

PROFILE



Consultant
Corporate / M&A
China Desk
Energy, Natural Resources & Green Technology
Infrastructure & Projects
Technology, Media & Telco
Director of Business Development
Shearn Delamore & Co., Kuala Lumpur, Malaysia
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Qualifications

B.A. Economics, Ohio Wesleyan University
B.A. Jurisprudence (Hon), University of Oxford
M.A., University of Oxford
Barrister-at-Law, Middle Temple
Advocate & Solicitor, High Court of Malaya

Languages

English, Malay, Chinese

SWEE KEE NG

ABOUT SWEE KEE

Mergers and acquisitions, foreign investments, joint ventures, restructuring, securities offerings, financial institutions and insurance regulations, corporate advisory/planning and infrastructure and technology projects. His clients include multinationals, Malaysian corporations and private equity. Swee Kee's work has included e-commerce/e-Logistics, automotive, aviation and airports, banking and insurance, direct sales, education, e-commerce, FMCG, healthcare, hypermarkets, internet service providers (ISPs), logistics, medical technology, railways, solar, oil & gas, pharmaceuticals, semiconductor & microelectronics (including wafer fabs), manufacturing, mining and the telecommunications industry sectors. His work has included providing legal solutions across the full life cycle of projects (greenfield and brownfield).

Swee Kee's practice is principally cross-border. His clients include North American, European, Indian, Australasian and Asian multinationals. Inbound work in recent years has focused on China and Korean clients, which include:

- Alibaba Group (eCommerce) (China) (NYSE)
- Cainiao Logistics Group, (subsidiary of Alibaba (China) Logistics)
- Korea National Oil Corporation (KNOC) (South Korea) (Oil& Gas)
- Hanwha Q-Cell Group (South Korea) (Solar)
- Nine Dragons Paper (Holdings) Limited (SEHK) (China/HK) (Paper/cardboard)

- CRR Urban Traffic (Europe) Co Ltd, CRR Urban Traffic (Hongkong) Company Limited, subsidiaries of CRR Corporation Limited (CRR) (SSE and SEHK) (China/HK) (Railways/Rolling Stock-world's largest)
- Zhejiang Geely Holding Group Co., Ltd (Geely) (China) (Automotive) (brands – Geely Auto, Lotus, Lynk & Co, PROTON, and Volvo, London EV Company and Yuan Cheng Auto brands)
- Nuctech Company Limited (China) (Advanced security and inspection solution and service supplier)
- Sinotrans Limited (China) (direct subsidiary of and single logistics platform for China Merchants Group, SEHK) (freight forwarding). Largest integrated logistics integrator in China.
- China National Offshore Oil Corporation (CNOOC), China Oilfield Services Limited (COSL, a subsidiary of CNOOC Group, SSE/SEHK) (China/HK) (China SOE, international energy company industrial chain and business in 40 countries, focusing on the oil & gas exploration/ development, engineering/ technical services, refining/marketing, natural gas, power generation and financial services)
- Bestseller Group (Fashion, FMCG) (China)
- Semiconductor Manufacturing International Corporation (SMIC) (China) (NYSE and SEHK) (leading foundry in the world, largest foundry in scale in China.
- Hony Capital (China) (first China property private equity)

Before law, Swee Kee worked in banking and two public listed companies for 12 years with experience in management and on the executive board of a public listed company.

EXPERIENCE

- **Agriculture/Materials Science (USA)**

Acted as Malaysian counsel for the separation of the **Agriculture Division of DowDuPont** to form a stand-alone publicly traded company known as **Corteva Agriscience™**, post-merger of Dow and DuPont (we acted for DuPont) on 31st August 2017.

- **Plastics/Stretch Film (Malaysia)**

Acted for **Scientex** in its acquisition of 139,062,766 shares representing approximately 42.41% of the equity interest of **Daibochi Berhad** (“Daibochi”) from certain shareholders of Daibochi (“Vendors”) (“Acquisition”) for RM222,500,425.60 which was satisfied by a share exchange through the issuance of 1 new Scientex share for every 5.5 ordinary shares in Daibochi.

Post to the Acquisition, acted for Scientex in its **mandatory offer to acquire all the remaining shares and warrants in Daibochi** (“MGO”). This is **one of the limited takeover offers involving a share swap option in the last few years** in Malaysia.

<https://www.theedgemarkets.com/article/scientex-firms-deal-4241-daibochi-stake-rm2225m>

- **Logistics/e-Commerce (China)**

Acted for **MA eLogistics** and **Malaysian Airports Holdings Bhd** in the joint venture with **CAINIAO SMART LOGISTICS NETWORK (HONG KONG) LIMITED** (“Cainiao HK”) (subsidiary of **Alibaba Group Holding Limited** (“Alibaba”), listed on the NYSE).

The JV with the Alibaba will develop a regional e-Commerce and logistics hub, comprising cargo terminals, sorting centres, warehouses and fulfilment centres and other facilities for e-commerce industry, in the **KLIA Aeropolis (within the Digital Free Trade Zone (DFTZ) in Malaysia** (“Project”)) launched by Jack Ma and Prime Minister Najib Razak. Negotiations in China (including in Beijing and Shenzhen etc) and Malaysia are extensive and complicated as this is Alibaba’s first foray outside China in the logistics sphere. We have since been **appointed by Alibaba/JV Company to act for the JV Company**.

- **Automotive (China)**

Acted as the Malaysian counsel of **GEELY AUTOMOTIVE** (together with **Dentons Beijing, Dentons Singapore and Dentons United Kingdom**), in its proposed subscription of 49.9% equity in **Proton Holdings Berhad** (“Proton”) (“Proposed Share Subscription”) and the proposed acquisition of 51% equity in **Lotus Advance Technology Sdn Bhd** (“Lotus”) from Proton (“Proposed Share Acquisition”). The remaining 49% equity in Lotus is being acquired by Etika Automotive Sdn. Bhd. This transaction, for the financially distressed national car company, is a **contested bid**.

- **Infrastructure, Rail, Transport (China)**

Acted as the Malaysian advisers to **CRRC UT** in its collaboration with property development and construction outfit **Ireka Corp Bhd** (“Ireka”) to venture into rail, urban traffic solution, tourism and infrastructure projects in Malaysia and Southeast Asia. Simultaneous to the MoU signed to establish a working relationship for the project mentioned, Ireka had also signed a share subscription agreement in December 2017 with **CRRC UT**, a member of the **China-based CRRC Group** to invest in Ireka and subsequently establish a joint venture relationship between both parties, of which Ireka holding 51% and CRRC UT holding 49%. In addition, on 24 January 2018, Ireka, CRRC UT and STO Express Co Ltd (“STO”) signed a Memorandum of Understanding (“MOU”) to establish collaborative working between the parties. STO is China’s largest integrated logistics services company, focusing on express delivery of courier items and has vast experience of supporting the exponential growth of e-commerce business in China over the last decade.

- **Energy/Solar (Korea)**

Acted as Malaysian counsel (together with **Clifford Change - / Germany and Hong Kong (Korea Practice)**) to **Hanwha Chemical Corporation**, a company listed on the Korean stock exchange and a part of the Hanwha Group, one of the largest conglomerates in South Korea, in its **successful bid and acquisition of Q-Cells SE's headquarters in Germany, its production facilities in Germany and Malaysia and its sales offices in the US, Australia and Japan from Q-Cells' insolvency administrator**. The successful acquisition by Hanwha Chemicals of Q-Cells officially positioned it then as the third largest solar manufacturer in the world with manufacturing facilities in Germany and Malaysia and sales offices in the US, Australia and Japan.

- **Beverage/Property (Asia)**

Acted as Malaysian counsel (together **WongPartnership LLP**, Singapore) to **TCC Assets Limited and Thai Beverage Public Company Limited** (a company listed on the Singapore Stock Exchange) on its successful and contested takeover offer for **Fraser & Neave Limited**, a 130-year-old conglomerate listed on the Singapore Stock Exchange, with soft drinks, dairy and publishing businesses plus a real estate portfolio worth more than S\$8 billion (\$6.5 billion). This is the largest M&A transaction in Singapore’s corporate history.

- **Specialty Steel (Europe)**

Acted as lead counsel for **NV Bekaert SA** (“NV BK”) (together with **Rodyk & Davidson** as Singapore counsel and **Bahar & Partners** as Indonesian counsel) a worldwide technological and market leader in drawn steel wire products and advanced coatings in its joint venture with **Southern Steel Berhad** (“SSB”). The parties agreed to form a joint venture company in Singapore (“JV Co”) for the **manufacture and sale of specified steel wires (“Products”) in the ASEAN region**.

- **Electronics/Semiconductors (USA)**

Acted as Malaysian counsel for our long-time client **Texas Instruments** in its **acquisition of National Semiconductor** for approximately US\$6.5 Billion.

The transaction draws upon the knowledge of our multi-disciplinary team to co-ordinate and put into effect TI's M&A and integration plan.

- **Paperboard (China)**

Acted for the client in a joint venture with a Malaysian paper manufacturing company, Singa Trading (Malaysia) Sdn. Bhd. **Nine Dragons Paper (Holdings) Limited** is listed on the Main Board of the **Hong Kong Stock Exchange** and the Nine Dragons Paper Group is the **largest container board producer in Asia and one of the largest in the world** in terms of production capacity. The Group primarily produces linerboard, high performance corrugating medium and coated duplex board.

ACCOLADES

Asialaw Profiles

Corporate/M&A 2013 - Recommended Lawyer for 3 consecutive years

- *Partner Ng Swee Kee is praised for his responsiveness by a client: "He makes himself available at all times or informs us of his availability beforehand to prevent any surprises." – Asialaw Profiles 2011*

Asialaw Leading Lawyers 2020

Corporate/M&A 2020 - Distinguished Practitioner; Leading Lawyer for 5 years from 2016 to 2019 and in 2014

- *"Act professionally and committed. He has a very strong team to assist the client to meet the deadline and objectives." – Asialaw Profiles 2020*

Asia Business Law Journal

One of Malaysia's Top 100 Lawyers in 2019 - 2021

Chambers Asia-Pacific

Corporate/M&A 2020 - Leaders in their Field for 13 consecutive years

Corporate/M&A 2022 - Eminent Practitioner for 2 consecutive years

- He wins praise for being *"commercially and technically sound"* as well as being very active in the market. – Chambers Asia-Pacific 2012
- Clients laud him as *"one of the most famous lawyers in Malaysia"* and find him to be *"very quick and helpful"* in providing his services. - Chambers Asia-Pacific 2013
- Clients say: *"He is very responsible and very knowledgeable, understands the legal and business aspects of a deal, and provides solutions."* - Chambers Asia-Pacific 2014
- Ng Swee Kee is praised by clients as a *"very accomplished, very intelligent, very well-respected"* practitioner. - Chambers Asia-Pacific 2016
- Ng Swee Kee is lauded by sources as *"a practical lawyer who understands the need for robust legal advice."* - Chambers Asia-Pacific 2017
- Clients appreciate his *"invaluable experience and expertise,"* adding: *"He understands the business aspects and provides sound legal solutions to problems that arise."* - Chambers Asia-Pacific 2019

- A client notes that *"he is very responsive and gives clear and commercially oriented advice."* - Chambers Asia-Pacific 2021

Chambers Global

Corporate/M&A 2020 - Leaders in their Field for 13 years from 2007 to 2009 and from 2011 to 2020
Corporate/M&A 2022 - Eminent Practitioner for 2 consecutive years

- Sources assert: *"He's a good black-letter lawyer, but he's also very good at finding solutions in what can be quite a tricky market to navigate through."* – Chambers Global 2016
- A client notes that *"he is very responsive and gives clear and commercially oriented advice."* – Chambers Global 2021

Expert Guides

M&A 2021 - Leading Practitioner for 4 consecutive years

IFLR1000

M&A 2023 – Highly Regarded Lawyer for 6 consecutive years; Leading Lawyer for 7 consecutive years from 2011 to 2017

Energy and Infrastructure 2022 - Highly Regarded Lawyer for 5 consecutive years

- *"Swee Kee Ng is an excellent attorney who provides great customer service. He is always available, and responsive and is very knowledgeable about the law. He is great to work with,"* says a client. – IFLR1000 2014

The Legal 500 Asia-Pacific

Corporate/M&A 2020 - Recommended Lawyer for 3 years in 2017, 2019 and 2020; Leading Individual for 9 consecutive years from 2007 to 2015

TMT 2020 – Recommended Lawyer

- Ng Swee Kee is 'always available and has an excellent team available'. – The Legal Asia-Pacific 2014

Who's Who Legal

M&A - Expert for 4 consecutive years

APPOINTMENTS/MEMBERSHIPS

- Member, Malaysian Bar (1994)
- Member, Middle Temple (London) (1992)
- Member, International Bar Association (IBA)
- President, World Law Group, 2015 – 2017 (www.theworldlawgroup.com)
- Director, Asia Region, World Law Group, 2012 – 2015

- Member, Membership Committee, World Law Group
- Past Member and Past Vice-Chair, Cross-Border Investment Committee, Inter-Pacific Bar Association (IPBA)

PUBLICATIONS

- World Bank, Doing Business 2018 – Starting a Business – Malaysia, published by The World Bank Group (2011-2018)
- Co-authored with Marhaini Nordin the Malaysia Chapter – International Business Acquisitions: Major Legal Issues and Due Diligence 2014 (Editors: Ralf Kurney and Michael Whalley), Wolters Kluwer, 4th Edition, 2014
- Co-authored with Marhaini Nordin the Malaysia Chapter – International Securities Law Handbook 2014 (Editors: Jean-Luc Soulier and Marcus Best), Wolters Kluwer, 4th Edition, 2014
- Co-authored with Marhaini Nordin the Malaysia Chapter – Mergers & Acquisitions Law Guide 2013/14 The 1st Annual Guide to Practicing M&A Law in Asia published by LexisNexis
- Malaysia Chapter – The Legal Guide to Doing Business in the Asia-Pacific published by Asia-Pacific committee and the China law committee of the American Bar Association in 2010
- World Bank Doing Business study on business regulation – Malaysia Chapter (most recently 2015)
- International Bar Association Anti-Money Laundering Forum (Malaysia Chapter 2005, 2009 and most recently March 2011) – The Lawyer's Guide to Legislation and Compliance
- International Insider Dealing – Malaysia Chapter (Edited by Mark Stamp with Tom Jagers, Linklaters) City and Financial Publishing, Old Woking, Surrey GU22 9LG, UK, 2005
- Chambers Global Practice Guide 2019 Malaysia Corporate M&A: Q&A [co-author]