



**To' Puan Janet Looi**  
**Partner**

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*"Janet Looi is a well-respected practitioner, particularly adept at handling acquisitions and disposals of shareholdings, as well as corporate restructuring and regulatory matters."*

*"Sources commend her as a very seasoned operator who always has good judgement. She also has expertise in environmental issues."*

*"Janet Looi is an extremely experienced and knowledgeable partner and clients appreciate her commerciality."*

*"Janet Looi is highly experienced in handling M&A, joint ventures and corporate restructuring work. She is particularly adept at advising on cross-border deals".*

***Chambers Global 2021, 2019, 2018, 2016***

**To' Puan Janet Looi** is the Senior Partner, Head of Corporate and Co- Head of the ESG Group of Skrine. Janet leads the teams in M&A and advice to boards and corporations on corporate governance, corporate responsibility and climate change, environmental and sustainability linked risks. The work regularly includes advising GCs and senior management on cross border and complex M&A transactions, business sales, acquisitions and restructurings, as well as structural changes to achieve the corporations' goals and objectives taking into account stakeholder requirements. and board responsibilities for climate strategy and sustainability risks.

Janet has been named as a distinguished practitioner and leading individual for her takeovers, mergers & acquisitions and cross borders transactions work by several leading publications such as Chambers Global, Chambers Asia Pacific, and Who's Who Legal (WWL): Southeast Asia 2022, in which she is listed as a Recommended National Leader in the area of Corporate Governance, and in the International Who's Who of Business Lawyers in the same practice area.

Janet also leads the Firm's offerings on the ESG and climate risks front, carbon credits and carbon offsets and stakeholder engagements. She has conducted many briefings on board responsibilities for climate strategy and sustainability risks and managed workshops on critical environmental issues such as water sector reform and implementation of a carbon offsets program in Malaysia.

As an independent non-executive director (NEID) member of the Audit and Risk Committee on a PLC, Janet was instrumental in ensuring the incorporation of climate change and environmental risks into the risk assessment and management framework early on, as well as review of corporate governance structures to incorporate checks and balances to ensure the sustainability risks are properly managed. While acting as NEID, she was a member of the Nomination and Remuneration Committee on implementation of compensation structures linking key management personnel's salaries to net zero plans of the PLC. Janet has extensive experience on cross border and local M&As, joint ventures, shared service centres and outsourcing involving financial institutions, particularly in the insurance and takaful sectors.

These include structuring, strategic input on the organisational and operational changes required in order to achieve the goals and priorities of the corporations, input on expectations of the regulators such as Bank Negara Malaysia with regards to how to meet their regulatory requirements and engagements with the regulators. Major environmental projects of which Janet was lead partner include Peninsular Malaysia's first integrated scheduled waste management centre, a State project on the formation of one entity and body corporate for State water supply, the Government of Malaysia and Government of Denmark Integrated River Basin Management (IRBM) joint project which culminated in the drafting of the Kedah Water Resources Enactment and a year long engagement on water sector reform for one of the States in East Malaysia.

Janet has provided many briefings to financial institutions and corporations including to the Malaysian Investment Bankers Association and the Institute of Company Directors Malaysia on the implications of the fast changing landscape of regulators' policies and expectations on ESG and sustainability risks, laws and directors duties and climate related litigation. These briefings review in detail the requirements of Bank Negara Malaysia under the Climate Risk Management and Scenario Analysis document, the SC Guidelines on Conduct of Directors of Listed Companies and Subsidiaries and Malaysian Code on Corporate Governance. The briefings are accompanied by case studies on climate adaptation and mitigation of the physical, economic and transition risks involved. Janet has advised on many board governance structures and directors' duties in the context of group companies, conflicts of interest and duties of directors, and also how to mitigate against incurrence of personal liability as directors and shareholders' liability arising from lifting of the corporate veil. Janet leads the firm's offerings also on corporate ESG and supply chain due diligence, review of policies and materials on net zero paths to highlight greenwashing risks, and advises on emergency response plans and remedial actions for environmental incidents and mitigation of reputational damage. Janet co-authored the Malaysia legal opinion on directors' duties and disclosure obligations in the context of climate change risks for the Commonwealth Climate and Law Initiative published in July 2022. This was the first comprehensive legal opinion to Malaysian boards on their duty to urgently apprise themselves of all aspects of climate change that can affect their companies. The opinion has been oft cited by general counsels to their boards. The Malaysian chapter Investor Guides to Support Corporate Engagement for the Net Zero Transition in Asia published by Client Earth published by Client Earth and the Asia Investor Group on Climate Change (AIGCC) which sets out shareholder remedies and shareholder engagement mechanisms was also contributed by Janet.

Janet is also the lead legal and regulatory consultant for the World Bank project on carbon crediting and offset system in Malaysia working with Prof Kenneth Richards of The Gnarly Tree Sustainability Institute and the Environmental Defense Fund.

### **Key Practice Areas**

Mergers & Acquisitions  
ESG & Corporate Governance  
Climate Risks & Carbon Credits  
Corporate Restructuring  
Competition

### **Selected Experience**

#### **Mergers & Acquisitions**

- ❖ Lead Partner advising a leading Korean conglomerate in connection with its acquisition of two waste management groups in Malaysia, comprising of both solid waste and scheduled waste management businesses.
- ❖ Lead Partner in advising as Malaysian counsel for GIC (Ventures) Pte Ltd on the share subscription agreement with

Sunway Berhad (“Sunway”), Sunway City Sdn Bhd (“Sunway City”) and Sunway Healthcare Sdn Bhd (“SHH”) to subscribe for a 16% stake in SHH for a subscription consideration of RM750.0 million.

- ❖ Acted for Associated International Cement Limited, as subsidiary of LafargeHolcim Ltd in its disposal of its entire 51 percent shareholding, comprising 433,344,693 ordinary shares, in Lafarge Malaysia Berhad for a cash consideration of RM1,625,042,598.75 (USD 396 million) to YTL Cement Berhad, a subsidiary of YTL Corporation Berhad, by way of direct business transaction on Bursa Securities Malaysia Berhad.
- ❖ Lead Partner advising a US insurance conglomerate in its restructuring of its shared services and outsourcing services and sale of the restructured business to a third party outsourced service provider, encompassing advice on regulatory requirements of the regulator on technology and permitted outsourced activities and data privacy issues, approvals of and notifications to the regulators and drafting of the transaction documentation.
- ❖ Lead Partner advising a US insurance conglomerate in its investment and strategic partnership in Touch ‘n Go.
- ❖ Advised an American holding company, with international logistical operations, on its acquisition of a specialized food distribution business for a major fast food chain in Malaysia. A subsidiary company was used to facilitate the acquisition.
- ❖ Lead Partner in advising a Malaysian Government-Link Investment Body in its acquisition of shares and convertible securities in an operator of a global airtime and money transfer hub network.
- ❖ Represented a major Malaysian pension fund in the submission to the Appeals Committee of Bursa Malaysia on the pension fund’s voting rights on respect of the proposed merger between several major banks listed on Bursa Securities Malaysia Berhad.
- ❖ Advised a major Malaysian pension fund in connection with acquisition by a special purpose vehicle with a private equity partner of the businesses of major food franchisors in Malaysia. The deal valued the companies close to RM5.2billion.
- ❖ Acted for a major European global insurance company in an acquisition of a Malaysian licensed insurance company, including advising on the approach with regards to the applications for approval of the regulators and conditions of approval. The transaction documentation included the acquisition agreement and transitional services agreements and licence agreements.

- ❖ Acted for a major American global insurance company in the acquisition from a major European global insurance company of a Malaysian licensed insurance company.
- ❖ Acted for a major American global insurance company in the acquisition of shares of a Malaysia takaful operator from a major European global insurance company, including advising on the application to the Securities Commission of a waiver from the then applicable Malaysia Take-Over Code provisions.
- ❖ Lead Partner advising a leading global insurance company in the potential sale of shares in its Malaysian licensed insurance company, including advising on the structure of the transaction, approvals of regulators and advising on the shareholder suitability regime.
- ❖ Lead Partner for a leading global insurance company in its acquisition of three multi-line insurance and financial service companies. The sizeable acquisition represented a milestone in the client's emerging market strategy.
- ❖ Acted for one of the largest global money transfer companies in the world, in its acquisition of a Malaysian remittance services company with extensive agency networks in South Asia.
- ❖ Lead Partner for a European bank in setting up a joint venture allowing for a strategic alliance between the client and two Malaysian banks. This allowed the client to enter into the insurance field operating under a licence issued by Bank Negara (Central Bank of Malaysia) in 2010.
- ❖ Lead Partner for one of the largest insurance companies in the world in setting up an insurance joint venture company with a local Malaysian bank. This was one of the four joint ventures to have obtained the family takaful licence from Bank Negara Malaysia (Central Bank of Malaysia) in 2010.
- ❖ Advised a UK defence company on the sale of specialist defence equipment to the Ministry of Defence of Malaysia.
- ❖ Advised a Europe-based leading global specialist provider in electrical and digital infrastructure solutions in its acquisition of a cabling company in Malaysia which strengthened the company's market access and presence in Malaysia.
- ❖ Acted as Malaysian Counsel for a subsidiary of an American-based cryogenic storage solutions in its divestment to Air Water Inc., resulting in it being a major player in the expansion of liquefied natural gas supply chains across Southeast Asia and North America through the fusion of Air Water's cryogenic technology with Taylor-Wharton Malaysia's manufacturing technology along with the integration of the Air Water and Taylor-Wharton Malaysia's established sales network.

- ❖ Lead Partner for an international specialist plastics and packaging company in its acquisition of the entire assets and liabilities of a Malaysian listed company.
- ❖ Advised one of the largest Korean food companies on the establishment in Malaysia of its thiochemicals plant in joint venture with a French chemicals company.
- ❖ Advised a large Russian company on its takeover from a large listed Malaysian public company of a leading air conditioning company listed on Bursa Securities Malaysia Berhad and its subsequent privatisation.
- ❖ Advised on the RM3.2 Billion rationalisation/merger exercise undertaken by two Malaysian public listed companies involving *inter alia*, the acquisition and disposal of companies within their group.

### **Corporate Restructuring**

- ❖ Acted for a major listed Islamic Insurance Company on the conversion plan and restructuring of its businesses as required by Islamic Financial Services Act 2013. Our role included drafting the documentation for the business transfer, establishment of a newco subsidiary, advising on the application to Bank Negara Malaysia on the application for approval of the scheme of transfer, applying to the High Court of Malaya for the court order for the transfer and vesting of the business into the newco subsidiary, advising on the listing requirements and reviewing announcements to Bursa Malaysia for the transaction.
- ❖ Acted for a major listed Islamic Insurance Company on the acquisition of the general takaful business from a US insurance corporation's Malaysian licensed general takaful operator. The transaction included advising on obtaining the regulator's approval, drafting and negotiation of the business transfer agreement and application to the High Court of Malaysia on the scheme of transfer of the general takaful business to our transferee client.

### **Foreign Direct Investment**

- ❖ Lead Partner advising The Coca Cola Company in its establishment of a manufacturing plant literally from start to finish. This involved negotiating the termination of a previous business partnership of 73 years, advice and drafting of documentation for the purchase of industrial land, construction, arrangements for local equity participation and drafting and negotiation of the investment documentation.

- ❖ Lead Partner in advising a major German automobile company on the restructuring of their wholesale business in Malaysia and setting up of Malaysian companies for their Malaysian businesses. This involved the establishment of a new company in joint venture with a Malaysian public listed company and drafting and negotiation.

## **Government Contracts**

- ❖ Negotiated and drafted a 15-year exclusivity agreement with the Government of Malaysia for the first privately funded scheduled waste treatment, transportation and disposal plant in Peninsular Malaysia.
- ❖ Advised a major foreign multinational company on its joint venture with a Malaysian public listed company for the double tracking rail project including advising on the agreements with KTM Berhad for the project.
- ❖ Advised a Malaysian public listed company on a potential concession with the Government of Cambodia on establishment of a solid waste treatment plant.
- ❖ Advised a consortium of Korean and local listed company on submission of a bid to the Energy Commission of Malaysia for a greenfield IPP Project in Malaysia.

## **Environment**

- ❖ Advises on an on-going basis on notices and summonses issued by the Department of Environment of Malaysia, environmental due diligence reviews and environmental, health & safety issues generally.
- ❖ Advised a State Government on the validity of a forest carbon sequestration agreement and the proposed carbon credits sale to a third party forest management consulting group in respect of a large forest concession area, and on the typical terms and conditions when dealing with carbon trading and carbon offsets in relation to forests, including under the Lowering Emissions by Accelerating Forest finance (LEAF) Coalition or Emergent;
- ❖ Legal adviser for Kualiti Alam Sdn Bhd, the first integrated transportation, treatment and disposal system for scheduled wastes in Peninsular Malaysia which was granted by the Government of Malaysia a 15-year exclusivity.
- ❖ Drafted for one of the States of Malaysia the legislation for the establishment of an integrated river basis management body (IRBM).
- ❖ Secured approval of the Director General of Environment under the Environmental Quality Act 1974 and the Basel Convention for our US multinational company client to

export of its metallic waste to the US for recovery of previous metals.

- ❖ Acted for one of the world's largest mineral ore traders in negotiations with the Department of Environment on importation of refined used oil into Malaysia.
- ❖ Advising on licensing requirements under the Water Services Industry Act and assisting in applications for licences from the Water Services Commission (SPAN).

## Qualifications & Professional Affiliations

### Qualifications:

- Bachelor of Economics (1983) Bachelor of Laws (1985), Monash University, Clayton Campus, Australia
- Advocate & Solicitor, High Court of Malaya (1986)
- Lex Mundi Institute Business Management Programme at University of Cambridge, Judge Business School (2014)
- Women Transformative Leadership Programme at the Oxford Said Business School (2020).
- Strategy & Sustainability (IESE Business School) (short course July 2023)
- The University of Cambridge "Key Essentials: The Paris Agreement, Sustainable Development and the Law" (short course April 2024)

### Mediation:

Accredited Mediator of the Malaysian Mediation Centre (May 2019)

### Professional Affiliations:

Regional Vice Chair (Asia Pacific), Lex Mundi Managing Partners Committee

Board Member, Lex Mundi (2007 to 2011)

Chair Emeritus of the Environmental Law Committee of Lex Mundi

Honorary Fellow of the Association of Fellows and Legal Scholars of the Center For International Studies, Salzburg, Austria

Regional Vice Chair (Asia Pacific), Lex Mundi Women in The Law Committee (2011)

Served on GOAL Task Force and Diversity Committees of Lex Mundi

## Directorships (2017 – 2021)

Malaysian Resources Corporation Berhad

Independent Non-Executive Director

Executive Committee Member

Audit and Risk Management Committee Member

Nomination and Remuneration Committee Member

## Publications

- Co-Author, Chambers Global Practice Guide – Investing In...2022 (2022)
- Co-Author, Lex GDTD Corporate Governance in Malaysia

2021

- Co-Author, Malaysian chapter of the Primer on Climate Change: Directors' Duties and Disclosure Obligations (June 2021), an examination of directors' duties and disclosure obligations in respect of climate change jointly published by the Climate Governance Initiative and Commonwealth Climate and Law Initiative.
- Co-Author, Lex Mundi Climate Change Guide (2021)
- Moderator & Panelist - Climate Change & Directors' Duties Webinar organised by Skrine with the Climate Governance Malaysia (a part of the World Economic Forum) (June 2020)
- Co-Author, Malaysia Chapter - Global Legal Insights to Merger Control (2019)
- Co-Author, Malaysia Chapter - The Mergers & Acquisitions Review, Law Business Research (2014)
- Author, Malaysian Chapter - Global Legal Group, the International Comparative Legal Guide to Environment Law (2010)
- Author, Malaysian Chapter - "Environmental Law and Enforcement in the Asia-Pacific Rim", Sweet & Maxwell Asia (2007)
- "Author (with Jacqueline Welch), Annotation of the Environmental Quality Act 1974 - Annotated Statutes, Malayan Law Journal
- Author, Malaysia Chapter, Guide to Financial Services Regulations in Asia Pacific (2012, 2013, 2014)
- Presented "Key Developments On Mergers And Acquisitions In Malaysia" at the Herbert Smith Pan-Asian 2004 seminar.
- Chair of session on "Corporate Social Responsibility vs Profitability: The Current Issues Facing Corporations and Environmental and Corporate Counsel" at the Fourteenth Inter Pacific Bar Association Conference in Seoul, Korea in May 2004.
- Presented "Directors' Personal Liability for Environmental Offences" at the Federation of Malaysian Manufacturers' seminar on "Managing Business Risks In An Environmental Context" on 11 August 2004 organised in collaboration with Skrine.
- Presented "The Relevance of Corporate Social Responsibility (CSR) for Asian Business" at the Asia Corporate Governance Conference 2005 organised by ASLI.
- Planned and organised the Corporate Social Responsibility Plenary Session of the Lex Mundi Asia Pacific Regional Conference in November 2005.
- Presented "Key Developments on Mergers and

Acquisitions in Malaysia” at the Herbert Smith Pan-Asian seminar, February 2006, Singapore. Practical Aspects of Joint Ventures in Malaysia” published in the Asian Commercial Law Review (a Journal of Commercial Law and Regulation in the Asia-Pacific Region) Volume 1 Issue 3 (June - July 1996).

## Accolades

- Hall of Fame – M&A – Legal 500 Asia Pacific 2021-2026
- Chambers Asia Pacific M&A Leading Individual Band 2 for 2026
- Chambers Asia Pacific M&A Leading Individual Band 1 (2007 – 2025)
- Lexology Index – Southeast Asia: Thought Leader – M&A and Governance & Firm Management (2024-2026)
- Lexology Index – Southeast Asia: Recommended – M&A and Corporate Governance & Banking (2024-2026)
- Chambers Global – Corporate M&A (2007 - 2024)
- “Distinguished Practitioner” Corporate and M&A, Restructuring and Insolvency – asialaw Profiles 2020 – 2024
- Listed as one of the “Women Leaders” in Malaysia – IFLR1000 2020-2025
- Leading lawyer “Highly Regarded” in M&A – IFLR 1000 2020- 2025
- Listed as Women in Business Law for Corporate/M&A (Malaysia) 2022 by Expert Guides
- Asia’s Top 15 Female Lawyers 2021 – Asian Legal Business
- Listed as The A-List: Malaysia’s Top 100 Lawyers by the Asia Business Law Journal 2021