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# TRANSACTION PROFILE

## CORPORATE, PROPERTY & BANKING DEPARTMENT

The following are some of the notable announced corporate/commercial transactions that the Corporate, Property & Banking Department of the firm has advised on in recent years, which are listed for information purposes only in no particular order:

### CORPORATE AND M&A

#### Mergers & Acquisitions

- Proposed Acquisition of part of the issued share capital in respect of 50% of the entire issued and paid-up share capital of Syarikat Chuan Lee Rubber Sdn. Bhd. by **RCMA Group Pte. Ltd.** from various Malaysian individuals.
- Injection of assets/projects into Sunsuria Berhad through acquisitions of **Sime Darby Sunsuria Development Sdn Bhd**, Concord Property Management Sdn Bhd and Sunsuria Medini Sdn Bhd and subscription of securities in Sunsuria Gateway Sdn Bhd and Rentak Nusantara Sdn Bhd.
- Acquisition by Bayou Management Sdn. Bhd., a wholly-owned subsidiary of Iskandar Waterfront City Berhad from Bahagia Wangsa Sdn. Bhd. three adjoining parcels of land identified as (i) Geran 101213, Lot 2680 (ii) Geran 81455 Lot 2476 and (iii) Geran 82840 Lot 2734, all in Mukim of Pulaui, District of Johor Bahru, Negeri Johor measuring approximately 67.5 acres, for a total cash consideration of RM155,936,337.58.
- Acted as Malaysian legal adviser to **IOI Properties Group Berhad** for (i) acquisition by IOI Properties Group Berhad ("IOIPG") of the entire issued and paid-up ordinary share capital in Mayang Development Sdn. Bhd. ("MDSB") and subscription by IOIPG of new Redeemable Non-Cumulative Preference Shares-Class B in MDSB for a total consideration of RM1,559.77 million; and (ii) acquisition by IOIPG of the entire issued and paid-up ordinary share capital in Nusa Properties Sdn. Bhd. ("Nusa") and subscription by IOIPG of new Redeemable Non-Cumulative Preference Shares-Class B in Nusa for a total consideration of RM368.45 million.
- Acted as solicitors to **Jotech Holdings Sdn. Bhd.** for its disposal of its entire equity interest its wholly-owned subsidiary company, namely Jotech Metal Fabrication Industries Sdn. Bhd., to an identified purchaser for a purchase consideration of RM5.5 million.
- Acted as solicitors to **Meda Inc Berhad** for its (i) acquisition of the entire equity interest in BCM Holdings Sdn. Bhd. for an aggregate purchase consideration of RM180 million and (ii) disposal of the entire equity interest in its wholly-owned subsidiary company, namely ZKP Development Sdn. Bhd. for a cash consideration of RM10,294,871.
- Disposal by Tebrau Bay Sdn. Bhd., a wholly-owned subsidiary of **Iskandar Waterfront City Berhad** to Greenland Tebrau (i) a portion of a parcel of partially submerged land measuring 78.57 acres presently held under HS(D) 554624, PTD 194794 (formerly held under HS(D) 437845, PTD 194794) (ii) 0.67 acres of land presently held under HS(D) 554623 PTD 194793 (formerly held under 437844, PTD 194793) and (iii) a portion of a parcel of a submerged land measuring approximately 48.682 acres presently held under HS(D) 554724, PTD 222169, all in Mukim Plentong, Daerah Johor Bahru, Negeri Johor, for a total cash consideration of RM2,373,079,016.
- Disposal of the entire issued and paid-up share capital of Sunway Construction Sdn Bhd (including its subsidiaries, jointly controlled entities, unincorporated joint ventures and unincorporated consortium) by SunHoldings to **Sunway Construction Group Berhad** ("SCG"), offering of up to 573.4 million ordinary shares of RM0.20 each in SCG ("SCG Shares") comprising a distribution of at least 172.4 million SCG Shares to the entitled shareholders of Sunway and an offer for sale of up to 401.0 million SCG Shares to retail and institutional investors, subject to the over-allotment option and clawback and reallocation provisions and proposed listing of and quotation for the entire issued and paid-up share capital of SCG on the Main Market of Bursa Securities.
- RM1.98 billion privatisation of **IJM Land Berhad** by way of a members' scheme of arrangement under Section 176 of the Companies Act, 1965, which involved the acquisition by IJM Corporation Berhad and/or its nominees and transfer to IJM Berhad and/or its nominees of all the ordinary shares of RM1.00 each in IJM Land Berhad held by the shareholders other than IJM Corporation Berhad ("Privatisation"). Our work scope included reviewing the explanatory statement issued to the shareholders of IJM Land pursuant to Section 177 of the Companies Act, 1965 in relation to the Privatisation to obtain the approval of all the shareholders of IJM Land Berhad, other than IJM Corporation Berhad, in respect of the implementation of the Privatisation and the Court work required for the purpose of the members' scheme of arrangement in connection the Privatisation.
- Demerger of the property development, property investment and other property related businesses of **IOI Corporation Berhad** ("IOIC") and its subsidiaries ("IOIC Group") to create two (2) separate and independent listed entities with distinct businesses, namely, IOI Properties Group Sdn Bhd ("ListCo"), which hold the property development, property investment and other property related businesses of the IOIC Group and the existing IOIC, which continue to carry on the remaining existing IOIC Group businesses.

The transaction involved the following elements:

(i) Internal Reorganisation involving the following:

- (a) Disposal by IOIC of its entire equity interest in IOI Properties Berhad ("IOIP") and its direct and indirect subsidiaries, associated companies and the jointly controlled entities ("IOIP Group") to ListCo for a total consideration of RM9,768,980,000 to be satisfied via the disposal by IOIC of its entire equity interest in IOI Properties Berhad ("IOIP") and its direct and indirect subsidiaries, associated companies and the jointly controlled entities ("IOIP Group") to ListCo for a total consideration of RM9,768,980,000 to be satisfied via the issuance of up to 2,189,036,874 new ordinary shares of RM1.00 each in ListCo ("ListCo Shares") to IOIC ("Disposal of IOIP");
  - (b) Disposal by IOIC of certain other subsidiaries which are involved in property development, property investment and other property related businesses ("Other Property Companies") to ListCo for a total consideration of RM2,629,721,000 to be satisfied via the issuance of up to 589,268,866 new ListCo Shares to IOIC ("Disposal of Other Property Companies");
  - (c) Disposal by IOIC of two (2) parcels of agricultural land namely Bahau Land and Segamat Land, measuring approximately 500 acres and 1,279 acres respectively to ListCo for a total consideration of RM276,200,000 to be satisfied via the issuance of up to 61,891,004 new ListCo Shares to IOIC ("Disposal of Land");
  - (d) Acquisition by ListCo of 10% equity interest in Property Village Berhad ("PVB") from Summervest Sdn Bhd (a company controlled by Tan Sri Dato' Lee Shin Cheng, a major shareholder of IOIC) ("Summervest") and acquisition by ListCo of 10% equity interest in Property Skyline Sdn Bhd from Summervest, for an aggregate consideration of RM196,345,000 to be satisfied via the issuance of up to 43,997,064 new ListCo Shares to Summervest (collectively, the "Acquisitions"); and
  - (e) Capitalisation of approximately RM1.8 billion, being an amount owing by IOIP Group and/or the Other Property Companies to IOIC Group by way of issuance of up to 403,344,704 new ListCo Shares to IOIC ("Debt Settlement");
- (ii) Distribution of up to 2,162,360,965 ListCo Shares to be held by IOIC to all its entitled shareholders post the Internal Reorganisation (as defined herein), by way of distribution-in-specie on the basis of one (1) ListCo Share for every three (3) ordinary shares held in IOIC ("IOIC Shares"), which indicatively amounts to approximately 66% of the enlarged ListCo Shares ("Distribution") via, inter alia, implementation of a reduction of the share premium account of the Company in accordance with the provisions of the Companies Act, 1965 and via retained profits of the Company;
- (iii) Non-renounceable restricted offer for sale of all of the remaining ListCo Shares to be held by IOIC after the Distribution amounting up to 1,081,180,483 ListCo Shares, to the entitled shareholders of IOIC on the basis of one (1) ListCo Share for every six (6) IOIC Shares, at an offer price to be determined later, which indicatively amounts to approximately 33% of the enlarged ListCo Shares ("Restricted Offer for Sale"); and
- (iv) Listing of and quotation for the entire enlarged issued and paid-up share capital of ListCo on the Official List of the Main Market of Bursa Malaysia Securities Berhad.

The listing and demerger of IOI Properties Group Berhad from IOI Corporation Berhad created one of Malaysia's largest property companies with a net asset size of almost RM15 billion.

- Acquisition of 5,000,000 ordinary shares in Misi Setia Oil & Gas Sdn Bhd representing 100% equity interest in Misi Setia for a purchase consideration of RM27.0 million, of which approximately RM16.2 million was satisfied in cash and the balance of approximately RM10.9 million is to be satisfied via the issuance of 10,588,235 new **WZ Satu Berhad** shares at an issue price of RM1.02 per WZ Satu share.
- Reorganisation & Rationalisation exercise undertaken by **Sarawak Timber Industry Development Corporation (STIDC)** involving the transfer of approximately 1,280 hectares of land in Tanjung Manis and several key operating companies to its special purpose vehicle company Pusaka Capital, pursuant to the terms of a Reorganisation & Rationalisation (R&R) Agreement, which will streamline and segregate its core operational functions. STIDC will transfer of real properties and several key operating companies such as Tanjung Manis Integrated Port Sdn Bhd, Tanjung Manis Development Sdn Bhd and others to Pusaka Capital will be satisfied via the issuance of new Pusaka Capital ordinary shares and warrants. In addition, STIDC will subscribe for up to RM100 million investment instruments which carry coupon of four percent to be issued by Pusaka Capital.
- Acquisition by **Scientex Berhad** through its wholly-owned subsidiary, Scientex Packaging Film Sdn Bhd, of 100% equity interest in **Seacera Polyfilms Sdn Bhd** for RM40 million cash from Seacera Group Bhd.
- Acquisition by **Malaysian Resources Corporation Berhad** of the equity interest in various companies from Nusa Gapurna Development Sdn Bhd and other related parties for an indicative consideration of RM800 million, which will be satisfied via a combination of cash and the issuance of new shares and free warrants in Malaysian Resources Corporation Berhad.
- Acquisition by **TH Heavy Engineering Berhad** of a 30% equity interest in Berlian McDermott Sdn Bhd from McDermott Holdings (M) Sdn Bhd for an indicative Ringgit Malaysia ("RM") cash consideration equivalent to USD25.466 million and disposal by TH Heavy Engineering Berhad of a 30% equity interest in THHE Fabricators Sdn Bhd, a wholly owned subsidiary of TH Heavy Engineering Berhad, for an indicative Ringgit Malaysia ("RM") cash consideration equivalent to USD25.466 million, and establishment of joint ventures via Joint Venture Agreements.
- Acquisition by Toshiba Elevator System of an equity interest in **MS Elevators Sdn. Bhd.** and joint venture documentation.
- Acquisitions by **Dijaya Corporation Berhad** (now known as **Tropicana Corporation Berhad**) and its nominated entity(ies) of the entire equity interest in identified companies and identified properties from the respective vendors for a total indicative consideration of RM948,696,998, satisfied partly in cash and partly via the issuance of 10-year 2% redeemable convertible unsecured loan stocks in **Tropicana Corporation Berhad** at 100% of their nominal value, the completion of which resulted in **Tropicana Corporation Berhad** becoming one of the largest property firms in Malaysia by market capitalisation.
- **Hitachi Systems Ltd.**, a wholly-owned subsidiary of **Hitachi Ltd.**, entered into a Joint Venture (JV) partnership with **Sunway Technology Sdn. Bhd.** to establish an IT services JV in Southeast Asia, with an emphasis on Malaysia. The operations of several of Sunway Technology's subsidiaries were consolidated under **Sunway E-Systems Sdn Bhd**, a wholly owned subsidiary of Sunway Technology, prior to the completion of the transaction pursuant to an internal reorganisation exercise. Hitachi Systems



then acquired 51% of Sunway E-Systems' shares from Sunway Technology, making Sunway E-Systems Sdn Bhd the parties' JV entity. The new name of the JV company following completion of the transaction is "**Hitachi Sunway Information Systems Sdn Bhd**".

- Acquisition of Sunway Medical Centre by **Sunway Real Estate Investment Trust (Sunway REIT)** from Sunway Medical Centre Berhad a subsidiary of Sunway Berhad for RM310 million.
- Acquisition by **Scientex Packaging Film Sdn Bhd**, a wholly-owned subsidiary of **Scientex Berhad**, of **Great Wall Plastic Industries Berhad** and **GW Packaging Sdn Bhd** for RM282.2 million, resulting in the creation (post merged group) of one of the world's largest industrial plastic packaging manufacturers by revenue.
- The disposal by **Tanjung Offshore Berhad** of its entire equity interest in its wholly-owned subsidiary, **Tanjung Kapal Services Sdn Bhd**, for a sale consideration of approximately RM220 million.
- The RM4.5 billion merger of **Sunway City Berhad** and **Sunway Holdings Berhad** via assets and liabilities acquisition, capital reduction and repayment exercise and section 176 of the Companies Act Scheme of Arrangement in respect of warrants issued by **Sunway City Berhad**, including obtaining the required High Court Orders for the Scheme of Arrangement and confirmation of capital reduction under the capital reduction and repayment exercises, and the listing of **Sunway Berhad** on the Main Market of Bursa Malaysia Securities Berhad.
- The RM700 million merger of **Jotech Holdings Berhad**, **AIC Corporation Berhad** and **AutoV Corporation Berhad** via assets and liabilities acquisition, capital reduction and repayment exercise and section 176 of the Companies Act Scheme of Arrangement in respect of warrants issued by **Jotech Holdings Berhad** and **AIC Corporation Berhad**, including obtaining the required High Court Orders for the Schemes of Arrangement and confirmation of capital reduction under the capital reduction and repayment exercises, and the listing of **Globaltec Formation Berhad** on the Main Market of Bursa Malaysia Securities Berhad.
- The privatisations via general take-over offer of **Boustead Properties Berhad**, **IOI Properties Berhad**, **Naluri Corporation Berhad** and **Scientex Packaging Berhad**
- The RM295 million privatisation of **NV Multi Corporation Berhad** via assets and liabilities acquisition and capital reduction and repayment exercise, including obtaining the required High Court Order for the requisite confirmation of capital reduction under the capital reduction and repayment exercise.
- The RM305 million privatisation of **Asia Pacific Land Berhad** via assets and liabilities acquisition and capital reduction and repayment exercise.
- The RM427 million privatisations of **Leong Hup Holdings Berhad** and **Emivest Berhad** via assets and liabilities acquisitions and capital reduction and repayment exercises, including obtaining the required High Court Orders for the requisite confirmation of capital reduction under the capital reduction and repayment exercises.
- The RM307 million privatisation of **Eng Teknologi Holdings Bhd** involving the disposal of the entire business and undertaking (including the assets and liabilities) of **Eng Teknologi Holdings Bhd** (a precision engineering manufacturing and technology group) to **TYK Capital Sdn Bhd**

and distribution of the cash proceeds arising from the said disposal to all the entitled shareholders of Eng Teknologi Holdings Bhd equivalent to RM2.00 per share.

- The disposal by **Texchem Resources Berhad** of 70% equity interest in **Technopia Sdn Bhd** and **PT Technopia Jakarta** to **Fumakilla Limited** for a disposal consideration of USD42.4 million.
- The disposal by **PacificMas Berhad** of its entire 100% equity interest in **Pacific Insurance Berhad** to **Fairfax Asia Limited** for a disposal consideration of RM201 million.
- The acquisition by **Boustead Holdings Berhad** of **UEM Group Berhad's** entire equity interest in **Pharmaniaga Berhad** for RM534 million.
- Acquisitions of **PSC Naval Dockyard** for RM150.2 million, **Euro Plastics Malaysia Sdn Bhd** for £31.0 million and **Tahan Insurance Berhad** for RM121 million.
- The disposal by **PacificMas Berhad** and several other parties of 95.45% equity interest in **Malaysian Trustees Berhad** to **OSK Investment Bank Berhad**.
- The RM70 million privatisation of **Halim Mazmin Berhad** via a Selective Capital Reduction and Repayment Exercise under Section 64 of the Companies Act, 1965.
- Acquisition of Sunway Medical Centre by **Sunway Real Estate Investment Trust (Sunway REIT)** from Sunway Medical Centre Berhad a subsidiary of Sunway Berhad for RM310 million.



## Take-Overs

- Acted as solicitors to Stemlife Berhad in respect of an unconditional take-over offer by Cordlife Group Limited in respect of all the remaining ordinary shares in Stemlife Berhad not already owned by Cordlife Group Limited for a cash offer price of RM0.45 per offer share.
- Privatisation by **IJM Corporation Berhad** of its 64%-owned subsidiary **IJM Land Berhad** at RM3.55 for each IJM Land share not already owned by IJM Corporation Berhad, involving the issuance of IJM Corporation Berhad ordinary shares at an issue price of RM6.70 per share and 20 sen cash, via a Scheme of Arrangement under Section 176 of the Companies Act 1965.
- Acted as solicitors to **NCB Holdings Bhd** in respect of an unconditional take-over offer by MMC Port Holdings Sdn. Bhd. in respect of all the remaining ordinary shares in NCB Holdings Bhd not already owned by MMC Port Holdings Sdn. Bhd. for a cash offer price of RM4.40 per offer share.
- Disposal by **Formis Resources Berhad** and its subsidiaries of 100% stake in Applied Business Systems, Formis Systems & Technology, Formis Computer Services, First Solution and 60% stake in Formis Advanced Systems to **Microlink Solutions Berhad** for RM50 million, which will be satisfied partly by cash and partly via the issuance and allotment of consideration redeemable preference shares by Microlink Solutions Berhad to Formis Resources Berhad.
- RM1 billion conditional take-over offer by **IOI Corporation Berhad** to acquire all the remaining ordinary shares in **Unico-Desa Plantations Bhd** not already held by it at RM1.17 a share.
- The RM258 million conditional voluntary take-over offer in respect of the ordinary shares of **HPI Resources Berhad** by **Oji Paper Asia Sdn Bhd**, a wholly-owned subsidiary of Oji Paper Co Ltd.
- RM80 million voluntary conditional take-over offer by Formis Holdings Berhad, a wholly-owned subsidiary company of **Formis Resources Berhad**, to acquire all the remaining ordinary shares in **Microlink Solutions Berhad** not already owned by Formis Holdings Berhad for a cash consideration of RM0.60 for every Microlink Solutions Berhad share.
- The RM259 million unconditional voluntary take-over offer for all the ordinary shares of Ranhill Berhad not already held by **Cheval Infrastructure Fund L.P.** (acting via its general partner, **TAEI Management Co. (Cayman) Ltd**), **Tan Sri Hamdan Mohamad, Ranhill Corporation Sdn Bhd, Lambang Optima Sdn Bhd** and **Pacific Energy Overseas Ltd.**
- The RM160 million unconditional voluntary take-over offer to acquire all the voting shares of **TSM Global Berhad** not already held by the various Joint Offerors.
- The RM1.39 billion conditional take-over offer by **UEM Land Holdings Berhad** for all the ordinary shares of **Sunrise Berhad** not already held by UEM Land Holdings Berhad.
- Counsel to Independent Directors and Independent Advisors for the conditional take-over offer by various joint offerors to acquire all the remaining ordinary shares in **Ingress Corporation Berhad** not already owned by the joint offerors.
- The RM48 million unconditional voluntary take-over offer for all the ordinary shares of **Merge Housing Bhd** not already held by **Lee Kuang Chong, Lee Fatt Chong and Lee Heng Choong.**

## Initial Public Offerings

- The initial public offering of **MCT Bhd.**
- The initial public offering of **Sunway Construction Group Berhad.**
- The initial public offering of **Nirvana Asia Ltd.**
- Listing of and quotation for the entire enlarged issued and paid-up share capital of **IOI Properties Group Berhad** on the Main Market of Bursa Malaysia Securities Berhad, which created one of Malaysia's largest listed property companies with total assets of approximately RM15 billion and which constituted the largest IPO on Bursa Malaysia in year 2013.
- The initial public offering of **Sentoria Group Berhad.**
- The initial public offering of **XiDeLang Holdings Ltd.**
- The initial public offering of **SunwayBerhad.**
- The initial public offering of **Globaltec Formation Berhad.**



## Reverse Take-Overs

- Reverse take-over by **MCT Consortium Berhad** of GW Plastics Holdings Berhad (a company whose shares are listed on the Market of Bursa Malaysia Securities Berhad) for a sale and purchase consideration of RM1.21 billion, satisfied via the issue of new shares and irredeemable convertible unsecured loan stocks.
- The reverse take-over of **Esmart Holdings Limited**, a public limited company listed on the Singapore Exchange Securities Trading Limited by **Atlan Holdings Bhd** via the injection of 74.41% equity interest in **DFZ Capital Berhad** and 100% equity interest in **Darul Metro Sdn Bhd** for a total consideration of RM670 million.
- The reverse take-over of **John Master Industries Berhad** (now known as **Sinotop Holdings Berhad**) by **Be Top (BVI) Limited**.
- The reverse take-over of **ISS Consulting Solutions Berhad** by **Formis Resources Berhad**.
- The reverse take-overs of **Asia Resources Plc** and **Biofutures International Plc** on the London Stock Exchange.

## Asset and Capital Restructurings

- Transfer of leases from **Sunway Iskandar Sdn Bhd** to three of its wholly-owned subsidiary companies.
- Acted for the founders of **MCT Berhad**, namely Tan Sri Dato' Sri Barry Goh Ming Choon and Dato' Sri Tong Seech Wi, for the disposal of a collective equity interest of up to 32.95% of the issued and paid-up share capital of MCT Berhad to Regent Wise Investments Limited, a wholly-owned subsidiary of Ayala Land Inc, the largest property developer in the Philippines. With the acquisition of the substantial stake in MCT Berhad, the company will be working with Ayala Land and its management to bring synergies and value to MCT Berhad and its group of companies and to accelerate MCT Berhad's emergence as a key player in the Malaysian property market in the long term.
- This primarily entailed advising on Malaysian law issues in relation to the disposal of the shares to a foreign company with the relevant corporate governance issues involving **MCT Berhad** following the nomination of directors by Alaya in MCT Berhad.
- Acted as Malaysian legal adviser to **Malaysian Resources Corporation Berhad** for its private placement of up to 493,019,758 new ordinary shares of RM1.00 each in Malaysian Resources Corporation Berhad representing up to 20% of its issued and paid-up share capital.
- Acted as solicitors to **Khasera Baru Sdn. Bhd.** ("KBSB") for its transfer of the identified shareholdings in SapuraKencana Petroleum Berhad, a company incorporated in Malaysia under the Malaysian Companies Act whose entire issued and paid-up capital is listed on the Main Market of Bursa Malaysia Securities Berhad, to a special purpose company of KBSB, namely Khasera Baru Ltd. (BVI) pursuant to an internal restructuring exercise undertaken by KBSB.
- Acted as solicitors in respect of reduction of the par value of each existing ordinary share in **MLabs Systems Berhad** pursuant to section 64 of the Companies Act, 1965 and reduction of the share premium account pursuant to sections 60 and 64 of the Companies Act, 1965.
- Acted as due diligence solicitors for **EKA Noodles Berhad** in respect of the proposed capital reduction comprising of (i) the proposed reduction of the existing issued and paid-up share capital of EKA Noodles Berhad involving the cancellation of RM0.10 from the par value of every existing ordinary share of RM0.15 each in EKA Noodles Berhad; (ii) the proposed reduction of EKA Noodles Berhad's share premium account; and (iii) the proposed cancellation of reserves which involves the utilisation of the capital reserve against the accumulated losses of EKA Noodles Berhad; (b) proposed renounceable rights issue of new ordinary shares of RM0.05 each in EKA Noodles Berhad (after the completion of the proposed par value reduction) together with free detachable warrants in EKA Noodles Berhad on such basis of entitlement as may be approved by the board of directors of EKA Noodles Berhad, to be subscribed for and held by the entitled shareholders of EKA Noodles Berhad at an entitlement date to be determined later; and (c) proposed amendments to the memorandum and articles of association of EKA Noodles Berhad.
- Acted as due diligence solicitors for **Gamuda Berhad** in respect of the proposed renounceable rights issue by Gamuda Berhad of up to 400,984,509 warrants at the issue price RM0.25 each on the basis of one (1) warrant for every six (6) existing ordinary shares of RM1.00 each held in Gamuda Berhad.
- Acted as due diligence solicitors for the proposed renounceable two-calls rights issue by **Mulpha International Bhd** of 1,066,826,679 new ordinary shares of RM0.50 each in Mulpha International Bhd ("Mulpha Shares") ("Rights Share(s)") on the basis of one (1) Rights Share for every two (2) existing Mulpha Shares held on the entitlement date, at the issue price of RM0.50 per Rights Share, of which the first call of RM0.25 per Rights Share is payable in cash and the second call of RM0.25 per Rights Share is to be capitalised from the share premium of Mulpha International Bhd and the proposed exemption to Yong Pit Chin, Mount Glory Investments Limited and the persons acting in concert with them from the obligation to undertake a mandatory take-over offer for all the remaining Mulpha Shares not already held by them upon completion of the proposed rights issue under Paragraph 16.1 of Practice Note 9 of the Malaysian Code on Take-Overs and Mergers, 2010.
- Sunway City Berhad's** asset disposals and restructuring of asset holdings in connection with its RM2.6 billion Real Estate Investment Trust Exercise.
- Acquisition by Iris Corporation Berhad of the business (including certain assets and liabilities) of **Iris Technologies (M) Sdn Bhd** and the acquisition by **Iris Corporation Berhad** of the shares in certain wholly owned subsidiaries and an associate company of Iris Technologies (M) Sdn Bhd for an aggregate consideration of RM120 million, pursuant an internal restructuring exercise.
- IOI Corporation Berhad's** RM1.375 billion capital repayment exercise pursuant to Sections 64 and 60(2) of the Companies Act, including obtaining the required High Court Order for confirmation of capital reduction.



- Advising **Wawasan TKH Holdings Berhad** on a share capital par value reduction via cancellation of part of the par value of every existing ordinary share and conversion of an existing debt owing to a major shareholder involving the issue of new ordinary shares via a private placement.
- **Atlan Holdings Berhad's** restructuring and RM145 million disposal of assets.
- The restructuring of **PSC Industries Berhad**.

## Employee Share Option Schemes

- Establishment of an Employees' Share Option Scheme of up to 15% of the issued and paid-up share capital of XiDeLang Holdings Ltd.
- Advising numerous public listed companies in relation to establishment of Employee/Executive Share Option/Share Issuance Schemes, including KYM Holdings Berhad, Luxchem Corporation Berhad, Malaysia Building Society Berhad, S cientex Berhad, Sentoria Berhad, Takaso Resources Berhad and Tanjung Offshore Berhad.
- Advising MCT Berhad in relation to (i) the establishment of an employees' share option scheme of up to 10% of the issued and paid-up share capital (excluding treasury shares) and (ii) the granting of options under the scheme to the directors of MCT Berhad.
- Acted as Malaysian legal adviser to IOI Properties Group Berhad for (i) the renounceable rights issue of 539,835,787 new ordinary shares of RM1.00 each in IOIPG ("IOIPG Shares") ("Rights Shares") at an issue price of RM1.90 per Rights Share on the basis of 1 Rights Share for every 6 existing IOIPG Shares held by the Entitled Shareholders and (ii) establishment of an Employees' Share Option Scheme of up to 10% of the issued and paid-up share capital of IOIPG (excluding treasury shares)

## PROJECTS AND ENERGY

### Downstream Oil & Gas Ventures

- The engineering, procurement, construction and commissioning contracts and alliance agreements in respect of the joint development by **Dialog Group Berhad**, **Royal Vopak Group** and **State Secretary, Johor (Incorporated)** of a RM5 billion independent deepwater and a dedicated tank terminal in Pengerang, Johor.
- The joint development by **Dialog Group Berhad** and **MISC Berhad**, through **Centralised Terminals Sdn Bhd**, of a RM600 million tank terminal facility in Tanjung Langsat Port, Johor with a capacity of 476,000 cubic metres, via their joint venture entity, **Langsat Terminal (One) Sdn Bhd** and an additional adjacent 171,000 cubic metres facility via Langsat Terminal (Two) Sdn Bhd. Joint venture between **Centralised Terminals Sdn Bhd** and **China Aviation Oil (Singapore) Corporation Ltd** to jointly build and maintain a RM370 million oil storage tank terminal facility with a storage capacity of 380,000 cubic metres within Tanjung Langsat Port, Johor via a joint venture entity known as **Langsat Terminal (Three) Sdn Bhd**.

### Upstream Oil & Gas Ventures

- Advising **Dialog Group Berhad** on a Small Field Risk Service Contract with **Petroliaam Nasional Berhad** for the development and production (including drilling of wells, installation of platforms, topsides and pipelines, and tie-in of the new facilities to existing infrastructure) of petroleum from the Balai Cluster Fields, located offshore Bintulu, Sarawak on a joint venture basis with **ROC Oil Malaysia (Holdings) Sdn Bhd** and **PETRONAS Carigali Sdn Bhd**, involving a total estimated cost for full field development (in 2 phases) of between USD850 to USD950 million.
- Advising **Dialog D & P Sdn Bhd**, a wholly-owned subsidiary of **Dialog Group Berhad**, on a US\$1.2 billion 24 year term upstream oil and gas venture to provide contractor services required to enhance the recoverable reserves from Bayan Field, located offshore Bintulu, Sarawak, including advising on an Oilfield Services Contract with **PETRONAS Carigali Sdn Bhd** and a Subscription and Shareholders' Agreement between **Dialog D & P Sdn Bhd** and **Asia Energy Services Sdn Bhd**, a wholly owned subsidiary of Halliburton International, Inc, for the 50:50 joint venture in respect of the joint venture entity, **Halliburton Bayan Petroleum Sdn Bhd**.

## REAL ESTATE AND CONSTRUCTION

### Real Estate Transactions

- Acted as due diligence solicitors for **Mikro MSC Berhad** in respect of the acquisition of all that piece of freehold industrial land measuring approximately 4,047 square meters in area, together with a single storey warehouse with an annexed three storey office block, a guard house, a refuse chamber and a car park shed erected thereon by Mikro Sdn. Bhd., a wholly-owned subsidiary of Mikro MSC Berhad from Alvano (M) Sdn. Bhd., for a total cash consideration of RM11,720,000.
- 30:70 property development joint venture between **Tropicana Corporation Berhad** and Hong Kong-listed **Agile Property Holdings Ltd** involving the sale by Tropicana Corporation Berhad to the joint venture vehicle company established between the parties, Offshore Triangle Sdn Bhd, of 1.3 hectares of land in Bukit Bintang, Kuala Lumpur, for RM448.4 million cash or RM3,280 per sq ft.
- Acquisition by **Malaysia AICA Berhad** of an ongoing commercial development project and freehold development land located in Bukit Jelutong, Selangor, from a subsidiary of **Sunsuria Development Sdn Bhd** at a purchase price of RM56 million, settled partly via cash and partly via the issuance of new ordinary shares in Malaysia AICA Berhad.
- Disposal by **Tropicana Corporation Berhad** to **EcoWorld Development Group Berhad** of 308.72 acres of leasehold land located in the vicinity of Shah Alam, Selangor, for a consideration of RM470.67 million.
- Disposal by Mulpha International Berhad of vacant freehold bungalow land in Leisure Farm Resort by **Mulpha International Berhad**, to Mulpha Land Berhad for RM19.67 million.
- Acquisition by **Mulpha Land Berhad** of land located in Petaling Jaya, Selangor, for mixed development proposes for RM47.07 million.
- Purchase by Sunway Iskandar Sdn Bhd of two parcels of freehold land (Pendas North and Western Pendas South) located in Iskandar Malaysia measuring approximately 779 acres in area for a purchase consideration of up to RM412.7 million and establishment of joint venture in respect of Iskandar Asset Sdn Bhd between **Sunway City Sdn Bhd**, a wholly-owned subsidiary of **Sunway Berhad**, and Iskandar Investment Berhad.
- Purchase of 2 plots of lease land located in Zone A of Medini, Iskandar measuring approximately 28,000 square metres in area by **IOI Medini Sdn Bhd**, a wholly-owned subsidiary of **IOI Properties Berhad**, for an aggregate consideration of approximately RM132 million.
- Purchase of 2 plots of lease land located in Zone A of Medini, Iskandar measuring approximately 22,700 square metres in area by **Duta Kosmo Sdn Bhd** for an aggregate consideration of approximately RM72 million.
- Purchase by Knowledge Vision Sdn Bhd, a wholly-owned subsidiary of **IOI Properties Berhad**, of 226 acres of land located in Bangi, Selangor, for an aggregate consideration of approximately RM372 million.
- Advising **KYM Holdings Berhad** on the disposal by KYM Holdings Berhad of 29 parcels of land in Perak, Malaysia, to **Vale International S.A.** for RM200 million.
- Advising **Adawan Development Sdn Bhd** on the acquisition by Adawan Development Sdn Bhd from **MA Realty Sdn Bhd**, a subsidiary of **Olympia Industries Berhad**, of 15.2 hectares of plantation land located in the State of Johor, Malaysia for RM80 million.
- Advising **Sunway Eastwood Sdn Bhd**, a subsidiary of **Sunway Berhad**, on the acquisition and development by Sunway Eastwood Sdn Bhd of 33.37 acres of leasehold land located in Selangor, Malaysia for RM38 million, establishment of a joint venture for the development of such land and advice on the subsequent development of a residential development known as "Sunway Eastwood".
- Advising **Langsat Terminal (One) Sdn Bhd** and **Langsat Terminal (Two) Sdn Bhd** on the acquisition of 30 year leases in respect of 50 acres of land located in the Tanjung Langsat Industrial Complex, Johor, Malaysia, for the development of tank terminal facilities.
- Advising **Asiaflex Sdn Bhd**, a subsidiary of **Technip Geoproduction (M) Sdn Bhd**, of 50 acres of land located in the Tanjung Langsat Industrial Complex, Johor, Malaysia, for the development of Asiaflex's largest factory complex in Asia (being a sub-sea flexible pipes and umbilicals production facility).

### Property Joint Ventures

- Joint venture between **Sunway Iskandar Sdn Bhd** ("SISB") and Daiwa House Malaysia Sdn Bhd ("Daiwa"). Acted as legal adviser to SISB in relation to its joint venture with Daiwa via a subscription and shareholders' agreement, which involved a transfer of lease from SISB to the joint venture company.
- Acquisition by **SEA Investment Four Pte Ltd**, a subsidiary of **Mitsui Fudosan Co Ltd** (Japan's largest property company by revenue), of a 33% equity interest in Prosper Revenue Sdn Bhd, a subsidiary of **Sunway South Quay Sdn Bhd** which is in turn a subsidiary of **Sunway Berhad** and RM319 million joint venture to develop and to sell Sunway Geo Residences at Sunway South Quay.
- Advising on the integrated commercial and residential joint venture development with a total potential gross development value of RM12 billion between **Sunway City Sdn Bhd** (a wholly-owned subsidiary of Sunway Berhad) and Dayang Bunting Ventures Sdn Bhd (a wholly-owned subsidiary of Khazanah Nasional Berhad) through a special purpose vehicle joint venture company, Semerah Cahaya Sdn Bhd, including advising on the Subscription and Shareholders' Agreement between Khazanah Nasional Berhad and Sunway Berhad and the acquisition by Semerah Cahaya Sdn Bhd from Global Capital and Development Sdn Bhd of leases in respect of 280 hectares of land located in Zone F within Medini, Iskandar Malaysia for a total purchase consideration of RM745 million pursuant to the terms of a conditional Lease Purchase Agreement.



- Joint venture documentation in relation to the joint development by **Sunrise Berhad** and **Sime Darby Property Berhad** on a 50:50 basis of a RM1 billion integrated commercial property project in Bukit Jelutong, Selangor, via an incorporated joint venture vehicle.
- Joint venture documentation in relation to the joint development on the basis of the Islamic contract principle of Musyarakah by **Sunway Lagoon Sdn Bhd** (a subsidiary company of Sunway Berhad), Kuwait Finance House (Malaysia) Berhad and Employees Provident Fund of Malaysia through their joint venture entity, Sunway South Quay Sdn Bhd, of a mixed-use multi-phase property development located in Sunway Integrated Resort City, Petaling Jaya, Malaysia known as "Sunway South Quay" with a total gross development value of RM5.2 billion.

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## Construction Projects

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- The engineering, procurement, construction and commissioning contracts and alliance agreements in respect of the joint development by Dialog Group Berhad, Royal Vopak Group and State Secretary, Johor (Incorporated) of a RM5 billion independent deepwater and a dedicated tank terminal in Pengerang, Johor.
- The engineering, procurement, construction and commissioning contracts and alliance agreements in respect of the development by Dialog Group Berhad of tank terminal facilities in Tanjung Langsat Port, Johor.

## CAPITAL MARKETS

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### Equity Capital Market / Corporate Finance

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- Acquisitions of Kerjaya Prospek (M) Sdn Bhd and Permatang Bakti Sdn Bhd by **Kerjaya Prospek Group Berhad** (formerly known as Fututech Berhad) (private placement of up to 100,000,000 new ordinary shares in KPGB).
- Acted as due diligence solicitors for **Omesti Berhad** in respect of the distribution of up to 5,978,436 ordinary shares in Microlink Solutions Berhad ("Microlink Share(s)"), representing up to approximately 3.93% of the total ordinary issued and paid-up share capital of Microlink Solutions Berhad, on the basis of 1 Microlink Share for every hundred (100) ordinary shares of RM0.50 each held in Omesti Berhad, to the entitled shareholders of Omesti Berhad by way of a dividend-in-specie to be offset against Omesti Berhad's retained profit.
- Bonus issue of up to 1,969,858,013 new shares of USD0.03 each in the share capital **XiDeLang Holdings Ltd**.
- Acted as Malaysian legal adviser to IOI Corporation Berhad for its establishment of an Executive Share Option Scheme of up to 10% of the issued and paid-up share capital in IOI Corporation Berhad (excluding treasury shares).
- Renounceable rights issue of up to 143,226,391 new ordinary shares of RM0.50 each in **WCT Holdings Berhad** ("WCT Share(s)") ("Rights Share(s)") on the basis of 1 Rights Share for every 10 existing WCT Shares held by the Entitled Shareholders ("Rights Issue of Shares"); and bonus issue of up to 315,098,061 new warrants in WCT Holdings Berhad ("Warrant(s) E") on the basis of 1 free Warrant E for every 5 existing WCT Shares held on an entitlement date to be determined later, after the completion of the Rights Issue of Shares.
- Acted as Malaysian legal adviser to Sunway Construction Group Berhad for listing of and quotation for the entire enlarged issued and paid-up share capital of Sunway Construction Group Berhad on the Official List of the Main Market of Bursa Malaysia Securities Berhad.
- Acted as solicitors to **Sunway Holdings Sdn. Bhd.** for its acquisition of 80% of the entire issued and paid-up share capital of Winstar Trading Sdn. Bhd. and its identified subsidiary companies, for an estimated purchase consideration of approximately RM104 million, which shall be paid by Sunway Holdings Sdn. Bhd. in 3 tranches, subject to adjustments.
- RM143 million renounceable rights issue of up to 143,226,391 new ordinary shares of RM0.50 each in **WCT Berhad** on the basis of one (1) Rights Share for every 10 existing WCT Shares held on an entitlement date to be determined later and bonus issue of up to 315,098,061 new Warrants E in WCT on the basis of one (1) free Warrant E for every 5 existing WCT Shares held.
- Acted as Malaysian legal adviser to **Nirvana Asia Ltd** in connection with its HK\$2.024 billion initial public offering and listing of its entire issued share capital on the Stock Exchange of Hong Kong Limited ("HKEx") and a global offering of its ordinary shares. The offer comprised of a public offer of shares in Hong Kong and an international placing of shares under Regulation S and, in the United States, under Rule 144A under the US Securities Acts of 1933. Our work scope primarily entailed advising on Malaysian law issues in relation to the Company's application to the HKEx and the Securities and Futures Commission of Hong Kong, the Hong Kong Prospectus issued for the offer in Hong Kong and the Offering Circular issued for the global offering under Regulation S.
- RM1.025 billion renounceable rights issue of 539,835,787 new ordinary shares of RM1.00 each in **IOI Properties Group Berhad** ("IOIPG") at an issue price of RM1.90 per rights share on the basis of one (1) rights share for every six (6) existing IOIPG shares held, and establishment of an employees' share option scheme of up to ten percent (10%) of the issued and paid-up share capital of the company.
- **Sunsuria Berhad's** RM185 million to RM386 million renounceable rights issue with warrants and private placement exercise and asset injection exercise.

- **Malaysian Building Society Berhad's** RM1.5 billion renounceable rights issue exercise.
- Private placement by **GW Plastics Holdings Berhad** as comprised in the reverse take-over of GW Plastics Holdings Berhad by **MCT Consortium Berhad**.
- **Tebrau Teguh Berhad's** RM315 million to RM670 million renounceable rights issue exercise.
- **Ahmad Zaki Resources'** RM104 million renounceable rights issue with warrants exercise.
- **Furniweb Industrial Products Berhad's** RM30 million rights issue with warrants exercise.
- **XiDeLang Holdings Ltd's** RM85 million rights issue with warrants exercise.
- Amendments to the existing Employee Share Option Scheme of **Tropicana Corporation Berhad**.
- Bonus issue of 93,943,100 new ordinary shares of RM0.10 each in **Mikro MSC Berhad** ("Bonus Shares") credited as fully paid-up at par, on the basis of one Bonus Share for every 2 existing shares in Mikro MSC Berhad ("Mikro MSC Shares") held by the entitled shareholders of Mikro MSC Berhad on the entitlement date and establishment of an employees' share option scheme of up to 15% of the issued and paid-up share capital of Mikro MSC Berhad.
- **K & N Kenanga Holdings Berhad's** establishment and implementation of an employees' share scheme of up to 10% of the company's total issued and paid share capital (excluding treasury shares) at any one time during the duration of the Scheme for its eligible employees and executive directors of the company and its non-dormant subsidiary companies.
- **Luxchem Corporation Berhad's** bonus issue of 130,000,000 new ordinary shares of RM0.50 each in the Company and the establishment of an employees' share option scheme involving up to 15% of the issued and paid up capital of the Company to the eligible directors and executives/employee of the Company.
- Advising numerous public listed companies in relation to renounceable rights issues, private placements, bonus issues, warrant issues and restricted issues via debt capitalisation, including **Bina Puri Holdings Berhad, Boustead Holdings Berhad, Formis Resources Berhad, Gamuda Berhad, HLG Capital Berhad, IOI Corporation Berhad, IOI Properties Berhad, Malaysia Building Society Berhad, Takaso Resources Berhad, Tejari Technologies Berhad, Sunway City Berhad and Tanjung Offshore Berhad**.
- Reduction of the issued and paid-up share capital of **Formis Resources Berhad** via the cancellation of the 50% of the par value of each existing ordinary share of Formis Resources Berhad and renounceable rights issue of up to 278,850,298 new ordinary shares together with up to 139,425,149 free detachable warrants.
- Renounceable rights issue of up to RM107.25 million new shares at RM1.15 per share by **Petra Energy Berhad** to raise RM123 million to fund acquisitions for its oil and gas business.
- Bonus issue of up to 180,255,280 new ordinary shares of RM0.50 each in **WCT Berhad** on the basis of three bonus shares for every 20 existing shares and bonus issue of up to 240,340,373 free warrants on the basis of one Warrant D for every five existing shares held.
- Establishment of a Dividend Reinvestment Scheme that provides shareholders of **Tropicana Corporation Berhad** the option to elect to reinvest their cash dividends in new ordinary shares.
- Establishment of a Dividend Reinvestment Scheme that provides shareholders of **Tropicana Corporation Berhad** the option to elect to reinvest their cash dividends in new ordinary shares.
- Renounceable rights issue of up to 491,302,655 new ordinary shares on **Tropicana Corporation Berhad** together with attached bonus issue of up to 122,825,664 new shares.
- Private placement of RM240 million in new ordinary shares in **Tropicana Corporation Berhad** to identified investors.
- Bonus issue of 40,000,000 ordinary shares in **Sentoria Group Berhad**.
- Establishment of Employee Share Issuance Scheme by **Tanjung Offshore Berhad**.
- Renounceable rights issue of 241.99 million warrants and two-for-one bonus issue of up to 241.99 million new ordinary shares by **XiDeLang Holdings Ltd**.
- Renounceable rights issue of up to 338,969,273 new ordinary shares in **Diversified Gateway Solutions Berhad** together with 338,969,273 free detachable warrants.



## Debt Capital Market / Private Debt Securities

- Acted as local Malaysian legal counsel in respect of the issuance by **IOI Capital (L) Berhad** of USD370.0 million nominal value five (5) year unsecured exchangeable bonds, convertible into ordinary shares in **IOI Corporation Berhad**.
- Acted for **RHB Investment Bank Berhad** on the issuance by **Sunway City Berhad** of redeemable bank guaranteed serial bonds of an aggregate nominal value of RM250,000,000 with a tenure of up to 3 years, together with up to 155,932,500 detachable warrants.
- Acted as local Malaysian legal counsel in respect of the issuance by **IOI Resources (L) Berhad** of USD600.0 million nominal value five (5) year unsecured exchangeable bonds, convertible into ordinary shares in **IOI Corporation Berhad**.
- Acted as local Malaysian legal counsel in respect of the issuance by **SAAG (L) Limited** of USD60.0 million nominal value five (5) year unsecured exchangeable bonds, convertible into ordinary shares in SAAG Consolidated (M) Bhd.
- Acted as Trustee's counsel in relation to the issuance of Innovative Tier 1 Capital Securities under a programme of up to RM1.0 billion by **EON Bank Berhad**.
- Acted as Trustee's counsel in relation to the issuance of Subordinated Notes and Capital Securities as part of the Stapled Securities under a programme of up to RM4.0 billion in nominal value by **Commerce Returns Berhad** (as Subordinated Notes Issuer) and **CIMB Bank Berhad** (as Capital Securities Issuer).
- Acted as Trustee's counsel in relation to the issuance of 5 year 3% coupon Redeemable Convertible Unsecured Loan Stocks 2009/2014 with an aggregate nominal value of up to RM43,750,000 by **Silk Holdings Berhad** (formerly known as Sunway Infrastructure Berhad).
- Acted as Trustee's counsel in relation to the issuance of unsecured bonds in the amount of RM544.0 million in nominal value with tenor of more than 1 year and up to 5 years issued by the **State Government of Sabah**.
- Acted as local Malaysian legal counsel in respect of the issuance by **Mulpha SPV Limited** (a wholly-owned subsidiary of **Mulpha International Berhad**) of USD200.0 million nominal value multi-currency medium term notes.
- Acted on the issuance by **Sinotop Holdings Berhad** (formerly known as **John Master Industries Berhad**) of approximately RM172,068,800 nominal value of redeemable 5.0% unsecured convertible bonds "A", convertible into new ordinary shares in Sinotop Holdings Berhad and approximately RM65,104,168 nominal value of redeemable zero-coupon unsecured convertible bonds "B", convertible into new ordinary shares in Sinotop Holdings Berhad, pursuant to the reverse take-over exercise of John Master Industries Berhad.
- Acted as Trustee's counsel in relation to the issuance of a bank-guaranteed commercial paper / medium term note programme of up to RM500,000,000 in nominal value by **Sunway Holdings Berhad**.
- Acted as Trustee's counsel in relation to the issuance of Islamic bonds by **Muhibbah Engineering (M) Bhd** in accordance with the Syariah principle of Mudharabah with an aggregate face amount of up to RM130 million.
- Acted as Issuer's counsel in relation to the issuance of a RM380 million 20-year Islamic Medium Term Notes programme by **Senari Synergy Sdn Bhd** (a Sarawak State Government entity), guaranteed by **Danajamin Nasional Berhad**.
- Acted as Trustee's counsel in relation to the issuance by **DOF Sukuk SPV Berhad**, a special purpose vehicle of the Department of Finance, Government of Dubai, of Ringgit denominated Islamic securities pursuant to an Islamic securities issuance programme not exceeding RM3.0 billion (or its equivalent in foreign currency).
- Acted as trustee's counsel for **CIMB Trustee Behad** in respect of the issuance of the Ringgit-denominated Islamic medium term note programme of up to nominal value of up to RM3,500,000,000 by **Gulf Sukuk I Company BSC (C)**, a closed joint stock company incorporated in the Kingdom of Bahrain arranged by Standard Chartered Saadiq Berhad and CIMB Investment Bank.
- Acted as issuer's counsel in respect of a Bank Guaranteed Commercial Papers and/or Medium Term Notes issuance pursuant to a Bank Guaranteed CP/MTN Programme of up to RM500.0 million in nominal value ("CP/MTN") by **Dijaya Corporation Berhad** (now known as **Tropicana Corporation Berhad**), guaranteed by RHB Bank Berhad (of up to RM300.0 million of CP/MTN under Tranche 1) and AmBank (M) Berhad (of up to RM200.0 million of CP/MTN under Tranche 2).
- Acted as Malaysian legal counsel and issuer's counsel in respect of the issuance of a Euro Medium Term Note Programme ("EMTN Programme") with an initial programme size of USD1,500,000,000 (or its equivalent in other currencies) by **IOI Investment (L) Berhad**, a wholly-owned subsidiary of **IOI Corporation Berhad**. The joint lead arrangers and dealers for the EMTN Programme are The Hongkong and Shanghai Banking Corporation Limited, Mitsubishi UFJ Securities International plc, Citigroup Global Markets Limited and Morgan Stanley & Co International plc. Notes issued under the EMTN Programme are unconditionally and irrevocably guaranteed by IOI Corporation Berhad and may be listed on the Singapore Exchange Securities Trading Limited.





## Banking & Finance

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- Acted as arrangers' counsel in respect of a USD600,000,000 Syndicated Term Loan Facility granted to **IOI Corporation Berhad**.
- Acted as Malaysian legal counsel in respect of a SGD200,000,000 Syndicated Term Loan Facility granted to **IOI Land Singapore Pte. Ltd.** and guaranteed by **IOI Corporation Berhad**.
- Acted as financier's legal counsel in respect of a RM77,000,000 facility granted to an investment holding company secured by Fixed Deposit Receipt and Memorandum of Deposit of Stocks and Shares.
- Acted as financier's legal counsel in respect of an Islamic revolving financing facility of up to the aggregate principal amount of USD12,000,000 granted to an oil and gas services company to fund capital expenditure and working capital requirements in relation to the provision of gas lift compression works for an engineering, procurement, construction, installation and commissioning project.
- Acted as financier's legal counsel in respect of an Islamic financing facility under Bai' Istisna' and Ijarah Muntahia i al-Tamlik and an Istisna' Wa Ijarah Muntahia Bi al-Tamlik Term.
- Financing-i Facility of up to the maximum aggregate amount of RM169,575,000 granted to an oil and gas services company.
- Acted as financier's legal counsel in respect of a term loan facility of up to an aggregate maximum principal amount of RM91,600,000 granted to a property investment company.
- Acted as financier's legal counsel in respect of a term loan, revolving credit and multi-trade facilities of up to an aggregate principal amount of RM200,000,000 granted to an oil and gas refinery company.
- Acted as financier's legal counsel in respect of a RM205,000,000 financing facility granted to a property developer for the purpose of a land development project, guaranteed by its public listed holding company.
- Acted as financier's legal counsel in respect of a RM205,000,000.00 financing facility granted to a property developer, **Encorp Iskandar Development Sdn Bhd** for the purpose of a land development project, guaranteed by its public listed holding company, **Encorp Berhad**.
- Acted as financier's legal counsel in respect of a RM60,000,000.00 financing facility granted to an investment company, for the purpose of purchase of shares in a company listed on the Main Market of Bursa Malaysia, secured by a Memorandum of Deposit of Shares.

## IT & Telecoms

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- Documentation in relation to the RM70 million e-Court project for the Peninsular Malaysia-wide procurement, installation and implementation by **Formis Network Services Sdn Bhd** on behalf of the Government of Malaysia of hardware and the application suites consisting of Case Management System, Queue Management System, e-Filing System (including Service Bureau System), Power of Attorney System and the Court Recording & Transcription System at the various locations of the High Court of Malaya throughout Peninsular Malaysia.
- Advising **Sunway Lagoon Sdn Bhd** on the documentation for the supply, installation and implementation of a RFID Theme Park Management System for the Sunway Lagoon Theme Park.



## LITIGATION & DISPUTE RESOLUTION DEPARTMENT

### 1. ACTING IN MATTERS INVOLVING BREACH OF DIRECTORS' DUTIES TO COMPANIES, EITHER FOR OR AGAINST THE DIRECTORS:

- (a) Defending a former director of a private limited company in a claim for breach of directors' duties.
- (b) Acted for claimant against a former director who allegedly mismanaged the company.
- (c) Acted for subsidiaries of a public listed property development company against its former directors who allegedly breached their duties to the company and its subsidiaries.
- (d) Acted for the directors of a joint venture company formed between two public listed companies in relation to an independent power production project in a suit for breach of directors' duties.
- (e) Acting for the former director of a public listed oil and gas company in a suit for breach of directors' duties.
- (f) Commencing a derivative action on the instructions of a large pension fund for and on behalf of a public listed company against its directors.
- (g) Acting for a private company against an agent for diversion of a business opportunity arising from an exclusive license.

### 2. ACTING IN MATTERS INVOLVING DISPUTES BETWEEN SHAREHOLDERS AND/OR BUSINESS PARTNERS:

- (a) Acted for a shareholder of a public listed investment holding company involved in banking and related financial services in a dispute with another shareholder.
- (b) Acted for a large pension fund in a dispute with another shareholder in a company, culminating in the filing of a winding up petition.
- (c) Acting for a group of shareholders in a dispute with another group of shareholders in respect of control of a conglomerate involved in a variety of business activities ranging from the assembly and marketing of motor vehicles and autoparts manufacturing to property development and trading in various heavy machinery, industrial equipment and consumer products throughout South East Asia.
- (d) Acting for a public listed company involved in property investment and hospitality and lifestyle businesses in a dispute between its shareholders.
- (e) Acted for shareholder in a dispute relating to the control of a public listed property and construction company.
- (f) Acting for a public listed conglomerate involved amongst others in civil and building engineering management in respect of the dispute with a vendor of shares in a private limited company.
- (g) Acted for a shareholder in a quasi-partnership dispute.

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**3. CASES INVOLVING LIABILITIES FOR CLAIMS IN TORT:**

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- (a) Acting for a prominent Malaysian politician in relation to various defamation suits.
- (b) Acting in a land dispute involving a novel point of land law, namely, conflict between the express conditions on the title and condition of land use implied by the National Land Code 1965 of Malaysia.
- (c) Acted in an appeal case on the tort of negligence involving novel points of law concerning causation at the Federal Court and securing a favourable appeal decision which accepted concurrent causation as test for claims in tort in Malaysia.
- (d) Acted for clients claiming for breach of fiduciary duties against solicitors.
- (e) Acted for individual against corporation in a claim for public nuisance.
- (f) Defended leading cosmetic company in a claim for negligence.

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**4. BANKING AND FINANCE LITIGATION:**

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Acting for numerous banking and financial institutions in relation to banking and finance litigation matters, including debt recovery and foreclosure proceedings.

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**5. CONTRACTUAL DISPUTES:**

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- (a) Acting for a foreign controlled company in a claim in arbitration against GLC for breach of collaboration agreement.
- (b) Defended company against claims arising from credit card terminal installation.
- (c) Defended company against claim in respect of warehouse and logistic service.
- (d) Defending a private limited company in respect of claim arising from loyalty programme.
- (e) Acting for a corporate trustee in a dispute arising from secured and unsecured loan stock.
- (f) Acting for the Malaysia subsidiary of an international company in a dispute arising from supply of oil and gas related equipment.



**Notable reported cases in which our partners have appeared as counsel/co-counsel**

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**PHILIP T.N. KOH**

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- (1) PPB Group Bhd v Pemungut Duti Setem [2011] 9 MLJ 145 (Stamp duty appeal case)
- (2) Wu Siew Ying v Gunung Tunggul Quarry and Construction [2011] 1 CLJ 409 (Concurrent causation novel points of law at Federal Court of Malaysia)
- (3) YAB Dato' Dr. Zambry Abd Kadir & Ors v YB Sivakumar Varatharaju Naidu [2009] 4 CLJ 253 (Speaker's case on Perak constitutional crisis)
- (4) Jamaluddin Mohd Radzi & Ors v Sivakumar Varatharaju Naidu & Anor [2009] 4 CLJ 347
- (5) Minister for Home Affairs & Anor v Jamaluddin Othman [1989] 1 CLJ 105 (Rep) (writ of Habeas corpus on detention under the Internal Security Act of Malaysia)
- (6) Tun Datu Haji Mustapha bin Datu Harun v Tun Datuk Haji Mohamed Adnan Robert & Anor [1986] 2 MLJ 420 (Sabah Chief Minister constitutional crisis case)

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**KAMRAJ NAYAGAM**

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- (1) Petrodar Operating Co Ltd v Nam Fatt Corp Bhd (in liquidation) & Anor [2014] 6 MLJ 189 (Federal Court)
- (2) Petrodar Operating Co Ltd v Nam Fatt Corp Bhd & Anor [2012] 5 MLJ 445 (Court of Appeal)
- (3) Pasukhas Construction Sdn Bhd & Anor v MTM Millenium Holdings Sdn Bhd & Anor [2009] 8 MLJ 1 (High Court) - before Hishamudin J
- (4) Chain Cycle Sdn Bhd v Government of Malaysia [2015] 9 MLJ 214
- (5) Bina Jaya Mantap Sdn Bhd v Institute of Technology Petronas Sdn Bhd [2014] 11 MLJ 352
- (6) Geopancar Sdn Bhd v Visage Engineering Sdn Bhd [2013] 4 MLJ 37
- (7) Nam Fatt Corp Bhd & Anor v Petrodar Operating Co Ltd & Anor [2011] 7 MLJ 305
- (8) MGG Pillai v Tan Sri Dato' Vincent Tan Chee Yioun [2002] 2 MLJ 673

## YAP BOON HAU

- (1) Petra Perdana Bhd v Tengku Dato' Ibrahim Petra bin Tengku Indra Petra & Ors - [2014] 11 MLJ 1
- (2) Pilecon Engineering Bhd v Malayan Banking Bhd & Ors [2012] 3 MLJ 100
- (3) Bungy Malaysia Sdn Bhd v Menara Kuala Lumpur Sdn Bhd [2011] 2 MLJ 801
- (4) EON Bank Bhd (previously known as Oriental Bank Bhd) v Mohd Yunus bin Alias & Ors [2010] 9 MLJ 587
- (5) Formis Network Services Sdn Bhd v Johnson Controls (M) Sdn Bhd [2009] 9 CLJ 423
- (6) Lee Nyan Hon & Bros Sdn Bhd v Metro Charm Sdn Bhd [2009] 6 MLJ 450
- (7) Felda Plantations Sdn Bhd v Arab-Malaysian Bank Berhad [2009] 1 CLJ 270
- (8) Khoo San v Phoa Hock [2008] 9 CLJ 714
- (9) PP v Wong Haur Wei [2008] 1 MLJ 670
- (10) Mutual Way Development & Construction Sdn Bhd v Saiseiki (M) Sdn Bhd [2008] 2 CLJ 232
- (11) NV Multi Corporation Bhd & 10 Ors v Suruhanjaya Syarikat Malaysia [2005] 6 MLJ 65
- (12) Cekal Berjasa Sdn Bhd v Malaysian Building Society Bhd [2005] 5 CLJ 149
- (13) Federal Flour Mills Bhd v Fima Palmbulk Services Sdn Bhd & Another Appeal [2005] 4 CLJ 47
- (14) Natsafe (M) Sdn Bhd v Loi Teak Kuong [2005] 2 CLJ 285
- (15) Matthias Chang v The District Grand Lodge of the Eastern Archipelago & Ors [2005] 2 CLJ 97
- (16) HSBC Bank Malaysia Bhd v Macquarie Technologies (M'sia) Sdn Bhd & Another Appeal [2004] 4 MLJ 398
- (17) United Malayan Banking Corporation Bhd v MWE Holdings Berhad & 2 Ors [2003] 4 MLJ 88
- (18) Phileo Promenade Sdn Bhd & Anor v Premier Model (M) Sdn Bhd [2003] 1 CLJ 854
- (19) Transcom Rand (M) Sdn Bhd v Mara Holdings Sdn Bhd [2002] 6 CLJ 492
- (20) Dr. Chandra Muzaffar v Universiti Malaya [2002] 2 CLJ 448
- (21) Sime Bank Bhd v Wu Chin Leng & Another Appeal [2000] 4 CLJ 857

## AWARDS & RECOGNITION

MKP has amongst others been recognised by the following international legal publications for our expertise in various core practice areas.

### LEGAL 500 ASIA PACIFIC



#### YEAR 2016

The Legal 500 Asia Pacific Edition 2016 listed MKP as a “Leading Firm” in both areas of Corporate and M&A and Capital Markets and commented as follows:

*“The ‘excellent’ Mah-Kamariyah & Philip Koh advised IOI Properties Group on a RM1.025bn rights issuance, Ahmad Zaki Resources on a RM104m rights issuance, and Luxchem Corporation on a bonus issuance. The ‘practical, responsive and knowledgeable’ Adrian Koh heads the practice.”*

*“The key contact at the ‘excellent’ Mah-Kamariyah & Philip Koh is the ‘technically sound’ Adrian Koh, who ‘is able to work under immense time pressure’. He advised WZ Satu on its RM27m acquisition of Misi Setia Oil & Gas and acted for Sunsuria in connection with a RM350m property asset acquisition.”*



#### YEAR 2015

The Legal 500 Asia Pacific Edition 2015 listed MKP as a “Leading Firm” in both the areas of Corporate and M&A and Capital Markets and commented as follows:

*“Mah-Kamariyah & Philip Koh’s Adrian Koh leads the team, which focuses particularly on equity-related transactions. It has been advising on a number of high-value rights issuances, including Malaysian Building Society’s RM1.5bn renounceable rights issuance. It also acted for Tropicana Corporation on RM240m private placement”*

*“Mah-Kamariyah & Philip Koh has an active mid-market practice, and acted for IOI Group on its RM1bn acquisition of the remaining shares in Unico-Desa Plantations, and on the demerger of its real estate business. The practice also advised MCT Consortium on the RM1.2bn reverse takeover of GW Plastics, and acted for Sunway Technology on its joint venture with Hitachi Systems, Corporate lawyer Adrian Koh and senior partner Philip Koh are the key contacts.”*



#### YEAR 2014

The Legal 500 Asia Pacific Edition 2014 listed MKP as a “Leading Firm” in both the areas of Corporate and M&A and Capital Markets and commented as follows:

*“Mah-Kamariyah & Philip Koh has been acting on an enviable variety of small to mid-market equity deals, particularly for clients such as Formis Resources and Petra Energy – and recently represented the latter on its RM107m renounceable rights issue.”*

*“Mah-Kamariyah & Philip Koh has an impressive recent body of work, which includes having advised Eng Teknologi on its RM244m sale to TYK Capital. The firm also advised Sunway Technology on its IT services joint venture with Hitachi.”*





## YEAR 2013

The Legal 500 Asia Pacific Edition 2013 listed MKP as a “Leading Firm” in the area of Corporate and M&A and commented as follows:

*“Mah-Kamariyah & Philip Koh is ‘one of the best firms in town’, with a ‘knowledgeable’ and ‘client-centric’ team...”*

*The team includes senior partner Philip Koh and the highly praised Adrian Koh.”*

## CHAMBERS ASIA PACIFIC



## YEAR 2016

The 2016 edition of Chambers Asia Pacific listed MKP as a leading firm in the Corporate/Commercial, Equity Capital Markets and Corporate/M&A areas. Chambers Asia Pacific noted in its 2016 edition the following:

*“MKP team is known for its work in the equity capital markets arena, advising significant clients on IPOs and rights issuances. Also instructed on corporate matters such as disposals and acquisitions.”*

**‘Work highlights :** *Instructed by Nirvana Asia, as issuer, on its IPO and listing on the Hong Kong stock exchange, as well as a Regulation S offering of its shares in the USA, in a deal worth HKD2 billion.”*



The 2016 edition of Chambers Asia Pacific also noted the following :

### Notable practitioners

**Adrian Koh** is head of the firm’s capital markets department and has vast experience handling equity-based transactions, including rights issuances, disposal of shares and public listings. Interviewees praise him as a “well-versed” practitioner who “picks things up quickly”.



## YEAR 2015

The 2015 edition of Chambers Asia Pacific listed MKP as a leading firm in the Corporate/Commercial, Equity Capital Markets and Corporate/M&A. Chambers Asia Pacific noted in its 2015 edition the following:

*“MKP is best known for its ECM expertise, with experience of having advised on one of the largest listings in the country. Maintains a significant profile in the property, real estate and financial services sectors. Also handles a range of M&A deals and corporate reorganisations.*

*“Work highlights: Advised Xidelang Holdings on its MYR85 million rights issue. Represented Hitachi System in its joint venture with Sunway Technology, to set up an IT services partnership in South-East Asia, with a particular focus on Malaysia.”*



The 2015 edition of Chambers Asia Pacific also noted the following :

#### Notable practitioners

**Adrian Koh** handles an array of corporate and commercial transactions, ranging from M&A and joint ventures to capital markets work. He heads the capital markets group and led the Tropicana Corporation MYR240 million private placement of new ordinary shares.



#### YEAR 2014

The 2014 edition of Chambers Asia Pacific listed MKP as a leading firm in the Corporate/M&A practice area. Chambers Asia Pacific noted in its 2014 edition the following:

*"A well-regarded corporate practice with a highly experienced bench of lawyers. It is instructed by domestic and international clients on M&A, corporate finance and capital markets deals."*



#### YEAR 2013

The 2013 edition of Chambers Asia Pacific listed MKP as a ranked/recommended firm in the Corporate/M&A practice area. Chambers Asia Pacific noted in its 2013 edition the following:

*"This firm is a long-standing player in the field and continues to attract a considerable market share. The team consists of very experienced lawyers with expertise in a wide range of areas, including corporate finance, M&A transactions and capital markets. It is backed by a dedicated corporate litigation team and advises clients ranging from local businesses to international conglomerates."*

## IFLR 1000



#### YEAR 2016

The 2015 edition of IFLR1000 listed MKP as a "Leading Financial Law Firm" in the areas of Mergers and Acquisitions and Capital Markets and a "Notable Firm" in the area of Banking and Finance in Malaysia.

IFLR1000 noted in its 2016 edition the following:

*"Mah-Kamariyah & Philip Koh has been active in the capital markets in the past 12 months and in one example at the end of 2014 advised on the IPO of Nirvana Asia in Hong Kong. This was the first Malaysian company to have a singular listing and the only foreign company to list in 2014. Adrian Koh, managing partner, was lead partner on the deal."*

*Koh also advised on right issues by IOI Properties Group and WCT Holdings. Koh is described by one client as "knowledgeable, responsive, a good team leader and able to meet tight deadlines".*

*On the M&A front, notable deals include work on the privatization by IJM Corporation of IJM Land.*



## YEAR 2015

The 2015 edition of IFLR1000 listed MKP as a “Leading Financial Law Firm” in the areas of Mergers and Acquisitions and Capital Markets and a “Notable Firm” in the area of Banking and Finance in Malaysia.

IFLR1000 noted in its 2015 edition the following:

*“The firm started 2015 by completing a demerger for IOI Corporation of its property development, investment, and related businesses as well as its subsidiaries. Adrian Koh was lead partner on the deal. Koh also represented Hitachi Systems in entering into a joint venture with Sunway Technology for the purpose of establishing an IT service business together. In recent months, Koh and his team has advised Sunway South Quay in relation to the sale of equity interest in its subsidiary Prosper Revenue to SEA Investment Four.”*



## YEAR 2014

The 2014 edition of IFLR1000 listed MKP as a “Leading Financial Law Firm” in the areas of Mergers and Acquisitions and Capital Markets and a “Notable Firm” in the area of Banking and Finance in Malaysia.

IFLR1000 noted in its 2014 edition the following:

*“Mah-Kamariyah & Philip Koh has been gaining recognition from peers for its strong M&A work. Clients appreciate the responsiveness and acumen of its key partners.*

*Senior partner Philip Koh, a veteran lawyer who has also held academic and industry positions, provides “very good service,” with “very timely responses,” says a client. Managing partner Adrian Koh has been a partner at the firm since 2002.*

*Experienced in a range of corporate and commercial matters, he has had a key role in building the firm’s property and banking law practices.*

*Clients praise Adrian Koh for his innovation and “quick turnaround”. One appreciative client singles him out for taking the initiative to suggest “alternative legal clauses or legal solutions to issues which did not cross our minds”. Notably, the firm acted for Packaging Film on its acquisition of Great Wall Plastic Industries and GW Packaging for RM282 million (\$87 million), and for property company Dijaya Corporation on its RM950 million acquisition of various companies, partly satisfied in cash and partly via the issuance of redeemable convertible unsecured loan stock in Dijaya.*

*Koh has also been acting on a range of capital markets matters. In one recent deal, he represented CIMB Trustee in respect of a ringgit-denominated Islamic medium term note programme of up to RM3.5 billion by Gulf Sukuk I Company. Partner Surialinda Ahmad, whose practice focuses on banking and finance and real estate transactions, joined the firm in 2012. Her recent clients include Maybank, for which she acted on a RM205 million facility granted to property developer Encorp Iskandar Development, and CIMB Bank, which she advised on a RM60 million loan to investment company Wide Synergy.”*



## YEAR 2013

The 2013 edition of IFLR1000 listed MKP as a ‘Notable Firm’ in the area of Mergers and Acquisitions and provided editorial acknowledgement in the area of Banking and Finance.

IFLR1000 noted in its 2013 edition the following:

*“Mah-Kamariyah & Philip Koh is a full service firm known both for its litigation and corporate capabilities. The firm has a strong market reputation and it is no surprise that it frequently acts for financiers in both conventional and Islamic transactions; the firm has experience in both the grant of conventional term loan facilities as well as complex Islamic transactions involving popular instruments such as ijarah (capital leasing)...*

*...also has significant expertise in the equity capital markets and the firm is seen acting in private placements, renounceable rights issues, bonus issues, warrants issues and other types of transactions as well as IPOs on Bursa Malaysia..."*

## ASIALAW PROFILES



### YEAR 2016

The 2016 edition of Asialaw Profiles listed MKP as a "Highly Recommended Firm" in the areas of Banking & Finance, Capital Markets, Construction & Real Estate, Corporate / M&A and Dispute Resolution.

Asialaw Profiles noted in its 2016 edition the following:

*"Mah-Kamariyah & Philip Koh is known for its equity capital markets and M&A practices. The firm also covers dispute resolution, banking and finance, and real estate.*

*Senior partner Philip Koh has more than 30 years of experience where he practises on corporate law, investments, M&A, financial services, public law, and commercial and civil litigation. "I would recommend them because they do their work professionally and consistently. Philip Koh in particular is passionate, knowledgeable, and always goes above and beyond his duties," says a client.*

*Managing partner Adrian Koh handles a variety of corporate and commercial transactions, from M&A and joint ventures to capital markets work. He is working on the listing of Sunway Construction Group, where he is advising on the internal restructuring of the company and drafting the necessary paperwork in accordance with listing rules and regulations.*

*The firm is also acting for IJM Land and its subsidiaries in connection with its privatisation by way of a members' scheme of arrangement under Section 176 of the Companies Act, 1965.*

*"Both Philip and Adrian are very knowledgeable and professional. They are helpful and approachable, and able to handle delicate matters effectively, notes a client."*



### YEAR 2015

The 2015 edition of Asialaw Profiles listed MKP as a 'Highly Recommended Firm' in the areas of Capital Markets, Corporate / M&A and Dispute Resolution.

Asialaw Profiles noted in its 2015 edition the following:

*"Mah-Kamariyah & Philip Koh is known for its sophisticated corporate M&A and capital markets practices. The firm also has active dispute resolution, banking and finance and real estate practices, with clients praising the firm for its "utmost professionalism, timely deliverables and for always being contactable".*

*Commercial litigation lawyer **Datuk Ben Chan Chong Choon** and **Philip Koh**, who is the firm's senior partner with over 30 years of experience, co-head the disputes resolution practice. **Yap Boon Hau**, an experienced litigator successfully represented a former director of Petra Perdana in a case that went all the way to the High Court of Malaysia on allegations of breach of director's duties. The firm's real estate practice specialises in financing property purchases and the securities related to this financing.*



Partner **Surialinda Ahmad** focuses on banking and finance and real estate transactions. Managing partner **Adrian Koh** handled Malaysia AICA's RM56 million purchase of land in Selangor, settled partly via cash and partly via the issuance of shares in the company. While in project finance, he advised Dialog D & P on a US\$1.2 billion 24-year term upstream oil and gas venture to provide contractor services required to enhance recoverable offshore reserves.

The capital markets team offers a very hands-on attentive service and works closely with leading investment banks, particularly on equity capital market transactions. One notable transaction saw Adrian Koh handle Malaysian Building Society's RM1.5 billion renounceable rights issue. In restructuring and insolvency, the firm's share capital restructuring capabilities is fairly unique within Malaysia.

The firm has one of the region's leading corporate and M&A practices, with the talented Adrian Koh handling the demerger of the property development, property investment and other property related businesses of IOI Corporation and its subsidiaries. The demerger and subsequent listing created one of Malaysia's largest property companies with a net assets of RM14.67 billion, and is the largest listing to date on Bursa Malaysia for 2014. "Very professional in dealing with clients and knowledgeable in the subject matter," notes one client.



## YEAR 2014

The 2014 edition of Asialaw Profiles listed MKP as a "Highly Recommended Firm" in the areas of Capital Markets, Corporate / M&A and Dispute Resolution.

Asialaw Profiles noted in its 2014 edition the following:

*"Philip Koh is praised by a client for his "sound knowledge of the law" and responsiveness, while Adrian Koh is described as being "fast and very responsive" and "pro-active", providing services with "added value".*

*Notably, Adrian Koh recently acted for Scientex Packaging Film on its around RM282 million acquisition of Great Wall Plastic Industries and GW Packaging and for Sunway Real Estate Investment Trust on its acquisition of Sunway Medical Centre for RM310 million. In the capital markets space, Adrian Koh acted as Malaysian legal counsel and issuer counsel for IOI Corporation in respect to the issuance of a medium term note programme with an initial size of up to US\$1.5 billion-equivalent by its subsidiary, IOI Investment (L). He also recently advised Formis Resources on a reduction of capital and renounceable rights issue, and Petra Energy on a renounceable rights issue."*



The 2014 edition of Asialaw's "Leading Lawyers" publication listed senior partner Philip Koh and partners Adrian Koh, Datuk Ben Chan and Yap Boon Hau as leading lawyers in Malaysia in their respective practice areas.



## YEAR 2013

The 2013 edition of Asialaw Profiles listed MKP as a 'Highly Recommended Firm' in the areas of Capital Markets and Dispute Resolution.

Asialaw Profiles noted in its 2013 edition the following:

*“...Philip Koh Tong Ngee has a diverse practice, and advises clients on corporate transactions as well as litigation. A client says, “Philip is very knowledgeable about finance and very commercial. We’ve worked with him several times and have found him very good.”*

*The firm was involved in the landmark RM4.5 billion merger between Sunway City and Sunway Holdings and the subsequent listing of the merged companies on the Main Market of Bursa Malaysia Securities. Partners also were involved in the RM700 million merger of Jotech Holdings, AIC Corporation and AutoV Corporation, and the subsequent listing of merged company Globaltec Formation. Other IPOs the firm took part in include those of XiDeLang Holdings and Sentoria Group.*

*On the debt capital markets front, the firm frequently acts as either the trustees’ counsel or issuer’s counsel on complex shariah-compliant transactions. The firm acted as issuer’s counsel regarding the establishment of a US\$1.5 billion medium term note programme by IOI Investment.*

*Partners are also active in corporate and commercial dispute resolution. The firm regularly acts for banking and financial institutions regarding general litigation matters, such as debt recovery and foreclosure proceedings. Aside from Koh, names to note include partners Datuk Ben Chan Chong Choon and Yap Boon Hau.”*

## ASIAN-MEAN COUNSEL



The 2014 edition of Asian-Mena Counsel Magazine and their website ([www.inhousecommunity.com](http://www.inhousecommunity.com)) listed MKP as 'Firm of the Year 2014'.



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