



SY & PARTNERS

MEMBER FIRM OF NISHIMURA & ASAHI

Firm Profile

17 February 2024

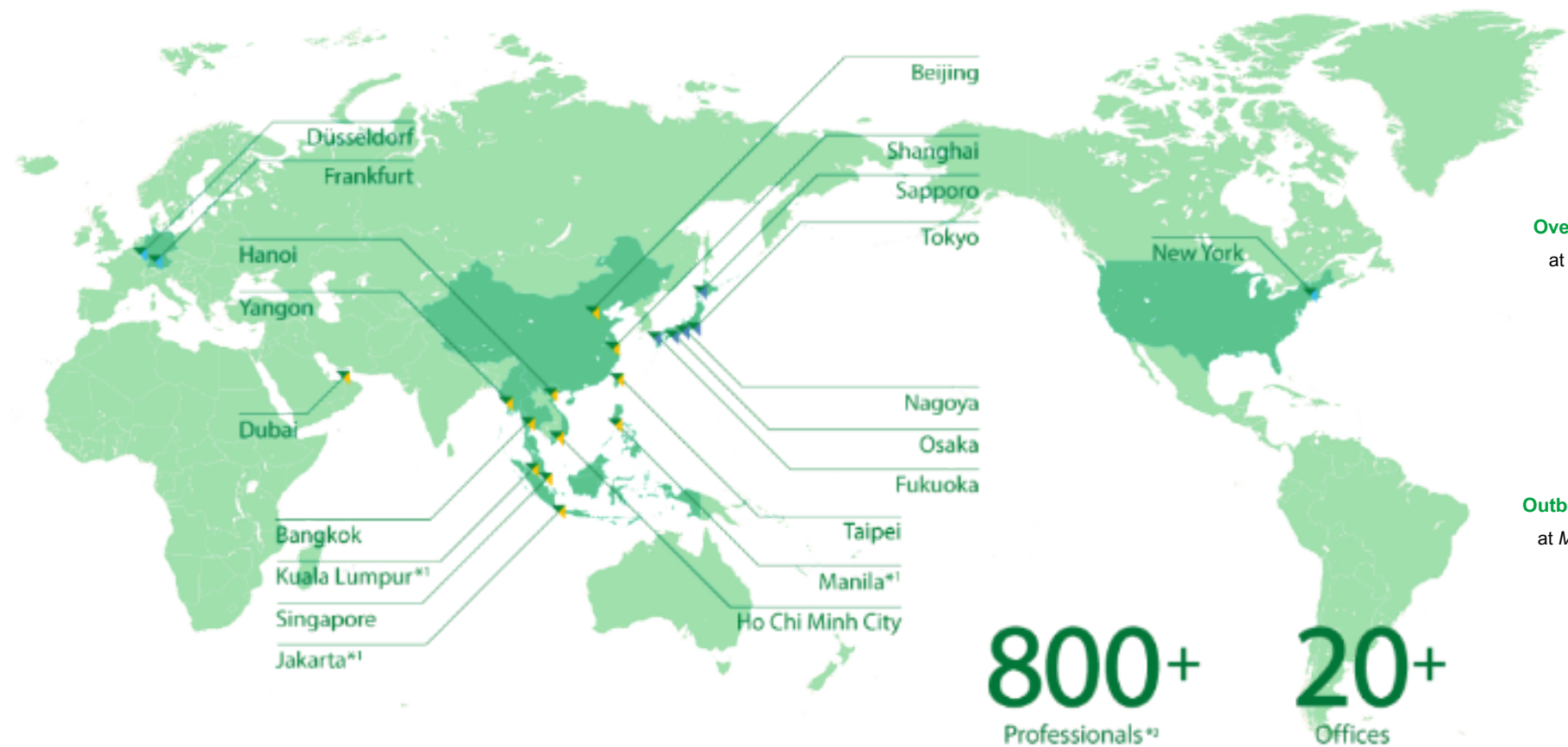
Sy & Partners is a Member Firm of Nishimura & Asahi, Japan's largest full-service international law firm, with more than 700 lawyers working in close collaboration at 19 offices around the world to offer unrivalled one-stop legal services.

Our fundamental mission is to realize an affluent and fair society based on the rule of law. Committed to "Leading You Forward," we aim to contribute to the growth of our clients and our society.

About Nishimura & Asahi

Japan's largest full-service international law firm | Delivering diverse solutions across Asia and beyond

Nishimura & Asahi is Japan's largest full-service international law firm. With more than 800 professionals around the world, the diversity and depth of expertise offered by our world-class lawyers is singular. We have been providing our clients with comprehensive solutions through exceptional knowledge and experience since 1966.



Overseas Practice Law firm of the Year
at ALB Japan Law Awards (2021, 2023)



Outbound M&A Legal Adviser of the Year
at Mergermarket Japan M&A Awards 2022

Recent Recognition



Insurance, Re-insurance Law Firm of the Year:

Philippines Law Awards, Asia Business Law Journal, 2023
Philippines Law Awards, Asia Business Law Journal, 2021

Rising Law Firm of the Year: ALB Philippines Law Awards, 2020

Notable: Banking & Finance, Asialaw Profiles, 2019-21

Notable: Corporate M&A, Asialaw Profiles, 2019-21

Banking & Finance, IFLR1000, 2019-21

Notable: M&A, IFLR1000, 2019-21

Notable: Project Development, IFLR1000, 2019-21

Notable: Restructuring & Insolvency, IFLR1000, 2019-21

Banking & Finance, Chamber AP, 2019

Best New Law Firm: Philippines Law Awards, Asia Business Law Journal, 2018

Highly Regarded: Felix Sy, Banking, Insurance, Mining, IFLR1000, 2019-21

Leading Individual: Felix Sy, Banking & Finance, Legal 500, 2019

Felix Sy, Corporate Finance, Chambers AP, 2019

Representative Transactions

Compliance & Governance

Data Privacy

- Advised and assisted [Western Union and affiliates \(Canada, Ireland, US and Philippines\)](#) on various data privacy matters, including registration of various entities, data processing, outsourcing and sharing arrangements, and proactive incident response;

Anti-Bribery & Corruption

- Assisted and represented [former public officials of the Philippine government](#) in graft cases pending before the Office of the Ombudsman in the Philippines and the Sandiganbayan;
- Advised [a consortium between a Philippine corporation involved in border control and cargo security solutions and a Singaporean company](#) engaged in the implementation trade facilitation systems in over 30 countries in the preparation and submission of an unsolicited proposal to a national government agency involving a project which aims to fully automate the functions of the government agency as well as to provide services to various third-party stakeholders.

Technology, Media & Telecommunications

- Advised [a consortium between a Philippine corporation involved in border control and cargo security solutions and a Singaporean company](#) engaged in the implementation trade facilitation systems in over 30 countries in the preparation and submission of an unsolicited proposal to a national government agency involving a project which aims to fully automate the functions of the government agency as well as to provide services to various third-party stakeholders.

Private Equity & M&A

- Advising and representing [one of the Philippines' major Value Added Services Provider](#) accredited by various regulators such as the Bureau of Customs, the Philippine Economic Zone Authority, and National Telecommunications Commission with respect to a proposed acquisition by an Australian company;
- Advised and assisted [a venture capital investment arm](#) of a group specializing in early stage, growth capital, and late-stage investments in information, telecommunications, information technology, and fintech in the due diligence on and acquisition of a Philippine healthcare data analysis software company.

Banking & Finance

- Advised an [Asian consumer and financial services bank](#) on regulatory and licensing issues under Philippine law in relation to its Global Transaction Services project and provision of cash management services in the Philippines;
- Advised [the financial arm of the world's largest manufacturer of construction and mining equipment, natural gas and diesel engines and industrial gas turbines](#) regarding project finance and structured finance/financial lease transactions in the Philippines.

Representative Transactions

Employment & Human Capital Services

- Advised a **PEZA-registered IT enterprise** on its implementation of a new compensation scheme in light of the COVID-19 pandemic situation;
- Assisted a leading Risk and Insurance Advisor with global presence in providing legal advice on preventive suspension and mandatory notice to explain requirements under Philippine labor and employment laws;

Energy & Infrastructure

- Advised a **French Water Company** in its project financing as well as investments in a water concessionaire in Metro Manila, Philippines;
- Advised **the world's largest solar panel manufacturer**, listed in the New York Stock Exchange and headquartered in Shanghai, China regarding the structuring of investments in solar energy project companies, including foreign equity restrictions in solar energy projects, licensing requirements and capital structuring in the Philippines.

Litigation & ADR

- Advised **a financial services company** regarding an inquiry being conducted by the Philippine National Bureau of Investigation;
- Assisted and represented **a real estate corporation in the Philippines** in an arbitration proceeding before the Construction Industry Arbitration Commission ("CIAC");
- Assisted and represented **a supermarket retail chain** in a case involving the National Building Code of the Philippines.

Food & Beverage, Pharmaceutical

- Advising a **Philippine food and beverage company** on potential litigation involving several of its officers;
- Advised and assisted directors of **a Food and Beverage corporation in the Philippines** concerning a criminal investigation on alleged violations of the Revised Penal Code and the Corporation Code of the Philippines;
- Advising **one of the world's leading biotechnology companies** on its novel marketing and distribution business model involving one of the largest pharmaceutical companies in the Philippines.

Tax

- Provided **general tax planning advice** for mergers and acquisitions, corporate restructuring and reorganizations, tax controversy, cancellation of business registrations in the Philippines, and transfer pricing and customs valuation issues.
- Handled tax audit investigations for **companies in the manufacturing, advertising, manpower services, and business process outsourcing industries** at the Bureau of Internal Revenue and local government.

Our Team



Felix Sy, JD, LLM, MNSA, FICD

Managing Partner | Manila
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| Qualifications

- Admitted in Republic of the Philippines
- Admitted in California

| Education / Professional Experience

- National Defense College of the Philippines (Masters in National Security Administration, Gold Medal in Academic Excellence)
- Cornell Law School (LL.M. Honors)
- Ateneo de Manila University (J.D.)
- Ateneo de Manila University (A.B.)

| Awards & Rankings

- 2021-22 | Highly Regarded in Banking & Finance, IFLR1000
- 2020-22 | Highly Regarded in Banking, Insurance, Mining IFLR1000
- 2021-22 | Notable Practitioner in Corporate and M&A, Asialaw Leading Lawyers
- 2021 | Notable Practitioner in Corporate and M&A, Asialaw Profiles

Managing partner Felix Sy...advises several multinationals as part of a broad practice that covers real estate and project finance in addition to corporate work.

– Legal 500, 2021

Felix's practice focuses on Mergers & Acquisitions, Corporate Commercial, Banking & Finance, and Technology, including fintech, insuretech, digital assets, cryptocurrency, payments, and e-commerce. He advises on Insurance and Bancassurance transactions and products. In addition, he focuses on Major Projects development and financing in Power/Energy/Renewable Energy, Infrastructure/Utilities, including privatization, project development and operations, build-operate-transfer/Public Private Partnership and its variant arrangements.

Previously, Felix Sy was the Managing Partner/Country Head of Insights Philippines Legal Advisors, Philippine Member of ZICO Law ASEAN Network. He also served in the Executive Committee of ZICO Law and was the Co-Head of the ASEAN Corporate/M&A Regional Practice. Felix was also a Partner and Head of the Banking & Finance/Insurance Practice Group at Baker & McKenzie in the Philippines. Felix was a member of Baker & McKenzie's Asia Pacific Insurance Focus Group Steering Committee and the Financial Services and Energy, Mining & Infrastructure Industry Groups.

Felix has won numerous awards and recognition as a leading lawyer and legal expert.

He is also a Fellow at the Institute of Corporate Directors and a founding trustee of the Energy Lawyers Association of the Philippines.

Our Team



Shennan A. Sy

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| Education / Professional Experience

- 2002 | University of Michigan – Ann Arbor (LL.M.), as a Fulbright Scholar and DeWitt Fellow
- 2001 | Georgetown University Law Center (Program on American Law and Legal Education), as a Fulbright Scholar
- 1995 | Ateneo de Manila University (J.D.)
- 1990 | De La Salle University (B.A. - Economics and B.Sc. - Accounting), graduated *cum laude and class salutatorian*

| Awards & Rankings

- 1995 | Shennan garnered the 6th highest general weighted average grade in the 1995 Philippine Bar Examinations
- 1995 | Ateneo de Manila University, graduated *second honors (Silver Medal for Academic Excellence)* and *class salutatorian*
- 1991 | He copped the 7th place in the 1991 written licensure examination for Certified Public Accountants
- 1990 | De La Salle University, graduated *cum laude and class salutatorian*

Shennan's practice focuses on corporate and tax law, specifically: business structuring and registration; business acquisitions, restructuring, re-organization, mergers and consolidations; investment incentives; joint venture arrangements; tax advisory; tax advocacy; tax treaties; estate planning and settlement; and contract review. He advises business start-ups and investors making inward investments. In addition, he also focuses on tax assessments, tax protests, and representation of clients before the Bureau of Internal Revenue and the Bureau of Customs.

| Representative Work

- Counseled the SELLER in an Asset Purchase Transaction where a Philippine company acquired the music assets of another Philippine company, with a transaction value approximately US\$5,500,000.00. (2023)
- Advised the LESSOR in long-term Contracts of Lease with one of the largest quick service restaurants in the Philippines. (2023)
- Assisted an Online Gaming Enterprise with Authorized Capital Stock of US\$18,181.181.00 and Paid-Up Capital of US\$4,454,454.00 with registrations with the Philippine Securities and Exchange Commission, Bureau of Internal Revenue, Local Government Unit, Philippine Amusement and Gaming Corporation, and the Anti-Money Laundering Council. (2022)

Our Team



Tara A. Mercado

Partner | Manila

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| Education / Professional Experience

- 2016 | Columbia University (LL.M.)
- 2010 | Ateneo de Manila University (J.D.), with honors
- 2006 | Ateneo de Manila University (A.B. Management Economics)

Tara has extensive experience advising domestic and foreign companies on a variety of matters, including structuring of foreign investments, corporate structuring, corporate governance, compliance and regulatory issues, employee relations, and taxation.

Tara's practice focuses on corporate transactions in various sectors, including telecommunications, mining, oil and gas, real estate, and gaming and entertainment.

She has served as the lead client contact and has executed ground-breaking transactions in mergers and acquisitions, initial public offerings, equity and debt issuances, project financing, and public bidding.

| Representative Work

- US\$5.4 billion joint venture arrangement with China Telecommunications Corporation for DITO Telecommunity Corp., which was selected as the third telecommunications player in the Philippines. DITO's historic winning bid is the first full service-telecommunications license to be released in Asia in almost 100 years. Also assisted DITO in the renewal of its Congressional franchise and provided advise relating to the amendments of the Philippine Public Service Act.
- Advised Unity Digital Infrastructure, Inc, a joint venture between the Partners Group and the Aboitiz Group, in its US\$ 164.8 million acquisition of a telecom towers portfolio of PLDT, Inc. through a sale and lease transaction with subsidiaries of PLDT.
- Advised the edotco Group in its approximately US\$840 million acquisition of a telecom towers portfolio of PLDT, Inc. through a sale and lease transaction with subsidiaries of PLDT.
- Acted as Philippine counsel to Deutsche Bank AG, JP Morgan Securities Ltd. and UBS AG with respect to matters of Philippine law in connection with the US\$1 billion initial public offering of Robinsons Retail Holdings, Inc., the largest in the history of the Philippine Stock Exchange.
- Acted as transaction counsel to the Metropolitan Waterworks and Sewerage System and the Public Private Partnership Center of the Philippines with respect to the bidding for the US\$542.22 million Bulacan Bulk Water Supply Project, the first water public-private partnership to be rolled out by the Philippine government.

Our Team



Roland Glenn T. Tuazon

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| Education / Professional Experience

- 2020 | New York University School of Law (LL.M. in International Business Regulations Litigation and Arbitration); Dean's Graduate Award scholarship, Charles D. Klein Law and Business awardee
- 2011 | Ateneo de Manila University (J.D.), ranked 4th, with honors, most distinguished graduate
- 2007 | Ateneo de Manila University (A.B. Communication, minor in Global Politics and International Relations) – graduated *magna cum laude*

| Awards & Rankings

- United States District Court (SDNY) Mediation Office, mediation assistant (2020)
- Philip C. Jessup International Law Moot, head coach (Philippine team, 2021); judge in the US North East Regionals (2020); judge in the Philippine Nationals (2016-2019); World Top 10 oralist (2010), Quarterfinalist and best memorial (2008)
- Willem C. Vis International Commercial Arbitration Moot; judge in the NYU moot (2020); World Octofinalist (2009)
- Ateneo Office of Legal Aid; supervising attorney

Glenn's practice focuses on international and domestic litigation and arbitration. He appears before various courts, including the Philippine Supreme Court, Court of Appeals, Sandiganbayan, and trial courts, as well as arbitral tribunals constituted under the rules of the ICC, SIAC, HKIAC, and CIAC, among others.

Glenn handles contractual, corporate, property, construction, energy disputes, and various transactions involving asset or share acquisitions focused on oil, gas, energy, mining, and public infrastructure. He also advises on regulatory compliance matters, including compliance with tobacco, mining law, competition law, anti-dummy, and anti-corruption laws.

| Representative Work

- \$1.1-billion international commercial arbitration (ICC) between two multinational energy corporations and the Philippine Government
- \$16-million international investment arbitration (ICSID) between a Belgian corporation and the Philippine government in a dredging-related contract
- international commercial arbitration (SIAC) between a real estate investment fund and a loan financing instrumentality, involving a securitization agreement affecting 52,000 properties
- construction arbitration involving three major transmission line projects in Visayas and Mindanao, Philippines – resulted in favorable award to client (contractor)
- international commercial arbitration (SIAC) involving the Philippine national power grid system and the concession agreements.
- Philippine court proceedings for the refusal of recognition and enforcement of a final award in a Hong Kong-seated arbitration (successfully settled)

Our Team



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Odette Rachelle C. Padre-Isip
Senior Associate | Manila

Rachelle has experience in governance and compliance, commercial and transactional law, data privacy, mergers and acquisitions, tax, labor, public procurement, securities, blockchain and cryptocurrency law.



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Claudine Allyson R. Dungo
Associate | Manila

Claudine has experience handling corporate / commercial, data privacy and security, criminal law, and intellectual property matters, along with mergers & acquisitions.



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John Malcolm S. Aniag
Associate | Manila

Malcolm has experience in corporate/commercial, data privacy, mergers & acquisitions, restructuring, financial calculations (financial modeling, agrarian redemption and just compensation cases) and entrepreneurship (budgeting, people management, and client relations).



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Samantha Claire I. Cepeda
Associate | Manila

Samantha has experience in corporate/commercial law, data privacy, intellectual property, mining, immigration law, mergers & acquisitions, business closures, and civil litigation.

Our Team



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Celine M. Sato

Associate | Manila

Celine has experience in corporate/commercial law, intellectual property, immigration law, and criminal and civil litigation.



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Rosabell C. Toledo

Associate | Manila

Rosabell was admitted to the Philippine Bar in 2023. She obtained her Juris Doctor from the PUP College of Law in 2023 and was the Batch Valedictorian.



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Bernice Marie S. Violago

Associate | Manila

Bernice has experience in Public-Private Partnership Projects (PPPs), Mergers and Acquisitions, Corporate Law, Labor, Litigation, Intellectual Property, Banking and Finance, Competition Law



SY & PARTNERS

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