

# CESCON BARRIEU

We work in an integrated manner across all areas of law, always mindful of how each legal decision affects the broader business landscape. **We simplify complexity and anticipate risks by combining technology, data, and intelligence.**

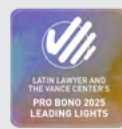
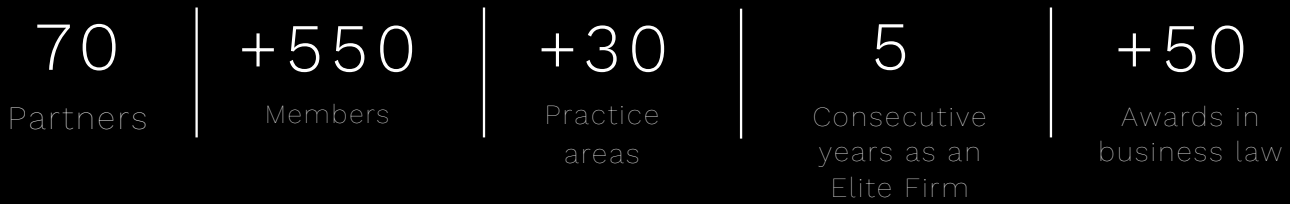
We have presence in over **30 practice areas across all industries**. This, combined with our commitment to excellence, innovation, and delivering real value to our clients, has **resulted in our recognition by the Latin American Corporate Counsel Association (LACCA) for our bold representation of Latin America's 100 largest companies.**

Additionally, our strong capacity to deliver legal solutions enables us to **represent clients in over 50 countries**. More than technical expertise, we believe our true difference lies in the intelligent connection of experience, close client relationships, and strategic vision.

We have built a **strong track record in the Asia Pacific region**, advising leading companies on multidisciplinary challenges and complex matters, such as high-value investments, regulatory compliance, and cross-border operations in Brazil.

Through long-term legal partnerships, Cescon Barrieu has positioned itself as a **strategic business partner for APAC clients** seeking comprehensive and complex expertise in navigating the Brazilian legal landscape.

[→ LEARN ABOUT OUR POSITIONING](#)



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# OUR EXPERIENCE WITH ASIAN CLIENTS

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## CHINA

### M&A & JOINT VENTURES

- Angelalign Technology, a China-based dental company, on a primary and secondary investment for the acquisition of 51% stake in Aditek.
- Constantly advising Ant Group (formerly Ant Financial) on corporate, tax, data protection, labor and regulatory, since the setting up of its local presence.
- Alibaba/Aliexpress, on all Brazilian legal matters, including on the development of its local business model, regulatory, tax, data privacy and consumer protection matter.
- China Three Gorges Brasil Energia on the negotiation of the share purchase agreement for the BRL 2.2 billion sale of its 50% equity interest in the Cachoeira Caldeirão and Santo Antônio do Jari hydroelectric plants to Engie Brasil.
- State Grid on the launching of two mandatory tender offers targeting CPFL Energia's and CPFL Renováveis' outstanding shares (legal tag along).
- Chinese company on the acquisition of a minority interest on a FPSO owned and operated by SBM Offshore.

### PROJECT FINANCE & INFRASTRUCTURE

- China Development Bank – CDB on the acquisition financing of a portion of the Pre- Salt Búzios Field by CNODC Brasil Petróleo e Gás.
- China Development Bank – CDB on “cash for oil” financings to Petrobras, to finance Petrobras' crude oil production coupled with an oil supply arrangement to Chinese companies.
- CEXIM - The Export-Import Bank of China on the financing to Petrobras of Chinese- content in relation to the purchase of equipment related to offshore oil production, storage, and transportation from certain Chinese suppliers.
- State Grid on general regulatory matters and procedures before ANEEL, including analysis of new regulatory obligations, strategy for inspection processes and in the context of transmission auctions.
- China Unicom Global on all Brazilian regulatory and corporate aspects of the landing of a submarine fiber optic cable linking the coast of Cameroon (West Africa) to Fortaleza (Northeast of Brazil), and the establishment of a multimedia telecommunication services provider in Brazil.
- The Bank of Beijing Financial Leasing Company (BOBFL) on the execution of a charter agreement with Vale International SA, which will be the charterer of a vessel owned by BOBFL's subsidiary, Haisheng No.8 (Tianjin) of BOBFL Co., Ltd.
- The lenders including ECAs Atradius, SACE, NEXI and SINOSURE on the financings of FPSOs Almirante Tamandaré and Alexandre de Gusmão, to be deployed by SBM offshore on the Buzios and Mero fields.

- The Export-Import Bank of China and Sinore, among others, in connection with a senior secured term loan facility made available to a subsidiary of Norway-based BW Energy Limited, for the refurbishment and deployment of FPSO Polvo on the Maromba field offshore Brazil.
- BOC Financial Leasing Co., Ltd. on a sale and lease structure for 2 newbuild ore carriers to be employed under a contract of affreightment to Vale International SA

## BANKING & CAPITAL MARKETS

- Ant Group on the implementation of its payment services business in Brazil, licensing with the Central Bank to operate as a financial institution, and engaging a “bank as a service” business partner, and complying with all regulatory and foreign exchange matters.
- China Three Gorges Brasil Energia on its first issuance of debentures, in the total amount of BRL 1.45 billion to develop its activities in the electrical energy sector.
- A syndicate of lenders, HSBC Bank plc, The Hongkong and Shanghai Banking Corporation Limited, and HSBC Corporate Trustee Company (UK) Limited on the financing of the Nord Anglia Group, in the amount of approximately US\$ 3.6 billion.
- BOCOM BBM S.A., Banco Alfa and Bioenergética Aroeira in the public distribution offering of agribusiness receivables certificates (CRA) of the 19th issuance, in two series, of ISEC Securitizadora S.A., in the total amount of BRL 150 million.
- BOCOM BBM S.A. and other underwriters on the offering of unsecured debentures issued by Cyrela Brazil Realty S.A. Empreendimentos e Participações, in the total amount of BRL 750 million.
- BOCOM BBM S.A. and Banco Santander (Brasil) S.A. on the public offering of agribusiness receivables certificates (CRA) of Virgo Companhia de Securitização, backed by agribusiness credit rights owed by GJA Indústrias SA, in the total amount of BRL 480 million.
- BOCOM BBM S.A. and Banco Santander (Brasil) S.A. on the 5th issuance of real estate certificates (CRI) of Virgo Companhia de Securitização, backed by real estate credits owed by GJA INDÚSTRIAS S.A., on the total amount of BRL 360 million.
- S.A. Usina Coruripe Açúcar e Alcool as issuer, Coruripe Holding S.A., Coruripe Energética S.A. and CVW Energética LTDA. as guarantors, and BOCOM BBM S.A. as Underwriter, on the 4th issuance of debentures in the total amount of BRL 100 million.

## TAX

- Aliexpress/Alibaba on the tax structuring of its presence in Brazil.
- China Three Gorges Brasil Energia on tax structuring for new wind and solar energy projects in Brazil, including analysis of special tax regimes, importation procedures, EPC agreements and other tax aspects during construction and operation phases.
- State Grid on aspects applicable to its subsidiaries in Brazil, and in the definition of strategy for taxation of its RAP in view of accounting changes.

## **TECHNOLOGY & DATA PROTECTION**

- AliExpress on cybersecurity and data protection policies, including Systems Security Policy, Cybersecurity Governance Policy, and adaptation of global privacy documents to Brazilian legislation.
- Alipay on data protection matters in Brazil, including secondment of a lawyer to its global data protection team, development of a Retention Policy and Schedule, and drafting of a Privacy and Data Protection Governance Policy, considering fintech regulatory provisions.

## **COMPLIANCE & REGULATORY**

- Alibaba Group (Alipay) from an anti-corruption, compliance, and anti-money laundering (AML) perspective.
- Alibaba Group on platform regulation and marketplace compliance in Brazil, including marketplace liability, intellectual property, copyright, and regulatory risks for AliExpress.
- AliExpress on compliance and legal issues related to video game listings, including all IP matters and providing strategic analysis on regulatory and commercial promotion implications.
- Aliexpress, Alipay, and Cainiao Logística in all aspects of labor, union, and Human Resources matters, as the client is starting its operations in Brazil.

## **JAPAN**

### **M&A & JOINT VENTURES**

- Japanese trading house Sojitz on its first investment in Brazil's car dealership sector, in a BMW car dealership group.
- Marubeni on the formation of ZAMine Service Brasil, a joint venture with Hitachi established through ZAMine Latam Holdings, focused on the sale and maintenance of mining equipment in Brazil.
- ITX Corporation (from Korea) and KDDI Corporation (from Japan) on the sale of their shares in the Brazilian telecom company Global Telecom to Portugal Telecom.
- Mitsui and Mitsui O.S.K. Line (MOL) on its entry into the offshore support sector, by means of a joint venture with AKOFS Offshore, for the acquisition of the multi-purpose support vessel (MPSV) Skandi Santos.

### **PROJECT FINANCE & INFRASTRUCTURE**

- Mizuho Bank and NEXI – Nippon Export and Investment Insurance on the NEXI- covered financing to Petrobras of Japanese-content in connection with the construction and conversion of 12 FPSOs to be operated in Brazil's pre-salt offshore oilfields.
- Japan Bank for International Cooperation - JBIC on the financing to Banco Nacional de Desenvolvimento Econômico e Social – BNDES of a “green” facility in an amount of up to US\$ 100 million.

## **BANKING & CAPITAL MARKETS**

- JPMorgan Chase Bank, N.A., Barclays Bank PLC, Goldman Sachs Lending Partners LLC, Natixis, New York Branch, BNP Paribas, Banco Santander, S.A., MUFG Bank, Ltd. Deutsche Bank AG New York Branch and Citibank, N.A. in the negotiation of the amendment to the Revolving Credit Facility Agreement of the Latam Airlines Group in the amount of US\$ 750 million.
- Nomura Securities, as underwriter, on the US\$ 270 million project bonds of the drillship SC Lancer, the first Brazilian project bonds backed by Petrobras' charter receivables.

## **DISPUTES**

- Hitachi Energy Brasil in a dispute involving the supply of defective equipment, enforcement of a performance bond, and related claims for damages.

## **SOUTH KOREA**

### **M&A**

- SD Biosensor, Inc., a Korean-Based company, on the acquisition of Eco Diagnóstica Ltda.
- Samsung and its Brazilian subsidiary, Simpress Comércio, Locação e Serviços S.A., with the acquisition, by HP, Inc., of Samsung's world printer's business. The Merger Filing was challenging since after acquiring Samsung, HP would eliminate one of its printer rivals and gain a possible boost in revenue.
- ITX Corporation (from Korea) and KDDI Corporation (from Japan) on the sale of their shares in the Brazilian telecom company Global Telecom to Portugal Telecom.

## **PROJECT FINANCE**

- Kookmin Bank and Nonghyup Bank as lenders, security trustee and mandated lead arrangers on the financing of two VLOCs to be operated under a charter structure with Vale, including review of affreightment agreements, structuring of Brazilian guarantees, and coordination with Vale for corporate approvals.
- The Export-Import Bank of Korea as senior lender on the refinancing of two VLOCs operating under a contract of affreightment with Vale, including review of amended charter arrangements, analysis of a new guarantee issued by Vale, and coordination for corporate approvals.
- Industrial Bank of Korea as lender on the financing of VLOCs employed by Pan Ocean and Polaris under charter agreements with Vale, including review of contracts, guarantees, and coordination for corporate approvals.
- The Korea Development Bank as security trustee and junior lender on the financing of five VLOCs employed by Polaris and later novated to H-Line, under charter agreements with Vale, including review of contracts, guarantees, novation terms and coordination for corporate approvals.
- The Korea Development Bank as agent and security agent for senior lenders to the financing of the construction and acquisition of three very large ore carrier (VLOC) vessels by subsidiaries of Pan Ocean Co., Ltd.
- ABN Amro, N.V. Singapore Branch as agent to senior lenders, Korea Trade Insurance Corporation (K-Sure) and the Korean Development Bank (KDB) on the financing for construction and acquisition of two Guibamax vessels subsidiaries of Korean company Polaris Shipping Co., Ltd., the world's largest VLOC owning company.

## COMPLIANCE & REGULATORY

- Hyundai Automotive in Brazil on contractual matters and has supervised certain pre- litigation matters for Sae Dong do Brasil.
- Hyundai in the drafting of standard contracts and “Formula HB-20”- related agreements.
- Yanolja on due diligence aspects of the Brazilian subsidiary in the context of the global acquisition of Go Global Travel.
- A senior manager of the Yazaki Group on the execution of a Cease-and-Desist Agreement with CADE regarding a cartel investigation in the markets of electrical harnesses and electronic automotive components.

## SINGAPORE

### M&A

- Government of Singapore Sovereign Fund GIC on the acquisition of a stake in water and sanitation service provider Aegea, and on its investment in Carrefour Brasil.
- Changi Airports on setting up a joint venture with Odebrecht Transport to acquire the control of the company holding the concession to operate the Rio de Janeiro/Galeão international airport.

### PROJECT FINANCE

- ING Bank N.V., Singapore Branch, on the financing of the acquisition of three vessels by the Marshall Islands subsidiaries of Pan Ocean Co., Ltd.

## OTHER SELECTED EXPERIENCE

- Yinson Production on the mini-perm financing and on the project bonds of the FPSO Anna Nery (located at the Marlim Field) and on the financing of the FPSO Maria Quitéria (located at the Jubarte Field).
- Leading Malaysian infrastructure group on its attempted acquisition of renewable energy projects (assets of about 4.6GW, or 8.2GW including pipeline).
- ICL Group, Israel-based company, through its subsidiary ICL Brasil, on the acquisition of Compass Minerals América do Sul Ltda.
- Platinum, an investment vehicle of the Abu Dhabi Investment Authority – ADIA, on the submission to CADE of the acquisition of an indirect interest in Ufinet Brasil Participações Ltda.