Project finance in Bangladesh: overview

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Country Q&A | Law stated as at 01-Apr-2018 | Bangladesh

A Q&A guide to **project finance** in **Bangladesh**.

This Q&A is part of the global guide to **project finance**. Areas covered include market overview, regulatory framework and regulatory considerations; methods for structuring the **financing**; corporate vehicles; forms of security; contractual protections; insurance arrangements; typical risks; use of PPPs or PFIs; social, ethical and environmental issues; ownership rights to natural resources and minerals; foreign investment; choice of law and jurisdiction; and recent developments and reform.

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Market overview

1. What types of projects make use of project financing in your jurisdiction? What have been the most significant project finance deals in the past 12 months?

Types of projects

Project finance is frequently used for the financing of industrial and infrastructure projects in Bangladesh. While industrial projects are mostly concentrated in the private sector, infrastructure projects are generally carried out either by the government of Bangladesh itself or under a public private partnership (PPP) model. Most of the PPP infrastructure projects using project finance are carried out under either a Build Operate and Transfer (BOT) or Build Own and Operate (BOO) structure. There are also some projects that use quasi project financing in conjunction with corporate and asset finance. Major infrastructure projects include toll roads, ports, metro rail, liquified natural gas (LNG) terminals and energy. Other than infrastructure, project financing is also undertaken in service sectors such as education, healthcare and telecommunications.

Significant deals

Recent significant deals include the:

- US$210 million loan extended by the Asian Development Bank, the International Financing Corporation and the Islamic Development Bank for setting up a 341 Megawatt (MW) combined cycle gas fired project at Bibiyana.
- US$310 million project financing extended by the International Financing Corporation, the Commonwealth Development Corporation, Clifford Capital Pte Ltd and Japan International Cooperation Agency (supported by a Multilateral Investment Guarantee Agency investment guarantee) for the 413.8 MW (gas)/333.02 MW high speed diesel dual fired power station being developed by Sembcorp North-West Power Company at Sirajganj in Bangladesh.
- US$250 million financing extended by Standard Chartered Bank playing the role of the lead arranger and export credit agency/Multilateral Investment Guarantee Agency co-ordinator for Shirajganj (Unit 3) 225 MW Combined Cycle power plant project.
- ADB has approved US$583 million in debt financing and partial risk guarantees for the Reliance Bangladesh Liquified Natural Gas and Power Project.

Regulatory framework

2. What regulatory framework governs project finance in your jurisdiction?

Regulatory framework

Local currency borrowing. The Bangladesh Bank, which is the central bank of Bangladesh and supreme regulatory authority for project financing approvals, allows only the following forms of lending in local currency by local banks and financial institutions to local companies:

- Continuous loans (cash credit, overdrafts and so on).
- Demand loans (loans against imported merchandise, payments against documents, purchase of foreign bills, purchase of inland bills and so on).
- Fixed-term loans.

The Bangladesh Bank sets out a limit on the spread between interest on deposits and lending. The current interest rate is about 9%. A lender must:

- Maintain risk-based capital adequacy and single borrower exposure limits.
- Collect the borrowers' loan information from the Credit Information Bureau before authorising, renewing or rescheduling loans, to ensure that credit facilities are not being provided to defaulters.
- Assess credit risk by adopting a credit risk grading before authorising or renewing large loans.

There are some restrictions on extending facilities to foreign-controlled companies. Term loans in BDT for capacity expansion of foreign owned/controlled industrial firms can be extended or renewed by banks, provided the:

- Term loan in BDT does not exceed the percentage of equity held by Bangladesh nationals and firms/ companies not owned or controlled by foreigners, as percentage of the total term borrowing.
- Total debt of the firm/company does not exceed a 50:50 debt equity ratio.

Foreign currency borrowing. Public sector companies must obtain authorisation from the Executive Committee of the National Economic Council (ECNEC) before taking out a foreign loan. Any sovereign guarantee or framework agreement with the lender or government must also be approved by Economic Relations Division (ERD). Under the local foreign exchange regulations, public sector companies require permission from the Hard Term Loan Sanction Department of the Bangladesh Bank to receive any hard term offshore loan. Generally, any interest rate of 4% or more is considered to be a hard term loan.

For private sector companies, the Bangladesh Bank requires the borrower to obtain permission from the Bangladesh Investment Development Authority (BIDA) for borrowing. Borrowers can raise foreign borrowing from internationally recognised sources such as international banks, international capital markets, multilateral financial institutions, export credit agencies and suppliers of equipment. Foreign borrowing is allowed for project financing only and cannot be used for working capital. In providing approval, BIDA considers the borrower's past conduct and the financial viability and profitability of the project. The following conditions are generally applicable:

- A maximum 70:30 debt-to-equity ratio. For some sectors such as power, a debt-to-equity ratio of up to 80:20 is allowed.
- A standard interest ratio of up to LIBOR +4%. An all-in cost ceiling is considered in determining the interest, which includes interest and other annualised fees and expenses.

In addition, for supplier credit arrangements:

- A down payment must not exceed 10% of the equipment price.
- A repayment term of seven years is recommended.

Shareholder loans for project financing is generally not allowed other than for short-term bridging purposes.

Bonds. Private sector entities can raise funds by using bonds as the underlying prospectus is approved by the Bangladesh Securities and Exchange Commission (BSEC) and underwritten by a merchant bank.

Preferred shares and equity. These are straightforward methods to raise funds to finance a project.

Regulatory authorities

The regulatory authorities are:

- **Bangladesh Bank.** The supreme regulatory authority for project financing approvals.
- **BIDA.** The government authority for processing loan applications authorised by Bangladesh Bank.
- **ECNEC.** Generally, the ministries formulate their own plans, programmes or projects. ECNEC consists of all members of the Cabinet and the Prime Minister is the chairperson. The Planning Division is the secretariat of ECNEC. All development proposals must be provided to ECNEC to be approved.
- **ERD.** ERD is one of the important divisions of the government of Bangladesh. It is under the Ministry of Finance and mobilises external resources for socio-economic development. It also works with development partners and co-ordinates all foreign aid inflows into the country.
- **BSEC.** BSEC approves issues of bonds by private entities and large-scale issues of shares.
- **Different government ministries.** Various ministries act as off-takers awarding projects to project sponsors such as:
  - Bangladesh Power Development Board for power generation;
  - Petrobangla for gas transmission, exploration and LNG terminals;
  - Civil Aviation Authority for airports;
  - Bangladesh Bridge Authority for bridges, expressways and so on.

Material laws

The main laws are the:

- **Foreign Exchange Regulation Act 1947.** This regulates foreign exchange transactions including foreign borrowing.
- **Guidelines to Foreign Exchange Transactions.** These are rules formed by the Bangladesh Bank outlining the rules of foreign exchange transactions.
- Other subsequent laws include:
- **Contract Act 1872.** This is basic legalisation that governs contracts, including loan agreements and security documents.
- **Companies Act 1994.** This regulates, among other matters, perfection of charge on company's assets, debt and equity conversions, and procedural compliances related to borrowing and security interest creation.
- **Transfer of Property Act 1882.** This regulates creation and procedure for enforceability of security over immovable property.

- **Registration Act 1908.** This provides for registration requirements for securities and other rights over movable and immovable properties.
- **Bankruptcy Act 1997.** This law sets out Bangladesh's insolvency and bankruptcy legislation that covers companies, partnerships as well as individuals.
- **Money Loan Court Act 2003.** This provides summary procedures to enforce securities and loan agreements by local financial institutions and some foreign creditors such as International Finance Corporation, Islamic Development Bank, World Bank and so on.
- **Code of Civil Procedure 1908 (CPC).** Principal legislation governing procedure for civil court proceedings and used by the creditors for recovery proceedings and enforcement of security.

International treaties

The main relevant international treaties are:

- 1965 Convention on the Settlement of Investment Disputes between States and Nationals of Other States (ICSID).
- UN Convention on the Recognition and Enforcement of Foreign Arbitral Awards 1958 (New York Convention).

There are also certain international treaties to which Bangladesh is a party that can affect cross-border project financing transactions, such as free trade agreements, comprehensive economic partnership agreements, preferential trade agreements and so on.

Regulatory considerations

3. Are government approvals required before financing a project? Are fees typically paid for such approval?

Provided the local borrowing meets the statutory requirements (*see Question 2*), no government approval is required before financing a project. For foreign borrowing an application in the prescribed format must with the Bangladesh Investment Development Authority and Bangladesh Bank joint committee. A nominal fee of about US$300 must be paid for the application.

Other than reserved sectors, foreign direct investment (FDI) follows an automatic route with government approval when required under concession agreements. Issuing bonds requires approval from the Bangladesh Securities and Exchange Commission (BSEC). Issues of common or preferred shares also require BSEC approval where the total capital exceeds BDT100 million for private companies and BDT10 million for public limited companies.

4. Is there any requirement to file or register project documents with a regulatory authority or other government body?

No registration is required for local borrowing. Foreign borrowing is normally only allowed for project financing in industrial and infrastructure projects. An industrial or infrastructure project must be registered with the Bangladesh Investment Development Authority before the filing of a foreign borrowing application.

All securities over immovable properties require registration with the office of sub-registrar in the relevant geographic area. In addition, any securities over any asset of a company must be perfected with the Registrar of Joint Stock Companies (RJSC) within 21 days of the date of creation of the security. Other conditions may be imposed under concession agreements.

5. Do any specific laws exist in relation to state ownership or state repatriation of assets?

State ownership

No specific laws exist in relation to mandatory state ownership of assets. However, the government can acquire private property and restrict private party participation in certain activities pursuant to specific legislation passed by the legislature. For example, the government can acquire land for public purposes.

State repatriation of assets

No specific laws exist in relation to state repatriation of assets. The government can acquire land for public purposes. Further conditions may be imposed under a concession agreement.

Structuring the financing

Main parties

6. Who are the main parties in a project finance transaction?

The main parties in a project finance transaction are:

- **Sponsors.** These are the owners or the ultimate beneficiaries to the project.
- **Project company/borrower.** This is the implementer of the project, generally a special project vehicle incorporated by the sponsors.
- **Lender.** This is the party supplying the funds.
- **Off-taker.** Generally, this is the government authority awarding the project.
- **Third-party guarantors.** These are non-bank guarantors other than the sponsors.
- **Bank guarantors.** These are bank guarantors other than the sponsors.
- **Export credit agencies.** These are the government entities facilitating exports and sharing risk against a risk premium.
- **Security trustee.** This is the resident to hold the securities in its name for the lenders.
- **Account bank.** This is the bank maintaining the account to receive loan proceeds and accumulate funds for repayment.
- **Inter-creditor agent.** This is an agent (generally from among the lenders) who acts for the lenders in a syndicated financing.

Types of financing

7. How are projects financed? What sources of funding are typically available?

Project finance in Bangladesh is performed either on a non-recourse or limited recourse financing basis. Non-recourse financings are generally secured by collateral. Additional securities are relied on for limited recourse financing sponsor support, sponsor guarantees and so on. Funding from the following sources are typically available:

- **State-owned commercial banks.** Currently there are six state-owned banks operating in Bangladesh.
- **Specialised banks.** The specialised banks are also state-owned banks that have been formed for special sectors and areas.

- **Private commercial banks.** There are currently 40 local licensed banks, and nine licensed branches of foreign banks operating in Bangladesh (including Standard Chartered, City, HSadharan Bima Corporation and so on).
- **Non-bank financial institutions.** There are currently 34 non-banking financial institutions operating in Bangladesh.
- **Foreign multilaterals and development finance institutions.** These are allowed to finance local projects.
- **Foreign banks/financial institutions.** These are allowed to finance local projects.
- **Government funds.** The government maintains funds to help PPP projects with short-term economic problems, such as Viability Gap Financing (VGF) and the Bangladesh Infrastructure Finance Fund (BIFF).

The following major types of financings are adopted in local project financings:

- **Buyers' credit.** Buyers of project infrastructure, machineries and construction services take a loan directly from a lender.
- **Suppliers' credit.** The supplier either manages a loan to finance its credit sales or extends credit to the buyer itself. The buyer pays the supplier in periodic instalments with a certain mark-up mutually agreed.
- **Lease finance.** Lease finance is commonly used in the local market where a leasing company leases equipment under either a financial or operational lease. However, this option is not directly available for foreign borrowing. Cross-border lease finance is structured in the form of a supplier credit.
- **Islamic finance.** Islamic financing is gaining popularity in Bangladesh, especially in relation to procurement of high cost equipment and machineries. Such arrangements may include:
  - sale and lease backs (*Ijarah*), where the equipment is purchased by the lender and then leased back to the borrower with a lender mark-up. After the lease period the ownership is transferred to the borrower at a nominal price;
  - *musharaka* leasing arrangements, where the ownership of the equipment is partially transferred to the lender, and the lender and the borrower share the ownership. As the price is paid by the borrower in instalments which includes lender mark-ups, the lender's ownership diminishes and purchaser's increases. The machineries are held by the borrower in trust;
  - a one-step *murabaha* structure, where the equipment is purchased and owned by the lender and the borrower uses the equipment under a hire-purchase with its mark-ups;
  - a two-step *murabaha* structure, where an intermediary, generally a bank, is placed between the lender and the borrower who hire-purchases the equipment from the lender and then either leases or sells the equipment to the borrower by adding its mark-up. The lenders generally extend a line of finance (*wakalah*) to the banks to act as intermediary to such transactions;
  - a commodity *murabaha*, which is similar to the above structure, but the disbursement of funds is through the sale and purchase of commodities (such as crude oil or iron).
  - Other conventional sources of fund for project finance include:

- **Bonds.** Issues of bonds require approval by the Bangladesh Securities and Exchange Commission and must be underwritten by a merchant bank.
- **Preferred shares and equity.** These are straightforward methods to raise funds to finance a project. Unless otherwise allowed in the concession agreement, the maximum debt to equity ratio allowed is:
  - 50:50 for local financing;
  - 70:30 for foreign borrowing;
  - 80:20 for the energy sector.

8. What are the advantages and disadvantages of using project financing to structure a construction or infrastructure project?

Advantages

Project finance enables sponsors to share the project risks with other stakeholders through a network of security arrangements, contractual agreements, and other supplemental credit support. It also allows lenders to manage the free cash flow that is left over after paying the operational and maintenance expenses and other statutory payments. In the long term, the cost of capital is lower than cost of equity. A special project vehicle helps the sponsors to limit their liabilities.

Disadvantages

The only disadvantage arises out of the complexity of project finance deals due to the need to structure a set of contracts that must be negotiated by all of the parties to the project. This also leads to higher transaction costs because of:

- Legal expenses involved in designing the project structure.
- Tax and legal issues.
- The preparation of necessary project ownership and loan documentation and other contracts.

Corporate vehicles

9. What corporate vehicles are typically used for **financing projects**? What are the considerations behind choosing these vehicles?

Limited liability companies are used for **project financing** in **Bangladesh** because:

- Foreign companies can only implement industrial/infrastructure **projects** in **Bangladesh** as sponsors through a limited liability company.
- They are preferred by local entrepreneurs due to their limited liability.
- They are appropriate for no-resource or limited-recourse **financing**.

Documentation

10. What are the typical documents in a **project finance** transaction?

The typical documents include:

- Termsheet.
- Facility agreements.
- Security agreements (*see Question 11*).
- Inter-creditor agreements.
- Account bank/escrow agreements.
- Cost over-run/sponsor support agreements.
- Guarantees.
- Direct agreements.

Security

11. What forms of security are available to protect investments? How are they created and perfected?

Forms of security

The main forms of security are:

- **Mortgages.** These are most commonly used for immovable assets such as land and buildings. Mortgages must be perfected by registration with the Office of the Sub-Registrar, followed by perfection at the Registry of Companies.
- **Fixed and floating charges.** Fixed charges grant control over the asset, whereas floating charges allow the chargee to continue to deal with the charged assets until crystallisation. Floating charges can be created over a class of assets (including future receivables, inventories and the bank accounts of a company).
- **Pledge of shares.** The shares of the company can be pledged by the shareholders of the company in favour of the lenders. A pledge does not require approval from the **Bangladesh** Bank if issued against foreign borrowing approved by the **Bangladesh** Investment Development Authority (BIDA).
- **Corporate guarantee from shareholders and third parties.** This does not require approval from the **Bangladesh** Bank if they are issued against foreign borrowing approved by BIDA.
- **Bank guarantee.** This requires separate approval from the **Bangladesh** Bank.
- **Liens.** Liens are strictly legally defined and are governed by relevant statutes and ratified conventions. A lien involves the property of the debtor being in the possession or under the control of the creditor without them having the right to sell or dispose of the property.
- **Assignment of receivables.** An assignment of receivables is very common with respect to taking security over contractual rights.

Formalities

All security interests in the form of mortgages or charges require perfection with the Registrar of Companies within 21 days from the date of their creation. The documents for a mortgage over land must be registered with the office of the sub-registrar within 21 days.

12. What mechanisms are available to protect security interests against competing interests?

Securities must be perfected within the statutorily prescribed period with the relevant authorities, such as the office of sub-registrar or Registrar of Joint Stock Companies. Any subsequent interest acquirer over the secured asset is then deemed to have notice of the security from the date of its perfection. A subsequent mortgage or charge is not possible without the approval of the prior chargee or mortgagee. However, a subordinated or *pari-passu* charge or mortgage can be created with due approval from the prior security holder.

13. How is priority established?

Secured creditors have priority over all other creditors and claimants other than floating charge holders. A subsequent mortgage or charge is not possible without the approval of the prior chargee or mortgagee. Accordingly, the date of perfection of security is the sole criteria in determining the priority of such securities.

14. Can an agent or trustee hold security on behalf of a group of lenders?

Bangladesh recognises the trust concept. Accordingly, an agent or trustee can hold security on behalf of a group of lenders.

15. How can security interests be enforced? What steps can a lender take to enforce security?

After the mortgage debt is due (unless a decree has been made for the redemption of the mortgaged property or the mortgage-money has been paid or deposited) the mortgagee or chargee can exercise a foreclosure right, and obtain from the court a decree that the:

- Mortgagor will be absolutely debarred of his right to redeem the property.
- Property will be sold to settle the debt.

In addition, the mortgagee can sue the mortgagor if:

- The mortgaged property is wholly or partially destroyed or the security is rendered insufficient.
- The mortgagee has given the mortgagor a reasonable opportunity to provide further security that renders the whole security sufficient, and the mortgagor has failed to do so.

Local banks and some institutions (such as the Islamic **Finance** Bank, International **Finance** Corporation, International Development Association, World Bank and Commonwealth Development Corporation) can also file claims in the Money Loan Court for quicker resolution of suits.

16. Can a lender foreclose or appropriate against an asset?

The mortgagee can sell the mortgaged property if either:

- The mortgage is an English mortgage (that is, where the title is transferred as security with a provision to buy back).
- A power of sale without the intervention of the court is expressly conferred on the mortgagee by the mortgage deed.
- The mortgagee is the government or a scheduled bank.

In addition, as a contingency, lenders also obtain an irrevocable power of attorney from the borrower to take possession over the secured asset on default without court intervention.

17. How does the start of bankruptcy/insolvency proceedings affect a lender's ability to enforce its security?

Non-bank borrowers

If an enterprise or its creditors apply for its insolvency and/or reorganisation before the Bankruptcy Court, the court will appoint an interim receiver who immediately takes possession of all the enterprise's movable, immovable and secured property. The court can then:

- Approve the insolvency and/or reorganisation petition.
- Judge the debtor as bankrupt.
- Appoint any official receiver.
- Act itself as an official receiver to look after the interests of the creditors and contributors.

If a secured creditor does not realise his security before the commencement of proceedings, his security will be taken over by the receiver. A debtor company can apply to the Bankruptcy Court to reorganise his debts before or after adjudication.

After the order of adjudication, the receiver determines the secured creditor's claims. If the value of the security is enough to meet the creditor's claim, the receiver will satisfy the creditor's claim by selling the security, and the remaining part of the sale value is added to the estate. Any of the secured creditors' debt that remains unsettled is treated as an unsecured debt. However, the receiver can charge up to 5% of the sale proceed as its fees. The estate would then be disbursed as per the payment preferences under the Bankruptcy Act 1997 as follows:

- Administrative costs and expenses of the receiver, liquidator and administrator.
- Taxes and other similar debts due to the government.
- Wages or salaries due to any clerk, servant, labourer or workman in respect of services rendered to the borrower during the six-month period immediately before the bankruptcy petition (subject to a maximum of BDT2,000 per person).
- Debts of onshore banks and financial institutions.
- Other unsecured debts

For unsecured debts, the priority ranking among local bank debts and other unsecured debts is on a 2:1 ratio, with the debts having equal rakings within their classes. The time period that a receiver can look to clawback payments made under Bangladeshi law is 15 years, and is only possible where the transfer was made to defeat a debt owed by the debtor.

Bank borrowers

The situation is different for local banks, which can only be wound up by the court under the Bank Companies Act 1991. Under such an arrangement, the payment preferences are as follows:

- Depositors to the extent insurance is available.
- Revenue, taxes, cesses and rates due to government authorities.
- All wages or salaries of any clerk and other servant within the last two months, not exceeding BDT1,000 for each clerk or servant.
- All wages of any labourer or workman, not exceeding BDT500 each.
- Compensation payable under the Workmen's Compensation Act 1923 for death or disablement of any officer or employee of the company.
- The expenses of any investigation held by an inspector appointed by the court.
- Secured creditors.
- Any unsettled deposit by depositors remaining from the first item in the list.
- Unsecured creditors.

Contractual protections

18. What other forms of contractual protections are available to lenders to protect their investment?

Lenders may seek to protect their investment through the following contractual protections:

- **Sponsor support or cost overrun agreements.** These are undertakings by the sponsors to support the company by injecting equity in case of additional fund requirements or cost overruns.
- **Subordination of loan agreements.** These are agreements subordinating the sponsor loans to the loan of the senior lender.
- **Beneficiary of project insurance.** The senior lender assumes the role of principal beneficiary of the **project** insurance as nominated by the **project** company.
- **Sponsor guarantees.** These allow the lenders limited recourse to make the sponsors personally liable to repay the debt.
- **Step-in rights.** On a default event, these generally allow lenders rights over the **project** company to convert debt into equity, sell pledged shares, appoint nominee directors, takeover management control, and so on.

Insurance

19. What insurance arrangements are typical for **projects** in your jurisdiction? How do lenders protect their interests as regards **project** insurance?

All risk insurance, burglary, natural disaster and fire insurances are common in industrial **projects**. The following further insurances are adopted for infrastructure **projects**:

- During the construction period:
  - all risks insurance in respect of the engineering, procurement and construction (EPC) contract;
  - third-party liability insurance;
  - employer's liability insurance;

    - insurances necessary for mitigating the risks as a consequence of any act or omission of the concessionaire.

- During the partial operation and operation period of the **project**:
    - property and casualty insurance;
    - third-party liability insurance;
    - employer's liability insurance.

Lenders generally assume under the **finance** agreements the status of the first beneficiary to the insurance proceeds, by way of direct incorporation of the policy or by an assignment of insurance proceeds rights. Where an export credit agency (ECA) is involved in the **project**, the lenders are generally the beneficiaries to the insurance proceeds and the ECA assumes step-in rights as granted to the lenders, on payment of the insurance proceeds.

20. Are lenders named as co-insured or joint insured?

Lenders are generally nominated as the principal beneficiaries to insurance proceeds.

21. Are non-vitiation provisions common?

Non-vitiation provisions are not common in **Bangladesh**.

22. How are insurance proceeds treated and applied?

Insurance proceeds are applied according to the preferential order in the insurance policy and as set out contractually under the concession agreement and/or the **financing** agreements.

23. Are there any restrictions on insurance over **projects** provided by foreign companies?

Insurance from foreign issuers is generally prohibited unless approved by the Insurance Development & Regulatory Authority of **Bangladesh**. In addition, all public property or risk or liability pertaining to such property must be at least 50% insured by the state-owned Sadharan Bima Corporation. The remaining 50% of the public assets can be insured by other local insurance companies.

The Insurance Development and Regulatory Authority of **Bangladesh** does not normally grant permission for foreign insurance unless there is an exemption incorporated in the concession agreement.

24. Is reinsurance a feature of **project financing** in your jurisdiction? Are there any other aspects of **project** insurance that are particular to the jurisdiction?

Reinsurance is a common feature in **project financing** in **Bangladesh**, as local insurance is mandatory for local **projects**. 50% of the insurances given by the local insurance companies must be reinsured by the Sadharan Bima Corporation. Reinsurance by foreign insurance companies is allowed, subject to a clearance from Insurance Development & Regulatory Authority of **Bangladesh**, which is generally granted.

Project risks

25. What risks are typical in your jurisdiction and how are these mitigated or allocated?

In addition to property damage and casualty risks, third-party liability risk, employer's liability risk and contractor non-performance risk, the following risks are particularly important for infrastructure **projects**:

- **Direct political event risks.** These include:
  - acts or events by or on account of any government that are unlawful or unauthorised or without jurisdiction;
  - the revocation of, or refusal to renew or grant without valid cause, any clearance, licence, permit, authorisation, no objection certificate, consent, approval or exemption required by the **project** company to perform its obligations under the concession contract; and

    - any failure or delay of a sub-contractor caused by another direct political event.

- **Indirect political event risks.** These include:
    - acts of war (whether declared or undeclared), invasion, armed conflict or act of foreign enemy, blockade, embargo, riot, insurrection, terrorist or military action, civil unrest or politically motivated sabotage;
    - industry-wide or national strikes or industrial action; and
    - any failure or delay of a sub-contractor caused by any indirect political event.

- **Non-political event risks.** These include acts of God or events beyond the reasonable control of the affected party that could not reasonably have been expected to occur, including:
    - extreme adverse weather or environmental conditions;
    - fire or explosion;
    - any judgment or order of any competent court or statutory authority against the **project** company;
    - discovery of unforeseen site conditions or contamination;
    - uninsurable risks.

A party to a concession contract is generally excused from performance of its obligations to the extent it is unable to perform its obligations because of such a *force majeure* event. There are no specific regulations as to *force majeure* costs. However, under the model contracts, where an indirect political force majeure event occurs after the commercial operation date, and the insurance proceeds recoverable by the **project** company are insufficient to cover the *force majeure* costs incurred, the **project** company can claim a reimbursement from the contracting party equal to 50% of the shortfall.

Under the model contracts, if a direct political *force majeure* event occurs after commercial operation date, the **project** company can claim a reimbursement from the contracting party equal to all the *force majeure* costs properly and reasonably incurred by the **project** company in respect of the force majeure event.

On termination due to a prolonged *force majeure* event, the authority generally pays to the contractor 100% of the senior debt termination amount plus equity at par, minus the amount equal to insurance claims admitted and/or paid by the insurance companies.

Public Private Partnerships (PPPs)/Private Finance Initiatives (PFIs)

26. Has your jurisdiction enacted any specific legislation for enabling the use of PPPs or similar funding models such as PFIs?

There was no specific PPP framework in **Bangladesh** until 2010 when the government introduced Policy and Strategy for Public-Private Partnership 2010. The following regulations have also been enacted to support the PPP process and infrastructure development in **Bangladesh**:

- Procurement Guideline for PPP **Projects** 2016.
- Guidelines for Unsolicited Proposals 2016.
- Guideline for Viability Gap **Financing** for PPP **Projects** 2012.
- Guideline for PPP Technical Assistance **Financing** 2012 & Scheme for PPP Technical Assistance **Financing** 2012.
- PPP Screening Manual.

27. Are there any limitations on the use of PPP or PFI transactions?

PPP **projects** in **Bangladesh** are formal partnerships between the government and a private sector investor to develop a **project**. There are no legal restrictions on investors developing or operating PPP **projects**. However, the granting authority can object to unsuitable shareholders and participants.

28. How are **projects** involving PPPs or PFIs typically **financed**? How does this differ to other **projects**?

PPP **projects** are typically **financed** by multilaterals, development **finance** institutions and private commercial banks. Payment guarantees are not typically provided by the relevant public authority for PPP **projects**.

In addition to the general **financing** routes (*see Question 6 and Question 7*), the government may give **finance** assistance to a PPP **project** through:

- **Viability Gap Financing (VGF).** This is for projects whose financial viability is not ensured but that have high economic and social viability. VGF can be in the form of a capital grant or annuity payment or both.
- **Infrastructure financing.** This is an arrangement for extending financing facilities for PPP projects in the form of debt or equity through specialised financial institutions such as the Bangladesh Infrastructure Finance Fund (BIFF) and Infrastructure Development Company Limited (IDCOL). The government may participate in such financing arrangements through the necessary budget provisions.
- **Financing against linked components.** The Ministry/implementing agency may consider the financing and implementation of linked activities such as the acquisition of land, rehabilitation and re-settlement, provision of utility services, construction of approach roads to the main highways and activities of a similar nature by either:
    - financing part of the PPP project. Implementation may be by the private investor or by the relevant line Ministry/implementing agency, as appropriate; or
    - direct financing and implementation of the linked activity by the government. The necessary budgetary provision will be in the government's Annual Development Programme.

29. Can security be given to lenders by a concessionaire over interests in PPP or PFI projects? Does this require consents?

Security over interests in PPP projects may be given to lenders by a concessionaire, subject to approval from the grantor. The concession agreement generally includes step-in rights for the lenders.

Social, ethical and environmental issues

30. What social and ethical issues are relevant to project financing in your jurisdiction?

Bangladesh has ratified the UN Convention against Corruption 2003 (Corruption Convention). It has also enacted specific laws to deal with corrupt practices, money laundering and human rights abuses. There are laws to ensure fair practices across all spheres of social, economic and political activities, and include the:

- Prevention of Corruption Act 1947.

- Anti-Corruption Commission Act 2004.
- Money Laundering Prevention Act 2012.
- Anti-Terrorism Act 2009.
- Whistle Blowers Protection Act 2011.
- Right to Information Act 2009.
- Competition Act.
- Consumer Protection Act.

In addition, the Penal Code 1860, the Income Tax Ordinance 1984 and the Companies Act 1994 set out criminal provisions for acts of corruption and fraudulent practices. The Anti-Corruption Commission is the relevant authority. The Pubic Procurement Act and Public Procurement Rules also prohibit unfair practices in the public contract awarding process. The Labour Act 2006 and Labour Rules cover the health, safety and environmental aspects of workplaces.

There are no additional statutory environmental obligations for **project** companies in **Bangladesh** other than the environmental regulations set out below and their underlying requirements. However, as a condition in the term **financing** term sheet, lenders generally impose adherence and compliance to:

- International **Finance** Corporation (IFC) guidelines.
- Equator Principles.
- Environmental and social requirements and other environmental laws.

The applicable IFC Performance Standards (PSs) are typically incorporated in the facility agreements as contractual obligations, including:

- PS 1 on Assessment and Management of Environmental and Social Risks and Impacts.
- PS 2 on Labour and Working Conditions.
- PS 3 on Resource Efficiency and Pollution Prevention.
- PS 4 On Community Health, Safety and Security.

The **project** company may have major challenges in procuring lands for the **project**, and the relevant issues for multilaterals and development **finance** institutions in **financing** a **project** can include purchasing of land at a fair price and the resettling of indigenous people.

31. What environmental risks might be encountered? How is potential environmental liability assessed and how is liability allocated?

The environmental laws of **Bangladesh** consist of the:

- Environmental Policy 1992.
- **Bangladesh** Environment Conservation Act 1995.

These are read in conjunction with the Environment Conservation Rules 1997.

Various government authorities oversee the environmental, health and safety laws or regulations pertaining to a **project**, according to the nature of the **project** and the industry. The principal regulator for environmental matters is the Department of Environment (DOE). The DOE:

- Formulates environmental quality standards and pollutant discharge standards.
- Issues environmental clearance certificates.
- Grants permission to commence land development based on a no-objection certificate from local government.

Construction is permitted on the basis of the initial environmental impact assessment (EIA) report and the environment management programme (EMP). Various other organisations such as the Water Authority, Inland Water Transport Authority and the Civil Aviation Authority are responsible for granting permission for, among other things, the use of river water, the dredging of rivers, and the building of bypass or exhaust stacks.

The DOE also has the power to impose fines and compensation for:

- Environmental pollution.
- Improper discharge.
- Failure to undertake measures agreed with the DOE.

The DOE also has discretion to shut down any facility that fails to comply with the environmental protection laws and regulations. However, it must provide reasonable notice before exercising such discretion. The DOE also has discretionary power to assess any environmental damage by third party consultants at the cost of the **project** owner before the institution of any claim. Other substantive laws include the Forest Act 1927 and Water Act 2013.

Natural resources and minerals

32. Who has title to minerals or other natural resources? Can foreign companies acquire rights to such assets?

The government has sole title to minerals and other natural resources. Foreign companies are granted rights to explore, collect and share/sell such resources at an agreed price under a concession agreement or production sharing contract. The government regulates and administers the oil and gas and mining sectors through the Energy and Mineral Resources Division (EMRD) of the Ministry of Power, Energy, and Mineral Resources. The following can be granted under the Mines and Mineral Resources (Control and Development) Act 1992:

- **Prospecting licences.** These are issued for exploration and locating mineral deposits in a specified area.
- **Mining leases.** These are issued for mining operations.

The **Bangladesh** Oil, Gas, and Mineral Corporation (Petrobangla) was created in 1972 as the state corporation for oil and gas exploration, production, transmission, and distribution. It co-ordinates gas sector activities and provides overall policy direction. Petrobangla has entered into **Bangladesh's** first round of production sharing contracts with international oil corporations. Its subsidiary, the **Bangladesh** Petroleum Exploration Company (BAPEX), is responsible for exploration activities. International oil companies must sell natural gas to Petrobangla at a government-determined price and are restricted in their ability to sell natural gas to customers directly.

33. What royalties and/or taxes are payable on the extraction of minerals or other natural resources? How is the charge calculated?

The **Bangladesh** Petroleum Act 1974 gives the government authority to award natural resource contracts. The **Bangladesh** Oil, Gas and Mineral Corporation Ordinance of 1984 gives Petrobangla authority to assess and award natural resource contracts or licences. Licences and contracts are awarded under either the Public Procurement Act (PPA) or the Public Private Partnership Act (PPPA).

The PPA involves a:

- Request for Information (RFI).
- Request for Proposal (RFP).
- Request for Quotation (RFQ).

Procedures include:

- Open tendering.
- Limited tendering.

- Two-stage tendering.
- RFQ.
- Direct procurement.
- Procurement under framework contracts.

The PPPA establishes PPP **projects** through implementation agreements. These **projects** can be established either through RFQs or unsolicited awards. Approval from a ministerial cabinet is required for **projects** established under the PPPA.

Production sharing contracts are the primary vehicles for natural resource exploration **projects** and can be in response to either RFQs or unsolicited awards. Generally, an international oil company submits an initial bid and the successful bidder enters into negotiation with Petrobangla with respect to the key elements of the contract. The tender documents and corresponding rules and regulations for production sharing contracts are published online.

However, the government has enacted the Power and Energy Fast Supply Enhancement (Special Provision) Act 2010 (PEFSE) which empowers it to quickly deal with, negotiate and accept solicited/unsolicited proposals to meet the need of the people of **Bangladesh** on an emergency basis in the power and energy sectors. This grants the government the power to enter into any kind of arrangement with any company, bypassing the requirements under the PPA. Most importantly, the PEFSE indemnifies the government against any proceeding in any court relating to the award of contracts under the PEFSE.

34. Are there restrictions, fees or taxes on the export of minerals or natural resources?

Exports of minerals or natural resources are prohibited unless express approval is obtained from the government under the production sharing contract.

Foreign investment

35. Are there any incentives to encourage foreign investment in **projects**?

There is no specific incentive for foreign investment. However, the following incentives are normally available.

Tax holidays are allowed for industrial undertakings and physical infrastructure facilities established between 1 July 2011 and 30 June 2019 in the thrust sector. The thrust sector refers to industries/industrial sub-sectors that have been able to successfully contribute to the country's industrialisation. These may be in either developed and underdeveloped areas. Industries set up in Export Processing Zones (EPZs) are also eligible for tax holidays.

Some examples of thrust industrial sectors that are subject to tax exemption include:

- Radio pharmaceuticals.
- Automobile manufacturing.
- Barrier contraceptives.
- Rubber latex.
- Chemicals or dyes.
- Computer hardware.
- Energy efficient appliances.
- Petro-chemicals.

Examples of physical infrastructure subject to exemption include:

- Deep sea ports.
- Hi-tech parks.
- Elevated expressways.
- Flyovers.
- Waste treatment plants.
- LNG terminals.

The tax exemptions are as follows:

- Thrust industries (for developed areas, which includes Dhaka and Chittagong divisions, excluding Dhaka city, Narayanganj, Gazipur, Chittagong city, Rangamati, Bandarban and Khagrachari districts):
  - first year: 100%;
  - second year: 100%;
  - third year: 60%;
  - fourth year: 40%;
  - fifth year: 20%.
- Thrust industries (for undeveloped areas, which includes Rajshahi, Khulna, Sylhet and Brisal divisions and Rangamati, Bandarban and Khagrachari districts):

    - first year: 100%;
    - second year: 100%;
    - third year: 70%;
    - fourth year: 55%;
    - fifth year: 40%;
    - sixth year: 25%;
    - seventh year: 10%.

- Physical infrastructure:
    - first year: 100%;
    - second year: 100%;
    - third year: 80%;
    - fourth year: 70%;
    - fifth year: 60%;
    - sixth year: 50%;
    - seventh year: 40%;
    - eighth year: 30%;
    - ninth year: 20%;
    - tenth year: 10%.

- Industries set up in an EPZ (Dhaka and Chittagong Division (excluding the hill districts)):
    - first year: 100%;
    - second year: 100%;
    - third year: 50%;
    - fourth year: 50%;
    - fifth year: 25%.

- Industries set up in an EPZ (other areas):
    - first year: 100%;
    - second year: 100%;
    - third year: 100%;

  - fourth year: 50%;
  - fifth year: 50%;
  - sixth year: 50%;
  - seventh year: 25%.

- Developers of the **Bangladesh** Economic Zones Authority (BEZA) and the hi-tech parks:
  - first year: 100%;
  - second year: 100%;
  - third year: 100%;
  - fourth year: 100%;
  - fifth year: 100%;
  - sixth year: 100%;
  - seventh year: 100%;
  - eighth year: 100%;
  - ninth year: 100%;
  - tenth year: 100%;
  - eleventh year: 70%;
  - twelfth year: 30%.

- Industries involved in BEZA and the hi-tech parks:
  - first year: 100%;
  - second year: 100%;
  - third year: 100%;
  - fourth year: 80%;
  - fifth year: 70%;
  - sixth year: 60%;
  - seventh year: 50%;
  - eighth year: 40%;
  - ninth year: 30%;
  - tenth year: 30%.

In addition to the above, manufacturing industries that have commenced their commercial operations between 1 July 2014 and 30 June 2019 located outside any city corporation area are eligible to a tax exemption of up to 20% for the ten-year period following their commercial operation date.

For independent power plants (IPPs) with a commercial operation date after 1 January 2015 (other than coal fired IPPs) there is a:

- 100% tax exemption during the first five years.
- 50% exemption during the next three years.
- 25% exemption during the next two years.

For coal-fired IPPs contracting with the government before 30 June 2020 and with a commercial operation date before 30 June 2023, there is a 100% tax exemption for the first 15 years. For power **projects**, no import duty is charged with regard to capital machinery and spares.

Other exemptions include:

- **Accelerated depreciation.** Industrial undertakings not enjoying a tax holiday benefit from an accelerated depreciation allowance.
- **Concessionary duty on imported capital machinery.** Import duty, at the rate of 3%, is payable on the value of capital machinery and spares imported for initial installation in existing industries.
- **Incentives to export-oriented industries.** These include that:
  - businesses exporting 80% or more of goods or services qualify for duty free import of capital machinery and spares, and bonded warehousing;
  - bonded warehouse and back-to-back letter of credit facilities are available;
  - 90% loans against letters of credit and funds for export promotion are available;
  - they are allowed domestic market sales of up to 20%;
  - cash incentives and export subsidies are granted on the free on-board value (this includes inland freight, export duty and other expenses, but not ocean freight, insurance and consular fees) in the form of drawbacks and rebates on import and excise duties paid on direct inputs and so on;
  - for 100% export-oriented industries, no import duty is charged on raw materials.

36. Are there investment treaties that protect foreign investment in **projects**?

The following protections are given to foreign direct investment under the Foreign Private Investment (Promotion and Protection) Act 1980:

- The terms of authorisation, permission or licence granted to a foreign direct investment industry must not be unilaterally changed so as to adversely alter the conditions under which the establishment of the undertaking was authorised.
- In the event of losses of foreign investment due to civil commotion, insurrection, or riot, foreign private investment must be accorded the same treatment with regard to indemnification, compensation, restitution, or other settlement as is accorded to investments by **Bangladesh** citizens.
- Foreign private investment must not be expropriated or nationalised or be subject to any measures with a similar effect, except for a public purpose against adequate compensation, which must be paid expeditiously and be freely repatriated.
- The repatriation of capital, returns from foreign investment and the proceeds from any liquidation of an investment undertaking is guaranteed.

Bangladesh has double tax avoidance agreements with the UK, Singapore, Sweden, Korea, Canada, Pakistan, Romania, Sri Lanka, France, Malaysia, Japan, India, Germany, The Netherlands, Italy, Denmark, China, Belgium, Thailand, Poland, the Philippines, Vietnam, Turkey, Norway, the US, Indonesia, Switzerland, Mauritius, Saudi Arabia, UAE and Myanmar.

Bangladesh also has bilateral investment treaties with Austria, North Korea, South Korea, Thailand, Belgium, the UK, Canada, Malaysia, the US, China, Pakistan, Uzbekistan, France, Poland, Vietnam, Germany, Romania, Singapore, Indonesia, Switzerland, Denmark, Iran, The Netherlands, India, Italy, the Philippines, UAE, Japan and Turkey.

37. What fees or taxes are payable on foreign investment in a local **project** company? Are payments of principal, interest or premiums on loans or debt securities held by parties in other jurisdictions subject to fees or taxes?

Non-resident business earnings are subject to tax on their gross earnings at the rate of 35%. Businesses are taxed at the following rates:

- Publicly traded companies: 25%.
- Non-publicly traded companies: 35%.

VAT is imposed on goods and services at the import, manufacturing, wholesale and retail stages. A uniform VAT rate of 15% applies for both goods and services for all business or industrial units with an annual turnover of BDT2 million and above. Turnover tax at the rate of 4% is levied where annual turnover is less than BDT2 million. Dividends to shareholder companies are subject to withholding tax at the rate of 20% (subject to any applicable double tax avoidance agreements).

Interest paid to residents is not subject to withholding tax. Interest paid to non-residents is subject to withholding tax at 30% to lenders. Full exemptions are available for industrial undertakings in thrust sectors and infrastructure **projects** (*see* *Question 35*).

Stamp duty is payable as follows:

- A pledge of shares attracts stamp duty at the rate of 0.5% on the loan amount.
- Registration of a deed of mortgage attracts fees of BDT5,500 for a deed value above BDT10 million.
- Stamp duty of BDT5,500 is payable for a valuation up to BDT10 million, and BDT100 for every BDT100,000 above.
- Registration of a charge document with the Registrar of Joint Stock Companies and Firms attracts fees of:
    - BDT150 for the first BDT500,000 of the secured amount;
    - BDT120 for every BDT500,000 for the next BDT5 million; and
    - BDT60 for every BDT500,000 for the rest of the secured amount.

38. Can **project** companies establish and maintain foreign currency accounts, both locally and in other jurisdictions?

Opening and operating onshore and offshore foreign currency accounts is generally prohibited under local regulations, unless approved by the **Bangladesh** Bank. In addition, other than single foreign currency-denominated debt service accounts, the **Bangladesh** Bank generally does not grant such permission unless an exemption is incorporated in the relevant concession agreement. However, under the private power generation policy, private power generation companies have been granted the right to open and maintain onshore foreign currency accounts.

39. Are there any restrictions on the payment of dividend/repayment of shareholders' loans to a foreign parent?

There are no restrictions for dividend payments on the payment of dividend/repayment of shareholders' loans to a foreign parent. Prior permission is required for the repayment of shareholder loans.

40. Are there restrictions on the importation of equipment from abroad for use in a **project**?

There are no restrictions. Equipment can be imported with the permission of the Chief Inspector of Import and Export.

Choice of law and jurisdiction

41. Will local courts recognise a choice of foreign law or jurisdiction in a **project** contract or **financing** agreement? Are there any mandatory rules that apply despite a choice of foreign law or jurisdiction?

Foreign law

The **Bangladesh** courts will uphold a choice of foreign law agreed among the parties while entering into the contract. It was decided in PLD 1964 Dacca 637 that when the intention of the contractual parties as to the law governing the contract is expressed in words, this expressed intention determines the proper law of the contract and in general overrides every other presumption.

Jurisdiction

The **Bangladesh** courts will not exercise jurisdiction over a contractual dispute where the contract states a foreign court has exclusive/non-exclusive jurisdiction, unless all of the parties to the dispute agree to the **Bangladesh** court's jurisdiction. However, **Bangladesh** courts do assume jurisdiction in special cases where they have exclusive jurisdiction, such as for labour disputes.

42. Are waivers of immunity enforceable?

A waiver to sovereign immunity is upheld in **Bangladesh** courts with respect to a contract that is not against any local policy, and that is valid and otherwise binding. In addition, for disputes arising out commercial contracts, the **Bangladesh** courts accept the common law doctrine of restrictive immunity, as adopted by the English courts.

43. Will the courts recognise a foreign arbitral award or court judgment?

Under the Code of Civil Procedure 1908, a foreign money judgment can be enforced in **Bangladesh** within six years of the date of the judgment (or longer with leave of the court). The requirements are as follows:

- The foreign judgment must be conclusive and given on the merits of the case.
- The judgment must have pronounced by a court of competent jurisdiction.
- The judgment must be capable of enforcement in the original court.
- The judgment debtor must have been duly served with the process of the original court if he was the defendant in the original proceedings.
- The judgment must not have been obtained by fraud.
- The judgment must not be contrary to public policy or the applicable laws of **Bangladesh**.
- The judgment must not sustain a claim founded on a breach of a law in force in **Bangladesh**.
- There may be no pending or possible appeal against the judgment of the original court.

The court can only deny enforcement of an award on certain grounds. The court may decline to enforce a foreign arbitral award if the party against whom it is invoked proves to the court that:

- A party to the arbitration agreement was under some incapacity.
- The arbitration agreement is not valid under the law to which the parties have agreed.
- The party against whom the award is invoked was not given proper notice of the appointment of the arbitrator or of the arbitral proceedings or was otherwise unable to present his case.
- The foreign arbitral award contains decisions on matters beyond the scope of the submission to arbitration. If the decisions on matters submitted to arbitration can be separated, that part of the award which contains decisions on matters submitted to arbitration can be recognised and enforced.
- The composition of the arbitral tribunal or the arbitral procedure was not in accordance with the agreement of the parties or was not in accordance with the law of the country where the arbitration took place.
- The award has not yet become binding on the parties, or has been set aside or suspended by a competent authority of the country in which, or under the law of which, the award was made.

Enforcement of an award can also be denied if the subject matter of the dispute is not capable of settlement by arbitration under the law in force in **Bangladesh**, or the recognition and execution of the foreign arbitral award is in conflict with public policy.

Reform

44. Are there any recent or proposed legal developments affecting **project** **finance**?

No reforms are currently envisaged. Export credit agency (ECA) backed **finances** are a new addition to local **project** **financing** landscape. Given the requirement of a prior payment of the ECA premium, the **Bangladesh** Investment Development Authority normally grants the following disbursement methods based on its evaluation of the **project**:

- **Direct disbursement.** The lender directly disburses the import price to the exporter and ECA premium to the ECA. Repayment is channelled through a local bank.
- **Reimbursement.** The borrower pays the ECA premium first. Thereafter, the lender disburses the import price to an account maintained by a local bank along with the ECA premium already paid by the borrower. The borrower then pays the exporter.

Online resources

Board of Investment (BIDA)

W *www.bida.gov.bd*

Main activities. This is the government trade department with guidance and information on foreign investment.

Bangladesh Bank

W *www.bangladesh-bank.org*

Main activities. This is the central bank of **Bangladesh** and financial services regulator. It regulates all foreign exchange transactions and remittances.

Bangladesh Securities Exchange Commission

W *www.sec.gov.bd*

Main activities. This is the capital markets regulator. It regulates issues of shares, public offerings of shares, public offerings of bonds and listings of securities.

Contributor profiles

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Recent transactions

- Counsel to US$150 million syndicated lending led by China EXIM Bank in Kodda Power Plant.
- Counsel to US$500 million lending by China Development Bank in toll road **project** in **Bangladesh**.
- Counsel to IDB for US$15 million Shariah based **financing** in Jhulda Power Plant.
- Advising Gates Foundation in its private equity investment.

- Advised AES in its acquisition of Covanta Portfolio.
- Advised GlaxoSmithKline in acquisition of a pharmaceutical company.
- Lease finance counsel to General Electric Capital and International Lease Finance Corporation.
- Capital market counsel to Morgan Stanley, Citigroup, ABN Amro and Credit Suisse Trust.
- Acted for Zhenhua Oil for the US$2 billion acquisition of three oilfields and one gas.

Languages. Bengali, English

Publications.

- *Legal Aspects of Doing Business in Asia* (CILS).
- *Commercial Laws of the World* (WestLaw).

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Non-professional qualifications. LLB, Dhaka University

Recent transactions

- Advised Ningbo Cixingin in US$10 million private equity investment.
- Advised IDP in US$10million private equity investment.
- Advised in raising US$10million equity by preferred shares for Fenchuganj Power Plant.
- Advised Nokia in US$5million private equity investment.
- Advising Mitsubishi in Acquisition of ETA Melco.
- Advised Finnfundin in US$8 million **finance** in Meghnaghat power plant syndication with SCB.
- Advised Underwrite Laboratories in acquisition of Magnus Textiles.
- Advised Isolux 450MW Sidhdhirganj power plant EPC.
- Advised Kuantain Coxbazaar Airport **Project**.
- Employment consultant to GAP, Puma, EWM, Maxim, Wal-mart, Primark and others.
- Acted for China Railway Construction Company in its potential acquisition of US$1 billion First Dhaka Elevated Expressway **Project**.

Languages. Bengali, English

Publications. Employment Terms & Conditions (Towers Watson).

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