

DFDL Deal List

On Food and Agriculture Sectors

DFDL Deal List – Food & Agriculture

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

Country	Project	Client	Description of Project and DFDL's involvement
Cambodia	Financing of Expansion of Soy Milk Factory	<i>MPDF/Hagar Soya Ltd</i>	Restructure business, form new entity, draft shareholders agreement, advised on all aspects of equity and debt financing (USD 1.3M). Draft various security documents.
Cambodia	Mineral Water	<i>Major European Company</i>	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	Food & Beverage	<i>SajiBumi Sdn</i>	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	Airport Catering Concessions	<i>SCA/Saji Bumi 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	Acquisition of Economic Land Concession	<i>Belgian Research & Development Group</i>	Advised Belgian Investors in relation to a multimillion dollar rubber plantation project to be developed on Economic Land Concession.
Cambodia	Acquisition of Economic Land Concession	<i>International Green Energy British Group</i>	Advised British Investors in relation to a multimillion dollar plantation project for bio-diesel to be developed on Economic Land Concession.
Cambodia	Joint Venture for Land Concession Project	<i>Large Cambodian Agriculture Company</i>	Advised client and negotiated joint venture as local counsel in relation to the development of a multi-million dollar plantation project to be developed in Cambodia.
Cambodia	Advice on Economic Land Concessions and Acquisition of Economic Land Concession	<i>Joint Venture Cambodian-European Companies</i>	Advised European investors in relation to a multimillion dollar rubber plantation project to be developed on Economic Land Concession in Cambodia.

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Cambodia	Acquisition of Economic Land Concession	<i>Indian Agri Plantation Company</i>	Advised Indian investors in relation to a multimillion dollar palm plantation project to be developed on Economic Land Concession.
Cambodia	Acquisition of Economic Land Concession	<i>Timber Company from Denmark</i>	Advised Investors in relation to a multimillion dollar agro-industrial cropping forestry project to be developed on Economic Land Concession.
Cambodia	Acquisition of Economic Land Concession	<i>Malaysian Plantation Group</i>	Advised Malaysian Investors in relation to a multimillion dollar plantation for agro-industrial development on Economic Land Concession.
Cambodia	Advice on Economic Land Concessions	<i>Malaysian Construction Company</i>	Advised Malaysian investors in relation to a multimillion dollar rubber plantation project to be developed in Cambodia on Economic Land Concession.
Cambodia	Advice on Economic Land Concessions & Acquisition of Economic Land Concession	<i>Ample Focus Ltd and Ample Force Ltd</i>	Advised Malaysian investors in relation to a multimillion dollar rubber plantation project to be developed on Economic Land Concession.
Cambodia	Financing of Golden Rice Project	<i>PROPARCO</i>	Advised PROPARCO in relation to the implementation of a USD 7M loan; drafted and issued a legal opinion on the validity and enforceability of the loan documents under Cambodian Law. (June/July 2009 - USD 7M)
Cambodia	Advice on Economic Land Concessions and Acquisition of Economic Land Concession	<i>Singapore Plantation Company</i>	Advised Singaporean investors in relation to a multimillion dollar rubber plantation project to be developed in Cambodia on Economic Land Concession.
Cambodia	Transfer of Lease for agro-plantation	<i>Agriculture in Cambodia based out of Singapore</i>	Advised Singaporean investors in relation to the assignment of a Land lease for a multimillion dollar plantation project to be developed in Cambodia.
Cambodia	Rice mill	<i>CAV Private Equity</i>	Financing (equity finance) of a rice mill project. (2008 Management Sdn Bhd 2009)
Cambodia	Financing of Expansion of Soy Milk Factory	<i>MPDF/Hagar Soya Ltd</i>	Restructure business, form new entity, draft shareholders agreement, advised on all aspects of equity and debt financing (USD 1.3M). Draft various security documents.
Cambodia	Food & Beverage	<i>Nestlé</i>	Tax aspects of restructuring business units and assets. (2007, 2008, 2009)

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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 in Lao PDR	<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 in Lao PDR	<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	Tax Report for International Brewery	<i>Lao Asia Pacific Breweries Limited</i>	Tax planning and review of international brewery in Lao PDR
Lao PDR	Food & Beverage	<i>Multinational producer of soft drinks</i>	Tax advisory services
Myanmar	Joint Venture of new brewery in Myanmar	<i>Asia Pacific Breweries, a subsidiary of Heineken (APB)</i>	DFDL has successfully acted as transaction counsel for APB, on its USD 60M new brewery investment in Myanmar. DFDL acted not only as Myanmar counsel, but also took the lead role in the negotiations as transaction counsel. We drafted, negotiated and structured the Joint Venture Agreement, provided all investment structuring advice, reviewed the Management, Licensing and Trademark Agreements, drafted the corporate documents, drafted the Land Lease, conducted a land due diligence, and advised APB/Heineken on all phases of the project. DFDL also advised on a parallel corporate structure for the importation and distribution of Heineken and APB brands not produced by the new brewery, which involved the formation of a separate JV Service company and locally owned import and retail company. The negotiations took place in Singapore.
Thailand	Acquisition of Food & Beverage company	<i>Multinational Food and Beverage Group</i>	Due diligence on a Biochemical company for and on behalf of a china-based multinational food and beverage group.
Thailand	Thai Outbound Tax Planning	<i>Boon Rawd Brewery</i>	Regional tax planning of the proposed structures of a Thai brewery seeking to invest in Vietnam, Cambodia, and Myanmar.

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Thailand	Mission Health Food Company – Pathum Thani Facility	<i>Mission Health Food Company</i>	Drafted and advised upon contract formation using an Australian Standards (as4300) form of contract for the design and construction of a new factory installation worth approximately THB 30M.
Vietnam		<i>Andros</i>	Advising on share acquisition by a famous European processed fruits and jam manufacturer of a food processing and trading company in Vietnam
Vietnam		<i>Molenbergnatie</i>	Assisting client in incorporation of company processing agriculture products (coffee, cashew nuts). Bonded warehouse for agriculture products
Vietnam	Fastfood Manufacturing and Trading	<i>An American investor</i>	Advising an American investor on development and operation of an establishment for manufacturing and trading hamburgers and related meat fast foods in Ho Chi Minh City, Vietnam. Responsible for (i) advising on legal requirements for conducting the contemplated business in Vietnam; and (ii) assisting in the creation of a corporation entity for the business; (iii) assisting in drafting and negotiation of lease contracts; and (iv) advising on a day-to-day operational issues. (2013)
Vietnam	Fine-dining Restaurant Operation	<i>L'Embellie</i>	Advising a French investor on development and operation of a fine-dining French restaurant in Hanoi, Vietnam. Responsible for (i) advising on legal requirements for conducting the contemplated business in Vietnam; and (ii) assisting in the creation of a corporation entity for the business; (iii) assisting in drafting and negotiation of lease and other commercial contracts; (iv) assisting in obtaining regulatory permits; and (v) advising on a day-to-day operational issues. (2013)
Vietnam		<i>Green Entrepreneur</i>	Assisting client in establishment of bio waste treatment in Mekong Delta.
Vietnam		<i>Monsanto</i>	Advising Monsanto on their business development and promotional activities in Vietnam.
Vietnam	Proposed investments in Vietnam	<i>New Forests</i>	Advising and assisting an international forestry developer to structure a joint venture with Vietnamese partners for developing a forestry development project in Vietnam. The joint venture is formed by the Developer contributing cash and expertise and the Vietnamese partners being state-owned and private owned companies

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			contributes their right to use forestry land in Vietnam. The Developer and Vietnamese Partners jointly manage the joint venture and the development of the Project and shall be entitled to their share of profit to be generated from the Project. DFDL is responsible for: (i) advice on investment entries and structuring of the investment; and (ii) reviewing/drafting the Project agreements; and (iii) advising on tax implications relating to the development of the Project.
Vietnam	Private Equity Investment	<i>Texas Pacific Group</i>	Texas Pacific Group (TPG) on its proposed acquisition in Masan and other high-profile target companies in Vietnam.
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.
Vietnam	Acquisition of a Major Food Company	<i>Joint-Stock Company</i>	Advised a joint-stock company on its proposed acquisition of a major food company
Vietnam	Franchise joint venture	<i>OpenAsia</i>	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	Food services/Food industry	<i>World Top Ten Catering Service Provider</i>	Advising on adequacy of franchise arrangements as structure for the catering business which a large French catering service provider intends to develop in Vietnam - 2011
Vietnam	VN template of labor contract – template of offshore consultancy contract	<i>International spirit distribution company</i>	Advising an international spirit distribution company in the structuring of its proposed sales and management team in Vietnam, including on contractual employment matters.

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Vietnam	Private Equity Investment	<i>Vietnam Oman Investment Fund</i>	Vietnam Oman Investment Fund on its proposed acquisition a major food company in Vietnam.
Vietnam	Food services	<i>Major Asian restaurant chain</i>	Advising a large Singapore-based restaurant chain in registering its franchise in Vietnam. (current)
Vietnam	Distribution/Food services	<i>Vietnamese Client</i>	Advising a Vietnamese conglomerate (a distribution, food services and real estate investment company) in negotiating a franchise arrangement with a US fast food brand franchisor.