



S QIN & PARTNERS

ADVOCATES & SOLICITORS

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SHIM DE ZHEN

FOUNDING PARTNER

Mr. Shim De Zhen is a founding partner of Messrs S Qin & Partners.

His practice encompasses various aspects of corporate and commercial law. These include corporate structuring, contracts and agreements, financing arrangements, employment management, shareholders and directors relationship governance and disputes, debt recovery, and corporate debt restructuring and insolvency. He is versed in the various stages of dispute resolution, from mediation to appeals at the Court of Appeal.



QUALIFICATIONS

- LLB (Hons) University of Liverpool, United Kingdom (1st Class)
- Bar of England and Wales, Member of Middle Temple Inn
- Advocate & Solicitor of the High Court of Malaya
- Accredited Mediator of the Malaysian Mediation Centre
- Associate Member of the Insolvency Practitioners Association of Malaysia.

CONTACT

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AUTHORED AND CONTRIBUTED WORKS

Publications

- Contributor to “Malaysian Civil Procedure” for 2018, 2021 and 2024 (Sweet & Maxwell).
- Co-Author of “Corporate Rescue Mechanisms in Malaysia” (2023, Sweet & Maxwell).
- Contributor to “Law and Practice of Corporate Insolvency in Malaysia” (2019, Sweet & Maxwell).

PRACTICE FOCUS

Practice Areas

- Corporate and Debt Restructuring and Insolvency
- Corporate and Commercial Dispute Resolution
- Corporate & Commercial Transactions and Structuring

NOTABLE EXPERIENCE

Corporate and Commercial Transactions

- Advised on the acquisition of the “Original Classic” brand in a transaction valued at approximately RM100 million.
- Advised on the acquisition of a RM21 million factory from a Japanese company.
- Advised on a project participation and revenue-sharing arrangement for private investors contributing funds towards international concert projects, including project costs, ring-fenced project monies, distributions, investor protections, KYC/AML controls and anti-syndication provisions.

- Advised on the proposed sale and acquisition of shares in a renewable-energy company involving staged consideration of up to RM6 million, tariff-related conditions, deferred consideration, security arrangements and default provisions.
- Advised a renewable-energy group on a proposed investment involving the acquisition of a 30% interest in a company, EBITDA-linked consideration, shareholder funding for a proposed listing, reserved matters, information rights, drag-along rights and key-management retention arrangements.
- Advised on the acquisition of a portfolio of solar assets with an aggregate capacity exceeding 3,400 kWp and a purchase price of RM6.8 million, including the transfer or novation of project agreements, licences, operational records, system warranties, renewable-energy certificates, site-access rights, retention arrangements and related transaction documentation.
- Advised on the structuring of a solar-energy business model for a listed real estate developer involving rooftop leases, tenancy arrangements, tenant power purchase agreements, loan power purchase agreements and project-level SPV arrangements, including the alignment of lease, tenancy, PPA, financing and project-rollout timelines.
- Advised on a 10-year operations and maintenance arrangement for a solar plant in Brunei involving a consortium and a local project participant, including performance standards, performance bonds, payment, liability, termination and allocation of project risks.
- Advised on an exclusive distributorship and collaboration arrangement for a company group involved in LED lighting technology, including territorial exclusivity, reserved business, project registration, sales targets, pricing, payment terms and termination rights.
- Advised on a collaboration involving the manufacture and supply of approved electrical products for TNB projects, including approval ownership, exclusivity, replacement approvals and protection of technical and commercial materials.
- Advised on a joint venture and project transition arrangement involving the acquisition, development and commercialisation of energy-related projects at the TRX development, including project funding, project bank accounts, control of project receipts and transition of business operations.
- Advised an industrial manufacturing company on a nominee shareholding and trust structure involving beneficial ownership, contribution arrangements, governance rights and powers of attorney, together with related licensing, immigration, tax and customs considerations.
- Advised an industrial manufacturing company on a proposed financing and investment arrangement with an investment fund through the issue of redeemable preference shares, including redemption mechanics, corporate approvals, investor protections and restructuring considerations.
- Advised on the restructuring of a software development arrangement for a bespoke customer relationship management and business management system, including project scope, milestone payments, source-code ownership, testing, acceptance, deployment, handover and post-go-live support.
- Advised on a joint venture and investment exercise involving the leasing of land and construction of shrimp-farming facilities by a group specialising in aquaculture.
- Advised an aquaculture group on its existing contracts and group structure in preparation for a potential initial public offering.
- Advised on the preparation and review of charterparty documentation for the engagement of a tugboat.
- Advised on a large-scale solar rooftop installation project for Shell stations nationwide.
- Advised on the structuring of a consortium, land arrangement and legal documentation for the Corporate Green Power Programme under the Energy Commission.
- Advised on the preparation, review and management of contracts, including EPCC projects, for a group of companies involved in solar and LED lighting technology.
- Advised on the acquisition of a biomass plant.
- Advised on the acquisition of constructed swiftlet houses in Sabah and the assignment of contracts relating to the management and sale of bird's nest products.
- Advised on the acquisition of assets and business operations of branches of a bubble-tea chain.
- Advised on alternative expansion strategies for a hotpot chain transitioning towards franchising requirements in Malaysia.
- Advised on the internal restructuring of a scaffolding company group in preparation for a listing or other corporate exercise.
- Advised on the internal restructuring of a ceiling-fan company to ensure compliance with existing laws and strengthen its contracts with customers and sales representatives.

- Advised on the contract structure and administration for the leasing of information-technology equipment to the Ministry of Education.

NOTABLE EXPERIENCE

Private Equity, Investment and Due Diligence

- Advised a private equity firm on the legal and regulatory aspects of its RM10 million fund structure, investor onboarding and deployment of capital, including deal mechanics, investment documentation, governance arrangements, transaction risks and investor protections.
- Advised a group of companies in the renewable-energy and investment sectors on a private equity investment and subsequent redemption arrangement involving two classes of redeemable convertible preference shares, including investor rights, conversion, redemption, additional issuances, transfers, reserved matters, proposed listing-related funding, default consequences, application of asset-disposal proceeds and repayment obligations involving approximately RM1.9 million.
- Conducted legal and regulatory due diligence on the Malaysian operations of a Labuan-licensed money brokerage business, including its licence, CFD-related activities, client-money controls, reconciliation procedures, cross-border solicitation arrangements and reliance on regulatory exemptions.

NOTABLE EXPERIENCE

Restructuring and Insolvency

- Advised a group of companies in the oil and gas, marine and engineering industries on a proposed restructuring involving RCPS/RPS funding, preference shareholders and other stakeholders, including investor communications, financial information disclosure, governance arrangements, related-party transactions, guarantees, creditor and debtor ageing, and a proposed repayment and settlement framework.
- Advised an automotive components group on a proposed preference-share scheme of arrangement, related court applications, shareholder and creditor meetings, restructuring arrangements and connected litigation arising from the acquisition of shares in an automotive parts company.
- Advised the shareholders and related companies of a group operating veterinary clinics following the winding-up of its principal operating company, including the risk of enforcement under personal guarantees, negotiations with the secured bank, possible stay proceedings, refinancing and continuation of the business through new or existing entities, together with the proposed migration of employees, licences, patient records, premises, contracts, bank accounts and operating assets.
- Advised on the proposed refinancing of properties owned by a distressed company and the use of refinancing proceeds to settle outstanding debts, including potential clawback and challenge by an insolvency office-holder or creditors.
- Advised a joint management body on the consequences of an adverse judgment, including potential enforcement proceedings, garnishee proceedings against maintenance funds and possible intervention by the Commissioner of Buildings.
- Advised on the liquidation of the Malaysian arm of an international event-organising group as part of a downsizing exercise arising from the Covid-19 economic downturn.
- Acted for a creditor in resisting attempts by relative contributories to invalidate a conversion to a creditors' voluntary winding up and to remove the appointed joint liquidators.
- Acted for a creditor in applying to place a debtor company supplying fire-fighting equipment under judicial management.
- Acted for a creditor in obtaining interim judicial management, as a lead-up to full judicial management, over a fundraising company.
- Acted for a creditor in initiating and obtaining interim judicial management and subsequently judicial management over a company operating in the oil and gas industry.
- Acted for a company in obtaining a contested judicial management order to allow it to pursue claims against the Government of Malaysia for work performed on a large-scale solar hybrid project for rural schools in Sarawak.

- Acted for the liquidator in managing the disposal and rehabilitation of abandoned real-estate projects under wound-up companies.
- Assisted in the debt restructuring of a steel manufacturing company through a scheme of arrangement proposed by the company.
- Assisted in the debt restructuring of a forest-products company through a scheme of arrangement proposed by appointed receivers and managers.

NOTABLE EXPERIENCE

Corporate and Commercial Dispute Resolution

- Acted for a construction company in a civil action arising from sale-and-purchase agreements for the Kuchai Square project, comprising two blocks of abandoned shop offices.
- Acted for a beauty and aesthetics company in proceedings against a competing beauty business and several individuals arising from a commercial dispute.
- Acted in stay and appeal proceedings arising from a condominium and property-management dispute.
- Acted for a property management company in a contractual dispute concerning the validity and timing of termination, contractual notices, opportunities to remedy alleged defects and the operation of service provisions.
- Acted for an automotive components group in connected High Court litigation arising from a disputed share sale and acquisition of an automotive parts company, involving allegations of secret profits, misrepresentation, misappropriation, breaches of directors' and shareholders' obligations and wrongful termination.
- Advised a creditor in commencing civil proceedings against a company in the fashion and collections industry and its relevant director arising from alleged breach of contract, fraud and conspiracy, with a subsequent strategy for judgment in default, enforcement and possible bankruptcy proceedings.
- Advised three business principals on the structuring and documentation of RM11 million repayment, guarantee and security arrangements with a third-party creditor, including their respective funding contributions, reimbursement obligations and indemnities.
- Acted for an LED lighting technology manufacturer and supplier in disputing claims brought by a previous joint-venture business partner arising from a failed KLCC project.
- Acted for the new owners of Jepak Holdings Sdn Bhd in defending a claim by a former owner seeking to recover shares in the company.
- Acted for a placee in disputing "parties acting in concert" allegations arising from a shareholders' dispute involving a public-listed company dealing in securities trading.
- Acted for a shareholder in disputing allegations of participation in the orchestration of an unlawful takeover of a public-listed company in breach of the Capital Markets and Services Act 2007.
- Acted for a high-net-worth individual in defending attempts by a former business partner to reopen a claim based on alleged fresh evidence and corporate manoeuvring arising from a coal power plant in India.
- Acted for a company and shareholder in claiming damages arising from allegedly wrongful winding-up petitions initiated by another shareholder, and in taking steps to remove that shareholder from the company's register.
- Acted for a beneficial owner in recovering shares in a company held by an errant trustee.
- Acted for suppliers in recovering monies from companies within the Sapura Group.
- Acted for a company which was the victim of an alleged fraudulent corporate exercise carried out by a self-proclaimed corporate financial adviser.
- Acted for a management corporation in opposing a claim for fees by a former security service provider.

NOTABLE EXPERIENCE

Regulatory, Privacy and Financial Services

- Prepared a Malaysian law legal opinion for a Labuan-licensed money brokerage and financial-services business in connection with its CFD and cross-border activities and its proposed use of payment acceptance, processing and settlement services provided by an international payment services group,

including active solicitation, passive access, reverse solicitation, client-money arrangements, AML/CFT controls and regulatory communications involving Malaysia, Germany and Spain.

- Advised professional services firms on the preparation and implementation of website privacy notices and data protection policies under the Malaysian Personal Data Protection Act 2010, including website data collection, consent mechanisms, third-party disclosures, retention periods and implementation requirements.
- Advised a legal practice on organisational registration and reporting requirements under a Bank Negara Malaysia data compliance portal following the cessation of business activities.

NOTABLE EXPERIENCE

Employment and Human Resource Advisory

- Advised companies operating in the technology, education and services sectors on the preparation, review and implementation of employment contracts, employment policies and disciplinary procedures.
- Advised small and medium-sized enterprises on the preparation of employment handbooks and internal employment-management frameworks.
- Advised on the transition from employment arrangements to independent-contractor arrangements.
- Advised on employment practices and remedies for misconduct affecting three beauty salons.
- Advised a group of companies involved in plantation consultancy services on the preparation of an employee equity and incentive structure.
- Advised companies on statutory public-holiday obligations and the treatment of additional holidays where the statutory minimum number of public holidays had already been provided.