



 Vietnam Innovative Lawyers

 Vilasia Law Firm

HOW TO BECOME A DEAL LAWYER

Ngu Truong

Saigon, July 6, 2024





ABOUT VILASIA

Vilasia commits to provide excellent legal services at reasonable costs for all key sectors of the Vietnamese economy, including domestic businesses, startups, and foreign investors. With the goal of contributing to a level playing field, Vilasia offers professional and dedicated support, with the direct involvement of veteran lawyers at transparent and flexible fees.

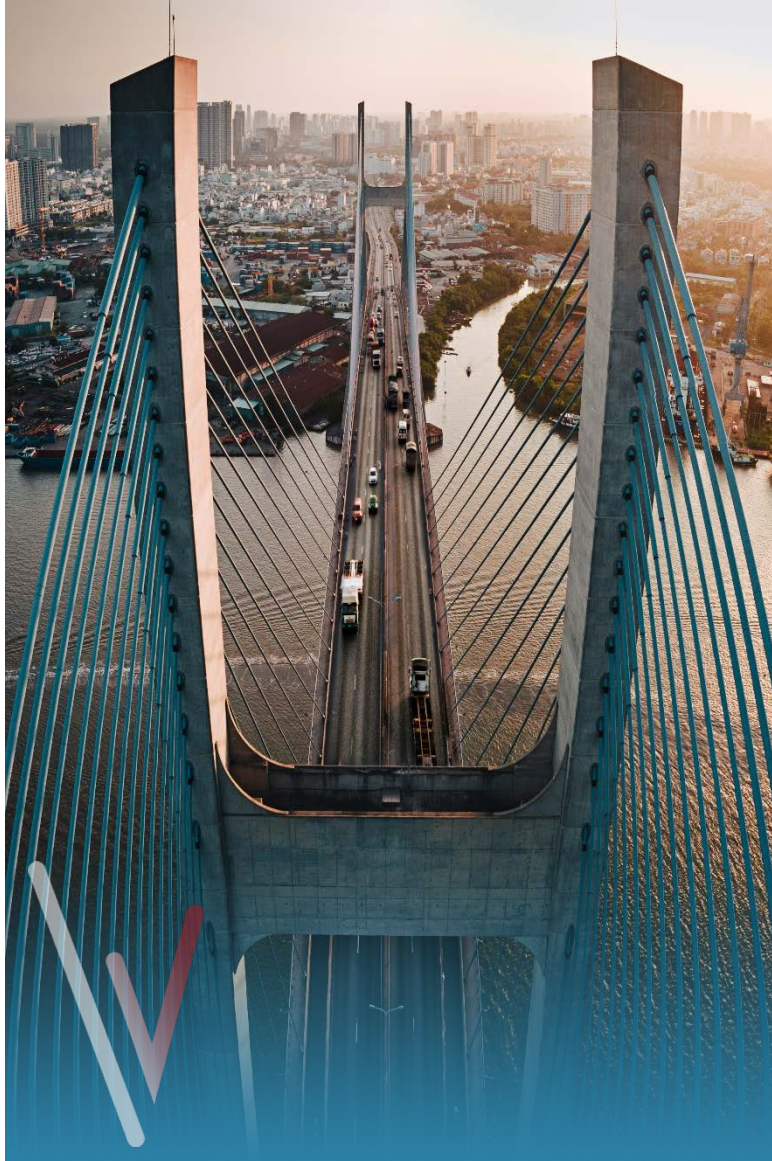
By fostering a culture of close collaboration with clients, Vilasia supports a broader mission to encourage equitable economic growth and innovation throughout Vietnam. We engage in every case with a full heart and a sharp mind, ensuring that the legal support we offer is not just effective but also deeply empathetic and aligned with your real needs.

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Vilasia embodies a unique blend of:



Youthful Zeal and
Seasoned Expertise



Theoretical Knowledge
and Practical Application



Traditional Values with
Modern Technologies



Profit Seeking with Social
Contribution



Global Professional
Standards and Deep Local
Insights



Adaptive Flexibility with
Structured Governance

\ Legal Services Offered

M&A and Joint Ventures

Our law firm specializes in M&A and Joint Ventures, offering comprehensive services from deal structuring and due diligence to negotiation and regulatory compliance. We guide clients through complex transactions, ensuring alignment with strategic goals and legal requirements. Our expertise extends to forming and managing joint ventures, including cross-border challenges, dispute resolution, and crafting exit strategies to protect investments and facilitate successful partnerships.

Project Financing

Our law firm offers specialized services in Project Financing, supporting clients from project conception to funding completion. We assist in structuring finance agreements, conducting thorough due diligence, and navigating regulatory requirements. Our expertise ensures efficient negotiation and secure financial arrangements, enabling successful project implementation and long-term viability.

Startup Fundraising

Our law firm provides expert support for Startup Fundraising, guiding clients from initial strategy development through successful capital acquisition. We assist with legal structuring, due diligence, and negotiation, ensuring compliance and investor confidence. Our tailored services help startups optimize their investment appeal and navigate the complexities of fundraising, ultimately securing the capital needed for growth.

Corporate Restructuring

Operating startups, managing family-owned businesses, or leading large corporations, we provide expert guidance on restructuring corporate forms, optimizing group organization, and refining equity and debt structures. Our strategic approach aims to safeguard assets, ensure business continuity, and strategically position for significant transactions and seamless business transitions.

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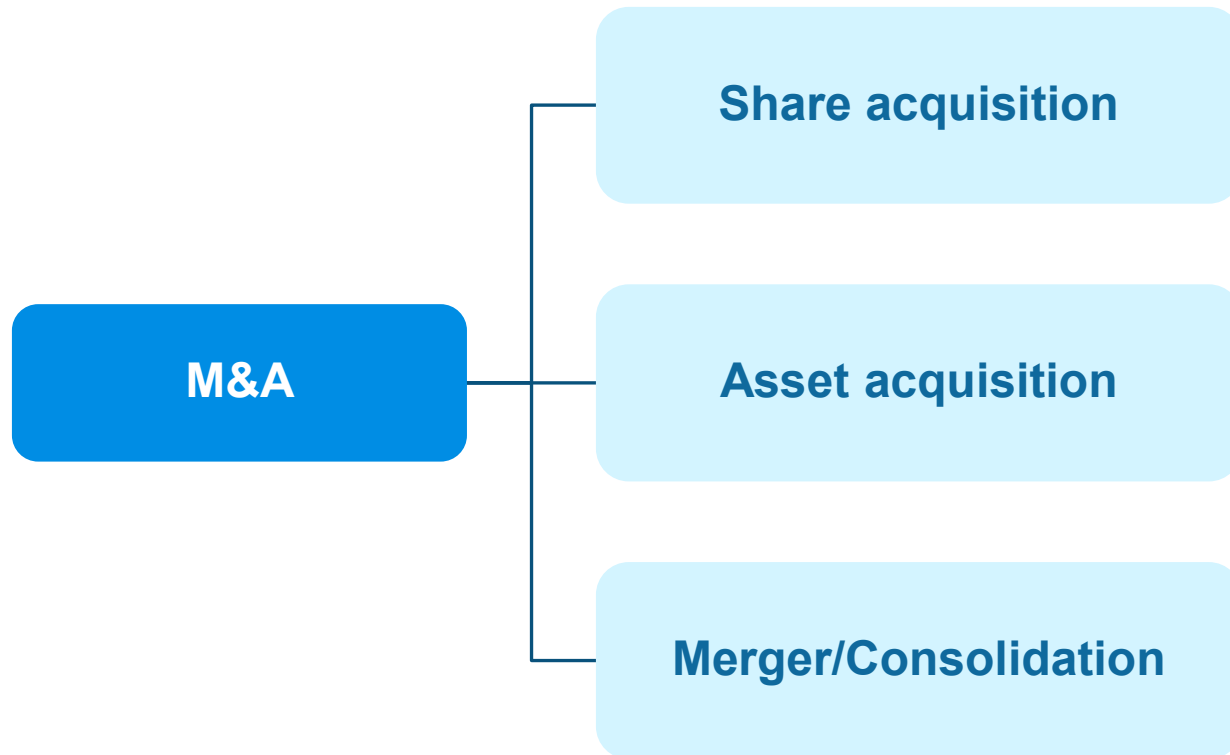
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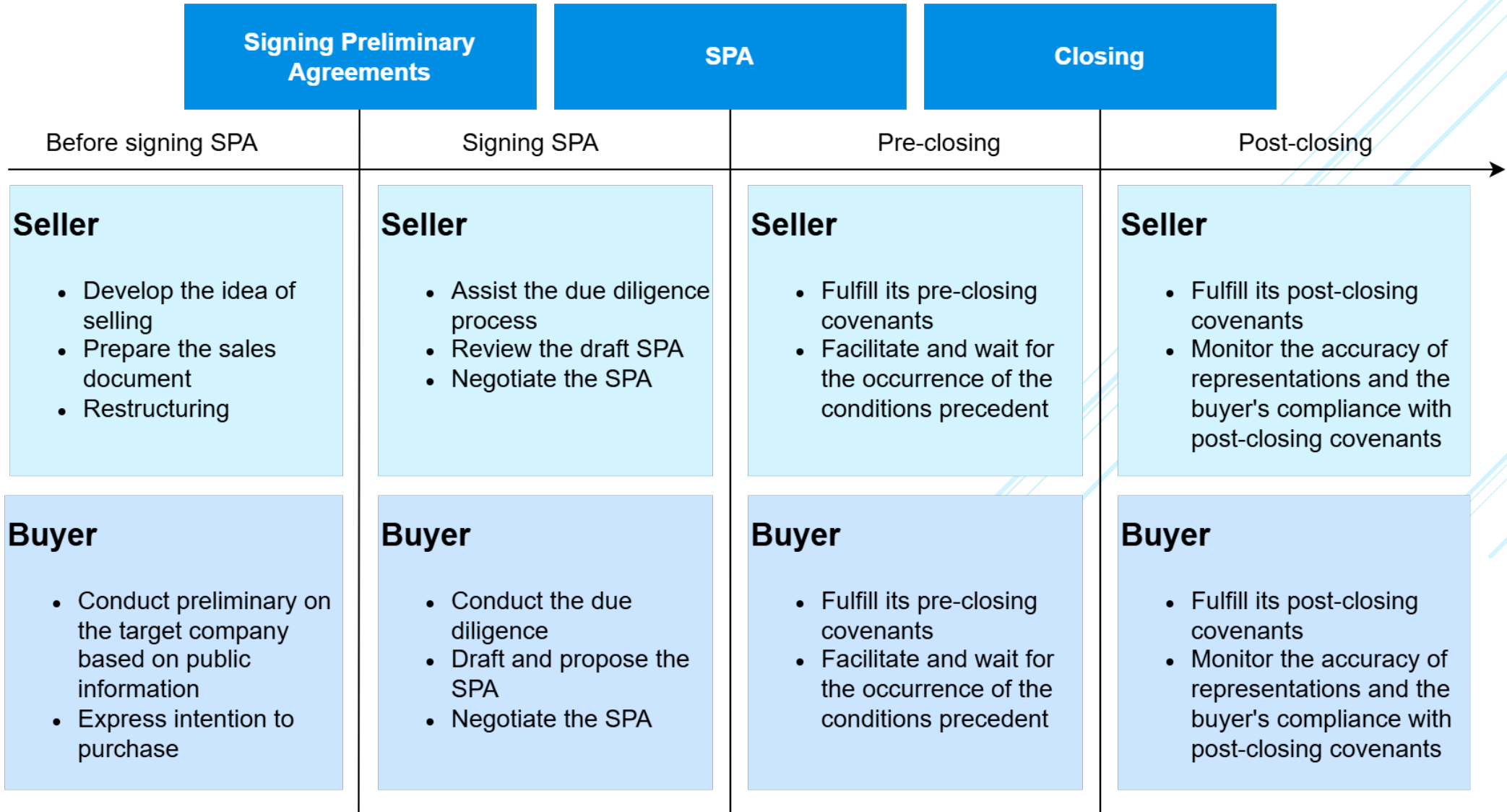
Q&A

1. M&A Overview

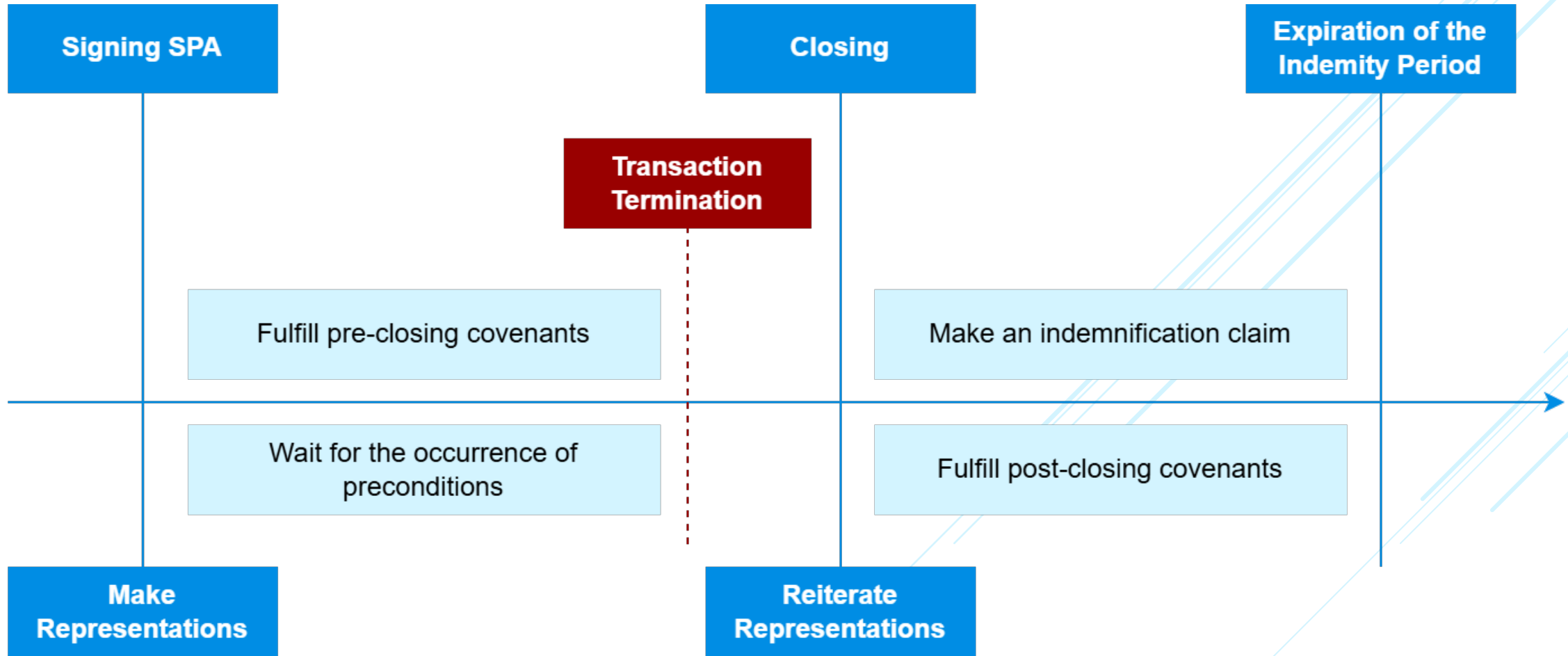


- **Commercial Objectives**
- **Legal Considerations**
- **Tax Implication**
- **Third-Party Approvals**
- **Completion Requirements**

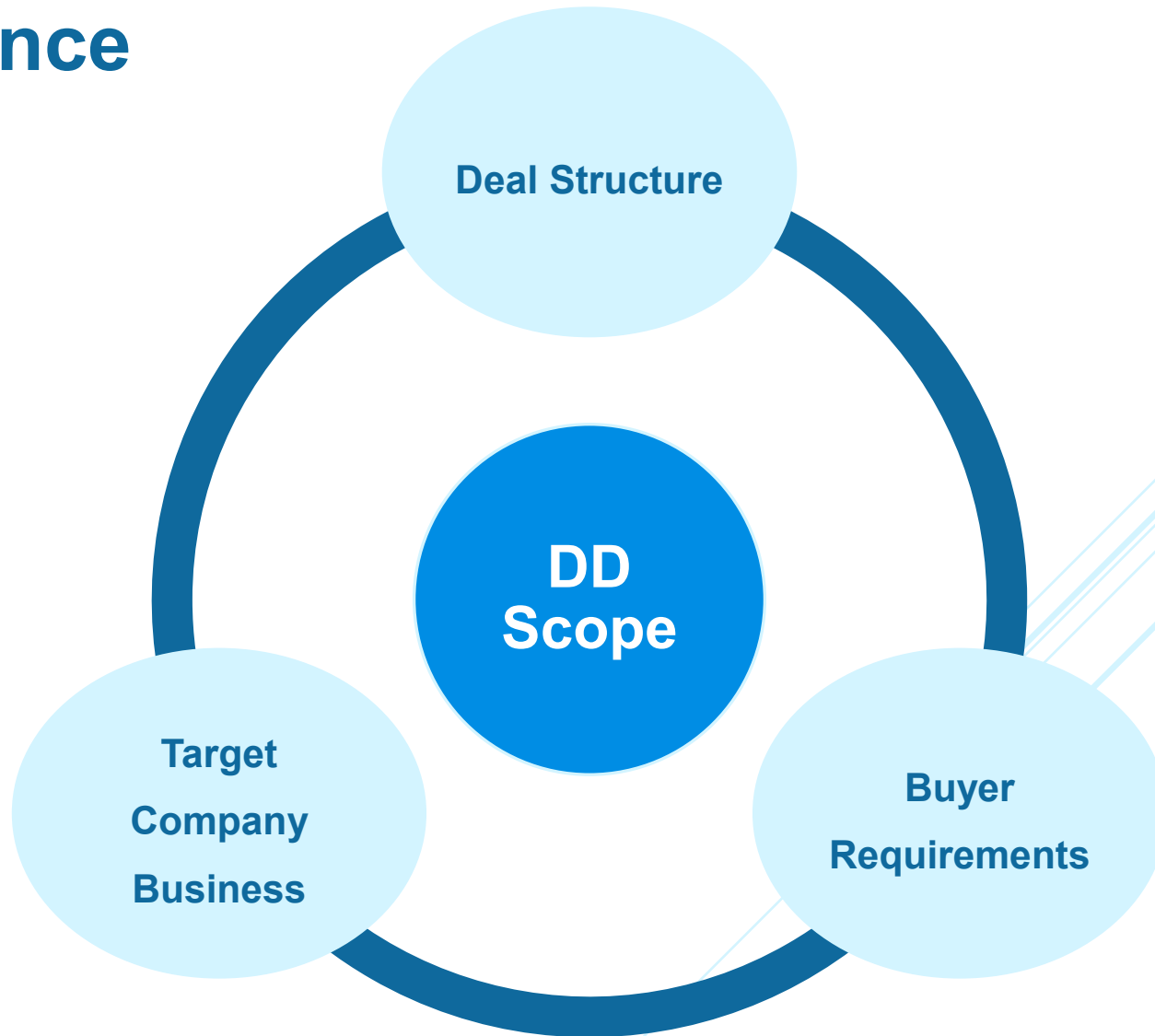
2. Key Stages of M&A Transactions



2. Overview of Share Purchase Agreement (SPA)



3. Due Diligence



3. Due Diligence



Due Diligence Topics

- Establishment & Management Structure
- Capital & Ownership Structure
- Business Lines
- Licenses
- Charter
- Management Decisions
- Key Contracts

- Assets
- Loans
- Intellectual Property
- Labor
- Environment
- Disputes and Litigation
- Insurance
- Anti-Corruption

3. Due Diligence

Legal Issues

- Impact on Deal Feasibility
- Deal Impediments
- Deviation from Buyers' Expectations
- Legal Responsibilities
- Disruption to Target Company Operations
- Damage to Target Company's Assets Rights
- Other Adverse Effects

Severity Assessment

- Adverse Impact Categorization
- Legal Consequences for Target Company
- Likelihood of Occurrence
- Possibility of Resolution

Potential Solutions

- Termination of the Transaction
- Exploration of Alternative Structures
- Re-evaluation of the Target Company
- Inclusion of Specific SPA Terms
- Other Mitigation Strategies

3. Due Diligence

Due Diligence Report

I-R-I-R

Information - **R**egulation - **I**mplication - **R**ecommendation



4. How to Become a Deal Lawyer



**“Tự học”
(Self-studying)**



4. How to Become a Deal Lawyer



**“Tập trung”
(Focused)**

4. How to Become a Deal Lawyer



**“Thích ứng”
(Adaptive)**



4. How to Become a Deal Lawyer



**“Tiếng Anh”
(English)**



4. How to Become a Deal Lawyer



**“Thực tế”
(Practical)**



4. How to Become a Deal Lawyer

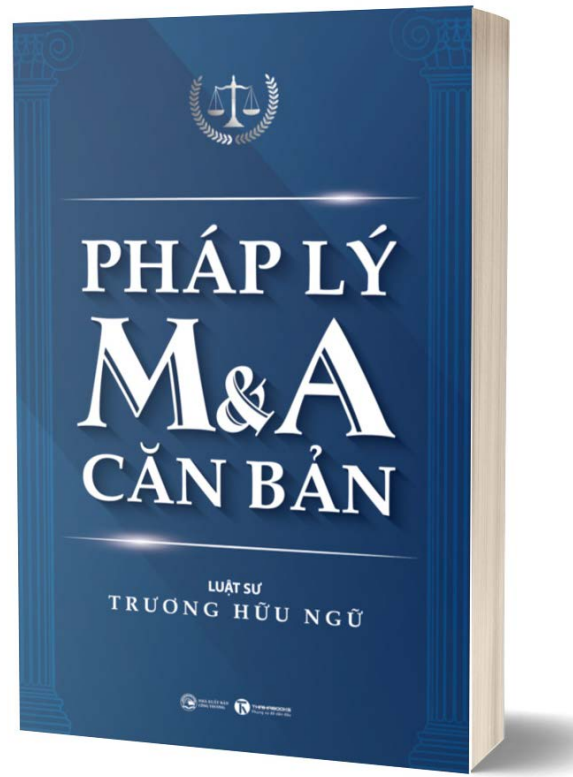


**“Thể dục”
(Physical exercise)**

4. How to Become a Deal Lawyer



3. Recommendations



- Overview of legal aspects of mergers and acquisitions (M&A) in Vietnam
- Fundamental concepts and legal frameworks
- Practical issues in M&A transactions
- Common challenges in M&A
- Case studies illustrating real-world applications

