

DEAL LIST: FOCUS ON RETAIL PROJECTS

REGIONAL DEAL LIST – FOCUS ON RETAIL PROJECTS

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

Country	Project	Client	Description of project and MLG's/DFDL involvement
Cambodia	Parkson Shopping Mall (Embassy Center – Phnom Penh)	<i>JSM Indochina Properties</i>	Advised client in relation to a project covering an entire city block measuring 11,000 m ² , for a mixed property development with more than 30,000 m ² retail space, undertaking project structuring, investment licensing registration and reviewing material contracts. Special attention was paid to construction permits and zoning requirements for shopping malls, as well as customs duty implications of operating a shopping mall.
Cambodia Myanmar	Market entry	<i>L'Oréal Cambodia/Myanmar</i>	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	Integrated retail/residential tower project	<i>Royal Group of Companies</i>	Advised client in relation to an integrated retail/residential tower project with 4,800 m ² of retail space.
Cambodia	Airport Catering Concessions	<i>SCA/SajiBumi Malaysia</i>	Advised the concession holder of Cambodian airports and a listed Malaysian entity that holds airport catering concessions in Malaysia, Vietnam, Singapore and Cambodia on the entire setup for a cluster of internationally branded F&B franchises.
Cambodia	Duty free outlets	<i>SCA</i>	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	Lease Agreements	<i>Royal Group of Companies</i>	Advised client and drafted form lease agreements for the client to lease retail units in the hotel commercial areas.
Cambodia	Customs duty dispute	<i>British American Tobacco</i>	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	Joint Venture	<i>Ciputra</i>	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 over more than 2.5 million m ² , including shopping malls, cinema, sports club and supermarkets.
Cambodia	Market entry	<i>Chopard/Worldwide Investments</i>	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.

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Lao PDR	Shopping mall establishment	<i>SAS Du Pont Du Bois</i>	Established a retail company in Lao PDR for purpose of developing a large shopping mall in Vientiane (USD 12 M Investment Capital) – [2005-2007]: including assistance in negotiation with local partners, in presentation of the investment project to the investment authorities, tax advice, preparation of the incorporation application dossier, drafting of master agreement with Lao Government and of various other contracts in relation to the Project.
Lao PDR	Vehicle Rental and Car Dealership	<i>RM Asia</i>	Review and re-draft of vehicle lease/hire agreement; advise on Lao PDR laws and regulations related to vehicle rental. Assisted in the establishment of a company to engage in car dealership; advised on issue related to investments; assisted in the transfer of shares and registration of documents.
Lao PDR	Shopping Center Project in Lao PDR	<i>SAS du Pont de Bois</i>	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.
Lao PDR	Duty Free Shop Project in Lao PDR	<i>Gebr. Heinemann</i>	Drafted a joint venture agreement, advice on key investment issues such as capital contributions and payment, assisted in company establishment.
Lao PDR	Swensen's/Pizza Company	<i>RM Asia</i>	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	Share Transfer	<i>Joma Bakery</i>	Drafted documents related to the transfer of shares, assisted in securing the required approvals for the share transfer.
Lao PDR	Restaurant	<i>Sticky Finger's</i>	Advice on Lao PDR laws related to the restaurant business, advise and prepared documents to secure land use rights.
Lao PDR	Restaurant	<i>Progitex</i>	Assisted in company establishment, advise on vehicle import and work permit/visa applications.
Vietnam	Market entry	<i>Auchan Hyper</i>	Tax and legal assistance in relation to Auchan Hyper, one of Europe's leading megastore chains for its 25 stores/USD 2 B 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.

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Vietnam	Restructuring	<i>L'Oréal Vietnam</i>	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	Internal restructuring	<i>Viet Thai International</i>	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.