

PROFILE



Partner
Corporate / M&A
Capital Markets (Equity)
Restructuring & Insolvency
Private Client & Family Business
Shearn Delamore & Co., Kuala Lumpur, Malaysia
michellewong@shearndelamore.com
T +603 2027 2645

Qualifications
LLB (Hons), University of London
Certificate in Legal Practice
Advocate & Solicitor, High Court of Malaya

Languages
English, Malay

MICHELLE WONG MIN ER

ABOUT MICHELLE

Michelle has represented multinational corporations, companies which are listed on the stock exchange, statutory bodies and private equity funds in mergers and acquisitions (both cross-border and domestic), joint ventures, foreign investments, equity capital markets, securities offerings such as IPOs, and corporate restructurings. She has been involved in projects that cut across different industries such as aviation, manufacturing, healthcare, tourism, banking, insurance, trading, construction, utilities, port and highway concessions, and other regulated and licensed sectors. Michelle also handles commercial agreements such as those relating to distribution, management, supply and other types of services.

EXPERIENCE

Michelle has acted on high-profile deals both local and cross border. They encompass a wide range of industries and not only was she the leader in the transactions, she was still very much involved in all aspects of the transactions and she saw through the entire length and breadth expected of M&As and restructurings. Here are some of the transactions just for the year 2020 and 2021:

M&As and Restructurings

- **Restructuring of Malaysia Aviation Group (MAG) and Administration of Malaysian Airline System Berhad (MAS)**
 - Acted as Malaysian counsel to **Malaysia Aviation Group (MAG) which operates Malaysia's national airline and flag carrier, in relation to its restructuring**. MAG's operations have been affected by the Covid-19 pandemic and the restructuring has been widely reported in the news:

- <https://www.theedgemarkets.com/article/uk-court-gives-nod-malaysia-airlines-convene-scheme-creditors-meeting-restructuring-scheme>
- <https://www.theedgemarkets.com/article/khazanah-nasional-inject-rm36bil-malaysia-airlines-after-uk-court-approves-airlines-rm16bil>
- Michelle plays a key role in the restructuring of the MAG group's Malaysian law liabilities which constitute RM12 billion out of the total RM16 billion worth of liabilities being restructured overall. The restructuring of such liabilities was crucial for the success of the wider restructuring, as it involved substantial liabilities owed to Government of Malaysia-related entities and is inter-conditional with another aspect of the restructuring, that is, the English scheme of arrangement (English Scheme).
- Michelle is also involved in a key supporting role in implementation of the English Scheme, as she provided Malaysian law advice and support on many issues and rendered Malaysian law opinions on the capacity of the MAG entities which are parties to the English override agreements and amendment agreements with the lessors and creditors of the MAG group.
- Further, Michelle advised the MAG group on interim funding arrangements to support its cash flow requirements amidst the ongoing restructuring. In addition, she also negotiated and prepared the documentation for the new money to be injected by MAG's sole shareholder, Khazanah, under the restructuring.
- Michelle's experience with the country's national airline and the aviation industry comes on the back of her experience of having acted for the **administrator of Malaysian Airline System Berhad (MAS)**, the former Malaysian national carrier, and MASKargo Sdn Bhd (MASKargo) between 2015 until 2020.
- Her role during that time was to assist the administrator in the achievement of the objectives of the administration, an unprecedented event, and this included an effective and efficient transition of the business, property, rights, liabilities and affairs from MAS and MASKargo to MAG, Malaysia Airlines Berhad (MAB), the new national carrier, and their subsidiaries. In doing so, Michelle was involved in, amongst others, advising the administrator on various aspects of the administration, assisting with the settlement of affairs between MAS and MASKargo and MAB (including the preparation of a settlement), advising on matters between MAS and its shareholder, and work relating to various commercial agreements in connection with aircraft, sale of aircraft, sale of spares, sale of tooling, airline operations and related services such as engineering agreements, maintenance agreements and licence agreements.

• United Technologies Corporation (UTC)

Assisted United Technologies Corporation (UTC) in relation to its separation of these 3 lines of business: (1) the supply of systems to the aerospace and defense industry (Collins Aerospace and Pratt & Whitney); (2) the manufacture, service and sale of elevators, escalators and moving walkways (Otis); and (3) the provision of heating, ventilation, air conditioning, refrigeration and security technologies (Carrier). In connection with the separation, UTC was pursuing an internal reorganisation of certain of its subsidiaries and joint venture interests and Michelle's involvement was in respect of the Malaysian subsidiaries and entities where UTC has, directly or indirectly, a stake. The internal reorganisation entails (among other things) share contributions, share distributions and sales of shares of subsidiaries among different UTC group entities to move them into the correct ownership chain prior to the separation. UTC is now known as Raytheon Technologies Corporation, after the successful completion of the all-stock merger of equals transaction between Raytheon Company and UTC on 3 April 2020. Headquartered in Waltham, Mass., Raytheon Technologies is one of the largest aerospace and defense companies in the world with approximately \$74 billion in pro forma 2019 net sales and a global team of 195,000 employees, including 60,000 engineers and scientists. The press release on the US Securities and Exchange Commission is available here:

<https://www.sec.gov/Archives/edgar/data/101829/000119312518334171/d659415dex991.htm>

• **Moody's Corporation's acquisition of a minority stake in Malaysian Rating Corporation Berhad (MARC)**

Advised Moody's Corporation in its acquisition of a minority stake in Malaysian Rating Corporation Berhad (MARC), a credit rating agency that is registered with the Securities Commission Malaysia serving the Malaysian domestic bond and sukuk markets. The investment strengthens Moody's presence in Southeast Asia and across domestic bond markets globally, and advances its position as a leader in Islamic finance. The press release on Nasdaq is available here:

<https://www.nasdaq.com/press-release/moodys-acquires-stake-in-marc-strengthening-presence-in-key-asean-market-2020-08-11>

• **KUB Malaysia Berhad's disposal of its stake in KUB-Berjaya Enviro Sdn Bhd**

Acted for KUB Malaysia Berhad on the disposal of its 40% stake in KUB-Berjaya Enviro Sdn Bhd (Target) to Berjaya Group Berhad, the majority shareholder. The Target operates and maintains a solid waste disposal facility at Bukit Tagar Sanitary Landfill on a 30-year concession granted by the Federal Government and expiring on 19 January 2044. The disposal was completed in June 2020. The client's announcement to Bursa Malaysia is available here:

https://www.bursamalaysia.com/market_information/announcements/company_announcement/announcement_details?ann_id=3062278

ACCCOLADES

asialaw Profiles

- *"We appreciate Michelle's commitment to meeting our deadlines despite the odd hours. Michelle is quick to understand the issue at hand and our requirements and provided comprehensive advice that met our needs."* – asialaw Profiles 2022

IFLR1000: The Guide to the World's Leading Financial Law Firms

M&A 2023 – Highly Regarded; Women Leaders

The Legal 500 Asia-Pacific

Corporate/M&A 2023 – Other Key Lawyer for 2 consecutive years (2022-2023); Recommended Lawyer (2021)

- *"Michelle Wong Er, who has acted on our behalf in a number of cases, has been exceptional both in drafting and negotiations."* – The Legal 500 Asia-Pacific 2023
- *"I worked with the M&A team led by Michelle Wong Min Er and the results were exceptional".* - The Legal 500 Asia-Pacific 2021
- *"Michelle Wong – resourceful, quick thinking, patient with client and attentive to all matters, commercial minded and works tirelessly around the clock to ensure the case is completed within strict timelines".* - The Legal 500 Asia-Pacific 2021

APPOINTMENTS/MEMBERSHIPS

- Member, Malaysian Bar
- Member, International Bar Association (IBA)

PUBLICATIONS

- Co-author of the Companies Act and Budget article published by the International Financial Law Review (2008)
- Co-author of the “Doing Business in Asia Pacific” guidebook published by the Asia Pacific Regional Forum of the International Bar Association (first edition, September 2020)