

ADVISER PROFILE



NAME: HUYNH DAI THANG
POSITION: Partner; Lawyer
LOCATION: Hanoi, Vietnam
EXPERIENCE: 14 years
NATIONALITY: Vietnamese

CURRICULUM VITAE

Membership in Professional Societies:

Registered as Attorney of Law and Member of the Hanoi Bar Association

Key Qualifications:

Huynh Dai Thang is a fully qualified Vietnamese lawyer with more than 13 years of legal practicing experience in Vietnam. Before joining DFDL in late 2006, Thang practiced law at Gide Loyrette Nouel and PricewaterhouseCoopers Legal, both in Hanoi, Vietnam. He has an in-depth knowledge of real estate, merger and acquisition, infrastructure and other corporate, commercial and investment law in Vietnam. He has provided legal expertise on various important projects in Vietnam in which he represented either foreign investors or Vietnamese counterparts including the competent authorities of Vietnam. Thang also has an in-depth knowledge of real estate law and has advised on various real estate development projects in Vietnam. In addition, he worked on donor funded technical assistance projects, including projects for the review and analysis of draft Vietnamese legislation.

Thang holds an LL.M in International Commercial Law (University of Nottingham in collaboration with the National University of Singapore, UK and Singapore), an LL.B (Hanoi University of Law), a Bachelor of Business Administration (Hanoi University of Commerce), and a Bachelor of Foreign Language (Hanoi Foreign University – English Studies).

Education:

- 2004 – Master In Law (LL.M.) in International Commercial Law (UK & Singapore)
The University of Nottingham in collaboration with The National University of Singapore, (Singapore and England)
- 2001 – Bachelor of Law (LL.B.)
The Hanoi University of Law, (Hanoi, Vietnam)
- 1998 – Bachelor of Business Administration
The Hanoi University of Commerce, (Hanoi, Vietnam)

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- 1995 – Bachelor of Foreign Language
The Hanoi Foreign University (English studies) (Hanoi, Vietnam)

Other training:

- Insurance practice training at basic and improvement levels delivered by lecturers from The British Chartered Institute of Insurance (Vietnam, 1996), and The Malaysian Chartered Institute of Insurance (Malaysia, 1998).

Employment Record:

- DFDL, Hanoi, Vietnam** (Sep 2006 to present)
Senior Associate and then Partner
Advising clients on all issues of private and public laws.
- PRICEWATERHOUSECOOPERS-LEGAL, Vietnam** (2004 to 2006)
Associated Lawyer
Advising clients on all issues of private and public.
- GIDE LOYRETTE NOUEL Law Firm, Hanoi, Vietnam** (1999 to 2003)
Associated Lawyer
Advising clients on all issues of private and public laws.
- VIMAFLOUR LTD** (1997 to 1999)
Officer in charge of legal and insurance.
Advising the Company Management of this international joint venture company specialising in food production, on a day-to-day basis, on all corporate issues relating to legal and insurance activities of the company.
- THE EUROPEAN UNION – EuroTapViet** (1995 to 1997)
(A technical assistance program funded by the European Union for the Ministry of Finance of Vietnam.)
Technical assistant to the Committee for Drafting of the Insurance Business Law - Assisting in drafting and translating of the Draft Law on Insurance Business

Facilitators and Interpreter at various training seminars on insurance practices.

Details of Major Projects Undertaken

Focus on Setting up of Foreign Invested Companies, Branches, Representative Offices

Assisting numerous foreign investors and foreign traders in creating their business presence in Vietnam (100% foreign owned company, joint venture, business cooperation contract, branches, representative offices, nominee ownership) in various fields of business such as import and export, distribution, trading services, manufacturing, construction, etc. *Responsible for:*

- advising on Vietnamese legal issues and applicable procedures;
- advising on market access;
- preparing joint venture agreements, articles of association, application dossiers, agreements with third parties;
- submitting the application dossier and follow-up with relevant licensing authorities of Vietnam.

Focus on Mergers & Acquisitions

Acquisition of Shares in Vietnamese Companies

Ongoing

Advising Jade River Management on various transactions for acquiring shares in Vietnamese companies in different fields of business. Responsible for due diligence and drafting various share purchase and/or subscription agreements.

Acquisition of a Pharmaceuticals Warehouse

2009

Advising a European investor on acquisition of a property being a pharmaceuticals storage warehouse in Vietnam and on business cooperation between the two parties. Responsible for conducting a due diligence and drafting an assets purchase agreement.

Acquisition of Shares in a Computer Software Company

2009

Advising a European investor on various aspects of a share sales agreement in respect of a foreign-invested computer software company in Vietnam. Responsible for conducting a due diligence.

Acquisition of Solvent Manufacturing Business

2008-2009

Assisting a foreign oil company in acquiring a solvent manufacturing business from an oil and chemical manufacturing group in Vietnam. *Responsible for:*

- Conducting a legal due diligence on the business operations, legal compliance, status of assets to be transferred.
- Preparing and reviewing all transactional agreements;
- Advising on completion of the transaction.

Acquisition of Shares in a Telecommunication Infrastructure Leasing Company

2008

Advising a foreign investment fund in acquiring shares and taking a strategic shareholder position in a Vietnamese telecommunication infrastructure leasing company. *Responsible for:*

- Conducting a legal due diligence on the business operations, legal compliance and relevant activities of the Company including completing a due diligence report, interviewing the targeted management, and making presentation on due diligence findings to the client;
- Preparing share subscription agreement and shareholders agreement as transactional agreements to complete the Transaction;
- Advising on all legal issues relating to the Transaction.

Acquisition of Shares in a Vietnamese Telecommunication Equipment Leasing Company

2008

Advising a foreign investment fund in acquiring shares and taking a strategic shareholder position in a Vietnamese telecommunication equipment leasing company. *Responsible for:*

- Conducting a legal due diligence on the business operations, legal compliance and relevant activities of the Company including completing a due diligence report, interviewing the targeted management, and making presentation on due diligence findings to the client;
- Preparing share subscription agreement and shareholders agreement a transactional agreement to complete the deals;
- Advising on all legal issues relating to the Transaction.

Acquisition of a Vietnamese Refrigerating Equipment Services Company

2006

Conducting a due diligence for a proposed deal for an assignment of a wholly foreign-invested refrigerating equipment services company in Vietnam.

Due Diligence for Bank Loan

2005

Conducting a due diligence for a Japanese bank on the legal status and operations of Vietnam Coal and Minerals Group (Vinacomin) in order to facilitate a large-size bank credit .

Acquisition of Shares in An International Hospital

2000

Conducting a due diligence for and advising an international investors group on various aspect of a shares sale agreement in respect of an international hospital in Vietnam.

Focus on Real Estate & Construction

Development of an International Seaport **Ongoing**
 Advising a seaport developer on all contract matters relating to the development of an international seaport in the south of Vietnam. *Responsible for:*

- drafting and/or reviewing and advising on relevant contract matters;
- Advising on dispute resolutions.

Permanent Adviser for an Investment Fund on Vietnam Deals (Notably Properties) **Ongoing**
 Advising an offshore investment fund on their various deals (notably real estate) in Vietnam. Major deals cover notably the acquisition and take-over of properties involving apartment and shopping complex and office buildings, acquisition of land use rights, acquisition of shares, nominee ownership arrangements, security arrangement, and applicable tax schemes. *Responsible for:*

- Structuring investment options under Vietnamese laws and relevant tax treatments;
- Due diligence work
- Drafting advice letters and transactional documents notably letter of intent, capital contribution agreements, share purchase agreement, share subscription agreement.

Permanent Adviser for Investors Group on Deals in Vietnam **Ongoing**
 Advising an investing group involving foreign and Vietnamese investors on their various deals in Vietnam. Major deals mainly include: acquisition of shares and taking strategic shareholder positions in equitised State-owned enterprises, establishment and development of trading companies in Vietnam (notably import/export and distribution of commercial goods). *Responsible for:*

- structuring investment options under Vietnamese law;
- due diligence work
- drafting advice letters, shareholders agreement and application dossier for the establishment.

Focus on other business sectors

Permanent Adviser for an International Consumer Finance Company **Ongoing**
Responsible for:

- drafting all financing agreements, procurement agreements, service agreements;
- advising on all legal issues relating to consumer finance.

Permanent Adviser for an European Aerospace Company **2008-2009**
 Advising on sale and purchase of aircraft into Vietnam and labour issues. *Responsible for:*

- Advising on Vietnamese legal issues;
- Reviewing the Vietnamese version of the sales and purchase agreement.

Issuance of International Bonds **2003**
 Advising PetroVietnam Finance Company (PVI) on a project for offering international bonds to New York Capital Market. *Responsible for:*

- Coordinating between international consultant and the Finance Company;
- Preparing reports on the operational status of the Petroleum Corporation;
- Advising on legal issues for issuing international bonds.

Focus on Donor-Funded Technical Assistance Projects

Bank Governance (ASEM Governance) – World Bank **2005-2006**
 Advising the State Bank of Vietnam on the review and improvement of corporate governance practices of commercial banks (State-owned, joint stock and foreign banks) licensed to operate in Vietnam. *Responsible for:*

- reviewing existing corporate governance practices of the banks;
- recommending on the improvement of governance practices and necessary changes in Vietnamese bank governance law.
- drafting a new decree on management and operation of commercial banks in Vietnam;

Focus on Donor-Funded Technical Assistance Projects

- lecturing and facilitating at training workshops on bank governance;
- preparing Project Report;

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- preparing Project Report.

Bank Restructuring - World Bank **2004**

Advising Vietcombank (leading State-owned commercial bank) on its restructuring plan anticipating privatization. Responsible for:

- designing reform options;
- direct advice at consultative meetings;
- drafting sample agreements to be used by the banks such as loan agreements, pledge and mortgage contracts, byelaws including charter, lending regulations and regulation on internal audit;

Restructuring Of Vietnamese State Corporations **2004**

Advising three State-owned Corporations namely VINATEX, SEAPRODEX, VINACAFE on its restructuring plan. Responsible for:

- establishing a General Restructuring Plan;
- reviewing and drafting new holding company charters and internal financial regulations;
- preparing a comprehensive Report on Restructuring of State Corporations.

Corporate Governance - Danida **2002 - 2003**

Lecturing and facilitating at a chains of training courses on the application of international corporate governance practices and improvement of existing governance practices for fishery joint stock companies of Vietnam.

Corporate Governance - Asian Development Bank **2002**

Advising the Steering Committee for Economic Reform and Development of Vietnam, the State Bank of Vietnam and the Vietnamese State Securities Commission notably on the following areas:

- amendment of the existing law on State-owned Enterprises;
- corporatization of State owned enterprises;
- application and enforcement of best practices on corporate governance for joint stock companies (listed and non-listed) and joint stock commercial banks of Vietnam; and
- preparation of Guidelines on Best Corporate Governance Practices and Model Charter for joint stock companies and joint stock commercial banks.

Focus on Banking Governance

Vietnam: Banking Governance – Drafting of Manual Handbook on Boardroom Practices for Joint Stock Commercial Banks (“JSCB”) – World Bank **2002**

Completing a review of the operational status of JSCBs of Vietnam and preparing a Manual Handbook on Modern Boardroom Practices for JSCBs of Vietnam. Responsible for:

- advising on Vietnam banking legal issues;
- completing a detailed report on the operational status of some designated JSCBs;
- preparing and translating the Handbook into Vietnamese language and lecturing and facilitating at training seminars for the directors of the JSCBs.

Languages:

	Speaking	Reading	Writing
VIETNAMESE	Excellent	Excellent	Excellent
ENGLISH	Excellent	Excellent	Excellent

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