



**DONNY & ONG**  
ADVOCATES AND SOLICITORS  
柯王律师事务所

NOVEMBER 2022

# Donny & Ong

Firm Profile 2022

Corporate Commercial



Presented by  
**Donny & Ong**  
Corporate Commercial Team

# Our Team

Our corporate commercial team not only delivers but we aim to execute every deal most efficiently. We have been serving clients across the commercial spectrum, both domestic and international corporate clients.

## Corporate Commercial Department



**Donny Kwa**  
FOUNDER & PARTNER



**Ong June Siang**  
FOUNDER & PARTNER



**Gillian Chew**  
PARTNER



**Kiranjit Kaur**  
PARTNER



**Jacqueline Goh**  
ASSOCIATE



**Lee Le Xin**  
ASSOCIATE



**Shawn Lim**  
ASSOCIATE

# About our Corporate Commercial Team

Our corporate commercial team has vast experience in advising clients from various fields and disciplines, whether high-net worth individuals or start-ups, private limited companies or public listed companies. Our professional work spans from providing pre-transactional advice to stepping in as a problem-solver when there is any impending corporate dispute. Throughout our years of practice, we have been involved in multiple transactions (acting for both investors and investee companies) for fund raising purposes and our team members are also equipped with skills for handling shareholders' disputes whenever a deadlock arises. The conduct of legal due diligence for various corporate exercises on behalf of individual and corporate clients (local and foreign) is also part of our practice.

Some of the examples of corporate commercial agreements we normally advise and prepare include shares sale and purchase agreements, joint venture agreements (incorporate or unincorporated), share subscription agreements (equity or hybrid investment instruments), shareholders agreements, settlement agreements, employment agreements, non-disclosure agreements, proprietary rights agreements, licensing agreements and supply of services agreements, stakeholder agreements, trademark licence agreements, exclusive distributorship and supply agreements, and any ancillary corporate commercial agreements.

At Donny & Ong, our team hides a shrewd business acumen. We strive to deliver pragmatic solutions to all your corporate exercises and transactions, doesn't matter the size or value.



## Mergers and Acquisitions

- Acted for and advised a foreign-owned investment entity in their investment by way of irredeemable convertible preference shares of up to RM10 million in a Malaysian start-up private company principally carrying out the business of providing co-working space.
- Acted for and advised a Malaysian public company involved in the business of property development with regards to its investment by way of an unincorporated joint venture with a Malaysian private company principally carrying out the business of providing premium co-working space.
- Acted for and advised on the structuring and documentation in respect of the acquisition of 100% equity interest in an oil and gas related company, providing field of non-destructive testing, professional manpower supply and inspection engineering services.
- Acted for and advised on the investment worth RM6 million by a high net-worth individual by way of subscription of redeemable convertible preference shares in a motor vehicle trading business.
- Acted for and advised on the investment in an airline company based in Malaysia and the proposed acquisition of shares with due diligence work involved throughout to the process.
- Acted for and advised on in the negotiations pertaining to the acquisition of shares in a Malaysian company involved in technology businesses.
- Acted for and advised on the sale of shares in a Malaysian company which is a leading mobile social gaming and networking application and platform provider.
- Acted for and advised a Malaysian group of companies principally carrying out waxing business in Malaysia in respect of the disposal of shares and its subsequent corporate restructuring.
- Acted for and advised a group of individual on the acquisition of a leading supplier of diving, snorkeling and related equipment, which involved negotiation, due diligence and preparation and drafting of definitive agreements.
- Acted for and advised two individuals on the acquisition of a real estate company which owned real estate that was leased to a leading oil and gas company for the operation of a petrol station, which involved negotiation, due diligence, preparation and drafting of definitive agreements and attendance to completion matters.
- Acted for and advised a semi-conductor foundry company in China on its plans of subscribing to shares in a foundry company in Malaysia.
- Advised an organization in Singapore on the asset purchase of a company dealing with manufacture of metal framework.
- Advised an oil and gas corporation from UK on the regulatory aspects of a joint venture arrangement with a corporation in Malaysia and conducted due diligence to facilitate the arrangement.
- Involved in the negotiations on the merger of the investment banking business of two Malaysian financial institutions resulting in the merged entity being the largest investment bank in Malaysia in April 2013.
- Involved in the negotiations on the formation of a strategic partnership between a Malaysian life insurance company and global insurance services provider from the United States of America.

## OUR EXPERIENCES

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- Advised a global solar energy company in US on the effects and consequences of reorganization of its international corporate structure to its Malaysian subsidiaries and whether such a reorganization would jeopardize its regulatory licences.
- Acted for and provided transaction advisory and due diligence work for a Malaysian commercial fuel reseller in relation to its acquisition of a Malaysian company providing airport ground handling services.
- Acted for and advised on the acquisition of a local entity with its principal business of trading scuba diving equipment and related accessories with due diligence work carried out concurrently.
- Acted for and advised on the acquisition of business and assets of a Malaysian based company in the oil and gas industry.
- Acted for and advised Malaysian high net worth clients in respect of their investments in an Indonesian public listed company and assisted in all matters relating to this cross-border investment transaction carried out by way of subscription of callable preferred shares.
- Advised on the due diligence in respect of the establishment of the first Shariah-compliant stapled Real Estate Investment Trust (“REIT”) in Malaysia and its listing on the Main Market of Bursa Securities.
- Advised on the due diligence in respect of the listing of a property development company on the Main Market of Bursa Securities.
- Advised on the due diligence in respect of the listing of the largest palm oil producer and oil palm operator (based on planted hectares) on the Main Market of Bursa Securities.
- Advised on the due diligence of the acquisition of investment banking businesses, asset management and futures businesses of a Malaysian financial institution.
- Assisted in the completion of the share sale agreement and conducting due diligence of a company in its acquisition of an Australian-based jewelry subsidiary company in Malaysia.
- Acted for and advised on the due diligence in respect of the investment in an airline company based in Malaysia and its proposed acquisition of shares by a foreign company.
- Acted for and conducted legal due diligence exercise and advised on the submission for a proposed listing of a People’s Republic of China based company, principally involved in the electronic commerce business, on the Main Board of the Stock Exchange of Hong Kong, in respect of its Malaysian subsidiary.
- Acted for and conducted legal due diligence exercise on behalf of a local entity for the acquisition of a foreign quoted in OTC Market, United States with its principal business of providing payment solutions.
- Acted for and conducted due diligence exercise on behalf of a foreign company for the acquisition of an interconnect business optimization solution provider company in Malaysia.
- Acted for and conducted due diligence in respect of a sale of oil and gas assets by a Malaysian-based multinational conglomerate.
- Involved in the negotiations and advised a Singapore company, which in turn is a subsidiary of a Dubai major oil company in its acquisition of rights to develop a semi-constructed storage.

## Commercial Transactions

- Advised the Malaysian subsidiary of an international e-payment service provider company established in Shenzhen, People's Republic of China, particularly with regards to its payment gateway platform, on their outsourcing agreement, their terms of use as well as their privacy policy.
- Acted for and advised a Malaysian licensed payment solutions provider in respect of its master merchant arrangement in relation to its payment facilitation services to merchants at large and its trust arrangement with a Malaysian trust company.
- Acted for and advised a Malaysian property and real estate technology company in its business and corporate structuring.
- Advised Malaysian electricity generator and distributor on matters regarding its operations, management and maintenance of its electricity generating plants.
- Facilitated and assisted a technology company from the People's Republic of China in relation to subscription of convertible debentures issued by a company in Singapore.
- Advised an international money express corporation on rectification of its register of shares and subsequent sale of shares to an international organisation.
- Advised a Labuan-based financial organisation on the best method of winding up its organization pursuant to the Labuan Companies Act 1990 and Companies Act 1965.
- Advised a company on compliance issues and other matters related to its submission to Bank Negara Malaysia for registration as an electronic money issuer.
- Advised an e-commerce company on matters related to direct sales legislations and e-commerce regulations which encompassed organizing and attending to meetings with officers from the Services Industry Division of the Ministry of Domestic Trade and Consumer Affairs in Putrajaya.
- Advised a China-based company on matters related to their response to a request for proposal (RFP) by a leading banking institution in Malaysia and attended to negotiations with the banking institution to resolve matters related thereto.
- Drafted a data management agreement for a start-up company in the field of property technology.
- Preliminary advice to a local public listed company involved in the business of building of telecommunication towers in its venture into the South East Asia region.
- Drafted a master supply and services agreement for the supply of data migration software and hardware by a China-based company to a leading banking institution in Malaysia.
- Drafted master merchant agreement in relation to payment facilitation services rendered by a licensed payment solutions provider to multiple payment network providers and merchants.
- Drafted trust deed for submission to Bank Negara Malaysia between a trust company and a licensed payment solutions provider in relation to establishment of a trust bank account for management of monies paid by and to users of the payment solutions provider's payment services

## OUR EXPERIENCES

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- Drafted a collaboration agreement in relation to electronic money services between a licensed e-money operator and a city council in East Malaysia.
- Assisted with the preparation and drafting of employment contracts to be adopted as master versions for a corporate client involved in the information technologies sector.
- Provided written opinion to an international organisation on the prospect and option of setting up a medical laboratory and using digital imaging technology in Malaysia.
- Drafted cross border joint venture agreements relating to the expansion of business by a Malaysian subsidiary of a China company into Indonesia and Vietnam, collaboration of which involves a number of ventures related to an online platform service and application.
- Involved in the advisory work for a Malaysian company engaging in medical diagnostics and clinical research in respect of the proposed joint venture arrangement with a private company to run a mobile laboratory.
- Drafted a memorandum of agreement in respect of the on-boarding of multiple security companies onto an online marketplace making available various security-related services.
- Involved in the legal advisory work for a group of companies based in Canada, carrying out business as an acquirer of international communications and media software businesses, with respect to a wide range of corporate, compliance and employment matters concerning its Malaysian subsidiaries.
- Acted for and advised a Malaysian master licensee of a People's Republic of China based food and beverage chain store on its expansion plans and their territorial licence matters in Malaysia.
- Acted for and advised on the shareholding structure amongst a group of dental practitioners as well as their business expansion plans in respect of their dental clinics operating within Malaysia.
- Advised a Japanese based retail corporate group on its corporate matters related to their presence in Malaysia.
- Advised one of the world's largest food company on the establishment of its presence in Malaysia.
- Acting and advising a private company in Malaysia carrying out the business of pharmaceutical chain / outlets in respect of their business expansion within Malaysia (principally on the issues pertaining to the franchising model in Malaysia).
- Advised a Malaysian group of companies operating a chain of beauty waxing treatment centers on matters related to its trademark / branding protection.
- Advised a Malaysian group of companies operating beauty waxing and lash business on the expansion of its business operation within and outside of Malaysia.
- Attended to negotiations with the legal and management team of a leading developer in Indonesia in respect of the investment into a luxury residence and resort in Bali, Indonesia.
- Drafted a cultivation agreement for a project relating to the research and cultivation of rock melons between two parties involving a state land.
- Drafted 11 sets of sale and purchase agreements, rental guarantee agreement and buyback agreement in respect of the investment of a Labuan company into a luxury residence and in Bali, Indonesia.

## OUR EXPERIENCES

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- Acted for and advised a Malaysian based client on its application with the Ministry of Tourism, Arts and Culture for the in-bound and out-bound tour agency licence.
- Drafted a license agreement and management agreement in respect of the operation, maintenance and commercialization of the Agarwood produce at a plantation in Perak.
- Advised and acted for a Malaysian company on its joint-venture arrangement with a Japanese developer on its property development in Osaka, Japan.
- Advised and assisted a Malaysian private company in its money lending licence application towards its successful procurement of the money lending licence.
- Advised and acted for another Malaysian money lending licensed company on its money lending agreements with a corporate borrower with principal business in the real estate industry.
- Involved in drafting and preparation of supply services agreement for a Hong Kong based company relating to its engagement for original design manufacturing (ODM) supply services for food supplements and health related products.
- Assisted and advised a Malaysian private company on matters regarding the expansion of its Japanese restaurant business.
- Assisted a Malaysian company running a restaurant business in Kota Kinabalu, Sabah in respect of its fundraising exercise by way of issuance and allotment of ordinary shares to an investor.
- Assisted in the completion of the share sale agreement and the subscription of share agreement for a public listed company in its subscription of shares in a leading shopping mall developer in Malaysia.
- Assisted and advised a Malaysian real estate and property company in the preparation and drafting of a shareholders' agreement involving a group of shareholders from Peninsular and East Malaysia.
- Assisted in the preparation and drafting of business guidelines for its subsidiary company in Malaysia of a multi-level marketing (MLM) company based in Taiwan.
- Involved in the preparation and drafting of legal documents such as terms and conditions for the sale of goods and services and anti-bribery and anti-corruption policy.
- Acted for and advised a Malaysian licensed payment solutions provider in respect of its terms of use and privacy policy matters.
- Involved in drafting of terms and use, privacy policy and business templates including registration forms and consent forms for a beauty retail chain in Malaysia.
- Involved in advisory work relating to statutory compliances, rules and regulations to establish a franchise business model in Malaysia.
- Advised on personal data protection related matters including drafting and reviewing forms and documents for end users as well as conducted compliance exercises on the Personal Data Protection Act.



## Projects and Construction

- Advised a People's Republic of China based main contractor in respect of its joint venture with a Malaysian based developer for its development of apartments to be built at Salak South, Kuala Lumpur and act as the lead counsel for the negotiation amongst the main contractor, sub-contractor and the developer.
- Advised a Hong Kong owned development company incorporated in Malaysia in respect of its development of a service apartment to be built at the Bukit Bintang district of Kuala Lumpur, and actively involved in the negotiation with a People's Republic of China based construction company (with headquarters located at Shenzhen) on the letter of award and the PAM Contract 2006 for the construction of the development (on-going project).
- Advised a nominated sub-contractor on its options against an employer and main contractor for non-payment of monies for work done in respect of the Construction Industry Payment and Adjudication Act 2012 and other settlement structures.
- Advised a local main contractor on its letter of award in respect of the execution and completion of earthwork and related works for the housing development located in Pahang.
- Involved in the drafting of letter of award, contracts and ancillary agreements related to PAM Standard Form of Building Contract.
- Drafted and reviewed settlement agreements, cause papers pursuant to Construction Industry Payment and Adjudication Act 2012 and other related correspondences between Peri Formwork Malaysia Sdn Bhd and its creditors.
- Advised a private company in Malaysia, which company was granted with a state lease concession to manage and commercialize an Agarwood plantation, on the various corporate structures available for the commercialization of its concession.
- Involved in arbitration proceedings and adjudication claim under Construction Industry Payment and Adjudication Act 2012 over a RM20 million claim by a well-known construction company.
- Assisted in an international arbitration under the ICC Rules of Arbitration conducted at the Singapore International Arbitration Centre.
- Involved in the drafting of letter of award, contracts and ancillary agreements related to PAM Standard Form of Building Contract.
- Advised on concessions granted for government projects and initiatives including drafting and negotiating memorandums of understanding and concession agreements with the relevant ministry and the Government of Malaysia in relation to a bumiputera entrepreneur programme for agricultural industry.

## Equity Capital Market

- Acted for and advised a renowned Malaysian real property developer listed on the Main Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**") in respect of an equity investment of up to RM47 million by an established Japanese real property development group (listed on the Tokyo Stock Exchange), in its wholly-owned subsidiary company.
- Acted for and advised on the submission for a proposed listing of a People's Republic of China based company, principally involved in the electronic commerce business, on the Main Board of the Stock Exchange of Hong Kong, in respect of its Malaysian subsidiary.
- Acted for and advised a local entity for the acquisition of foreign quoted shares in the OTC Market, United States with its principal business of providing payment solutions.
- Acted for and advised on the internal restructuring of a public company and its group of companies primarily carrying out business in real estate industry, with an objective to be listed on the Stock Exchange of Hong Kong Limited or Singapore Exchange Limited.
- Advised a Malaysian based diversified company operating in the power generation, resources and property sector, listed on the Main Market of Bursa Securities on its rights issue exercise involving the subscription option in Ringgit or in United States Dollar.
- Advised a MSC status company engaged in the provision of staffing, business process outsourcing and consultancy services, and listed on the Main Market of Bursa Securities, as the offeree, in respect of the takeover of its shares by its substantial shareholder.
- Advised a People's Republic of China company as its Malaysian counsel in its investment in a PN17 company listed on the Main Market of Bursa Securities, by way of subscription of shares and rights issue coupled with debt restructuring.
- Advised a port management, logistics and coal handling company listed on the Main Market of Bursa Securities, as the offeree, in respect of the takeover of all its shares by the local electric utility company.
- Advised a Malaysian property development company listed on the Main Market of Bursa Securities, as the offeror, in respect of the takeover of all shares in another Malaysian property development company listed on the Main Market of Bursa Securities.
- Advised a private equity firm in the acquisition of shares and the subsequent takeover of all remaining shares in a company involved in the private higher education sector, listed on the Main Market of Bursa Securities.
- Advised on the rights issue exercise of a Malaysian financial institution.
- Advised on the listing of a Malaysian based oil & gas special purpose acquisition company on the Main Market of Bursa Securities.
- Involved in the corporate restructuring and the subsequent listing of a Malaysian based retail media provider and in-store media advertising company on the Catalist board of the Singapore Exchange Securities Trading Limited.

## OUR EXPERIENCES

- Involved in the submission for a proposed listing (including drafting of the prospectus) of a Singapore based company carrying out business as an automotive dealer and integrated financing provider on the Growth Enterprise Market of the Stock Exchange of Hong Kong.
- Involved in the submission for a proposed listing of a Singapore based luxury massage chair manufacturer as well as its tea and nutritional product group of companies, on the Main Board of the Stock Exchange of Hong Kong, in respect of its Malaysian subsidiaries.
- Acted for and advised on the submission for a proposed listing of a People's Republic of China based company, principally involved in the electronic commerce business, on the Main Board of the Stock Exchange of Hong Kong, in respect of its Malaysian subsidiary.
- Acted for and advised on the negotiation, due diligence, pre-completion and completion for the disposal of Platinum Sentral by Malaysian Resources Corporation Berhad to Quill Capita Trust, a Real Estate Investment Trust (REIT).
- Acted for and advised Malaysian Resources Corporation Berhad's subscription of shares in Kwasa Development (2) Sdn Bhd, a special purpose vehicle incorporated for the development of the Kwasa Damansara Township.



# Contact us

Contact our core team and schedule a meeting.



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