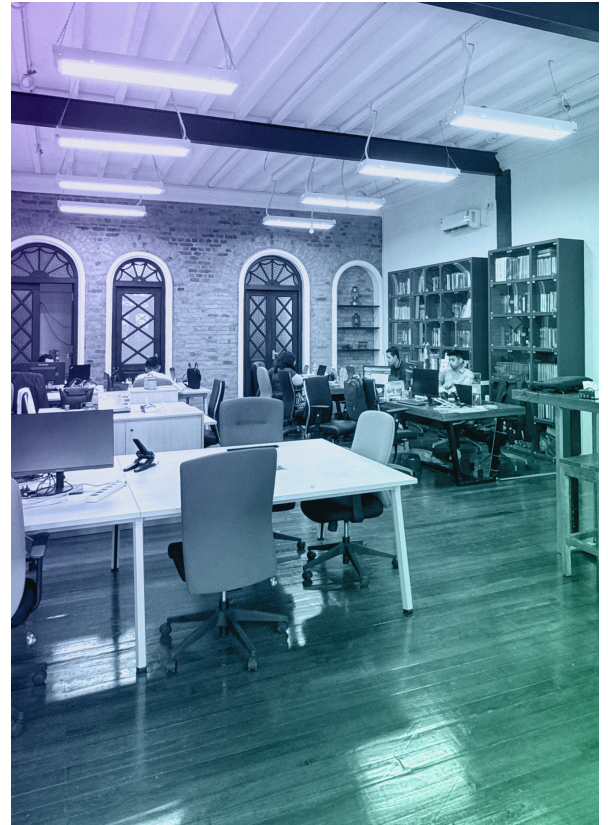


Myanmar

VDB Loi is a leading law firm in Myanmar, boasting a large and multidisciplinary advisory team. The firm is widely recognized as a powerhouse in Myanmar, particularly in foreign investment, M&A, banking, energy, infrastructure, and taxation.

We deliver the local knowledge and unique relationships built up over many years of being on the ground and working with the authorities. This gives your project the edge. A number of government ministries have entrusted their privatizations and transactions to VDB Loi, a mark of our local entrenchment.

VDB Loi's advice is relied upon by international financial institutions, development banks, commercial lenders, governments, and many of the world's leading multinational enterprises. We have been chosen by international financial institutions to act on some of the largest-ever financings in Myanmar.



Bangladesh
Cambodia
Indonesia
Laos
Myanmar
Vietnam

**“Edwin Vanderbruggen advises a number of large energy companies on projects in Myanmar. He also advises international and regional banks and is known for his tax expertise.”
– Chambers and Partners Asia Pacific and Global**

CORPORATE INVESTMENT

- ▶ We advised a grocery and department store giant on structuring its market entry into Myanmar. This assignment, in the midst of a highly dynamic regulatory context, covered regulatory restrictions on foreign ownership, taxation, and various complex land use issues.
- ▶ We assisted a well-known global brewery company with all aspects of its market entry into Myanmar, conducting due diligence, providing comprehensive structuring advice, and handling all project documentation, investment permitting, and licensing.
- ▶ We obtained a very rare MIC permit for the distribution of alcoholic beverages for a multinational brewer.
- ▶ We assisted with the market entry of a global insurance company, obtaining all licenses and permitting, and advising on labor matters and corporate issues.
- ▶ We advised a multinational premium wine and spirits company on its market entry into Myanmar, navigating the regulatory framework for the production of distilled alcoholic beverages, and advising on the investment licensing process and suitable tax structures.

ELECTRICITY

- ▶ We advised the sponsors of a 1,390MW LNG-to-power project (the largest thermal project in Myanmar in development) on all Myanmar law aspects of the project, negotiation of the project documentation, as well as land acquisition.
- ▶ We assisted a European state-owned power project developer on various aspects of a 600MW hydropower project on the Yeywa river.
- ▶ We advised the sponsors on the development of three short-term LNG-to-power rental projects for a total of 900MW, drafting and negotiating the PPA, structuring, and assisting with land acquisition.
- ▶ We advised a Thai renewable energy company on all aspects of the structuring and implementation of the 170MW Minbu solar power project, now in operation.
- ▶ We helped prepare the winning proposal for a 300MW power rental project tendered by the Ministry of Electricity and Energy for two consecutive years. We drafted and negotiated the PPA and other project agreements, secured all permits and the MIC permit.
- ▶ We were selected as sponsor’s counsel for the Shweli 3 hydropower project. We advised on the land acquisition, environmental and social compliance, financing aspects of the project, project structuring, and licensing and permits, among others.

REAL ESTATE

- ▶ We assisted a Japanese multinational developer on its US\$800M urban infrastructure private-public partnership with the Ministry of Construction (Myanmar’s first urban development PPP), drafting project documents, assisting in all negotiations, leading the MIC permitting process, and advising on the corporate and tax structure.
- ▶ We assisted the co-sponsors of a major urban transport and residential project in downtown Yangon.
- ▶ We acted on a US\$250M real estate investment transaction, including on the acquisition of land rights, the joint venture structure, secured financing, licensing, land due diligence, and advice on zoning regulations.
- ▶ We assisted on major aspects of both phases of a landmark mixed-use development project, one of the first of its kind in Myanmar, including on due diligence, land rights, and structuring.

INFRASTRUCTURE

- ▶ We were selected to act as local counsel by a global international financial institution and the Myanmar government on the multibillion-dollar Yangon Elevated Expressway project.
- ▶ We acted as a key local adviser assisting on negotiating the terms of the Kyaukphyu SEZ and deep-sea port G-to-G project, helping the parties find a mutually beneficial way for the project to commence and managing all legal aspects.
- ▶ We advised a Korean Government-owned real estate and industrial park developer, on its joint venture with the Ministry of Construction to create an industrial estate in Yangon Region for Korean manufacturers. We negotiated with the Government counterparts and drafted all project documents.

TELECOMS, MEDIA AND TECHNOLOGY

- ▶ We assisted a major international telecommunications company, a new and major entrant in the mobile network business in Myanmar on its greenfield investment in Myanmar’s emerging telecommunications sector.
- ▶ We assisted one of the largest towercos in Myanmar on nearly every aspect of its business. For its 1,250 telecom tower project, we secured the licenses and the MIC permit, the first towerco to receive its licenses.
- ▶ We secured the licenses and MIC permit for the market entry of four global communication network providers, and provided comprehensive advice on the legal, regulatory, and tax implications of the investment.

TAXATION

- ▶ We advised a listed oil company on projects in Myanmar, including advising on the legal and tax aspects of the production sharing contract.
- ▶ We provided tax advisory on the development of a 1,200MW combined cycle power plant in Myanmar.
- ▶ We assisted a major oil and gas company with regards to its tax disputes, and more specifically for its appeal process regarding its exploration costs in M-11 block and its cost allocations.
- ▶ We advised a multinational on the capital gains tax disputes and tax implications of its farm-out transactions.
- ▶ We advised on the regulatory and tax implications in Myanmar on the indirect acquisition of the largest UK energy and home services company’s assets through an offshore merger.

M&A

- ▶ We advised a US Fortune 500 company on its market entry into Myanmar and its joint venture in a plantation project.
- ▶ We assisted in the restructuring of a Myanmar joint venture with a well-known international tobacco company, providing updates and advice on relevant M&A regulations.
- ▶ In a major and awarded transaction, we assisted as local counsel for the Japanese government in its acquisition of a shareholding in the Thilawa SEZ development company.
- ▶ We assisted a major regional bank on the acquisition of a minority stake in a Myanmar bank.
- ▶ We acted for an oil and gas supermajor on its joint venture with a local partner in Myanmar, advising on all aspects of the transaction.
- ▶ We acted as transaction counsel for the proposed acquisition of an airline in Myanmar.
- ▶ We advised on the purchase of an equity interest in a fiber optic cable company, which owns and operates fiber assets in Cambodia and Myanmar. We conducted due diligence and helped draft and negotiate transaction documentation.

BANKING AND FINANCE

- ▶ We advised on a US\$100M loan to a Myanmar towerco by a syndicate of major international banks.
- ▶ We advised two international financial institutions on a US\$300M facility to a telecom company. We provided input on the Myanmar law aspects of the financing and security agreements, drafted the guarantee agreements and security documents, and performed due diligence.
- ▶ We assisted a leading Thai bank, one of the winners of a foreign banking license in Myanmar, on registration of its branch, central bank requirements, and relevant corporate and regulatory matters.
- ▶ We are local counsel for an international organization that is advising the Myanmar Government on restructuring two state-owned banks, conducting extensive financial and legal due diligence, and advising on the applicable Myanmar laws.
- ▶ We assisted an export-import bank on a US\$150M financing of a cement plant in Myanmar. We conducted full legal due diligence on the borrower, reviewed all facility documentation, and provided ongoing advice on all relevant aspects of Myanmar law.

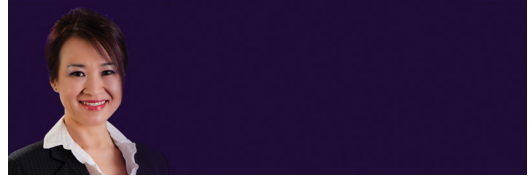
DISPUTES

- ▶ We advised a foreign-government-owned media company facing criminal proceedings against journalists in Myanmar.
- ▶ We acted on a dispute concerning a Joint Operating Agreement for an offshore oil and gas block in Myanmar.
- ▶ We advised a foreign joint venture partner in transportation infrastructure on a complex three-party dispute involving the local partner and the Myanmar government.
- ▶ We assisted a large telecom operator in Myanmar with the enforcement of a contractual arbitration agreement at the Supreme Court.
- ▶ We defended a major F&B company on a criminal proceeding against one of its employees for stealing assets belonging to the client.
- ▶ We assisted a real estate developer during its entire civil proceedings, including examining evidential documents and handling the first instance proceedings, the appeal process, and at the Supreme Court.

CONTACTS



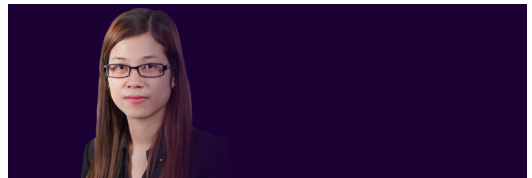
EDWIN VANDERBRUGGEN
edwin@vdb-loi.com



JEAN LOI
jean@vdb-loi.com



MAXIM KOBZEV
maxim.kobzev@vdb-loi.com



MY LE
my.le@vdb-loi.com



HONEY HTUN WAI
honeyhtun.wai@vdb-loi.com



AYE MYAT THU
ayemyat.thu@vdb-loi.com



SU SANDAR ZAW
susandar.zaw@vdb-loi.com

www.vdb-loi.com

Find us on:   

Bangladesh

9th Floor, Ali Bhaban
92 Kazi Nazrul Islam Avenue
Karwanbazar
Dhaka 1215 Bangladesh
T: +880 167 302 4953
Whatsapp: + 880 131 742 2535

Cambodia

No. 33, Street 294
(corner of Street 29)
Sangkat Tonle Bassac
Khan Chamkarmorn
Phnom Penh 120101
T: +855 23 964 430~434
F: +855 23 964 154

Laos

Level 4 Kolao Tower II
23 Singha Road
Nongbone Village
Saysettha District
Vientiane, Laos
T: +856 21 454 679
F: +856 21 454 674

Vietnam

Level 16, Unit 1638
Bitexco Financial Tower
2 Hai Trieu Street
Ben Nghe Ward
District 1
Ho Chi Minh City 700000
T: +84 708 283 668

Indonesia

Plaza Bisnis Kemang
Suite 211
Jl. Kemang Raya
No. 2
Jakarta 12730
T: +62 21 718 3415

The Cityloft Sudirman
Suite 1119
Jalan K. H. Mas
Mansyur Kav. 121
Jakarta, 10220
T: +62 21 2555 6611

Myanmar

1st Floor, No. 112-114
Bogalay Zay Street
Botahtaung Township
Yangon, 11161
T: +951 837 1635
F: +951 837 1902

No. DA – 2197
Artharwaddy Street 3
Dekkhina Thiri Township
Nay Pyi Taw, 15011
T: +95 978 559 2433