

1 July 2007

DFDL Mekong – Project Finance, Secured Lending & Banking

The lawyers working with DFDL Mekong have the following experience:

PROJECT	CLIENT	DESCRIPTION OF PROJECT AND MLG/DFDL'S INVOLVEMENT
VIETNAM		
<i>Sponsoring Consortium - Phu My 2-2 Gaz Power Project</i>	<i>The Sponsors</i>	Implementation of BOT Project Acting as local counsel to the Sponsors in namely Electricity of France (EFF), Sumitomo and TEPCO in relation to a gas power project worth approx US\$ 400 million. Responsible for assisting the Sponsors in negotiations with the lenders in relation to financing for the project and Vietnamese authorities in relation to formation and implementation of the project; and preparing lending agreements, security documentation and legal opinions (1999 - 2006).
<i>Japanese Bank – Credibility assessment</i>	<i>The Lender</i>	Due Diligence for Credit Loans Completing a comprehensive Due Diligence Report on behalf of a Japanese Bank over the operational status of Vietnam Coal and Minerals Group (" Vinacomin "). The due diligence serves as the ground for the Bank to grant a large-size credit facility to Vinacomin. Responsible for interviewing Vinacomin's officers and preparing the Due Diligence Report on the operational and financial status of Vinacomin (2006).
<i>ASEM Governance</i>	<i>World Bank</i>	Bank Governance Advising the State Bank of Vietnam (" SBV ") on the review and improvement of corporate governance practices of commercial banks (State-owned, joint stock and foreign banks) licensed to operate in Vietnam. Responsible for reviewing existing corporate governance practices and Vietnamese regulatory framework on bank governance; drafting a decree which will replace the current Decree 49 on management of commercial banks in Vietnam; and providing training on bank governance (2005-2006).
<i>Vietcombank</i>	<i>World Bank</i>	Restructuring of Vietcombank Advising the Bank for Foreign Trade of Vietnam (" Vietcombank ") on its restructuring plan anticipating privatization. Responsible for designing organizational reform options; drafting a charter, sample pledge and mortgage contracts, byelaws, lending regulation and regulation on internal audit (2005).

PROJECT	CLIENT	DESCRIPTION OF PROJECT AND MLG/DFDL'S INVOLVEMENT
<i>PetroVietnam – International bonds</i>	<i>The Offerer</i>	<p>Offering of International Bonds</p> <p>Acting as legal counsel to the Oil and Gas General Corporation of Vietnam (“PetroVietnam”) on the project for offering international bonds at New York Market. Responsible for preparing a due diligence report on the status of PetroVietnam and advising on legal issues relating to the issuance of international bonds (2002 - 2003).</p>
<i>French Bank – Bank Financing</i>	<i>The Lender</i>	<p>Bank Financing</p> <p>Advising a French bank on granting finance to PetroVietnam (a loan of more than US\$10 million). Responsible for reviewing the facility agreement; completing a due diligence on the borrower's status; and checking the completion of Pre-Conditions and issuing legal opinions (2003).</p>
<i>French developers - Financial Restructuring</i>	<i>The Sponsor</i>	<p>Financial restructuring</p> <p>Advising a French company on the financial restructuring of their several five-star hotels in Vietnam, including the revision of 5 facility agreements and security packages which are executed with a State-owned Bank in Vietnam (2003).</p>
<i>French Finance Company - Operational Financing</i>	<i>The Lender</i>	<p>Operational Financing</p> <p>Advising a French finance company on granting finance to a Vietnamese entity (a loan of more than US\$10 million). Responsible for reviewing the facility agreement; assisting in negotiations with the borrower on the required Pre-Conditions; checking the completion of Pre-Conditions; and issuing legal opinions (2003-2004).</p>
<i>Bank Governance</i>	<i>World Bank</i>	<p>Banking Governance - Drafting of a Manual Handbook on Boardroom Practices for Joint Stock Commercial Banks (“JSB”)</p> <p>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).</p>

PROJECT	CLIENT	DESCRIPTION OF PROJECT AND MLG/DFDL'S INVOLVEMENT
Bank Governance	<i>Asian Development Bank</i>	<p>Corporatisation and Corporate Governance for equitized State-Owned Enterprises ("SoEs")</p> <p>Advising the SBV, Steering Committee for Economic Reform and the State Securities Commission on a project for the improvement of corporate governance practices for equitized SoEs and JSBs. Responsible for developing a Code of Best Practice in Corporate Governance for Vietnam and a model Charter for joint-stock companies and JSBs; and providing extensive advising and training to senior management, CEO and members of board of directors of banks on the model Charter and best practices in corporate governance and, role and duties of members of board of directors (2001 - 2002).</p>
Bank Restructuring	<i>World Bank</i>	<p>Restructuring of Commercial Banks</p> <p>Advising the SBV on the restructuring of the banking sector, Vietnam. Responsible for providing advising the SBV on the reorganization of State-owned Commercial Banks and JSBs and for the creation of an assets management company (2000)</p>
Hanoi International Hospital	<i>French Investing Group</i>	<p>Acquisition of shares</p> <p>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 (1999-2000)</p>