



On the ground in Vietnam

Your trusted advisers in Vietnam

Allens is a leading international law firm in Vietnam, having been one of the first foreign law firms to be licensed after the Vietnamese economy opened to the world in 1993. Since then, we have acted on many of Vietnam's most important large-scale projects and commercial transactions.

We are a full service law firm – advising across the complete suite of legal practice areas, including mergers and acquisitions, the development of large-scale energy, resources and infrastructure projects and complex cross-border banking and capital markets transactions.

Our team of international and Vietnamese lawyers is renowned for our ability to examine transactions with both a legal and commercial lens, taking local issues and practice into account. The quality, depth and breadth of our service, coupled with our commerciality and on-the-ground experience, means we have the ability to progress transactions to success.

Our expertise is recognised by our clients and leading independent legal directories. Our Vietnam practice is ranked as a leading firm by Chambers Asia Pacific and as a Top Tier Firm by The Legal 500 Asia Pacific. Our Partners are also recognised by these directories as eminent individuals in their fields.

OUR GLOBAL REACH

Allens' international alliance with Linklaters ensures that we can serve our clients throughout Asia and globally, wherever their business takes them, through a global network of 41 offices across 26 countries. The alignment of our complementary practices means we offer an integrated service to clients, with one point of contact, a unified team drawn from the best resources of each firm and consistent quality advice and support.



Experience you can count on

MERGERS & ACQUISITIONS

Our team is one of the strongest corporate legal teams in Vietnam. We advise, often as the lead international counsel, on many of the most complex cross-border public and private M&A transactions. We are highly familiar with the law and practice in Vietnam and, where necessary, can advise on sophisticated investment structures to achieve clients' commercial needs.

We have acted for a wide range of blue chip companies in Vietnam, including in recent deals:

- **Bain Capital, SK and SeaTown** on their investments in **Masan Group** and its subsidiary, **CrownX**.
- SK and Temasek on their investments in Vingroup and Vinhomes;
- International financial and private equity investors, such as **Actis, Affirma, CVC, Dragon Capital, GIC, Goldman Sachs, Hillhouse, Northstar, Olympus Capital, Openspace Venture, Orix, TA Associates** on their investments across a broad range of sectors, including consumer goods and retail, financial services, fintech, manufacturing, education, logistics and infrastructure;
- **International Finance Corporation (IFC)** and **Asia Development Bank (ADB)** on their equity investment and financing transactions in Vietnam;
- multinational companies, such as **Abbott Pharmaceuticals, Heineken, Hermes, Nissan, National Bank of Australia, PepsiCo, Philip Morris, Qantas, Tetra Pak** and **Tiffany**, on their strategic investments and business expansion projects in Vietnam.
- leading Vietnamese companies, such as **Con Cung, CP Vietnam, Golden Gate, Highlands Coffee, VNG** on their strategic M&A transactions and regional expansion projects;

- top players in the Vietnamese consumer finance market, including **FE Credit, HD Credit Saison** and **Home Credit** on their strategic M&A transactions; and
- international financial institutions, such as **AXA, Commonwealth Bank of Australia, Insurance Australia Group** and **Talanx**, on their strategic investment in Vietnamese banks and insurance companies.

BANKING & FINANCE

We have a market-leading banking and financial services practice. Our dedicated team advises on a wide range of banking and financing transactions - from multi billion-dollar project financings, to cross border corporate, structured and acquisition financing, including debt and equity hybrid instruments such as convertible debt, through to regulatory advice on new banking products for the Vietnam market.

Our banking and finance experience in recent years includes:

- international banks and private credit lenders – **ADB, ADM Capital, Avenue Capital, Bangkok Bank, BNPP Paribas, Credit Suisse, Deutsche Bank, HSBC, IFC, JPMorgan, Qatar Investment Authority, SeaTown, Varde** – on their financing transactions in Vietnam, including to the leading Vietnamese borrowers, such as **Vingroup** and **Masan Group** and their subsidiaries;
- acting as international and local counsel for lenders, borrowers and sponsors on the project financing aspects of many of Vietnam's major projects, such as **BT20 National Highway Project, Mong Duong 2 Power Project, Nghi Son Refinery Project, Vinh Tan III BOT Power Project** and **Vung Ang II Thermal Project**;
- advising international commercial banks and local borrowers on cross-border loans and finance transactions, and on a wide range of regulatory advice on day-to-day banking and finance operations; and
- advising international investment funds on structured debt investments in Vietnam.

Together with Linklaters, we have also acted as counsel for leading Vietnamese banks, **ACB, Vietcombank, SeA Bank, SCB, Techcombank** and **Lien Viet** on their respective exclusive bancassurance partnerships with, respectively, **Sun Life, FWD, Prudential** and **Manulife** and **Dai-ichi Life**.

ENERGY, RESOURCES & INFRASTRUCTURE

Our team is one of the most experienced Energy, Resources & Infrastructure legal teams in Vietnam. We have advised, often as the key legal advisors, many of the leading players in these sectors, including global energy and resources companies and project financiers. We drafted and negotiated the first Government Guarantees and Undertakings Agreement (GGU) for the Nam Con Son Gas Pipeline project in 2001 and key project documents for the first ever power projects in Vietnam, including Phu My 3, which have since been used as templates for subsequent projects in the country.

More recently, we have been at the forefront of the wave of investment in Vietnam's renewable energy sector, including solar, onshore and offshore wind, hydropower and waste-to-energy projects, where we advise greenfield developers, buyers, sellers and lenders.



*They did a great job,
they're one of the rare
firms that can give you
both local counsel and
international
transactional
experience.*

Chambers Asia-Pacific: Vietnam

Key highlights of our experience in Vietnam include:

OIL & GAS

- on upstream and midstream work, advising the foreign parties in the **Block B Gas Project** on its development of offshore Blocks 117, 118 and 119 and **BP** on the **Nam Con Son Pipeline Project**; and
- on downstream work, advising the international investors and project company in the **US\$9 billion Nghi Son Refinery Project**, acting for a Vietnamese Russian joint venture, and subsequently for PetroVietnam, on the US\$800 million EPC contract for the **Dung Quat Oil Refinery** and advising an international lender on its financing of the **Long Son Refinery Project**.

POWER

- with respect to traditional power sources, advising project companies, sponsors and lenders in relation to a number of BOT power projects, including **Vung Ang II, Vinh Tan III, Phu My 3, Phu My 2.2** and **Mong Duong 2** and also advising investors on a number of first-of-their-kind LNG-to-power projects; and
- with respect to renewable energy, advising multinational companies, international private equity investors and financiers and leading regional and Vietnamese companies, such as **Actis, Asian Development Bank, BIM Group, Corio Generation, Enel, Equinor, GE Vietnam, Iberdrola, Mainstream Renewable Power, Orix and UOB Venture Management**, and **RATCH** on their investments in various wind, solar, power and waste-to-energy projects. We also advise corporations on the developing framework for direct renewable energy procurement.

Who to contact

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We advise clients on various **construction and EPC matters** for any energy, infrastructure or resources development project and our team is well versed in the Vietnamese tendering process and construction disputes .

ANTI-TRUST

We have significant experience advising international clients in Vietnam on the full range of competition and consumer law issues, including acting on high profile mergers and acquisitions filings and advising on anti-competitive practices and market power issues.

Our practice combines our on-the-ground expertise in Vietnam with the international expertise of our regional competition law team. This means we are able to access significant expertise to deliver successful outcomes for our clients.

CORPORATE & LICENSING

We advise numerous international corporations on their business activities in Vietnam and are by their side every step of the way as they navigate the highly regulated corporate world in Vietnam. We assist with initial entry into the market and then provide practical advice on the many day to day legal issues that arise in Vietnam. This includes corporate matters, labour law, commercial contracts, advertising and construction..



Always very switched-on and responsive on fast-paced deals. They are creative and are able to look at the big picture to come up with practical solutions.

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