

## ADVISER PROFILE



Name: Rohan Bishayee  
Position: Legal Adviser  
Location: Yangon, Myanmar  
Experience: 2 Years  
Nationality: Indian

## CURRICULUM VITAE

### Key Qualifications:

Rohan is a Legal Adviser based at our Yangon office. His areas of practice include banking & finance, M&A, energy, mining and infrastructure, telecommunications, aviation and general corporate and commercial advisory. He holds a Bachelor of Business Administration and Law, with a specialization in Corporate Law from KIIT University, Bhubaneswar (Odisha) India. He has received numerous awards for academic achievements and excellence in moot court competitions. He is fluent in English, Bangla and Hindi.

### Education:

- **Bachelor of Business Administration and Law (B.B.A LL.B) Corporate Law (Hons.)** (2018)  
School of Law, KIIT University, Bhubaneswar (Odisha), India
- **Indian School Certificate [ISC]** (2013)  
St. James' School, Kolkata (West Bengal), India

### Employment Record:

- **DFDL, Yangon, Myanmar** (March 2019 – Present)  
*Legal Adviser*
- **Myanmar Carlsberg Company Limited, Yangon, Myanmar** (September 2019 – Present)  
*Secondee Counsel*
- **DFDL, Yangon, Myanmar** (August 2018 – February 2019)  
*Junior Legal Adviser*

## Details of Major Projects Undertaken

Myanmar

Aviation

Experience in the aviation sector involves assistance on the following projects:

- Assisted the lessor and the ECA financiers on the financing and leasing of one of the largest such leasing and financing aviation projects in Myanmar. Assistance included drafting and negotiation of transactional and security documents. Achieved the closing of the transaction by verifying the completion deliverables and provided a legal opinion on the validity, enforceability and legality of the transaction and security documents.

- Assisted on the cross-border leasing of an aircraft from a Dubai-based company to a private airline operator in Myanmar. Assistance included drafting the various leasing documents, security documents, the deregistration powers of attorney along with the insurance and reinsurance documents. Completion and perfection of the project was duly achieved with delivery of the aircraft taking place.
- Assisted several lessors like Aviation Capital Group and CDB Aviation on their aircraft leasing transactions in Myanmar.

### Banking & Finance and Insurance

Advised several banking and financial institutions (including microfinance companies) in Myanmar. The clients include: the International Finance Corporation (IFC), the Asian Development Bank (ADB), the Belgian Investment Company for Developing Countries (BIO), ANZ, State Bank of India, MayBank, etc. The matters ranged from e-banking, mobile money, credit services, term-loan and working capital financings, securities and derivatives, foreign exchange transactions, trade financing, acquisition and syndicate financing, project financing and more.

Some recent notable transactions/advice include:

- Advising AIA Group, one of the largest life insurance companies to enter into a bancassurance agreement with AYA Bank as one of the first collaborations between a bank and an insurance company in Myanmar. The legal support included a complex advisory process due to the lack of a comprehensive regulatory framework for such collaborations, due-diligence on the bank and advising on the transaction structure and necessary documentation.
- Advised one of the largest French banks up to the bidding stage in the first M&A transaction in the Myanmar banking sector. Assistance included advisory on the acquisition of a minority stake in a local Myanmar Bank and its NBFi subsidiary and a multi-faceted due-diligence process on the Myanmar bank and its NBFi subsidiary. Advised the French bank on potential transactional risks, commercial and practical workarounds to mitigate the risks and complete all relevant and necessary documentation.
- Advising Dai-ichi Life Holdings in obtaining the first foreign life insurance business license in Myanmar. Advised throughout the entire bidding and application process and assistance included high-level advice on the licensing process, structuring advice, legal risk assessment and mitigation strategies, drafting relevant documents and assistance during the tendering process for the license.

### Corporate and Commercial

Advised several companies on their regular corporate and commercial activities. Some of the notable companies include Myanmar Carlsberg Company Limited, Telenor Myanmar Limited, Marubeni Corporation, AIA, JK Papers, Diageo, etc.

Some of the notable transactions/advice include:

- Advised as the regional counsel on one of the first cross-border cruise line M&A transactions in frontier markets. Assistance includes conducting legal due diligence on a cruise line company operating in Myanmar, Vietnam Cambodia and the Lao PDR and advisory on potential acquisition structures in consideration of local barriers to foreign investment in the shipping industry.
- Advised the Wildlife Conservation Society, Myanmar on the establishment and incorporation of the first company limited by guarantee to operate a biodiversity fund in Myanmar - the Myanmar Biodiversity Fund.
- Advised S.F. Express (Overseas) Limited, a group company of S.F. Express (Group) Co., Ltd., the second largest courier service provider in China on its acquisition of a minority stake in a leading Myanmar logistic company called Kospa, an FMI group company.
- Advised Dentsu Aegis Network Limited as Myanmar counsel on its multi-jurisdiction 100% acquisition of Ambient Digital. The Myanmar target was Ambient Digital Myanmar, a leading digital marketing agency.

- Assisted the Ngov Family on its acquisition of Straits Microfinance Limited, a Myanmar microfinance company. The scope included FRD approval for an acquisition of 90% of the shares, documentation and closing assistance.
- Advised a major telecommunication passive infrastructure company on its reorganization of corporate structuring at the parent level.

### Energy, Mining and Infrastructure

Experience in in the energy, mining, and infrastructure sector in Myanmar includes:

- Advised several sponsors on Myanmar’s EPGE’s 1 GW, 30 solar IPP project tender.
- Advising as lenders’ Myanmar counsel on a highly confidential 1 GW plus integrated LNG-to-Power greenfield plant and its 500 KV transmission line.

### Telecommunications

Worked on some notable projects in the Telecommunications sector such as:

- Maintaining Telenor Myanmar’s portfolio on a general retainer basis.
- Advised as the local counsel for the M&A of two of the largest tower companies in Myanmar, with the target having more than 3,000 tower sites across Myanmar. Assistance includes multifaceted due-diligence covering a range of issues from real estate to licensing. Advising on the legal and regulatory aspects of the potential deal structure as part of the pre-bidding stage in connection with the potential M&A slated to be one of the largest M&A transactions in Myanmar in the telecommunications sector.

### Conferences and Publications:

- Published an article titles “Cryptocurrencies in Myanmar: A Risky Affair With No Immediate Potential Going Forward”, Legalico, available at: <https://www.legalico.io/cryptocurrencies-a-risky-affair-with-no-immediate-potential-going-forward/> (July 2019)
- Published an article titled “Myanmar Insolvency Bill” at the International Bar Association Newsletter available at: <https://www.ibanet.org/Article/NewDetail.aspx?ArticleUid=1C77252E-A4B5-4675-A19F-079AE3D2B38E> (February 2019).
- Participated and presented a paper titled “Financing Elections in India” at the “Judicial and Political Perspective on Electoral Reforms in India Conference” at ILS Law College, (Pune-2013).

### Awards and Honors

- **Vice Chancellor’s Medal** from KIIT University for securing the highest CGPA in B.B.A LL.B (Corporate Law Hons.), November 2018
- **Student Achievement Award** from KIIT University for outstanding mootng skills, February 2016.
- **Best Memorial Award** at the “5th Lex Omnia Moot Court Competition- NALSAR University of Law” (BITS Pilani, Goa) November 2016
- **Best Speaker Award** at the “3rd National Moot Court Competition” (IMS Unison University, Dehradun) September 2015

### Professional Certifications

- Successfully completed the Foundation Programme of Institute of Company Secretaries of India (ICSI). [Registration No. 114980508708/2014].

| Languages | Speaking  | Reading   | Writing   |
|-----------|-----------|-----------|-----------|
| English   | Excellent | Excellent | Excellent |
| Bangla    | Excellent | Excellent | Excellent |
| Hindi     | Excellent | Excellent | Excellent |

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