

GENERAL PROFILE

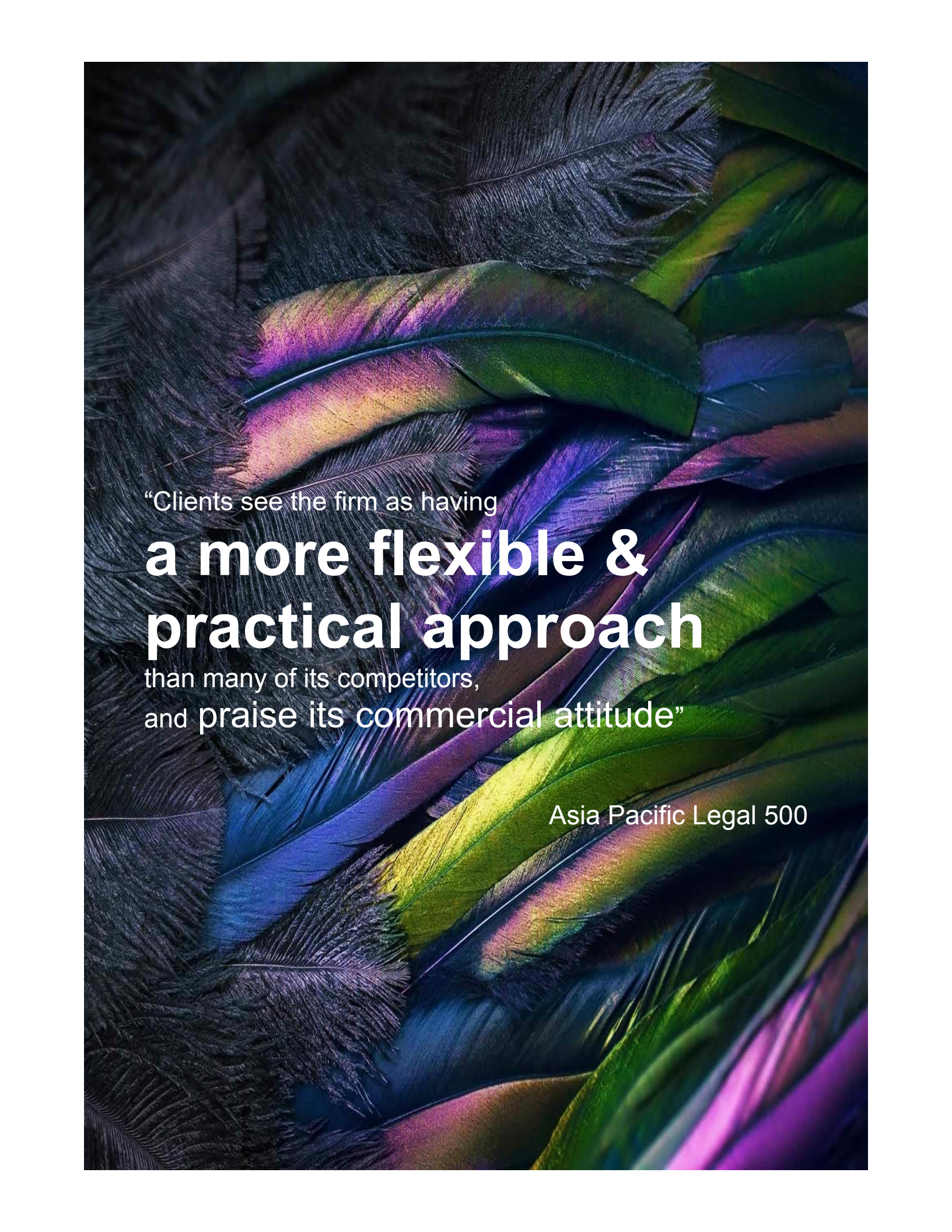
October 2022

Grow | Protect | Operate | Finance

17.10.2022 | Strictly confidential

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“Clients see the firm as having

**a more flexible &
practical approach**

than many of its competitors,
and praise its commercial attitude”

Asia Pacific Legal 500

Dentons LuatViet

Dentons LuatViet is a member of Dentons in Vietnam, the world's largest law firm, with more than 12,000 lawyers in over 200+ locations in 80+ countries. Founded in the late 1990s, Dentons LuatViet has an outstanding reputation as a leader in Litigation and Arbitration, Mergers and Acquisitions, and Corporate and Investment. It is now one of only a handful of global law firms capable of offering clients full-service legal counsel and business solutions in Vietnam. It has more than 40 lawyers and professional staff serving clients from Ho Chi Minh City and Hanoi offices. Before joining Dentons, Dentons LuatViet established excellent working relations with a number of Dentons for years. Now, it has become more solid to support clients not only from Dentons regionally or globally but also assist Vietnamese companies in doing business overseas with full support from the Dentons network worldwide.

Dentons LuatViet focuses on delivering legal solutions practically and efficiently to fully satisfy our clients' diverse demands. Our exceptional service quality begins with our understanding of clients' desires. We then formulate appropriate legal strategies based on our in-depth knowledge of local law and the culture of Vietnam.

Dentons LuatViet has developed a diverse team of extensively educated lawyers and professionals with impeccable qualifications and extensive experience obtained through years of practice in Vietnam and overseas. Our team prides itself on its ability to share the client's vision and handle the legal challenges and difficulties faced by clients doing business in Vietnam.

Dentons LuatViet has been known for years as one of the most prestigious local law firms, dedicated to providing various legal services to our clients in Vietnam.

Dentons LuatViet has significant experience and expertise in the following major practice areas:

- Corporate & Commercial
- Employment and Labor
- Competition and Antitrust
- Dispute Resolution
- Family Office and High Net Worth Management
- Intellectual Property
- Insurance, Finance & Banking
- Mergers & Acquisitions
- Real Estate & Construction
- Securities & Capital Market
- Trade, WTO and Customs
- Privacy and Cyber Security





Corporate & Commercial

Dentons LuatViet built its legal reputation advising clients on corporate and commercial activities.

We have and maintain many leading international and local companies as our long-term clients. According to Chambers Global's directory of top lawyers, "For the corporate work, in particular, Dentons LuatViet is pushing toward the top tier."

Our professional team of lawyers advises clients in the following areas:

CORPORATE ESTABLISHMENT

- Local enterprises
- Wholly foreign-invested enterprises, joint ventures
- Establishment of branches and representative offices
- Offshore companies.

CORPORATE LAW

- Investment agreements, shareholders' agreements, charters
- Corporate secretary services
- Corporate compliance and government relationships
- Settlement of internal corporate disputes.

COMMERCIAL LAW

- Contracts for sale and purchase of goods or services
- Distribution channels, agency, and distribution contracts
- Import & export, warehouse, and logistics
- Vietnam Customs regulations
- Commodities exchange.

LABOR LAW

- Labor agreements
- Collective labor agreements and rules
- Employment confidentiality and compensation
- Labor discipline and compliance.

COMPETITION LAW

- Advice for compliance with the Competition Law
- Seeking and registering exemptions
- Advice, notifications, and registration to comply with the Competition Law for international economic concentration transactions
- Settlement of competition cases.

LEGAL SECRETARIAL SERVICE

- Drafting, fulfilling, and submitting corporate documents relating to the capital contribution of shareholders/partners in enterprises

- Translating documents from Vietnamese into English and vice versa; getting documents certified and notarized by competent authorities
- Searching information and legal documents and updating legal documents for specific or general fields
- Other administrative works, as being specifically requested.

LEGAL SECONDMENT SERVICE

- Appointing experienced attorney(s) to practice at the client's office or operational business location during the secondment period
- Providing consultancy services and carrying out legal affairs-related work
- Advising on licensing matters
- Advising on dispute resolutions and legal issues related to the company's daily operation
- Advising the client on legal compliance exercises.

We assist your businesses in avoiding potential risks related to investments, companies, contracts, litigations, and disputes. At Dentons LuatViet, with more than 20 years of experience in multidisciplinary legal consultancy practice, we commit to providing holistic and coherent legal services to our clients.





Securities & Capital Markets

Dentons LuatViet's team of veteran lawyers with in-depth experience in securities and capital markets can assist clients with securities activities and investment in the Vietnam capital market. Our regular clients are diverse and include leading investment funds, fund management and securities companies, and listed companies.

Our primary practice areas:

- Advising and structuring IPOs
- Advising on listing matters, including the listing of shares and bonds
- Drafting contracts and agreements for securities trading, including unlisted and off-exchange securities trading
- Advising on structuring matters and drafting documents for issuing bonds and shares
- Advising on and drafting project capital funding agreements and syndicated loan agreements
- Setting up domestic and offshore securities investment funds, mobilizing capital, and registering these activities.

Legal Counsel in Offshore Listings

Together with offshore attorneys and financial advisers, we have worked with issuers, sponsors, underwriters in numerous IPO filings on Taiwan Stock Exchange (TWSE), and Singapore Exchange (SGX).

Major scope of work in assisting IPO projects comprise:

- Advising from a Vietnam law perspective in the listing in general
- Conducting the legal due diligence on the Vietnamese entities
- Reviewing the prospectus from a Vietnamese law perspective
- Advising on certain issues of Vietnamese law that may be required by the regulators in support of the listing.





IT'S NOT WHAT WE DO.
IT'S WHAT WE DO

EFFECTIVELY

Mergers & Acquisitions

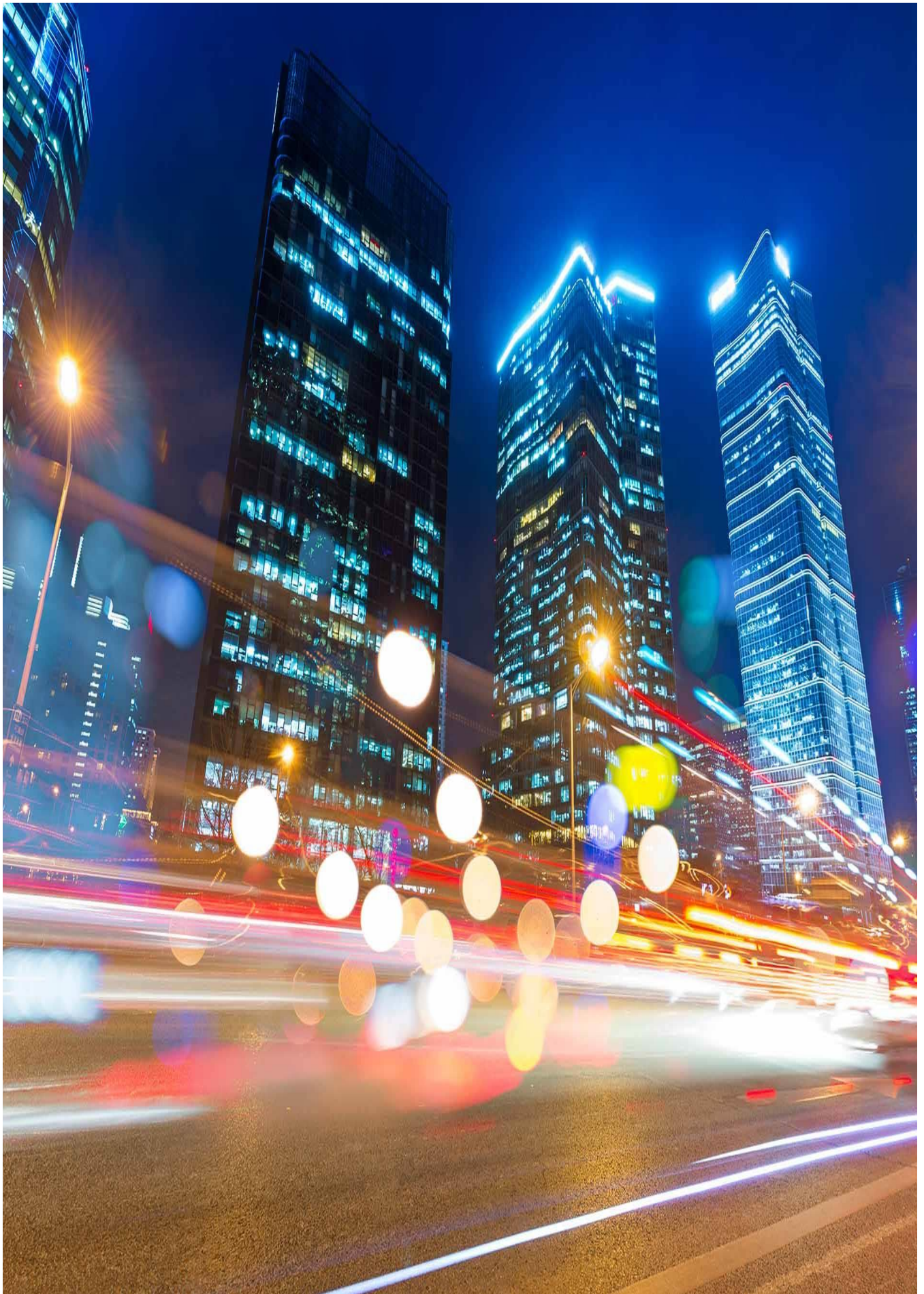
We have handled numerous cross-border M&A cases and obtained much experience in deal structures that make M&A successful in Vietnam. Our clients receive first-rate services from our lawyers, who understand the business ramifications and implications of legal challenges and opportunities.

Our lawyers represent local and international clients on either side of an M&A deal. We have also acted as the Vietnam counsel for leading global firms in large and complex M&A transactions.

Primary practices in M&A:

- Advising on transaction structure
- Conducting legal due diligence exercise on the target company
- Drafting/reviewing term sheets or memorandums of understanding
- Drafting/reviewing the share/assets purchase agreements
- Drafting other ancillary agreements, such as confidentiality agreements, shareholders'/members' agreements, transitional agreements, corporate charters, novation agreements, employment agreements, and internal regulations
- Assisting with the negotiation process
- Assisting with the legal procedures to obtain the necessary licenses and approvals
- Performing the closing and post-closing procedures.





Insurance, Finance & Banking

Dentons LuatViet has been a high-profile law firm in insurance, finance, and banking for over a decade. Our talented lawyers have a wealth of experience advising leading banks and insurance companies in Vietnam and international financial institutions that currently transact with financial organizations and businesses in Vietnam.

Our primary practice areas:

- Advising on the design and development of life and non-life insurance products, including unit-linked products
- Arranging project funding loans and syndicated loans
- Preparing and setting up dossiers and contracts for lenders and borrowers
- Registering foreign loans
- Preparing and registering security transactions
- Advising on government relationships and regulatory compliance.



A low-angle, vertical photograph showing the silhouette of a large construction crane against a dramatic sky. The crane's lattice boom extends from the bottom right towards the top left. The sky is filled with clouds, with a bright, colorful glow (yellow, orange, and pink) near the horizon, suggesting a sunset or sunrise. The overall mood is one of industrial strength and potential.

MINIMIZING THE RISK
**MAXIMIZING
OPPORTUNITIES**

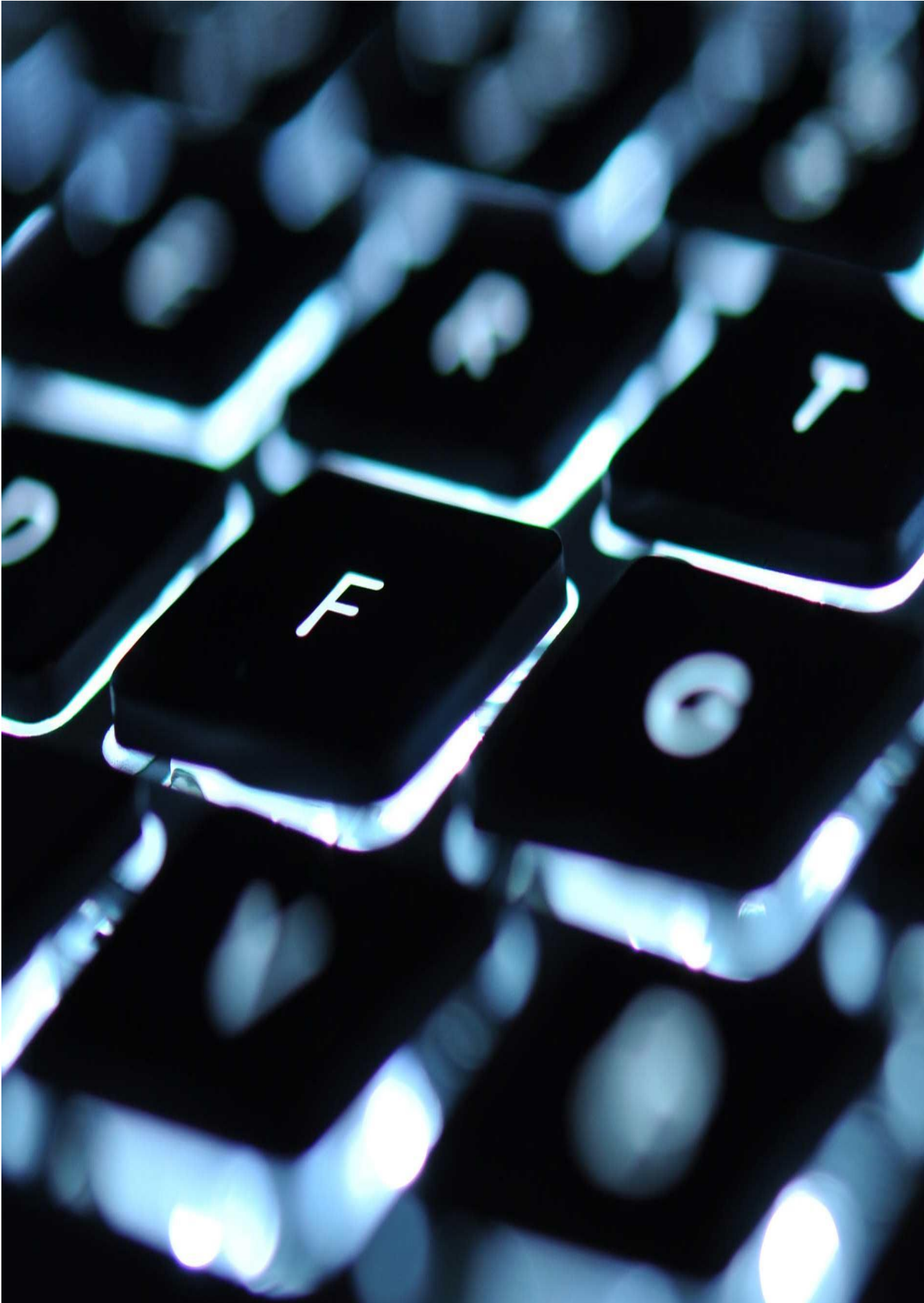
Real Estate & Construction

With profound insight and extensive knowledge, our lawyers are known for advising numerous local and foreign clients, particularly international investors, in infrastructure development and real estate in Vietnam. Dentons LuatViet is proud of our ability to deal with complicated real estate transactions, including structuring, developing, and implementing transactions.

Our primary practice areas:

- Legal due diligence on property projects
- Land allocation, land lease, and transfer of land use rights
- Land clearance and compensation
- Legal advice on funding and selling, and purchasing real estate projects
- Land transfer documents
- Registration of liens
- Issuance of real estate securities
- Establishment and management of real estate investment funds
- Engineering - Procurement - Construction contracts, construction contracts; Build - Operate - Transfer contracts, Build - Transfer contracts, and Public-Private Partnership contracts
- Legal advice on design and construction tenders
- Office and real estate lease contracts
- Lease and real estate disputes.





Intellectual Property

The legal system for intellectual property in Vietnam is undergoing significant changes toward satisfying market demand and international integration. Dentons LuatViet has increasingly improved our practice in this area and is currently advising numerous clients in Vietnam on IP-related issues.

Dentons LuatViet can assist clients with the following services:

- Advising, preparing Vietnamese documents and filing applications for trademarks, inventions, industrial designs, geographical indications and copyrights in Vietnam
- Advising and acting for clients in oppositions/counter-opposition, appeal, cancellation and invalidation regarding IPRs
- Acting as a lawyer to resolve litigation before courts, commercial arbitration or other IPRs enforcement bodies for IPRs disputes in Vietnam
- Advising, drafting, and registering technology transfer, licensing and franchising agreements
- Advising to resolve IPRs counterfeit and infringement
- Advising and representing clients to obtain IPRs protection in foreign countries through the international route (Madrid, Lahay systems) or national route.







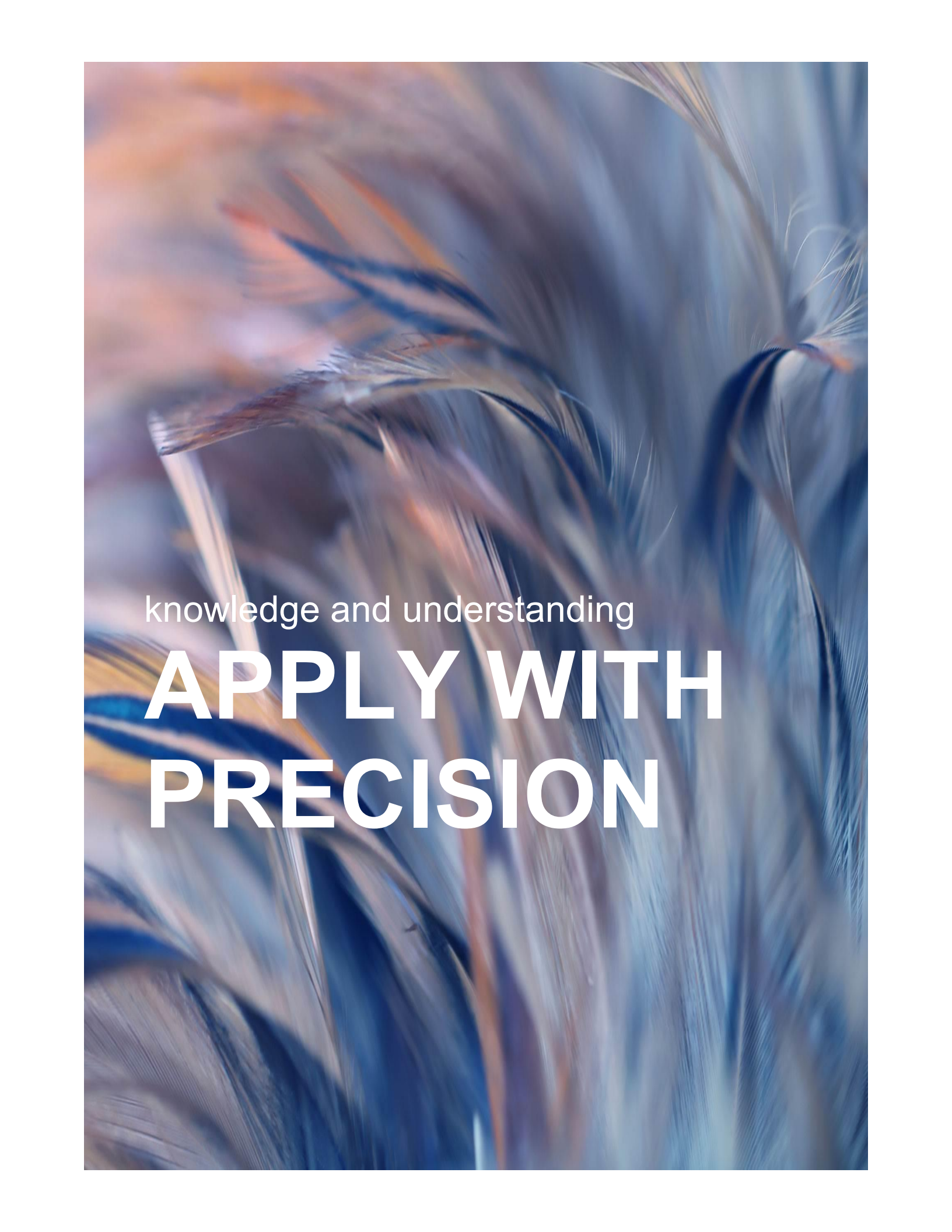
Dispute Resolution

Dentons LuatViet is one of the few leading law firms in Vietnam in commercial dispute resolution in local courts and international arbitrations. For years, we have been ranked as the top litigation law firm by prestigious specialized legal magazines worldwide. We frequently represent both corporate clients and government agencies before arbitration bodies such as VIAC (Vietnam), SIAC (Singapore), AAA (New York, USA), and ICC (Hong Kong-based office).

Dentons LuatViet can provide the following optimum solutions in dispute resolution:

- Resolution of disputes through Vietnamese and foreign arbitrators
- Commercial litigation at all levels of court
- Out-of-court dispute settlement
- Recovery of commercial debts.





knowledge and understanding

**APPLY WITH
PRECISION**

Our Lawyers

Dentons LuatViet has served clients with legal needs in Vietnam since 1999 and maintains a strong reputation for world-class legal services in Vietnam. We are excelling in the practices of Banking and Finance, Corporate and Commercial, Mergers and Acquisitions, Securities and Capital Markets, Insurance, Real Estate and Construction, Dispute Resolution, and Corporate secretarial services.

Dentons LuatViet is honored to be one of Vietnam's top law firms because of our attorneys' legal expertise, professionalism, and profound understanding of local society and culture.

We always share our clients' vision and assist them in doing business safely in Vietnam with high precision and efficiency. Dentons LuatViet has over 40 lawyers and professionals at Ho Chi Minh and Hanoi offices.

They have accumulated extensive experience from leading law firms and government agencies in various industries before joining Dentons LuatViet. Many worked as in-house counsels for multinational corporations, providing Dentons LuatViet with an invaluable understanding of business clients' commercial and legal needs.

The firm emphasizes serving foreign investor clients on their operational needs, which only a few other local firms meet. Dentons LuatViet is reputed for its good working relationships with state agencies and connections in the ASEAN region. The firm and its lawyers are for recording considerable success in helping major international clients navigate the Vietnamese legal environment to advance their regional and global business objectives.



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Fee Schedules

Dentons LuatViet is committed to delivering high-quality legal services to its clients at competitive prices. We provide various options of fee arrangements to be flexible in meeting clients' demands. Please find below the diverse fee structure offered by our firm.

HOURLY RATES

Our firm follows the international practice of charging professional services hourly. Hourly rates for our services vary with the professionalism, seniority, and experience of the lawyers and professional staff that render the services.

RETAINER FEE

This option applies to clients requiring our services regularly and in-house counsel services. Under this format, Dentons LuatViet and the client enter into a Retainer Agreement. We will discuss and agree on a monthly retainer depending on the scope of each company's operations and the client's specific requirements. Clients who enter into such a Retainer Agreement will enjoy our most favorable rates, including a significant discount on our hourly rates.

FLAT FEE AND CONTINGENT FEE BASIS

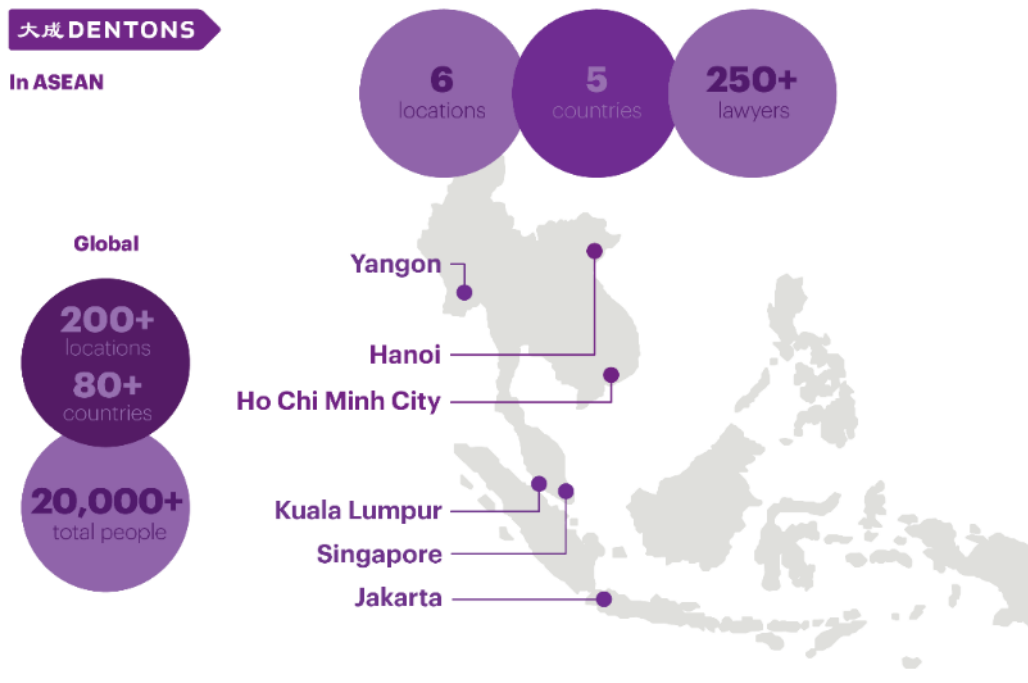
We may apply a flat and contingency fee for cases requiring a wide range of legal services that are not based on an hourly rate. This fee arrangement is often more appropriate for legal disputes and litigation matters, translations, or services involving administrative procedures.

**“Customized to suit
your needs”**

Dentons ASEAN

Why Dentons ASEAN?

The ASEAN (Association of Southeast Asian Nations) region has grown to become one of the most dynamic drivers of today's global economy, since its inception more than 50 years ago. We understand that you may face very different realities of operating within the region, as ASEAN comprises of 10 member states with vastly different cultures, ethnicities, languages, religions, and political histories.



Locations in purple represent Dentons offices.

June 2022

Dentons has an established history in the ASEAN countries we currently operate in – Indonesia, Malaysia, Myanmar, Singapore, and Vietnam. With roots reaching as far back as 1861, our team of skilled and experienced lawyers in each nation are committed to helping you meet your goals. We reflect the diversity of our clients and of the communities in which we work and live. At Dentons, we are attuned to your business needs, and work together to resolve the most complex legal issues that you may come across. Whether you're breaking into new markets, dealing with complex cross-border disputes or solving a business problem, we can help. As your business changes, we change ours as well. We deliver solutions to the challenges that confront you.

Contact Us

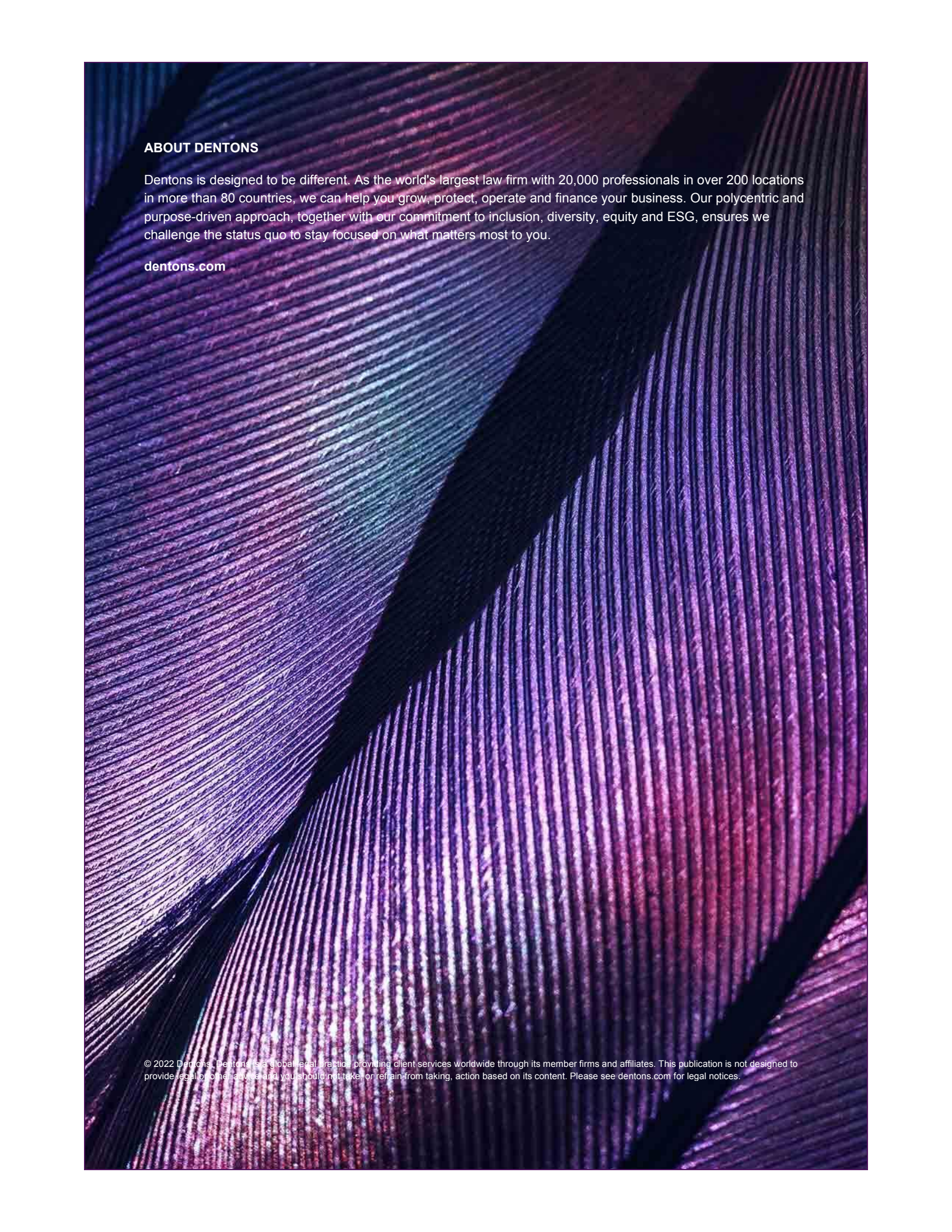
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ABOUT DENTONS

Dentons is designed to be different. As the world's largest law firm with 20,000 professionals in over 200 locations in more than 80 countries, we can help you grow, protect, operate and finance your business. Our polycentric and purpose-driven approach, together with our commitment to inclusion, diversity, equity and ESG, ensures we challenge the status quo to stay focused on what matters most to you.

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