

DEAL LIST: FOCUS ON MERGERS AND ACQUISITIONS

February 2015

REGIONAL DEAL LIST – FOCUS ON MERGERS & ACQUISITIONS

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

Country	Project	Client	Description of project and MLG's/DFDL involvement
Bangladesh	<i>Acquisition</i>	Japanese Company	Advising a Japanese company in its proposed acquisition of an equity stake in a power project in Bangladesh.
Bangladesh	<i>Acquisition in garment manufacturing company</i>	Australian joint venture company	Advising on the setting up of an Australian joint venture company in Bangladesh and then on its acquisition of a majority stake in a ready-made garments manufacturing company in Bangladesh. We also assisted in the documentation, share transfer formalities and legal and regulatory filings in Bangladesh for the completion of the share transfer process.
Bangladesh	<i>Acquisition of a majority stake in a company</i>	Australian joint-venture company	Advising an Australian joint venture company in its acquisition of a majority stake in a ready-made garments manufacturing company in Bangladesh. We also assisted in the documentation, share transfer formalities and legal and regulatory filings in Bangladesh for the completion of the share transfer process.
Bangladesh	<i>Acquisition of a Power Company</i>	United Group and Summit Industrial Company Limited	Advised on the acquisition of Khulna Power Company Limited by United Group and Summit Industrial Company Limited.
Bangladesh	<i>Chemical Division Acquisition</i>	SK Capital Partners	Advised private equity firm SK Capital Partners and co-investors on Bangladesh and Thailand aspects of their acquisition of three specialty chemical divisions of Clariant AG, a large publicly held global company based in Switzerland. The transaction involved the formation of purchase of entities or branches in 37 countries worldwide, and was one of the largest global M&A transactions of 2013.
Bangladesh	<i>Company Acquisition</i>	UK Company	Advised on an acquisition of a UK company with assets in Bangladesh.
Bangladesh	<i>Joint Venture</i>	Japanese Company	Advising a Japanese company in its joint venture in Bangladesh on a proposed hospital project, including advice on structuring the proposed investment, company structure, contracts and also undertaking due diligence on project land and assets.

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Bangladesh	<i>Joint venture in Bangladesh</i>	Australian mining company	Advised an Australian company which is one of the largest mining company in the world on Bangladeshi law issues, documentation and executing formalities for transfer of shares in relation to its joint venture in Bangladesh.
Bangladesh	<i>Purchase of a Swiss chemical company</i>	US based fund	Advised a US based fund on Bangladesh law issues in its acquisition of a Swiss chemical company with business in 72 countries, including Bangladesh. We also assisted in the documentation, share transfer formalities and legal and regulatory filings in Bangladesh for the completion of the share transfer process.
Bangladesh	<i>Sale and purchase of three power plants</i>	Citibank	Advised Citibank in the sale and purchase of a majority stake in a company that owns three gas fired power plants in Bangladesh.
Cambodia	<i>Acquisition of a Company</i>	Charoeun Plantation	Advised a Thai listed corporation on all aspects of the acquisition of a stake holding in a Cambodian company.
Cambodia	<i>Acquisition of Hotel Cambodiana</i>	Royal Group of Companies	Advise client, negotiate, draft and act on completion of multimillion dollar acquisition of entity which owns the Hotel Cambodiana.
Cambodia	<i>Acquisition of Interest in Microfinance Institute</i>	French Company	Acting for a French conglomerate with respect to the acquisition of a substantial interest in a Cambodian micro-finance institution.
Cambodia	<i>Acquisition of Telecommunication Provider</i>	ST Telemedia	Advised on all aspects of client's purchase of a 49% equity stake in the telecommunication business of Shinawatra International in Cambodia. <i>DFDL awarded "2007 Deal of Year" from Asian Counsel for this transaction.</i>
Cambodia	<i>Air Traffic Control System</i>	Thomson CSF	Advice related to BOT type supply and operation of Air Traffic Control System at Pochentong Airport, Phnom Penh, Cambodia.
Cambodia	<i>Bank Governance</i>	World Bank	Banking Governance – Drafting of a Manual Handbook on Boardroom Practices for Joint Stock Commercial Banks (“JSB”) Advising the SBV on the application of international bank governance practices to Vietnamese commercial banks. Responsible for drafting a Manual Handbook on Modern Boardroom Practices for Joint-stock Commercial Banks in Vietnam and providing relevant training. (2002)

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Cambodia	Banking advice	ANZ Royal Bank	Adviser to ANZ Royal Bank on all legal matters. Bank commenced trading in August 2005, with branches nationwide within two years. First externally-linked multi-bank ATMs in Cambodia and first internet banking.
Cambodia	Banking institution	Maruhan Japan Bank	Advised the Bank in respect of its capital restructuring, its corporate governance and labor law related matters.
Cambodia	Banking transformation	IFC, DEG, TRIODOS, FMO	Lead Project Counsel for conversion of micro finance institution into a rural development bank. Advised on all aspects, including Business Purchase Agreement, shareholder and director liability asset.
Cambodia	BOT for renovation and operation of International Airport in Phnom Penh	Consortium of French, Malaysian and Cambodian investors (GTM Entrepose, Dumez, Muhibah Masteron, etc.)	Provided full scope of legal advice for establishment, licensing and operation of BOT concession to renovate and manage the international airport in Phnom Penh, including baggage handling and real estate development projects. Project value: USD 30M
Cambodia	Cambodia Power Project: 60 MW IPP in Phnom Penh	IFC, Opic, Korean Exim Bank	Provide full scope of advice related to project as lead local project counsel, including Government payment guarantees, passage of law enforcing NY Convention, Implementation Agreement, Power Purchasing Agreement, Fuel Supply Agreement, Construction Agreement and related documents. Project value: USD 90M
Cambodia	Cam-Tai Power Project	Taiwan Enterprise	Provide full scope of advice related to project as lead local project counsel, including Government payment guarantees, electricity licensing, Implementation Agreement, Power Purchasing Agreement, Fuel Supply Agreement, Construction Agreement and related documents. Project value: USD 60-70M IPP in the region of Siem Reap.
Cambodia	Cement joint venture investment in Cambodia	Siam Cement	Advised the client on its investment in limestone mining venture and cement manufacturing facility in Kampot Province, Cambodia. Project value: USD 100M
Cambodia	Cement joint venture investment in Cambodia	Siam City Cement (controlled by Holcim)	Cement grinding and manufacturing facility in Sihanoukville Province, Cambodia. Value up to USD 40M

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Cambodia	Cement Plant	Holderbank (Holcim)	Full scope of legal advice related to establishment and operation of cement plant in Southeastern Cambodia, including investment structuring, lease of site from government and various operational issues.
Cambodia	Cement Plant	Malaysian Corporation	Advised corporation in respect of its project of acquisition of cement plant in Cambodia, conduct due diligence.
Cambodia	Esso/Exxon Bid for Offshore exploration block	Esso/Exxon	Full scope of advice to client related to bid for offshore oil and gas exploration block.
Cambodia	Feedstock Project	Sojitz Corporation, Japan	Advising on all aspects of investment in a Chinese entity and its feedstock projects in Cambodia (ongoing).
Cambodia	Fiber Optic Cable Project	China Development Bank, China	Advising on the financing aspects of the project financing of a fiber optic cable project in Cambodia.
Cambodia	Food & Beverage	Saji Bumi Sdn	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, shareholder loans etc.).
Cambodia	Hydro-Electric Project	China Huadian, China	Advising on ISDA arrangements in connection with a hydro-electric project in Cambodia.
Cambodia	IPP Operation & Management Contract	GE International	Provided advice related to operation and management contract for IPP.
Cambodia	Joint Venture for hotel development in Siem Reap	Royal Group of Companies	Advised client and negotiated with respect to all project agreements for the development of a luxury hotel.
Cambodia	Joint Venture for Integrated Community	Ciputra	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 Penh.
Cambodia	Joint Venture to establish international standard bank	Royal Group	Advised the client in relation to the USD 18M joint venture with ANZ Banking Group to form ANZ Royal Bank (Cambodia) PLC, Cambodia's only international-standard bank.
Cambodia	Mineral Mining	Brighton	Advising on various aspects of mineral mining

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		Mining / Minerals, Western Australia	concessions and projects in Cambodia.
Cambodia	Mineral Water	Major European Company	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	Oil & Gas Exploration	Chevron South Asia, Thailand	Advising on various aspects of oil and gas block exploration and production arrangements (ongoing).
Cambodia	Petroleum Retail Company	Caltex Singapore	Provided all legal advice and documents for establishment of largest petroleum retail company in Cambodia. 29 petrol stations, eight convenience stores, oil terminal in port city and related projects. Caltex Cambodia Project value: USD 50M
Cambodia	Pharmaceutical Industry	Sanofi-Aventis	Advised on the restructuring of the share capital of the Cambodian subsidiary, preparing shareholders agreement.
Cambodia	Acquisition of Equity by a Japanese Company	Orix Corporation	<p>Orix Corporation acquired six percent of the issued share capital in Cambodia's largest commercial bank, ACLEDA Bank PLC.</p> <p>Advised Orix on all aspects of the acquisition, including the regulatory requirements associated there with and conducted a legal due diligence on the target company and advised Orix on an English Law governed share purchase agreement and escrow agreement.</p> <p>The deal represents the largest acquisition of equity in an existing commercial bank in Cambodia. Value: USD 70M (2014)</p>
Cambodia	Retail	Luxembourg Investment Fund	Advised the investment fund in respect of its financing project through a convertible loan agreement in a plush toys factory in Cambodia.
Cambodia	Rice mill	CAV Private Equity	Financing (equity finance) of a rice mill project. (2008 – Management Sdn Bhd 2009)
Cambodia	Sale of Northbridge International School Cambodia to Nord Anglia Education	Royal Group	Acquisition of a leading private school in Cambodia. (2014)

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Cambodia	Telecom Acquisition	Bidder	Represent bidder on intended acquisition of leading telecommunication service provider. Provided advice on Cambodian law and conducted due diligence on target company.
Cambodia	Telecoms Tower Infrastructure	Independent Towers LLC, New York	Advising on all aspects of telecommunications tower leasing infrastructure business in Cambodia (ongoing).
Cambodia	Transmission Line	Thailand Enterprise	Provide full scope of advice related to project as local counsel, including electricity licensing and investment structure. Project value: USD 20M IPP between Thailand and Cambodia.
Cambodia	Two IPP's	Caterpillar International	Provided advice on IPP, investment structuring, Power Purchase Agreement, Implementation Agreement, equipment supply contracts, etc. for projects in to provinces of Cambodia. Project value: USD 5 to USD 15M each.
Cambodia	Two Provincial IPPs	Global Technologies	Provided advice on IPP, investment structuring, Power Support Sdn Bhd Purchase Agreement, Implementation Agreement, (Malaysian Company) equipment supply contracts, etc. for projects in to provinces of Cambodia. Project value: USD 5 to USD 15M each.
Cambodia and Myanmar	Project Fibre	TPG Telecom	Acting for a global PE fund on the acquisition of interests in telecommunication infrastructure assets in Cambodia and Myanmar.
India	Indian joint venture company	Coal Mine Acquisition	Advised an Indian joint venture company on its acquisition of a coal mine and related interests in Indonesia.
Indonesia	Indonesian mine acquisition	Buyer	Advised an Indonesian consortium in a proposed acquisition of a granite mine in Indonesia by a listed company.
Lao PDR	Lao mining company - Acquisition	Chinese investor	Advised off-shore investor on its acquisition of Lao mining company. Conducted due diligence, structured transaction, drafted transaction documents and managed closing.
Lao PDR	Major Lao Telecom Operator	Buyer	Acted for the purchaser of 78% interest in major Lao telecommunications operator, conducted due diligence, provided Lao law advice, and reviewed and revised key documentation.
Lao PDR	Major Lao Telecom Operator	Millicom International	Advised foreign shareholder in relation to the sale of 78% of shares in Millicom Lao to purchaser.

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Lao PDR	<i>Purchase of Shares in Vientiane Commercial Bank</i>	ANZ Bank	Advised ANZ Bank on the acquisition of a majority stake in a Lao commercial bank (USD 10M Investment), including preparing financing documents and coordinating the closing of the transaction.
Lao PDR	<i>Sale of Internet Service Provider</i>	CLDF	Advised purchaser on acquisition of stake in Lao internet service provider, including conducting due diligence of the Lao company and preparing all transaction documents (USD 1.5M Investment).
Lao PDR	<i>Sale of Internet Service Provider</i>	Planet Online	Advised seller on all aspects of the sale of shares in the company (USD 1.5M Investment).
Lao PDR	<i>Sale of Petroleum Company - Acquisition</i>	Shell	Advised the seller on the sale of 100% of shares in Société Shell Du Lao to PetroVietnam Oil. Assisted with transaction structure and drafting relevant agreements (USD 4.4M Investment).
Lao PDR	<i>Sale of Rubber Plantation</i>	Apollo Tyres	Advised on purchase of shares in Lao rubber company, including review of land concession agreement and assistance with permitting requirements (USD 5M Investment).
Lao PDR	<i>Sepon Project – Change of Interest and related change of Lender</i>	ANZ Bank	In the perspective of the transfer of a 90% interest in the Lao company Lane Xang Mining Limited Company from the OZ Minerals group to China Minmetals, DFDL team acted for ANZ (original lender), providing advice on security enforcement options and assistance for the security termination and release process.
Myanmar	<i>Acquisition of mineral and purified water company</i>	Major international mineral and purified water company	Acted as local counsel in the proposed acquisition of the business, brands and assets of a leading purified water company in Myanmar, including advising on all aspects of Myanmar law and assisting the client in its applications for permits and licenses from the Myanmar Investment Commission and other bodies in Myanmar.
Myanmar	<i>Acquisition of power project</i>	China CAMC Engineering	Acting as a project counsel to China CAMC Engineering and the Thai developer in relation to a USD 175M, 120 MW co-generation power project in Pathumthani, Thailand.
Myanmar	<i>Joint Venture Brewery</i>	Asia-Pacific Breweries	Advised client on all aspects of their joint venture with a Myanmar beverages company to construct and operate a brewery in Myanmar, including drafting and negotiating joint venture documentation and preparing and submitting applications for permits and licenses from

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			Myanmar Investment Commission and other bodies in Myanmar.
Myanmar	Joint Venture food oil bottling plant	Food oil bottling plant	Advice in connection with food oil bottling plant joint venture.
Myanmar	Restructuring	Kanematsu Corporation	Gave advice in connection with a restructuring and divestiture plan.
Myanmar	Ship Sale Transaction	Mitsubishi	Advised foreign client (seller) on Myanmar Law in connection with ship sale transaction.
Singapore	Hotel acquisition	Singapore company	Advised a Singapore based company on a proposed acquisition of a controlling stake in a company owning a hotel in Singapore.
Singapore/ Bangladesh	Private securities JV	Singapore company	Advised a Singapore based company on its JV with a Singapore-based auxiliary police for the provision of private security forces in Bangladesh.
Singapore	Acquisition of Textile Chemicals	SK Capital Partners	Advised SK Capital Partners, a US-based private investment firm on all Thai and Bangladeshi aspects of its acquisition of the Textile Chemicals, Paper Specialties, and Emulsions businesses of Clariant (SWX:CLN) in these countries as a part of a global acquisition. Together, the businesses generate global revenues of approximately USD 1.3B, operate from twenty five facilities around the world and employ approximately 3,000 employees. (2014)
Sri Lanka	Acquisition of Airline Company	Private Airline Company	Advised on the proposed acquisition of a controlling stake in a private airline company in Sri Lanka.
Thailand	Acquisition	A.G. Weindling, LLC	Due diligence and share acquisition of manufacturing and exporting of gems and jewelry company.
Thailand	Acquisition	International Airline Company	Acted as Thai law counsel in the team of legal counsels to advise an airline company in implementing its plan for establishing and operating of a low cost airline joint venture with another international airline company (the initial capital to be injected is USD 200M at the first incorporation).
Thailand	Acquisition	Seamico	Advised Seamico Securities' acquisition of minority shares in Thanh Cong Securities.
Thailand	Acquisition	Thai Oil	Advised Thai Oil Public Company Limited in acquisition of Shell's solvent business.
Thailand	Acquisition	China CAMC	Acting as a project counsel to China CAMC

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		Engineering	Engineering and the Thai developer in relation to a USD 175M, 120 MW co-generation power project in Pathumthani, Thailand.
Thailand	Acquisition	Pacific Assets Pcl	Due diligence and acquisition of a grade A hotel and serviced apartment on Sathorn Road, Bangkok.
Thailand	Acquisition	United Test and Assembly Center	United Test and Assembly Center's USD 175M acquisition of the Thai Semiconductor manufacturer, NS Electronics.
Thailand	Asset Acquisition	Major Thai company	Due diligence of Palm Oil Extract Factory and Biomass and Bio Gas Power Plant.
Thailand	Hotel Acquisition and franchise agreement	Pioneer Global Group	Advised client on the negotiations for the franchise agreement making it the first hotel in Thailand under the Accor Group to be run under a franchise agreement as opposed to a hotel management arrangement. This structure was only approved due to the purchaser's prior experience running top brand hotels in the region, including The Strand in Myanmar and the Pullman in Pattaya.
Thailand	Investment	Siam Cement	Advised Siam Cement's investment in a Greenfield petrochemical facility located in Ba Ria Vung Tau, total project investment is approx. USD 3.5-4.0B.
Thailand	Joint Venture	Tiger Airways	Acted as Thai law counsel in the team of legal counsels to advise Tiger Air in implementing its plan for establishing and operating of a low-cost airline joint venture with Thai.
Thailand	Ski Project in the USA	ASM Investment Services	ASM Investment Services, as purchaser and lender, on an innovative structured corporate financing for a Ski Project in the USA. The corporate financing was structured as an asset sale with a buy back call option providing essentially a high yield loan for the seller. DFDL advised on the overall structure and the Sale Purchase Agreements as well as performing necessary checks on the asset. This structure is innovative in Thailand in that this was the first time that such a structure had been used.
Thailand	Telecom Acquisition	CAT	Involved in the initial process for CAT Telecom to acquire a CDMA system mobile phone asset holding and operating companies from Hutch.
Vietnam	Acquisition in the hydro company	Dragon capital's Mekong Brahmaputra	Fund acquisition in a Vietnamese hydro power company in Vietnam, the fund's first investment in Vietnam.

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		Clean Development Fund LP	
Vietnam	<i>Acquisition of a Foreign-Invested Manufacturing Company</i>	French Investors	Advised a group of French investors in acquiring a foreign-invested manufacturing company in northern Vietnam. Responsible for advising on legal issues relating to the acquisition and merger of the acquired company into another existing company; and drafting a share sale agreement. (2004)
Vietnam	<i>Acquisition of furniture brands by KPS Partners</i>	KPS Capital Partners	Acquisition by KPS Partners of Furniture Brands International Inc. as part of its restructuring. DFDL assisted on all Vietnam aspects of the transaction. Value: USD 280M (2014)
Vietnam	<i>Acquisition of a holding group</i>	Siam Cement Group Legal Counsel Limited c/o The Siam Cement Group (Thailand)	Acquisition of a holding group of three foreign invested companies specializing in the business of package manufacturing in Vietnam namely Alcamex JSC, Packamex Ltd. and AP Ltd. Legal and Tax adviser for the Buyer being Siam Cement Group.
Vietnam	<i>Acquisition of Shares in Local Power Generation Company</i>	Developer	Advised a French hydropower plant manufacturer of small and medium size power plants in relation to its investment in Vietnam through the acquisition of a 40% equity stake in a licensed local company, including drafting of the memorandum of understanding, shareholders agreement, and performing of due diligence.
Vietnam	<i>Acquisition of Vietnam offshore oil fields assets</i>	Perenco	Assisted Perenco in its acquisition of ConocoPhillips' offshore oil fields assets in Vietnam.
Vietnam	<i>Aeronautic distribution group</i>	A pan-Asian group	Sale by a pan-Asian group of an aeronautic distribution group with presence in China, Singapore, Europe and South-America to an international aeronautic manufacturing and distribution group (ongoing).
Vietnam	<i>Aerospace industries</i>	Regional Client	Acquisition of a regional group of companies (China, Hong Kong, Singapore, Vietnam, Brazil) specializing in the trade of equipment, spare parts and maintenance of aircrafts. Types of works: Due Diligence, Drafting and negotiation of Share Purchase Agreement, Closing. (2010-2011)
Vietnam	<i>Aluminum production project</i>	The Purchaser	Acquisition of a minority interest in an aluminum production project – advising a US investor for the acquisition of a minority interest in a bauxite

Country	Project	Client	Description of project and MLG's/DFDL involvement
			mining and aluminum production project. (2008)
Vietnam	Bank M&A	Mizuho	Advised Mizuho on its 15% equity investment in Vietcombank.
Vietnam	Bank M&A	Société Générale	Advised Société Générale in relation to the acquisition of a strategic interest in South East Asia Bank (<i>SeABank</i>).
Vietnam	Bank M&A - exit	ANZ Bank	Australia and New Zealand Banking Group Limited (ANZ) in relation to the exit of ANZ from its investment in Sacombank, the major listed Vietnamese bank.
Vietnam	Banking M&A	ANZ Bank	Advised ANZ in relation to the acquisition by ANZ of RBS's business in Vietnam.
Vietnam	Bio-fuel Project	Jatoil	Acquisition of a majority interest in a bio-fuel project – assisting Jatoil, an Australia-listed investment fund in the acquisition and development of a bio-fuel project in the South of Vietnam.
Vietnam	Biogas Production and CDM Trading - Joint Venture	OneCarbon International	Providing legal and tax assistance, including in terms of incorporation and tax structuring, in relation to a project of biogas production, sale and CERs generation.
Vietnam	Bitumen asset acquisition	Colas	Advised Colas on the acquisition of bitumen assets from Total Vietnam.
Vietnam	Building Material Business	French Group	Acquisition of an existing building material business from a Vietnamese company. Types of works: Due Diligence, Drafting and negotiation of Business Purchase Agreement, Closing advice and services including obtaining approvals and permits. (2009)
Vietnam	Butterfly Project	PT Gama Group	Pertained to the sale of a majority shareholding stake in one of the largest cement-producing companies in Vietnam. We acted as legal advisors to the purchaser in an acquisition project that was notable in Vietnam, both in terms of profile as well as purchasing amount.
Vietnam	Cement company acquisition	Ciments Français	Ciments Français on its proposed acquisition of a controlling interest in a cement company in Vietnam
Vietnam	Cement company acquisition	Heidelberg Cement Group	Heidelberg Cement Group on its proposed acquisition of a controlling interest in a cement company in Vietnam.
Vietnam	Clean Development	EDF Trading	Legal due diligence of CDM projects - conducting

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	<i>Mechanism projects</i>		corporate and legal due diligence for various Clean Development Mechanism Projects for EDF Trading. (2008)
Vietnam	<i>Due diligence</i>	Indian Purchaser	Conducted due diligence on a Vietnamese mining company for purposes of acquisition by an Indian investor notably legal review of mining licenses granted; Drafting due diligence report for the client. Advised on issues to be addressed prior to acquisition, notably mining licensing issues. Advised the Purchaser on all aspects of the transaction including drafting and negotiation of notably joint venture agreement, capital assignment agreement, comments on memorandum of understanding, escrow agreement. Advised on operational aspects the Vietnamese project company.
Vietnam	<i>Equity Investment</i>	Cayman-based equity fund	Acquisition of interest in various Vietnamese companies (listed and non-listed). Types of works: Due Diligence, Drafting and negotiation of Land Transfer Agreement, Closing advice and services including obtaining approvals and permits. (2008-current)
Vietnam	<i>Franchise joint venture</i>	Open Asia	DFDL represented Open Asia in Open Asia-Maxims' franchise joint venture in relation to the development of Starbucks in Vietnam. Besides the interesting features of this transaction in a legal market where franchising in the retail market is challenging from a regulatory perspective, this transaction caught a lot of attention in the international and local press as it allowed giant and globally known brand Starbucks to set foot in the Vietnamese market
Vietnam	<i>Gateway Securities</i>	Thanh Ba Limited	Acquisition of a minority interest in a securities company - assisting Thanh Ba Limited in the joint purchase with Morgan Stanley of an interest in Gateway Securities Limited. -JV
Vietnam	<i>Hanoi International Hospital</i>	French Investing Group	Acquisition of shares – advising the Group on purchase of shares held by Australian partner in the international hospital joint venture company. Responsible for advising on legal structure for the acquisition; preparing a due diligence report on the status of the joint venture company; and preparing a share sale agreement.

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Vietnam	Heavy Equipment & Automotive	Openasia Limited	Disposal of majority interest in a company specializing in import and distribution of automotive and heavy equipment - advising Openasia Limited on the sale of a majority interest to CFAO in Openasia Heavy Equipment, a group specializing in import and distribution of automotive and heavy equipment for the mining industry. Review, amendment and negotiation of the contractual documentation including SPA, representations and warranties, options agreements, shareholders agreement, etc. (2008-2009)
Vietnam	Helicopter transportation company	SE Asia-based investor	Assisted on legal, regulatory and tax issues for a South East Asia-based investor to acquire a helicopter transportation company in Europe.
Vietnam	Hoa Phu Hydropower Plant	Mekong Brahmaputra Clean Development Fund Limited Partnership	The Client buys 36% newly issued shares of Tam Long Power Joint Stock Company
Vietnam	Insurance company acquisition	Dai-ichi Mutual Life Insurance Company	Dai-ichi Mutual Life Insurance Company on the acquisition of 100% of Bao Minh CMG Life Insurance Company Limited.
Vietnam	Investment Fund	Tri Tin International JSC	Advisory on acquisition of interest in local companies – assisting the Vietnam advisory company to Red River Holding and Jade Management Limited (managing over USD 300M of assets in Vietnam) on acquisition of interest in State owned and private local companies.
Vietnam	Investment in a securities company	ANZ Bank	Australia and New Zealand Banking Group Limited (ANZ) in relation to acquisition by ANZ of a 10% strategic interest in Saigon Securities Incorporation (SSI) and ANZ's follow on acquisition in SSI up to 17%.
Vietnam	IT companies	IT Private Equity Investment Fund	Assisting an IT private equity fund in the disposal of their interest in an IT company. Advising on tax issues in relation to acquisition and disposal of interests in local companies. (2008-current)
Vietnam	Joint Venture Project	Japanese shipping company	Joint Venture between a Japanese and a Vietnamese company in the shipping industry – assisting a leading Japanese shipping company in a joint venture project in Vietnam. Preparation of the

Country	Project	Client	Description of project and MLG's/DFDL involvement
			joint venture and management agreement.
Vietnam	<i>Liquefaction project</i>	Tokyo Gas Company	Advising Tokyo Gas Company as joint venture partner and offtaker in the proposed development of a 2 mtpy LNG liquefaction project in Indonesia. This matter included a proposed investment in preferred equity of the sponsor via secondary offering on the HKSE.
Vietnam	<i>Malaysian Investors – Foreign-invested Joint- Venture Project</i>	Malaysian investors	Development of a Manufacturing Foreign Invested Joint venture Project – Assisting a Malaysian Manufacturing Group (Listed) to set up a joint venture company with a Vietnamese State Corporation in northern Vietnam for manufacturing electrical equipment. Responsible for assisting in negotiation with potential Vietnamese partners; advising on legal options for setting the joint venture company; preparing joint venture MOU, joint venture agreement, company charter; preparing application dossier to apply for investment license for the joint venture company. (2005 – 2006)
Vietnam	<i>Manufacturing and Trading of Luxury handicraft</i>	Hong Kong company	Assisted in the sale to a regional luxury group of companies (Hong Kong and Vietnam) manufacturing and trading luxury handicraft products. Types of works: Pre-sale due Diligence, Drafting and negotiation of Share Purchase Agreement, Closing and post-closing assistance. (2010-2011)
Vietnam	<i>Mining business</i>	Wolkem India	Advised Wolkem India for the acquisition of a majority interest in a white limestone and tin ore mining exploration and exploitation project, including conducting a legal and regulatory due diligence, reviewing and amending contractual and corporate documentation.
Vietnam	<i>Mining company acquisition</i>	GPM Coal Investment Ltd	GPM Coal Investment Ltd in relation to its acquisition of Amigo Mineral JSC, a Vietnamese mining company.
Vietnam	<i>Mining Projects</i>	Greater Mekong Resources	Acquisition of various mining projects – advising Greater Mekong Resources on the acquisition of various mining projects including due diligence and drafting contractual documentation.
Vietnam	<i>Packaging Business</i>	Thai Client	Acquisition of a consortium of three foreign invested companies specializing in the production of packaging business in Vietnam. Types of works:

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			Due Diligence, Drafting and negotiation of Share Purchase Agreement, Closing advice and services including obtaining approvals and permits. (2010-2011)
Vietnam	<i>Pharmaceutical Business</i>	French Pharmaceutical Group	Acquisition of a pharmaceutical warehousing business in Vietnam. (Acquisition of multimillion USD assets). Types of works: Due Diligence, Drafting and negotiation of Assets Purchase Agreement, Closing advice and services including obtaining approvals and permits. (2009-2010)
Vietnam	<i>Private Equity</i>	Octis Asset Management Pte Ltd	Advisory on Private Equity Matters - advising a Singapore based asset management company on the setting up of their operation in Vietnam and on various private equity matters (due diligence, drafting of NDA and letter of intent, Share Purchase Agreement, shareholders agreement, etc.) in relation with the acquisition of interest in Vietnamese companies.
Vietnam	<i>Private Equity - IT, telecom, distribution group</i>	Texas Pacific Group (TPG) and Intel Capital	Texas Pacific Group (TPG) and Intel Capital in relation to an acquisition as strategic partners of an interest in FPT Corporation, a major IT, telecom and distribution group.
Vietnam	<i>Private Equity Investment</i>	Avenue Capital	Avenue Capital on various of its proposed investment in various Vietnamese companies.
Vietnam	<i>Private Equity Investment</i>	Deutsche Bank	Deutsche Bank in relation to various proprietary investments in Vietnam.
Vietnam	<i>Private Equity Investment</i>	Texas Pacific Group	Texas Pacific Group (TPG) on its proposed acquisition in Masan and other high-profile target companies in Vietnam.
Vietnam	<i>Private Equity Investment</i>	Vietnam Oman Investment Fund	Vietnam Oman Investment Fund on its proposed acquisition a major food company in Vietnam.
Vietnam	<i>Properties Business</i>	UK Listed Properties Fund	Disposal of interest in various properties (notably land titles) in the south of Vietnam. Types of works: Due Diligence, Drafting and negotiation of Land Transfer Agreement, Closing advice and services including obtaining approvals and permits. (2010-2011)
Vietnam	<i>Property Fund</i>	JSM Indochina Property Fund	Advisory on real estate projects – acting as counsel to JSM Indochina Property Fund a UK listed investment fund specializing in real estate for various transactions including legal advice, due

Country	Project	Client	Description of project and MLG's/DFDL involvement
			diligence work and preparation of purchase contractual documentation.
Vietnam	<i>Sale of Hoi An and Quy Nhon Life Resorts</i>	IBUS	DFDL assisted IBUS, a European investment group, in the sale of several hotels and resorts in Vietnam branded Life Resorts to MHG International Holding.
Vietnam	<i>Sale of shares in Saigon Securities Incorporation (SSI)</i>	ANZ	ANZ in the sale of its 17.50% stake in Saigon Securities Incorporation (SSI), a leading securities company in Vietnam listed on the Ho Chi Minh Stock Exchange. Value: USD 90M (2014)
Vietnam	<i>Satellite Acquisition</i>	EADS-Astrium	Involved in the drafting and negotiation of the contractual documentation in relation to the supply of an Earth observation satellite to the government of Vietnam. Advised on highly complex international public law aspects of the transaction and on all tax aspects of the project.
Vietnam	<i>Securities</i>	Foreign Investment Fund	Advising a foreign investment fund to acquire shares of a Vietnamese insurance company. (USD 30 M)
Vietnam	<i>Securities Acquisition</i>	Seamico	Advised Seamico Securities' acquisition of minority shares in Thanh Cong Securities.
Vietnam	<i>Securities Company</i>	Malaysian Group	Disposal of an interest in a securities company – assisting a Malaysian group in the assignment to a leading Malaysian bank of an equity interest in a securities company.
Vietnam	<i>Securities Company</i>	Thai Group	Acquisition of shares in a Vietnamese securities company (Acquisition of multimillion USD shares). Types of works: Due Diligence, Drafting and negotiation of Share Purchase Agreement, Shareholders Agreement Closing advice and services including obtaining approvals and permits. (2008-2009)
Vietnam	<i>Securities company acquisition</i>	Citibank, N.A.	Advised Citibank, N.A. in relation to its acquisition of a minority equity interest Horizon Capital Securities.
Vietnam	<i>Securities company acquisition</i>	Morgan Stanley	Morgan Stanley in relation to its acquisition of Vietnam Gateway Securities to form Morgan Stanley Gateway Securities.
Vietnam	<i>Securities House</i>	Local Client	Acquisition of a minority interest in a securities company – assisting a local client in the joint purchase with international investment bank of an interest in a local securities house. (2007-2008)

Country	Project	Client	Description of project and MLG's/DFDL involvement
Vietnam	<i>Security Services Company</i>	Owner	Sale of minority interest in a security and risk management company – assisting owner of a company specializing in security and risk management in the negotiation of the sale of a minority interest to a leading international security and risk management company.
Vietnam	<i>Several Acquisitions and Leases on Properties in Vietnam</i>	JSM Indochina Properties Co. Ltd	Advice, negotiations and due diligence on several acquisitions and leases on properties to be acquired by JSM Indochina Properties Co. Ltd. Which is a subsidiary of JSM Indochina Ltd., a Cayman Islands registered company listed on the AIM London Stock Exchange as part of the listing of JSM Indochina Ltd and to raise USD 220M for future land development investments in Cambodia and Vietnam.
Vietnam	<i>Soft drink company acquisition</i>	PepsiCo	PepsiCo on its proposed purchase of 100% of a soft drinks company.
Vietnam	<i>Solvent Business</i>	Thai Client	Advised on the acquisition of a solvent manufacturing business in Vietnam.
Vietnam	<i>Takeovers</i>	Various	A number of investors on private-to-public and public-to-private takeovers.
Vietnam	<i>TV Broadcasting Joint Venture</i>	VSTV	Assisted VSTV in a satellite TV broadcasting joint-venture between Vietnam TV and Canal + for the development of their distribution network in Vietnam.
Vietnam	<i>Water production and distribution private equity investment</i>	Acuatico Pte Ltd.	Acuatico Pte. Ltd. (a water-focused asset manager invested by the Avenue Capital group) in relation to its purchase of substantial minority interests in two water production and distribution subsidiaries of Vietnam Construction and Import-Export Joint Stock Corporation (<i>Vinaconex</i>), a major former SOE construction company.
Vietnam	<i>Water Treatment Business</i>	Malaysian Group	Subscription and acquisition of shares in a Vietnamese company which operates a water treatment plant in the south of Vietnam. Types of works: Due Diligence, Drafting and negotiation of Share Subscription Agreement, Shareholders Agreement, Closing advice and services including obtaining approvals and permits. (2010)