

NIK HUSSAIN & PARTNERS

Advocates & Solicitors
Kuala Lumpur, Malaysia

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THE FIRM

The Firm was founded as a partnership (exempt from registration) and constituted in August 1973 as Ibrahim, Tan & Abdullah. In 1975, Datuk Nik Hussain bin Nik Ali joined the Firm and the Firm changed its name to Nik Hussain, Ibrahim, Tan & Abdullah. Subsequently by October 1986, the Firm became known by its present name of Nik Hussain & Partners.

As at 1st January 2021, Datuk Nik Hussain bin Nik Ali and Ms Chan Mo Lin have become Consultants of the Firm. The Partners of the Firm are currently:-

1. Dato' Yeap Yu Lin
2. Mr Chong Yew Kong
3. Mr Foo Sek Jek
4. Ms Loo Poey Teng
5. Mr Tan Kok Thong
6. Ms Vivian Kuan Hui Xian
7. Mr Loo Kai Teik
8. Ms Katherina Karvin Wee Su Yen

The Partners are supported by five (5) Associates and another thirty (30) Staff, many of whom are very experienced in their areas of specialisation.

The Firm has a Professional Indemnity Insurance coverage for RM20,000,000.00 (Ringgit Malaysia Twenty Million Only).

OUR PRINCIPAL ACTIVITIES / SERVICES

The Firm has three (3) main departments, namely Corporate, Real Estate and Litigation. Besides the three main departments, the Firm also has a trademark and intellectual property section and offers company secretarial services.

Since inception the Corporate Department has acted for many onshore and offshore banks and investment/merchant banks in respect of syndicated facilities, infrastructure projects and privatisation financing, contracts financing, shipping financing, capital market instruments and Initial Public Offers including carrying out due diligence. The Corporate Department is on the panel of several Islamic banks and has been actively involved in drafting template documents for the respective Islamic banks. Where required, the Firm has from time to time consulted specialists in Islamic finance matters who are advisors on the Board of Financial Institutions and statutory bodies in Islamic finance.

The Litigation Department has several portfolios:-

- (1) general litigation in respect of which we are engaged by mainly corporate clients for commercial disputes ie. breach of trust, contractual dispute, negligence, landlord-tenant and injunctive matters;
- (2) banking litigation where we are engaged by financial institutions in respect of recovery works, including enforcement and insolvency proceedings and recovery in respect of Islamic financing;

- (3) probate matters, court applications for estates advising and acting in respect of disputes arising therefrom.

The Litigation Department also handles industrial relations and labour law disputes, and divorce and family matters as well.

The Real Estate Department focuses primarily on:-

- (1) property transactions which could involve commercial properties and retail properties;
- (2) joint ventures in respect of property and other development;
- (3) developer conveyancing and retail banking transactions, and the Firm has drafted non-standard Deed of Mutual Covenants for developers and provided advice from time to time;
- (4) probate matters, obtaining court orders and transferring properties to beneficiaries;
- (5) Islamic financing in respect of real estate matters. The Firm has been actively involved in drafting standardised Islamic financing documents for adoption by financial institutions and banks.

OUR CONSULTANTS

1. **DATUK NIK HUSSAIN BIN NIK ALI**, D.J.M.K., P.M.K., Barrister-at-Law, Lincoln's Inn, London
Datuk Nik Hussain qualified in 1960 and was in the Judicial and Legal Service for 18 years until 1974 when he left the service to enter into private practice. He had previously served as Assistant District Officer, Magistrate, President Sessions Court, Senior Federal Counsel, Deputy Parliamentary Draughtsman and his last post with the Government was Registrar of Companies. He joined the Firm as a Partner in 1975. He specialises in company law and was sitting on the board of several public listed companies until his 70th birthday.
2. **CHAN MO LIN** (Miss), LL.B., Singapore
Ms Chan qualified in 1971 from the University of Singapore and worked in Shook, Lin & Bok as a Legal Assistant until 1973. She was one of the Founder Partners of the Firm in 1973. She has extensive experience in merchant banking and loan syndication documents, civil litigation and property transactions.

OUR PARTNERS

1. **DATO' YEAP YU LIN**, D.I.M.P., A.M.N., Barrister-at-Law, Gray's Inn, London
Dato' Yeap qualified in 1974 from Gray's Inn, London and was called to the Malaysian Bar in 1975 and has practised at the Firm since her call. She has extensive experience in commercial banking, merchant banking, capital markets instruments and privatisation projects. Her portfolio also includes corporate matters and she has also been involved in drafting Islamic banking documents as set out below. She has attended several conferences and participated in workshops relating to Islamic finance and Sukuk instruments.
2. **CHONG YEW KONG**, LL.B. (Hons) Malaya
Yew Kong graduated from University of Malaya in 1991. He was called to the Malaysian Bar in 1992 and has practised at the Firm since his call. His portfolio includes inter alia mergers and acquisitions, sales and acquisitions of land and other real properties, corporate, commercial and investment banking including contracts and shipping financing and Labuan banking, capital market transactions and Islamic banking. He oversees legal due diligence exercises required in his corporate work. He has attended several conferences and participated in workshops relating to Islamic finance and Sukuk instruments.
3. **FOO SEK JEK**, B.EC LL.B, (Macquarie University) Australia
Jek graduated in 1993 with degrees in law and accounting from Australia. He was called to the Malaysian Bar in 1994 and has practised at the Firm since his call. His areas of practice include corporate and commercial banking, Islamic banking, conveyancing, general corporate matters, joint ventures, share transactions and land matters. He has attended several conferences and participated in workshops relating to Islamic finance and Sukuk instruments.

4. **LOO POEY TENG**, LL.B (Hons) Leicester, LL.M University of Malaya
Poey Teng graduated from the University of Leicester, United Kingdom in 1996. She was admitted to the Malaysian Bar on 23 October 1998. In 2004, she obtained her Masters of Law (LL.M) degree from the University of Malaya. Before joining The Firm in 2010, her areas of practice were in commercial & civil litigation, banking & finance disputes, contract & debt recovery, land matters, bankruptcy, winding-up, divorce and probate or estate proceedings. Presently, her areas of practice includes advising local banks and financial institutions on the whole range of corporate and retail banking transactions, in particular, advising, structuring and documenting corporate loans, secured and unsecured lending, trade finance and Islamic finance and drafting documents relating to property conveyancing and real estate transactions in particular developers' projects and land transactions.
5. **TAN KOK THONG**, LL.B (Hons) Multimedia University (MMU), LL.M (Malaya)
Kok Thong graduated from Multimedia University in 2011 and also has a Master of Laws from University of Malaya in 2015. He joined The Firm in 2012. Kok Thong practices mainly as a banking litigator and keeps abreast of current procedures in recovery work. He also oversees the Intellectual Property portfolio.
6. **VIVIAN KUAN HUI XIAN**, LL.B (Hons) Reading, CLP
Vivian Kuan joined The Firm in 2019. As a litigator her experience has been in mainly civil corporate disputes including breach of directors' duties, shareholders disputes and minority oppression. Her experience includes inter alia civil litigation, corporate and commercial injunctive remedies. In August 2020, she was awarded the Woman Lawyer of the Year and was shortlisted as Young Lawyer of the Year by the Asian Legal Business Malaysia Law Awards 2020. She currently serves the Bar as the Chairperson of the Kuala Lumpur Young Lawyers. She also served as a National Dragon Boat Athlete in the Asian Games 2018 and SEA Games 2019.
7. **LOO KAI TEIK**, LL.B (Hons) London, CLP
Kai Teik graduated from the University of London in 2011. Kai Teik's experience includes litigation and conveyancing matters and he is also working with our corporate partner, Mr Chong Yew Kong on the firm's corporate and banking files.
8. **KATHERINA KARVIN WEE SU YEN**, LL.B (Hons) Multimedia University (MMU)
Katherina Wee joined The Firm in 2019 after previously practicing for several years in another legal firm. She graduated from Multimedia University in 2012. Her experience is primarily in the field of banking litigation, including foreclosures, bankruptcy and other related matters. She also handles the probate and divorce portfolios and disputes between landlords and tenants.

OUR CLIENTS

Our clients, some of whom have been engaging the services of the Firm since our establishment in 1973, includes banking and financial institutions, public and private corporations, businesses and private individuals.

A sample list of our clients over the last 10 years in the banking & financial institutions industry is provided in Appendix A below.

A sample list of development companies in the last 10 years in respect of which the Firm has acted in respect of their respective development projects is provided in Appendix B below. The Firm continues to act for these Developers in the perfecting of transfers when the individual titles and/or strata titles in respect of their projects are issued.

An exhaustive list cannot be provided due to Solicitor-Client confidentiality. The Firm has many retail clients who have been clients since the 1970's and we are grateful for their faithful support.

OUR ACHIEVEMENTS

Some of our recent major legal services undertaken under Conventional Areas of Legal Practice and in the area of Islamic Banking / Financing are respectively provided in Appendix C and Appendix D below for information.

Our core focus, expertise and strength are in the areas of conveyancing, commercial banking, capital market transactions and in recent years, Islamic finance.

APPENDIX A

BANKING & FINANCIAL INSTITUTIONS

CONVENTIONAL & INVESTMENT BANKS

- Affin Bank Berhad
- AmBank (M) Berhad
- Alliance Bank Malaysia Berhad (ad hoc)
- Bank of America Malaysia Berhad
- CIMB Bank Berhad
- Deutsche Bank (Malaysia) Berhad
- Hong Leong Bank Berhad
- Malayan Banking Berhad
- OCBC Bank Malaysia Berhad (retail banking)
- Public Bank Berhad
- RHB Bank Berhad
- Standard Chartered Bank Malaysia Berhad
- United Overseas Bank (Malaysia) Bhd
- ANZ Malaysia

ISLAMIC BANKS

- Amlslamic Bank Berhad
- CIMB Islamic Bank Berhad
- Hong Leong Islamic Bank Berhad
- Kuwait Finance House (M) Berhad
- Public Islamic Bank Berhad
- RHB Islamic Bank Berhad

LABUAN OFFSHORE BANKS

- Mega International Commercial Bank Co Ltd, Labuan Branch
- Cathay United Bank, Labuan Branch
- Maybank International (L) Ltd
- RHB Bank (L) Ltd
- Taichung Commercial Bank Co Ltd, Labuan Branch

APPENDIX B

CURRENT DEVELOPMENT COMPANIES

1. Hicom Gamuda Development Sdn Bhd
2. Ireka – Group Companies
3. OSK – Development Companies
4. BH Realty Sdn Bhd (part of Pan Pacific Group)
5. Low Yat Group
6. Ken Holdings Berhad
7. Kampung Manis Realty Sdn Bhd
(affiliated to Maran Road Sawmill Sdn Bhd/Conlay Construction Sdn Bhd)
8. Green Target Group
9. Symphony Union Suites Sdn Bhd
10. Kemaris Development Sdn Bhd

APPENDIX C

CONVENTIONAL AREAS OF LEGAL PRACTICE

- ▶ Due diligence and preparation of documentation for an issue of Secured Floating Rate Serial Notes.
- ▶ Due diligence and preparation of documentation for a Bank Guaranteed Commercial Papers Programme by PLC.
- ▶ Due diligence and preparation of documentation for issue of Short Term Commercial Papers.
- ▶ Documentation of syndicated guaranteed revolving underwriting facilities.
- ▶ Acquisition of land and issue of Irredeemable Convertible Unsecured Loan Stocks (ICULS) for a PLC.
- ▶ Due diligence, preparation of documentation and advising a company in respect of a rights issue of shares with warrants, bond issue with warrants, offer for sale of warrants and employees' share option scheme.
- ▶ Due diligence and advising a public listed company on a corporate exercise involving a proposed private placement of new shares, offer for sale of shares and sponsorship of a Global Depository Receipts Programme in Taiwan involving the issue of Taiwan Depository Receipt by the PLC.
- ▶ Advising a commercial bank on its participation in a Bank Guaranteed Bonds.
- ▶ Acting for lenders in Corporate and Debt Restructuring Exercises for PN4 and other listed companies involving issue of RCSLS, ICPS, ICULS and Warrants for settlement of debts and put options from and call options to white knights.
- ▶ Various club deals and/or syndicated financing packages involving:-
 - Manufacturing concerns controlled by Taiwanese clients.
 - Set-up manufacturing concerns controlled by foreign clients.
- ▶ Various Bridging Financing Packages (including joint venture and privatisation projects).
- ▶ Construction / Infrastructure / Privatisation Project Financing Packages.
- ▶ Preparing standard documentation for retail and commercial loans and trade facilities for a bank.
- ▶ Share margin financing.
- ▶ Merger of insurance companies.
- ▶ Advising on International Swap Dealers Association, Inc (ISDA) Master Agreements.

- ▶ Real estate transactions involving plantations, plant and machinery.
- ▶ Will and probate transactions.
- ▶ Contested probate cases.
- ▶ Real estate transactions involving foreign clients.
- ▶ Acting for developers and drafting Deed of Mutual Covenants document. Advising clients on the Strata Titles Act 1985 and the Strata Management Act 2013.

APPENDIX D

ISLAMIC BANKING / FINANCING

- ✧ Drafting of certain standardised Islamic financing documents for adoption by Islamic banks.
- ✧ Financing documents including Facilities Agreement, Trade Financing General Agreement and security documents to secure Islamic Trade Finance Facilities granted to various corporations.
- ✧ Musyarakah Mutanaqisah Property Financing Facilities granted by Islamic banks.
- ✧ Cashline Financing Facilities based on Al Bai' Inah principles.
- ✧ Tawarruq Financing Facilities.
- ✧ Ijarah Muntahiyah Bi AlTamlik Facilities.
- ✧ Commodity Murabahah Term Financing Facilities.
- ✧ Industrial Hire-purchase Facilities based on Al-Ijarah Thumma Al-Bai.
- ✧ Contract Financing Facilities based on Al Bai' Inah for financing a government project.
- ✧ Vetted and rendered advice on legal documentation on Islamic Medium Term Notes (SUKUK) Issuance Programme based on Murabahah for the Trustee and Facility Agent.
- ✧ Al-Bai' Bithaman Ajil Islamic Debt Securities (BaIDS) Facilities.
- ✧ Istisna Facilities involving a property development contractor.
- ✧ Al-Bai' Bithaman Ajil Property Financing involving housing loans.
- ✧ Al-Bai' Bithaman Ajil Facilities in respect of infrastructure projects for Syndicated Lenders.
- ✧ Vetted Equipment Leasing Agreement in respect of Al-Ijarah Facilities.