



LAO PDR

We are pioneers in the
frontier markets of Asia.

“This prominent regional firm handles the full range of corporate and commercial work from its well-resourced Laos office.”

Chambers Asia Pacific 2015, Lao PDR, General Business

A unique vision

DFDL was established in 1994 and built on a unique vision: to create an integrated international 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.

Twenty one years later, DFDL continues to build on its reputation as the obvious first choice legal and tax firm for sophisticated transactions in emerging markets across Asia and beyond.

As Southeast Asia and other emerging markets continue to expand and thrive, so has DFDL and we are uniquely positioned to help clients access promising international growth opportunities in the world’s most dynamic region.

DFDL in the Lao PDR

DFDL was the first officially authorized foreign legal and tax consultancy to be established in the Lao PDR. Our firm advises foreign investors and international organizations on all aspects of the Lao PDR law. Our Lao and foreign advisers combine their international training and experience with in-depth knowledge of the local environment.

Among our clients are major international and Asian investors participating in foreign direct investment in the Lao PDR. We have been involved in key projects in the Lao PDR since the office opened including large hydro-electricity and mining projects as well as the first thermal power project in the Lao PDR.

DFDL across Asia and beyond

DFDL is a leading international law firm specialized in frontier markets with regional legal, tax and investment advisory expertise focused on the Mekong region (Cambodia, the Lao PDR, Myanmar, Thailand and Vietnam), Bangladesh, Indonesia and Singapore.

With a team of over 140 local and foreign lawyers and advisers in 10 offices in Asia and three collaborating firms in Cambodia, Indonesia and the Philippines, we provide unique value propositions and innovative solutions to our clients.



BANGLADESH | CAMBODIA* | INDONESIA* | LAOPDR | MYANMAR | PHILIPPINES* | SINGAPORE | THAILAND | VIETNAM
* DFDL collaborating firms

Experience

Our Lao PDR team advises on all legal and tax aspects of transactions from general regulatory and commercial matters to complex projects and deals.

Examples of significant engagements include:

- Advising Xe-Pian Xe-Namnoy Hydropower (USD 749 million): Lao PDR counsel for sponsors and project company; Lao PDR counsel for lenders.
- Advising Nam Theun 2 Hydropower (USD 1.3 billion): Lao PDR counsel for consortium of 33 Thai and international lenders.
- Advising Nam Theun 1 Hydropower (USD 750 million): Lao PDR counsel for Thai and Malaysian developers.
- Advising Nam Ngum 2 Hydropower (USD 700 million): Lao PDR counsel for Thai lenders.
- Advising Nam Ngum 3 Hydropower (USD 550 million): Lao PDR counsel for developers and lenders consortium.
- Advising Nam Lik 1-2 Hydropower: Lao PDR counsel for lender: China Development Bank.
- Advising Nam Lik 1 Hydropower: Lao PDR counsel for sponsors.
- Advising Nam Ngum 5 Hydropower: Lao PDR counsel for Chinese lender.
- Advising Theun Hinboun Hydropower (USD 650 million): Lao PDR counsel for Thai and international lenders and investors; Lao PDR counsel for developers.
- Advising Sepon Gold and Copper Mine (USD 300 million): Lao PDR counsel for lenders in-debt financing of copper phase of project; Lao PDR counsel for Australian seller and lenders in divestiture to Chinese buyer.
- Advising Phu Bia mining project: Lao PDR counsel for developer and for Australian developer.
- Advising Dominion Metals Pty Ltd: Lao PDR counsel in relation to negotiating and drafting concession agreements with the Government of Lao PDR.
- Advising China-ASEAN Capital Advisory Company Ltd: Lao PDR counsel in connection with general transactional advice on a mining company.
- Advising copper and gold mine company: Lao PDR counsel for the lender in relation to project refinancing.
- Advising Mining Company: Lao PDR counsel in the acquisition of interest shares from the Government of Lao PDR.
- Advising Hongsa Lignite (USD 2.7 billion): Lao PDR counsel for international lenders in lignite-fired power project.
- Advising International Bank: Lao PDR counsel in relation to general transactional advice on mining company, share transfer of a power company, project financing of a hydropower project.

Experts in Developing Asia

Regional practice groups driven by Asian client activity

DFDL provides legal and tax services across all sectors and practice areas. In addition to providing up-to-date Lao PDR law advice, our legal advisers offer a full range of services to local and international clients with activities in Southeast Asia and Bangladesh.

To better serve our clients, DFDL has dedicated regional practice groups with lawyers from each practice group based in each of our offices. These practice groups cover particular areas of expertise or sectors:

- Energy, Mining and Infrastructure covering:
 - Energy and Utilities
 - Mining and Natural Resources
 - Oil and Gas
 - Telecommunications
 - Projects and Project Finance
 - Banking and Finance
 - Structured Trade and Commodity Finance
 - Asset Finance and Securitization
- Mergers and Acquisitions
- Corporate and Commercial including Corporate Finance and Securities
- Real Estate and Construction
- Tax
- Technical assistance

From concept to completion

Whether you need legal or tax advice on one aspect of a deal or commercial solutions-oriented structuring on all aspects of a transaction, our advisers can guide you through each step of the process.

Services provided during the investment phase include:

- Legal market entry study, legal opinions on local law and procedures;
- Investment structuring advice;
- Identification of major tax issues that will affect the investment;
- Strategies to minimize tax exposure;
- Liaising and negotiations with the government;
- Advising on land issues and rights;
- Conducting legal due diligence on projects and financing documentation;
- Structuring transactions and projects;
- Drafting and negotiation transaction and project documentation;
- Advising on business or project license requirements and procurement thereof;
- Advising on business or project license requirements;
- Drafting joint venture agreements and other corporate documentation;
- Advising on incorporation and registration of companies;
- Assisting with the legal aspects of financing;
- Negotiating and drafting concession agreements;
- Consulting on debt restructuring and rescheduling of real estate based lending;
- Advising on capital markets issues (sponsors, issuers and investors);
- Negotiating tenancy agreements, leases and licenses for residential commercial and industrial real estate developments; and
- Accompanying sales and purchases of commercial, industrial and residential real estate.

Services provided throughout the course of the investment include:

- Advice on distribution and commercial contracts;
- Advice on labor law, employment contracts and related matters;
- Securing ownership, lease, titling and registration of land;
- Restructuring, insolvency, bankruptcy and other commercial matters;
- Alternative dispute resolution;
- Free trade advisory; and
- Tax planning advice.

DFDL Key Contacts

It is the people who make our firm

At DFDL, our most valuable asset is our people. Below are some of the key people who comprise our Lao PDR team.



Kristy Newby

Managing Director, Lao PDR

Kristy is a Managing Director of DFDL Lao PDR and is the Head of the Regional Mining Division for the firm. For the last five years, Kristy has focused on project financing in the Lao PDR advising both sponsors and lenders on a number of high profile power projects including Nam Ngiep 1, Xe Pian Xe Namnoy (2014 Asian-MENA Counsel Deal of the Year and 2014 The Asian Lawyer's Emerging Markets Awards Project Finance Deal of the Year), Xayaburi HPP (2012 Asian-MENA Counsel Deal of the Year) and Hongsa Lignite Power Project (2011 ALB Project Finance Deal of the Year).

kristy.newby@dfdl.com



David Doran

Partner and Chairman

David Doran is the Chairman and a Founding Partner of DFDL. He has over 20 years' experience as a legal adviser in the Mekong Region and is the head of the Regional Energy, Mining and Infrastructure practice group. After having run DFDL's offices in the Lao PDR and Cambodia, David relocated to Bangkok in 2005 and subsequently opened DFDL's office there. David has special expertise in the energy sector, having represented both developers and lenders for major power projects in the region, with focus on hydropower projects. He has advised on nearly 20 hydropower projects worth over USD 15 billion in the Lao PDR and major non-hydro projects in Southeast Asia and South Asia. He also has strong experience in regional M&A transactions. He speaks English and French.

david.doran@dfdl.com



Jack Sheehan

Partner

Regional Tax Practice Group

Jack is a Partner and leads the regional tax practice at the firm. Jack specializes in providing advice on international tax planning across multiple jurisdictions, mergers and acquisitions and due diligence, transfer pricing and cross-border tax advisory services. Jack has authored a number of tax guides and publications including CCH Asia Tax Planning Guides for Vietnam, Cambodia, the Lao PDR and Myanmar, IBFD, Bloomberg, and International Tax Review. Jack is regularly a featured speaker, panelist or chairperson at seminars in Southeast Asia. Jack and his team have received a number of awards and accolades including as leader for tax controversy by International Tax Review for 2016, 2016 Innovation and Excellence Award for international tax planning by Corporate Livewire, recommended Tier 1 tax firm by Tax Directors Handbook and Legal 500 lists DFDL, leading lawyer for Corporate, M&A and Tax by Asia Law Lists and is recommended by Asia Law for Tax.

jack.sheehan@dfdl.com



Senesakoune Sihanouvang

Partner, Lao PDR

Legal and Tax Adviser

Senesakoune is experienced in the field of finance and accounting with a sound knowledge of Lao tax issues. He also has expertise in legal due diligence on mining and hydro power projects which includes the review of the environmental and occupational health and safety issues. Senesakoune is a graduate of the National University of Laos with a Bachelor of Law in the field of Administrative Law and holds an MBA with a major in International Public Management from the Asian Institute of Thailand. He also holds a Master of Science in International Finance degree from CERAM Sophia Antipolis, France. He has a sound knowledge in public administration and governance of the Lao PDR as he has been working closely with Lao authorities over the last years. He speaks Lao, French, English and Thai.

senesakoune.sihanouvang@dfdl.com



Walter Heiser

Partner

Walter holds an MBA from Columbia Business School, New York, a Juris Doctor degree from New York University School of Law and an AB, Economics and History from Columbia University, New York. He has extensive experience as an attorney, developer and project finance specialist for the electric power and coal industries. He also has experience in all aspects of developing, structuring, negotiating and financing energy projects in the United States, Brazil, Argentina, India, Southeast Asia and China. He has been involved in numerous Indonesian focus deals such as: Kalimantan coal-fired electric power generation facility, Central Java refinery waste-fired electric power generation facility. He speaks English and Portuguese.

walter.heiser@dfdl.com



Rutherford Hubbard

Senior Legal Adviser

Rutherford is a US-trained legal adviser based in our Vientiane office. His practice focuses on advising multinational companies investing in projects in Southeast Asia's emerging markets, with an emphasis on market entry, real estate development, and regional investment projects. In addition, Rutherford has expertise in high profile infrastructure projects, public private partnerships and private sector development. He holds a Juris Doctor cum laude (University of Michigan Law School, USA) and a Master of Arts in European Studies with a focus in corruption in post-conflict markets (University of Michigan, USA). Rutherford was awarded the Bates Fellowship in International Law.

rutherford.hubbard@dfdl.com

We are everywhere you are, and want to be, in frontier Asia.

Recent awards:



IFLR Asia Awards 2016

National Law Firm of the Year – Myanmar



Corporate LiveWire 2016

Excellence in International Tax Planning – Vietnam



Asian-MENA Counsel 2015

Deal of the Year 2015 – Honourable Mention

Recent rankings:



2016 AsiaLaw Profiles

Outstanding

Banking and Finance – Cambodia, Myanmar and Thailand

Corporate and M&A – Myanmar

Energy and Natural Resources – Lao PDR, Myanmar and Thailand

Project Finance – Lao PDR and Myanmar



2016 Chambers Asia Pacific

Band 1

General Business – Cambodia, Lao PDR and Myanmar



2016 The Legal 500

Tier 1

Corporate/M&A – Myanmar

Projects (including Energy) – Myanmar

Projects & Energy – Vietnam

Tax – Vietnam

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Since 1994

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Bangladesh

Dhaka
bangladesh@dfd.com

Cambodia*

Phnom Penh
cambodia@dfd.com

Indonesia*

Jakarta
indonesia@dfd.com

Lao PDR

Vientiane
laos@dfd.com

Myanmar

Naypyidaw
Yangon
myanmar@dfd.com

Philippines*

Manila
info@ocamposuralvo.com

Singapore

Singapore
singapore@dfd.com

Thailand

Bangkok
Samui
thailand@dfd.com
Phuket
phuket@dfd.com

Vietnam

Hanoi
hanoi@dfd.com
Ho Chi Minh City
hcmc@dfd.com

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