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DUONG THI THU HA

Founding and Managing Partner
LL.B, LL.M

Ha Duong has more than 20 years of experience in the legal practice. Before founding CDR Counsels, a boutique law firm based in Vietnam specializing in Corporate and Dispute Resolution, in April 2024, Ha had 5 years of experience working at A-PAC International, a dynamic professional business Vietnamese law firm, 8 years of experience working at VILAF, a leading and professional law firm in Vietnam, and 7 years of experience working at the Supreme People's Court of Vietnam.

Ha focuses on areas of dispute resolution and specializes on commercial, employment, investment, corporate and construction laws. She has advised and represented clients in Vietnamese courts or arbitration in a number of remarkable cases in the fields of investment, commerce, infrastructure and construction. Apart from acting as counsel for disputing parties, since 2023, Ha has also participated in the arbitration proceedings as party-appointed expert witness or co-arbitrator in several VIAC arbitrations.

She has advised many foreign investors from various countries to invest in Vietnam in numerous industries as well as supported and advised domestic and foreign corporate clients on day-by-day investment, corporate, commercial and labor matters related to Vietnamese law.

Key areas of expertise

- Corporate Management and Operation
- Commercial and Business Issues
- Contract Drafting and Negotiation
- Foreign Investment
- Bidding and Construction
- Insurance
- Employment
- Commercial Arbitration

- M&A and Restructuring
- Court Litigation
- Other Dispute Resolution Methods

Experience

APRIL 2024 – PRESENT

Founding & Managing Partner / CDR Counsels

OCT 2019 – MAR 2024

Partner / A-PAC International

JAN 2019 – SEP 2019

Of-Counsel / A-PAC International | VNLaw

JAN 2015 – DEC 2018

Senior Associate / VILAF

FEB 2011 – DEC 2014

Associate / VILAF

FEB 2004 – JAN 2011

Legal Expert / Supreme People’s Court of Vietnam

Education

2009 - 2010

LLM / Melbourne Law School, University of Melbourne, Australia

Major: Commercial Law

1999 - 2003

LLB / Hanoi Law University, Vietnam

Major: Economic Law and International Law

1999 - 2003

Bachelor of English / Hanoi Foreign Language University, Vietnam

Remarkable cases

CORPORATE LEGAL ADVICE

M&A

- Co-leading lawyer assisting and advising a Share Transfer Agreement between Japanese Investors for a share transfer of 21,75% of the total shares in a Japanese-invested company manufacturing products from wood, plastic and auto components located in Binh Duong province, Vietnam – 2020.
- Leading lawyer assisting and advising a business transfer agreement between a Singaporean investor and a Vietnamese individual for a transfer of the former's business interests in a spirits and liquor distillation company located in Hanoi, Vietnam – 2020.
- Leading lawyer advising a State-owned enterprise on some legal issues related the intention of its foreign partner (being a Malaysian corporation) in transferring all capital contributions and withdrawing from the joint venture company established between the two parties to implement a project for construction and management of a luxury hotel in Hanoi, Vietnam – 2020.
- Leading lawyer assisting and advising a Japanese investor on making capital contribution into a Japanese-invested company located in Thang Long II Industrial Park, Hung Yen province, Vietnam – 2019.
- Being in the group of lawyers advising a Doosan Heavy Industries Vietnam Hai Phong Co., Ltd, a Korean-invested company, in transferring part of its project to another Korean investor - 2016.
- Being in the group of lawyers advising a Singaporean corporation on various issues related to a share transfer agreement between the existing shareholders of a real estate company located in HCM City – 2014.
- Being in the group of lawyers advising and assisting Siam Cement Group in purchasing 85% of charter capital of Prime Group - a domestic corporation producing construction materials – 2013.

Contract Drafting and Negotiation

- Leading lawyer advising and assisting a Japanese contractor in drafting a consortium agreement with two other foreign contractors (one from Japan and other from Thailand) to form a consortium contractor for the construction of a MDI splitter factory to be located at Phu My 3 Specialized Industrial Park, Phuoc Hoa Ward, Phu My Town, Ba Ria-Vung Tau Province, Vietnam – 2024.
- Leading lawyer advising and assisting a Japanese-invested company in drafting an enrollment cooperation agreement, overseas studying consultancy agreement, and cooperation agreement between such company and a foreign education unit – 2023.
- Leading lawyer advising and assisting a Chinese-invested company in drafting a business cooperation agreement to be signed between such company and its partner for cooperation in conducting business in hazardous waste treatment in Hai Phong – 2020.
- Leading lawyer advising and assisting a corporation that produces insulated corrugated iron roofs in drafting a franchise contract for its partner to produce and sell products within Tuyen Quang province, Vietnam - 2020.

- Leading lawyer advising and assisting Hanwha - BCG Bang Duong Energy JSC, as the Owner, in drafting and negotiating the contracts with their construction contractors, engineers and suppliers for the construction of the 100,5MWp-GAIA Solar Power Plant in Long An Province, Vietnam – 2019.
- Leading lawyer advising and assisting BCG – Bang Duong Energy JSC, as the Owner, in drafting and negotiating the contracts with their engineers for the construction of the 40,6MWp BCG Bang Duong Solar Power Plant in Long An Province, Vietnam – 2019.
- Leading lawyer assisting and advising two Japanese investors in drafting a capital contribution agreement with two other Vietnamese companies for the establishment of a new company to conduct the business of import, export and wholesale and retail of agricultural products – 2019.
- Advising and assisting Berjaya Corporation Berhad (Malaysia) in negotiation and execution of the BCC for investment in computerized lottery business in Vietnam with Vietlott – 2015.

Investment and Licensing

- Leading lawyer advising a number of Japanese investors on investment conditions in the sectors of real estate business, study abroad consulting, foreign language training and nursing home service business for the elderly.
- Leading lawyer advising CME Solar on a number of legal issues related to and conditions for the investment and installation of rooftop solar power production equipment systems on its partners' rooftop, and then leasing the rooftop solar power production equipment systems to partners through the lease contracts – 2020.
- Advising and assisting BC Holdings (United Kingdom) Limited, a subsidiary of British Council, on investment in an education project and establishment of its English teaching centers in Vietnam – 2016.
- Advising and assisting Tundra Fonder AB (Sweden) – a Swedish fund management company – in establishing its representative office in Vietnam called Tundra Fonder AB Vietnam.

Employment

- Leading lawyer advising and supporting a Japanese-invested garment processing enterprise in making the labor utilization plan, conducting dialogue with the employees and terminating the employment with hundreds of employees due to economic difficulties – 2021.
- Leading lawyer advising and supporting a Japanese-invested garment manufacturing enterprise in reviewing and drafting an amended Labor Internal Regulations – 2021.
- Leading lawyer advising and supporting a Japanese-invested garment manufacturing enterprise in collecting evidence, investigating, and interviewing employees to investigate and clarify violations of labor discipline of some employees – 2020.

- Advising and supporting many companies in resolving labor-related issues in daily operations, such as: signing, implementing and terminating labor contracts; handle labor discipline; drafting, promulgating and implementing internal labor rules and other internal labor regulations.

DISPUTE RESOLUTION

Arbitration

Party-appointed Expert Witness

- **VIAC Arbitration** – Acting as a party-appointed expert giving legal opinion on various issues of Vietnamese laws (bidding and construction laws) in arbitration proceedings resolving disputes arising from a construction contract commenced by a Japanese Contractor against a Vietnamese Employer – 2023 (ongoing).

Co-arbitrator

- **VIAC Arbitration** – Acting as a co-arbitrator of a VIAC arbitral tribunal, being appointed by the Claimant, for settlement of disputes arising from a breach of Non-Disclosure and Non-Compete Agreement between an employer and its ex-employee – 2023.

Counsel in Arbitration

- **VIAC Arbitration** – **A dispute over a Subcontract between an EPC Contractor and the Subcontractor in connection with the construction of a cluster of wind power plants in Dak Nong – 2023**
 - Being the leading lawyer representing a Chinese General Contractor, being the EPC contractor of a project on investment and construction of a cluster of wind power plants in Dak Nong, in the arbitration initiated by a subcontractor requesting for unpaid payments under a subcontract for transportation of the blades for the wind turbines of the project, with the claimed amount of more than US\$1.4 million;
 - Drafting, preparing documentations/pleadings for the arbitration proceedings;
 - Advising client various issues relating to the disputes and the dispute resolution.
- **VIAC Arbitration** – **A dispute over a Joint Venture Contract for investment, construction, and development of a complex urban area project in Hanoi – 2021**
 - Being the leading lawyer representing Vietnamese partners, being the legal owner of the project, in the arbitration initiated by an investor, a Korean corporation specializing in real estate investment, requesting for compensation of loss and profits due to the delayed deployment of the project and the termination of the joint venture contract, with the disputed amount being more than VND370 billion (approx. US\$15 million);
 - Drafting, preparing documentations/pleadings for the arbitration proceedings;
 - Advising clients various issues relating to the disputes and the dispute resolution.

- **VIAC Arbitration – A dispute over an EPC for construction of a high-building complex in Hanoi - 2018**
 - Being in the group of lawyers representing the General Contractor, a Korean construction company, before the arbitration commenced against the Owner requesting for unpaid payments under the EPC and other related issues;
 - Drafting, preparing documentations/pleadings for the arbitration proceedings;
 - Advising client various issues relating to the disputes and the dispute resolution.

- **ICC Arbitration – A dispute initiated by an investor requesting compensation for his investment in Vietnam - 2018**
 - Working with foreign lawyers and providing legal opinions and analysis on all Vietnamese law issues of the case;
 - Assisting the client in accessing the evidence, preparing the witness statements;
 - Advising the client and foreign lawyers various issues relating to the dispute and the dispute resolution.

- **VIAC Arbitration – A dispute over a BT Contract for construction of a highway road initiated by a Chinese investor against a Vietnamese State agency – 2015**
 - Being in the group of lawyers representing the Vietnamese State agency, a provincial agency, before the arbitration initiated by a Chinese investor requesting for compensation due to the unilateral termination of the BT Contract by the Vietnamese State agency;
 - Drafting, preparing documentations/pleadings for the arbitration proceedings;
 - Advising client various issues relating to the disputes and the dispute resolution.

- **VIAC Arbitration – A dispute over an EPC Contract for construction of an expressway in the South of Vietnam initiated by a Korean contractor against a Vietnamese State corporation – 2015**
 - Being in the group of lawyers representing a Korean contractor, being the EPC contractor, requesting for payment of the unpaid amounts under the EPC Contract and other related issues;
 - Working with foreign lawyers in preparing documentations/pleadings for the arbitration proceedings;
 - Advising client various Vietnamese legal issues relating to the disputes and the dispute resolution.

- **SIAC Arbitration – A dispute over a BCC in the field of technology between a US partner and two Vietnamese partners – 2014**
 - Being in the group of lawyers representing one of the Vietnamese partners in an arbitration initiated at SIAC by the other Vietnamese partner for issues related to the termination of the BCC;
 - Assisting client in drafting and preparing documentations/pleadings for the arbitration proceedings;
 - Advising client various issues relating to the disputes and the dispute resolution.

- **VIAC Arbitration – A dispute over an EPC Contract – *SK Engineering & Construction (Korea) v. Vinalines (Vietnam)* – 2013**
 - Representing SK Engineering & Construction (Korea), being the EPC contractor, in requesting Vinalines, being the Owner, for payment of the unpaid amounts under the EPC and other related issues;
 - Preparing documentations/pleadings for the arbitration proceedings;
 - Advising client various issues relating to the disputes and the dispute resolution.

Litigation

- Being the leading lawyer assisting and representing a Vietnamese shareholder in a shareholder dispute and other issues related to corporate governance between the shareholders of a real estate and tourism company in Ninh Thuan province – 2023 (ongoing).
- Being the leading lawyer assisting and representing a crane manufacturer (Hong Kong), being the Seller, requesting SaiGon Commercial Bank, being the L/C issuance bank at the request of a Vietnamese Buyer, for payment of the unpaid amounts under the L/Cs in a litigation at the People’s Court of Ho Chi Minh City, with the total claimed amount of more than US\$10 million – 2023.
- Assisting and representing clients, such as Samsung Electronics Vietnam, Hino Vietnam, General Motors Vietnam, and Ford Vietnam, in several court proceedings against its subcontractors/ customers/ agents/ employees.

Associations

- Hanoi Bar
- MCIArb – Chartered Institute of Arbitrators
- SCLVN – Society of Construction Law – Vietnam
- AusAID Alumni