





Precision and Relevance

Asia Counsel delivers precision legal service that is relevant for your business and investment in Vietnam.

We roll up our sleeves and get involved in the trickiest of legal issues so you can make your business a success.

Asia Counsel is your partner and trusted advisor

Asia Counsel is a dynamic international corporate and commercial law firm dedicated to serving clients in Vietnam.

We love being lawyers. We set out to practice law as it was meant to be: as trusted, frank and reliable advisors. We have our clients' interests at heart and work closely integrated with them.

Our two partners, Christian Schaefer and Minh Duong, are a seasoned duo in Vietnam and are supported by a team of 8 Vietnamese and foreign lawyers and legal professionals offering a diverse skill set and expertise.

Our team has assisted the following companies and organisations in Vietnam:

Asian Development Bank - Alstom - ANZ Bank - Asia Pacific Breweries - Aviva - Barclays - Bechtel - HD Bank - Citibank - Commonwealth Bank of Australia - CP Group - Deutsche Bank - Daibiru Corporation - International Finance Corporation - Goldman Sachs - General Electric - IBM - JP Morgan - Lloyds - Sojitz Corporation - Sony Corporation - Sumitomo Corporation - Talanx - The Blue Circle - Vestas - World Bank

Our practice areas in Vietnam includes the following:

- Renewables, Projects & Infrastructure
- Corporate and commercial
- Mergers and acquisitions
- Foreign direct investment, licensing and investment structuring
- Real estate and construction
- Labour and employment
- Regulatory and compliance
- Competition
- Capital markets
- Banking and Finance

Experience that matters to you

A selection of recent renewable energy matters worked on by members of our firm is set out below. We have assisted:

Solar power projects

- **The developer** on a **700 MW solar project** under development in the central highlands of Vietnam;
- **The developer** on the acquisition of a **50MW solar project** under development in central Vietnam;
- **The developer** on a **13MW** ground-mounted solar project in Vietnam;
- **An Asian developer** on the negotiations with EVN of the **first PPA** by a foreign-owned company in Vietnam for a 100MW solar project in central Vietnam and its **subsequent divestment** of Phase 1 (50WM) of the project;
- **A North American solar developer** on its proposed investment and co-development of a **100MW** solar project in Vietnam;
- **GIZ** in the context of its development cooperation with the Vietnamese Ministry of Industry and Trade by developing a set of **model contracts for Solar PV Rooftop** projects for the Vietnamese market and **investment guidelines** for rooftop solar projects;
- **A UK based developer** on the establishment of a development platform for rooftop solar projects in Vietnam, including EPC contracts, direct PPAs, rooftop leasing agreements, and related contract documentation;
- **An Asian developer** on the establishment of a development platform for rooftop solar projects in Vietnam, including EPC contracts, direct PPAs, rooftop leasing agreements, and related contract documentation;
- **A Singapore based fund** on the establishment of a development platform for small scale solar projects in Vietnam, including preparing the investment documentation;
- **A EU based developer** on the establishment of a development platform for rooftop solar projects in Vietnam, including EPC contracts, direct PPAs, rooftop leasing agreements, and related contract documentation

Wind power projects

- **The Blue Circle** on all legal aspects of the development of the **40 MW Dam Nai** wind farm project in Ninh Thuan Province, the first foreign invested wind project in Vietnam to commence construction, including obtaining the investment certificate for the wind farm, the joint development agreement and joint venture contract with the local partner, turbine supply agreement and turbine maintenance agreement, project financing and other project incidental matters;
- **The Blue Circle** on all legal aspects of the development of the **40 MW Dai Phong** wind farm project in Binh Thuan Province, including obtaining the investment certificate for the wind farm, the turbine supply and installation agreement, BOP contracts, engineering agreements and O&M agreement, project financing and other project incidental matters;
- **The Blue Circle** on all legal aspects of the development of the **40 MW Hong Phong 1** wind farm project in Binh Thuan Province, including obtaining the investment certificate for the wind farm, the turbine supply and installation agreement, project financing and other project incidental matters;
- **The Blue Circle** on the acquisition of a majority interest in a Vietnamese wind park developer with the development permit to develop a wind power project in Binh Thuan Province, Vietnam, including carrying out the project due diligence and assisting with the joint venture contract with the local partner;
- **Vestas** on the turbine supply and installation agreement and O&M agreement for the **Huong Linh 2 Project** in Vietnam;
- **Vestas** on the turbine supply and installation agreement and O&M agreement for the **50 MW Tra Vinh 1 Project** and the **48MW Tra Vinh 3 Project** in Vietnam;
- **Vestas** on the turbine supply and installation agreement and O&M agreement for the **210 MW AIM/AC Energy invested Quang Binh project**;
- **Vestas** on the turbine supply and installation agreement and O&M agreement for the **50 MW Hoa Binh 1 project**;

Experience that matters to you

EPC

- **The Blue Circle**, as owner, on the turbine supply agreement and turbine maintenance agreement with **Gamesa**, and BOP agreements (FIDIC Yellow Book based);
- **The Blue Circle** on the turbine supply and installation agreements for the **40 MW Hong Phong 1 Project with General Electric**;
- **Vestas** on EPC contract structuring in Vietnam and on obtaining construction capacity certificates and as EPC contractor for the **Huong Linh 2 project**, the **Tra Vinh 1 project** in Vietnam and the **Dong Hai project** in Vietnam, including contract structuring, and contractor permitting requirements;
- **Modern Energy Management** on EPC contract structuring in Vietnam;
- **PEN-VN** as sponsor of a 13MW ground-mounted solar project in Vietnam, including advice on the EPC arrangements with the contractor and solar panel supplies and BOP agreements for the project;
- **Infunde** on its EPC contract for a portfolio of rooftop solar projects in Vietnam;
- **K2M, as owner's engineer**, on obtaining a foreign contractor permit for the Dam Nai project;
- **A German solar EPC Contractor**, on obtaining a foreign contractor permit for a project in Vietnam;
- **GIZ** on an advisory project to the Vietnamese **Ministry of Industry and Trade** including an assessment of the legal landscape for rooftop solar PV projects in Vietnam, and development of template contracts for rooftop solar PV projects in Vietnam.

Your trusted team



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Position: Managing lawyer, Asia Counsel Vietnam Law Co Ltd

Qualification: German qualified lawyer (hons), registered foreign lawyer in Vietnam

Years' experience: 15

Languages: English, German, French (intermediate)

Christian Schaefer is the managing partner of **Asia Counsel Vietnam**. Before establishing **Asia Counsel**, Christian headed the Vietnam projects and infrastructure, and M&A and transactional practice of one of the world's leading international law firms. Christian has led a broad range of investment projects in Vietnam up to completion, including greenfield investments and M&A transactions in wind and solar projects, as well as various infrastructure projects. Christian has worked in Vietnam for 10+ years.

Solar power projects: Relevant experience includes advising:

- **SP Infra** on the negotiations with EVN of the **first PPA by a foreign-owned company** in Vietnam for a **100MW solar project** in Ninh Thuan Province, Vietnam;
- **PEN-VN** as sponsor of a 13MW ground-mounted solar project in Vietnam, including advice on the EPC arrangements with the construction, solar panel supply and BOP agreements for the project;
- **A German based developer** on the joint development of a 750MW solar project in Vietnam under development, including project due diligence, structuring and permitting applications;
- **The developer** on the acquisition of a solar project under development in central Vietnam, including project due diligence, structuring and permitting applications;
- **A UK based developer** on permitting requirements and the potential joint development of a 90 MW solar power project in Quang Ngai, Vietnam;
- **SP Infra** on the negotiations with EVN of the first PPA by a foreign-owned company in Vietnam for a 100MW solar project in central Vietnam;
- **Infunde** on amendments to its joint development agreement with a local partner for the development of a solar project in Vietnam;
- **BayWa r.e.** on Vietnam's regulatory framework for wind and solar projects;
- **A listed European developer** on its proposed investment and co-development of a solar project in Vietnam, including project due diligence, structuring and permitting applications;
- **A North American solar developer** on its proposed investment and co-development of a solar project in Vietnam;
- **GIZ** in the context of its development cooperation with the **Vietnamese Ministry of Industry and Trade** by developing a country report and set of model contracts for Solar PV Rooftop projects for the Vietnamese market.

Wind power projects: Relevant experience includes advising:

- **The Blue Circle** on the acquisition of the **40MW Dai Phong** wind power project in Binh Thuan Province, Vietnam, including carrying out the project due diligence and assisting with the joint venture contract with the local partner, as well as the turbine supply agreement and O&M agreement for the project, BOP agreements and the Owner's Engineer agreement, and the project financing of the project;
- **The Blue Circle** on all legal aspects of the development of the **40 MW Dam Nai** wind farm project in Ninh Thuan Province, the first foreign invested wind project in Vietnam to commence construction, including obtaining the investment certificate for the wind farm, the joint development agreement and joint venture contract with the local partner, turbine supply agreement and turbine maintenance agreement, power purchase agreements for Phase 1 and Phase 2 of the project, project financing and other project incidental matters;

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- **The Blue Circle** on the strategic investment by and joint development and shareholders agreement with **AC Energy**, the development of the **40 MW Hong Phong 1** wind power project;
- **The Blue Circle** on the strategic investment by and joint development and shareholders agreement with **AC Energy**, the renewables subsidiary of **Ayala Corporation**;
- **A foreign developer** on the acquisition of a majority interest in a Vietnamese wind park developer with the development permit to develop a wind power project in Ninh Thuan Province, Vietnam, including carrying out the project due diligence and assisting with the share purchase agreement and joint venture contract with the local partner;
- **A UK based developer** on a joint development agreement for the development of a wind farm project in Vietnam's central highlands;
- **Vestas** on the turbine supply and installation agreement and O&M agreement for the 50 MW Tra Vinh 1 Project and the 48MW Tra Vinh 3 Project in Vietnam;
- **Vestas** on the turbine supply and installation agreement and O&M agreement for the 210 MW AIM/AC Energy invested Quang Binh project;
- **Vestas** on the turbine supply and installation agreement and O&M agreement for the 50 MW Hoa Binh 1 project;
- **Vestas** on corporate and project structuring matters in Vietnam;
- **German wind developer Sowitec** on the establishment of a 100% subsidiary in Vietnam;
- **A German wind and solar developer** on project due diligence and project structuring of a nearshore wind project in the Mekong delta of Vietnam.

EPC contracts in renewable power projects: Relevant experience includes advising:

- **The Blue Circle**, as owner, on the turbine supply agreement and turbine maintenance agreement with **Gamesa**, and BOP agreements (FIDIC Yellow Book based);
- **The Blue Circle** on the turbine supply and installation agreements for the **40 MW Hong Phong 1 Project with General Electric**;
- **The Blue Circle** on the turbine supply and installation agreements for the **40 MW Dai Phong Project with Vestas** (FIDIC Yellow Book based);
- **Vestas** on EPC contract structuring in Vietnam and on obtaining construction capacity certificates and as EPC contractor for the **Huong Linh 2 project**, the **Tra Vinh 1 project** in Vietnam and the **Dong Hai project** in Vietnam, including contract structuring, and contractor permitting requirements;
- **Modern Energy Management** on EPC contract structuring in Vietnam;
- **PEN-VN** as sponsor of a 13MW ground-mounted solar project in Vietnam, including advice on the EPC arrangements with the contractor and solar panel supplies and BOP agreements for the project;
- **Infunde** on its EPC contract for a portfolio of rooftop solar projects in Vietnam;
- **K2M, as owner's engineer**, on obtaining a foreign contractor permit for the Dam Nai project;
- **A German solar EPC Contractor**, on obtaining a foreign contractor permit for a project in Vietnam.

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- **Sojitz Corporation on its US\$112 million EPS contract** with Lilama Corporation for the supply of equipment to the Vung Ang 1 2 x 600MW coal fired thermal power plant in Vietnam.

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Ross Macleod is a Senior Associate at **Asia Counsel Vietnam**. Before joining **Asia Counsel**, Ross worked as an associate at a UK law firm in the corporate and commercial department. Ross has extensive experience in M&A, and commercial transactions in the UK and Vietnam across a broad range of industries. Ross has also advised on renewable projects in the UK, including the development of a number of wind power projects.

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Qualifications: Scottish qualified lawyer, registered foreign lawyer in Vietnam; PGDipl LP and LLB from University of Edinburgh; MA (Hons) History from University of Aberdeen

Years' experience: 6 (3 years in Vietnam)

Languages: English

Solar power projects: Relevant experience includes advising:

- **GIZ** on an advisory project to the Vietnamese **Ministry of Industry and Trade** including an assessment of the legal landscape for rooftop solar PV projects in Vietnam, and development of template contracts for rooftop solar PV projects in Vietnam;
- **The developer** on the acquisition of a solar project under development in central Vietnam including carrying out the project due diligence and assisting with the joint development agreement with the local partner.
- **Infunde / InfraCo** on aspects of its joint development agreement with a local partner for the development of a solar project in Vietnam.
- **Infunde / InfraCo** on its joint development agreement with a local partner for the development of a portfolio of solar projects in Vietnam including carrying out the project due diligence and preparation of the financing agreements.
- **A UK based developer** on the regulatory requirements for Solar PV Rooftop projects, template direct PPAs, solar rooftop leases and template rooftop EPC agreements;
- **A German based developer** on the regulatory requirements for Solar PV Rooftop projects, template direct PPAs, solar rooftop leases and template rooftop EPC agreements;
- **A UK renewable energy developer** on the legal framework, and contract structuring for the development of biomass fuel generator systems in the UK.

Wind power projects: Relevant experience includes advising:

- **BayWa r.e** on its proposed acquisition of a wind power project from a local developer, including project due diligence and preparing transaction documents;
- **A Dutch renewable energy developer** on the legal framework (including contract structuring, and investment structuring) for the development of wind farms in the UK.

EPC contracts in renewable power projects: Relevant experience includes advising:

- **Infunde** on its EPC contract for a portfolio of rooftop solar projects in Vietnam;
- **The Blue Circle**, as owner, on the turbine supply agreement and turbine maintenance agreement with Gamesa, and BOP agreements (FIDIC Yellow Book based);

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- **Modern Energy Management** on EPC contract structuring in Vietnam;
- **GIZ** on an advisory project to the Vietnamese **Ministry of Industry and Trade** including an assessment of the legal landscape for rooftop solar PV projects in Vietnam, and development of template contracts for rooftop solar PV projects in Vietnam;
- Development of template EPC agreements for solar projects for a **UK based developer** entering Vietnam;
- Development of template EPC agreements for solar projects for an Indian based developer entering Vietnam.

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Qualifications: LLB- Vietnam National University, Ho Chi Minh City (International Trade Law); Vietnamese qualified lawyer.

Years' experience: 10 years

Languages: Vietnamese, English

Xuan Dang is a Vietnamese qualified lawyer and Associate at **Asia Counsel Vietnam**. Xuan's work focuses on all areas of foreign investment into Vietnam, including greenfield projects, M&A, and commercial transactions across a broad range of industries. Xuan has also advised on a range of wind and solar renewable projects.

Solar power projects: Relevant experience includes advising:

- **GIZ** on an advisory project to the Vietnamese **Ministry of Industry and Trade** including an assessment of the legal landscape for rooftop solar PV projects in Vietnam, and development of template contracts for rooftop solar PV projects in Vietnam;
- **A listed European developer of renewable assets** on its proposed acquisition of a solar power project in Vietnam from a local developer;
- **Modern Energy Management Pte., Ltd.** on the establishment of a Vietnamese entity to operate and provide renewable energy project management services in Vietnam;
- **Vestas** on corporate and project related matters in Vietnam;
- **Shire Oak** on the legal framework for rooftop solar projects and corporate and project structuring matters in Vietnam and establishment of subsidiaries in Vietnam.

Wind power projects: Relevant experience includes advising:

- **The Blue Circle** assisting on legal matters in relation to the 40 MW Dam Nai wind farm project in Ninh Thuan Province;
- **The Blue Circle** assisting on legal matters in relation to the 40 MW Dai Phong wind farm project in Ninh Thuan Province;
- **German wind developer Sowitec** on the establishment of a 100% subsidiary in Vietnam for the development of a 50MW wind power project;
- **BayWa r.e. Wind Pte Ltd** on its joint development agreement with a local partner for development of a 50MW onshore wind farm in Quang Tri province in Vietnam;
- **A foreign developer** on the acquisition of a majority interest in a Vietnamese wind park developer with the development permit to develop a wind power project in Ninh Thuan Province, Vietnam;
- **A listed European developer of renewable assets** on its proposed acquisition of a wind power project in Vietnam from a local developer.

EPC: Relevant experience includes advising:

- **Batilogistics** on advising construction requirements in Vietnam and assisting to obtain the foreign contractor construction license for a logistics centre construction project of FM Logistics in Bac Ninh province, Vietnam;
- **Alpha Construction Ltd** on advising construction requirements, foreign contractor tax matters for providing construction services to a Vietnamese developer in Vung Tau province; obtaining the foreign contractor construction license for the project of the Vietnamese Developer.



Contact

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