

SPESIFIKASI TEKNIKAL
SEBUTHARGA BIL. 19/2017:
PERKHIDMATAN GUAMAN BAGI
PROGRAM *SME INVESTMENT PARTNER (SIP) – PARTNER 2 DAN 3*

1. Project Information

The SIP programme is one of the High Impact Programmes under the SME Masterplan (2012-2020) with the aim to enhance access to financing for SMEs, particularly those at the early stage through provision of risk capital financing. The Programme entails a co-funding initiative between the public and private sectors, whereby investment entities (to be referred as “SME Partner”) will be established to raise funds from private investors and will be matched by funds from the Government through SME Corp. Malaysia. Once sufficient capital is raised, the SME Partner will channel the funds to viable SMEs in the form of loan or a hybrid of loan and equity.

SME Corp. Malaysia will initiate the programme by identifying and appointing a suitable SME Partner to implement the Programme which provides SMEs with a few unique offerings which currently do not exist such as:

- i. Provide early stage financing to SMEs as opposed to venture capital or bank financing which are more inclined towards established firms which are at the growth and expansion stages;
- ii. Offers the choice of both equity and loan financing to meet SMEs’ financing needs;
- iii. Covers SMEs in all sectors including mainstreet firms with innovative, in emerging areas and have high growth potential. The funding is more broad based compared to the current venture capital financing that is largely for technology-based companies; and
- iv. Crowd in private investment into viable SMEs through public-private partnership (co-funding), with an exit in Government funds over time.
- v. In August 2017, SME Corp. has appointed another two SME Partners, namely RM Capital Partners & Associates Sdn Bhd and FirstFloor Capital Sdn Bhd.

2. Objective

The objective is to define the job scope of legal services that the appointed legal firm shall provide to SME Corp. Malaysia which will serve as the initial investor in the SIP programme. The job scope has been defined based on the proposed fund structure by the SME Partners.

3. Scope of Work for RM Capital Partners & Associates Sdn Bhd

NO	SCOPE OF WORK	COMPLIANCE (√ / x)
1.	Drafting, reviewing, negotiating and amending and finalising Collaborative Agreement between SME Corp. Malaysia and RM Capital Partners & Associates Sdn Bhd as the manager of the Fund. The Agreement will govern the implementation of the SIP Programme and will serve as the basis for other supplementary agreements;	
2.	Reviewing, negotiating and amending the Shareholders Agreement;	
3.	Reviewing, negotiating and amending the Fund Management Agreement;	
4.	Reviewing, negotiating and amending the Subscription Agreement;	
5.	Reviewing, negotiating and amending the Private Placement Memorandum;	
6.	To advise SME Corp. in the compliance with all agreements and other legal related matters including its risk exposure and rights; and	
7.	To advise SME Corp. on other relevant legal documentations if necessary.	

4. Scope of Work for FirstFloor Capital Sdn Bhd

NO	SCOPE OF WORK	COMPLIANCE (√ / x)
1.	Reviewing, negotiating and amending and finalising Limited Liability Partnership (LLP) Agreement between SME Corp. Malaysia and FirstFloor Capital Sdn Bhd as the manager of the Fund. The Agreement will govern the implementation of the SIP Programme and will serve as the basis for other supplementary agreements;	
2.	Reviewing, negotiating and amending the Fund Management Agreement;	
3.	Reviewing, negotiating and amending the Subscription Agreement and the Deed of Adherence (if necessary);	
4.	Reviewing, negotiating and amending the Private Placement Memorandum;	
5.	To advise SME Corp. in the compliance with all agreements and other legal related matters including its risk exposure and rights; and	
6.	To advise SME Corp. on other relevant legal documentations if necessary.	

5. Key Deliverables

The appointed legal firm shall provide the following documents:

- i. Collaborative Agreement between SME Corp. and RM Capital Partners & Associates Sdn Bhd (“the Party”);
- ii. Limited Liability Partnership (LLP) Agreement between SME Corp. and FirstFloor Capital Sdn Bhd (“the Party”); and
- iii. Legal advice and review of Shareholders Agreement, Subscription Agreement, Fund Management Agreement, Private Placement Memorandum and other legal matters to be complied with.

6. Additional Information

The appointed legal firm must possess experience in providing legal and advisory services related to fund management that includes equity, debt and (or) hybrid, banking and other areas of corporate finance.

Saya / Kami memperakui maklumat yang diberikan adalah benar.

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Nama :
Jawatan :
Tarikh :
Cop Syarikat :