

ARBITRATOR'S CURRICULUM VITAE

TRUNG, Luong Van (*Mr.*)



Partner, Lexcomm Vietnam LLC
President at Vietnam Institute for International Arbitration (VI Arb)



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Languages: Vietnamese, English

Practice Areas

Investment, Finance, Stock, Corporate matters, Commercial, M&A, Real Estate & Construction

Trung has over 21 years of experience in legal practice related to foreign direct investment, securities and capital transactions, project financing, private equity, commercial and corporate matters, and 6 years of general and investment compliance. His experiences focus on the areas of capital markets and finance, corporate and M&A transaction, real estate and construction, and dispute resolution.

Trung is an arbitrator at the Vietnam International Arbitration Centre (VIAC) with a particular focus on investment, finance, real estate & construction, corporate and commercial matters. He has acted as arbitrator in over 50 cases at VIAC.

Trung has been nominated as Asia Leading Lawyer 2015-2017 for Banking & Finance, Capital Markets and Dispute Resolution and Asia Market Leading Lawyer 2018-2019 for Banking & Finance, Construction & Real Estate. He has been also recognised as Distinguished Practitioner in Corporate and M&A by the Asialaw Leading Lawyers 2020-2022 and Notable Practitioner by the IFLR100 Asia Pacific 2019-2021.

Education

1998

Bachelor in Law – Focus: Economic law
Hanoi University of Law

2004 - 2005

Graduate Diploma In Law – Focus: Law
The College of Law (of England & Wales) (renamed The University of Law)

Membership of professional organization

Membership

- Member of Chartered Institute of Arbitrators (MCI Arb);

- Accredited Mediator of Centre for Effective Dispute Resolution (CEDR).

Other work

- International Arbitrator at China International Economic and Trade Arbitration Commission (CIETAC);
- President at Vietnam Institute for International Arbitration (VI Arb);
- Mediator at Vietnam Mediation Centre (VMC), an Accredited Mediator of Centre for Effective Dispute Resolution (CEDR) and an International Accredited Professional Mediator at Japan International Mediation Centre in Kyoto (JIMC-Kyoto);
- Member of Board of Representatives of MB Capital Value Fund (MBVF) managed by MB Capital.

Professional Experience

Capital Market and Finance

- Taking part in drafting placement memorandum (prospectus) for two investment funds to raise successfully US\$125 million and subsequently listed on Frankfurt Stock Exchange;
- Working with a leading law firm in the USA and one in Cayman Islands for 4 years on the laws of USA, Germany and Cayman Islands related to forming and operation of 2 funds, their investment manager and 11 SPVs;
- Taking part in drafting placement memorandum (prospectus) for other 5 funds: Media Fund, Smart Money Fund, Distress Asset Fund, Infrastructure Fund and Energy Fund;
- Advising and assisting a local fund management companies on forming 2 member funds of equity and real estate;
- Advising and assisting a MB Capital on forming MB Capital Bond Fund (MBBF) (a mutual fund of fixed income investment);
- Advising and assisting a MB Capital on forming MB Capital Value Fund (MBVF) (a mutual fund of equity investment);
- Reviewing custodial services agreement and supervisory services agreement with various top foreign banks operating in Vietnam, such as HSBC, Citibank, Deutsche Bank, etc.

M&A, Investment and Corporate Matters

- Acting as lead counsel for Maj Invest, Mekong Capital and two other shareholders in the acquisition of majority stake in Vietnam Australia International School (VAS) by TPG, a private equity firm with more than \$74 billion of assets under management (<https://www.dealstreetasia.com/stories/tpg-to-take-majority-stake-in-vietnam-australia-school-mekong-capital-maj-exit-68835/>);
- Advising a local company on two private placements: (i) to local shareholders to consolidate assets (issuing shares to acquire assets) and shares of other company (share swap); and (ii) to a foreign investor after the completion of the first private placement. Total transaction value is around US\$6 million;

- Advising a foreign fund on acquiring 28% of equity from a founding member in a local game company and then subscribing total new shares issued by the company to hold 58% of total shares. Total transaction value is around US\$2 million;
- Assisting a Denmark-based fund in selling nearly 30% shares at a local company, including drafting the SPA, reviewing escrow agreement, preparing internal approvals and monitoring the conditions for completion. Total transaction value is around US\$8 million;
- Assisting an international school in private placement to a foreign investor, including advising legal and conducting all necessary procedures and papers for successful registration and capital contribution account opening;
- Advising and preparing the term sheet and draft of the Joint Venture (Shareholder) Agreement for a corporation in Vietnam who was selected to be the first investor in a project of investment and operation of an express way with total estimated investment of US\$780 Million. This is the first project implemented in the form of Public Private Partnership (PPP) in accordance with Decision No. 71/2010/QĐ-TTg dated 9 November 2009 by the Primer Minister of Vietnam;
- Advising a Vietnamese real estate company in structuring, negotiation and contracts (e.g. bond subscription, mortgage, guaranty, share subscription, escrow account agreement, etc.) for an investment by a Japanese company into a residential project in form of bond with the value of around US\$30 million. In addition, the structure and contracts for this transaction will apply for the cooperation between two companies in other;
- Advising a finance company in a merger with a local bank, including advising the divestment by state-owned company in the company, merger plan to be submitted to State Bank of Vietnam and necessary contracts and corporate papers to complete the transaction;
- Advising an unprecedented transaction of US\$12.5 million in which a listed Vietnamese company issued new shares to a foreign investor via private placement but for holding shares of such subscriber in an offshore company instead of money. The transaction required the approval by State Securities Commission for the private placement via share exchange and by Ministry of Planning & Investment for an overseas direct investment regarding the holding of the shares in an offshore company.
- Acting as member of Investment Committee of 2 funds investing in equity and real estate with US\$125 Million;
- Responsible for all legal and corporate matters of Cayman Islands investment management company managing two investment funds with 12 subsidiaries established in both Cayman Islands and Vietnam for 4 years;
- Responsible for all legal matters and investment compliance relating to investment management of US\$125 million investing in private equity, merger & acquisition, equity and real estate projects for 4 years;
- Advising a leading smart phone and electronic products company headquartered in Korea in technology transfer and applying for new business activities related to manufacturing and distribution;

- Advising and assist a Chinese animal food producer in restructuring its ownership and capital in its 3 subsidiaries in Hanoi, Ho Chi Minh City and Dong Thap and registration of such changes;
- Advising and reviewing a capital transfer contract between a leading local bank and an investment fund for an acquisition by the bank of 70% capital in a foreign-invested company with the transaction value of over US\$12 Million;
- Participating in negotiation process and preparing contracts and necessary documents for investment cooperation to implement a project of construction of a complex apartment and trading center with total of 5,400 m² in Ward 11, Tan Binh District, Ho Chi Minh City between a local company and a foreign real estate investment fund with the transaction value of over US\$18 Million;
- Participating in negotiation process and preparing contracts and necessary documents for investment cooperation to implement a project of construction of a complex apartment and trading center with total area of 14,000 m² in An Phu Ward, District 2, Ho Chi Minh City between two local companies and a foreign real estate investment fund with the transaction value of over US\$12 Million;
- Participating in negotiation process and preparing contracts and necessary documents for investment cooperation of a real estate investment fund to invest into Mo Plaza project in Hanoi with the core investor being Vinaconex with the transaction value of over US\$40 Million;
- Participating in negotiation process and preparing share sales contracts in order to acquire more than 19% of shares in a real estate company ready to list its shares on Ho Chi Minh City Stock Exchange with the transaction value of over US\$5 Million;
- Drafting contract of sale of ice cream business between a multinational company and a Vietnamese company;
- Advise a leading smart phone and electronic products company headquartered in Korea in applying for new business activities related to manufacturing and distribution;
- Advise a leading automobile maker from Japan in applying for new business activities related to manufacturing and distribution and setting up new branch in Ho Chi Minh City with total investment capital of US\$53 Million;
- Assisting over 20 foreign investors in establishing their subsidiary in Vietnam to do business in distribution, education & training, software and production and advise on legal matters related to their post-licensing operation;
- Advising a state-owned hospital and a private pharmaceutical company in Vietnam on a business cooperation contract (BCC) project of medical services with the total investment of total US\$15 Million;
- Drafting and implementing corporate and investment compliance policies related personal investing, trade allocation, best execution, conflicts of interest, third party related transaction, valuation, anti-money laundering and anti-terrorist financing, corporate reputation risk, procurement procedures, etc. for 1 life insurance company, 1 local fund manager, 1 offshore investment manager and 3 funds under their respective management.

Dispute Resolutions

- *Having acted as arbitrator in more than 60 disputes at VIAC since May 2014. The disputes are related to M&A, construction, engineering, sales of goods, services, logistics and lease;*
- Acting as lead counsel for respondents in a dispute related to M&A and company management at Singapore International Arbitration Center (SIAC) with the value of over US\$38 million;
- Acting as counsel for respondents in a dispute related to M&A in solar energy project at Singapore International Arbitration; Center (SIAC);
- Acting as lead counsel for respondent in a 2 disputes related to off-shore oil construction contract at VIAC with the value of over US\$4 million;
- Acting as lead counsel for respondent in a dispute related to real estate project transfer at VIAC with the value of over US\$2.5 million;
- Acting as lead counsel for respondent in a dispute related to joint venture at VIAC with the value of over US\$38 million;
- Advising and assisting a listed company in confectionary in Bien Hoa in dispute with insurer in a claim of insurance compensation for factory fire with the claim value of over US\$8 Million;
- Acting as legal advisor and defending lawyer in a legal action in relation to payment guarantee obligation for a local leading real estate developer in Ho Chi Minh City with the value in dispute of US\$14 Million;
- Advice and assist a listed company in industrial zone in Long An province in a claim by its contractor for variation work at value of over US\$800,000;
- Advising and assisting a construction company, that is sub-contractor, in Can Tho City in a dispute between its contractor association and the owner of a project financed by German Government with the value in dispute of EUR208,989.64;
- Advising a hydro power joint stock company in 3 legal actions for claiming advance based on advance refund guarantees by a local bank for a construction company in 2 hydro power project in Lam Dong province with the value in dispute of over US\$2 Million;
- Advising and representing for hydro power joint stock company in site clearance compensation with a tea planting and processing company in Lam Dong province with the value in dispute of over US\$12 Million;
- Advising and representing a multinational auditing company in 3 debt recovery claims against its clients in Vietnam with the value in dispute of over US\$100,000;
- Acting as an authorized representative of a 100% foreign-owned company producing and distributing lubricants in two civil litigations of debt recovery before Vietnamese courts;
- Acting as an authorized representative of a 100% foreign-owned company producing and distributing under-wares in labour litigation before Vietnamese court;
- Acting as defending lawyer for a leading foreign-owned company producing cement in an economic litigation with the disputed value of over \$5 million before Vietnamese courts;
- Acting as defending lawyer for a leading foreign-owned company doing business in hotel in an

economic litigation with the disputed value of over \$4 million before Vietnamese courts;

- Advising an Australian diplomat in a claim of obstetrics malpractice against an international SOS service provider/clinic in Ho Chi Minh City with the damages of over US\$2 Million;
- Representing a life insurance company in over 10 lawsuits related to insurance claims before court of various provinces within Vietnam.

Speakers & Publications

- The speaker related to commercial arbitration (case strategy, advocacy skills, selection and working with factual and expert witness, arbitration costs...) in several seminars organised by VIAC and VI Arb;
- Participating in writing textbook and lecturing in advanced courses of arbitration for lawyers, organised by VI Arb;
- *"The Rights of purchasing shares and of setting up shareholding company by foreign investors [in Vietnam]"* in Magazine of Club of Foreign-invested Companies, 2000 (No.: 15, October 2000, dated 10/10/2000, page 13, 14 and 24);
- An interview published on Securities Magazine (Ministry and Planning and Investment of Vietnam) in the title: *"Many investors interested in shares of foreign invested shareholding companies [in Vietnam]"* (No.: 49, dated 10/11/2000, page 21);
- *"Proper Interpretation of the Circular 148/2010/TT-BTC on Anti Money Laundering"* (published on various web-based newspapers);
- *"Integration Gap, from the accusation by Global Witness"* (The Saigontimes, No. 22-2013, dated 30/5/20013);
- *"Lessons from the Contract between Bao Son and Bao Long"* (The Saigontimes, No. 26-2013, dated 27/6/2013);
- *"Bankruptcy of Real Estate Enterprises: Really Scaring?"* (The Saigontimes, No. 28-2013, dated 11/07/2013);
- *"Fiduciary Duties [as a underlying philosophy of business ethics rules]"* (The Saigontimes, No. 33-2013, dated 15/8/2013);
- *"Duties Toward the Money Held on Trust"* (The Saigontimes, No. 34-2013, dated 22/8/2013);
- *"M&A: to avoid the disadvantages in sale of business"* (The Saigontimes, No. 37-2013, dated 12/9/2013);
- *"200 Million Dong and 3 Months"* (The Saigontimes, No. 38-2013, dated 19/9/2013);
- *"M&A: the terms calling for special attention"* (The Saigontimes, No. 45-2013, dated 7/11/2013);
- *"Proportionality Test in State Administration"* (The Saigontimes, No. 2-2014, dated 9/1/2014);
- Discussion on *"Circular 01/2014/TTLT-NHNN-BXD-BTP-BTNMT on mortgaging future residential houses organized"* by VTV9 and broadcasted on 18/6/2014;
- *"Ban on Alcohol Sale: Good but Reasonable or Not?"* on The Saigontimes (No. 30-2014, dated

24/7/2014);

- *“Right to Sale of Mortgaged Asset: Fairer for Borrower”* on The Saigontimes (No. 32-2014, dated 7/8/2014);
- *“Corporate Seal: Child Overreaching Parents Causes Dilemma”* on The Saigontimes (No. 33-2014, dated 14/8/2014);
- *“Motorbike Restriction: Public Interest and Citizen’s Right”* on The Saigontimes (No. 35-2014, dated 28/8/2014);
- *“The economic consequences caused by the lengthy civil proceedings”* on The Saigontimes (No. 22-2015, dated 28/5/2015);
- *“Using Celebrity’s Name and Moral Right”*, authored with Mr. Le Quang Vy, on the Saigontimes (No. 23-2015, dated 4/6/2015);
- *“Equality, Justice and Courts’ Role”*, authored with Mr. Le Quang Vy, on The Saigontimes (No. 26-2015, dated 25/6/2015);
- *“Panama Papers and View of Tax Havens”* (Đầu tư Chứng khoán No. 57 (1777), dated 11/5/2016 and *“The use and abuse of tax havens”* (Vietnam Investment Review, dated 16/5/2015 - <http://www.vir.com.vn/the-use-and-abuse-of-tax-havens.html>)
- *“Lawyer-talk: can and should Thai Beverage gain control of Sabeco now?”* (Vietnam Investment Review dated 12/4/2018 - <http://www.vir.com.vn/lawyer-talk-can-and-should-thai-beverage-gain-control-of-sabeco-now-58259.html>)
- *“Distribution of the profit having not yet distributed for the State shareholder at Sabeco after divestment”* (Vietnam Lawyer Online (Tạp chí Điện tử Luật sư Việt Nam) dated 12/5/2018) (<http://lsvn.vn/nghien-cuu-trao-doi/trao-doi/phan-phoi-loi-nhuan-chua-chia-cho-co-dong-nha-nuoc-tai-sabeco-sau-khi-thoai-von-27648.html>).