

FAMILIARISATION DOCUMENT



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The Firm



Bagus Enrico & Partners (“BE Partners”) (previously *Bastaman Enrico Bagus*), is a boutique law firm which promises to deliver domestic and international clients with superior and personalized legal services. The Firm consists of prominent professionals who are recognized for their knowledge and experience in handling various notable transactions in Indonesia.

The Firm is noted for its expertise in diverse aspects of Indonesian law, especially in relation to corporate/commercial law, banking, finance and insurance, mergers & acquisitions, capital markets, energy & resources, plantations, property and real estate, pharmaceutical, IT and telecommunications as well as infrastructure. The Firm approaches each assignment with dedication and a commitment to excellence, which ensures that each and every client of the Firm will be provided with sterling services.

BE Partners has been recognized by the international and highly respected UK based **Legal 500** since its establishment, **International Financial Law Review**, **Who's Who Legal**, **Asia Law**, **Acquisition International**, and **Global Law Expert** for its practices in *Corporate M&A, Restructuring & Insolvency, Labor & Employment, IT, Telecom & Media, Construction & Real Estate, Commercial Law*. The firm has been an active contributor for various legal articles in major publications such as *Asian Legal Business*, *Euromoney* and *International Financial Law Review*.

BE Partners is a member of Naqiz International which is anchored by the well regarded Malaysian boutique law firm Naqiz & Partners. Naqiz International is one of the leading groupings of law firms focused to provide leading edge boutique legal services in this region.

BE Partners is also member of **ALFA International**, the global legal network. With 145 member firms across the globe (80 in the United States), ALFA International is the premier global network of independent law firm whose success is driven by broad, deep, local relationships all over the world. The ALFA International model enables BE Partners to use its local expertise to deliver highly effective legal solutions while drawing upon the collective wisdom and experience of other member firms within the United States and around the world as needed. More information is available at www.alfainternational.com.

“S.E.A. through us”

Practice Group



The Firm focuses on the following practice groups:

1. **Corporate and Commercial**
 - Merger & Acquisitions
 - Company Formation, Foreign Direct Investment & Joint Ventures
 - Venture Capital / Private Equity
 - General Commercial Contracts
 - Due Diligence
2. **Capital Markets**
 - Fund and Asset Management
 - Corporate Finance
 - Debt Capital Market
 - General Capital Market Advisory
3. **Banking, Finance & Insurance**
4. **Energy and Natural Resources**
 - Oil & Gas
 - Mining
 - Geothermal
 - Palm Oil Plantation
 - Forestry and Agriculture
5. **Hotel, Real Estate and Property**
6. **Technology, Media and Telecommunication**
 - Data Protection and Privacy
 - Pharmaceutical
 - System Outsourcing
 - System Integration, Software, Hardware Supply and Maintenance
 - Media
 - Telecommunication
7. **Project and Infrastructure**
 - Highways and Infrastructure
 - Utilition
 - Energy and Power
8. **Employment**

The Attorneys



We set out below the curriculum vitas of our team members of the Firm.

1. **Bagus Nur Buwono** (*Managing Partner*)

Bagus is a founding Partner of BE Partners. Bagus has substantial and unique experience both as the attorney and in-house counsel of the major business institutions in Indonesia. He started his practice with Soewito Suhardiman Eddymurthy Kardono, Indonesian Legal Consultants (SSEK) for almost nine years. He was a Senior Associate before resigning to join major banking institutions as Head of Legal. During his previous practice with SSEK, Bagus mostly acted for Fortune 500 companies and their subsidiaries. He has extensive experience in various cross border transactions, foreign capital investment, merger & acquisition, banking and finance, energy and natural recourses, corporate restructuring and insolvency, and employment.

He also acquired practical corporate, banking and finance experience in various business cycles when working for PT Bank Mizuho Indonesia, a subsidiary of Mizuho Corporate Bank, Ltd, Japan as the Senior Vice President and Head of Legal Department and PT Bank Barclays Indonesia, a subsidiary of Barclays Bank, PLC as the Country Head of Legal and Company Secretary. He received several awards for his significant contributions in supporting the business development activities in Bank Mizuho.

In addition to his extensive experience in handling various corporate and banking transactions as in-house legal counsel, he is also known especially for his experience in reorganizing roles and functions of legal department, setting up various standard legal documents for banking activities, and conducting various legal training programs. He also acquired unique experience to support the process to set up new retail and commercial operation of Barclays Bank in Indonesia, including preparing all legal documents of banking products, procurement documents, legal policies, and corporate governance. He was also involved to advice on the exit process of Barclays from the retail and commercial business in Indonesia. He is now also active as an Independent Member of the Audit Committee and the Risk Monitoring Committee of a multinational bank in Jakarta, Indonesia.

The **Asia Pacific Legal 500** – The Guide to Asia’s Commercial Law Firm for the 2011/2012, 2012/2013, and 2013/2014 Editions has noted and recognized him as the recommended lawyer, who is “*commercially minded and flexible*” lawyer as quoted in the publication, in the practice areas of Corporate, M&A and the Restructuring and Insolvency as the recognition of his expertise and representation for multinational clients on various acquisition transactions and restructuring. Bagus is also recognized as “*Leading Lawyer 2014*” by **Asia Law – Euromoney Asia** in the areas of Corporate, M&A and the most recently, as the expert in the practice areas of Commercial Law and M&A by **Global Law Experts**.

REPRESENTATIVE DEALS

MAJOR CORPORATE RESTRUCTURINGS, MERGERS AND ACQUISITIONS TRANSACTIONS, BANKING, FINANCE AND INSURANCE:

- represented **AXA Group** on 100% share acquisition in **MLC's** Indonesia subsidiaries (insurance and investment management companies) in Indonesia, conducting due diligence, advising on the corporate restructuring, advising on the labor issues resulting from the acquisition, negotiating and developing numerous agreements and documents;
- represented **United Overseas Bank Group**, Singapore on the share acquisition in **PT Bank Buana Indonesia, Tbk**, conducting due diligence, advising on the corporate restructuring, liaison with the government institutions, developing numerous agreements and documents to formalize the acquisition;
- represented **AIG Group** on the share acquisition in **PT Asuransi Jiwa Lippo Utama**, conducting due diligence, liaison with the government institutions, advising and working on various schemes of corporate restructuring, shareholder agreements, bancassurance scheme, scheme of capital structure and injection, revenue sharing agreement, etc;
- represented **Inquam Inc**, a UK telecommunication company on the acquisition of a local telecommunication service provider, conducting due diligence, advising on the outstanding financing issue, preparing numerous agreements and documents to facilitate the acquisition;
- represented **HSBC** as the lead arranger and security agent in the restructuring of a syndicated loan;
- represented **Cadbury Schweppes** on the merger of its subsidiaries in Indonesia, conducting due diligence, liaison with the government institutions, working on the corporate restructuring scheme, and developing numerous agreements and documents;
- represented **PT Bank Danamon Tbk** on asset portfolio acquisition (credit card database, customers and all receivables and rights to credit card) from **PT Sejahtera Mbf**, conducting due diligence, advising the communication to credit card customers, developing and negotiating on various documents to facilitate the legal transfer of credit portfolio;
- represented **PT ING Aetna Life Indonesia** on the sale of its assets to **Manulife Group** as part of business restructure of ING Asia Pacific;
- represented **PT Aetna Life Indonesia** on acquisition of all life insurance business portfolio by **ING Group** as part of the worldwide acquisition of Aetna International and **Aetna Financial Services** by **ING Group**;
- represented **Lehman Brother** on the IBRA asset disposal program, conducting due diligence and advising the status of assets and legal recommendation;
- represented **Morgan Grenfell Astra** on liquidation and dissolution of the investment products, acting as the liquidators, advising on the settlement of existing obligations and remaining assets, liaison with the government institutions;
- represented **Citibank, Jakarta** on the setting up of the standard legal documentation for personal investment banking products;
- represented an Indonesian plantation borrower on loan syndication arranged and led by the **International Finance Corporation**, negotiating and working on facility agreements, corporate consents/documents, security documents, and creation of offshore trust;

- represented **IBRA** (Indonesian Bank Restructuring Agency) on debt settlements of various major obligors (over Rp 250 billions), conducting due diligence and advising on certain personal obligors related to some liquidated banks, providing recommendation to IBRA on the legal documentation, enforcement and actions;
- represented **Aetna Life Indonesia and American Life Insurance Company of America (ALICA)** on corporate/loan restructuring of Danamon Group by Indonesian Bank Restructuring Agency (IBRA) subject to certain master agreement (2000);
- represented various foreign creditors on various restructuring documents and security agreements with respect of debt restructuring (US\$ 6.8 billions) of **Asia Pulp & Paper**, conducting due diligence and working on various documents related to the debt restructuring;
- represented **HSBC** as the lead arranger and security agent in the restructuring of a syndicated loan; **ABN Amro** on phone banking arrangement; **DBS** on legal opinion on the loan for a water project; and **Arab Banking Corp., Asian Banking Corp. & Credit Agricole Indosuez** on restructuring of syndicated loans and bankruptcy filing against a local financing company; **Chinatrust-Tamara Bank** on various corporate documents and banking products; **American Express** on the development of various standard documents for A+ investment product;
- represented **Sun Life, Allianz, and ING Aetna** regarding various legal issues of insurance businesses and corporation;
- represented **PT ING Aetna Life** on the lawsuit against marketing unit link product;
- represented **Rafulin Holding Sdn. Bhd** in the development of the “Bandung Inter Urban Toll Road” project, advising on the establishment of Joint Venture and financing structure;
- represented **Organo Corporation**, Japan, on the share acquisition in **PT H2O**, a subsidiary of **PT Lautan Luas, Tbk**, conducting due diligence, advising on the corporate restructuring, liaison with the government institutions, developing numerous agreements and documents to formalize the acquisition;
- represented **New Global Mining, Ltd** regarding the acquisition of a mining company in Sumbawa, conducting due diligence and advising on the regulatory requirements and issues;
- represented **Maybank Asset Management Sdn Bhd**, Malaysia, on the share acquisition in a local asset management company, conducting due diligence, advising on the corporate restructuring, liaison with the government institutions, developing numerous agreements and documents to formalize the acquisition;
- represented **Tune Ins Holdings Berhad**, Malaysia, on the share acquisition in a local general insurance company, conducting due diligence, advising on the corporate restructuring, liaison with the government institutions, developing numerous agreements and documents to formalize the acquisition;
- represented **PT Bank Pembangunan Jawa Barat & Banten, Tbk (Bank BJB)**, on the share acquisition in a local general insurance company, conducting due diligence and advising on the numerous corporate issues;
- represented **CIMB Labuan** on the loan transaction and security documents provided by the Indonesian obligor;
- represented **OSK International Asset Management Pte. Ltd**, Singapore on the due diligence of the major Indonesian printing company in respect of the proposed issuance of convertible bonds;

- represented **Barclays Bank, Plc**, UK on the liquidation of its subsidiary in Indonesia;
- represented **PT Bank Commonwealth Indonesia** on the liquidation of the securities subsidiary in Indonesia;
- represented **DRB-Hicom Berhad - Proton Holding Bhd** on the liquidation of PT Proton Cikarang Indonesia;
- represented a local group of mining companies on the acquisition of shares by a major Japanese company.

OTHER SIGNIFICANT WORKS:

- represented **PT Kideco Jaya Agung**, a Korean mining company on share divestment, including advised and arranged the strategy of defense and statement on the lawsuit by the Regional Government of East Kalimantan on the share divestment, coordinated with the litigators and won the case;
- represented **PT Lameddekom Pratama Indonesia**, an Indonesian telecommunication tower provider company on the acquisition of 300 towers and to financing arrangement with a major bank;
- represented **Hubei Yihua**, a major Chinese company on the cooperation agreement in mining industry;
- represented **PT Bank Barclays Indonesia** for the general corporate matters, asset disposal plan, and the exit strategy;
- represented **DRB-HICOM Berhad (Proton Malaysia)** for corporate structuring of its subsidiaries in Indonesia;
- represented **PT KMI Wire & Cable, Tbk** on the issue of Chapter 11 against its major supplier from US;
- represented **Thai Alternative Energy Group** on the land acquisition in Kalimantan and its issues;
- represented **PT Indonesia Infrastructure Finance, Kejuruteraan Samudra Timur Berhad**, Malaysia, **Lam Seng Hang**, and **Stamford Tyres**, Singapore on the employment matters;
- represented **Bina Puri Sdn** and its subsidiary **PT Megapower Makmur** on its corporate structuring due to change of major shareholding in the Indonesian company;
- represented **Keller Foundations (SE Asia) Pte Ltd**, Singapore on the joint operation agreement in respect of the construction project in Indonesia; and
- represented **Expro, Hanjin, Bina Puri, Bhadra Buana Persada, Saxo Bank, Tune Hotel, Saxo Bank, Thai Merry, Effective Measure, GSM, PKF, Samsung, OCB Oilfield, CIMB Labuan, Thema Italia Spa, PT Isargas, Happy Sciece, New Global Mining Ltd., PT First Capital, PT Indonesia Infrastructure Finance, PT Bank Commonwealth, BII Maybank, PTTGE, Atrium Asia Pte Ltd, s.Oliver, Nova Casa, PT Batavia Mitratama Insurance, New Zealand Int. School, Buckman, Keller Asia, PMG Asia, Netsol, China Road and Bridge Corporation, China Harbor Indonesia, JD.Com**, etc on various matters, including general corporate, loan arrangement, joint venture arrangement, foreign capital investment, plantation, employment, commodity trading, power plan, and commercial dispute.

BAR ADMITTANCE AND EDUCATION

Bagus was admitted to legal practice in Indonesia. He is a law graduate of Gadjah Mada University, Yogyakarta, Indonesia in 1996. He received the Chevening Scholarship Award from the Foreign and Commonwealth Office, British Government to attend a postgraduate program in International Business Law (LLM) from the University of Manchester, the United Kingdom, where he graduated with merit in 2005.

He was also active as Student Legal Advisor at Manchester Legal Advice Centre managed by the University of Manchester, sponsored by Clifford Chance in association with the College of Law of England and Wales. He also attended a Mini MBA program held by Mizuho Corporation Ltd and Hitotsubashi University, Tokyo.

Bagus is holding International Certificate in Banking Risk and Regulation issued by Global Association of Risk Professionals for and on behalf of the Indonesian Risk Management Certification Agency. He passed exams for the qualification as the receiver and administrator in bankruptcy processing and the legal consultant on capital market.

Bagus is a member of the Indonesian Advocate Association (PERADI), the Indonesian Risk Management Certification Agency, the Indonesian Receivers and Administration Association and the Congress of Indonesian Advocates.

CAREER HISTORY

- December 1996 – December 1997* : PT Bank Central Asia, Head Office, Jakarta
Legal Officer (1996)
- December 1997 – June 2006* : Soewito Suhardiman Eddymurthy Kardono
Associate (1997)
Senior Associate (2004)
- June 2006 – August 2009* : PT Bank Mizuho Indonesia, a subsidiary of
Mizuho Corporate Bank, Ltd, Japan
Vice President & Head of Legal Department
(2006);
Senior Vice President & Head of Legal
Department (2007)
- August 2009 – August 2010* : PT Bank Barclays Indonesia, a subsidiary of
Barclays Bank, PLC, UK
Country Head of Legal & Company Secretary
(2009)
- September 2010* : BE Partners

2. Enrico Iskandar (*Partner*)

Enrico Iskandar is a founding Partner of BE Partners, where he specializes in corporate and commercial transactions, with emphasis on mergers and acquisitions, corporate restructurings, property, hotel & real estate projects, energy and natural resources sector, plantation, and technology, media & telecommunications.

In his practices, Enrico has worked on a broad range of transactional, advisory and contentious matters. His considerable experience has enabled him to steer investors through the inherent practical and regulatory hurdles.

The **Asia Pacific Legal 500** – The Guide to Asia's Commercial Law Firm 2008/2009 Edition has noted and recognized him as one of the leading individuals in the **Real Estate category**,

and has also continuously recognized his firm as one of the leading corporate and commercial firm since its founding in 2009.

As part of recognition of his representation for multinational clients in Information Technology, Telecommunication and Media, he has also been selected in **2013** and **2014** editions, *The International Who's Who Legal*, as a leading individual in *Information Technology practice*, and in **2014** edition on the same publication, as a leading individual in *Telecoms & Media practice*.

REPRESENTATIVE DEALS

CORPORATE RESTRUCTURINGS, MERGERS AND ACQUISITIONS TRANSACTIONS:

- represented a Singaporean bank (**United Overseas Bank**) in acquiring shares in a public listed bank in Indonesia (**PT Bank Buana Indonesia, Tbk.**), and providing legal advice relating to the acquisition, conducting due diligence as well as preparing the related transaction documents;
- represented a major multinational consumer care business company (**S.C. Johnsons & Son**) as purchaser in acquisition of assets and shares of major consumer care business companies (**PT Bayer Indonesia, Tbk.**), which includes conducting due diligence, providing legal advice on Indonesian regulatory, dealing with the relevant government institutions in negotiation, preparation and obtaining licenses or permits relating to the acquisition as well as drafting and preparing documents required for the acquisition;
- represented a major Indonesian national food company (**ABC Central Food Industry**) in its sale of a majority equity position to a joint venture company controlled by major U.S. food company (**Heinz Corporation**), and assisting with the company's restructuring process and related debt, establishing a joint venture with a food company as a consequence of the sale, participating in negotiations between the seller and buyers, as well as providing relevant legal advice;
- represented a prominent European services company (**Geoservices, S.A.**) in upstream sector (drilling and production) as purchaser in acquisition of shares of oil, gas and geothermal services company (**PT Welltekindo Nusantara**), conducting due diligence, providing advice relating to the structure of the acquisition, formulating negotiation strategies, assisting the company's restructuring process and related debt, and preparing the related transaction documents;
- represented one of the largest Malaysian-based company (**Tradewinds Corp**) through its subsidiary (**Tradewinds Plantations Bhd (TPB)**), in acquiring rubber manufacturing plants owned by a Malaysian rubber producer conglomerate (**Mardec Bhd**), conducting a due diligence and providing regulatory and commercial aspects of the transaction for considerations to strategize, implement and complete the acquisition with total purchase consideration approximately USD55 Million;
- represented a Malaysian public listed company (**Mamee - Double Decker Berhad (M)**), in the acquisition of palm oil plantation located in Central Kalimantan, covering a total area of approximately 35,000 hectares, including the involvement in drafting and negotiating legal documentation, advising client on land, plantation permits and tax issues, and the due diligence exercise in connection therewith;
- Represented a Malaysian public listed company (**MHC Plantations Bhd**) in the potential acquisition of palm oil plantation in various location in Kalimantan, including the involvement in drafting and negotiating legal documentation, advising client on land, plantation permits and tax issues, and the due diligence exercise in connection therewith;

- represented a major advertising company (**Leo Burnett - PT Star Reachers Indonesia**) in acquisition of the assets of an Indonesian advertising company (**PSI Black Pencil**), conducting due diligence, providing legal advice relating to the structure of the transaction, participating in negotiations, drafting and preparing documents required for the transaction;
- represented a major event organizing company (**PT Dyandra Promosindo**), a subsidiary company of the Indonesian major business group (**Kompas Gramedia**), in (i) restructuring its business, and (ii) its acquisition of assets of another major event organizing company;
- represented a Malaysian public listed company (**Integrax Berhad**) in acquiring majority shares in a public listed company in Indonesia (**PT Indoexchange, Tbk.**), which includes providing legal advice relating to the acquisition and Tender Offer requirements, conducting due diligence, preparing necessary documents to be submitted to the Capital Market Supervisory Board (*Bapepam*) in connection with the Tender Offer, representing client in dealing with government officials and other institutions with regards to the Tender Offer and assisting in its ongoing corporate and commercial affairs;
- represented a Hong Kong public listed company (**Nority International Group Limited**), in connection with the proposed acquisition and control of coal and iron sand mining concessions in various Provinces/Regencies of Indonesia;
- represented a Malaysian public listed company (**Integrax Berhad**), in the acquisition of land located in South Kalimantan for the development of infrastructure and port projects, covering a total area of approximately 86 hectares, including drafting and negotiating legal documentation, advising client on necessary permits and approvals to conclude the acquisition, monitoring the process and issuance of the Right to Build (*Hak Guna Bangunan or HGB*) from the land office;
- represented an Indonesian company (**PT United Dico Citas**) as purchaser in its purchase of a major asset from a pharmaceutical company owned by major Netherlands pharmaceutical company (**N.V Organon**), conducting due diligence, providing advice relating to the structure of the acquisition and post acquisition arrangements, preparing and finalizing the related transaction documents;
- represented major foreign carbon black manufacturing company (**Cabot Corporation**) in restructuring its subsidiaries in Indonesia (**PT Cabot Indonesia and PT Karbon Indonesia**), conducting due diligence, preparing documents relating to the merger and processing the licenses, approvals and permits relating to the merging company and the surviving company;
- represented major chocolate and candy companies (**Cadbury – Trebor**) on its merger and buy out of Indonesian shareholders;
- represented the largest manufacturer, installer and maintainer of elevators and escalators (**Otis Elevator Company**), a subsidiary company of United Technologies Corporation, in the acquisition of the shares of an elevator and escalator manufacturing company in Indonesia (**PT Citas Otis Elevator**);
- represented a strategic investor (**Cargill**) interested in the purchase of Indonesian Bank Restructuring Agency (IBRA) assets on plantation assets and housing loan;
- represented a major foreign labeling and printing paper manufacturing company (**Avery Dennison**) in restructuring its business in Indonesia, assisting in its ongoing corporate and commercial affairs;
- represented a foreign company in the acquisition of a majority equity position in Indonesian coal mining companies;

- represented a Japanese company (**Earth Chemical**) in its due diligence on the potential acquisition of a household products manufacturing company; and
- represented a strategic investor (**Archipelago Group**) interested in the purchase of a number of tourism businesses in Indonesia.

OTHER SIGNIFICANT WORKS:

- represented **PT Sebukit Power** and **Siemens** in its development of peat fired power plant project in West Kalimantan, including its assistance and advice on the procedures of obtaining the Right of Cultivation (*Hak Guna Usaha* or *HGU*) title for the plantation;
- represented **PT Mandala Nusantara Limited**, a geothermal company, in the acquisition from a state-owned company of land located in Wayang Windu to conduct a geothermal project on land with Right of Cultivation (*Hak Guna Usaha*), covering an approximate total area of 84.2 hectares, including drafting legal documentation, negotiating the price of the land, advising client on necessary permits and approvals to conclude the acquisition, monitoring the relinquishment of the title to the state and the process of registration with the land office, working closely with the local land office to process the registration;
- represented **PT Powergen Jawa Barat** in connection with the possible acquisition of land for the power plant project in Cilegon, West Java, monitoring the relinquishment of the title to the state and the process of registration with the land office, working closely with the local land office to process the registration;
- represented **PT Megapower Makmur** in connection with the expansion of its business into hydropower plan;
- represented a number of large Korean multinational companies (**Hanjin, Samsung**) in formulating and structuring its presence and activities in Indonesia, including advisory in charter party issues, construction and various other corporate and commercial issues;
- represented a number of multinational companies (**EDS, EMC Computer Systems, Unigraphics, Caltex, Carlson-Wagonlit Travel**) in incorporating their subsidiaries in Indonesia, assisting in their ongoing corporate and commercial affairs, preparing cooperation agreements, articles of association, technical assistance agreements, property rights, trademark cooperation agreements and other relevant agreements/documents as well as providing legal advice on various matters such as manpower, immigration issues and investment law;
- represented lessee (**Multipolar, AF Aerospace, Bali Air**) in an aircraft lease agreement to be operated in Indonesia including reviewing the lease agreements for consistency with Indonesian laws and regulations;
- represented a major multinational company (**Colgate-Palmolive**) engaging in consumer goods for obtaining various licenses in Indonesia, registering its products at the Foods and Drugs Supervision Agency and assisting in its ongoing corporate and commercial affairs;
- advised and represented international major MLM company (**Nu Skin**) in formulating and structuring its presence and activities in Indonesia, including representation in obtaining various business licenses and product registrations, dealing with government officials and other institutions with regard to the operation of various medical devices, employment issues and various other corporate and commercial issues;

- advised and represented international major MLM company (**New Image**) in formulating and structuring its presence and activities in Indonesia, including advisory in obtaining various business licenses and product registrations, dealing with government officials and other institutions with regard to the employment issues and various other corporate and commercial issues;
- represented a number of multinational companies (**Walt Disney, BMW, Nobel Energy, Dresdner Bank, Ahlstrom**) in their ongoing corporate and commercial affairs in Indonesia, including negotiating building and warehouse agreements and dealing with government authorities within each industry;
- advised and represented a Malaysian hotel owner and operator (**Tune Hotels**) in concluding hotel franchise agreement and related documentation for properties in Bali, and involving on the proposed loan facility for financing several new hotels in the region;
- advised **PT Sarana Buana Handara (Nugra Santana Group)**, which own the Handara Kosaido Bali Golf Course and Resort, in the restructuring and expansion of its hotel and resorts operation, including its corporate group restructuring; and
- advised **PT Makmur Jaya Serasi (Agung Sedayu Group)** in structuring and drafting lease agreements for a retail complex in the **Mall of Indonesia**.

BAR ADMITTANCE AND EDUCATION

Enrico Iskandar was admitted to legal practice in Indonesia. He holds a law degree from Parahyangan Catholic University, Bandung, Indonesia in 1995 and attended the Academy of American and International Law, Institute for International and Comparative Law of the Center for American and International Law, Dallas, Texas, USA in 2001. Enrico is a member of the Indonesian Advocate Association (PERADI).

CAREER HISTORY

- November 1996 – July 2004* : Soewito Suhardiman Eddymurthy Kardono (45+ lawyers including 6 partners and 6 foreign advisors)
Associate (1996)
Senior Associate (2003)
- August 2004 – May 2009* : Christian Teo & Associates as Senior Associate
Partner (2007)
- July 2009* : BE Partners (formerly known as Bastaman Enrico Law Office)

3. Debu Batara Lubis (*Partner*)

Debu Batara Lubis has been focusing on transactions relating to corporate and commercial law, banking and finance, plantation, and mergers and acquisitions (M&A) in various business sectors.

In his M&A practice, Debu works on the wide range of domestic and international transactions which covers financing and acquisition of properties, due diligence for private and public companies and acquisition of shares in various industries such as plantation, shipping, hotels and fishery. He also has experience in wide range of advisory for establishment of direct investment, formation of branch offices, strategic joint venture, franchise, direct selling business and toll manufacturing arrangement.

REPRESENTATIVE DEALS

MERGERS AND ACQUISITIONS, BANKING AND FINANCE TRANSACTIONS:

- represented USA Non Governmental Organization (**Mercy Corps**) in acquiring shares in the local commercial Bank (**PT Bank Andhara previously known as Bank Sri Partha**), including conducting due diligence, providing legal advice relating to the acquisition and drafting and preparing documents required for acquisition;
- represented an individual buyer in acquiring shares in the local commercial Bank (**PT Bank Dipo**), including conducting due diligence, providing legal advice relating to the acquisition and preparing documents related with the fit and proper test;
- represented Singaporean companies (**YCH Distripark Holdings PTE.LTD and YCH Group PTE. LTD**) in acquiring shares in the distribution company in Indonesia (**PT Davids Distribusi Indonesia**), including providing legal advice relating to the acquisition, conducting due diligence, dealing with the relevant government institution (Land Office and the Regent) in providing clarification on the main assets of the company as well as preparing related transaction documents;
- represented Korean company (**Samsung**) in acquiring shares in the local plantation companies (**PT Inecda and PT Gandaerah Hendana**), including conducting due diligence and drafting and preparing documents required for the acquisition;
- represented buyer (**Lotte Shopping Co. Ltd**) in acquiring shares in the local wholesaler/groceries companies (**PT Makro Indonesia**), including conducting due diligence and drafting and preparing advice;
- represented Indonesian Company (**PT. Visi Mulia Powerindo**) in acquiring shares in the Indonesian company which holds the right of Build Operate and Transfer upon one of the largest amusement parks in Indonesia (**Taman Ria Senayan**), including providing legal advice relating to the acquisition, conducting due diligence and preparing related transaction documents;
- represented buyer (**Yellow Horizon and Starworld Investment PTE LTD**) in the acquisition of Hotel Aston Jakarta, including providing advice, preparing related transaction documents, preparing restructuring documents i.e. novation agreement, security documents, joint operation agreement;
- represented Singaporean company (**GMG Global LTD**) in acquiring shares in the Indonesian plantation company (**PT Bumi Jaya**), including conducting due diligence, providing advice relating to the acquisition and drafting and preparing documents required for the acquisition;
- represented a Singaporean company (**AgriTrade International PTE. LTD**) in acquiring shares in the Indonesian mining company (**PT Senamas Energindo Mulia**). Since the acquisition plan was postponed the works provided for this transaction ceased after conducting due diligence and preparing preliminary advice on the acquisition;
- represented seller (**S.I.T.I SPA-Societa Impianti Termoelettrici Industriali**) in its loan restructuring by way of sale and transfer of receivables, including providing legal advice relating to the sale and transfer of receivables and preparing related transaction documents; and
- represented borrower (**PT Maritim Nusantara**) in relation with the loan facility received from Malaysian Bank (**Export- Import Bank of Malaysia Berhad**), including providing legal opinion, preparing documents required for the conditions of the loans and conducting offshore loan report (initial registration and monthly report) to the Bank of Indonesia.
- represented one of the largest Malaysian-based company (**Tradewinds Corp**) through its subsidiary (**Tradewinds Plantations Bhd (TPB)**), in acquiring rubber manufacturing plants owned by a Malaysian rubber producer conglomerate (**Mardec Bhd**), conducting a due diligence and providing various advices in relation to the acquisition.

- represented a Malaysian public listed company (**MHC Plantations Bhd**) in the potential acquisition of palm oil plantation in various location in Kalimantan, including the involvement in drafting legal documentation in connection therewith;

OTHER SIGNIFICANT WORKS:

- Represented PT. Malindo Feedmill (**Foreign Investment Company owned by Malaysian**) in conducting initial public offering, including conducting due diligence, providing legal opinion, preparing advice on various matters such as initial public offering procedure, investment law and general corporate issues, preparing registration statement documents for the Indonesian Capital Market Board (**Bapepam**), dealing with the relevant government institution (*Bapepam* and the Investment Coordinating Board "*BKPM*") in obtaining approvals or licenses for the initial public offering;
- Maintaining monthly offshore loan reports for Indonesian companies (**PT Mahakarya Inti Buana, PT Megarya Investama Buminusa and PT Maritim Nusantara**) to Bank Indonesia;
- advised and represented securities company (**PT AmCapital Indonesia member of AmGroup**) in its day-to-day corporate actions, including preparing advice, opinion and corporate documents for the purpose of the transactions;
- represented minority shareholders in the capital market dispute case of **PT Hero Supermarket Tbk**, including providing advice relating to the structure, preparing litigation documents and dealing with government officials to obtain clarification and confirmation; and
- provided advice on capital market issues (Negotiable Certificate of Deposits) for **JP Morgan**.
- advised and represented international major MLM company (**New Image**) in formulating and structuring its presence and activities in Indonesia, including advisory in obtaining various business licenses and product registrations, dealing with government officials and other institutions with regard to the employment issues and various other corporate and commercial issues;
- advised and represented a Malaysian hotel owner and operator (**TUNE HOTELS**) in concluding hotel franchise agreement and related documentation for properties in Bali, and involving on the proposed loan facility for financing several new hotels in the region;
- represented **PT Cipta Hadikarya** a local company engage in the business activity of intermediary for distribution of aircraft product in the preparation of confidentiality agreement with offshore intermediary in United States.
- represented a Malaysian public listed company (**Mamee - Double Decker Berhad (M)**), in the preparation of advertising agreement to engage the service of local advertising company.
- represented **One Biotech Pte Ltd (One Biotech)** in conducting legal due diligence on its subsidiary in Indonesia PT Cellsafe International for the purpose of Initial Public Offering and to list its shares on the Bursa Malaysia and providing various advices relating to the Indonesian part of the offering documents.
- represented **Scan Associates Berhad (Scan Associates)** in connection with the legal due diligence exercise of its subsidiary in Indonesia, PT Scan Nusantara.
- represented **Ciputra Group** in various properties acquisition projects in Jakarta.
- conducted comprehensive legal due diligence of Aman Resorts in Indonesia i.e. Amanjiwo, Amankila, Amanwana, Amandari and Amanusa;
- provided legal advice for **PT Fonterra Brands Indonesia** in relation to its service agreement;
- provided legal advice for **Itochu corporation** in relation to sale and purchase of vessel transaction between PT Pertamina (Persero) and Kashima Naviera S.A;
- provided legal advice and prepared various agreements for **AEL Group** for the implementation of its cooperation with the local explosive license holder company;

- represented **UBS AG, Singapore Branch, Standard Chartered Bank, Singapore Branch**, and **PT Mandiri Sekuritas** in the issuance of US\$168,000,000 7.125% Senior Notes by Pakuwon Prima Pte. Ltd. which will be due on 2019, unconditionally and irrevocably, guaranteed by PT Pakuwon Jati Tbk and certain of its subsidiaries;

BAR ADMITTANCE AND EDUCATION

Debu Batara Lubis graduated from the Faculty of Law, University of Indonesia, Depok, Indonesia in 2003. Debu is a member of the Indonesian Advocate Association (PERADI).

CAREER HISTORY

<i>April 2003 – August 2007</i>	:	Hutabarat, Halim & Rekan Associate (2003) Senior Associate (2006)
<i>August 2007- June 2009</i>	:	Ali Budiardjo, Nugroho, Reksodiputro
<i>June 2009 - 2012</i>	:	Bastaman Enrico Bagus
<i>2012 – 2013</i>	:	Hiswara Bunjamin & Tandjung
<i>2013 – 2015</i>	:	Melli Darsa & Co
<i>2015</i>	:	BE Partners (Junior Partner)

4. Wisnu Aji Wiradyo (Senior Associate)

Wisnu has been serving legal services to various clients in legal industry as a corporate lawyer for 10 years. In practices, he advises foreign and local investors in general corporate matters, acquisition transactions (M&A), foreign direct investments, establishments of companies and representative offices, property transactions, restructuring of companies, financing and other commercial transactions. He attended various process of conducting legal research, legal due diligence exercises, acquisition agreements, shareholders/joint venture agreement, assets transfer agreement, manpower agreement, financing agreement, other commercial transactions agreements and also providing legal memorandum related thereof.

With regard to business sector, he often dealt with M&A transactions in palm oil plantation sectors within these last couple of years, in addition to financing company, forestry, fishery and mining sectors. He has also advised clients in oil and gas supporting services, restaurant, properties, manpower, immigrations, general trading, multi level marketing, financing company, industry, automotive research and developments business and foreign representative offices.

MAJOR REPRESENTATIVE DEALS

- Advising **Malaysia Smelting Corporation Berhad** in 2008, in acquiring the majority shares of 3 mining companies holder of mining concessions / *Kuasa Pertambangan*. preparing and compiling the closing documents, such as perusing transfer of shares agreement, perusing general meeting of shareholders and amendments to the Articles of Association of the target companies.
- Advising **TH Plantations Berhad** a major public listed company (plantation company) in Malaysia in 2009, in acquiring the majority shares of two active palm oil plantations companies in Central Kalimantan, the holder of land titles, permits and assets of plantation businesses, by way of transfer of shares and shares subscription agreement. Conducting legal due diligence exercise, drafting court searches application documents, finalising the legal due diligence report, involved in drafting the definitive agreements and preparing the closing documents., amongst others, drafting

general meeting of shareholders, amendments to the Articles of Association, liaison work with Notary and compiling the conditions precedent documents.

- Advising an **Indonesian palm oil plantation company** (cultivation and processing business) in 2010, in restructuring its shares ownerships by way of transfer of shares and incorporating a joint venture agreement, as well as reviewing limited legal due diligence report, drafting and compiling the conditions precedent and closing documents, amongst others, drafting general meeting of shareholders, amendments to the Articles of Association and liaison work with Notary.
- Advising a **major Malaysian public listed company**, through its subsidiary, in 2010, in acquiring the majority shares of a palm oil plantation company domiciled in East Kalimantan the holder of location permits and plantation business licenses. Drafting and negotiating a head of agreement, a conditional share sale and subscription agreement and its supplemental agreement, conducting legal due diligence exercise and managing the team thereof, drafting the required court searches and land searches documents, preparing the conditions precedents and closing documents.
- Advising **Mizuho Bank Ltd**, a top tier and major commercial bank of Japan in 2011, in acquiring the majority shares of a financing company undertaking the business in automotive product financing business.. Reviewing, drafting and negotiating a conditional share sale and subscription agreement (in coordination with **Anderson Mori & Tomotsune**, a major Japanese Law Firm), shareholders agreement and escrow agreement, preparing timelines and diagram of the proposed alternative structures of transactions, conducting the legal due diligence exercise and managing the team thereof, drafting, preparing and compiling the conditions precedent and closing documents, amongst others the corporate approvals of the stakeholders.
- Assisting **Anderson Mori & Tomotsune**, *in representing European client's* interest in acquiring business interest over group companies located in ASEAN. Coordinating cross-border legal due diligence exercises, involving ZICOLaw (Roosdiono & Partners' ASEAN network) Jakarta, Kuala Lumpur and Thailand offices and providing the combined reports to client. Providing feedback to the definitive agreements prepared by the Japanese law firm as the leading firm of the transaction.
- Advising a **Malaysian public listed company**, through its subsidiary, in 2012, in acquiring the majority shares of an Indonesian rubber cultivating company having a site in Belitung, by way of transfer of shares and shares subscription agreement. Drafting and negotiating a conditional share sale and subscription agreement, escrow agreement, personal guarantor, conducting legal due diligence exercise and managing the team thereof, preparing the conditions precedent and closing documents, amongst others the corporate approvals of the stakeholders.
- Advising a **major state owned Malaysian company and its subsidiaries**, in 2012, in disposing its majority shares and interests in a foreign investment joint venture company domiciled in Sumatera, for a material amount of transaction. Drafting and negotiating a conditional share sale and subscription agreement and its supplementals, preparing the conditions precedents and the closing documents, amongst others the corporate approvals of the stakeholders.
- Advising a **major Malaysian public listed company**, in 2013 to 2015, in acquiring the majority shares of a palm oil plantation domiciled in Central Kalimantan, holder of location permit and plantation business permit. Drafting and negotiating a conditional share sale and subscription agreement and its supplemental agreement, conducting legal due diligence exercise and managing the team thereof, drafting the required court searches and land searches documents, preparing the conditions precedents and closing documents.

- Advising a **major Malaysian public listed company**, in 2014, in acquiring the majority shares of a palm oil plantation company in Indonesia. Providing reviews and feedback to the draft of conditional share sale and subscription agreement prepared by Malaysian law firm and the negotiation thereof, conducting legal due diligence exercise and managing the team thereof, drafting the required court searches and land searches documents, preparing the conditions precedents and closing documents.
- Advising a **major Malaysian public listed company**, in 2014, in disposing its majority shares in a manufacturing company in Indonesia by way of assets acquisition. Drafting a conditional share sale and subscription agreement, conducting limited internal legal due diligence exercise and managing the team thereof, preparing conditions precedents and closing documents.
- Advising an **investor of Hong Kong, in 2015**, in acquiring the interest over 8 Indonesian companies having business in shrimp cultivations and exports in east of Indonesia. Conducting legal due diligence exercises over the 8 companies and managing the team thereof, drafting the required court searches and land searches documents and providing legal advices in relation to the legal due diligence findings and structure of the transaction to **Jiantian & Gongcheng**, a major Chinese law firm who acted as the leading lawyers in the transaction.
- Advising **9 commercial bank of Indonesia, lead by PT Bank Niaga Tbk**, in a syndicated secured term loan facility for a project finance of an Indonesian power plant company. Involving in the process of review of the agreements, the conditions precedent documents drafting legal memorandum on the fulfillment of the conditions precedent and closing documents; coordinating work with notaries and land deed officials; and incorporating communication with **PT CIMB Niaga Tbk** as the Lead Arranger of the transaction.

OTHER SIGNIFICANT WORKS:

- Establishing and providing corporate legal services to **Crystal Jade** group of restaurants in the period from 2007 to 2008;
- Establishing 5 mining supporting companies in 2008 for the interest of **Asiatic Group**, a group company based in Singapore, in conjunction with the acquisitions of 3 mining companies in Indonesia. Submitting and obtaining approvals from Investment Coordinating Board or Badan Koordinasi Penanaman Modal ("**BKPM**"), drafting the Deed of Establishment of the 5 companies and supervising the procurement of general licenses of the 5 companies.
- Establishing foreign representative offices in 2008, such as **Salcon Engineering Berhad** (a Malaysian Public Listed Company undertaking business in clean water supplies), **Axios International Consultants Lt.** and **Gameloft**.
- Providing retainer services on corporate secretarial work from 2008 to 2015, such as on general meeting of shareholders, amendments to the Articles of Associations, amendments to the composition of the Board of Directors and Board of Commissioners, distribution of dividend/interim dividends, internal transfer of shares, shareholders registry, share certificates of clients, amongst others:
 - **Lembaga Tabung Haji's** (a government pooling fund for Hajj purposes of Malaysia) subsidiaries in Indonesia;
 - **TH Plantations Berhad's** (a public listed company in Malaysia, undertaking business in palm oil plantations) subsidiaries in Indonesia;
 - **Malaysia Smelting Corporation Berhad's** (a public listed company in Malaysia undertaking business in mining) subsidiaries in Indonesia;

- **Felda group's** (a public listed company in Malaysia undertaking business in palm oil plantations) subsidiaries in Indonesia;
- **IDS group's** (a Hong Kong based company focusing on health care equipments) subsidiaries in Indonesia;
- **PT Koba Tin**, a party in the Contract of Work in tin mining.
- **PT Honda R&D Indonesia**; and
- **PT Mizuho Balimor Finance**.

BAR ADMITTANCE AND EDUCATION

Wisnu obtained his legal degree from Universitas Padjadjaran Bandung and obtained his bar licenses from PERADI.

CAREER HISTORY

- April 2006 – April 2008* : Angeline Suparto Konsultan (Junior Associate)
- May 2008 – January 2016* : Roosdiono & Partners (Senior Associate)
- January 2016 – May 2016* : ArpanLaw (Off Counsel Partner)
- May 2016* : BE Partners (Senior Associate)

5. Pascal Andreas Hutasoit (Associate)

Pascal is an associate in BE Partners. He had previously worked for a mining company in Jakarta as part of the legal staff before joining the Firm in 2011.

Since joining the firm, he has been involved in transactions relating to corporate and commercial practices, land acquisition, plantation, information technology, mining, foreign investment company establishment and employment.

MAJOR REPRESENTATIVE DEALS

- Involved in the Liquidation of **PT. Commonwealth Securities**;
- Represented **Cytec Global Holdings**. in relation to the establishment of PT. Cytec Indonesia;
- Represented **Tune Group** on various legal matters;
- Represented **PT. Teledirect Telecommerce** on the Company restructuring and various legal matters; and
- Represented **Sinohydro Corporation Ltd.** on the establishment of PT. Sokonusa Indonesia;
- Represented **MAMEE Double Decker Sdn. Bhd.** on the Company restructuring of PT. Pacific Food Indonesia and various legal matters;
- Represented **PT. Pacific Food Indonesia** for various legal matters;
- Represented **Indian Ocean Properties** as the buyer on the acquisition of shares of PT Minahasa Lagoon;

- Represented **PT. Forbo Siegling Indonesia** (Foreign Investment Company owned by Forbo Finanz AG and Forbo NL Holding BV) for the purchase of asset in Bandung;
- Represented **Forbo Finanz AG and Forbo NL Holding BV** in relation to the establishment of PT. Forbo Siegling Indonesia;
- Represented **Weststar Maxus Sdn Bhd.** in relations to the establishment of PT. Weststar Maxus Indonesia;
- Advising **Microsoft** for various legal issues;
- Represented **Samsung** for various legal issues;
- Represented **Asia Pacific Businesslink Sdn Bhd** for the acquisition of various mining companies in Indonesia;
- Represented **New Global Mining Ltd** for the due diligence of PT. Syabas Sumbawa Mineral;
- Represented **Indian Ocean Properties** for the due diligence of PT. Minahasa Lagoon;
- Represented **QMA Capital Sdn Bhd** for the due diligence of PT. PT Take United Indonesia;
- Represented **Olswang** as Law Firm in the United Kingdom for various legal issues;
- Represented **Maybank Asset Management** for the due diligence of GMT Asset Management;
- Represented **Tune Group** for the due diligence of a local insurance company;
- Represented **OSK Investment** for the due diligence of a local company;
- Represented **Lay Hong Berhad** in providing a Legal Memorandum on the Registration of Food Products in Indonesia;
- Represented **New Global Mining Ltd** for the due diligence of PT. Syabas Sumbawa Mineral;
- Advising **Tune Hotels** for various legal issues;
- Represented **PT. Oilfield Crew Management** on various legal issues;

BAR ADMITTANCE AND EDUCATION

Pascal graduated from the Faculty of Law, at Atma Jaya Catholic University, Jakarta, Indonesia in 2010, specializing in economic and business law. In 2015, he received his Advanced Masters degree from the University of Leiden, the Netherlands, under the Advanced Masters of International Civil and Commercial Law program.

CAREER HISTORY

January 2011 – August 2011 : PT Sastra Bumi

November 2011 : BE Partners

6. **Dimas Bimo Harimahesa (Associate)**

Bimo graduated from the Faculty of Law, University of Indonesia (2012), majoring in Private International Law.

During his studies, he was an active member and represented the University of Indonesia Arbitration Moot Team in Willem C. Vis International Arbitration Moot Competition in Austria in 2011.

MAJOR REPRESENTATIVE DEALS

- Represented **Iceland Drilling Corporation** in relation to the establishment of PT. Iceland Drilling Indonesia, including providing legal opinion, preparing documents required for the said establishment;
- Represented **Iceland Drilling Corporation** in tender process for geothermal drilling services at Lahendong Geothermal Project by PT. Pertamina Geothermal Energy, including arranging and submitting the bidding documents as well as attending the bidding process;
- Represented **Fresenius Kabi Indonesia** in preparing Distribution Agreement for medical devices;
- Represented **Hanjin Co., Ltd.** in providing legal opinion for the establishment of PMA Company engaging in Bonded Warehousing; and
- Represented **Keller Foundations (S.E. Asia) Pte Ltd** in preparing Joint Operation Agreement with a local company for stone column works in Karimun Free Trade Zone, including providing advices.

BAR ADMITTANCE AND EDUCATION

Bimo is a law graduate of the University of Indonesia, Depok, Indonesia in 2012.

CAREER HISTORY

November 2012 : BE Partners

7. **Jeany Tabita (Associate)**

Jeany was previously an associate lawyer in Leks&Co, a boutique law firm engage in Real Estate and Property. She recently joined BE Partners as an Associate.

Jeany has been focusing on real estate, hotel & property, insurance practice and various foreign investment.

MAJOR REPRESENTATIVE DEALS

- Represented **PT AIG Insurance Indonesia**, in providing a Legal Memorandum concerning data center and electronic system provider for public services; Legal Memorandum concerning Offshore Outsourcing.
- Represented **Etiqa Insurance & Takaful**, on establishment of insurance company with *Sharia* basis.
- Represented **Standard Sourcing HK Ltd**, a material raw sourcing company for garment in Hong Kong, on establishment a Foreign Trade Representative Office in

Jakarta, Indonesia.

- Represented **Bray International Inc**, a manufacturing company, through its subsidiary Bray Controls Southeast Asia in Singapore, on establishment a Foreign Trade Representative Office in Jakarta, Indonesia.
- Represented **Rich Products Corporation** to establish a subsidiary company in a formed of trading and manufacturing entity in Indonesia. Performed in depth intensity research at the Food and Drugs Supervisory Board on the registration of food and in the obtaining of *Halal* process admittance from Indonesian Council of Religious Scholars.
- Represented **Isar Gas**, a local company with line business activity in Natural Gas and Oil to prepare Legal Opinion in regard to the financing project.
- Represented **PT Bliss Property Indonesia** in managing all of its lease agreements with all of its tenants in “Ambon City Center” project in Ambon;
- Represented **PT Blacksteel Property**, a group of PT Bliss Property Indonesia in drafting a standard agreement for supplier or third party in relation to a large housing and tenancy project called Bliss Village in Ambon;
- Represented **PT Blacksteel Property**, a group of PT Bliss Property Indonesia in relation to the establishment of a shopping center namely Ponorogo City Center;
- Represented **PT Perdana Gapuraprima Group** on various legal services such as managing sale and purchase agreement and lease agreement for some apartment and shopping center projects in Jakarta, providing legal memorandum for companies issues and also providing agreement such as construction contract for office building in Jakarta;
- Represented **PT. Schneider Electric Industries**, SAS for sale and purchase agreement in relation to the shares ownership on the company;
- Represented **PT Bahari Cakrawala Sebuk**, an Australian mining company in providing Legal Memorandum concerning labor and employment; and
- Represented **Jinyi Law Firm** (a law firm based in China) on legal due diligence concerning shares acquisition of PT Amtek Engineering, Jakarta.

BAR ADMITTANCE AND EDUCATION

Jeany is a law graduate of the Atma Jaya Catholic University, Jakarta, Indonesia in 2011.

CAREER HISTORY

November 2011 : Leks&Co

February 2013 : BE Partners

8. Henry Manullang (Associate)

Henry was previously an associate lawyer in Roosdiono & Partners, a corporate law firm in Jakarta, which is a member of a Southeast Asian Network of Law Firms. He recently joined Bagus Enrico & Partners as an Associate.

Henry has been focusing on labour, pharmaceutical, plantation and various foreign investment.

BAR ADMITTANCE AND EDUCATION

Henry is a law graduate of the Atma Jaya Catholic University, Jakarta, Indonesia in 2012.

Henry has passed the Indonesia Advocate Bar Association or *Perhimpunan Advokat Indonesia* (PERADI) in 2015. He also has taken the Advocate Oath by PERADI in 2015.

CAREER HISTORY

November 2012 :Roosdiono & Partners

May 2016 :Bagus Enrico & Partners

9. Winandya Almira Nurinasari (Associate)

Dea graduated from Faculty of Law, University of Indonesia (2014), majoring in Business and Economics Law.

During her studies, she was participated in Harvard World Model United Nations in Melbourne, Australia.

CAREER HISTORY

April 2014 : Bagus Enrico & Partners

10. Sheila Hillary Kandou (Associate)

Sheila graduated from Faculty of Law, University of Indonesia (2014), majoring in Transnational Law.

During her studies, she participated as a delegate in Hamburg Model United Nations in Hamburg, Germany. She was also an active member in various organizations and event committees such as Lembaga Kajian Keilmuan (LK2), Asian Law Students' Association (ALSA), and Badan Eksekutif Mahasiswa FHUI.

CAREER HISTORY

January 2015 : Bagus Enrico & Partners

11. Erika Saraswati (Associate)

Erika graduated from Faculty of Law, University of Indonesia in 2014, majoring in Business Law. In 2016, she received her Masters degree from the University of New South Wales in Sydney, Australia under the International Business Law program.

During her studies, she participated as a delegate in Asian Law Students' Association (ALSA) International Conference 2013 in Seoul, South Korea. She was also an active member in various organizations and event committees such as ALSA and Badan Eksekutif Mahasiswa FHUI.

CAREER HISTORY

April 2016 : Bagus Enrico & Partners

12. Michael Widyaputra (*Associate*)

Michael graduated from Faculty of Law, University of Indonesia in 2016, majoring in Civil Law. During his studies, participated in a prestigious international internship at The Siam Cement Group, Plc. (SCG): Legal Counsel (2015) in Bangkok, Thailand. He was also an active member in various organizations and event committees such as LaSALe FHUI, Persekutuan Oikumene FHUI and Koperasi Mahasiswa FHUI.

CAREER HISTORY

June 2016 : Bagus Enrico & Partners

13. Syed Naqiz Shahabuddin (*Of Counsel*)

Naqiz is a well-rounded lawyer, having practiced in the Dispute Resolution and Intellectual Property practice groups of Skrine and thereafter the Technology and Corporate and Commercial practice groups of Wong & Partners (a member firm of Baker & McKenzie International).

Naqiz has been involved in transactions and negotiations of various agreements such as asset transfer agreements, share sale and purchase agreements, restructuring for compliance with foreign equity guidelines, partnership agreements, teaming agreements, management agreements, outsourcing agreements, collaboration agreements, joint venture agreements, trust structures, development agreements and franchises.

REPRESENTATIVE DEALS

- Assisting in the listing of a plantation company on AIM;
- Undertaking a large acquisition of several companies for a land banking exercise;
- The negotiations of Carbon Development Mechanism and Renewable Energy Power Purchase Agreements;
- The formation of a joint venture to undertake oil and gas related fabrication activities;
- Structuring shareholdings and finalizing negotiations with stakeholders of a “first of its kind” online financial services provider;
- Assisting in the shareholding structure of a novel budget hotel business;
- Structuring the shareholding of a Mobile Virtual Network Operator business including drafting the operative agreements for the business;
- Undertaking negotiations and finalizing contracts with Russian manufacturers of aircraft simulators;
- Undertaking a take-over exercise of the shares of a PLC involved in the automotive industry;
- Structuring a Government contract farming initiative;
- The drafting of an exclusive supply agreement for the supply of local fruits to a local representative of one of the world’s largest fruit, flower and vegetables producer;
- The formation of a joint venture between a PLC and one of the world’s largest automotive manufacturers and conducting negotiations of various automotive agreements ensuing there from;
- The resolution of certain issues relating to Approved Permits for automobiles;
- The negotiations and conclusion of a deferred payment contract relating to flight training simulators with the Ministry of Defense;
- The negotiations of contracts with the Ministry of Defense for the modernization of vessels belonging to the Royal Malaysian Navy;
- The structuring and negotiations of arrangements with Danaharta and the Minister of Finance (Incorporated) to lease and manage one of Malaysia’s largest shipyard

operations;

- The negotiations of various naval contracts with foreign naval contractors;
- The acquisition of a construction company;
- The negotiations of a concession agreement with the Economic Planning Unit, Prime Minister's Department for the construction of the South Klang Valley Expressway (SKVE);
- The formation of a joint venture to undertake a highway concession in East Malaysia;
- The restructuring of the operations of one of the world's largest direct selling companies;
- The undertaking of a group wide voluntary separation scheme for a public listed company;
- The restructuring of a multinational corporation's wholesale and retail operations in Malaysia;
- The transfer of assets including contractual obligations between two multinational corporations relating to its digital receiver business in Malaysia;
- The setting up of a franchise in Malaysia of one of the world's largest book store;
- The restructuring of one of the world's largest branded café franchise operations in Malaysia;
- The outsourcing of a multinational corporation's "just-in-time" logistic requirements;
- The outsourcing of a public listed telecommunication company's call centre services;
- The setting up of a call centre for outsourcing services to one of the world's largest airlines;
- The negotiations on a joint venture and outsourcing relationship between a software provider and a Malaysian exchange;
- The setting up of various collaboration and teaming structures including licensing, franchising, distribution and channel partner type arrangements;
- The formulation and drafting of a telecommunications company's Access Reference Document and Access Agreement;
- The review of numerous interconnection agreements for a public listed telecommunications company;
- The review of numerous licensing, support and maintenance agreements for telecommunications companies, software and hardware suppliers/clients including some of the world's largest multinational companies;
- Advising and reviewing various partnering, teaming and channel agreements for telecommunications companies, software and hardware suppliers/clients including some of the world's largest multinational companies;
- Advising, drafting and negotiating documentation relating to a substantial IT project to upgrade the IT systems of an international financial institution;
- Advising, drafting and negotiating documentation relating to a substantial IT project with the Ministry of Defense; and
- Advising, drafting and negotiating submarine fiber optic cable relocation and repair agreements.

Naqiz is also a contributor of a publication by CCH entitled the Intellectual Property Laws of Malaysia. He sits on various bodies including as a domain name panel member of the World Intellectual Property Organization (WIPO) based in Geneva, the Asian Domain Name Dispute Resolution Centre and the Regional Centre for Arbitration Kuala Lumpur (RCAKL). He is also an arbitrator of the RCAKL.

Naqiz has also given talks in Sri Lanka on behalf of WIPO and in New York and Boston on the topics of doing business in South East Asia. Locally, Naqiz has given talks on behalf of Microsoft, Petronas, Telekom, Nokia, Multimedia University, Multimedia Development

Corporation, TV3 (Money Matters), Federation of Malaysian Manufacturers, Malaysian Bar Council, Regional Centre for Arbitration Kuala Lumpur, Malayan Law Journal, Asia Business Forum, Knowledge Group and the Centre for Management Technology on a myriad of legal issues.

14. Tan Hon Yik (Of Counsel)

Hon Yik is one of the founding partners of Naqiz & Partners. He previously practiced with Wong & Partners (a member firm of Baker & McKenzie International) in Kuala Lumpur, Malaysia as a member of the Banking & Finance and Corporate & Commercial practice groups.

Hon Yik has acted for clients across a diversified range of industries and has advised clients on issues relating to corporate and commercial law, banking and finance law, major projects, securities, information technology law as well as acquisitions and capital markets fund raising exercises. He also has extensive experience in conducting due diligence exercises in connection with mergers & acquisitions and capital markets fund raising exercises.

REPRESENTATIVE DEALS

- Acting for and advising the concessionaire of an upcoming expressway project in the Klang Valley (including negotiations with the Economic Planning Unit, Prime Minister's Department);
- Representing a Malaysian private company in the acquisition of a stake in the highway construction arm of a leading Malaysian property and automotive conglomerate and drafting and negotiating the sale & purchase and other agreements relating to the acquisition;
- Acting for and advising an international Asian bank in relation to the standardisation of its loan and security documentation for its entire Malaysian operations;
- Advising a Malaysian banking and financial services group on the implementation of various credit and Treasury products;
- Advising a leading publicly listed Malaysian food and beverage manufacturer in respect of its proposed employee share option scheme;
- Advising a renowned American international business support corporation in the acquisition of its Malaysian subsidiary;
- Representing the joint lead managers in respect of the largest dual-currency denominated project finance-based financing exercise in Malaysia in 2004 involving the issuance of RM1.27 billion nominal value Al Bai Bithaman Ajil Islamic Debt Securities and US\$468 million syndicated loan facilities obtained by the Optimal Group of Companies;
- Acting for and advising a publicly listed leading Malaysian property development, investment and resorts and hotel management group in connection with the proposed acquisitions of various golf clubs, hotels and resort properties;
- Advising a publicly listed Malaysian telecommunications group on various aspects of its telecommunications business, including JV arrangements with foreign telecommunications companies and the establishment of a shareholders web information portal;
- Advising the Malaysian subsidiaries of several publicly listed French conglomerates in relation to their annual employee stock option schemes;

- Advising several global banking groups on the feasibility of establishing various banking and offshore units in Malaysia;
- Advising on the proposed listing exercise of a waste management and recycling group;
- Acting for the lead arrangers in relation to the issue of RM175 million AI Murabahah commercial papers/medium term notes and RM90 million warrants by a publicly listed Malaysian chipboard manufacturer; and
- Acting for the arranger in relation to a commercial paper/medium term note issuance programme of up to the aggregate face value of RM80 million by a subsidiary of a publicly listed licensed Malaysian industrial supply and industrial automation group.

15. Nurul Fauzi (Litigation Specialist – Of Counsel)

Nurul Fauzi has been working as corporate legal and as litigator. In 2005, he joined PT Sari Enesis Indah (ENESIS Group) as Corporate Legal & Intellectual Property Right (IPR) Specialist. In 2008, he joined Adisuryo Prasetio & Co. as Senior Associate. In 2011, he runs his own litigation practices and acting as litigation specialist and of counsel of BE Partners.

REPRESENTATIVE DEALS

Corporate Transaction:

- Representing PT Patra Dok Dumai, Riau [a Subsidiary of PT Pertamina (Persero)] for company restructuring arrangement, 2010;
- Representing PT Bumi Alam Sejahtera for joint venture arrangement, 2010;
- Representing PT Manjra Minerals International for joint venture arrangement, 2011
- Representing PT Marketama Indah, Jakarta for handling commercial litigation before the District Court of Medan, 2010;
- Representing PT Asiamindo Nusa Minerals for handling commercial litigation before the District Court of South Jakarta, 2010;
- Representing Sing Global Oil Products Pte Ltd for handling administrative dispute before the Administrative Court of Jakarta, 2010;
- Representing PT Air Muring [a subsidiary of PT Bakrie Sumatra Platations Tbk.] for handling commercial litigation before the District Court of North Bengkulu, Bengkulu, 2011;
- Representing PT Garumas Persada for handling commercial litigation before The National Arbitration of Indonesia, Surabaya 2011;
- Representing PT Amadani Jaya Ismaya for handling corporate litigation before the District Court of South Jakarta, 2011;
- Representing Bali Bias Putih Korea Co. Ltd. for handling corporate litigation before the District Court of Amlapura, Bali, 2012;
- Representing PT Telekomunikasi Selular, Tbk. For handling commercial litigation before the District Court of South Jakarta, 2012;
- Representing Koperasi Pelayaran Rakyat (KOPELRA) for handling corporate litigation before the District Court of Gresik, 2013;

Mining & Energy Transaction:

- Representing PT Indonesian Coal Resources [a subsidiary of PT ANTAM Tbk.] to acquire mining concession at Sarolangung, Jambi, 2010;
- Representing PT Energi Batubara Lestari to arranging joint cooperation on mining project development at Tapin, South Kalimantan, 2010;
- Representing PT Bumi Rantau Energi to arranging joint cooperation on mining project development at Tapin, South Kalimantan, 2010;
- Representing PT Birutani Jaya Semesta for arranging joint cooperation on mining project development at Tabalong, South Kalimantan, 2010;
- Representing PT GS Global Resources for arranging mining licensing in Directorate General of Mineral, Coal and Geothermal, Ministry of Energy and Mineral Resources, Jakarta, 2011;
- Representing Petrosolve Energy SDN BHD for arranging joint cooperation of aging oil wells reproduction, 2011;
- Representing PT Sera Kakanta Tama for arranging joint cooperation on mining project development at Southern Sorong, Papua, 2013;

Employment/Industrial Relations:

- Representing PT Rumah Sakit Bersalin-ASIH for rendering manual procedure for Industrial Relations, Jakarta 2011;
- Representing Grameen Foundation for rendering manual procedure for industrial relations, Jakarta, 2011;
- Representing PT Agranet Multicitra Siberkom [Detik.com] for drafting company regulation and working agreement, Jakarta, 2011;
- Representing PT Nusantara Infrastructure Tbk. for arranging lay-off employment project, Makassar, 2012;
- Representing PT Telekomunikasi Seluler Tbk. for handling Industrial Relations Dispute before the Industrial Relations of Jakarta, 2012;
- Representing PT Dok dan Perkapalan Surabaya (Persero) for handling Industrial Relations Dispute before the Industrial Relations of Surabaya, 2012
- Representing Yayasan Sekar Laut for handling Industrial Relations Dispute before the Industrial Relations of Jakarta, 2012;
- Advisor and Facilitator for Workload on Work Project, PT Pertamina (Persero) Region of East Java, Bali and Nusa Tenggara, Surabaya, 2012;
- Advisor and Facilitator for Outsourcing Effectiveness Project, PT Pertamina (Persero) Region of East Java, Bali and Nusa Tenggara, Surabaya, 2013;
- Advisor and Facilitator for Outsourcing Effectiveness Project, PT Pertamina (Persero) Region of Borneo, Balikpapan, 2013; and
- Representing PT Abakus Informindo Systems for drafting company regulation, Surabaya, 2013.

BAR ADMITTANCE AND EDUCATION

Nurul Fauzi is a member of the Indonesian Association of Advocates (Peradi) and Indonesian Corporate Counsel Association (ICCA).