

Deal List: Project Finance & Secured Lending

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

Country	Client	Project	Description of Project
Cambodia	Credit Lyonnaise and other Creditors Project value: US\$250 Million	Debt Restructure of Cambodian Assets of Major Regional Conglomerate	Debt restructure involved transfer of shares in Cambodian companies to reduce the debt, as well as grant of security interests in various Cambodian assets. We draft all local law documents and advised on all aspects of the restructure in Cambodia.
Cambodia	Credit Lyonnaise, Singapore Branch Project value: US\$20 Million	Financing Expansion of telecommunication	Provide of legal opinion on the legality and security of the loan facility under Cambodian law and practice. Provide legal documentation required for the implementation of the facility, including Share Pledge Agreement; and Conditional Assignment Share Agreements.
Cambodia	DEG Project value: US\$10 Million.	Financing of 4 Star Hotel Project in Siem Reap	Provision of legal opinion on the legality and security of the loan facility under Cambodian law and practice. Provide legal documentation required for the implementation of the facility which included documents such as: - Share Pledge Agreement; - Conditional Assignment of Share Agreement; and - Corporate and Personal Guarantee
Cambodia	Financing and Re-financing of Raffles Hotel in Cambodia Colony Adviser and Fairmount.	Colony Adviser and Fairmount.	Advised client and document secured financing of Raffles Hotels in Siem Reap and Phnom Penh. Draft all local legal agreements.
Cambodia	First Commercial Bank (Phnom Penh Branch) Project value:	Loan Facilities	Provide secured loan documents in Khmer and English language. Assessment of the legality of the documentation provided by the

	(US\$100,000 to \$15 Million each)		borrower (individual person and/or corporate). Verification and registration of mortgages at the relevant Land Office.
Cambodia	IFC, DEG, TRIODOS, FMO and ACLEDA BANK Project value: US\$25 Million project	Equity and Debt Financing of Transformation of Microfinance institution to Commercial Bank	Lead Project Counsel for conversion of micro finance institution into a rural development bank. Advise on all aspects, including banking laws and regulation, Business purchase Agreement, shareholder and director liability asset transfer
Cambodia	IFC, Opic, Korean Exim Bank Project Value: US\$90 Million	Financing of 60 MW IPP in Phnom Penh	Provide full scope of advice related to project as lead local project counsel, including Government payment guarantees, passage of law enforcing NY Convention, Implementation Agreement, Power Purchasing Agreement, Fuel Supply Agreement, Construction Agreement and related documents.
Cambodia	Import Export Bank of Thailand Project value: US\$15 Million	Air Traffic Control System - Project Finance	Provision of legal opinion on all aspect of laws on the proposed offshore loan facility. Provide legal documentation required for the implementation of the facility which included documents such as: - Share Pledge Agreement; and - Conditional Assignment of Share Agreement.
Cambodia	International Finance Corporation Project value: US\$2 Million	Super Luxury Boutique Hotel in Siem Reap, Cambodia	Advised client and document secured financing of hotel project in Siem Reap. Restructure investment company. Draft all local legal agreements
Cambodia	MPDF/Hagar Soya Ltd Project value. US\$1.3 Million	Financing of Expansion of Soy Milk Factory	Restructure business, form new entity, draft shareholders agreement, advised on all aspects of equity and debt financing. Draft various security documents.
Cambodia	Overseas Chinese Banking Corporation Project value: US\$3,000,000	Project Finance	Provide legal opinion on offshore loan facility to borrower in Cambodia.

Vietnam	Asian Development Bank	Bank Governance	<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.</p> <p>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>
Vietnam	French Investing Group	Hanoi International Hospital	<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>
Vietnam	The Lender	French Finance Company - Operational Financing	<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>
Vietnam	The Sponsor	French developers - Financial Restructuring	<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</p>

			agreements and security packages which are executed with a State-owned Bank in Vietnam (2003).
Vietnam	World Bank	ASEM Governance	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).
Vietnam	World Bank	Bank Governance	Banking Governance - Drafting of a Manual Handbook on Boardroom Practices for Joint Stock Commercial Banks ("JSB")
Vietnam	World Bank	Bank Restructuring	Restructuring of Commercial Banks 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).
Vietnam	World Bank	Vietcombank	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).