

Our contacts



Ong Tiong Hooi

Partner

+84 938 699 691

tiong.hooi.ong@pwc.com



Le Minh Tuan

Partner

+84 909 772 723

le.minh.tuan@pwc.com



Trinh Thanh Loan

Director

+84 986 049 292

trinh.thanh.loan@pwc.com

Our offices

Hanoi:

Floor 16, Keangnam Hanoi Landmark 72
Pham Hung Road, Nam Tu Liem District
Hanoi

Tel: +84 24 3946 2246

Ho Chi Minh City:

Floor 8, Saigon Tower
29 Le Duan Street, District 1
Ho Chi Minh City

Tel: +84 28 3823 0796



©2021 PwC (Vietnam) Ltd. All rights reserved. PwC refers to the Vietnam member firm, and may sometimes refer to the PwC network. Each member firm is a separate legal entity. Please see www.pwc.com/structure for further details.

pwc.com/vn



Transaction Services Vietnam

Maximising value on your deal

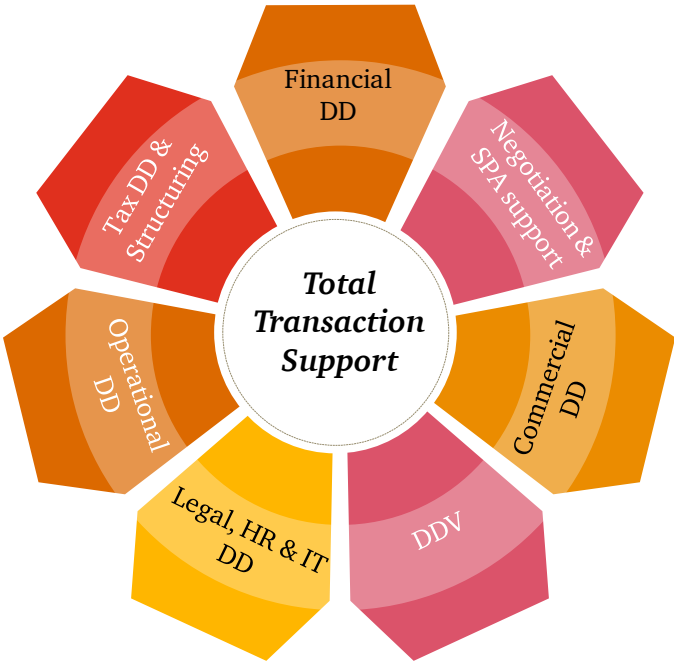


Overview

Our Transaction Services team consists of more than 25 dedicated financial professionals in HCMC and Hanoi with over 90 years of combined working experience.

We are the largest group of dedicated Transaction Services professionals based in Vietnam and the only one-stop-shop accounting firm that provides financial, legal, tax, commercial, IT and HR due diligence services.

We have advised on almost 150 deals in the last 5 years and have accumulated in-depth experience across Vietnam’s major industries, including FMCG (edible and non-edible), manufacturing & distribution, education, pharmaceuticals, energy, financial services (banking, insurance, securities and consumer finance), automotive (assembly and distribution), media, telecommunication and the real estate sector.



What issues are you facing?

- ▶ Evaluating a Target’s business drivers
- ▶ Valuation of an ongoing business
- ▶ Gaining clarity on financial information
- ▶ Commercial viability of entering and operating in a new country
- ▶ Complex/unclear tax environment and understanding of potential tax exposures upfront
- ▶ Drawing up an optimal investment structure from a tax perspective
- ▶ Uncertainty over legal documentation
- ▶ Gaining a better understanding of existing HR and IT systems/policies in place
- ▶ Developing and setting-up post-integration plans to ensure a successful acquisition

Buy-side due diligence services

Assisting the buyer during the acquisition process

Financial due diligence	Delivering Deal Value
<ul style="list-style-type: none">• Identification of key business drivers, business concerns and deal synergies to help our clients make a “go” or “no-go” decision• Objective assessment of maintainable EBIT(DA), PAT and/or Adjusted Net Assets• Understand value drivers and operating cash flows• Analysis of related party dealings and impact on the Transaction	<ul style="list-style-type: none">• Develop a fit-for-purpose, cost efficient, standalone operating model• Prepare robust and executable separation plans across operations and IT infrastructure that safeguard the core business• Define flexible transitional arrangements to ensure the business can operate from Day 1
Tax due diligence	Negotiation and SPA Support
<ul style="list-style-type: none">• Understanding the tax profile and level of tax compliance• Evaluation and quantification of tax exposures• Identification of opportunities for, and development of, an optimal tax structure	<ul style="list-style-type: none">• Ensure identified issues are adequately addressed in the SPA• Transaction support throughout the project to completion• Assist in overall price negotiations
Legal due diligence	Commercial due diligence
<ul style="list-style-type: none">• Review legal documentation and regulations in the areas of corporate and regulatory filings, employment, financing contracts, land and premises and litigation matters	<ul style="list-style-type: none">• Evaluation of the size and dynamics of the Target’s market• Consideration of competitor dynamics and future positioning
HR due diligence	IT due diligence
<ul style="list-style-type: none">• Snapshot of existing HR function with a focus on reward schemes, salary benchmarking and compliance	<ul style="list-style-type: none">• High level review of reliability and scalability of IT systems and assessment of required future IT spend

Vendor assistance and vendor due diligence

Assisting the vendor during the divestment process

- ▶ Vendor due diligence is an in-depth report on the financial health of a company that is being sold. It provides vendors with greater control over the sale process and the timing of sale, which can, in turn, help secure a higher price for the business
- ▶ Vendor assistance provides bespoke solutions to assist vendors in successfully completing divestments. Vendor assistance is provided for the benefit of the vendor only
- ▶ Provide purchasers with greater certainty over the nature of the business and the characteristics of its cash flow. This helps pricing decisions and the level of gearing the structure will support
- ▶ Reduce disruption to the business
- ▶ Help add credibility to the facts, figures and information provided in the sales memorandum
- ▶ Vendor assistance specialists can ensure that the vendor retains pace and initiative throughout the sale process