

LCG

**LEGAL
CONSULTING
GROUP**

Law firm



The Legal Consulting Group (LCG) is a leading law firm operating in Tajikistan since 2004.

LCG is the only firm in Tajikistan with experience in providing legal advice on the IPO process on the leading World Stock Exchanges.

The LCG team consists of professional lawyers, the majority of whom have over 18 years of experience in professional business management and provision of services to foreign investors and local companies.

GENERAL INFORMATION

LCG means:



more than
40 000 work hours with



more than
20 large clients



from more than
30 countries all over the world



LCG operates like a well-coordinated mechanism, which is the key to the successful resolution of complex cases that enables the company to meet the requirements of its clients.

Since 2013, the Legal Consulting Group has been annually recommended as one of the best law firms with the rating 1 (Band / Tier 1) by leading world law firm rankings, such as Chambers and Partners and Legal500.

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Their strengths include the deep knowledge of local legislation and timely completion of the tasks assigned.

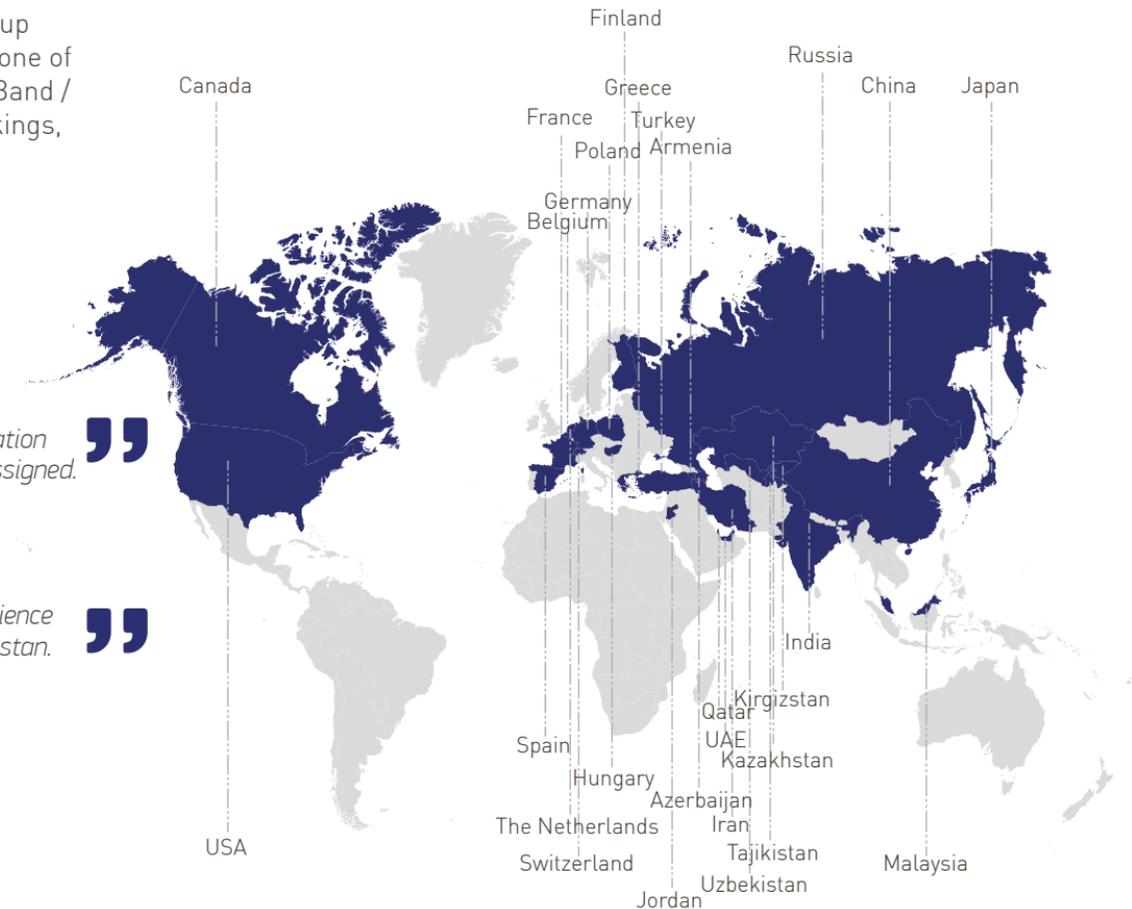
Chambers 2016

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They give prompt answers and possess solid consulting experience on the law of the Republic of Tajikistan.

Chambers 2016

GEOGRAPHY OF OUR CLIENTS

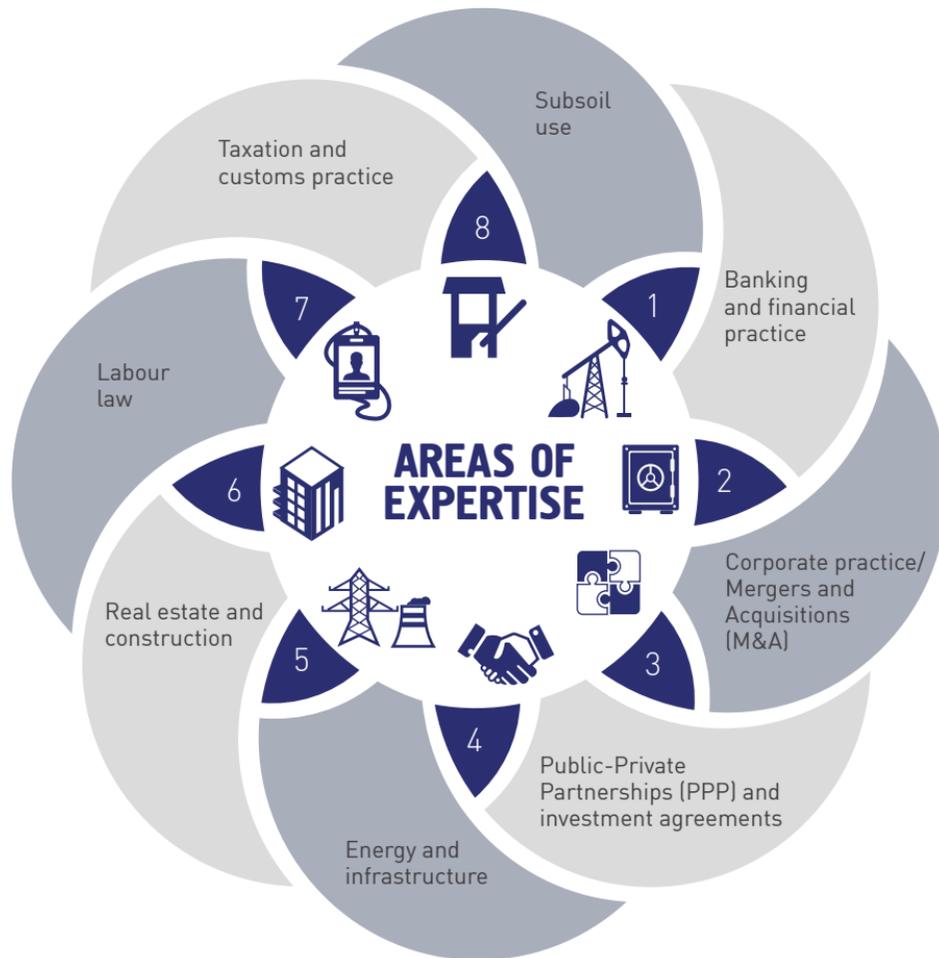


The asset of the LCG professional team includes providing assistance in entering the Tajik market to major international companies, such as



COLGATE-PALMOLIVE







SUBSOIL USE

- ▮ Providing subsoil users with comprehensive advice on their day-to-day operations;
- ▮ Licenses and permits;
- ▮ Legal advice on the participation of subsoil users in tenders for the right to use subsoil in the Republic of Tajikistan;
- ▮ Legal expertise (Due Diligence) and preparation of legal opinions for IPO;
- ▮ Participation in preparation of documents for IPO on International Stock Exchanges;
- ▮ Development of concession and investment agreements and production-sharing agreements (PSA);
- ▮ General advice to subsoil users on lending operations/crediting, including with collateral security;
- ▮ Legal advice on sale-purchase transactions of shares/stocks in companies/subsoil users;
- ▮ Legal advice on the creation of joint ventures in the field of subsoil use.

BANKING AND FINANCIAL PRACTICE

- ▮ Legal advice on credit operations for the purpose of acquiring assets;
- ▮ Legal advice on financing with the participation of export-credit agents;
- ▮ Legal advice on financial (credit) projects of international financial institutions in the Republic of Tajikistan;
- ▮ Consulting and providing legal advice on the creation of funds, including state funds, in the Republic of Tajikistan





CORPORATE PRACTICE / MERGERS AND ACQUISITIONS (M&A)

- Creation, reorganization, liquidation of legal entities, regardless of the form of ownership;
- Legal advice on mergers and acquisitions;
- Consulting of foreign investors on choosing business strategies in the Republic of Tajikistan;
- Legal advice on issuing and registration of securities;
- Corporate governance;
- Legal advice on investment transactions, including those related to foreign clients' investments in the Republic of Tajikistan;
- Legal audit (Due Diligence).

TAXATION AND CUSTOMS PRACTICE

- Consulting of foreign investors and legal entities on issues of taxation in the Republic of Tajikistan;
- Providing advice on customs law issues;
- Tax-effective structuring of transactions;
- Representation of clients' interests in state bodies;
- Taking part in inspections of clients' activities, conducted by state bodies.



REAL ESTATE AND CONSTRUCTION

- Legal advice on transactions for the acquisition and sale of immobile property;
- Privatization;
- Permits and licenses;
- Leasing.

LABOUR LAW



- ▮ Legal expertise (Due Diligence) on the formalization of labour relations;
- ▮ Development of all types of contracts and local regulations;
- ▮ Assistance in attracting (employing) foreign citizens;
- ▮ Consulting on issues of handling personal data;
- ▮ Restructuring of labour relations, reduction of staff;
- ▮ Legal advice on the ongoing issues.

PUBLIC-PRIVATE PARTNERSHIPS (PPP) AND INVESTMENT AGREEMENTS



- ▮ Preparation of draft concession and investment agreements, production-sharing agreements, agreements on public-private partnership;
- ▮ Coordination of draft agreements with state bodies of the Republic of Tajikistan.

ENERGY AND INFRASTRUCTURE



- ▮ Legal advice on participation in tenders for energy and infrastructure projects;
- ▮ Legal advice on construction of energy and infrastructure facilities;
- ▮ Licenses and permits.

CASA 1000

In 2015, LCG represented the company TBEA in its participation in the tender for the implementation of the project CASA-1000.

While supporting TBEA in its participation in the tender, LCG analysed:

- ▼ The legal status of the announced project, including potential risks that the winner of the tender may encounter during the implementation of the project;
- ▼ Tender documentation for the creation of joint activities by the tender participants in the framework of tender proposals and joint project implementation in accordance with the tender documentation and the legislation of the Republic of Tajikistan;
- ▼ The draft employment contract, which was to be concluded with the winner of the tender;
- ▼ Legal aspects of the entire project implementation from the point of view of the legislation of the Republic of Tajikistan.



HISTORY OF OUTSTANDING PROJECTS

COMMENT *The project CASA-1000 is a milestone in the history of cooperation between Kyrgyzstan, Tajikistan, Afghanistan and Pakistan. The modern and efficient power transmission system CASA-1000 will help to transform the entire region and constitutes an important step towards the creation of the Regional Electricity Market in Central and South Asia (CASAREM). The project involves the transfer of electricity from Central Asia to South Asia and provides for the construction of a high-voltage transmission line with a length of 750 km. The total cost of the project is estimated at more than \$1 billion.*



M&A TRANSACTION IN JV ZARAVSHON

The provision of a set of services in 2007 for the acquisition of a controlling packet of shares in the Joint Venture “Zaravshon” (JV Zaravshon) by Zijing Mining, the largest gold producer in China, was a key project of LCG in terms of its significance, both for the company and for the country as a whole.



LCG contributed to the transaction by:

- Carrying out a detailed legal analysis of JV Zaravshon;
- Identifying risks associated with the acquisition of the enterprise and discussing these risks with Zijing Mining lawyers;
- Providing options for minimization and elimination of the identified risks;
- Evaluating contractual documents from the point of view of their applicability and compliance with the legislation of the Republic of Tajikistan;
- Recommending Zijing Mining to apply to the Government of the Republic of

Tajikistan in advance with an expression of the company’s intention to acquire a stake in JV Zaravshon. This allowed the company to save time by receiving the government’s decisions at the stage of signing all the documents and, consequentially, to complete the deal in a short period of time.



COMMENT *JV Zaravshon was established on the basis of the Tajik gold ore plant in 1994. In 2007, having changed several owners on its foreign side, JV Zaravshon became a Tajik-Chinese enterprise, 75% of which belong to Zijing Mining and 25% - to the Government of the Republic of Tajikistan. Over the past 9 years, the Chinese company Zijing Mining Group has invested over \$ 250 million in the enterprise and provided jobs for over 2.2 thousand citizens of Tajikistan. JV Zaravshon is the largest gold mining enterprise in Tajikistan, which produces more than 70% of all the gold in the Republic.*



GOLD MINING PROJECT OF THE LIMITED LIABILITY COMPANY “PAKRUT”

LCG has developed a strong and long-standing relationship with LLC Pakrut. This cooperation dates back to 2004, when the company obtained a license for the right to conduct a geological study of the subsoil in the area Pakrut.

Cooperation with LLC Pakrut covers various areas, from legal advice on labour relations and legal support of the company’s daily activities to providing legal consultation for IPO on the London Stock Exchange and provision of full legal support for the planned listing on the Hong Kong Stock Exchange.

Beginning in 2012, after LLC Pakrut obtained a license for gold mining at the deposit Pakrut, several important structures were built with the legal assistance of LCG: a processing plant, 73 km of transmission line Hamza-Pakrut with a total of 264 stands, and the motor road Romit-Pakrut, stretching 55 km. In 2012, for the construction of the necessary infrastructure, LLC Pakrut received a loan in the amount of \$ 93.5 million. The LCG team provided the company with comprehensive assistance during the entire process of obtaining the loan by providing necessary legal opinions, confirming the legal status of LLC Pakrut and its project, by analyzing draft contracts and other documents, as well as by registering the collateral security with the authorized state bodies of the Republic of Tajikistan.

COMMENT *The Pakrut deposit is located 110 km northeast of Dushanbe and includes three ore deposits containing more than 1 million ounces of gold. The deposit’s resources are estimated at 5.02 million ounces under the JORC code (156 tons of gold with an on-board content of 0.5 grams per tonne). Average production during the first four years of mining is estimated at 82 thousand ounces (2.55 tons) of gold per year. The period of development of the deposit will be 14 years. The Chinese company China Nonferrous Gold Limited is the only owner of the LLC Pakrut who owns the right to develop the deposit Pakrut.*



KANIMANSURI KALON

In 2010-2011, LCG, together with lawyers of Freshfields Bruckhaus Deringer, was involved in representing the interests of the company BHP Billiton Eurasia B.V. during the company's participation in the international tender for the comprehensive development of the deposit Kanimansuri Kalon. At the time, BHP Billiton Eurasia B.V. was the main contender of the tender announced by the Government of the Republic of Tajikistan for developing a unique polymetallic deposit in Central Asia.

As the local lawyers of BHP Billiton Eurasia B.V., the LCG team participated in a number of meetings with representatives of state bodies of the Republic of Tajikistan, including with the Interdepartmental Working Group on the Kanimansuri Kalon deposit to discuss various issues and express the position of BHP Billiton Eurasia B.V. regarding the terms of the tender and provisions of the draft agreement for the deposit development.

Due to the lack of legal regulations applied to this type of agreements in the legislation of the Republic of Tajikistan, LCG experts came forward with the suggestion to adopt a new law allowing for the conclusion of the agreements in the form proposed by the Government of the Republic of Tajikistan. Subsequently, in 2013, the law "On Investment Agreements" was adopted, which initiated the signing of investment agreements with a number of large investors and introduced more favourable conditions for investors doing business in the country.

COMMENT *Kanimansuri Kalon (Big Kanimansur) is a unique deposit discovered back in 1987. Located in the north of the country, it is one of the largest deposits in the world and the largest silver deposit in Central Asia. It has up to 70 thousand tons of silver and is rich in lead and zinc. The ore reserves in the deposit exceed 1 billion tons and the approximate silver content is 49 g per ton of ore, 0.49% lead and 0.38% zinc. According to rough estimates, the development of this deposit, taking into account the construction of necessary infrastructure, will require about US \$4 billion.*



COCA COLA

The LCG team supported the company Coca Cola Icecek's entry into the Tajik market back in 2006.

For several years, the LCG team, together with the lawyers of Coca Cola Icecek, participated in the development of constituent documents for the establishment of the company in Tajikistan. LCG specialists were also involved in the process of choosing an area for the construction of a plant, analyzing the legal status of the land plots and ownership of the property located on these plots.



COMMENT *In 2013, Coca Cola Icecek registered its subsidiary in Tajikistan. To date, the Limited Liability Company "Coca Cola Nushokikhoi Tajikiston" has completed the construction of a plant with a capacity of 100 million litres of beverage per year, thanks to the financial support of the European Bank for Reconstruction and Development.*



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