

China, Australia & Pacific Regional Capabilities

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1. About Us

Headquartered in Sydney, Australia, PLN Australia provides the only coordinated legal and business service, offering multi-jurisdictional access to lawyers and business advisers across Australia and the Pacific, simplifying the process of being represented in multiple countries.

Our mission is to be the leading provider of legal and business advisory services to corporations and international institutions operating in this unique part of the world.

We achieve this by:

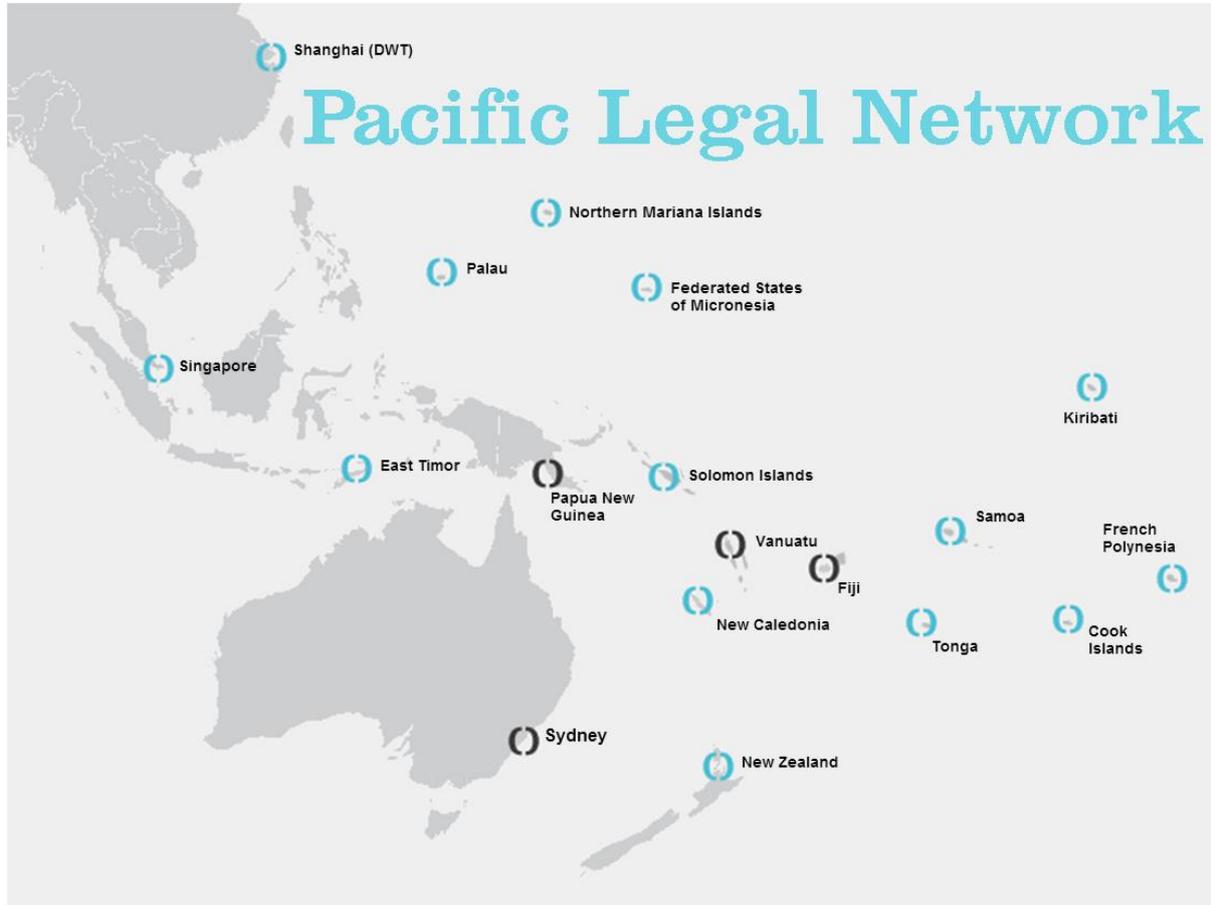
- utilising our network of leading law firms and business advisory practices;
- expanding our network throughout the region;
- providing a seamless service into and between the various jurisdictions.

PLN Australia at a glance

We have:

- offices and affiliates in Australia, Vanuatu, Fiji, Papua New Guinea, Solomon Islands, Samoa, New Zealand, American Samoa, Tonga, Timor Leste, Cook Islands, New Caledonia, French Polynesia, Hawaii, the Marshall Islands, Northern Mariana Islands, Palau, mainland USA, and across Asia
- our own wholly owned subsidiary in Singapore which provides the gateway for business and investment into Australia and the Pacific
- our own wholly owned subsidiary which is licensed to provide business and investment advice across various Pacific jurisdictions.
- Enhanced international capabilities including strategic relationships with international legal associations and collaboration in the Pacific region via Pacific Legal Network, which is peerless in the Asia Pacific region with the knowledge, long standing networks and active relationships it has in place.

Our emerging markets playground





We mind (your)
business.

2. China Capabilities

As one of the world's fastest growing economies, China presents enumerable opportunities for business engagement between Australia, the Pacific Island region and China.

Members of PLN Australia's China Business Services team have spent several years living and working in mainland China. Equipped with mandarin language skills and extensive experience in advising clients on China-related transactions, PLN Australia is able to assist you navigate the complex and diverse regulatory and cultural environment in cross-border transactions.

Whether you're investing into China or entering the Australian or Pacific markets, we work closely with our overseas based colleagues to provide a broad range of legal services to assist in devising successful investment strategies. These services include:

- corporate advisory services;
- local tax implications;
- transfer pricing issues;
- intellectual property protection;
- market entry strategies;
- due diligence;
- regulatory compliance and obtaining government approvals;
- import and export requirements; and
- drafting commercial documents including contracts, joint venture agreements, and other corporate documents.

3. Australian Services

3.1 Corporate and Commercial

Our corporate and commercial team provides sophisticated legal advice to leading global and domestic corporations, investment banks, private equity providers and state enterprises, from all industry sectors, in relation to their corporate activity in Australia. Very often these transactions are high profile, complex and involve significant cross border aspects.

We also work on public and private capital (and debt) raisings for companies, trusts, and managed investment schemes including placements, rights issues, and allotments.

We have regular dealings with ASIC and the ASX on behalf of clients on compliance issues such as continuous disclosure, listing requirements, and regulatory matters.

We also regularly advise clients on governance issues involving board and stakeholder dealings.

Our experience includes:

- Service and supply arrangements, including master agreements
- Distribution, licensing and agency agreements
- Pre-contract management and negotiation assistance
- Business establishment and structuring - companies, joint ventures partnerships and trusts (after tax, regulatory, financing, liability and exit considerations)
- Commercial property matters including leasing advice, subdivisions, projects and financing.
- Mergers and acquisitions
- Due Diligence investigations
- Shareholder and joint venture agreements
- Consultancy, service and contractor arrangements
- Competition and consumer law
- General commercial and contractual arrangements
- Equity capital markets – including takeovers, capital raisings and rights issues.

3.2 Tax

Our highly regarded specialist tax law practice offers extensive top-tier expertise in all aspects of Australian domestic and international tax law, including:

- Income tax, capital gains tax, GST, fringe benefits tax
- Stamp duty, payroll tax, land tax

We advise on tax issues that arise at every stage of the business life cycle:

- International tax planning
- Structuring and tax planning
- Internal tax risk management and policies
- Strategic advice and acting as counsel in tax litigation
- Managing tax enforcement matters

3.3 Employment

Our employment team advises and represents employees nationwide on a range of employment and workplace related issues. We offer quality expertise on all aspects of workplace and employment law, applying the most relevant solutions, starting from recruitment through to executive service agreements and termination of employment.

Our lawyers are experienced in negotiating with employers to formulate enterprise agreements, dealing with strikes and managing disputes, including mediation. In the event litigation becomes necessary, our senior lawyers have decades of experience in representing clients in court. We provide assistance and advice to independent contractors, including drawing up services agreements. Executive agreements are a particular focus for our team; we can help executives and companies reach an arrangement that is satisfactory to all parties.

Human resources legal advice is another of our key strengths. We provide advice on policies and procedures, recruitment and selection, performance management, confidentiality terms and perform investigation of harassment, discriminatory or misconduct allegations. Some of our

lawyers have in-house experience, so we know the pressures involved with these issues.

If you're concerned about working conditions and entitlements, award compliance, insurance, or changes such as redundancy or redeployment, we're here to provide support and quality advice. Our team is adept at reviewing occupational health and safety conditions and performing compliance checks on matters such as equal opportunity, migration, and privacy. We'll even assist with developing policies for internet and social media use.

3.4 Intellectual Property

The corporate/commercial team has vast experience in assisting clients in Australia and the Pacific Island region in protecting their intellectual property.

Our work experience includes:

- Trademark registration.
- Advice on copyright laws.
- Patent laws.
- Passing off claims.
- Trade practices related issues.
- Drafting and review of joint venture agreements.
- Drafting and reviewing of advertising and marketing related agreements.
- Assignment and licensing issues and drafting of agreements.
- Drafting of confidentiality agreements.
- Enforcement of intellectual property rights.

3.5 Banking and Finance

Our team provides legal advice and assistance to the banking and finance sector in Australia and across the Asia-Pacific in the following areas: secured and unsecured lending, aircraft financing, syndicated lending, project and corporate finance, consumer finance, property finance, workouts, finance restructuring, loan securitisation and stamp duty.

PLN Australia provides legal advice in the following areas:

Corporate financing and restructures Project financing, structuring and implementation

- Infrastructure financing, structuring and implementation
- Tax effective equipment and property financing
- Equipment sales and lease backs

- Preparation of loan, security and joint venture documentation
- Administration and arrangements for receiverships
- Liquidations and receiverships
- *Personal Property Securities Act 2009* (Cth) related issues.

3.6 Dispute Resolution

Our dispute resolution team have extensive experience in handling a broad range of commercial disputes across all Australian federal and state courts and tribunals. The team has particular expertise in areas relevant for corporations law, transport and aviation matters, including corporate commercial matters, trade practices and consumer protection litigation, banking and securities litigation, professional negligence actions, regulatory compliance including directors' duties, and debt recovery. We offer strategic litigation and dispute resolution services across our areas of specialty. We identify legal issues and provide pragmatic solutions and action to clients. Our dispute resolution team comprises specialists who are highly regarded in the following areas:

- Commercial contracts
- Intellectual property
- Corporations and shareholder disputes
- Transport and aviation matters
- Financial services and securities
- Insolvency and corporate structuring
- Tax litigation

Trust law and estate litigation

4. Pacific Region Capabilities

Do you have or are you looking to invest or commence operations in the Pacific region? Or, Are you a Pacific business looking to expand your footprint into the Asia region?

PLN Australia is a client centric complete solution for legal services in the Pacific region servicing clients in a range of industries and sectors including:

- Transport & aviation
- Construction, infrastructure & projects
- Financial services
- Mining, energy & resources
- Fast moving consumer goods (FMCG)
- Hospitality, tourism & gaming
- Insurance & risk
- Local government
- Telecommunication

Through our cross-border experience, which combines local knowledge with regional expertise across a range of jurisdictions and industries, we are here to guide and assist you to achieve your business objectives.

4.1 Fiji

Our team in Fiji provides a wide range of services to clients in both commercial and government institutions.

We've procured or provided legal advice and assistance including due diligence, business and taxation consulting, business recovery, divestments, financial advisory, corporate restructuring, mergers and acquisitions, initial public offerings as well as distribution arrangements.

Our experience also extends to the banking and finance sector, and we have acted for clients to assist in secured and unsecured lending, syndicated lending, project and corporate finance, consumer finance, loan securitisation and stamp duty.

4.2 Papua New Guinea

Papua New Guinea is the most significant of all the Pacific jurisdictions. It's a key focal point for many Australian and Asian businesses across the Asia Pacific region.

We understand the challenges and uncertainties of doing business in PNG and can provide practical, timely legal advice which is tailored to our clients' business goals. We operate in PNG via an exclusive arrangement with a local Port Moresby firm, Fairfax Legal. Our relationship enables us to deliver a seamless, timely service in a consistent and predictable manner.

Our joint experience in PNG spans a wide range of industries including projects, mining, timber, banking and finance and insurance. We assist our clients in these industries through a full commercial legal service offering, including corporate and taxation advisory services, regulatory compliance, corporate and project financing, corporate restructurings, mergers and acquisitions, distribution arrangements as well as litigation and dispute resolution.

We actively participate in the Australia Papua New Guinea Business Council. We recognise the growing trend in intra-Pacific trade and investment and we remain at the forefront of the legal services industry to provide unique services to facilitate this.

4.3 Timor Leste

Through our unique alliance with Da Silva & Associates in Dili, we assist clients with Timor Leste interests in a range of legal issues.

Our joint experience includes corporate and commercial law, mergers and acquisitions, banking and finance and regulatory compliance. We have extensive expertise undertaking due diligence exercises for clients wishing to invest or purchase 'going concerns' in Timor Leste.

4.4 Solomon Islands

We operate in the Solomon Islands via a collaboration arrangement with leading local Honiara law firm Primo Afeau Legal Services. This venture creates a dedicated relationship between two firms operating in Australia and the Solomon Islands, enabling companies who invest and operate in and around the Solomon Islands access to the unique combination of local knowledge and regional expertise.

4.5 Vanuatu

We provide a wide range of services in Vanuatu including due diligence, business consulting, business recovery, divestments, financial advisory, corporate restructuring, mergers and acquisitions and taxation consulting to clients in both commercial and government institutions.

John Ridgway, the Head of Legal Services at PLN Australia, lived and worked in Vanuatu for a number of years and was the founding partner of a local law firm Ridgway Blake Lawyers.

4.6 Other Jurisdictions

Through our affiliate network, we assist our clients with their legal enquiries in other Pacific island jurisdictions including Samoa, American Samoa, Tonga, Cook Islands, New Caledonia, French Polynesia, Hawaii, the Marshall Islands, Northern Mariana Islands and Palau

Our experience in the Pacific also extends to AML and regulatory compliance, offshore financial centre advice as well as commercial, regulatory and taxation advice.

**Nothing (ventured)
nothing gained.**

5. Recent M&A experience

Our ability to deliver cross-border M&A services is demonstrated through the depth of our experience in this area. We are the trusted advisers to a variety of prominent international corporate clients, state bodies, state companies and the public sector spanning a wide range of industry sectors.

Our team has the sophisticated legal and tax training, complex deal background and the high level of technical expertise needed to help structure deals and draft documents clearly, concisely and quickly.

Here's a snapshot of some of our M&A experience over the past few years.

Client	Description of Project
Relevant corporate experience in Australia and the Pacific Islands	
RESI Mortgage Corporation	Lead counsel on the AU\$36 million sale of RESI Mortgage Corporation, a privately owned non-bank lender to ASX-listed wealth management company Yellow Brick Holdings Limited.
Furniture Brands International Inc.	Asia-Pacific transaction counsel for the \$280 million dollar sale of Furniture Brands International Inc., a US public company in Chapter 11 Bankruptcy and the maker of Broyhill, Land and Thomasville home furnishings, to KPS Capital Partners LP, a US private equity firm.
Energy Industries Superannuation Scheme	Lead counsel to Energy Industries Superannuation Scheme, an Australian industry superannuation fund in the AU\$15 million sale of shares in FuturePlus a superannuation fund administrator and service provider based in Sydney providing services to superannuation funds with approximately \$10 billion of funds under administration (FUA) and over 220,000 members in aggregate.
Coca-Cola Amatil	Acting for the Australian majority shareholders in the potential sale of their interests in a Fiji listed company, including advising on the entity's AGM, board resolutions, working through the Takeovers and Mergers rules that apply in Fiji.
IFC	Acting as transaction counsel for the International Finance Corporation (the private banking arm of the World Bank) in relation to various transactions including the partial privatisation of the National Bank of Vanuatu.
Exxon-Mobil	Acting for a multi-national petroleum company in the acquisition of business interests of petroleum companies in multiple Pacific Island jurisdictions, including Fiji, on matters including due diligence, company structure, negotiating and reviewing sale documents, advising on foreign investment approval, stamp duty, negotiating and registering leases, and advising on regulatory compliance.
Digicel Group	Acting on the acquisition of telecommunication assets and companies from companies and state owned instrumentalities in various jurisdictions in the Pacific including due diligence, incorporating acquisition vehicles, regulatory compliance and preparation of all transaction documentation.
United Airlines	Acted for United Airlines on the Australian aspects of merger of two major American airlines including advising on the regulatory and corporate issues arising from the merger.
ANZ	Acting for a major Australian bank in the acquisition of business interests across various jurisdictions, including extensive due diligence and contractual/legislative matters concerning the relationship between target bank and customers.

We know that close
and effective
(relationships)
matter to you and
we offer services
that draw on our
significant
knowledge and our
experience.

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