

Marian Ho

Senior Partner



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Overview

Marian Ho is a senior partner in Dentons Rodyk's Corporate practice group. She is Co-Head of the Mergers & Acquisitions practice, the Corporate & Commercial practice and the Singapore-Korea relationship partner. She has broad experience in corporate finance as well as mergers and acquisitions. Her corporate finance work covers rights issues, convertible bonds and notes issues, warrant issues and share option schemes. In terms of mergers and acquisitions, Marian has advised on a range of domestic and cross-border transactions, strategic alliances, share and business acquisitions and divestitures, as well as corporate restructurings.

Marian advises on fund management and collective investment schemes, in particular offers made by offshore funds in Singapore.

Marian also acts as company secretary for a wide range of corporate secretarial clients, comprising private limited companies, publicly listed companies as well as companies limited by guarantee.

Experience

Corporate / Mergers & Acquisitions

- **Mobile TeleSystems Public Joint Stock Company ("MTS PJSC"):** Advising and assisting MTS PJSC, the largest mobile network operator in Russia, with its business expansion into Singapore, in particular, advising on Singapore personal data protection, anti-bribery and corruption, anti-money laundering and countering of terrorist financing laws as well as employment-related matters.
- **SK Global Entertainment, Inc.:** Acting for SK Global Entertainment, Inc. (SK Global), a motion picture and film company with worldwide operations, in its acquisition of the entire issued and paid-up share capital in Refinery Media Pte Ltd, a Singapore-incorporated company, for a confidential consideration.
- **Global packaging group:** Acting for a global packaging group (the "Group") in a multi-jurisdictional restructuring of its group companies. The Group has global presence, and is dual-headquartered in Zurich, Switzerland and Melbourne, Australia. The Group is in the business of developing and producing flexible packaging, rigid containers, specialty cartons, closures and services for food, beverage, pharmaceutical,

medical-device, home and personal-care, and other products. It is dual-listed on the Australian Securities Exchange and New York Stock Exchange. For the nine months ended 31 March 2021, the Group's net income was US\$684 million.

- **Singapore Philatelic Museum:** Acting as legal counsel to Singapore Philatelic Museum in its restructuring and repositioning as a children's museum, which is expected to be re-opened to the public in 2022. Our scope of work includes inter alia, advising Singapore Philatelic Museum on the legal requirements applicable to the repositioning (including without limitation, the Charities Act and regulations), drafting the new constitution, and submitting the requisite applications to the relevant regulatory bodies.
- **Coastal Marine Pte. Ltd.:** Assisting Coastal Marine Pte. Ltd., a member of the Coastal Group, a global integrated marine oil and gas services and solutions provider, in its joint venture with a Mexico-based company to undertake a project in Mexico to engineer, procure, construct, operate and maintain different gas processing plants with a view to conditioning Ixachi gas. The cross-border transaction involves, inter alia, the subscription of up to US\$15 million in ordinary and redeemable preference shares. We are working with our Dentons Mexico counterpart in drafting, reviewing, amending and providing advice on the terms of the transactional documents and the documents required for completion from the Singapore law perspective.
- **KT Corporation:** Advising KT Corporation on possible business expansion into Singapore. KT Corporation is South Korea's largest telecommunications company. It is an integrated telecommunications service provider based in South Korea, and its principal services include mobile voice and data telecommunications services based on 3G W-CDMA technology and 4G LTE technology; fixed-line services (which include telephone services, broadband Internet access service and other Internet-related services, and data communication service); credit card processing and other financial services; and various other services, including satellite service and information technology, real estate business, satellite TV service, media contents business and network services such as cloud computing services. Apart from its operations in South Korea, the company has a presence in USA, China, Japan, Hong Kong, Vietnam, Bangladesh, Uzbekistan, Poland, Rwanda, Gabon and Botswana. The shares of the corporation are listed on the Korea Exchange, and on the New York Stock Exchange as American depository receipts.
- **Roku, Inc.:** Assisting Roku, Inc., a Delaware corporation listed on NASDAQ, in the acquisition of DataXu, Inc., a Delaware corporation providing programmatic marketing software for brands and agencies. The multi-jurisdictional deal was valued at approximately US\$150 million. Roku, a company involved in the manufacturing of a variety of digital media players and streaming platforms, acquired DataXu in a strategic move to further grow and develop the advertising portion of its business. The transaction involved DataXu and its international subsidiaries, one of which being a subsidiary set up in Singapore. The work involved assisting the client on the Singapore aspects of the transaction, which included, among other things, advising on the terms of the transactional documents and the documents required for completion from the Singapore law perspective, and involvement in the entirety of the due diligence process.
- **Leading Japanese electronics and personal and commercial printer manufacturing company:** Providing legal assistance to the client on the overhaul and reconfiguration of its commercial contract framework with its various downstream distributors, dealers and resellers, and creating new contractual documentation to assist the client with novel and complex commercial structures and with entering into new jurisdictions. This included, inter alia, drafting, reviewing, amending and providing advice on the full internal contractual template base that the clients would be utilising with its various distributors.
- **A Ministry of the Government of Singapore:** Acted for a ministry of the Government of Singapore in the preparation of the tender documents, and assisted in the entirety of the tender process, for the appointment of up to two (2) Outsourced Chief Investment Officers for the management of a superannuation fund with approximately S\$1.3 billion of Assets under Management. The work involved advising the client on, among other things, the negotiation of the terms of the OCIO contract with the various international investment and asset managers that had submitted a proposal as part of the tender process.
- **China Titanium Resources Holdings Ltd.:** Advising the client on the subscription and shareholders' agreement for its investment in the Orokolo Bay Industrial Sands Project, which has a net present value of approximately US\$106 million and mining tenements that are spread over 10,000 square kilometers in Papua New Guinea's Gulf province. The deal concerns the provision of US\$25 million in funding for up to a 49%

stake in MR Iron PNG Pte Ltd, a subsidiary of Mayur Resources Ltd, which holds the Orokolo Bay Industrial Sands Project as part of its industrial mineral sands mining portfolio in Papua New Guinea.

- **Jollibee Foods Corporation:** Advising on a joint venture agreement with Singaporean-based Blackbird Holdings Pte. Ltd., through a wholly-owned subsidiary, to own and operate the first Jollibee store in Europe. Jollibee, which has a market cap of about US\$5 billion and sales revenue of over US\$2 billion in the past year, is a Philippines-based company which engages in developing, operating, and franchising fast food restaurants around the world. Jollibee is currently among the largest food service companies in Asia with 3,290 stores worldwide under a variety of brand names. The deal will see a Singaporean joint venture company incorporated, which will in turn, incorporate a wholly-owned subsidiary in Italy to own and operate the store, with Jollibee retaining full management control of the store under the structure of the joint venture.
- **Tapestry, Inc.:** Acting for Tapestry Inc., a New York-based house of modern luxury lifestyle brands, listed on NASDAQ with its portfolio including the Coach, Kate Spade New York, and Stuart Weitzman brands. The multi-jurisdictional transaction was led by Peter Wolfson and Kate Buckley from the Dentons US office, and involved Coach entities purchasing assets and acquiring employees and leases from their third party distributors in Singapore, Malaysia and Australia.
- **Greencells Energy Asia Pacific Pte. Ltd.:** Advising the company, which is a global provider of turnkey solar parks with a presence in Germany, Abu Dhabi, Romania, Singapore and the United States of America, on a retainer basis, in relation to various corporate matters which includes, without limitation, regulatory advisory work, drafting of agreements and assisting with corporate secretarial matters.
- **German core fund:** Acting and leading the transaction for the corporate aspects for a German core fund managed by Morgan Stanley in its sale of 23 units at the Draycott Eight condominium for S\$157 million to a fund managed by Alpha Investment Partners, part of the Keppel Land Group. The 23 units were in the same block of the development which comprises three 24-storey blocks with a total of 136 units.
- **Global Premium Hotels Limited, a Singapore Stock Exchange main board listed company and owner of Fragrance Hotel chain:** Advising in the voluntary takeover of shares by JK Global Capital Pte. Ltd. ("JKGC"), an investment holding company. The voluntary cash offer is conditional on JKGC and its concert parties receiving acceptances that bring its shareholding to at least 90 per cent. The deal was valued at up to approximately S\$383.98 million.
- **Inventure International:** Acting in a fundraising exercise with its related company, Inventure Renewables, and lead investor, Wilmar International, for up to S\$12 million.
- **Lonza Holding Singapore Pte Ltd:** Acting in the sale of the company's cell culture biologic manufacturing facility in Singapore to Genentech Singapore Pte Ltd, a wholly owned member of the Roche Group.
- **Confidential client:** Acted as Singapore counsel for a foreign stock exchange in its global acquisition of the D-Clear Europe Limited group for a confidential purchase consideration.
- **Private company:** Acted for an exempt private company in its acquisition of shares in Tiong Woon Oil & Gas Services Pte Ltd, a subsidiary of a SGX-listed company, Tiong Woon Corporation Holding Ltd, which also involved a novation of an intercompany debt, for an aggregate consideration of S\$18 million.
- **Naspers Limited:** Acting as Singapore counsel for a company listed on the London Stock Exchange and the Johannesburg Stock Exchange, in the sale of its 49 percent shareholding in one of its subsidiaries, to Tencent Holdings Limited, which is among China's largest internet service portals, and is listed on the Hong Kong Stock Exchange. The deal was valued at US\$26.95 million.
- **Lycee Francais de Singapour Ltd and Lycee Francais Development Fund:** Acting as Singapore counsel, on an on-going basis, for the French school, Lycee Francais de Singapour Ltd, and the charitable trust, Lycee Francais Development Fund, with respect to a variety of matters ranging from drafting agreements and deeds, providing extensive advisory work and assisting with all of the corporate secretarial requirements for Lycee Francais de Singapour Ltd and Lycee Francais Development Fund, which includes liaising, on behalf of Lycee Francais de Singapour Ltd and Lycee Francais Development Fund, with various governmental authorities (including, but not limited to, the Ministry of Education, the Commissioner of Charities and the

Committee for Private Education).

- **Global Experience Specialists Inc:** Acting as the Singapore counsel in "Harry Potter™: The Exhibition" at the ArtScience Museum located at Marina Bay Sands in Singapore, and in "The Chronicles of Narnia: The Exhibition" at the ArtScience Museum located at Marina Bay Sands in Singapore.

Capital Markets

- **Elec & Eltek International Company Limited:** Acting as the Singapore legal advisors to Elec & Eltek International Company Limited in relation to the delisting of the company from the Singapore Exchange following the successful take-over offer by Elec & Eltek International Holdings Limited (which we also acted as Singapore legal advisors for). The take-over, which was completed at an offer price of US\$2.33 per share, valued the company at approximately US\$435 million. The company was listed on the Mainboard of the Singapore Exchange in 1994 and was subsequently dual-listed on the Mainboard of the Hong Kong Stock Exchange in 2011. The company will also be delisted from the Hong Kong Stock Exchange.
- **Elec & Eltek International Company Limited.:** Acting as the Singapore legal advisers to Elec & Eltek International Company Limited., which is dual-listed on the Mainboard of the Singapore Exchange and on the Mainboard of Hong Kong Stock Exchange, in relation to a voluntary conditional offer by Elec & Eltek International Holdings Limited. The offer is valued at approximately US\$115 million and, if successful, the shares of the company will be delisted from the Singapore Exchange and the Hong Kong Stock Exchange. Elec & Eltek International Company Limited. is one of the world's leading manufacturers of high density interconnects and backplane printed circuit boards, which are key components of most electronic devices. The company has subsidiaries and operations in the People's Republic of China, Hong Kong SAR, Macau SAR and Thailand, and has a total market capitalisation of approximately US\$218.7 million on the Singapore Exchange.
- **Sunpower Group Ltd:** Advising the company, which is listed on the Singapore stock exchange, and which is in the business of designing and manufacturing energy saving and environmental protection products for customers in the petrochemical, steel and transportation industries, on a retainer basis, with respect to a variety of corporate matters, including, without limitation, advising on the recent transfer of convertible bonds issued by the company.
- **Fragrance Group Limited:** Acted in its establishment of a S\$1 billion multi-currency debt issuance program.
- **OM Holdings Limited (OMH):** Acted as Singapore counsel in the execution of a convertible note subscription agreement with Hanwa Co Ltd (Hanwa) for the issue of 25 million convertible notes, raising approximately US\$21.45 million, and a share subscription agreement to place 25 million shares to Hanwa, raising gross proceeds of approximately AU\$9.8 million. The deal was valued at approximately AU\$29.77 million.
- **Intime Department Store (Group) Company Limited:** Acted as Singapore counsel in the company's issuance of CNY1 billion 4.65% Guaranteed Bonds due 2014.
- **Elec & Eltek International Company Limited:** Acted in the proposed dual primary listing of the company's shares on the mainboard of the Stock Exchange of Hong Kong Limited.
- **Elec & Eltek International Company Limited:** Acted in the proposed delisting of the Company from the SGX-ST Mainboard.

Regulatory/Whistleblowing

- **Major global European aerospace corporation:** Advising the company in relation to Singapore regulatory and compliance matters, including advice on the Singapore law issues of their whistleblowing protocols. The work involved coordinating with the Dentons Europe office to implement the whistleblowing system for the client in a multi-jurisdictional matter involving 49 jurisdictions globally.
- **Global leading automaker group:** Advised the group on the Singapore aspects of a multinational

implementation of their whistleblowing policy. The cross border matter was coordinated by the Dentons Europe (Berlin, Germany) office, involved more than 90 jurisdictions around the world, and comprised of advice on data protection policy as well as data privacy issues.

Recognition

- “Marian and her team are truly thorough and reliable in every way...they will make themselves available at any time to suit our needs... [are] diligent in their work and will deliver on time.” – Corrine Nalletamby Petit, General Secretary, Lycée Français de Singapour Ltd
- “[Marian] has a proven record of providing indispensable advice to the group throughout these years and delivering positive outcomes for a lot of major corporate projects.... Ms Ho is a persuasive individual ... who is capable of resolving legal issues and always looking for ways to adequately protect clients and complete projects producing professional results while adhering to rigid deadlines. Needless to say, Ms Ho is one of the top ranking corporate lawyers that any... corporation should wish to engage” – Claudia Heng, Vice-President, Group Finance, Elec & Eltek International Company Limited
- “We had the pleasure to work with Marian Ho and her team from Dentons Rodyk & Davidson LLP. We were very satisfied and can highly recommend her and her team. They supported us with guidances on regulatory matters successfully. Marian and her team provide an efficient and effective service and constructive advice. The communication was clear, precise and fast.” – Anne-Sophie Helms, Head of Administration, Goethe-Institut Singapore
- *Acritas*: Recognized as an Acritas Star Lawyer, since 2017
- *Asialaw Leading Lawyers*: Ranked as Distinguished Practitioner in Real Estate, 2020
- *Asialaw Profiles*: Recognized as a Market-Leading Lawyer for Construction & Real Estate, 2017
- *The Legal 500 Asia Pacific*: Recommended Lawyer for Capital Markets, 2015
- *Asialaw Profiles*: Recognized as a Leading Lawyer for general corporate practice, 2008 and 2010 - 2013
- *The Legal 500 Asia Pacific*: Recommended Lawyer for Corporate and M&A, 2008/2009

Insights

- Co-author, “Foodtech: The sustainable future of food in Singapore,” Dentons Rodyk Insights, September 2021
- “Working from home – some legal considerations,” *Dentons Rodyk Reporter Issue 03 (2021)*
- “MAS’ Regulatory Approach Regarding Payment Tokens and Payment Token Derivatives ,” *Dentons Rodyk Reporter Issue 05 (2020)*
- “Shifting sands — Updates on holding AGMs in the midst of the COVID-19 pandemic” *Dentons Rodyk Reporter Issue 03 (2020)*
- “Shifting sands — Holding AGMs in the midst of the COVID-19 pandemic” *Dentons Rodyk Reporter Issue 03 (2020)*
- “What employers need to know — Ensuring a safe work environment, additional measures for COVID-19” *Dentons Rodyk Reporter Issue 03 (2020)*
- “What employers need to know — Managing excess manpower in light of COVID-19” *Dentons Rodyk Reporter Issue 03 (2020)*
- “What employers need to know — the Fair Consideration Framework (FCF)” *Dentons Rodyk Reporter Issue*

03 (2020)

- “What employers need to know — Increases in local qualifying salary and employment pass minimum qualifying salary,” *Dentons Rodyk Reporter Issue 03 (2020)*
- “Electronic Signatures: A workaround for issues arising from work-at-home measures,” *Dentons Rodyk Reporter Issue 03 (2020)*
- “A Balancing Act: SGX RegCo’s new approach to QR and enhancements to continuous disclosures requirements,” *Dentons Rodyk Reporter Issue 02 (2020)*
- "A Paradigm Shift – From Premises to Services: the New Healthcare Services Bill," *Dentons Rodyk Reporter Issue 02 (2020)*
- "Shifting sands, Changing tides – Anchoring your business and investments in Singapore," *Dentons Rodyk Reporter Issue 03 (2019)*
- "Inward Re-Domiciliation – Practical Pointers," *Dentons Rodyk Reporter Issue 02 (2019)*
- "Stricter compliance measures for listed companies," *Dentons Rodyk Reporter Issue 02 (2018)*
- "Of "Likes" and Luck: Social media and gaming regulations," *Dentons Rodyk Reporter Issue 03 (2017)*
- "Retention of records - Quotidian but necessary," *Dentons Rodyk Reporter Issue 01 (2017)*
- "Delisting From SGX," *Rodyk Reporter January 2015*
- "Dual Listings - A Singapore Perspective," *Rodyk Reporter March 2011*
- "Offering Foreign Collective Investment Schemes In Singapore," *Rodyk Reporter December 2008*

Activities and Affiliations

Prior and Present Employment

- Senior Partner, Dentons Rodyk & Davidson LLP (formerly Rodyk & Davidson LLP), 2006 - present
- KhattarWong, 1991 - 2006

Areas of focus

Practices

- Corporate
- Finance
- Mergers and Acquisitions

Industry sectors

- Private Equity

Education

- National University of Singapore, 1990, LLB (Hons)

Admissions and qualifications

- Solicitor, England and Wales, 2003
- Advocate & Solicitor, Singapore, 1991