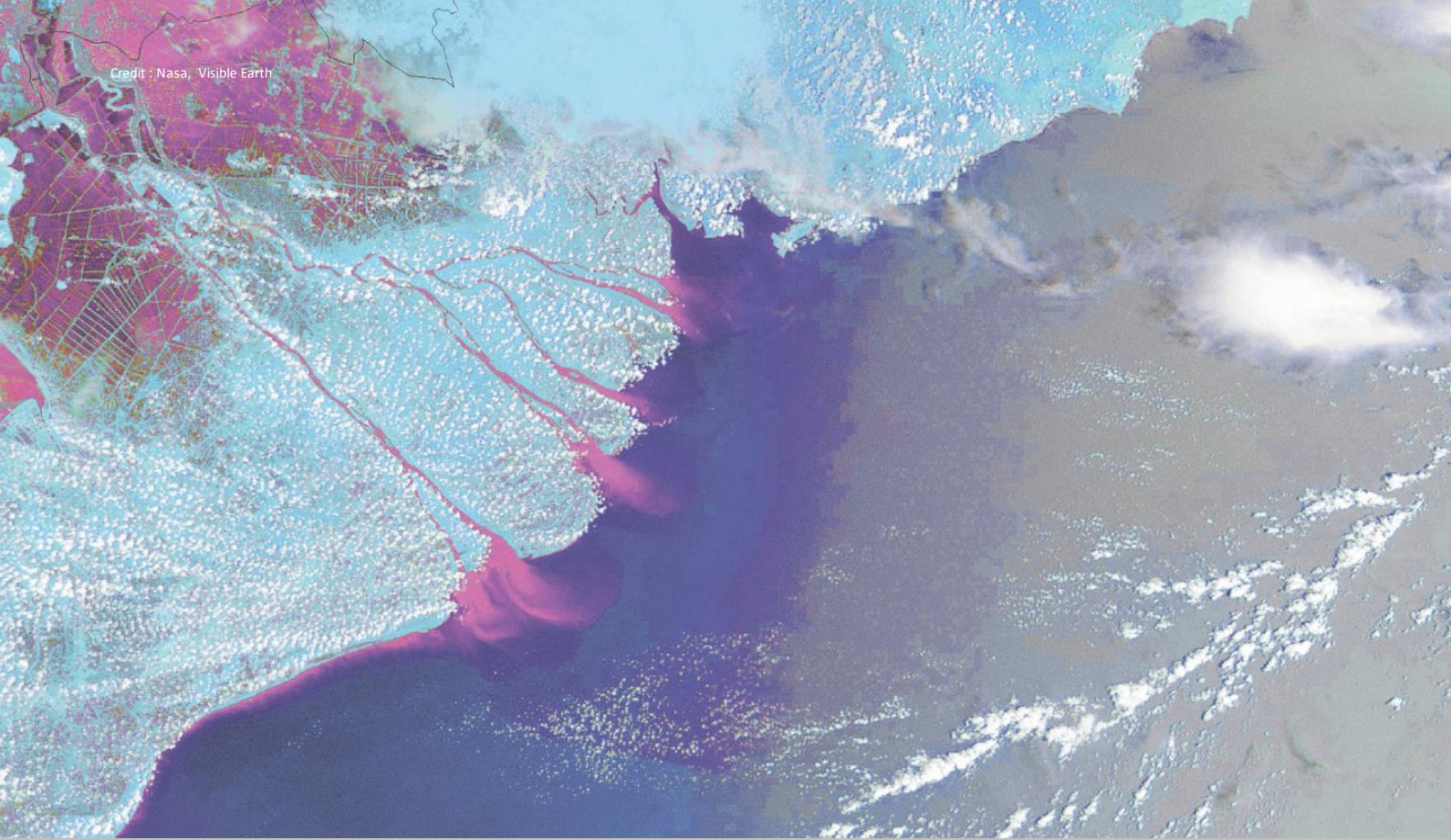


Credit : Nasa, Visible Earth



VIETNAM

Pioneers in the frontier markets of Asia

Experts in Developing Asia

A unique vision

DFDL was established in 1994 and founded on a unique vision: to create an integrated legal, tax and investment advisory firm, with in-depth knowledge of Southeast Asia and South Asia.

The firm's dedicated professionals exhibit the acumen and insight necessary to assist clients in navigating the various legal complexities and challenges they will face. The firm strives to provide concise, commercially focused and innovative advice, drawing on over 20 years of wide ranging local experience in the countries in which they operate.

DFDL in Vietnam

With its regional legal and tax expertise in 13 offices and affiliated firms throughout out nine countries in Asia, DFDL has assisted clients in Vietnam since 1995, advising on both local and international legal and tax matters from its offices in Ho Chi Minh City and Hanoi.

DFDL provides international quality, seamlessly integrated, and relentlessly solution-oriented legal and tax services to establish, structure and protect our clients' business interests. Positioned as the preeminent full-service, legal and tax integrated law firm in Vietnam, DFDL has developed a reputation for technical excellence, creativity and integrity coupled with in-depth knowledge of the local environment.

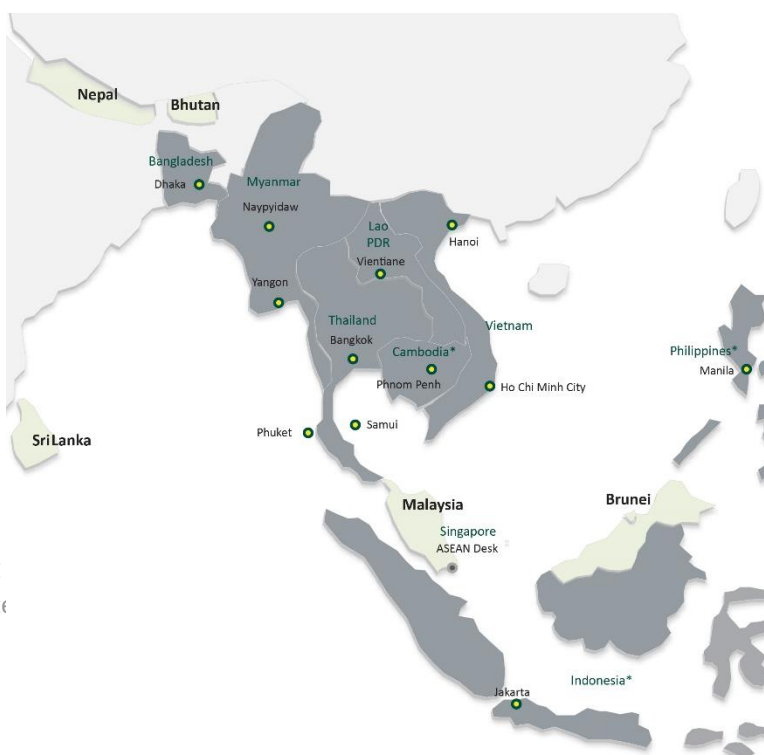
Our advisers have represented leading international investors in Vietnam, including leading international and Asian financial institutions. We are consistently recognized as a leading legal and tax law firm in Vietnam and top-ranked by legal directories including Chambers & Partners, Legal 500 and IFLR.

DFDL across Asia and beyond

With a diverse complement of over 150 local and foreign lawyers and advisers working within Asia, we provide versatile tax and legal services in a language that you understand. These services include:

- Banking and Finance
- 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

Our Vietnam team advises on all legal and tax aspects of a transaction from general regulatory and commercial matters to complex bespoke “Big Ticket” transactions.

Examples of significant engagements include:

- Asian Development Bank and Export-Import Bank of Thailand in relation to a USD 30 million transmission line project between Thailand and Cambodia;
- Advising VinaCapital on its block sale of 15 million shares of Vinamilk (VNM) to F&N Dairy Investment (F&N).
- Advising ANZ on closing, in December 2014, its sale of a 17.5% stake in Saigon Securities Incorporation (SSI), a leading securities company in Vietnam listed on the Ho Chi Minh Stock Exchange.
- Advising a US-based property investment and development firm on its USD 116 million acquisition of a US-incorporated property holding company whose main asset is Vallco Shopping Mall.
- Advising Eastspring Investment Fund Management Limited Liability Company (EIFMC), Prudential’s Vietnam-based 100% subsidiary, in relation to EIFMC’s proposed two open-ended investment funds in Vietnam under the very recent and untested regulations on open-ended investment funds.
- Advising a major Chinese bank on a USD 100 million cross-border loan to a Vietnamese state-owned shipbuilding company.
- Advising Électricité de France (EDF), Sumitomo and TEPCO, as sponsors, in relation to a gas power project worth approximately USD 400 million. As local counsel, DFDL was responsible for advising the sponsors throughout negotiations with the lenders in relation to the financing of the project and for advising the Vietnamese authorities in relation to the formation and implementation of the project.
- Advising JSM Indochina Properties Co. Ltd, a subsidiary of the Cayman Islands registered and AIM London Stock Exchange listed JSM Indochina Ltd., on several acquisitions and leases on properties to be acquired by the group, including negotiating and conducting a due diligence and corporate fundraising of USD 220 million for future land development investments in Cambodia and Vietnam.

Some of our clients include:

Agoda	International Financial Corporation (IFC)	OpenAsia Group
Agence Française de Développement	JCDecaux	OTIS Elevator Korea
AREP	JSM Group	Perenco
Arcelor Mittal	Jen Capital Ltd.	Prudential Vietnam Assurance Co. Ltd
Audi Vietnam	L’Oréal	Red Apron - Celliers D’Asie
China Development Bank	Lagadère Active	Rhodia Energy
CNC Hong Kong	Mekong Capital	Research In Motion (RIM)
Comin Asia	Ministry of Industry and Trade	Resources Management & Advisory (RMA Group)
EADS	Moltenbergnatie	Siam Cement Group
EDF Southeast Asia	Morgan Stanley	Sumitomo Mitsui Banking Corporation
Eastspring Investment Fund Management	Maybank	Sodexo
Fortis Inc.	Nokia	TEDIS
Gastro Holdings	Norfund	Tomboy
Harvard University	New Forests Asia (Singapore) Pte Ltd	Timberland
IronFX Financial Services Ltd.	Onduline	Yves Rocher

Expertise and solutions

Asian expertise served by regional practice groups

As a full service law firm, DFDL in Vietnam provides legal and tax services across all sectors and practice areas. In addition to providing up-to-date Vietnamese law advice, our internationally based lawyers offer a full range of services to local and international clients with activities in Southeast Asia, South Asia and beyond.

To better serve our clients' business needs, we are organized into dedicated, specialized, focused groups throughout our offices. These practice areas reflect our core areas of expertise and the major industry sectors in the jurisdictions we are based in and focused on.

- 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, Securities
- Real Estate and Construction
- Tax
- English Law Governed Transactions; and
- Technical Assistance.

From concept to completion

Whether you need legal assistance or tax advice on one aspect of a deal or commercial solutions-orientated structuring and advise on all aspects of a transaction from conception to fruition, our advisers will guide you through each step of the process.

Services provided during the investment phase include:

- Market entry study, providing legal opinions on local law and procedures;
- Advising on land issues with the government;
- Conducting legal due diligence on project and financing documentation;
- Structuring transactions and projects;
- Obtaining business or project licenses;
- Advising on business or project license requirements and procurement thereof;
- Drafting joint venture agreements and other corporate documentation;
- Incorporation, registration of companies;
- Assistance with the legal aspects of financing-banking;
- Negotiating and drafting concession agreements;
- Debt restructuring and rescheduling of real estate-based lending;
- Capital markets advice (sponsors, issuers and investors);

- Negotiating tenancy agreements, leases and licenses for residential commercial and industrial real estate developments;
- 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 exposures.

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, registration of land;
- Restructuring and other commercial matters;
- Alternative dispute resolution;
- Free Trade Advisory;
- Litigation, tax arbitration; and
- Tax planning advice.

DFDL people

It is the people who make our firm

At DFDL our most valuable assets are our people. We are dedicated to hiring, developing and retaining experienced and efficient local and international advisers. Key people of our Vietnam offices include:



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Head of Regional Banking and Finance Practice
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Managing Director, Vietnam
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“They're quite flexible, provide high standards of work and bring a good, intelligible approach to difficult issues.”

(Chambers Asia Pacific 2018)

Recent awards:

- **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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