

**NIK FARA ZAHIRA NIK ZAMRI** nikfarazahira@gmail.com ● 019-3726184

# Major highlights:

# A Certified Integrity Officer by Malaysian Anti-Corruption Commission (MACC)

# Has sound knowledge in Environmental, Social and Governance (ESG)

# Responsible in securing international expansion projects for Tenaga Nasional Berhad for Solar and Wind Turbine farms in United Kingdom region. Awarded with “Anugerah Perluasan Perniagaan Antarabangsa” by Tenaga Nasional Berhad in 2016.

# Advised on approximately USD1.2b restructuring exercise of Tenaga Nasional Berhad’s investment in Turkey with various international lenders

# Drafted and reviewed over 2,000 clinical research agreement in a year as that were the main source of income for Clinical Research Malaysia

# Successfully seized the largest barge namely Hua Tian Long belong to Guangzhou Salvage in Hong Kong for the dispute and claim Intraline Resources Sdn Bhd has against them

# Mara University of Technology, Law School

Master of Law (Corporate) June 2008

CGPA 3.33

* Dean’s List (GPA 4.00 final semester)

# Mara University of Technology, Law School

Bachelor of Law December 2004

CGPA 2.52

* Biro in Law Society for 2 years
* Actively participated in Law School activities such as drama competition (2nd runner up), softball and moot court competition
* Head of political campaign within Law School for student representation during year 1
* Volunteered for junior registration in Law School for semester to begin during year 3 and 4

# Professional Experience

**ICON Offshore Berhad** Jan 2023 - Current

Head of Legal & Secretarial

* Head of Department
* Legal scope of work:
	+ Day to day legal advisory including drafting, reviewing, amending, negotiating agreement such as operational contract, umbrella contract with clients (PETRONAS Carigali, Shell, Exxonmobil, Hisbiscus, etc), agreement with service providers, consultants and advisors
	+ Drafting sale and purchase agreement for vessel
	+ Preparing legal opinion and advice as and when required in operational, financing, human resource and new ventures business
	+ Restructuring existing financing to structured term financing with various lenders such as RHB, Affin, OCBC, CIMB, Ambank, etc
	+ Managing litigation matters
	+ Leading on special project such as share capital reduction and consolidation, long term incentive plan for eligible employees
	+ Attending to tenders for legal document
	+ Managing external solicitors (if any)
* Secretarial scope of work:
	+ Liaising and attending to matters pertaining to board of directors
	+ Ensuring compliance to relevant laws and regulations by Bursa, Companies Commission Malaysia, Malaysian Code of Corporate Governance
	+ Advising on the Main Market Listing Requirement to stakeholders and preparing Bursa announcement.
	+ Preparing Corporate Governance Report
	+ Coordinating with various divisions and department in the group of company to arrange and prepare for the meetings of the shareholders, the board of directors, committees, including compilation or preparation of meeting papers
	+ Preparing notice, agenda and meeting papers, minutes of meeting and matters arising for abovementioned meetings, preparing minutes
	+ Managing external company secretary, share registrar and auditor

**KLCC Property Holdings Berhad Kuala Lumpur**

**(A PETRONAS’ owned subsidiary)**

Head, Corporate Legal Services Dec 2021 – Dec 2022

* Lead a team of 5 people to provide timely and accurate legal advice on day-to-day operation for KLCC Group of Companies.
* Manage team KPI target and achievement, prepare budget, drive department/section performance to achieve company’s target. Work frequently with ICT and Digital to improve workflow by leveraging the technology that company currently has in order to produce an excellence dashboard for high level reporting and presentation.
* Focal person in the department on the requests for draft, review, negotiate and supervise legal documents pertaining to all forms of contract documents such as Letters of Awards / Appointments (“LOA”), Project Management Agreements, Supply Agreement, Supply & Works Agreement, Maintenance Agreement, Facilities Management Agreement, Principal Consultancy/Consultancy Services Agreements (“CSA”), Construction Contract Documents, General Conditions, Conditions of Contracts (“COC”), Articles of Agreement (“AOA”), & Appendices and other forms of contract for KLCC Group of Companies including Hotels and other concessions to ensure effective management of legal risk and protection of interest.
* Provide input where possible on the insurance, commercial and applicable taxes of any of the above to ensure KLCC Group of Companies' interest is adequately protected. Identify, determine and formulate viable legal advice on legal issues to the KLCC Group of Companies in general to achieve compliance with all laws and practices so as to promote and safeguard KLCC Group of Companies’ interest.
* Manage, strategize, supervise, negotiate the provision of legal contract administration for all business undertaken by KLCC Group of Companies including for Project Management, Facilities Management, Convention Center, Hotel Operators, and other concessions, both internationally and domestically to ensure that the KLCC Group of Companies' interest is protected. Identify Risk areas analyze and determine/formulate strategies on proper steps/action and mitigation plan.
* Review draft and/or endorsed purchase requisition form/ tender plan/approval paper to ensure the scope of services/works is in line with the customers’ actual requirement including the contract period, warranty, security for the services/works such as performance bond, insurances, and retention sum is duly addressed; and review tender document for KLCC Group of Companies including hotels to ensure everything contained and endorsed in the tender plan is duly specified in the tender document.
* Manage, supervise, guide and provide knowledge to executives in the unit on the issuance of legal advice; the issuance of comments to drafts; clarifications; proposed amendments; and proposed resolutions; the issuance of COCs and other legal documents; KLCC internal process and procedures; and options to fulfil KLCC Group of Companies’ requirements.
* Assist in supervising KLCC Group of Companies (including convention centre, hotels and other concessions) litigation matters including industrial relation matters relating to discipline and dismissal case; liaise, coordinate, manage & supervise the relationship with external lawyer & between external lawyers and the operational units of the KLCC Group of Companies to enable harmonious cooperation to ensure best possible defense can be advanced/prepared; manage & supervise the preparation of documents to be filed & witnesses for trial, where required.
* Ensure implementation of compliance culture to (i) the 5 critical legal areas - Ethics and Integrity, Data Privacy, Sanctions, Export Control and Anti Competition Laws, (ii) other compliance clauses such as tax and insurance clause, and (iii) KYC and KYC 6 within the KLCC Group of Companies.
* Certified Integrity Officer (CeIO)
* Lead accessor for Assurance platform set up by PETRONAS in order to determine compliance of KLCC Group of Companies to the 5 critical legal areas.

**Pos Malaysia Berhad Kuala Lumpur**

Vice President 1

Legal, Contract Management and Regulatory Feb 2021 – October 2021

* Lead a team of 5 to provide legal advice on day-to-day operation of Pos Malaysia Berhad and its group of companies by reviewing, drafting and negotiating on behalf of the companies on legal documentation starting from Non-Disclosure Agreement, various types of Services Agreement (logistic, freight forwarding, warehousing, equipment, manpower and others), Tenancy and Leasing Agreement, Memorandum of Understanding, Collaboration Agreement, Supplier Letter of Award, Ground Handling Agreement for aviation and many more.
* Prepare legal opinion if requested by the group of companies on the operation issues as well as advising the best way to move forward with the issues.
* Lead legal advisor for divestment of subsidiaries and advising on due diligence process and transaction document such as Term Sheet, Share Sale Agreement, Shareholders' Agreement and others.
* Attend to group litigation matters by issuing Notice of Demand or responding to Notice of Demand, monitor closely on the case management, cause papers and advise stakeholders on any update, liaising with external solicitors and preparing monthly report for the same.
* Advise sales team on Invitation to Bid, Request for Quotation, Request for Proposal documentation.
* Attend to labour and industrial relations issue with regard to employee or former employee of the company.
* Oversee governance and transparency process in board papers and update various committees and board.
* Assist company secretarial department on related party transaction and shareholders Q&A for Annual General Meeting.
* Prepare policy for Anti-Bribery and Personal Data Protection for the companies and brief stakeholders on the policy update.

# Tenaga Nasional Berhad Kuala Lumpur

Acting Senior Manager, Merger & Acquisition May 2015 – Feb 2021

* Major financing restructuring exercise for investment in Turkey – Financing Facilities from various international banks circa USD1.17b

Ensured that the end objective of the exercise should avoid further impairment from the investment as well as the guarantee given. Advised the team on various instruments within the ambit of this exercise including shareholders’ agreements, shareholders’ advances, guarantee agreements, financing facility agreements, negotiation with lenders, numerous side letters with lenders based in Turkey, Russia and United States, sanction, exit strategy, dispute, various legal notices and opinions.

* Internal reorganization by way of a members’ scheme of arrangement under Sect 366 of the Companies Act 2016 – major corporate restructuring exercise at TNB level

Seconded to the team for 3 months to assist the team to seek consents from or to send notification to various stakeholders. Reviewed horrendous volume of documents executed by TNB with lenders, contractors, partners, suppliers and determined which contracts needed consent or vice versa. The main objective of this exercise was to transfer subsidiaries or assets to the new incorporating generation and retail companies.

* Cross border Merger & Acquisition

Given that TNB was expanding their footprint in an international market via merger & acquisition, I had worked closely with project team for TNB acquisitions of solar and wind portfolio. Part of my duty was to do due diligence exercise, prepared risk matrix, presented to various committees, reviewed transaction agreements such as share purchase agreement, share sale agreement, share subscription agreement, shareholders' agreement and many other agreements. Advised project team on the governance matter such as quorum, board reps, right of first refusal or offer, call option or put option, reserved matter list and other rights of the shareholder. Prepared for conditions precedent and completion deliverables to be agreed and monitored the compliance of the same prior to the transfer of the acquisition/subscription price.

* Energy Project

TNB was actively involved in international and local bidding. My task then was to review Request for Quotation, Request for Proposal, project documents such as power purchase agreement, engineering procurement construction commissioning contract, operation & management agreement, consortium agreement, joint-venture agreement and many other document. Additionally, I have assisted project team to achieve financial close for their projects.

* Human Resource

Prepared confidentiality for employee (team member) with regard to special project.

Prepared bond agreement for scholarship or overseas special assignment.

* Management

Assisted project team in preparing various TNB committees papers and presentation including to TNB board with regard to project.

* Miscellaneous

Drafted or reviewed miscellaneous agreements such as non-disclosure agreement, memorandum of understanding, letter of intent, non-binding offer and engagement letter for consultant.

* Administrative

Prepared monthly working report, monthly saving report, process payment for external lawyers and others.

# Clinical Research Malaysia (MOH’s wholly owned) Petaling Jaya

Senior Legal Manager March 2014 – May 2015

* Attended legal matters in the Company.
* Involved directly with project negotiation of Clinical Trial Stakeholders.
* Prepared Board Papers and attended Board Meeting
* Reviewed and provided legal advice on legal documents.
* Reviewed and advised the management on ongoing and potential legal and civil suit litigation matters.
* Attended to industrial relations issue and court hearing with regard to the former employee of the Company
* Liaised with relevant departments and personnel to ensure that where legal risks have been identified, appropriate course of actions have been taken.
* Provided legal protection and risk management advice to management especially on contract management.
* Provided and interpreted legal information and disseminated appropriate legal requirements to staff.
* Reviewed and advised management on legal implications of internal policies and procedures.
* Drafted and reviewed internal policies and ensured that they are in compliance with all statutory or legal requirements.
* Reviewed and advised the management on ongoing and potential legal and civil suit litigation matters and liaise with and manage external lawyers.
* Drafted and reviewed agreements, contracts, internal policies and any documents and ensured that they are in compliance with all statutory or legal requirements and assessed legal implications that need to be brought to the executive management’s attention.
* Prepared, reviewed and modified contractual instruments to assist and support various business activities.

# Target Resources Corporation Sdn Bhd Shah Alam

Senior Executive, Legal & Secretarial Dec 2008 – March 2014

* Attended to legal and secretarial works in Target group of company.
* Involved directly with project negotiation such as oil & gas, construction, hotel, coal, sub- marine, etc.
* Reviewed and provided legal advice on legal documents.
* Reviewed and advised the management on ongoing and potential legal and civil suit litigation matters.
* Liaised with relevant departments and personnel to ensure that where legal risks have been identified, appropriate course of actions have been taken.
* Provided legal protection and risk management advice to management especially on contract management.
* Provided and interpreted legal information and disseminate appropriate legal requirements to staff.
* Reviewed and advised management on legal implications of internal policies and procedures.
* Drafted and reviewed internal policies and ensure that they were in compliance with all statutory or legal requirements.
* Maintained and established departmental policies and procedures, objectives and quality assurance program.
* Reviewed and advised the management on ongoing and potential legal and civil suit litigation matters and liaise with and manage external lawyers.
* Wrote report on the status of the case after each event
* Drafted and reviewed agreements, contracts, internal policies and any documents and ensure that they were in compliance with all statutory or legal requirements and assess legal implications that need to be brought to the executive management’s attention.
* Prepared, reviewed and modified contractual instruments to assist and support various business activities.
* Negotiated on legal terms for business transactions and prepared and advise on accurate contractual instrument to be adopted to ensure information is submitted accurately and on time.
* Prepared monthly and quarterly reports for the department for executive management meetings.
* Monitored, tracked and thereafter prompt all relevant parties the renewal of all relevant contracts, agreements and licenses.
* Coordinated secretarial work with external company secretaries.

# Intraline Resources Sdn Bhd Kelana Jaya

Legal Officer March 2006 – Nov 2008

* Reviewed and negotiated oil & gas agreement such as engineering, procurement, construction contract with Exxon Mobil, pipe paying contract with Talisman and Newsfield.
* Drafted, Advised, Vetted Agreement, Legal Notice, Legal Documents, Notice of Demand, Bank Guarantee, Banking Facilities, etc.
* Litigation: prepared documents such as Statement of Claim, Statement of Defense for Normal Litigation, S.218, Injunction, Set Aside, Arbitration, Mareva, etc.
* Provided legal advice for correspondences and project.
* Provided legal advice to the management and Board of Directors, attended to legal work such as preparing legal documentation, reviewing agreement and legal letters.
* Provided legal services to inter-departments and act as intermediary between the company and external panel lawyers and statutory bodies.
* Attended to the industrial relation matter.
* Reviewed and verifying employee’s claim and OT.

# Nationwide Express Courier Services Berhad Shah Alam

Executive, Legal & Compliance Jan 2005 – Feb 2006

* Advised legal rights, liabilities and due adherence to the legal requirements within the ambit of the law in any business undertaking/dealing of the companies within the Group.
* Participated any negotiation to ensure that the objectives are reflected in the agreement and the Group is protected under the terms of the contract. Attended meetings, advised and rendered general legal opinion, prepared and vetted legal documents and enforced and exerted the legal rights of such documents.
* Enforced the legal rights of the Group by initiating legal process through the preparation of legal brief, the decision to take legal actions and the assignment of competent panel lawyers to officially conduct the matters and to safeguard the Groups interest as a whole.
* Reviewed the terms and conditions used in any contracts entered into by the Group.
* Provided prompt and accurate legal services.
* Prepared bond agreement for employee of the company for specific project.

# Accomplishment

* Successfully seized barge namely Hua Tian Long of China in international water due to the dispute between Intraline Resources Sdn Bhd and Guangzhou Salvage.
* Contributed to the revenue of Clinical Research Malaysia by endorsing thousands clinical research document while maintaining and protecting the interest of government hospitals and doctors.
* Holding the speediest record of promotion in Clinical Research Malaysia – promoted from Manager to Senior Manager within 9 months of working.
* Awarded with “Anugerah Perluasan Perniagaan Antarabangsa” by TNB.
* Chosen to receive 3 consecutive years for performance bonus up to 7 months.
* Certified as Integrity Officer by MACC

# Post Qualification Experience

Started working in 2005, approximately 18 years of experience coupled with LL.B and LL.M, covering various aspects of legal work and legal positions, I should be able to fit well in any organization. I have been proven to be able to work in high-stress environment and manage to deliver work professionally and ethically.

# Personal Details

* Date of birth : 16 June 1982
* Nationality : Malaysian
* Languages : English and Malay

# Training and course

* Ethics and Integrity, Data Privacy, Sanctions, Export Control and Anti Competition Laws in 2022 organised by PETRONAS
* Tax and Insurance in 2022 organised by PETRONAS
* Risk Management, Know-your-client course in 2022 organised by PETRONAS
* Leadership Series talk: Merger & Acquisition organized by TNB in 2019
* Leadership Program 4.0 organised by ILSAS in 2019
* Wind Power Training organized by ILSAS in 2018
* Private Equity Masterclass Program organized by TNB in 2018
* “Grow with your heart” course organized by ILSAS in May 2017
* Merger & Acquisition course organized by TNB Legal Services Department in 2016 and Shipping Law course in 2017
* Power Purchase Agreement organized by PowerEdge in September 2016
* 7-Habits course organized by ILSAS in November 2015

# Availability

* 3 months’ notice in advance.