

# DEAL LIST

## FOCUS ON CONSUMER GOODS

## Regional Deal List – Focus on Consumer Goods

DFDL and/or the lawyers working with DFDL have the following experience:

Country	Project	Client	Description of Project and DFDL's involvement
Cambodia	<b>Mineral Water</b>	<b>Major European Company</b>	Advised the investor in all aspects of its investment in Cambodia, including conducting a due diligence on the project, prepare relevant documents in respect of the landholding company and the shareholders agreement (on-going).
Cambodia	<b>Food &amp; Beverage</b>	<b>SajiBumi Sdn</b>	Advised Malaysian based client and its partners in respect of their investment in the F&B business in Cambodia, preparing all corporate and contractual documentation in respect of their establishment (including sub contract agreement, shareholders agreement, management fees agreement, share-holder loans etc.).
Cambodia	<b>Retail</b>	<b>Artisans d'Angkor</b>	Advised the company in respect of the restructuring of its share capital.
Cambodia	<b>IP Matters</b>	<b>Bacardi</b>	Advised Bacardi on different IP related matters.
Cambodia	<b>Landholding Structures for Factory Development</b>	<b>Long-term Concept International</b>	Assisting client to restructure a footwear factory expansion project in relation to the purchase of lands in Cambodia and securing ownership rights of the investors.
Cambodia	<b>Market Entry</b>	<b>Chopard/World wide Investments</b>	Provided advice and assistance in relation to market entry of Chopard designer jewelry in Cambodia, customs duty issues, opening retail outlet, and value added tax issues.
Cambodia	<b>Market entry</b>	<b>L'Oréal Cambodia/Myanmar</b>	Advised on customs duties, retail outlets, ASEAN free trade agreement implications, implications of ATIGA, tax structure of supply chain through various ASEAN states. Advice on market entry, distribution, licensing for retail activity, tax implications of supply model.
Cambodia	<b>Market entry</b>	<b>Celliers D'Asie Cambodia/Vietnam</b>	Assisting with searching and registration of trademarks/logos; some issues on tax due diligence and tax structure
Cambodia	<b>Customs duty dispute</b>	<b>British American Tobacco</b>	Assistance with customs duty dispute in Cambodia on importation and distribution of tobacco products, impact of ASEAN free trade agreements (ASEAN-China FTA), liaising with Customs Department.
Cambodia	<b>Joint Venture</b>	<b>Ciputra</b>	Advised client and negotiated joint venture as local counsel in relation to the development of a multimillion dollar integrated community to be developed in Phnom

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			Penh over more than 2.5 million m <sup>2</sup> , including shopping malls, cinema, sports club and supermarkets.
Cambodia	<b>Market entry</b>	<b><i>Chopard/World wide Investments</i></b>	Provided advice and assistance in relation to market entry of Chopard designer jewelry in Cambodia, customs duty issues, opening retail outlet, and value added tax issues.
Cambodia	<b>Assistance with various aspects of the paper pulp plantation concession</b>	<b><i>Birla Lao Pulp &amp; Plantations Company Limited</i></b>	Assisted in company establishment, advised various aspects of the concession including import-export of wood pulp, land lease and intellectual property right claims.
Cambodia	<b>Duty free outlets</b>	<b><i>SCA</i></b>	Advised the concession holder of Cambodian airports on the entire legal and tax structure for duty free retail outlets in Phnom Penh International Airport, including customs duty and VAT implications, regulatory constraints and contractual documentation.
Cambodia	<b>Financing Expansion of Telecommunication facility</b>	<b><i>DEG</i></b>	Provision of legal opinion on the legality and security of the loan facility under Cambodian law and practice. Provided legal documentation required for the implementation of the facility which included documents such as: Share Pledge Agreement; Conditional Assignment of Share Agreement; and Corporate and Personal Guarantee.
Cambodia	<b>Trademark Infringements</b>	<b><i>SmartMobile</i></b>	Advised Smart Mobile on a trademark infringement matter in Cambodia.
Lao	<b>Swensen's/Pizza Company</b>	<b><i>RM Asia</i></b>	Assisted in the establishment of a company in Lao PDR for the franchise Swensen's and Pizza Company; advise on Lao PDR laws and issues related to investments.
Lao PDR	<b>Duty Free Shop Project in Lao PDR</b>	<b><i>Gebr. Heinemann</i></b>	Drafted a joint venture agreement, advice on key investment issues such as capital contributions and payment, assisted in company establishment.
Lao	<b>Restaurant in Lao PDR</b>	<b><i>Sticky Finger's</i></b>	Advice on Lao PDR laws related to the restaurant business, advise and prepared documents to secure land use rights.
Lao	<b>Tax Report for International Brewery</b>	<b><i>Lao Asia Pacific Breweries Limited</i></b>	Tax planning and review of international brewery in Laos
Lao	<b>Shopping Center Project in Lao PDR</b>	<b><i>SAS du Pont de Bois</i></b>	Drafted a market entry report, advised on investment incentives and taxes applicable to the project, advised and prepared documents to secure land use rights, assisted in company establishment and project management.

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Lao PDR	<b>Share Transfer</b>	<b><i>Joma Bakery</i></b>	Drafted documents related to the transfer of shares, assisted in securing the required approvals for the share transfer.
Vietnam	<b>Market entry in Vietnam</b>	<b><i>Auchan Hyper</i></b>	Tax and legal assistance in relation to Auchan Hyper, one of Europe's leading megastore chains for its 25 stores/USD 2B market entry in Vietnam. Our assistance comprised advice, liaising with tax authorities and implementation in coordination with the tax advisors of the client in France. Our assistance covered VAT (including branch registration, shipping between branches, compliance, refunds), Corporate Income Tax (including possible tax holidays, marketing support payments from importers and distributors, compliance, carry forward of losses in start-up, non-deductible expenses, deduction of financing cost, profit repatriation), Special Sales Tax (registration, compliance, impact of having different branches) and other taxes. We also advised on the shareholding structure, financing options and retail licensing.
Vietnam	<b>Restructuring</b>	<b><i>L'Oréal Vietnam</i></b>	Advised on the restructuring in Vietnam from selling through distributors to establishing own retail outlets and wholesale operations. Advice in relation to 40 sales outlets and sale via "modern trade". Tax structuring in relation to new distribution model, retail sales outlets, advertising and promotion expenses. Advice on the tax and legal implications of marketing support arrangements.
Vietnam	<b>Company establishment</b>	<b><i>A large-size trading company from Thailand</i></b>	incorporation of a 100% foreign owned company specializing in import and retail of ink and ink-related products Product: Investment Certificate (July 2012) Licensing Authority: DPI Hanoi and MOIT
Vietnam	<b>Internal restructuring</b>	<b><i>Viet Thai International</i></b>	Advised Vietnamese group of retail consumer goods, F&B and distribution (Highland Coffee, Emporio Armani, Nike, Adidas, Hard Rock Café) on internal restructuring. Transfer of retail to other corporate structure, tax implications, VAT implications of restructuring. Shareholding structure.
Vietnam	<b>Assisting on Lease Negotiation</b>	<b><i>Nokia</i></b>	Assisting on Lease Negotiation
Vietnam	<b>Elle Magazine</b>	<b><i>Hachette Filipacchi</i></b>	Hachette Filipacchi Press on the launching of the Vietnamese edition of ELLE magazine, including advising on all IP related aspects
Vietnam	<b>Operation Assistance</b>	<b><i>Sodexo</i></b>	Advised on company corporation, licensing, legal structure, contract and termination agreement, etc.

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Vietnam	<b>Operational Advice</b>	<b><i>Research in Motion (RIM)</i></b>	Advised "Research in Motion" (RIM) for the licensing distribution and consumer protection aspects of the sale and distribution of Blackberry cellphones in Vietnam.
Vietnam	<b>Restructuring</b>	<b><i>L'Oréal Vietnam</i></b>	Advised on the restructuring in Vietnam from selling through distributors to establishing own retail outlets and wholesale operations. Advice in relation to 40 sales outlets and sale via "modern trade". Tax structuring in relation to new distribution model, retail sales outlets, advertising and promotion expenses. Advice on the tax and legal implications of marketing support arrangements.
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