



Mark Livingston

Managing Director

Nationality: Australian

Location: Myanmar

Admission: Admitted to practise as a solicitor in Victoria, Australia

Education: Graduate Diploma of Applied Finance and Investment, Financial Services Institute of Australia, Australia; Bachelor of Science (Applied Mathematics) / Bachelor of Laws (Hons), Monash University, Australia

Language skills: English (Native/Fluent)

BACKGROUND / PROFILE

Mark is a veteran of the Myanmar legal industry. Mark's career spans 20 years of varied corporate, commercial and projects work in Myanmar, Australia, Singapore and around Asia – with over five years of experience as a corporate advisor and private practice lawyer in Yangon, where he has lived and worked full time since 2014.

He has extensive experience in managing and resolving legal, regulatory and operational issues in developing markets, with a focus on natural resources projects, executing fundraising transactions, and implementing good corporate governance and compliance practices. Mark also has significant previous experience working in in-house roles, in particular in listed resources companies with South-East Asian assets. This experience in the corporate sector affords Mark a deep understanding of the commercial drivers of his clients' businesses and gives Mission Legal a valuable commercial and practical perspective on providing legal services to both foreign and domestic businesses.

Mark has a broad-ranging legal practice in Myanmar, spanning across market-entry and general operating and regulatory requirements; foreign investment licensing processes; major commercial contracting; project and concession agreements; formation of joint ventures; company incorporation and company secretarial compliance; tax structuring; share and asset acquisitions and pre-investment due diligence; Myanmar land due diligence inquiries; and employment law compliance.

Mark manages Mission Legal's operations and legal services – assigning, creating and supervising the firm's virtual consultant resources and specialist virtual teams from its pool of experienced foreign and local lawyers.

SELECTED EXPERIENCE

- Myanmar mineral exploration joint venture: Acting for a private mineral exploration company with an extensive South East Asian exploration and investment track record in its Myanmar market entry and negotiations for an exploration JV with a significant Myanmar tin-tungsten producer; and in drafting, and extensively negotiating with a Myanmar government enterprise, a mineral production concession agreement based on international industry practices and standards in respect of fiscal, regulatory and operating regimes for mineral production projects not previously utilised by Myanmar regulators.
- Myanmar Metals Limited: Acting for the operating subsidiary of Myanmar Metals Limited in relation to the exercise of an option to acquire a majority interest in a significant historic polymetallic mining asset, including structuring and negotiating the formation of a joint venture for the re-development of the mine with significant Myanmar joint venture partners.
- Myanmar mineral exploration joint venture: Acting for a private mineral exploration company in the establishment of a greenfields JV with a large Myanmar mineral producer for the exploration of a highly prospective copper-gold tenement.
- Public/private joint venture for downstream petroleum: Advising on the completion and implementation of one of the first joint ventures between the Myanmar government and a major global commodities group for the importation and distribution of petroleum products in Myanmar.
- Ethnic minority group charity and hydropower project: Acting as legal advisor to a development-funded project to establish a charitable structure on behalf of a political and community organisation representing

a significant ethnic minority group in Myanmar, with the charitable structure intended to hold interests in infrastructure assets as funding sources for its charitable public benefit activities - commencing with a proposed (and partly-permitted) hydropower project.

- Microfinance acquisition due diligence: Advising a European-owned licensed Microfinance institution in relation to structuring and operational issues and due diligence inquiries for the potential acquisition of another licensed Microfinance institution.
- Small-scale hydropower developer: Acting for a developer in respect of a cluster of proposed small and medium hydropower generation projects in rural Myanmar, including assisting with the negotiation and drafting of relevant agreements for the project development process.
- Global commodities trading house: Advising on the regulation of derivatives and forward commodities contracts under Myanmar law.
- Global petrochemical commodities trader: Advising a commodities trading house on market entry and foreign investment licensing issues in respect of downstream oil and gas infrastructure in Myanmar.
- Leading European agribusiness company: Acting for the Myanmar subsidiary of a leading global agribusiness in relation to permitting due diligence, management agreements and leasing for operation of an international standard poultry abattoir.
- Proposed solar IPP JV: Preparing a joint venture agreement for a proposed 100MW grid-connected solar power project between a foreign renewable power project developer and its Myanmar joint venture partner, acting for the foreign developer.
- Leading European agribusiness company: Acting for the Myanmar subsidiaries of a leading global agribusiness in relation to land due diligence, land conversion, site acquisition and leasing for animal feed manufacturing and animal husbandry projects in Myanmar.
- 4G internet joint venture: Advising on telecommunications licensing issues and complex proposed interim licensing arrangements in relation to the Myanmar rollout plans for a foreign-invested 4G internet joint venture.
- Various commercial and residential property developers: Advising on the structuring of development agreements for major mixed use commercial and residential property developments in Myanmar; and advising on the structure and enforceability of proposed arrangements for construction financing.
- UK listed resources company with Southeast Asian assets: Advising on the defence of a £300 million on-market takeover of a listed mid-cap gold producer and post-takeover de-listing and restructuring activities.
- UK listed resources company with Southeast Asian assets: Advising on a US\$160 million refinancing transaction, combining both corporate and project finance components, including negotiation of the facility agreement and associated security package and due diligence activities.
- TSX/ASX/NZX listed resources company: Advising on a CAD\$90 million cross-border fundraising by way of institutional private placement of shares (under prospectus), conducted simultaneously in Canada (principally), Australia and New Zealand.
- Specialist construction products manufacturer: Acting for a Myanmar subsidiary of a global construction chemicals manufacturer in relation to potential disputes arising from dismissal of expatriate and senior Myanmar employees.
- Specialist construction contractor: Advising on a contractual dispute regarding recovery of unpaid fees and counterclaims for deficient services in relation to work on a public amenity project in Yangon.
- Multilateral funding agencies: Advising on Myanmar aspects of a corporate finance facility extended to a Myanmar telecommunications carrier by the International Finance Corporation and the Asian Development Bank as joint lenders.
- Licensed foreign bank in Myanmar: Advising on the transfer of a loan facility extended to a mobile phone tower construction company, including identifying deficiencies in the security package and providing an opinion on the enforceability of the security and the proposed assignment.
- Hong Kong insolvency firm: Advising and assisting the liquidator with attempts to recover historic nominee-structure investments and assets in Yangon held by subsidiaries of a Hong Kong company undergoing a creditors' winding up.