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| ***Sharon Lim Hui Yee*** |

**Personal Particulars**

**Email Address** : [sharonlhyee@gmail.com](mailto:slhy82@gmail.com)

**Mobile No.** : +65 9773 2835

**Gender** :Female

**Nationality** : Malaysian / Singapore PR

**Professional Qualification**

Advocate & Solicitor (Malaysia) 2007

**Employment History**

* **Private Practice**

**Nishimura & Asahi (Singapore) LLP**

Nishimura & Asahi is an international law firm that provides a full range of legal services. It is the largest law firm in Japan with more than 500 lawyers and has offices in various parts of Japan, Bangkok, Beijing, Shanghai, Dubai, Hanoi, Ho Chi Minh, Jakarta, Yangon, Hong Kong and Singapore.

Period : November 2014 – Current

Corporate

* **Corporate & Commercial** – Prepare and review various types of agreement, advise on regulatory and compliance matters, involved in negotiations with counterparties and working with local counsels, etc:
* Advises a public listed company in Japan with presence in Singapore on agreements relating to their day-to-day operations such as preparing distributorship agreement, business consulting agreement, equipment lease agreement, employment agreement, advising on secondment of employees to other countries, etc
* Assisting in corporate crisis management matter of a Japanese company with subsidiary in Singapore and Malaysia such as investigation of embezzlement by an employee of a company by conducting interviews, reviewing documentation and liaising with authorities
* Review employment agreement, employment handbook for a Japanese companies in Malaysia
* Review warehousing agreement and logistic services agreement for a Japanese company with presence in Singapore and Malaysia
* **Land transaction** – Works with local counsel on land transactions in Malaysia, prepare and review sale and purchase agreement on land, advise on completion, etc
* **M&A deals** - Involved in various cross border M&A deals, working with lawyers across jurisdictions, reviewing legal due diligence reports, preparing or reviewing transactional documents such as the share sale agreement, shareholders agreement, etc and preparing for completion:
* Involved in the acquisition of a majority stake in a car parking operator business in Australia, Singapore and Malaysia by a Japanese public listed company including reviewing legal due diligence report, share sale deed, shareholders deed and other transactional documents and attending to completion
* Involved in an acquisition of a majority stake in a Malaysian listed company by a Japanese listed company triggering a mandatory takeover offer leading to an unconditional mandatory takeover exercise to acquire the remaining shares in a Malaysian listed company
* Involved in an acquisition of a majority stake in a Malaysian company by a Japanese company in the internet retail sale business in Singapore and Malaysia including reviewing legal due diligence report, sale and purchase agreement and other transactional documents and attending to completion
* Involved in the acquisition of a majority stake in a Malaysian group companies by a Japanese company in the marine propeller business including reviewing legal due diligence report, sale and purchase agreement and other transactional documents and attending to completion

**Opal Lawyers LLC (Singapore)**

Set up in 2006, Opal Lawyers LLC is a niche legal practice specializing in corporate and corporate finance work covering 4 main areas namely IPO, M&A, Corporate actions of public listed companies and listing and corporate compliance.

Period: November 2011 – November 2014

**Corporate / Commercial**

Assisted the director in:

- Distribution and licensing of high end kitchen products in Indonesia by a listed company in Singapore including preparation of licensing agreement

- Preparation of service agreements and addendums to service agreements for directors and attending to related queries

- Preparation of shareholders loan agreement for a warehousing project in Shanghai for a listed company in Singapore

- Joint venture and sub licensing of a popular Japanese ramen restaurant in China and Hong Kong including review of shareholders agreement, trademark sub license agreement, head planning operation agreement, sub planning operation agreement, trademark license agreement; liaising with Hong Kong lawyer, and attending to completion of the same

- Preparation of franchise agreement of a popular chain of restaurants which serves Chinese cuisine in Singapore

- Initial Public Offering exercises of companies in the renewable energy sector and carpet business on Catalist including assisting in the drafting of offer document; attending and preparing interview notes with the major suppliers, customers, directors, substantial shareholders; service agreements for directors, reviewing the legal due diligence report prepared by foreign counsel and other related works;

- Acquisition of a popular pre-school television series in Australia by a listed group in Singapore including preparation of the asset purchase agreement, deed of assignments on the trademark and non-trademark rights, letter of guarantee, escrow agreement; conduct of the legal due diligence exercise including reviewing various composer agreement, royalty deeds, script and production agreements, etc; liaising with Australian lawyer and attending to completion exercise of the same

- Acquisition of a leading entertainment exhibitor by a listed group in Singapore including preparation of the sale and purchase agreement, shareholders agreement, service agreement for key personnel, escrow agreement and loan agreement, liaising with foreign counsels, and attending to completion exercise of the same

- Acquisition of a content and format distribution company by a listed group in Singapore including preparation of sale and purchase agreement, shareholders agreement, service agreement; conduct of the legal due diligence exercise; preparing announcement and board resolutions approving the acquisition; and attending to completion exercise of the same

- Acquisition of the Asia operation of an intellectual property based operating company with live entertainment studios with offices in New York, Las Vegas and Houston by a listed group in Singapore including preparation of the sale and purchase agreement, shareholders agreement, shareholders loan agreement; conduct to legal due diligence exercise; liaising with US lawyer and attending to completion exercise of the same

- Investment by a private fund in a company managing a popular children entertainment television series including preparation of the redeemable secured notes agreement, memorandum of charge and corporate guarantee

- Investment by several investors in a company involved in the production of animated movies including preparation of shareholders and subscription agreement

- Investment by several investors in a company involved in the development of motion picture including preparation of a convertible notes agreement

- Disposal of Malaysian subsidiaries of a listed company in Singapore including preparation of the memorandum of understanding, sale and purchase agreement, trading agreement and the necessary board resolutions; liaising with Malaysian lawyer, and attending to completion of the same

- Disposal of a majority stake in the subsidiary of a listed company in Singapore in metal logistics business to a global merchandiser of commodities including preparation of the sale and purchase agreement, shareholders agreement, service agreement, board resolutions and attending to completion exercise of the same

- Joint venture to acquire and develop a piece of land in Singapore into a high end residential project for sale as strata units listed company in Singapore including preparation of a memorandum of understanding, joint venture agreement and announcement

- Joint venture to undertake the business of managing a service office by a listed company in Singapore including preparation of the joint venture agreement and announcement

- Joint venture exercise in a Hong Kong company to undertake the sale and distribution of imported kitchen systems, kitchen appliances, wardrobe systems, household furniture and accessories and grant of trademark license to the joint venture company by a listed company in Singapore including preparation of the joint venture agreement, trademark license agreement and announcement

- Sale of shares in a manufacturing and sale of metal precision components company in Singapore including preparation of sale of shares agreement and attending to completion of the same

- Subscription of convertible bond in a company which own one of the largest marble resource in Southeast Asia including preparation of a term sheet, convertible note agreement, deed of guarantee, put option agreement, supplemental agreement, board resolution and attending to completion of the same

- Joint venture exercise by a listed company in Singapore in a company in the supply of rigging and mooring equipments and related services in the marine and offshore oil and gas industry in Thailand including preparation of the joint venture agreement and announcement, liaising with the Thailand lawyer and review of documents in relation to the Thai joint venture company

**Foong & Partners (Malaysia) in alliance with Wong Partnership**

**(**[**www.foongpartners.com**](http://www.foongpartners.com)**)**

\*Reference letter by my supervising partner of the firm to be furnished upon request

A boutique legal firm founded by Foong Chee Meng in 2003 specializes in corporate commercial, capital markets and corporate finance work.

Period : September 2009 – June 2011

**Corporate**

* Handled listing exercises of several local manufacturing companies in the Kuala Lumpur Stock Exchange
* Handled listing exercises of Chinese companies in the Kuala Lumpur Stock Exchange
* Handled a capital reduction exercise by a public company triggering a mandatory takeover exercise
* Advised a Singapore listed company in the acquisition of a local shipping group
* Handled the acquisition and disposal of high end properties by public listed companies
* Involved in the restructuring of a money-lending transaction for one of the major non-financial institution players in the niche cooperative market
* Handled the restructuring of leasing business of a leading business systems and solutions company
* Involved in the issuance of bond by a listed corporation
* Handled the due diligence exercise of the Malaysian subsidiaries for a Catalist listing
* Advised foreign investors on the various aspects of commencing and conducting business operations in Malaysia and assisted in applications for regulatory approvals, permits and licences
* H andled setting up a trust foundation for an individual
* Drafted the necessary agreements for a share sale transaction
* Acted for an investment bank in relation to the provision of margin financing facilities to BVI companies by drafting the necessary loan agreements and security documents
* Acted for an investment bank in relation to the provision of term loan facilities to a public listed company by drafting the necessary loan agreements and security documents
* Acted for an investment bank in relation to the provision of loan to a public listed companies involving securities in several jurisdictions
* Advised public listed companies for corporate loan transactions

**Jeff Leong, Poon & Wong (Malaysia)**

**(**[**www.jlpw.com.my**](http://www.jlpw.com.my)**)**

Founded in 1999, Jeff Leong, Poon & Wong has since been officially recognized by the independent "Asia Pacific Legal 500" publication as one of the top and recommended law firms in Malaysia in the areas of capital markets, corporate & commercial and banking & finance law.

Period : December 2006 – August 2007 (Pupillage)

August 2007 - August 2009 (Associate)

**Information Communication and Technology (ICT)**

* Involved in the amalgamation exercise of Nokia Siemens Networks Multimedia Sdn Bhd and Nokia Siemens Networks Sdn Bhd
* Involved in the transfer to Main Board and special issue exercise of a listed company who is a developer, manufacturer, marketer and distributor of computerhardware, software, information technology systems and digital surveillance security systems
* Involved in the National Game Engine Project, a project funded by the Malaysian government
* Involved in the project in implementing an electronic payment services system in Malaysia for a leading solution provider in Malaysia
* Involved in the project in introducing a new type of baccarat game to both the Macau and local casino in Malaysia by an American corporation
* Advised on employment and Petronas licences issues for the world's largest providers of shallow water offshore drilling and liftboat services
* Advised on data protection law and related queries for various multinational companies
* Advised on internet start-up business such as licences, permits, registrations, approvals or other applications required to conduct businesses such as e-auction, jobs search, selling of automobiles and properties, free tickets and lucky draws through its website
* Advised on Malaysian law compliance on a lucky draw conducted by a global leader in flash memory cards
* Advised on the business model and operation of moneylenders market on an online platform
* Advised on the law and practices of gaming in Malaysia and provide quarterly updates
* Advised various multinational companies on setting up Multimedia Super Corridor (“**MSC**”) companies in Malaysia and assisted in their applications
* Advised on MSC queries posed by an American multinational computer technology corporation
* Advised on employment issues for a multinational group of manufacturing and services providing companies activities in healthcare, flow control, security, telecommunications and electronics
* Advised on Malaysian law compliance for an online project which provides web 2.0 Collaboration platform for lawyers which enables attorneys, whether in-house counsel or private practitioners, to connect and share information virtually for an American corporation
* Advised on the offering of random prize draws to respondents of its online surveys and details of any permit / application process in Malaysia for a global market researcher
* Review terms and conditions for the sale and purchase of a Singapore operation by a US company specializing in the development and manufacturing of high-performance materials and custom-engineered components.
* Review a product loan and limited license agreement for a company specializing in the development and customized engineering solutions
* Drafted a service engagement agreement to provide the services of e-recruitment solution software for a leading online recruitment portal in Malaysia
* Drafted / reviewed several other types of agreements such as subcontracting, technical and software agreements
* Assisted in provision of software escrow arrangement services to a local bank
* Handled corporate secretarial works for the Technopreneurs Association of Malaysia, a society formed by Malaysian technopreneurs to further the interests of technopreneurs and to assist in the development of the digital economy in Malaysia

**Corporate**

* **Corporate / Commercial** - Drafted and/or reviewed various types of agreements such as memorandum of understanding, joint ventures, shareholders, sale of shares, subscription, merchant, teaming, collaboration, dealership, deed of assignment, trust, publishing, tenancy agreements. Advised on shareholders registration rules, selling restrictions in Malaysia, capital reduction scheme, bribery, products recall, money-lending/laundering, gambling matters, data protection law, etc
* **Corporate secretarial works** - Acted as company secretaries for private companies.
* **Employment** – Advised on various employment issues such as application of employment passes for expatriates, sale of business transactions involving employee issues, reviewing employment terms and conditions and assisting in the publication of an employment guide book.
* **Intellectual Property** – Assisted in the application of trade marks, drafting of IP licence agreement, etc.
* **Corporate Exercises** - Involved in various corporate exercises such as acquisitions, foreign listing in both AIM and Catalist markets, transfer to Kuala Lumpur Stock Exchange Main Board, private placements, restructuring exercises, rights issue, bonus issue and capital reduction exercise. Advised on issues involving the Foreign Investment Committee, Petronas licences, Bumiputera restrictions in government licences/permits and assisted in the stamp duty applications / exemptions.
* **Franchise** - Advised and assisted international franchisors in the setting up of their franchise business in Malaysia including the registration process with the Registrar of Franchise, reviewing franchise agreements and advising them in their franchise operation in Malaysia.

**Educational History**

1. Qualification : Certificate of Legal Practice (CLP) conferred by the Legal

Profession Qualifying Board, Malaysia

1. Qualification : Bachelor of Law LLB (Hons) conferred by the Oxford Brookes

University, United Kingdom

Awarded :Upper Second Class Honours

1. Qualification : Diploma in Law conferred by KDU College, Malaysia on a 2+1

twinning collaboration with the Oxford Brookes University, United

Kingdom

Awarded :Pass with Commendation (Upper Second Class)

1. Qualification : ICSA International Qualifying Scheme conferred by the

Malaysian Institute of Chartered Secretaries and Administrators

(MAICSA)\*

\*(partially completed)

**Educational Awards**

* Awarded the Malayan Law Journal Book Prize in 2001 for obtaining the best results in final examinations of Diploma in Law
* Awarded the STAR Education Fund Scholarship for the study of Diploma in Law (2 years) in KDU College

**Language Capabilities**

**Written** English and Malay

**Spoken** English, Malay and Chinese