



**CORPORATE & COMMERCIAL TEAM**

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**DANIEL & WONG**  
advocates and solicitors

## Our Accolades (Corporate & Commercial Team)

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### 2017



#### Asian Legal Business Malaysia Awards

*Finalists in the following categories:*

1. Real Estate Law Firm of the Year
2. Boutique Law Firm of the Year
3. Energy, Project and Infrastructure Law Firm of the Year

### 2018



#### Asian Legal Business Malaysia Awards

*Winner for the category of  
"Rising Law Firm of the Year"*

*Finalists in the following categories:*

1. Real Estate Law Firm of the Year
2. Boutique Law Firm of the Year
3. Energy, Project and Infrastructure Law Firm of the Year

### 2019



#### Asian Legal Business Malaysia Awards

*Winner for the category of  
"Young Lawyer of the Year – Kenneth Wong"*

*Finalists in the following categories:*

1. Real Estate Law Firm of the Year
2. Transactional Boutique Law Firm of the Year

*Malaysian Firms to Watch in 2019, ALB June 2019 Edition*



#### Asian Legal Business Southeast Asia Awards

*Finalists in the following categories:*

1. Transactional Boutique Law Firm of the Year
2. Rising Law Firm of the Year

## 2020



Asian Legal Business Malaysia Awards

*Winner for the category of*

*“Restructuring and Insolvency Law Firm of the Year”*

*Finalists in the following categories:*

1. Construction and Real Estate Law Firm of the Year
2. Transactional Boutique Law Firm of the Year



Asian Legal Business Southeast Asia Awards

*Winner for the category of*

*“Rising Law Firm of the Year”*

*Finalists in the following categories:*

1. Restructuring and Insolvency Law Firm of the Year

## 2021



Asian Legal Business Malaysia Awards

Winner for the category of

*“Transactional Boutique Law Firm of the Year”*

## 2022



Asian Legal Business Malaysia Awards

*Finalists in the following categories:*

1. Transactional Boutique Law Firm of the Year

# What we do

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## **Corporate & Commercial**

The Firm's corporate and commercial division team is regularly engaged to advise on the following corporate and commercial work:

### **Merger & acquisition**

We assist international and local companies, private equity firms and other business entities in cross border and domestic mergers and acquisitions, wherein we have acted for both of the acquiring and disposing parties.

We have extensive experience with sale and purchase of both shares and business / assets, which we are constantly engaged to conduct legal due diligence exercise, advise on transactional structures and regulatory framework, draft or review the sale and purchase agreement and strategise negotiation processes.

### **Capital markets**

We support listed corporations in capital market transactions that encompass corporate exercises in both equity and debt capital markets.

Some of our experiences in the equity and debt capital market include rights issue, bonus issues, placement of shares, issuance of warrants and convertibles. As part of the capital market transactions, we also advise the listed companies on compliance with securities laws and listing requirements of Bursa Malaysia.

### **Banking & finance**

We advise on retail and corporate loan transactions, wherein related work includes drafting and reviewing the facility and security documents and issuing legal opinion as part of the lender's drawdown requirements.

In respect of cross-border loan transactions, we regularly advise foreign lenders on the current foreign exchange regulations and policies issued by the Central Bank of Malaysia as well as compliance with other local statutory requirements with regards to the creation of securities in Malaysia.

### **Regulatory compliance**

We provide general advisory services to local and foreign clients on regulatory compliance involving corporate and commercial matters. Such advisory includes assisting foreign client understand the local regulatory regime in the course of establishment of local presence or partnership with local business, determining industry-specific licences, approvals or legal requirements necessary for the conduct of business.

## **Commercial agreements**

As part of our commercial practice, we have been regularly engaged to advise on a wide spectrum of commercial matters and relevant regulations. Our task includes drafting and negotiating commercial agreements spanning multiple industries and areas of law, such as:

- Joint venture & shareholders' agreements
- Subscription & investment agreements
- Supplier & distributorship agreements
- Service level agreements
- Non-disclosure or confidentiality agreements

## **Real Estate**

The real property division team has been engaged in advising and structuring of land acquisition transactions for both Malaysian and foreign-owned entities, including –

- Sale and purchase of residential (sub-sale only), commercial, industrial and agricultural properties
- Property investment and development
- Tenancies and leases
- Consent application involving relevant state authority and Economic Planning Unit
- Real property gains tax and stamp duty

We have assisted a wide array of clients such as property developers, individuals and corporates, local or foreign, in real estate transactions. We regularly advise our clients on appropriate structures conforming with the regulatory requirements imposed by both state and federal authorities as well as the financing of such transactions, where applicable.

# Our People



## Kenneth Wong Poh Lim

Partner, Corporate & Commercial

### Contact

O : +603-6207 9000

M : +6019-333 9225

E :

kenneth@danielwong.com.my

W : www.danielwong.com.my

A : D4-1-6, Block D4,  
Solaris Dutamas,  
No.1 Jalan Dutamas 1,  
50480 Kuala Lumpur

### Qualification

Advocate & Solicitor, High Court of Malaya

Bachelor of Laws (Hons),  
University of Sheffield

### Languages

English

Malay

### Background

Kenneth Wong holds a Bachelor of Laws (Hons) degree from the University of Sheffield, and was called to the Malaysian Bar in 2008.

Throughout his legal career spanning a period of close to 15 years, Kenneth is experienced in a diverse range of corporate transactions, including mergers and acquisitions, cross-border financings, fintech structuring and general corporate advisory work. Kenneth is also well-versed in due diligence practices and procedures in relation to general corporate compliance, mergers and acquisitions and proposals that require the approval of the regulatory authorities in Malaysia.

As for property-law related matters, Kenneth regularly advises corporate and individual clients on real property transactions, including sales and acquisitions of real and personal property, residential, commercial developments and tenancies.

Kenneth has also authored numerous tax-related articles ranging from benefits of proper tax planning to entertainment expenses, which were published in, amongst others, the Malaysian Law Journal as well as in The Edge.

Kenneth chaired the Kuala Lumpur Young Lawyers Committee in 2011.

In 2019, Kenneth was named as the Young Lawyer of the Year in the Malaysian Asian Legal Business Awards.

Kenneth is presently the Secretary to the Puchong Chinese Chambers of Commerce and Industry and is on the panel to the Disciplinary Committee of the Malaysian Bar.

## Notable transactions & experiences

### Mergers & acquisitions

- Advised The University of Nottingham in an acquisition of 66.41% shares held by Boustead Holdings Berhad in The University of Nottingham in Malaysia Sdn Bhd, for a cash consideration in RM equivalent to £23,500,000;
- Advised Sweetmag Solutions (M) Sdn Bhd in its allotment of majority shares to a Malaysian listed entity, GDEX Berhad. The transaction entailed a combination of the following exercises, namely for GDEX Berhad to purchase an agreed percentage of shares in Sweetmag Solutions (M) Sdn Bhd from the existing major shareholder and simultaneously, for GDEX Berhad to subscribe for an agreed percentage of shares in Sweetmag Solutions (M) Sdn Bhd, of which the number of shares ultimately held by GDEX Berhad to be collectively at 51% of the enlarged shares in Sweetmag Solutions (M) Sdn Bhd;
- Advised a UK based private equity fund in a direct acquisition of two Malaysian incorporated companies, primarily involved in the provision of software development marketing, promoting of software and after sales servicing in the oil & gas industry, including advising on regulatory and licensing issues imposed by Petronas;
- Advised a PRC based private equity fund through a Singapore holding company in an indirect acquisition of a group of Malaysian incorporated companies specializing in maintenance, repair and rental of equipment for oil and gas and marine related industries;
- Advised a PRC based private equity fund through a PRC holding company in an indirect acquisition of a German-owned Malaysian subsidiaries specializing in manufacturing of automated equipment and components;
- Advised a leading international sales, marketing and support services group, in an indirect acquisition of a global group of companies specializing in distribution of professional audio-visual products and solution. The acquisition involves 7 jurisdictions, namely Canada, US, Sweden, UK, Netherlands, Singapore, Malaysia and Australia;
- Advised a group of healthcare companies in a disposal to a Japan based private equity fund, including advising on regulatory and licensing issues imposed by the Ministry of Health;
- Advised a Danish company in an indirect acquisition of a foreign-owned Malaysian subsidiary specializing in provision of training in oil and gas and marine related industries;
- Advised a London Stock Exchange listed company in an indirect acquisition of a group of Malaysian incorporated companies primarily involved in pest control and hygiene services;
- Advised on the setting-up, incorporation and shareholding structure in respect of an international oil & gas company's expansion in East Malaysia; and
- Advised on numerous acquisitions of different Malaysian incorporated companies carrying out businesses in multiple industries, including, medical services, automotive services, real property and wash and hygiene services.

### Capital market transactions

- Advised Kejuruteraan Asastera Berhad, a company listed in the Main Market of Bursa Securities and principally involved in the provision of electrical and mechanical engineering services in Malaysia in a corporate exercise involving share split and bonus issue of up to 881,927,638 warrants;
- Advised Kejuruteraan Asastera Berhad, a company listed in the Main Market of Bursa Securities, in a corporate exercise involving private placement of up to 169,180,000 new ordinary shares, representing 10% of the existing total number of issued shares (excluding treasury shares), to independent third-party investor(s); and

- Advised Axteria Group Berhad, a company listed in Main Market of Bursa Securities, in a corporate exercise involving shares issuance of up to 213,660,000 shares representing approximately 30% of the existing total number of issued shares (excluding treasury shares).

### **Projects & Infrastructure**

- Acted as one of the Malaysian counsel for Trina Solar Investment Pte Ltd tender from Sarawak Energy Berhad for a 71 megawatt (MW) floating solar photovoltaic (FPV) project in Batang Ai, which will constitute the first large-scale FPC project to be built in Sarawak, particularly on the joint venture agreement and other legal matters specific to the Malaysian aspects for the transaction.
- Advised Terminal Bersepadu Gombak Sdn Bhd on its construction of the Gombak Integrated Transport Terminal (with 25 years concession contract) which upon completion, will be a major transportation hub for operations of the eastbound intercity buses and taxis.
- Advised Loken Group on its proposed development of a renewable energy complex, which will cover multiple bio-refineries including the initial phase of a Sustainable Aviation Fuel (SAF) refinery.

### **Banking & finance**

- Advising the foreign shareholders of a Malaysian subsidiary on the financing structure (particularly, the security documents) pertaining to a borrowing from a foreign financial institution, including the relevant application for foreign exchange administration's approval;
- Advised an international financial institution on a corporate loan of USD25,500,000.00 granted to the borrower based in China secured by assets of the borrower's Malaysian subsidiaries;
- Advised a UK-based financial institution on a corporate loan in respect of a development loan of GBP22,000,000.00 granted to a UK borrower which is secured by assets of the borrower's Labuan shareholders; and
- Advised a US-based listed company on accession agreements (in respect of Malaysian legal compliance) in respect of accession of corporate guarantees for £850,000,000.00 credit facility arranged by financial institutions located in various jurisdiction to Malaysian companies.

### **Commercial transactions**

- Advised a Malaysian Peer-to-Peer financing company (one of the first six licence holders approved by Securities Commission as a P2P financing company), with its holding company based in US, particularly in respect of its security documentation and structure;
- Advised a Malaysian-based manufacturer on distributorship agreements with its various Australian-based suppliers of pre-engineered polyurethane building material, composite insulated panel and composite insulated roofing panel;
- Advised the following companies on shareholder agreements, including –
  - A special purpose vehicle company incorporated in Malaysia jointly held by a Malaysian public listed company and a reputable developer to jointly develop parcels of lands in Klang Valley;
  - Group of companies controlling a chain of aesthetic clinics primarily involved in the business of provision of medical services, consultation and treatment;
  - Various oil & gas equipment, products and service provider companies incorporated in Malaysia, of which the shareholding structure includes Bumiputera participation due to licensing requirements;



- A special purpose vehicle company incorporated in Malaysia, jointly held a major automotive manufacturer in China and an automotive manufacturing company in Malaysia, for the purposes of carrying out business of designation, research and development, assembly, manufacture and sales of instrument panels, floor consoles and door trims (single part and module) and related components for vehicles in Malaysia; and
- A technology company of which the shareholders include major venture capitalists from SEA region.

#### **Real estate**

- Advising and structuring acquisition and disposal of lands / real property companies including, inter alia, the following transactions –
  - Disposal of multiple estate lands via liquidation process for aggregate value of approximately RM150 million;
  - Disposal of adjoining lands in Klang Valley to a property developer in Klang Valley for aggregate value of approximately RM150 million;
  - Disposal of real property company in Johor Bahru to foreign investors for \$10 million and on the structure of the disposal;
  - Disposal of assets / lands of a liquidated company in Klang Valley for consideration sum of RM12 million;
  - Acquisition of a parcel of land by a reputable developer in Klang Valley for consideration sum of RM10 million; and
  - Disposal of lands in Nilai, Negeri Sembilan for consideration sum of RM2.5 million.



## Pang Chiaw Wei

Senior Associate, Corporate & Commercial

### Contact

O : +603-6207 9000

M : +6016-783 3225

E : chiawwei

@danielwong.com.my

W : www.danielwong.com.my

A : D4-1-6, Block D4,  
Solaris Dutamas,  
No.1 Jalan Dutamas 1,  
50480 Kuala Lumpur

### Qualification

Advocate & Solicitor, High Court of Malaya

Bachelor of Laws (Hons),  
University of Leeds

### Languages

English

Malay

Mandarin

## Background

Chiaw Wei holds a Bachelor of Laws (Hons) Degree from the University of Leeds and obtained a Certificate in Legal Practice in 2018. She completed her pupillage in the firm under the tutelage of Kenneth Wong and was called to the Malaysian Bar in 2019.

Chiaw Wei's practice is focused on a wide range of corporate transactions which include domestic and cross-border mergers & acquisitions, joint ventures as well as legal and regulatory compliance across various industries. Chiaw Wei has considerable experiences in due diligence practices and procedures for mergers and acquisitions and other corporate proposals. Her practice also includes providing legal advice and assistance in respect of commercial transactions.

Chiaw Wei also regularly advises on real property transactions including sale and purchase agreements, tenancies as well as financing vis-a-vis residential and commercial properties.

## Notable transactions & experiences

### Mergers & acquisitions

- Assisted in conducting purchaser's legal due diligence, drafting and negotiating transaction documents and advising on regulatory compliance and approvals in relation to The University of Nottingham's acquisition of 66.41% shares held by Boustead Holdings Berhad in The University of Nottingham in Malaysia Sdn Bhd, for a cash consideration in RM equivalent to £23,500,000;
- Assisted in advising Sweetmag Solutions (M) Sdn Bhd in its allotment of majority shares to a Malaysian listed entity, GDEX Berhad. The transaction entailed a combination of the following exercises, namely for GDEX Berhad to purchase an agreed percentage of shares in Sweetmag Solutions (M) Sdn Bhd from the existing major shareholder and simultaneously, for GDEX Berhad to subscribe for an agreed percentage of shares in Sweetmag Solutions (M) Sdn Bhd, of which the number of shares ultimately held by GDEX Berhad to be collectively at 51% of the enlarged shares in Sweetmag Solutions (M) Sdn Bhd.
- Assisted in conducting purchaser's legal due diligence, drafting and negotiating transaction documents and closing of transactions in relation to an acquisition of the entire business and assets of multiple pest control and hygiene services companies by a Malaysian subsidiary of a London Stock Exchange listed company;
- Assisted in preparing legal documents and advising one of the major key players specializing in manufacturing of premium quality halal frozen meat and non-meat based products on the merger of the holding company and its wholly-owned subsidiary company; and
- Assisted in advising numerous acquisitions and disposals involving companies specializing in different industries such as web design, pharmaceutical, automotive and etc.

### Capital market transactions

- Assisted in conducting legal due diligence, preparing legal documents and advising Kejuruteraan Asastera Berhad, a company listed in Main Market of Bursa Securities and providing electrical and mechanical engineering services in Malaysia, in a corporate exercise involving share split and bonus issue of up to 881,927,638 warrants;
- Assisted in conducting legal due diligence, preparing legal documents and advising Kejuruteraan Asastera Berhad, a company listed in Main Market of Bursa Securities, in a corporate exercise involving private placement of up to 169,180,000 new ordinary shares, representing 10% of the existing total number of issued shares (excluding treasury shares), to independent third-party investor(s); and
- Assisted in conducting legal due diligence, preparing legal documents and advising Axteria Group Berhad, a company listed in Main Market of Bursa Securities, in a corporate exercise involving shares issuance of up to 213,660,000 shares representing approximately 30% of the existing total number of issued shares (excluding treasury shares).

### Banking & finance

- Assisted in reviewing security documents, issuing opinion and advising a UK-based financial institution on a corporate loan in respect of a development loan of GBP22,000,000.00 granted to a UK-based borrower which is secured by assets of the borrower's Labuan shareholders.

### **Commercial / Project & Infrastructure**

- Assisted in advising Trina Solar Investment Pte Ltd in respect of its successful tender from Sarawak Energy Berhad for a 71 megawatt (MW) floating solar photovoltaic (FPV) project in Batang Ai, which will constitute the first large-scale FPC project to be built in Sarawak, particularly on the joint venture agreement and other legal matters specific to the Malaysian aspects for the transaction.
- Assisted in advising Terminal Bersepadu Gombak Sdn Bhd on its construction of the Gombak Integrated Transport Terminal (with 25 years concession contract) which upon completion, will be a major transportation hub for operations of the eastbound intercity buses and taxis.
- Assisted in advising and drafting shareholders agreement involving companies specializing in different industries including oil & gas, pharmaceutical & medical services, human health services, perfumeries & cosmetics and etc.
- Assisted in advising and drafting land purchase and joint venture agreement for a Malaysian developer in an acquisition of portion of a land and an unincorporated joint venture arrangement with the other land owner in a land development in Klang Valley.
- Assisted in advising and drafting local and cross-border distributorship agreement for companies involving in the distribution of spices, food products and perfumeries & cosmetics.
- Assisted in advising and preparing ICPS share subscription and shareholders' agreements in relation to a Series A funding involving a technology company of which the investors include major venture capitalists across SEA region.
- Assisted in advising and structuring option arrangements involving multiple nominee shareholder arrangements.
- Assisted in drafting of other commercial agreements including service agreements, employment agreements, non-disclosure agreements, deed of trust and etc.

### **Regulatory compliance**

- Advising a PRC subsidiary of a Chinese state-owned energy conglomerate in relation to a suitable legal establishment and the relevant regulatory compliance regime for undertaking EPC projects in Malaysia.
- Advising a Malaysian-incorporated subsidiary of a French food services and facilities management company in relation to all applicable regulatory compliance for carrying on business in Malaysia.

### **Real estate**

- Advising and preparing legal documents in relation to the sale and purchase of properties in Malaysia involving individuals and companies, including sale and purchase agreement, memorandum of transfer, lodgment and withdrawal of private caveat, stamp duty and real property gains tax and etc.
- Advising and assisting in property loan and financing transactions for individuals and companies, including preparation of financing agreements, registration and discharge of charge and etc.
- Advising and drafting tenancy agreements of residential & commercial properties for local and foreign individuals and companies.



## Chermaine Chen Yinn Li

Associate, Corporate & Commercial

### Contact

O : +603-6207 9000

M : +6012-330 8753

E : [chermaine@danielwong.com.my](mailto:chermaine@danielwong.com.my)

W : [www.danielwong.com.my](http://www.danielwong.com.my)

A : D4-1-6, Block D4,  
Solaris Dutamas,  
No.1 Jalan Dutamas 1,  
50480 Kuala Lumpur

### Qualification

Advocate & Solicitor, High Court of Malaya

Barrister-at-Law, The Honourable Society of the Middle Temple

Bachelor of Laws (Hons), Cardiff University

### Languages

English

Malay

## Background

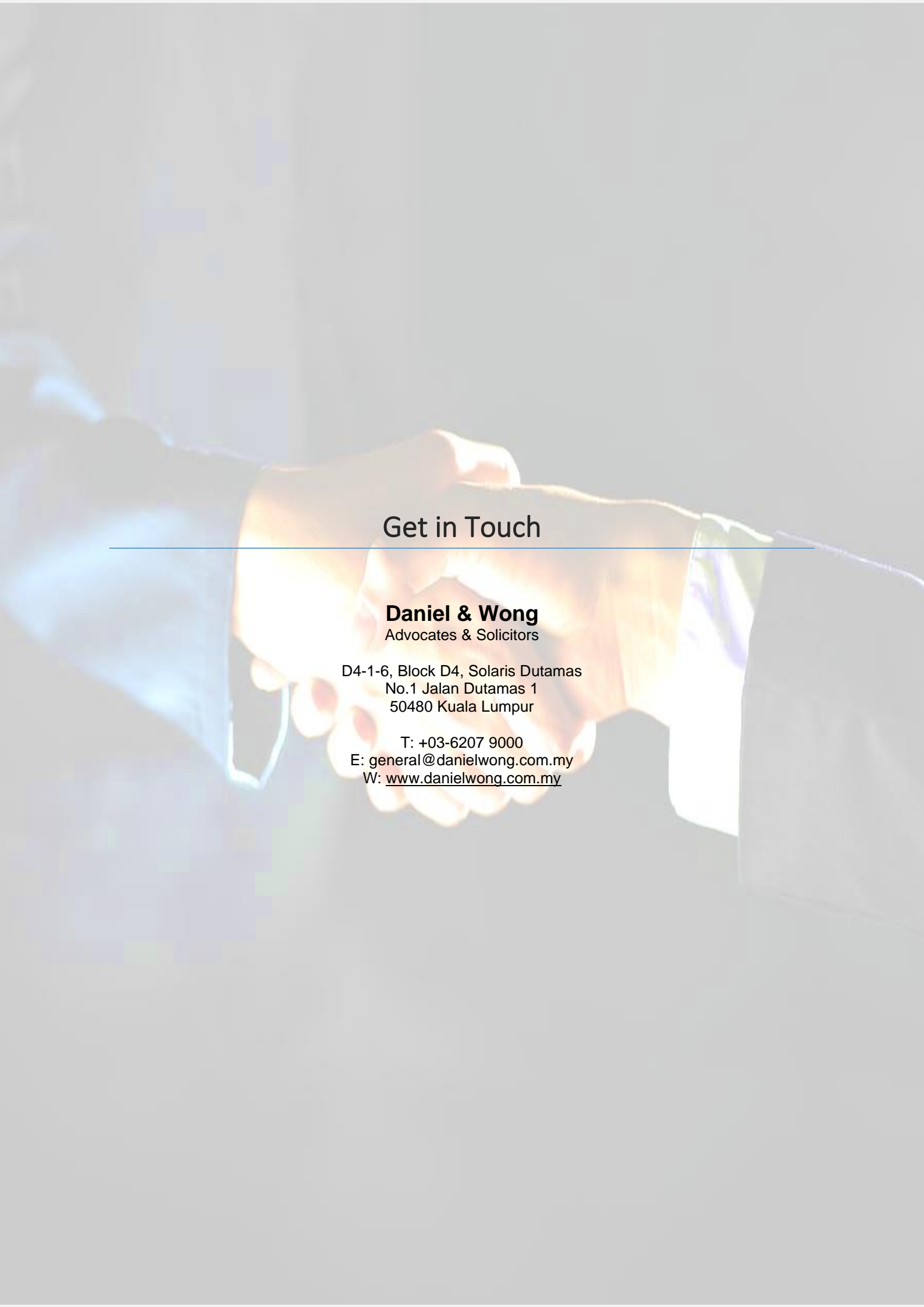
Chermaine Chen Yinn Li's practice mainly focuses on corporate and commercial transactions. The scope of her practice encompasses corporate advisory and regulatory compliance amongst others. She has assisted with several due diligence exercises for Malaysian companies and has advised on the process of obtaining licences from the relevant regulators.

Prior to joining Daniel & Wong, Chermaine was an in-house legal and compliance counsel for a company in the capital markets industry. She was responsible for legal related matters including but not limited to litigation matters, advising the various departments, reviewing contracts, advising on employment law, assisting in applying for licences and managing the company's trademark portfolio. As for compliance, she was responsible for the company's regulatory reporting, planning of the annual general meeting, handling of the board meetings as well as other compliance monitoring duties. During her tenure, she also successfully completed two modules of the Securities Commission Licensing Exams, namely Fund Management (Module 9) and Compliance (Module 10).

Chermaine graduated with a Bachelor of Laws (Hons) from Cardiff University and was called to the Bar at the Honourable Society of the Middle Temple in 2018. She was called to the Malaysian Bar in 2019. Subsequently, she did her pupillage in a team specialising in M&A and practised for a year in a law firm specialising in entertainment law before her in-house stint.

## Notable transactions & experiences

- Assisted in the legal due diligence, preparation of due diligence report and acquisition of business and assets agreement involving acquisition of companies in the pest control and hygiene sectors;
- Assisted in advising Loken Group on its proposed development of a renewable energy complex, which will cover multiple bio-refineries including the initial phase of a Sustainable Aviation Fuel (SAF) refinery
- Advised a company on the applicable data privacy laws in Malaysia and the price control and profiteering laws in Malaysia;
- Assisted in the advising of local licensing requirements for a company offering services in the food, transportation, hospitality, childcare, fitness and retail sector;
- Assisted in advising a UK-based client on the termination mechanism in a distribution agreement, review of distribution agreement, review of letter of intent;
- Assisted in the drafting and reviewing of agreements including distribution agreement, purchase agreement, shareholder agreement, software and maintenance agreement;
- Advising and drafting sale and purchase agreements and preparing the ancillary documents including memorandum of transfer, lodgment and withdraw of private caveat forms, consent to transfer forms;
- Co-wrote the Malaysian chapter in the first edition of the International Comparative Legal Guides: Digital Business 2020;
- Assisted in conducting legal due diligence, preparing legal documents and advising Axteria Group Berhad, a company listed in Main Market of Bursa Securities, in a corporate exercise involving shares issuance of up to 213,660,000 shares representing approximately 30% of the existing total number of issued shares (excluding treasury shares);
- Assisted in advising Sweetmag Solutions (M) Sdn Bhd in its allotment of majority shares to a Malaysian listed entity, GDEX Berhad. The transaction entailed a combination of the following exercises, namely for GDEX Berhad to purchase an agreed percentage of shares in Sweetmag Solutions (M) Sdn Bhd from the existing major shareholder and simultaneously, for GDEX Berhad to subscribe for an agreed percentage of shares in Sweetmag Solutions (M) Sdn Bhd, of which the number of shares ultimately held by GDEX Berhad to be collectively at 51% of the enlarged shares in Sweetmag Solutions (M) Sdn Bhd; and
- Assisted in advising Trina Solar Investment Pte Ltd in respect of its successful tender from Sarawak Energy Berhad for a 71 megawatt (MW) floating solar photovoltaic (FPV) project in Batang Ai, which will constitute the first large-scale FPC project to be built in Sarawak, particularly on the joint venture agreement and other legal matters specific to the Malaysian aspects for the transaction.



## Get in Touch

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**Daniel & Wong**  
Advocates & Solicitors

D4-1-6, Block D4, Solaris Dutamas  
No.1 Jalan Dutamas 1  
50480 Kuala Lumpur

T: +03-6207 9000  
E: [general@danielwong.com.my](mailto:general@danielwong.com.my)  
W: [www.danielwong.com.my](http://www.danielwong.com.my)