
Head of Asian Tax Practice

Jack Sheehan is a Partner and leads the regional tax practice at DFDL across Asia. He is also a board member of the firm. Jack holds a postgraduate degree in Tax Law from the University of Oxford and was nominated as Asian Tax Leader 2018 by International Review. Jack's practice areas include providing advice on structuring inbound and outbound investments, international tax, mergers and acquisitions and due diligence, transfer pricing, and general tax advisory. He is also actively involved with tax policy issues with tax authorities in a number of Asian countries. Jack is a regular speaker and writer on tax in Asia and has given talks at a number of leading tax bodies and Universities including International Fiscal Association (IFA), International Bureau of Fiscal Documentation (IBFD), and the Law Schools at Queen Mary University of London, University of Dundee, UK and Chulalongkorn University, Thailand.

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## **William D. Greenlee J.**

Partner  
Managing Director, Myanmar  
Member of DFDL China Desk

William Greenlee specializes in mergers and acquisitions, corporate and project finance, and securities matters. He is involved in negotiations, structuring, drafting agreements and management of large transactions, private equity, opportunity-fund companies, and other international companies' projects. With a focus on Southeast Asia, William advises clients from a range of sectors, including energy, mining, infrastructure, oil and gas, banking, telecommunications, and tourism. William is a member of the State Bar of California, State Bar of Nevada, American Bar Association (International Law Section) and the Inter-Pacific Bar Association.

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## **Robin Ruo Pin Teow**

Deputy Head of Cambodian Corporate and Commercial Practice  
Member of DFDL China Desk

Robin has over ten years' experience working for top Chinese law firms as both a Partner and Senior Foreign Consultant prior to joining DFDL. Robin specializes in cross-border transactions, mergers and acquisitions, project development and joint-venture structuring for local and international clients in the energy, mining, infrastructure, pharmaceutical, telecommunications, financial services, and consumer goods sectors. He holds an LL.B. from King's College London, UK, and has been admitted to the Malaysian bar. Robin speaks English, Mandarin, Malay and Cantonese.

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**Tan Chuan How**

Senior Consultant, Cambodian Banking and Finance Practice Group  
Member of DFDL China Desk

Tan Chuan How is a Senior Consultant in the Banking and Finance Practice Group at DFDL's office in Cambodia. He graduated from the University of Sheffield, United Kingdom with an LLB (Honours) and has been admitted to the Malaysian bar. Tan Chuan How has experience advising lenders, borrowers, lead arrangers and issuers alike on a range of debt capital markets, and banking and finance transactions including bilateral and syndicated corporate loans. In addition, he is experienced in the fields of project finance, Islamic finance and debt restructuring. He speaks English, Mandarin, Malay and Cantonese.

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**Nar Wah**

Senior Legal Adviser, Myanmar  
Member of DFDL China Desk

Nar Wah is a Senior Legal Adviser based in our Yangon office. She has a wide-range of experience in corporate M&A, commercial transactions, taxation, investment licensing, financing, real estate, corporate and land due diligence, banking and finance, and the power sector, along with technical assistance experience. She holds a Bachelor of Law from Dagon University, Yangon, a Diploma in Business Law from University of Yangon, and an Advanced Diploma in Accounting and Business from the Association of Chartered Certified Accountants, (ACCA, UK). She is fluent in English, Chinese, and Myanmar.

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**Kaishan He**

Legal Adviser, Lao PDR  
Member of DFDL China Desk

Kaishan He is a legal adviser in our office in Vientiane, Lao PDR and part of our regional China Desk. She graduated with a Bachelor's degree in Civil Law and a Bachelor's degree in Common Law from McGill University, Faculty of Law in Montreal, Canada. During her undergraduate studies, she spent a semester on exchange to Fudan University in Shanghai, China to gain a better understanding of the Chinese legal system. Kaishan is a member of the New York bar association. She is fluent in English, French, Mandarin and Cantonese.

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**Benjamine Medeville**

Consultant, Cambodian Corporate and Commercial Practice Group  
Member of DFDL China Desk

Benjamine is a UK-trained consultant specialized in corporate and commercial matters including incorporation and M&A projects. She is part of the Corporate and Commercial team at DFDL's Cambodia office. She graduated from City Law School in London with an LLB, and holds both an MSc in Law, Business and Management and an LPC from the University of Law in London. She is fluent in French, English, and Mandarin.

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**Feifei He**

Legal Adviser, Thailand  
Member of DFDL China Desk

Feifei is a Chinese Legal Adviser based at our Bangkok office. Her key role involves assisting DFDL's China Desk and also working on Thai-related matters. She has legal experience working in corporate & commercial, banking & finance, maritime affairs, insurance, litigation and dispute resolution related matters. Feifei holds an LL.M. (University of California, Berkeley, USA) and an LL.B. (East China University of Political Science and Law, Shanghai, China). She is a member of the China Bar Association. She speaks fluent English and Mandarin.

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*“Their international and regional presence is the most appealing.”*

*(Chambers Asia Pacific 2019)*

Recent awards:

- **2018 Financial Times Innovative Lawyers**  
Accessing New Markets and Capital – Asia Pacific
- **2018 International Financial Law Review**  
Project Finance Deal of the Year – Myanmar
- **2018 The Legal 500 Asia Pacific**  
Leading Firm – Lao PDR & Cambodia
- **2018 Chambers Asia Pacific**
  - Band 1 – General Business – Myanmar
  - Band 1 – General Business – Lao PDR
  - Band 1 – General Business – Cambodia
  - Band 2 – Corporate / M&A – Vietnam
  - Band 3 – Technology, Media, Telecoms – Vietnam
  - Band 3 – Projects, Infrastructure and Energy – Vietnam
  - Band 3 – Real Estate – Thailand
  - Band 3 – Projects, Infrastructure and Energy – Thailand
  - Band 4 – Banking and Finance – Vietnam
  - Recognized Practitioners – Corporate / M&A – Thailand
  - Recognized Practitioners – Tax – Thailand
- **2018 The Legal 500**
  - Tier 1 – Corporate / M&A – Myanmar
  - Tier 1 – Projects (including Energy) – Myanmar
  - Tier 2 – Projects & Energy – Thailand
  - Tier 2 – Corporate M&A – Vietnam
  - Tier 2 – Tax – Vietnam
  - Tier 2 – Projects & Energy – Vietnam
  - Tier 3 – Real Estate and Construction – Thailand
  - Tier 3 – Banking and Finance – Thailand
  - Tier 3 – Corporate M&A – Thailand
  - Tier 3 – Restructuring and Insolvency – Thailand
  - Tier 3 – TMT – Thailand
  - Tier 3 – Tax – Thailand
- **2018 IFLR1000**
  - Tier 1 – Energy and Infrastructure – Cambodia
  - Tier 1 – Energy and Infrastructure – Lao PDR
  - Tier 1 – Energy and Infrastructure – Thailand
  - Tier 1 – Financial and corporate – Myanmar
  - Tier 1 – Financial and corporate – Cambodia
  - Tier 2 – Project Development (Foreign) – Singapore
  - Tier 2 – Project Development – Vietnam
  - Tier 3 – Banking and Finance – Thailand
  - Tier 3 – Banking and Finance – Vietnam
  - Tier 3 – Corporate / M&A – Thailand



# Excellence . Creativity . Trust

## Since 1994

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### DFDL collaborating firms:

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