PROFILE



Partner, Corporate and Commercial
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Qualifications
LLM, University of London
LLB, Ho Chi Minh City University of Law
BA, Ho Chi Minh City Open University

Language
English, Vietnamese

PHONG NGOC NGUYEN

ABOUT PHONG

Phong Ngoc Nguyen is a partner with the Tilleke & Gibbins corporate and commercial group, based in the Ho Chi Minh City office. A seasoned corporate lawyer with more than 20 years of experience advising multinational corporations, private equity funds, financial institutions, and strategic investors on complex transactions in Vietnam, Phong focuses on mergers and acquisitions, private equity investments, joint ventures, corporate restructuring, and foreign investment matters, helping clients navigate sophisticated domestic and cross-border transactions.

Phong is recognised by IFLR as a Rising Star Partner for M&A and has extensive experience representing investors and businesses across a range of industries, including healthcare, insurance, financial services, education, consumer products, and renewable energy. His practice covers all stages of transactions, from due diligence and structuring to negotiation, regulatory compliance, and post-closing integration.

In addition to his corporate and M&A practice, Phong regularly advises lenders, borrowers, insurers, and financial institutions on complex financing transactions. Ranked as a leading lawyer in banking and finance by Asialaw, he has substantial experience with syndicated loans, project finance, bond issuances, bancassurance arrangements, and other high-value financial transactions, providing commercially focused advice that supports clients' strategic objectives.

Phong holds an LLM from the University of London and an LLB from the Ho Chi Minh City University of Law. He is a member of the Ho Chi Minh City Bar Association.

EXPERIENCE

- Acted as Vietnamese counsel to a major U.S. private equity firm in connection with the restructuring of its investment in a leading consumer conglomerate in the Vietnamese market, the restructuring of the financing package for the investment, and the strategy for its planned divestment through a sale of shares on the stock exchange.
- Acted for selling founders in a range of Vietnamese businesses in connection with sales to offshore strategic and financial investors seeking to expand their footprint in Vietnam. This work involved advising on deal structuring (including partial or majority acquisitions), negotiating key commercial and governance terms, and developing earn-out mechanisms tied to post-closing KPIs to align interests and optimise valuation for the founders.
- Assisted an emerging rooftop-solar developer in connection with multiple acquisitions of ground-mounted and rooftop solar power projects across Vietnam, including conducting legal due diligence, advising on transaction structuring, and negotiating key project and M&A documentation.
- Acted for a Middle Eastern investment fund in its investment in a Vietnamese securities company ahead of its IPO and listing on the Vietnamese stock market.
- Acted for various private equity funds on investments in Vietnamese target companies, involving business sectors such as education, hospitals, healthcare, consumer products, fintech, and insurance. Successfully brought to closing six major hospital M&A transactions.
- Advised one of Japan's largest banks on the restructuring of its investment in a major joint stock commercial bank in Vietnam, including dealing with shareholder conflicts, corporate governance matters and divestment.

ACCOLADES

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M&A – Rising Star Partner