



PATRICK SMITH

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POSITION

Senior Partner / Head of Banking and Finance

LOCATION

Phnom Penh, Cambodia

NATIONALITY

English

LANGUAGES

English and Japanese

SUMMARY OF EXPERIENCE

Patrick has worked extensively across a broad array of practice areas with a specialization in the banking and finance sector as both in-house counsel and in private practice throughout Southeast Asia, Japan and the UK. Patrick has advised global investment banks, commercial banks, IFIs, microfinance institutions, securities companies, insurance companies and other multi-national corporations on a broad range of matters including project finance, bilateral and syndicated loans, debt capital markets, equity capital markets, structured finance, OTC derivatives, trade finance, securitization, M&A, financial leasing, insurance, and private equity. Patrick is admitted to the Supreme Court of Victoria as a Barrister and Solicitor and holds an LL.B. and BA (Hons) from Monash University, Victoria.

Patrick is also the only person in Cambodia elected to the Panel of Experts established by P.R.I.M.E. Finance based at the Hague in the Netherlands.

PRACTICE GROUP(S)

Banking & Finance
AML/CFT
Insurance
Life Sciences & Pharma

MEMBERSHIP(S)

N/A

PROFESSIONAL EXPERIENCE

HBS Law – Senior Partner

August 2020 – Present

- Head of Banking & Finance Practice Group
- Head of Health Care & Life Sciences Practice Group
- Advising banks and financial institutions on bank and financial regulation in Cambodia
- Assisting clients with syndicated facilities and bilateral loans, OTC Derivatives, financial leasing, derivatives brokerage and various other matters.
- Responsible for business development strategy and business generation

Royal University of Law & Economics - Lecturer

June 2021 - Present

- Lecturing students in the Master of Laws course on Banking Regulation

BNG Legal - Senior Legal Counsel

April 2019 – March 2020

- Headed the Corporate and Banking Practice Group.
- Consulted the Managing Director on all aspects of the firm's business in Cambodia and Myanmar.

- Prepared and implemented a business plan for the Corporate and Banking Practice Group.
- Prepared advice and agreements with regards to a wide range of corporate, commercial and banking matters.
- Provided direction, support, advice and oversight on client matters handled by other lawyers in the firm to ensure a high-quality work product.
- Prepared client alerts and other marketing materials and attended networking/marketing events.
- Attended all meetings with potential clients to pitch for work.

Executive Relocations- Owner / Director

February 2017 – March 2019

- Established a company to assist persons relocating to Cambodia to live/work/do business.
- Established the company's internal procedures and policies.
- Created and implemented the company's marketing strategy.
- Responsible for hiring and terminating employees.
- Supervised the day-to-day operations of the company.

Sciaroni & Associates - Managing Partner

February 2015 to January 2017

- Managed the day-to-day operations of the firm in Cambodia, Laos and Myanmar.
- Prepared the firm's business development and marketing strategies on an ongoing basis.
- Prepared and implemented procedures to increase the quality of work product, to increase efficiency and to retain staff.
- Provided direction, support, advice and oversight on all client matters including real estate, construction, projects, litigation, tax, corporate, labor, aviation, crime, IP, tourism and many other commercial matters.
- Advised clients directly on banking and finance matters including M&A, syndicated loans, project financings and bilateral loans.

DFDL Senior Adviser / Head of Banking & Finance Practice Group and Japan Desk

January 2012 to December 2014

- Supervised the Banking & Finance Practice Group across the eight countries that DFDL were active in.
- Established the Japan Desk for Japanese clients.
- Responsible for determining the strategy for the Banking & Finance Practice Group and the Japan Desk.
- Advised local banks on banking regulations in Cambodia and drafted various loan agreements. Advised foreign investors on a wide range of matters including establishing operations in Cambodia (particularly banks, insurance companies/brokers and manufacturers) and assisted in obtaining registrations/licenses.
- Advised IFC, ADB and other IFIs on their financing/restructuring of projects (infrastructure, resources, telecommunications and energy) in Cambodia.
- Advised Phnom Penh Autonomous Port on its IPO and other companies on proposed IPOs.
- Advised on the full range of other matters covered by the firm including labor, securities law, litigation, joint ventures, real estate, construction, tax.

Atsumi & Sakai, Tokyo - Of Counsel

May 2007 to December 2011

- Advised CALYON, BNP Paribas and Merrill Lynch on CDOs and other structured derivative products.
- Advised foreign clients on a broad range of banking/finance and securities matters.
- Advised Threadneedle Asset Management and other funds on their security trading activities in Japan and assisted with related filings required.

- Provided assistance to the Japanese lawyers on a wide range of commercial matters including, insurance, aircraft/ship financing, M&A, real estate, construction, securities law, insolvency, private equity, infrastructure projects and disputes.

Lovells, Tokyo - Senior Assistant in International Capital Markets Group

May 2004 to April 2007

- Prepared and negotiated documentation under various structured note programmes for BNP Paribas and CALYON in relation to repackagings of debt securities (including Asian corporates, Asian sovereigns and CDOs.) and credit linked notes (single-name and first-to-default, listed and unlisted).
- Prepared and negotiated documentation in relation to cash-settled Moody's-rated CDOs issued by a Cayman SPV.
- Prepared and negotiated documentation for BNP Paribas in relation to the entrance by various SPVs into R&I-rated credit linked loans (single-name and first-to-default, English law and Japanese law) including the entrance by a Cayman SPV into a CDO in the form of a loan which was rated by R&I.
- Prepared and negotiated documentation for RBS, Tokyo in relation to loans with highly structured coupons.
- Advised Credit Agricole Indosuez Securities (Japan) Limited in relation to the transfer of its business to Calyon Capital Markets Asia B.V.
- Prepared, developed and implemented marketing strategies for both the International Capital Markets Group and the Tokyo office generally.
- Supervised the junior members of the team.

Clifford Chance, London - lawyer

October 2001 to March 2004

- Prepared and negotiated documentation under existing programmes in relation to repackagings of straight debt, convertible / exchangeable bonds and loans. A majority of these were listed on UKLA, ISE and LSE. Particular focus on Japanese assets. Main clients: Morgan Stanley, Merrill Lynch, Dresdner Bank and Deutsche Bank. Established programmes for bespoke repackagings.
- Prepared and negotiated documentation for credit-linked notes issued under existing programmes established by Morgan Stanley and Merrill Lynch.
- Advised Dexia Bank on the restructuring of credit-linked notes purchased by it.
- Prepared and negotiated swap documentation in relation to securitisations and advised on relevant disclosures.
- Advised internally on general derivatives issues particularly in the context of restructurings and property financings.
- Supervised trainees and paralegals in derivatives and capital markets products.

Mallesons Stephen Jaques, Melbourne - Associate

September 1999 to September 2001

- Prepared and negotiated documentation for domestic and offshore debt issues (straight, credit wrapped and inflation-linked) by Australian financial institutions, corporates, trusts, partnerships and governments (usually acting for the Arranger).
- Advised and prepared documentation for "Kangaroo Issuers" (e.g. Heller Financial Inc) who issued into Australia off the back of EMTN programmes or set up Australian debt programmes.
- Acted as Australian legal adviser in relation to EMTN programmes established by Australian issuers.
- Advised in relation to credit, interest rate, commodity and equity derivatives, master agreements, collateralisation and netting.
- Prepared national client publications regarding the amendments to the 1992 ISDA Master Agreement and the Margin Provisions and made submissions / assisted in the making of submissions to ISDA.

- Presented internal and external seminars (including a seminar on the 1992 ISDA Master Agreement for the Australian Financial Markets Association) regarding capital markets, derivatives and bank lending.
- Supervised trainees and was responsible for developing a team of junior derivatives lawyers.
- Provided capital markets and derivatives advice in relation to M&A transactions (e.g. ETSA and Powercor) and restructurings (e.g. the establishment of a dual listing structure by an international bank).
- Prepared and negotiated bilateral and multilateral facility agreements.

Bankers Trust International PLC / Deutsche Bank AG, London Branch - Lawyer

March 1998 to September 1999

- Responsible for establishing and implementing Bankers Trust's global strategy for dealing with the impact of EMU derivatives, capital markets and loan documentation handled by the Transaction Management Group.
- Prepared internal seminars regarding the euro.
- Responsible for attending conferences held by ISDA and other market bodies and for reporting developments internally.
- Product Manager for legal integration of Bankers Trust global capital markets products within Deutsche Bank.
- Advised heads of business lines within Bankers Trust and Deutsche Bank on the legal impact of the merger on capital markets and derivative documentation to which it was a party including process of novation, compliance with stock exchange and clearing system requirements, tax and custody.
- Liaised with marketers, credit, treasury, settlement and operations, trustees, listing agents and foreign counsel.

QUALIFICATIONS

Admitted as a Barrister and Solicitor of the Supreme Court of Victoria on 6 November 1996.
 March 1996 to October 1996: Practical Training Course, Leo Cussen Institute, Melbourne: in fulfilment of the requirements for admission to the Supreme Court of Victoria.
 Tertiary: Monash University, Clayton 1990-1996
 Qualified Bachelor of Arts with double major in literature and psychology (1993).
 Qualified BA Honours (Hons). IIA – a strong 2.1 equivalent) in Neuropsychology (1994).
 Qualified Bachelor of Laws (1995).

HOBBIES

Playing music, reading, travel