

ASIA IN-HOUSE 25



Today's in-house teams are more than just providers of legal advice. They are now an integral part of any company, assessing risk, helping make business decisions, and negotiating some critical deals while keeping the company safe from harm. And highlighting this ever-evolving role of in-house counsel is the inaugural ALB In-House 25, which showcases the fine work that in-house teams are doing across the region. The In-House 25 was selected on the basis of submissions from in-house teams, wins at ALB's various law awards across Asia, and also market feedback. The list below is in alphabetical order.

AIA Group
Alibaba Group
Asian Development Bank
Astro
Carlyle Group
Citigroup
CJ E&M
Equinix
Goldman Sachs
Hongkong Land
Hyundai Heavy Industries
Itochu Corporation
Maybank
Mizuho Securities
Morgan Stanley MUFG Securities
MTR Corporation
PMFTC
SapuraKencana
Semen Indonesia
Sime Darby
Sinergy Consulting Services
Singtel
Softbank
Sun Life Indonesia
Telstra



ALIBABA GROUP

Headed by GC Tim Steinert, the **Alibaba Group** has a legal team of approximately 230 people across mainland China and Hong Kong. In the past year it was in the headlines for its IPO on the New York Stock Exchange that raised upwards of \$25 billion, but other major achievements in that time have included an offering of \$8 billion of senior unsecured notes of Alibaba Group; a \$3 billion syndicated loan, more than 55 investment and acquisition projects (both in the PRC and abroad); the restructuring of the group's commercial arrangements with affiliated entity Zhejiang Ant Small and Micro Financial Services Group, the establishment of the Alibaba Legal Practice Research Center and online legal platform; and supporting the establishment of Zhejiang E-Commerce Bank. "A well-functioning in-house team provides the procedural and contractual structures and tools for a business to develop ef-

ficiently in an environment of minimized long-term risk," says the team. "The team must be close to the business, be able to balance short-term needs and long-term risk and must be able to communicate in a clear and constructive manner."

Headquartered in Manila, the **Asian Development Bank (ADB)** has an 85-member strong legal team headed by Christopher Stephens. In 2014, ADB's legal department advised on projects including investments of almost \$23 billion, of which almost \$14 billion was loaned to sovereign borrowers; more than 300 technical assistance projects; and more than 50 projects for \$9.24 billion of co-financings with commercial banks, other multilateral development banks, and development agencies. Currently the legal department administers more than 600 public sector projects, and almost 200 private

sector projects, and in 2014, advised on eight country partnership strategies, outlining the countries' development and policy priorities for the coming three to five years. Additionally, the legal department advised on the bank's raising the equivalent of \$14.25 billion in more than 50 borrowing transactions denominated in 11 different currencies, and 20 public offerings, including the first-ever Indian rupee denominated offshore bond. Finally, the legal team also advised the bank on the management of a portfolio of more than \$35 billion of investment and trust funds in 24 currencies.

One of the main tasks before the 17-lawyer team at **Astro Malaysia Holdings**, headed by Hoh Hon Piao, is to support the company as it enhances its content and product offerings plus the technology it deploys. The team advises on relevant laws and complex content rights as well as structures, and negotiates contracts to lay the foundation for such digital platforms. It also backs the company's push to regional markets by advising on joint ventures and collaborations to create and distribute regional content as well as a deal with Pinewood Iskandar Malaysia Studios to be their exclusive television production services provider. Finally the in-house legal team also has an important role to play in guiding the business in competition law compliance as well as compliance under the relatively new personal data protection regime in Malaysia. "Since [Astro's] key assets invariably involve intellectual property, the in-house legal team has a strategic and important role to play



ASTRO MALAYSIA HOLDINGS

in advising the business on intellectual property issues as well as the structuring and negotiation of IP ownership and complex content rights," says Hoh.

Reflecting the size and presence of **Citigroup**, its legal team numbers a solid 200 lawyers. Hong Kong and Singapore act as regional hubs, but lawyers are based across the region, including in countries like Bangladesh. The last 12 months have been one of the busiest periods on record for capital markets issuance from Asian companies, and the team, headed by Amy C. Reich, has provided legal support and counsel on over \$100 billion of equity and debt transactions as well as more than \$50 billion of M&A activity involving Citi's Asian clients, including the largest-ever IPO and global bond from an Asian company. A notable transaction has been the bancassurance agreement signed between Citi and AIA, the largest-ever such agreement in the region, covering 11 markets. "In-house legal plays a key role in supporting Citi in the markets in which we operate across the region," says Reich. "The advice and counsel we provide to all areas of Citi is critical to maintaining our commitment to our clients, regulators, and shareholders and to promoting our culture of excellence and integrity."

The Asian legal team of the California-headquartered **Equinix** numbers nine attorneys, based in Singapore and Tokyo, and is headed by Yolande Goh. Notable work done by the team recently included integrating Japan

into the US global REIT structure. "We were an integral part of the planning, demerger process and implementation of the REIT conversion," says Goh. "Inclusion of Japan was a significant factor in allowing Equinix to elect to become a global REIT on Jan. 1, 2015 and for our company to qualify as a REIT. Our group saved approximately \$40 million as a result of this transaction." Additionally, the team worked on private M&A transactions, including acquiring six data centers and one disaster recovery center from Hong Kong-based data center provider Asia Tone for \$230.5 million. The team also worked on 55 real estate acquisitions and leases across cities in the Asia-Pacific region in 2014 and 2015.

This is a "year of acquisition" for **Hongkong Land**, which has a legal team of 15 (including eight lawyers) in Hong Kong and Beijing. The company has secured new investments in multiple locations in China, while looking at possible acquisitions in Cambodia, Philippines and Vietnam, and this has put the legal team front and centre. The team, headed by David P. Lamb, executive director and group counsel, and Cissy W.T. Leung, head of legal services, is carrying out a "lease revamp" for Hong Kong and in other jurisdictions such as China, Cambodia, Indonesia, Singapore and Thailand. As such, it has revised its standard templates but maintained a good balance of rights and liabilities between the landlord and tenants. The team has also invested resources in organising and present-

ing in-house produced "Legal Talks" for those on the commercial side of the business. Solely using in-house efforts, these talks involve preparing and delivering legal workshops on diverse topics to employees at all levels, from executive directors to property-management staff who patrol the buildings where Hongkong Land provides building management services – solely using in-house efforts.

Headed by Jun Hee Kim, a former arbitration partner with Kim & Chang, the **Hyundai Heavy Industries** legal team is headquartered in Seoul, and is composed of 35 attorneys and professional staff. In the recent past, its work has included the negotiation of the full suite of project contracts for several first-of-a-kind Floating LNG (FLNGs) projects; a \$1.94 billion order for an offshore gas development project in Abu Dhabi; a \$3.4 billion order to construct and deliver a clean-fuel refinery for a national oil company in the Middle East; a negotiated multi-billion-dollar project to construct and deliver a refinery for a national oil company in the Middle East; negotiation and finalisation of contracts and ancillary agreements with Maersk amounting to \$1.1 billion for nine container carriers; and negotiation and finalisation of contracts and ancillary agreements with a Saudi Arabian buyer for 10 oil tankers in excess of \$1 billion. Additionally, the legal team also regularly handles contentious work internally without the engagement of outside counsel.

Headquartered in Tokyo, the legal team of **Itochu Corporation** also has offices in Osaka, Singapore, Beijing and Shanghai. The team of approximately 100, headed by Mitsuru Claire Chino, recently played a key role for the company in the negotiation of agreements related to the acquisition and subscription by Itochu Corporation and Charoen Pokphand of 20 percent shares in the Hong Kong-listed CITIC for approximately \$11 billion. Chino, who has been hailed as an "innovative lawyer" by the Financial Times, says that the legal division "strives to be proactive" in identifying and defining its roles, instead of waiting for management to define it. "Today, the legal teams are not only asked about



HONGKONG LAND



purely legal matters but rather about matters that help management in making good business judgment and in thinking about the core value that the company wishes to uphold," she says, adding that a successful in-house team should "understand the business needs and goals and be proactive in moving transactions forward while identifying and minimising risks."

Headquartered in Kuala Lumpur, the 60-lawyer legal team of **Malayan Banking Berhad Group of Companies** is based across a number of ASEAN countries plus Hong Kong. The team's recent notable work includes assisting in launching regional documents for transaction banking services and private-wealth management services cross Malaysia, as well as a number of Maybank's regional branches; the establishment of a subordinated sukuk murabahah programme of up to 10 billion ringgit (\$2.6 billion) in nominal value issued by Maybank Islamic Berhad, updating its \$5 billion EMTN programme; and being involved in the 834 million-ringgit IPO of 7-Eleven Malaysia Holdings and the S\$128 million (\$93 million) IPO on ISEC Healthcare. The company says its in-house legal team works "as business partners with various business units." Explains the team: "Our contribution is significant in terms of advising on deals, structuring of products, regulatory issues, drafting of terms and conditions and overall advisory and legal solutions. We reduce legal costs significantly as a substantial amount is

done in house to manage legal risks for the group, and also contribute in terms of updating business on latest legislations and case law."

Japanese investment banking and securities firm **Mizuho Securities** is a subsidiary of Mizuho Corporate Bank, which is a wholly owned subsidiary of Mizuho Financial Group, the second-biggest Japanese financial services conglomerate. The bulk of Mizuho Securities's legal team (37 lawyers) is located in Tokyo, with a few others in Hong Kong and Singapore. Headed by Kimiko Kanai, the team has helped the business in its underwriting of important IPOs, such as the \$1.9 billion listing of Recruit Holdings, Japan's top provider of short-term workers, and the \$5.3 billion IPO of railway and property company Seibu Holdings. When asked

about how the in-house team is contributing to the business, Kanai says, "By working closely with business front, the in-house team can provide practical and well-balanced legal solutions, taking into account business practices and the needs of the front staff." She adds that in-house teams today need to have a "deep knowledge of business practices based on close communications with the front" and the "ability to find out well-balanced and practical legal judgment."

The legal team of Philippine tobacco company **PMFTC** may be lean (one senior counsel, three counsel and two legal assistants in Manila) but it punches above its weight, as can be seen by two litigation victories. Earlier this year, the Philippine Supreme Court dismissed an appeal filed by the Department of Health (DOH) against the company for being "moot and academic". The case stemmed from the issuance by of a DOH order requiring the printing of picture health warnings on cigarette packs. And then in March, the Supreme Court confirmed that tobacco promotions for adult smokers were still allowed. Additionally, the legal team assisted in negotiations and drafting of documents to sign a 13 billion peso (\$285 million) credit facility agreement with a local bank, fought back against illicit trade in cigarettes, and advocated for reasonable regulation and fair enforcement. As the team puts it: "There is hardly ever a dull moment for the PMFTC law department."





Semen Indonesia, the country's largest cement producer has plants on the islands of Java, Sumatra and Sulawesi, and its legal team of around 20 people is located in Gresik Regency in East Java. Over the past year, one of its notable works was a dispute over the company's environmental licence, which spent a number of months in the courts system. "The plaintiff claimed that the company's environmental license was invalid because it was not made based on the legal procedures, but the judges ruled in our favour in April," says Muhamad Soffan Heri, head of legal. Heri explains that the case was very important because an unfavourable decision would have been a major setback for the company's bottom line. "It would have been impossible for us to build our cement factory, since the environmental license is the primary license, becoming the basis of issuing other licenses. If that was revoked, the other licenses would be invalid, we would not be able to run our business, losing \$2 million."

Sime Darby Berhad's 48-member legal team is not just confined to its home base of Malaysia. Choo Suit Mae is the group general counsel for the team, whose members are in Indonesia, Singapore, Hong Kong, China, Australia, Papua New Guinea and the Netherlands. In the past year, the team has advised the Sime Darby Group on two projects: its investment in the development of the iconic Battersea Power Station site in London and its \$1.5 billion multi-currency sukuk issu-

ance programme. The team also advised Sime Darby Plantation on its takeover of New Britain Palm Oil Limited. "The Sime Darby legal team is drawn from diverse cultures, backgrounds and practice areas, ranging from litigators to M&A experts," says Choo. "The team plays a key role in managing legal risks and provides transactional legal services to the business team. In relation to compliance and governance, the team collaborates closely with the risk and compliance functions within the group. Given the team's insightful understanding of the business and commercial objectives of the group, they are seen as strategic partners and bring a different perspective which complements the skills of other advisers and senior decision-makers."

The 25-lawyer legal team of **Singapore Telecommunications Limited (Singtel)** is led by Shantini Sanmuganathan. In the past year, the team has advised on deals such as the Amobee Group's (a wholly owned subsidiary of Singtel) acquisition of Adconion Media and Adconion Pty Limited for \$209 million; Amobee's acquisition of Kontera Technologies for \$150 million; the setting up of HOOQ Digital Pte. Ltd., a joint venture between Singtel, Sony Pictures Entertainment Inc. and Warner Bros.; Singtel's agreement to acquire 98 percent of Trustwave Holdings for \$850 million; and the integration of OpenNet and CityNet. "Today as in house corporate counsel, we play a very important role in being the

sounding board for the business and assisting the business in their decision-making – increasingly beyond areas traditionally considered as legal," says Sanmuganathan. "Helping with business velocity is another aspect of being a business partner- whether this is through improved processes, better education and awareness programs and self-help tools to better equip the business to identify red flags, or being part of the business strategy creation process to provide advice that can shape a better product or program."

The 16-member legal team of **SoftBank Group Corp.** is located in Tokyo and headed by GC Masato Suzuki. In the past 12 months, the legal team has been involved in 23 major deals, with a total value of around \$2 billion), including the IPO of Alibaba Group Holdings; domestic and global bond offerings; investments in companies such as Coupang, Korea's largest online retailer, Snapdeal, India's largest online marketplace, Grabtaxi, South-east Asia's largest mobile taxi booking app, Ola Cabs in India and Altaeros Energies' Buoyant Airborne Technology; the formation of joint ventures with Foxconn and Alibaba in the robotics business, and Legendary in the contents business.

The Asian legal team of Australia's **Telstra** is headquartered in Hong Kong, with additional locations in Singapore, Malaysia and mainland China. The 31-member team, headed by deputy group general counsel Simon J. Brookes, has worked on a number of notable recent transactions, including the acquisition of Pacnet for \$697 million; CloudMed's purchase of the business assets of Cloud 9 Software and IdeaObjects; the joint venture between Telstra and Telkom Indonesia; the launches of a global cloud product suite with Cisco as well as the Global Media Switch; and customer agreements with a range of clients ranging from Dairy Firm to the city of Busan in South Korea, among others. Among its notable work was a deal worth over \$20 million with a Fortune 500 company to provide network, cloud and hosting services in 15 countries across Asian Pacific. **ALB**