



# Chanda Musonda Chiluba

**Partner | ALN Zambia | Musa Dudhia & Co.**

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## Background

Chanda has an impressive corporate legal career spanning over 12 years. She has been involved and led key local and international transactions in myriad sectors including telecommunications, mining, banking, real estate, FMCG and retail. She is known to clients for her expertise in the capital markets, competition law, TMT and data protection, banking & finance and regulatory compliance. Her clients have described her as possessing the ability to unpack and simplify complex transactions in a practical and business-ready manner.

Chanda has vast experience with working on banking and finance transactions and heads the competition practice group.

Chanda's clients include local banks and financial institutions, notable international DFIs, telecoms operators, including MNOs, ISPs, data centre providers. She also sits on the board of a local financial institution.

## Professional Membership

- Member, Law Association of Zambia

## Professional Qualifications

2011: Zambia Institute of Advanced Legal Education, Legal Practitioners' Qualifying Exam, Zambia

2008: University of Cape town- Masters of Law in Commercial Law, South Africa

2006: Rhodes University, Bachelor of Laws (LLB), South Africa

## Career Summary

2020 – Date: Partner, Musa Dudhia & Co

2015 – 2020: Senior Associate, Musa Dudhia & Co

2011 – 2015: Associate, Musa Dudhia & Co

2012: Secondment, Nabarro LLP

2009 – 2011: Legal Assistant, Musa Dudhia & Co

## Top Matters

- Acting for Liquid Group in connection with a senior secured bond offering by one of the members of the client group to refinance its existing notes, including reviewing the New York law governed offering memorandum and purchase agreement from a Zambian law perspective.
- Acting for Zambia Forestry and Forest Industries Corporation in connection with its listing on the Lusaka Securities Exchange, including providing a road map to listing, updating the company's constitutional documents, obtaining various regulatory approvals, advising on disposal of state assets, managing public finances, procuring capital market regulations and ensuring every property was accounted for on the part of the Lands and Deeds Registry.
- Acting for Standard Chartered Bank in connection with a matter where SCB was acting as agents to some finance parties with the financing, including reviewing the facility agreement in respect of the transaction from a Zambian law perspective and preparing the corporate authorizations required including board resolutions and director's certificate.
- Acting for a client in connection with their equipment financing facility of USD 100 million to Kalumbila Minerals, an indirect wholly owned subsidiary of First Quantum Minerals, including reviewing the English law governed loan agreement and guarantee to ensure compliance with Zambian laws, conducting a due diligence on the Borrower, drafting and perfecting the debenture and providing legal advice on the regulatory requirements of various aspects of the transaction.
- Acting for a client in connection with their USD 14 million advance of facilities to Metalco Industries Company, including preparing the loan agreement; conducting a due diligence on the borrower; and reviewing the assignment and cession of debts, intercreditor deed, subordination agreement, and cession of loan account; preparing the amendment and restatement facility agreement, the amended and restated intercreditor deed, the second FNB Zambia facility agreement and the deed of confirmation for the new facility; preparing the security documents on the original facility; and preparing further security provided for the new facility.
- Acting for a client in connection with their K 13 million secured loan facility to Madison Finance Company for the provision of loans to Small Medium Enterprises in Zambia, including advising on the appropriate security to be taken by the client, preparing a debenture over the loan book of the borrower and registering the same at the Ministry of Lands and the Patents and Companies Registration Agency and preparing an intercreditor agreement which was to be between the client and Access Bank, Intermarket Banking Corporation (Zambia), Zambia National Commercial Bank and African Life Financial Services (Zambia).
- Acting for a client in connection with their USD 5 million secured loan to Greenbelt Fertilisers, including preparing the loan agreement, the charge over shares of the borrower, the debenture, and the promissory note and conducting a due diligence on the borrower.
- Acting for a client in connection with their USD 2.5 billion term and revolving facilities to First Quantum Minerals in Canada (the Borrower) which loan was to be guaranteed by the various subsidiaries of the Borrower which included four Zambian companies being; Kansanshi Mining (Kansanshi), Kalumbila Minerals, First Quantum Mining Operations and Kiwara Resources Zambia (the Obligors). In addition to the guarantee, the four companies including a fifth company called Kafue Transport Services had to subordinate all their intragroup loans to the client's loan. Our role included conducting a due diligence on the Obligors, advising on the capacity of the five companies to enter into the finance documents, reviewing the English law governed facility agreement, reviewing of the subordination agreement, advising on the enforceability of the facility agreement under Zambian law, preparing a charge over shares in Kansanshi, preparing the conditions precedent documentation and releasing the existing security on Kansanshi.
- Acting for a client in connection with their purchase of 100% shares in MRI Seed Zambia (MRI) by

- Syngenta, the world's largest maker of crop chemicals while MRI is the leading developer, producer and distributor of white maize seed in Zambia, including acting as lead counsel with US firm Mckeanna Long and Aldridge; carrying out an extensive due diligence exercise on MRI and thereafter taking remedial action based on the results of the due diligence; ensuring all corporate authorisations, licences, approvals and all other relevant documentation were accurately held by MRI prior to its acquisition by Syngenta; preparing the transaction documents, including the sale of shares agreement, to a local firm in Zambia and an international firm acting in their capacity as advocates for Syngenta.
- Acting for IHS, Africa's leading telecommunications infrastructure provider, in connection with the acquisition of the towers of MTN Group's Zambian Subsidiary, including conducting an extensive due diligence of over 700 lease agreements relating to the properties and material contracts relating to the telecommunication towers, preparing the transaction documents with Allen & Overy. We were additionally involved in the financing part of the transaction which financing was provided by Standard Chartered Bank to IHS to facilitate their purchase of the communication towers.
- Acting as lead counsel in connection with the investment by Kibo Fund, a private equity fund managed by the Ciel Capital (International), into Madison Financial Services (MFSL), including conducting legal due diligence on MFSL, preparing, negotiating and registering the transactional documents relating to the acquisition of shares in MFSL by the Kibo Fund.
- Acting for YMH (Proprietary), a private company incorporated in the Republic of Botswana in connection with the acquisition of 24% shares in Radio Phoenix Zambia ("Radio Phoenix"), including providing legal advice to YMH on the appropriate structure of the transaction, conducting a due diligence on Radio Phoenix, and preparing the management agreement, the sale of shares agreement and the shareholders agreement.
- Acting for a client in connection with their USD 57 million exchangeable bond to Standard Chartered Bank (SCB) by the client for purposes of the client following its rights pursuant to a rights issue in Copperbelt Energy Corporation (CEC), a listed power company in Zambia and the re-organisation of the Zambia Energy Corporation (Ireland) (ZECI Group), including advising on the transaction structure, security for the exchangeable bond, competition approval and the transfer of shares of part of the ZECI Group; perfecting the security given for the exchangeable bond; and advising on the mandatory offer process, triggered by the re-organisation of the ZECI Group.