

**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)

---

**SELECTED EXPERIENCE**

- E-money platform of leading Myanmar bank: Acting for a subsidiary of a Myanmar bank in preparing information gathering forms for Central Bank of Myanmar and anti-money laundering reporting requirements, online general terms and conditions for users and for agents, and a template agent agreement for the launch of an e-money platform.
- 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.