

ELI MAZUR
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PROFILE SUMMARY

For nearly two decades, Eli has been a trusted advisor for multinational companies operating in Vietnam, including in the health and pharmaceutical sector. Eli is the founder and Lead Partner of YKVN's Healthcare and Pharmaceutical Practice Group, and his client base includes Pharma Group Vietnam, Pfizer, AstraZeneca, Ferring, Daiichi Sankyo and a number of other Pharma Group Members. Indeed, the Practice Group represents approximately 70% of the domestic pharmaceutical industry by revenue.

Eli originally came to Vietnam in 2003 as a Senior Research Associate, hired and reporting to Thomas J. Valley (Senior Consultant, "Vietnam" by Ken Burns), with the Vietnam Program, Harvard University and led the Law and Public Policy program at the Fulbright Economics Teaching Program ("FETP") in Ho Chi Minh City. Before joining YKVN LLC in 2010, Eli spent more than 3 years in the corporate practice of one of the leading "Magic Circle" firms in the world, and Eli's practice included myriad clients in Hanoi and Ho Chi Minh City.

Eli is a U.S. qualified lawyer, a Registered Foreign Lawyer in Vietnam, and is highly regarded by clients as a problem-solver, a crisis mitigation expert, and a commercially-oriented, practical adviser, with the ability to add true value to a company's bottom line with, among other things, his ability to assist clients develop and maintain successful long-term commercial partnerships in Vietnam.

Profiles



Education

J.D., Duke University School of Law,
Cum Laude

Duke Law Journal, Note Editor

B.A., Brandeis University, Magna
Cum Laude

Judicial Clerkships

Honorable James A. Wynn, Circuit
Judge, U.S. Court of Appeals for the
4th Circuit, 2011–2012

Honorable Graham C. Mullen, Chief
Judge, U.S. District Court for the
Western District of North Carolina,
2003

Judicial Law Clerk, North Carolina
Court of Appeals, 2002

Areas of Practice

Healthcare and Pharmaceuticals
Corporate
M&A and Corporate
Project Finance
Employment Law, Disputes, and
Mediation

NOTABLE MATTERS

Healthcare & Pharmaceutical

- Regularly advise Pharma Group within the European Chamber of Commerce for approximately three years, on a wide range of regulatory and compliance issues impacting the pharmaceutical sector, as well as the latest legislative, judicial, and administrative developments in the pharmaceutical sector;
- Regularly advise Pfizer Vietnam on numerous matters related to corporate, commercial, regulatory, and compliance issues;
- Advised Sanofi on the issues relating to current/former regulations and on drug registration and stability study, marketing authorizations in Vietnam, and advised on Vietnamese employment law;
- Advised to AstraZeneca Singapore on strategic memorandum regarding legal framework and models for the local importing and exporting in Vietnam;
- Advised to Servier Vietnam on the legal framework to optimize local manufacturing operations in Vietnam;
- Advised a Pharma Group Member on several FCPA and British Anti-Bribery Act issues;
- Advised Zuellig Pharma Vietnam on employment related issues of the Vietnamese law;
- Advised Boehringer Ingelheim on various legal issues in the pharmaceutical sector, including the registration of pharmaceuticals at the Vietnam Drug Administration, compliance with anti-corruption regulations, registration of labour rules and handling of employment disputes;
- Advised AstraZeneca in establishment of its onshore representative office and in other corporate and regulatory matters;
- Advised Leo Pharma on certain aspects of Vietnamese employment law;
- Advised a multinational pharmaceutical company on practical dispute resolution strategies to resolving several concurrent instances of patent infringement;
- Advised Hanh Phuc International Hospital in Binh Duong on corporate, commercial, regulatory and compliance matters;
- Advised Pharmacy JSC, a company running the Pharmacy chain of pharmaceutical stores on corporate, commercial, regulatory and compliance matters;
- Advised Santeldo, a company running the V Pharno chain of pharmaceutical stores, on corporate, commercial, regulatory and compliance matters.

Corporate Advice and Matters

Profiles

- Advised the Representative Office of Pfizer Thailand in Vietnam (hereinafter, “Pfizer Vietnam RO”) on operational and compliance issues in relation to advertising and promotions, supply and distribution contracts, and regulatory and compliance rules in Vietnam;
- Advised Emerson Network Power – Embedded Power (Vietnam) Co Ltd and its related companies, including Roxar (Vietnam) Limited, including, without limitation, on its development of a risk mitigation strategy for employment issues related to the closure of a large factory in the southern region, its lease and fit-out of a factory in Hai Phong, as well as numerous corporate and commercial matters;
- Advised Siemens AG and Siemens Vietnam on a regulatory risk assessment and risk mitigation strategies arising from an imminent public FCPA disclosure in the U.S.;
- Advised Apple Inc. on competition law implications of “maximum resale price” and “most favored customer” provisions in iPhone distribution and sales contracts in Vietnam;
- Advised HSBC Bank (Vietnam) Ltd. on ESOP design with offshore securities to mitigate legal and regulatory risks under Vietnam’s foreign exchange regulations;
- Advised HP (Vietnam) Ltd. on numerous corporate and commercial matters, including in respect of supply and distribution contracts, promotional programs and sales events, and competition law issues;
- Advised Dresdner Bank AG on the closure of its representative office in Vietnam including in respect of the termination of employment contracts and government approach;
- Advised Scottish & Newcastle on safe harbor provisions under Vietnam’s competition law that may allow for exclusive promotion agreements and similar contractual arrangements to limit the ability of distributors to sell or distribute competing brands;
- Advised HSBC Bank (Vietnam) Ltd. on regulatory scheme, legal risks, and practical strategies for dismissing employees that, among other things, violate client confidentiality; and
- Advised SkyWest Airlines in the termination of four airplane leases with Air Mekong, as well as in respect of the termination and liquidation of SkyWest’s interest in the Vietnamese operating company.

Mergers and Acquisitions Transactions

- Advised Masan Group Corporation in the restructuring and consolidation of its ownership interests over the Nui Phao Mining Project with two simultaneous transactions, one equity-linked and the other debt-lined, acquiring all the remaining interests and extinguishing all of the remaining rights of two private equity funds managed by Dragon Capital;
- Advised Nui Phao Mining Company Limited in the establishment of a joint venture mineral processing company with H.C. Stark GmbH to process and export tungsten ore

- concentrate sourced from the Nui Phao Mine, including the joint venture agreement, charter, tungsten supply agreement, tungsten offtake agreement, land lease agreement, and the know-how license agreement;
- Advised Caesars Entertainment Corporation in a proposed joint venture with Winvest LLC Group in the design, construction, management and operation of a hotel, entertainment and casino project in Ba Ria – Vung Tau province, including by conducting a due diligence and drafting a final report on the target company’s investment licenses, material government approvals, and then drafting several legal memoranda explaining key project risks and identifying possible avenues for mitigating such risks;
 - Advised Goldman Sachs in its acquisition of 12.6% of the outstanding shares in the Diana Joint Stock Company, including in drafting and negotiating the share purchase agreement, shareholders’ agreement, call and put option agreements, and the amended charter. This deal was Goldman Sachs first private equity transaction in the Vietnamese market;
 - Advised Morgan Stanley in its acquisition of a controlling stake in the Gateway Securities JSC, including in drafting and negotiating the share purchase agreement, shareholders’ agreement, call and put option agreements, and the amended charter. This deal was Morgan Stanley first private equity transaction in the Vietnamese market, as well as the first acquisition of a Vietnamese securities company by a foreign investor;
 - Advised Masan Group Corporation in the US\$200 million investment by Kohlberg Kravis Roberts (KKR) in Masan Consumer Corporation by a combination of primary share subscription and secondary share purchase, as well as advising on related option agreements and regulatory approvals;
 - Advised PetroVietnam Exploration and Production Corporation (PVEP) in its purchase of Block 39 from ConocoPhillips in Peru;
 - Advised Masan Consumer in its US\$50 million sale of a 49% interest in Masan Agriculture to TPG Growth, including in respect of the share purchase agreement, shareholders’ agreement, and related options agreements;
 - Advised the Sovereign wealth fund of Qatar in relation to the offshore and onshore structuring and purchase of project companies with the right to develop a high-rise resort, hotel, and residential complex near Da Nang; and
 - Advised Masan Group Corporation on a US\$30 million convertible loan granted by an affiliate of Goldman Sachs for the purpose of funding the development of the Nui Phao Mine’s exploitation of tungsten and other minerals.

Project Finance Transactions

Profiles

- Advised KEXIM and the consortium of international lenders in connection with the US\$2.2 billion international project financing for the Mong Duong 2 Power Plant, a 1,200MW coal-fired power plant developed by AES, Posco Engineering and Construction and Stable Investment Corporation;
- Advised PetroVietnam in the proposed establishment of a joint venture, and sale of existing minority interest, in the Vung Ang 1 Power Project with a Southeast Asian National Oil Company, including in respect of the share purchase agreement, shareholders' agreement, revised corporate charter, and government approval process;
- Advised the Sumitomo Corporation / Hanoinco Consortium on risk allocation and key issues related to the scope of the government guarantee, foreign exchange, and infrastructure sharing relevant to the development of the Van Phong 2 x 660MW Coal-Fired BOT Power Project in Vietnam;
- Advised Mitsui on the structuring of ownership interests within a proposed investment consortium and the effect of such structuring on the availability of project finance on preferential terms from JICA and other lenders in relation to the O Mon-2 Combined Cycle Power Project;
- Advised International Power in the preparation of its bid proposal and its negotiation in relation to key project documents in the tender phase of the Nghi Son II 2x600MW BOT Coal-Fired Power Project in central Vietnam; and
- Advised the Vietnam-Oman Investment Fund on its subscription to a US\$40 million convertible bond with a Vietnamese Public Company for the purposes of funding the construction and development of 220MW hydropower facility.

BAR AND PROFESSIONAL ASSOCIATIONS

- Senior Fellow in Law and Policy, U.S.-Vietnam Trade Council
- Member in Good-Standing, North Carolina State Bar

PUBLICATIONS

- Power Generation: A Case Study in the Current Legal Risks and Uncertainties of Implementing BOT Projects in Vietnam, 2 DONG-A J. INT'L BUS. TRANS. L. 27 (2011) (with Lam Quynh Anh);
- Mergers and Acquisitions in Vietnam, Corporate Acquisitions and Mergers, Kluwer Law International (Edited by Peter F.C. Begg) (2008) (with Tony Foster);
- The Chu Lai Open Economic Zone and Rural Development: Central Planning's Laboratory for Policy and Institutional Innovation? (2008), UNDP-DFID Working Paper Series on Vietnam's Decentralization; and
- Mr. Nam's Dilemma: Barriers to Private Sector Growth in Vietnam (2006) (with others), Kennedy School of Government Program in Policy Case Studies.