



SY & PARTNERS

MEMBER FIRM OF NISHIMURA & ASAHI

Executive Summary

A Strong Regional Footprint: As a member firm of Nishimura and Asahi, we have full-service legal capabilities in over 20 locations around the world. Through the firm's domestic and global networks, it is ideally placed to provide its clients with a seamless, one-stop, and multi-jurisdictional service all over the world. Unlike many other international firms, most of our partners and lawyers are nationals in the countries in which they work. They enjoy strong domestic connections with government agencies, regulators, business organizations, and industry groups.

Commercial Insight: We will ensure you receive timely updates on changes impacting your business, and collaborate with you to explore ideas and solutions for proactively managing risks, seizing growth opportunities, and delivering strategic and commercially viable advice. Our ability to provide counsel as required underscores our commitment, and we look forward to discussing this further with you.

Partnering With You: We strive to develop strong relationships with our clients. We offer a centrally managed relationship through our global and international presence, and can offer you a deep, multi-level relationship, where we bring benefits to your local legal teams and local markets.

Key Aspects of Our Approach

To successfully complete transactions that meet your expectations, Sy & Partners will focus on:

- Scoping our work and approach to meet your requirements;
- Dedicating a core team with appropriate experience and expertise committed to completing transactions;
- Working collaboratively with you to ensure that transactions are successfully completed, and each key objective is achieved;
- Assisting you on any ancillary issues that may arise in relation to the transactions;
- Managing costs within your expectations;
- Recognizing the substantial impact that these transactions will have in the countries that you intend to deliver enhanced services

Why Us?

- Global focus as a member firm of Nishimura and Asahi which has a presence in over 20 locations around the world
- Extensive experience in a variety of legal, communication, and human resource work across globe
- A dedicated team of regional experts
- One stop shop with a range of multidisciplinary services to cater to your specific needs

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MEMBER FIRM OF NISHIMURA & ASAHI

📍 10th Floor, Tower 1, High Street South
Corporate Plaza, 26th corner 9th Avenue,
Bonifacio Global City, Taguig 1634, Metro
Manila, Philippines

☎ +63 2 7214 2470

ABOUT US

Sy & Partners is a member firm of Nishimura & Asahi, Japan's largest full-service law firm with a global presence spanning over 20 locations.

Sy & Partners' commitment to excellence and deep industry knowledge enable it to offer tailored solutions that meet the diverse needs of its clients across legal matters. It is a premier law firm dedicated to delivering top-tier service by providing comprehensive legal advice, representation, and assistance/support. Specializing in a wide array of industries/practices, including, Foreign Direct Investments, Mergers and Acquisitions, Restructuring, Private Equity/Venture Capital, Real Estate, Pharmaceutical, Energy & Infrastructure, Banking & Finance, Technology, Media & Telecommunications, Employment & Human Capital Services, Litigation & Alternative Dispute Resolution, and Compliance & Governance, the firm provides its clients with seamless, one-stop and multi-jurisdictional service all over the world.



OUR SERVICES:

<div>Energy & Infrastructure</div> <div><ul style="list-style-type: none">Hydro, PowerWater & WastewaterSolar, Transport & InfrastructureOil & GasPetrochemicalsMining & Natural Resources</div>	<div>Private Equity, M&A, and Restructuring</div> <div><ul style="list-style-type: none">Due DiligenceMerger Control AnalysisJoint Venture AgreementAcquisition and Divestment of SharesCorporate RestructuringBusiness Organization and Structuring Compliance</div>	<div>Banking & Finance</div> <div><ul style="list-style-type: none">Establishment & OperationRegulatory & LicensingForeign Exchange & E-money RegulationsContract Drafting and Review</div>
<div>Employment & Human Capital Services</div> <div><ul style="list-style-type: none">Employment Contracts & HR PoliciesPerformance/Disciplinary IssuesUnionized WorkplacesImplementation of Compensation Scheme</div>	<div>Litigation & ADR</div> <div><ul style="list-style-type: none">Civil, Criminal, & Administrative CasesForeclosure of SecuritiesProperty AttachmentsProsecution of White-Collar CrimesCybercrime OffensesGraft CasesTax Advisory</div>	<div>Corporate/Commercial</div> <div><ul style="list-style-type: none">Data PrivacyAnti-Bribery & CorruptionData Loss Prevention SystemCorporate HousekeepingRetainer Services</div>
<div>Food & Beverage, Pharmaceutical</div> <div><ul style="list-style-type: none">Regulatory ComplianceJoint Venture AgreementLabelling RequirementsBusiness Presence & LicenseNovel Marketing</div>	<div>Mining</div> <div><ul style="list-style-type: none">Financing & OperationsDue DiligenceRegistration of Loan & Security AgreementDeed DocumentationFinancial Lease Transactions</div>	<div>Technology, Media & Telecommunications</div> <div><ul style="list-style-type: none">Regulatory ComplianceOperational ContractsForeign OwnershipIndustry Consolidation</div>
<div>Tax</div> <div><ul style="list-style-type: none">Tax Audit InvestigationsCorporate RestructuringTax RulingsVAT Refund Cases</div>	<div>Data Privacy</div> <div><ul style="list-style-type: none">Data ProcessingOutsourcing & Sharing ArrangementsProactive Incident ResponseTelecommunications Law</div>	<div>Anti-bribery & Corruption</div> <div><ul style="list-style-type: none">Graft CasesSettlement of Tax Assessments</div>

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MEMBER FIRM OF NISHIMURA & ASAHI



[Fintech]

Asia Business Law Journal, Philippines Law Firm Awards 2024

[Energy]

Projects & Energy, Legal 500, 2021

Notable: Project Development, IFLR1000, 2020 – 21

Finalist: Projects, Energy and Infrastructure Law Firm of the Year, ALB Philippines Law Awards, 2020 – 21

Finalist: Construction and Real Estate Law Firm of the Year, ALB Philippines Law Awards, 2020–21

Finalist: Transportation and Logistics Law Firm of the Year, ALB Philippines Law Awards, 2020 – 21

[Banking & Finance]

Banking & Finance, Legal 500, 2021

Banking, IFLR1000, 2019-21

Banking & Finance, Chambers AP, 2019 Banking & Finance, Asialaw Profiles, 2019-22

Finalist: Banking and Financial Services Law Firm of the Year, ALB Philippines Law Awards, 2018 -21

[Technology Media & Telecommunications]

Technology Media & Telecommunications, Legal 500, 2021

Finalist: Innovative Technologies Law Firm of the Year, ALB Philippines Law Awards, 2019–20

Finalist: Technology, Media and Telecommunications Law Firm of the Year, ALB Philippines Law Awards, 2019– 21

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, Chambers AP, 2019

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

Highly Regarded: Felix Sy, Banking, Insurance, Mining, IFLR1000

Leading Individual: Felix Sy A-list lawyer, Asia Business Law Journal 2024

Felix Sy, Banking & Finance, Legal 500

Felix Sy, Corporate Finance, Chambers AP

Corporate M&A, Legal 500, 2021

M&A, IFLR1000, 2020 – 21

Corporate M&A, Asialaw Profiles, 2020 – 22

Finalist: Boutique Law Firm of the Year, ALB Philippines Law Awards, 2018 – 20



Credentials & Engagements

Energy, Oil, Gas, & Infrastructure

- Advised **Wind Energy Holding Co., Ltd.** on structuring a Special Purpose Corporation for renewable energy, including licensing requirements, foreign equity restrictions, and capital structuring, as well as preparing and negotiating key agreements with the Philippine joint venture partner.
- Advised a **Singapore-based holding company** in the due diligence and acquisition of a Philippine company engaged in the business of providing online training courses.
- Advised a **Japan-based financial services group** on capital call default and funding structure issues and drafted the due diligence report in connection with its acquisition of an interest in a Philippine holding company with 14 subsidiaries, with an aggregate of 24 power generation facilities in different provinces in the Philippines.
- Assisted **Bitazza**, a Southeast Asia-based virtual asset services provider in its incorporation in the Philippines and advised on the various regulatory frameworks applicable to its proposed crypto-related offering.
- Assisted and advised a **Singapore-based telehealth platform provider** on legal and regulatory requirements for its incorporation of an entity in the Philippines.
- Advised a **Danish investment firm** in its offshore wind contracts with the Philippine Department of Energy. This marked a significant milestone being the first renewable energy contracts to be awarded to a 100% foreign-owned firm;
- Advised a **Japanese energy company** in a proposed joint venture with a Philippine counterparty on the establishment of a biomass powerplant in the Philippines;
- Advised **Tann Philippines, Inc.** in its acquisition of various hydropower projects including the Mariveles, Upper Siffu and Dicapan projects;
- Assisted **Mainstream Renewable Power Limited** in its acquisition of shares in Sanchez Mira Wind Power Corporation;
- Assisted in the due diligence review for the acquisition of shares in Sanchez **Mira Wind Power Corporation**;
- Advised a **Netherlands-based investment holding company** that is making investments into renewable energy projects in Asia, particularly in India, Philippines and Indonesia, in its investments in hydroprojects and wind power projects in the Philippines;
- Advised **China CAMC Engineering Co.** regarding its equity investment, development, financing, and construction of two wind energy projects in northern Luzon, Philippines, and its equity investment, renewable energy transactions, and financing in the Timbaban Hydropower project and 225MW Agus 3 Hydroelectric power project in the Philippines;
- Advised a **Netherlands-based fund** that develops, builds, and operates clean energy and renewable energy assets with respect to equity investments, regulatory requirements, structuring of the discrete project holding companies, and the documentation of the various equity investments on a portfolio of at least 10 renewable energy projects;
- Advised **State Grid Corporation of China** in its bid in the privatization of the USD 5 Billion national transmission grid of the Philippines, and its investments in the National Grid Corporation of the Philippines;
- Advised **Reykjavik Energy** in its bid and investments in the privatization of PNOC-EDC;
- Advised a **Germany-based company** producing sustainable biomass feedstock for renewable energy generation on the restructuring of its Philippine entity;
- Advised a **Canadian global solar energy provider** regarding its equity investment in a Philippine project company;
- 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;
- Advised an **American automotive and energy company**, specializing in electric car and solar panel manufacturing and energy storage on regulatory issues relating to solar energy storage or batteries;
- Represented **one of the largest trading companies in Japan** in the acquisition and financing in the expansion of its interests in a portfolio of power projects in the Philippines;
- Advised a **Japan-based financial services group** on capital call default and funding structure issues and the due diligence report in connection with its acquisition of an interest in a Philippine holding company with 14 subsidiaries with an aggregate of 24 power generation facilities in different provinces in the Philippines.
- Advised **Total SA** on the investigation by the Commission of Human Right on its emissions (Greenpeace petition);
- Advised a **global company, headquartered in Japan** and engaged in the petroleum and oil industry business, in its potential investment in the fastest growing and leading independent oil company in the Philippines;
- Advised a **Singapore based private equity fund** in various investments in the oil and gas sector, including minority investments in Philippine oil companies and the development of oil and gas terminals;

Energy, Oil, Gas, & Infrastructure (cont.)

- Advised **ENGIE Global Markets, a French multinational utility company** that operates in the fields of natural gas and petroleum, on the issuance of various capacity and/or enforceability legal opinions on International Swaps and Derivatives Association Agreements (ISDA) with various Philippine counterparties (i.e., power generation companies; airlines, etc.);
- Advised **UK-based gas & oil exploration and production company** on a portfolio of projects in the Philippines on the financing and tax implications with respect to an assignment undertaking by and between two of the client's majority stakeholders: the Philippines' largest mining company and its wholly-owned subsidiary, an upstream oil and gas company;
- Advised the **consortium of Shell Philippines Exploration, B.V., Chevron and the Philippine National Oil Company (PNOC)** in connection with their development and production of natural gas resources off-shore Northwestern Palawan (Camago-Malampaya area) under Service Contract No. 38 with the Department of Energy;
- Advised **Chevron** in the sale of its participating interest Service Contract No. 28;
- Reviewed and assessed the assets of **Frontier Oil Corp.** in view of the initial public offering of its shares with the Philippine Stock Exchange, including site-verification of the corporation's drilling operations in Cagayan Valley; and
- Reviewed and assessed the material contracts for the acquisition of the interest of **the Kuwait Foreign Petroleum Exploration Company** in Service Contract No. 14 (Galoc sub-block), including the Floating Production Storage and Offloading (FPSO) agreements, joint lifting agreements, and joint marketing arrangements.

Private Equity, M&A, and Restructuring

- Assisted **Wind Energy Holding Co., Ltd.** on a Joint Venture arrangement for renewable energy generation which involved advising on the incorporation of, and acquisition of shares in a Special Purpose Corporation established by the Philippine partner.
- Advised a **Canadian global solar energy developer** regarding its equity investment in a Philippine energy project company.
- Advised a **Germany-based company** producing sustainable biomass feedstock for renewable energy generation on the corporate restructuring of its Philippines-based entity.
- Advised a **Netherlands-based clean energy fund** on equity investments in over 10 renewable energy projects, covering corporate consultancy, regulatory compliance, and structuring of project holding companies.
- Advised and assisted **SIG Global SE Asia Fund I, LLP** in the due diligence of a wholly owned Philippine subsidiary of a Singaporean company.

- Advised **ORIX Corporation** on the financing as well as its participation/investment in a joint development of a large-scale office, hotel, condominium, and retail complex in Taguig City, Philippines.
- Advised **RedCargo Logistics Sdn Bhd** (a wholly-owned subsidiary of AirAsia Berhad) on the regulatory, tax, and commercial requirements; as well as legal compliance issues for restructuring the regional group, including setting up a business presence in the Philippines and reviewing the global Master General Cargo Sales Agent Agreement.
- Advised **LOTTE Global Logistics Co., Ltd.**, on its internal group restructuring involving a share swap between a local subsidiary and its Singapore holding company.
- Advised **3M**, on the implications of the sale of its food safety business from a labor law perspective.
- Advised a **Malaysian Real Estate Conglomerate** on a Joint Venture arrangement, which involved the acquisition of shares in a Philippine company.
- Advised and assisted a **Japanese diversified financial services conglomerate headquartered in Tokyo** on the conduct of due diligence, merger control analysis, negotiations, and assisted in the drafting of transaction documents, and closing with respect to its acquisition of a strategic stake in a Philippine company.
- Advised on structuring, negotiations, and assisted in the drafting of transaction documents and closing on the acquisition by a **Pharmaceutical company** of a Milk company.
- Assisted a **global aviation company** in its acquisition of an aviation entity with presence in the Philippines.
- Assisted and advised a **global computer services company** in an M&A transaction involving a PEZA and a non-PEZA related entity.
- Advised and **represented one of the Philippines' major Value-Added Services Provider** with respect to a proposed acquisition by an Australian company.
- Advised and assisted a **Japanese beverage company** in its divestment of shares in a local beverage company.
- Assisted and advised a **BPO company** in an internal reorganization involving its Philippine entities.
- Advised a **fast-moving consumer goods company** in an internal reorganization involving its Philippine entities.
- Advised a **China-based venture capital firm** on acquiring a Philippine financing company specializing in anti-fraud systems and credit rating databases for financial institutions and corporate clients.
- Assisted and advised a **Project Development Company** on its acquisition of minority shareholdings in a water public utility company.

Private Equity, M&A, and Restructuring (cont.)

- Advised and assisted a **Malaysia-based investment holding/airport ground handling services company** in the conduct of legal due diligence and the acquisition of a strategic stake in a target ground handling service domestic company that operates in 10 airports in the Philippines.
- Advised a **French manufacturer of military, regional, and business jets** in the acquisition, including the conduct of due diligence, of a target aircraft supplier/maintenance company.
- Advised the shareholders in connection with the sale and purchase of 100% shareholding of such **information technology company providing technology services to a government agency** to foreign information technology investors.
- Advised and assisted a **bitcoin-related company** headquartered in the United Kingdom in the restructuring of its Philippine entity and obtaining the relevant certifications and licenses with the Philippine Central Bank, to operate virtual currency exchanges in the Philippines.
- 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.
- Advised a **Malaysian Real Estate Fund** on a Joint Venture arrangement, which involved the acquisition of shares in a Philippine company.
- Advised a **French ophthalmic optics company** on merging two Philippine affiliates under PEZA, involving asset acquisition, license reviews, contract transfers, and employment considerations, with analysis under competition law.

Technology, Media & Telecommunications

- Advised and assisted **CHAI Incorporated, a Korea-based software developer** specializing in Application Programming Interface (API) and dashboard services for online merchants in establishing a business presence in the Philippines.
- Advised a **leading Beijing-based telecommunications solutions provider** in connection with its structured finance and asset-based financing proposals and transactions in the Philippines.
- Advised a **worldwide cloud services provider which operates in over 200 countries and regions** (with the third largest market share globally) on the highly technical nature of cloud products and its related technologies vis-à-vis the evolving definition of Value-Added Services and the concomitant foreign equity restrictions and licensing requirements.
- Advised a **consortium** on an unsolicited proposal to automate a government agency's functions and provide services to third-party stakeholders, involving a Philippine corporation and a Singaporean company specializing in trade facilitation systems.

- Advised a **global company providing on-demand cloud computing platforms** on the legal and regulatory requirements applicable to a skill-based online racing competition that uses reinforcement learning techniques.
- Advised the **leading e-commerce company based in Asia** on the proposed restructuring of its delivery and warehousing operations.
- Advised a **global company providing on-demand cloud computing platforms** on Philippine legal and regulatory implications of the use of chatbots.
- Advised a **global e-commerce company based in China** on doing business in the Philippines and regulatory requirements for establishment of business presence and operations in the Philippines.
- Advised a **UK-based virtual currency exchange platform** on the legal, licensing, and regulatory requirements for entering the Philippine market.
- Advised **Southeast Asia's leading e-commerce platform** on various structuring and business models for entering the Philippine market.
- Advised a **leading global software company based in the U.S.** regarding its advertising agreement with another US-based global hardware/software company to ensure conformity with Philippine law.
- Advised a **venture capital group specializing in growth capital and late-stage investments** on acquiring a Philippine healthcare data analysis software company specializing in healthcare data in Singapore.
- Acted as the lead legal counsel for the **information technology company providing value-added services to a government agency**, which sold one hundred percent (100%) of its shareholdings to an Australian purchaser.

Banking & Finance

- Advised a **Japanese general trading company** on Philippine banking and financial regulations, proposed business and financing structures, registration and licensing issues, and regulatory requirements in relation to the establishment of its proposed financing company, and its proposed transactions and operations in the Philippines.
- Advised **Bank of China (Hong Kong) Limited** on a corporate guarantee to be provided by the Philippine parent company in favour of its subsidiary Hong Kong company.
- Advised **Allianz** in the due diligence, negotiations, and acquisition of majority shareholdings in a Philippine leading life insurer for the purpose of setting up a bancassurance network with a Philippine bank.

Banking & Finance (cont.)

- Advised **SIG Global SE Asia Fund I, LLP** in its objective to inject equity financing in a Singaporean company which the client intends to acquire.
- Advised **Allianz Global Investors** on regulatory and tax environment for setting up a business that involves cross-border lending and financing in relation to its intent of engaging in the lending and financing business (whether onshore or offshore).
- Advised **PayJoy, Inc.**, on the various Philippine regulations pertaining to the establishment of a subsidiary that will engage in smartphone financing and rent-to-own business models.
- Advised **ANZ**, a multinational banking and financial services group on the effect of the London Interbank Offer Rate (“LIBOR”) phase-out in the Philippine financial market and assisted in revising the terms of its transaction documents and the amendment of its legacy contracts.
- Advised **Lazada South-East Asia Pte Ltd.**, a Southeast Asia’s leading online e-commerce platform, on the structuring considerations, licensing, and regulatory implications of its proposed buy-now-pay-later business model.
- Advised **Maybank Investment Bank Bhd.**, with respect to the restructuring of its property holding structure in the Philippines.
- Assisted **Bitazza**, a Southeast Asia-based virtual asset services provider in its incorporation in the Philippines and advised on the various regulatory frameworks applicable to its proposed crypto-related offering.
- Advised **ENGIE Global Markets**, a multinational utility company on International Swaps and Derivatives Association Agreements (ISDA) with various Philippine counterparties (i.e., power generation companies; airlines, etc.).
- Assisted **Industrial Bank of Korea** in establishing its Philippine branch and registering operations with the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission, and Philippine Securities Settlement Corporation, and preparing necessary policy and operations manuals.
- Assisted a **regional/ASEAN bank** on the establishment and operations of its branch, which operates as a digital bank in the Philippines.
- Advised a **Hong Kong-based subsidiary of an American custodian bank** on Philippine bank secrecy laws, specifically on confidentiality clauses and agreements and bank deposits in relation to the client's proposed plans to outsource certain banking operational support functions to a Philippines-based service provider.
- 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 a **subsidiary of a leading US-based international bank** on applicable Philippine banking regulations with respect to the client's proposed introduction of certain new electronic foreign exchange trading channels into the Philippines.
- Advised a **leading ASEAN universal bank** on Philippine laws in relation to its proposed entry into the Philippine market with focus on the use of electronic commerce and financial technology for its loan, deposit, and other bank operations.
- Advised a **world leading payment services provider** on Philippine laws concerning issuance of cards and electronic money, Banking and e-commerce compliance, Financial Rehabilitation and Insolvency Act implications for electronic money issuers, and Documentary Stamp Tax for credit card transactions.
- Advised a **money transfer and payment services provider** on foreign exchange regime, e-money regulations, and payment systems.
- Assisted a **leading Korea-based consumer finance company** in relation to the financing and proposed establishment and operations of its financing company venture in the Philippines.
- Advised a **leading Beijing-based telecommunications solutions provider** in connection with its structured finance and asset-based financing proposals and transactions in the Philippines.
- Conducted due diligence on the **Philippine Economic Zone Authority-registered electronics manufacturing company** and the drafting of legal opinion for the issuer’s future Initial Public Offering.
- Advised **one of the world’s largest online platforms for arranging or lodging (primarily homestays) and tourism experiences** relating to the legal implications of a specific project that the client intends to undertake in the Philippines, as well as on the client’s payment processing system vis-à-vis the recent Philippine Central Bank regulations.
- Advised and assisted a **bitcoin-related company** headquartered in the United Kingdom in the restructuring of its Philippine entity and obtaining the relevant certifications and licenses with the Philippine Central Bank, to operate virtual currency exchanges in the Philippines.
- Advised a **leading global financial services firm listed in the New York Stock Exchange** regarding legal and regulatory requirements relating to e-commerce, banking and anti-money laundering laws and regulations.
- Advised an **online lending company based in China** regarding its establishment and operations in the Philippines.
- Advised **one of the largest commercial banks of China** on its template customer agreements relating to banking products, online/electronic and mobile banking, derivative transactions, factoring/discounting, trade finance, cash and/or check documentation and cash management services.

Food & Beverage, Pharmaceutical

- Advised a **global fast food chain company based in Japan** on its joint venture agreement, shareholders agreement, franchise agreements, intellectual property and technology transfer agreements, and other definitive agreements, as well as the regulatory requirements applicable to a foreign food retailer entering the Philippine market.
- Advised a **liquor company based in the US** on Philippine Food and Drug Administration (FDA) and Philippine Department of Health (DOH) regulations on liquors and beverages, including labelling requirements.
- Advised a **beverage and dairy products manufacturer based in Malaysia** on foreign direct investments, business presence with business licenses, and allowable activities for foreign investors in the food industry in the Philippines.
- Advised a **leading beverage manufacturer in Malaysia** on Philippine corporate and tax laws and issuances relating to the food and beverage industry.
- Advising **one of the world's leading biotechnology companies (based in the US)** on its novel marketing and distribution business model involving one of the largest pharmaceutical companies in the Philippines.

Mining

- Advised a **UK-based gas & oil exploration company** operating in the Philippines on financing and tax implications related to a stakeholder assignment between its majority stakeholders—a major mining firm and its oil subsidiary—alongside an amendment letter to extend the Facility Agreement repayment date.
- Advised **Sumitomo Metal Mining** in the financing and operations of a nickel ore processing plant in the Philippines, including its port/wharf (the Taganito Project).
- Advised **BNP Paribas** on the completed project financing of a gold mine on Masbate Island, Philippines, including the conduct of legal due diligence for the project.
- Advised **Mining Group Limited** in the review, preparation, execution, and registration of loan and security agreements and convertible note deed documentation with respect to the client's acquisition of 80% interest in Philco Mining Corporation (an affiliate of Cadan Resources Limited of Canada), which holds a 100% interest in the Comval Copper/Gold Project in the Philippines under an Exploration Permit.

Litigation & ADR

- Advised a **domestic food and beverage company** on potential litigation involving several of its officers.

Tax

- 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.**

- Provided **general tax planning advice** for mergers and acquisitions, corporate restructuring and reorganizations, tax controversy, cancellation of business registrations in the Philippines, as well as transfer pricing and customs valuation issues.
- Prepared and filed applications for tax rulings with the BIR Law Division on **the tax exemption of religious and charitable institutions and qualification of retirement plans.**
- Prepared and filed **tax treaty relief applications** with the BIR-International Tax Affairs Division for exemption from income tax of non-resident foreign clients.
- Advised on **employment tax-related queries and tax on retirement plan benefits.**
- Reviewed **regular tax filings of companies** in the manufacturing and business process outsourcing industries pursuant to the amendments to the National Internal Revenue Code.
- Prepared and filed claims for **VAT refund cases** filed with the Bureau of Internal Revenue and Court of Tax Appeals.

Data Privacy

- Advised **Retail Soap Manufacturer (UK)** on its data sharing arrangements;
- 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.
- Advised an **Insurance Company (Canada) and a Technology Company (Singapore)** on data privacy obligations in the Philippines.
- Advised and assisted a **chain of hotels** on privacy registration.
- Advised and assisted a **Germany-based solutions provider** in the deployment of its data loss prevention system.
- Advised an **international non-profit organization based in the UK** on its obligations as a data processor in case of data privacy breach.
- Advised a **global software developer company based in Germany** regarding Philippine cross-border data privacy issues, including data loss prevention systems, and telecommunications law.

Anti-bribery and 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.
- Assisted and represented **various corporate taxpayers** concerning due observance of anti-bribery and corruption laws in relation to the settlement of tax assessments by the Bureau of Internal Revenue.

Employment and Human Capital Services

- Our work extends to advising employers on their rights and obligations, as well as their employees' rights when drafting employment and confidentiality contracts; or when reviewing existing employment contracts, HR policies, Code of Ethics and employee handbooks to ensure compliance with local legislation
- Our team is well-equipped to assist and to advise employers on how best to manage errant employees in a fair and just manner. They are able to guide employers through an appropriate inquiry process from the start to the end, including drafting show cause letters or advising on a performance improvement process that may best suit the circumstance
- The breadth of our experience allows our team to assist employers faced with a union campaign at the workplace, who have been served with a claim for recognition from a trade union, threatened with industrial action, or who simply learned that employees are planning to picket. We can also advise in negotiating collective agreements with trade unions, as well as assist in the drafting of such agreements
- Advised a **US-based private equity firm** on the employment and labor aspect of a proposed transaction to purchase the assets of a New York-based company, including its independent contractors located in the Philippines.
- Advised **3M**, on the implications of the sale of its food safety business from a labor law perspective.
- Assisted and advised a **leading online video platform provider based in China** on the labor and employment compliance of its Philippine subsidiary, including reviewing and localizing its standard labor and employment contract.
- Advised a **PEZA-registered IT enterprise** on its implementation of a new compensation scheme in light of the COVID-19 pandemic situation.
- Advised a **car manufacturing company based in Germany** with global presence on the legal and regulatory implications of a fixed-term employment.
- Advised a **leading logistics provider** on the Philippine legal framework applicable to its global bonus payment scheme.
- Advised and assisted a **Canada-based firm specializing in retail management software** with its staff leasing agreement with a local company and advised the firm with the labor implications of such arrangement.
- Advised a **leading e-commerce company operating in Asia** on the labor implications of the proposed restructuring of its delivery and warehousing operations, specifically on how it would affect the company's independent contractors.
- Assisted a **leading European buyout investor** on its proposed investment in a group of companies engaged in marketing consultancy, including conducting due diligence on the labor and employment matters of the Philippine target company.
- Assisted a **global Risk and Insurance Advisor** with legal advice on preventive suspension, mandatory notices, and procedures for employee dismissal due to serious misconduct and fraud under Philippine labor laws.
- Assisted a **Malaysian Conglomerate** regarding labor and employment issues related to its restructuring.
- Assisted a **leading ASEAN bank** with global presence in its registration as a bank and as an employer with the Social Security System, Philippine Health Insurance Corporation, and the Home Development Mutual Fund, which are all required under the Labor Code of the Philippines and other special laws.
- Assisted a **leading Risk and Insurance Advisor based in Hong Kong** in providing legal advice on serious disease as ground for termination of employment, including the review of a Release Agreement and the drafting of a Deed of Release, Waiver and Quitclaim.
- Assisted an **ASEAN bank** with global presence in drafting and localizing employment contracts for the bank's regular employees, project-based employees, fixed-term employees, and probationary employees; including the drafting of consultancy agreements (independent contractor arrangements) that will be entered into by the bank with its consultants.

Team Profile

Our Team in the Philippines



Felix Sy, JD, LLM, MNSA, FICD

Managing Partner | Manila

- +63 917 1225322
- f.sy@syp-law.com

Felix specializes in Energy/Renewables, M&A, Banking & Finance, and Technology (fintech, insuretech, digital assets, cryptocurrency, payments, e-commerce). He advises on Insurance and Bancassurance transactions. Additionally, he focuses on Major Projects in Power/Energy/Renewable Energy and Infrastructure/Utilities, covering privatization, project development, operations, and PPP arrangements.

■ 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

- ▶ 2024 | Asia Business Law Journal's A-List lawyer
- ▶ 2020-22 | Highly Regarded in Banking, Insurance, Mining IFLR1000
- ▶ 2021-22 | Highly Regarded in Banking & Finance, IFLR1000
- ▶ 2021-22 | Notable Practitioner in Corporate and M&A, Asialaw Leading Lawyers
- ▶ 2021 | Notable Practitioner in Corporate and M&A, Asialaw Profile

■ QUALIFICATIONS

- ▶ 1993 | Admitted in Republic of the Philippines
- ▶ 2002 | Admitted in California

■ EXPERIENCE

- ▶ Previously, Felix Sy was the Managing Partner of Insights Philippines Legal Advisors. Felix was also a Partner and Head of the Banking & Finance/Insurance Practice Group at Quisumbing Torres, member firm of Baker & McKenzie in the Philippines. Felix was a member of Baker & McKenzie's Asia Pacific Insurance Focus Group Steering Committee
- ▶ Felix was also a member of the firm's Financial Services and Energy, Mining & Infrastructure Industry Groups. Under his leadership, Quisumbing Torres earned recognition as a Leading Firm in Banking & Finance from Chambers Asia Pacific 2012-2016, the In-House Community 2011 Firm of the Year for Banking & Finance from Asian-MENA Counsel, and the Firm of the Year 2010 from Pacific Business Press' Asian-Counsel
- ▶ Felix is admitted to the Philippine Bar (ranked 9th) and the California (U.S.A.) Bar
- ▶ Felix is a Fellow at the Institute of Corporate Directors. Felix is a founding trustee of the Energy Lawyers Association of the Philippines.
- ▶ Felix is a lifetime member of the Philippine Economic Society (PES). He is also a member of the PES Membership Committee and the PES Conference Program and Scientific Committee.

Our Team in the Philippines



Tara A. Mercado

Partner | Manila

- +63 917 128 9536
- t.mercado@syp-law.com

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.

■ 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)

■ QUALIFICATIONS

- ▶ Admitted in Republic of the Philippines (2010)
- ▶ Admitted in New York (2016)

■ 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.

■ REPRESENTATIVE WORK (CONT.)

- ▶ 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 in the Philippines



Roland Glenn T. Tuazon

Partner | Manila

- +63 917 128 9419
- g.tuazon@syp-law.com

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.

■ 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

■ QUALIFICATIONS

- ▶ Admitted in Republic of the Philippines (2011)

■ REPRESENTATIVE WORK (CONT.)

- ▶ \$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 in the Philippines



Odette Rachelle C. Padre-Isip
Senior Associate | Manila

- +63 917 864 9965
- r.isip@syp-law.com

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.

■ EDUCATION/ PROFESSIONAL EXPERIENCE

- ▶ 2021 | Vrije Universiteit Brussel (LLM, Great Distinction)
- ▶ 1996 | University of the Philippines (Bachelor of Laws)
- ▶ 1990 | University of the Philippines (Bachelor of Science in Psychology)

■ REPRESENTATIVE WORK

- ▶ Rachelle previously worked at the Romulo Mabanta Buenaventura Sayoc & De Los Angeles (and its Hong Kong branch), the Siguion Reyna Montecillo & Ongsiako, and a US law firm dealing in securities and blockchain law. She acted as legal counsel for the University of the Philippines, Play Innovations, Inc. (the franchisee of the Mexican brand KidZania), Ateneo De Manila, and World Vision Philippines, an international humanitarian organization. Her experience in government, particularly at the Securities and Exchange Commission, the Department of Education, and the University of the Philippines, as well as her stint as a contributing writer for the Philippine Public Transparency Reporting Project honed her skills in drafting position and policy papers on international and national issues of concern.



Jonas Josh C. Cabochan
Associate | Manila

- +63 917 109 7719
- j.cabochan@syp-law.com

EDUCATION/ PROFESSIONAL EXPERIENCE

- ▶ 2020 | Ateneo de Manila School of Law, Makati City, Juris Doctor Degree
 - ▶ International Law and Development Track Silver Medalist (GWA: 85.11)
- ▶ 2016 | Ateneo de Manila University, Quezon City (Bachelor of Arts Major in Economics)
- ▶ 2023 - Present | Law Professor at San Beda Alabang School of Law

REPRESENTATIVE WORK

- ▶ Advisory and legal assistance in establishing a Special Purpose Vehicle/Special Purpose Company for the construction of a solar energy power plant in the Philippines with a local joint venture partner
- ▶ Advisory on permits required for the construction of a waste management facility
- ▶ Provided legal assistance with respect to termination of distribution agreement and employment concerns of a global consumer product company
- ▶ Provided legal assistance in an illegal dismissal dispute before the NLRC



Claudine Allyson R. Dungo
Associate | Manila

- +63 917 3143503
- c.dungo@syp-law.com

EDUCATION/ PROFESSIONAL EXPERIENCE

- ▶ 2022 | University of the Philippines—Diliman (J.D.)
- ▶ 2017 | University of the Philippines, Diliman (Bachelor of Science in Hotel, Restaurant, and Institutional Management)
- ▶ 2013 | University of the Philippines, Diliman (Bachelor of Science in Biology)

REPRESENTATIVE WORK

- ▶ Advisory on the Philippine Legal Implications of the Proposed Operating Framework of AP MY
- ▶ Assistance in the preparation for the Senate Inquiry Hearings for Bell-Kenz Pharma, Inc. and Curacle, Inc.
- ▶ Provided legal assistance in the amendment of client's SEC License
- ▶ Advised a Japanese company re: investment agreement worth 4.7 billion pesos



John Malcolm S. Ania
Associate | Manila

• +63 917 794 2190
• m.ania@syp-law.com

EDUCATION/ PROFESSIONAL EXPERIENCE

- ▶ 2022 | University of the Philippines– Diliman (J.D.)
- ▶ 2017 | University of the Philippines, Diliman (Bachelor of Science in Business Administration – Dean’s Lister)
- ▶ University of the Philippines Office of Legal Aid and University of the Philippines Law Center
- ▶ Case Decongestion Officer in the DAR Adjudication Board

REPRESENTATIVE WORK

- ▶ Negotiated and reviewed an Information Technology Software-as-a-Service agreement between a United States software company and a Philippine agricultural company.
- ▶ Advised a Chinese construction company on its plans to enter into a Build-Operate-Transfer arrangement with a provincial government in the Philippines.
- ▶ Assisted a United States Hotel conglomerate with responses to the National Privacy Commission in connection with a Privacy Breach Notification, and prepared a unified Privacy Manual by integrating numerous, disparate information technology, cybersecurity, and audit manuals.
- ▶ Advised a Canadian telecommunications distributor on its plans to expand into the Philippines.



Samantha Claire I. Cepeda
Associate | Manila

• +63 917 710 3313
• c.sepeda@syp-law.com

EDUCATION/ PROFESSIONAL EXPERIENCE

- ▶ 2022 | University of the Philippines– Diliman (J.D.)
- ▶ 2017 | De La Salle University – Manila (Bachelor of Arts in Economics)
- ▶ 2017 | De La Salle University – Manila (Bachelor of Science in Legal Management)

REPRESENTATIVE WORK

- ▶ Advisory services and legal assistance for the Establishment of IVF and ART centers in the Philippines
- ▶ Legal assistance to the client for their Follow-On Offering
- ▶ Assistance in the preparation for the Senate Inquiry Hearings
 - ▶ Advisory services for the corporate restructuring
- ▶ Advisory on the Philippine renewable energy market



Celine M. Sato
Associate | Manila

- +63 917 103 7939
- c.sato@syp-law.com

EDUCATION/ PROFESSIONAL EXPERIENCE

- ▶ 2022 | University of the Philippines – Diliman (J.D.)
- ▶ 2017 | University of the Philippines – Manila (Bachelor of Arts in Political Science)

REPRESENTATIVE WORK

- ▶ Advisory and legal assistance in establishing a Special Purpose Vehicle/Special Purpose Company for the construction of a solar energy power plant in the Philippines with a local joint venture partner
- ▶ Advisory on the sale of securities and its registration requirement under the Securities Regulation Code
 - ▶ Assistance in the preparation for the Senate Inquiry Hearings for Bell-Kenz Pharma, Inc. and Curacle, Inc.
 - ▶ Advisory services for corporate restructuring
- ▶ Advisory and legal assistance to the client regarding the regulatory and legal framework of setting up a recreational transportation joint venture company in the Philippines
- ▶ Advisory and legal assistance on business expansion in the Philippines



Bernice Marie S. Violago
Associate | Manila

- +63 917 128 1838
- b.violago@syp-law.com

EDUCATION/ PROFESSIONAL EXPERIENCE

- ▶ 2022 | University of the Philippines – Diliman (J.D.), Dean’s Medal for Academic Excellence Awardee
- ▶ 2017 | Ateneo de Manila University– (Bachelor of Arts in Political Science, minor in Literature and Sustainability)
 - ▶ Cum laude

REPRESENTATIVE WORK

- ▶ Provided legal assistance to the client for their Follow-On Offering
- ▶ Advisory on the sale of securities and its registration requirement under the Securities Regulation Code
 - ▶ Assistance in the preparation for the Senate Inquiry Hearings for Bell-Kenz Pharma, Inc. and Curacle, Inc.
 - ▶ Advisory services for corporate
- ▶ Legal assistance in registration of the client's branch office with the SEC
 - ▶ Advisory on the importation of SIM cards to the Philippines
- ▶ Advisory on the Philippine renewable energy market



Rosabell C. Toledo
Associate | Manila

- +63 917 128 3464
- r.toledo@syp-law.com

■ EDUCATION/ PROFESSIONAL EXPERIENCE

- ▶ 2023 | PUP College of Law
 - ▶ Batch Valedictorian
- ▶ 2017 | University of the Philippines –
Bachelor Journalism | Minors in Political
Science & Art Studies

■ REPRESENTATIVE WORK

- ▶ Provided legal assistance in the preparation for the Senate Inquiry Hearings for Bell-Kenz Pharma, Inc. and Curacle, Inc.
- ▶ Provided legal assistance to the client for their Follow-On Offering
- ▶ Advisory on the Philippine Legal Implications of the Proposed Operating Framework of AP MY
- ▶ Advisory and legal assistance on business expansion in the Philippines

We strive to ensure our fee arrangements are mutually beneficial for all parties involved. Below are a few options available. We are happy to further discuss with you the best arrangement for this transaction.

Clarity and Certainty
<ul style="list-style-type: none">Fixed fees For specific projects where the exact scope of the work can be agreed.
<ul style="list-style-type: none">Retainers For on-going work that is easy to scope or for services that can be easily quantified such as company secretarial work, certain trademark prosecution work (filings, renewals, etc.), frequently recurring commercial questions, or for other typically predictable work. Can be monthly or annual.
Risk-Sharing
<ul style="list-style-type: none">Success/abort fees An agreed uplift or discount on fees for a specific project. This is often used in combination with a fixed fee.
<ul style="list-style-type: none">Performance-based fees A portion of fees are paid at the end of a matter based on client satisfaction. Applied on a project-by-project basis or against fees billed for specified services and linked to a performance scorecard.
Complex Value
<ul style="list-style-type: none">Blended hourly rates One rate for all work on a given practice area, team, or group of offices.
<ul style="list-style-type: none">Value2Business For work which is not easy to scope. Based on agreeing three rates (high, medium, low) which are linked to the value of the work to you. Complex/strategic issues would incur the high rate and lower risk work, the medium or low rate.

Benefits to you
Certainty Shared risk Encourages efficiency
Certainty Convenience Encourages efficiency
Shared risk Promotes trust in relationship
Shared risk Promotes trust in relationship Promotes delivery of high-quality output
Transparent Encourages optimum team mix
Recognizes value of work Encourages optimum team profile Maximizes legal budget

It is always our goal to propose a fee structure that meets your requirements and is commensurate with the value of services to be provided.

Hourly Rates

The hourly rates of our lawyers are as follows:

Position	Hourly Rates (USD)
Managing / Senior Partner	600
Partner	350
Senior Associate	260- 300
Mid-Level Associate	215- 250
Associate	150- 210
Trainee Associate	120
Paralegal	100