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VCI LEGAL
Local Insights Meet International Expertise

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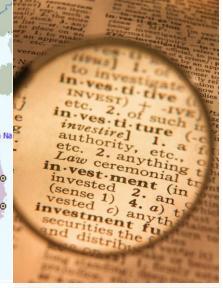






















GLOBAL A

VCI LEGAL INTRODUCTION

- Business Law Firm providing "In-house Counsel Service", specialized legal services for business and some Key Practice Areas
 - Corporations, M&A & Securities
 - Investment and restructuring
 - Banking, Finance & Capital Markets
 - Insurance
 - Real Estate & Construction
 - Petroleum, Mining & Energy
 - Infrastructure, Transport & Logistics
 - Trade Policy & Competition
 - Tax & Transfer Pricing
 - Labor, HR Management & Compliance
 - Alternative Dispute Resolution: Mediation, Arbitration





LOCAL INSIGHTS MEET INTERNATIONAL EXPERTISE?





- A full service law firm with a seasoned team of multi-disciplinary professionals
- in-depth understanding of the legal system, business environment, and cultural background in Vietnam.
- Offices: Hanoi and Ho Chi Minh City
- Professional staffs: 25
- Languages: Vietnamese, English, Japanese, French, Chinese, Korean





INTERNATIONAL AWARDS



Legal 500, Chambers & Partners, IFLR 1000 and Legalese's Tax Director Handbook (global legal directories & ranking agencies) and **1000** international professional magazines list VCI Legal among the top law firms in Vietnam for: M&A, competition laws, banking and corporate, insurance, taxation, intellectual property, investment,















Acquisition International Magazine:

- Vietnam Corporate Law Firm of the Year 2012-2014,
- M&A Vietnam Law Firm of the Year 2013,
- Real Estate Law Firm of the year 2012-2013

ACQ Global Magazine:

- Vietnam Banking & Finance Law Firm of the Year 2012-2013
- Vietnam Capital Markets Law Firm of the Year 2012-2013
- Vietnam Corporate Law Firm of the Year 2012-2013
- Vietnam M&A Law Firm of the Year 2012-2013
- **Financial Monthly –** *Law Firm of the Year 2011-2013*
- **Corporate LiveWire** M&A Vietnam Law Firm of the Year 2012-2013





SERVICES OVERVIEW

- Full-service business law firm: business-oriented approach to meet our clients' needs:
 - Finance, Legal & Stock Market Engineering Service™
 - Investment Structuring & Placement®
 - Legal, Compliance & Risk Management Service®;
 - Intellectual Properties Strategic Management Service®
 - IP Enforcement Service®

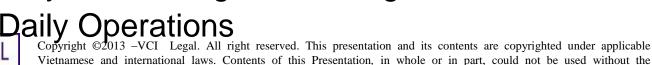




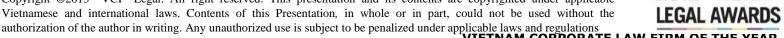
SERVICE OVERVIEW | 1



- Corporate, Finance, Tax and Litigation on the "In-house Counsel Services"® platform
 - Legal and Financial Advisory Services
 - **Project and Contract Negotiation**
 - **Drafting & Translation**
 - Due Diligence
 - Registration procedures
 - State & Local Government Relations
 - Regulatory Compliance
 - In-house training & workshops
 - **Project Planning and Management**







WHAT SETS VCI LEGAL APART?



- A "Can Do" Attitude combining with a "Know How"
 Capacity
- True sense of "Lawyer for business" independent legal professionals who were trained & practiced in international environment
- Most key personnel are lawyers with in-house counsels experience and deep "local" business insights,
- Not only legal practitioners but also business managers who are willing to bring "some skin in the game";
- Strong professional & cultural background;
- Committed to provide not only the best legal services but also the most effective & practical business solutions;
- Team player and partnering with clients in resolving business issues







THE TEAM APPROACH

Our collective approach is to use our team member's expertise to maximize the clients' benefit:

- Understanding the commercial drivers and business issues
- Identifying key stakeholders
- Identifying key deal drivers
- Focusing on value drivers to maximize value and minimize risks
- Taking an inter-disciplinary team approach











SOME TYPICAL CLIENTS

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LEADING FIRM







BANKS & FINANCIAL INSTITUTIONS

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MINING & ENERGY

































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TECHNOLOGY & HEAVY INDUSTRY



















































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REAL ESTATE & CONSTRUCTION









































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FMCG & LOGISTICS







































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HEALTHCARE & NUTRITION























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FRANCHISING, IPR & LICENSING





























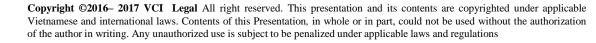












DRP CLIENTS & EXPERIENCE*



























































Key Business Issues & Services

Banking & Finance | Capital Markets







BANKING & FINANCE ISSUES

- The financier-borrower relationship and key governance issues in banking and finance transactions
- Building blocks of banking and finance transactions
- Law relating to guarantees and security interests
- Legal design of more 'advanced' banking and finance transactions, including multi-bank facilities and securitizations and legal design of credit derivatives









BANKING & FINANCE

Key tax drivers to the deal

- Direct acquisition by Vietnam company vs. intermediate holding company
- Legal instruments lenders have to mitigate the risk of a borrower's default
- Use of double tax treaties
 - Repatriation planning
 - Exit strategy capital gains planning
- Use of offshore financing for the deal
- Entry & Exit strategy







LEGAL REVIEW

- Business licenses and amendments
- Regulatory compliance
 - Any investigations: past, on-going or pending
 - Any correspondence with officials
- Commercial agreements related to business operations
- Sale and Purchase Agreements
- Other agreements
- Legal and regulatory compliance







Project Finance | Legal Services

- Project coordination and management:
 - working with and managing experts of various disciplines
 - Developed project timelines, checklists, milestone targets both internal and external
 - Coordination legal and tax advisor of different jurisdictions
- Develop a corporate & financing strategy to optimize the legal and tax structure
 24
- Detail analysis of numerous holding company scenarios
- Options for developing robust securitization structures
- Drafting and review contract and project documents:
 - Financing contracts;
 - feedstock and off-take agreements
- Developed strategies to optimize customs benefits from equipment procurement







We advise on areas of lending and finance, in particular:

- Leveraged finance
- Real Estate Finance
- Project Finance
- Asset Finance and Leasing
- General Corporate Banking
- Risk Management

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Our wealth of experience and knowledge means that we are able to:

- Deliver technical legal excellence with commercial application
- Take a business solutions-driven approach problem-solving 26
- Proactively identify pitfalls at an early stage of a transaction to manage risk, timing, structure, viability and cost
- Regularly review performance and client requirements
- Match the appropriate level of support for each transaction, anticipating and accommodating changing requirements
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Our banking and finance team specializes in all aspects of **leveraged finance**. We act for a variety of lenders, including banks, venture capital, private equity, investors in arranging funding for acquisitions, disposals and restructurings. Areas of expertise include:

- Drafting deferred consideration documentation such as loan notes (secured, unsecured, guaranteed)
- Advising on inter-creditor and subordination issues (or deferred consideration and layered finance)
- Tax implications of acquisitions and disposals







Our banking team has extensive experience in acting for lenders, developers, investors, and borrowers in large or complex **real estate finance** transactions. We advise on areas such as:

- Development finance
- Property due diligence
- Preparation of property, security and construction documentation including guarantees and collateral warranties.







- VCI Legal has projects experience and offers a full range of advice on large and complex projects.
- We advise on areas such as:
 - Wind power and other renewable energy projects
 - Infrastructure projects
 - Petrochemical and Power Plants
 - Design and build finance
 - Residential accommodation projects, (condominiums and hotels)







- Our banking team is experienced in acting for both lenders and borrowers in asset finance and leasing. We are able to offer advice on structuring asset-based transactions, integrating such borrowing within such broader funding structures.
- We advise on areas such as:
 - All types of asset finance and hire purchase documentation (in respect of ships, aircraft, yachts, machinery and plants)
 - Taking security of particular types of assets including mortgages, guarantees and performance bonds.







In addition to our specialized areas of banking expertise, we also provide clients and financial institutions with **general banking advice**, in particular:

- Drafting facility and security documentation
- Drafting and advising on intercreditor and subordination agreements
- Drafting and advising on guarantees, indemnities and surety documents
- Reviewing and advising on different types of security structures







We also provide clients and financial institutions with an **End to End Risk Management Solution**, in particular:

- Giving proactive, business oriented and creative advice; manage legal risk to make transactions viable and safe; and protect the integrity and reputation of clients.
- Regulatory affairs helps manage regulatory policy risk. It facilitates clients' communication with regulators and external policymakers.
- Compliance advances lawful and ethical business conduct to maintain clients' integrity and reputation. It prevents and detects violations of law through identifying and managing financial services regulatory risk.







Privatization ("Equitization") & Listing



IPO & STOCK MARKET ENGINEERING







RESTRUCTURING | Legal Services

- Representing clients in all legal related issues: shareholder's meetings; registration;
- Restructuring, equitization & listing on stock exchanges;
- Disclosure of information for puplic & authority
- Drafting documents & perform relevant legal procedures for restructuring, securitizing & listing;







IPO & LISTING | Legal Services

The Consulting Group offer documentation & advisory services for:

–Public Offering – Privatizing:

- Advising on public offering & underwrite of share /bond
- Listing on local & international Stock Exchange (HKEx, SGX, KRX, TSE, ASX, AIM, CSX, LSX)

-Listing services

- Managing shareholders through depository & broking services;
- Advising on securities investment;
- Reports of economic research, finance & stock exchange analysing reports;
- Other service related to stocks & stock exchange voted "Vietnam Corporate Law Firm of The Year" by







Private Placement | Legal Service

- Offering to sophisticated investors: debt, equity and hybrid securities
 - Identify Investor: insurance companies, pension funds, mezzanine funds, stock funds and trusts;
 - Pre-Offering Structuring: company share & debt structures, including Convertible Bonds, Bonds with Warrants, Depositary Receipts;
 - Document Creation: Private Placement
 Memorandum; Subscription Agreement; Promissory
 Note
- Filing & Marketing voted "Vietnam Corporate Law Firm of The Year" by









IPO & Capital Markets Experience

- **KOLAO Holdings** advised on auto manufacturer's KRW5.2bn IPO, 1st Laotian company to be listed on KRX, 2010.
- New Pride Corporation advised on U.S. intermodal transportation company's listing on KOSDAQ, the 1st U.S. company ever to be listed on KRX, which raised US\$ 12.1mn, 2009.
- Louis Valentino Porcellanato advised on Cayman Islands company's (Foshan and Inner Mongolia operations) corporate restructuring and proposed listing on KRX.
- Shenzhen ChinaLight advised on Chinese LED lighting company's proposed KRX listing.
- Tasman Tech Holdings (HK) advised on their proposed listing on KOSDAQ.
- China Ocean Resources advised on Chinese fisheries company's listing on KOSPI (3rd ever Chinese company to be listed on KRX), which raised US\$ 46.3mn, May 2009.
- M-Net Media and CJ Corporation on the issuance of CB and BW (KRW







Experience & Track Record

M&A - Project Finance Experience in International and Local Markets









Project Finance, M&A and Investment Consulting



- Coordinated with technical experts on various design options for the refinery to develop a strategy to optimize the legal and tax structure
- Coordinated foreign legal and tax advice through 4 different jurisdictions in project finance works
- Prepared detailed analysis of numerous holding company scenarios
- Prepared options for developing robust securitization structures
- Reviewed and commented on feedstock and off-take agreements
- Developed project timelines, checklists, milestone targets both internal and external for the client
- Developed strategies to optimize customs benefits from equipment procurement
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Project Finance, M&A and Investment Consulting | 1



- Oil and Gas Refinery in Russian Federation 1.8 billion
 - Project manager
 - Developed legal structure
 - Developed innovative tax and customs strategies to maximize cash flow
 - Drafted business plan
 - Assisted with developing various financial models based on various scenarios
 - Drafted and Reviewed legal agreements
 - Drafted correspondence to various banks, government authorities
 - Represented client at various financing road shows
 - Negotiated contractual terms







Project Finance, M&A & Investment Consulting | 2



- Oil pipeline project Caspian Region Kazakhstan 300 mill.+
 - Prepared strategy to minimize permanent establish risk for EPC contractor
 - Prepared advice on various options to increase offshore financing with minimal adverse tax impact
- Petrochemical plant Russia
 - Prepared advise on obtaining maximum tax incentives
 - Prepared advice on VAT and customs
 - Reviewed EPC contract
- Power plant Korea- 100 mill.+
 - Advised BP on tax incentives
 - Developed strategy to maximize opportunities for obtaining technology incentives
 - Reviewed purchase agreements
 - Reviewed EPC agreements
 - Advised on ad hoc tax issues







Project Finance, M&A & Investment Consulting | 3



Power plant - 100 mill+

- Advised BP on tax incentives
- Developed strategy to maximize opportunities for obtaining technology incentives
- Reviewed purchase agreements
- Reviewed EPC agreements
- Advised on ad hoc tax issues PE advice, VAT issues

Petrochemical plant

- Reviewed agreements
- Drafted various clauses related to representations and warranties, force majeure and termination of the agreement









Project Finance, M&A and Investment Consulting | 4

Power Plant - EDISON Electric

- Developed Legal structure for the project
- Reviewed relevant drafts of contracts
- Tax structuring to reduce US tax exposures and local legal, regulatory and tax issues
- Drafted tax clause provisions
- Advised on tax treaty issues

Power plants: South America - Chile, Argentina, Peru

- Sempra Energy
- Developed Legal structure for the project
- Reviewed relevant drafts of contracts
- Tax structuring to reduce US tax exposures and local legal, regulatory and tax issues
- Advised on tax treaty issues
- Drafted tax clause provision









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Project Finance, M&A and Investment Consulting | 5

- Pusan Port Project 100 mill+ | advised EPC contractor
 - various tax issues & transfer pricing issues
 - obtaining various licenses from Construction Ministry
- Toll Road Project 100 mill+ | advised Investment bank
 - investment in Korea
 - reviewed contracts and security structure with a focus on withholding tax, VAT and customs cost
 - optimize the financial modeling
- Toll Road Project 50 mill+ | advised Investment bank
 - investment in Korea
 - reviewed contracts and security structure with a focus on withholding tax, VAT and customs cost
- optimize the financial modeling









Project Finance, M&A and Investment Consulting | 6

- Oil refinery Caspian region
 - Prepared legal structuring and financing options to maximize cash flow and minimize tax costs in the early years of the proposed project
- Sakhalin Island LNG gas project
 - Advised Korean EPC contractor
 - Reviewed EPC agreement
- Assisted client in preparing business plan to obtain initial funding of 20 Mil. USD from Korean Exim Bank
- Acquisition of a 20 million USD training operation in oil and gas industry over a 6-week period reviewed and advised on all aspects of tax and regulatory compliance







Project Finance, M&A Investment Consulting | 7



- The acquisition of a beverage company in Vietnam by a foreign investor tax due diligence
- The acquisition of a 80 million USD telecommunications company over a two week period |tax due diligence
- Transfer pricing consulting review of a major state owned company in the O&G industry worth over 100 million US\$ Advised on transfer pricing and cross border transaction issues
- Legal due diligence on a 1.1 billion dollar telecommunications acquisition in Southeast Asia
- Experience in tax structuring over fifty major cross border acquisition projects in Europe and Asia over a period of ten











Project Finance, M&A & Investment Experience | 8

- Legal, withholding tax and customs advice related to the Lao market over – various projects over a two year period
- Including preparation of a comparative study of the investment laws of Laos. Responsible for advising on key issues related to the Lao market for both a mining and a well-known logistics company
- Assisted US Government Energy officer as technical expert in preparing year end report on project finance and general business opportunities in the petroleum industry











29/03/2021

Bond Issue - Fund raising - Private Placement - Deal Making

RECENT EXPERIENCE IN VIETNAM

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- Equalization & private equity of a US\$ 400 million beverage and fast-moving-consumer-goods group in Ho Chi Minh City and Binh Duong
- A US\$ 80-million project finance for Cat Lai Port complex between local developer and the UAE investment fund
- A US\$ 120-million project-financing arrangement for commercialresidential real estate project in satellite districts of Ho Chi Minh City
- Commercial Real Estate Development
 - A US\$ 2.5 bil. 22 ha office-commercial-entertainmentresidential complex in CBD of HCMC
 - New World Hotel HCMC
 - Novotel HCMC: Central Plaza Group
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SECURITIZATION

Asset-Backed Securitization

- KUMHO ASIANA PLAZA Vietnam Real Estate JVC equity acquisition financing ABCP.
- Acquisition financing for LEGEND HOTEL

Securitization of Bad Debts

- Vietnam DATC NPL Securitization
 - (Establishing BCC amongst WOORI F&I (Korea), CLEAR WATER (US), and VIETNAM ASSET MANAGEMENT Company, to purchase NPLs in respect of VietComBank to acquire management rights through additional capital contribution
- Acquisition financing HYUNDAI SWISS Savings Bank







Project Finance, Real Estate & Investment Experience | 1



Resort, Entertainment & Tourist Development

- Phan Thiet Golf Resort & Entertainment Complex: 600 ha
- Berjaya Jaya Resort in Jeju Island (KRW 72bn)
- Starwood Casa Jeju Project -50 ha
- Serenity Fusion Alya Hoi An 30 ha
- Phu Quoc Spa Resort 25 ha
- Mango Bay Phu Quoc 25 ha

Infrastructure

- New township & bridge in Hoi An, Cua Dai: 2200 ha USD 2 bil.
- Industrial Parks in Long An HCMC Hanoi (150- 300 ha)
- New township Con Tien An Giang: 700 ha USD 400 mil.
- An Giang inter-provincial highway
- Industrial Park Tay Ninh: 450 ha, USD 250 mil.
- Nha Be and Cu Chi New City Development USD 60 mil







CORPORATE BONDS ISSUANCE

International Experience

- •Advised TRISEAS KOREA II on their global bond offering of US\$15M in Manchester Securities' bonds.
- •Advised Standard Chartered Bank and CJ Corporation regarding their bond purchase of US\$40M in M-Net Media-issued convertible bonds and bonds with warrants.
- •Advised UDIGM on their US\$80M USD-denominated global bond offering settled through Euroclear.
- •Advised a Chinese fisheries company on their issuance of US\$60M in *Arirang Bonds* (won-denominated bonds) to a Korean Asset Management Company, as a pre-cursor to their IPO listing on the Korea Exchange









CORPORATE BONDS ISSUANCE

Vietnam Experience

- Advise VIB on issuing US\$ 500 million international bonds. Giving opinion on Vietnamese laws regarding the deal and its components;
 - Reviewing all relevant and necessary documents, including the Prospectus, Issuing Agreement and Placement Agreement;
 - Negotiating with involving parties to have those documents finalized and signed;
 - Working with the deal advisor in all other aspects of the deal, such as: roadshow, getting Moody rating, etc; 53
 - Dealing with any legal issue arising throughout the process.
- Advise VIB on issuing VND 1,330 billion domestic bonds.
 - Drafting and finalizing all relevant documents including, but not limited to, the Prospectus, Subscription Agreement, Place Agreement and all necessary internal approvals and authorizations:
 - Negotiating with parties involved to have the documents finalized and signed;
 - Dealing with any legal issue arising through out the process;
 - Giving legal advice to VIB functions involved such as Treasury and Accounting.
- Advise & drafting Bond Issuance Agreement for Phu Cuong Son Co. Ltd. To raise fund from international investors/lenders









Clients & Experience FINANCIAL INSTITUTIONS



































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Clients & Experience FINANCIAL INSTITUTIONS LE





















































Clients & Experience











Hana Daetoo Securities































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Client – Experience in **Project Finance & M&A**

- BLACK & VEATCH INTERNATIONAL (USA/Vietnam) [2004-Present]: advise in various project finance works for infrastructure and energy projects in Vietnam
- WBL CORPORATION / WEARNES INTERNATIONAL (Singapore) [2005-2007]: represent the Group in securing water treatment BOT ventures in Vietnam.
- GIA HEN INTERNATIONAL CO., LTD. (Taiwan) [2001-2002]: M&A bid of a local Vietnamese joint stock commercial bank.
- FORMOSA TAFFETA CO., LTD./FORMOSA PLASTICS GROUP (Taiwan) [2000-2002]: US\$300 million investment in Vietnam
- BANK SINOPAC (Taiwan) [1999-2000]: a US\$20 million acquisition of bank in Vietnam.
- COMSAT (USA) [1996-1997]: FIRST COLONY LIFE INSURANCE COMPANY; AT&T (USA) [1994-1996]







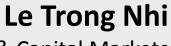
MANAGEMENT TEAM





Tuan A. Phung Esq.

Managing Partner | Corporate & Legal



Managing Director | Banking & Capital Markets





Kent Wong Esq.

Partner | Head of Banking & Capital Markets







Tuan Phung, Esq. Managing Partner



A graduate of Northwestern University, Chicago, Mr. Phung is among a few professional lawyers who are well-trained and have extensive experience in both law and business in Vietnam

- Currently serving as the Hon. Consul General of Finland in HCMC and VAFI Vice Chairman and General Secretary of FICAC his international experience provide him with a unique qualification as a business executive and a legal expert
- He engineered the "In-house Counsel Service™", "Finance, Legal and Stock Market Engineering Services" and various specialized legal services for multinational companies.

Mr. Phung was the General Counsel for **UNILEVER Vietnam** Previously, he practiced with **COUDERT BROTHERS** and **DEUTSCHE BANK**

Tuan Phung also has the experience of advising many banks & financial institutions such as Standard Chartered, CLSA, Credit Agricole, Commonwealth Bank, Eximbank India, Bank of India, Overseas Bank Of India, EAB, VIB, Sacombank etc.









Nhi Trong Le | *Managing Director*Banking & Capital Market



Experience

Administration System Analysis in Bank of America, San Francisco;
 Arthur Andersen, NY; Associates Financial Corporation, Chicago;

Consulting in Banking & Financial Structures:

- Capital Market and Economic Development Strategy, Credit
 Lyonnais Securities Asia; Representative Director in Vietnam for Deutsche Morgan Grenfell, Deutsche Bank,
- Chief Advisor on capital market: State Bank of Vietnam
- Internal Financial Structure: HCMC Housing Development Bank;
 OCB Orient Commercial Bank; DONG A Bank; ACB; HSC; PSI PetroVietnam Securities; PetroVietnam Bank (Hong Viet);
- External Financial Structure: CLSA (Credit Lyonnaise) Country Advisor for Vietnam Credit Agricole
- Establishment of Financial Institutions in Vietnam: Credit Lyonnais;

 Deutsche Morgan Grenfell (Deutsche Bank); PVFC; An Binh

 Bank; PV Securities; PV Bank; Providential Securities, USA

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Kent Wong, Esq. | Partner Head Of Banking Practice & Chinese Team

Kent is the head of the Banking & Capital Markets team at VCI Legal. Previously, Kent was a senior foreign attorney and partner at APEX LLC, a first tier law firm in Korea.

- "IBA Fellow in International Legal Practice" by the IBA and the College
 of Law, England & Wales in 2010 and named an Asialaw Leading
 Lawyer in Banking & Finance/Capital Markets (Korea) in 2012 & 2013
- fluent in Cantonese and can communicate effectively with Chinesespeaking clients
- Kent represents major Korean financial institutions investing overseas (especially in ASEAN countries) as well as foreign clients with business interests in Korea and Vietnam.
- Worked for several years at JLT RISK SOLUTIONS (US branch of JARDINE LLOYD THOMPSON, a major UK reinsurer) as a risk and compliance manager and he has practiced at top law firms in the US, Korea, New Zealand and Cambodia.
- Kent served on the Board of Directors of The Kiwi Chamber in Korea (New Zealand Chamber of Commerce) between 2009-2011









Son V. Nguyen | *Director*Banking & Corporate Practice HCMC

- Prior to joining VCI Legal, Son has worked for major international law firms in Vietnam, such as Phillips Fox (Allens Linklaters) and Indochina Legal. He also was the head of Legal & Compliance Department at Vietnam International Bank (VIB) & SeABank for many years.
- With over 15 years of experience, Son represents clients on a wide range of practice areas including banking and finance, investment, corporation, M&A, securities, taxation as well as real estate.
- Son's scope of expertise covers issues related to compliance, due diligence, debt collection management, corporate governance, restructuring, private equity and banks' rights and interest protection.
- Son has extensive formal trainings and experiences on credit risk management & compliance matters such as the Basel Accord and relevant issues
- Regarding international arbitration rules, Son's PhD thesis focus on the New York
 Convention 1958 vis-à-vis interpretation by national courts of member countries. The
 thesis aims to ascertain doctrinal and theoretical problems associated with the
 Convention's ambiguities such as inconsistent application of the Convention within and
 across jurisdictions

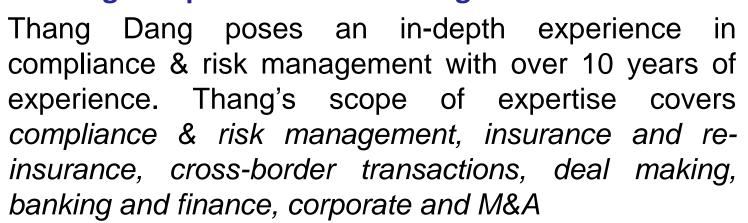








Thang C. DANG | Senior Counsel Banking Compliance & Risk Management



- Before joining VCI Legal, Dang worked for[®]many multinational companies and financial institutions in Vietnam
 - Head of Compliance for Vietnam & Indochina market Standard & Chartered Bank;
 - General Counsel Samsung Electronics Vietnam
 - Regional Compliance Officer at Siemens Vietnam
 - Legal Manager Golden Bridge Securities and Asset Management
 - Senior Compliance &Legal Officer Prudential Assurance Vietnam







More Questions?





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LOCAL INSIGHTS MEET INTERNATIONAL EXPERTISE





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