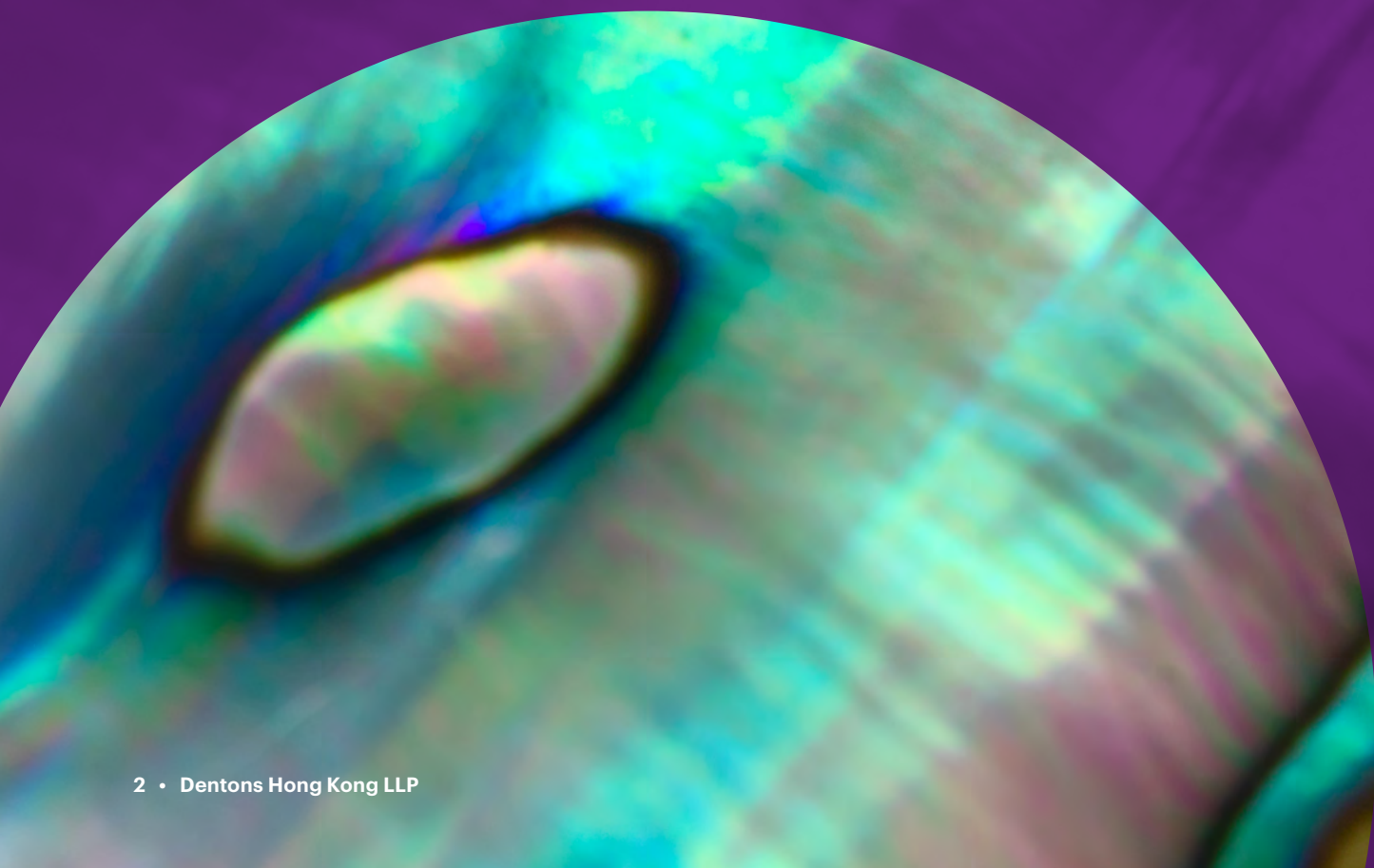
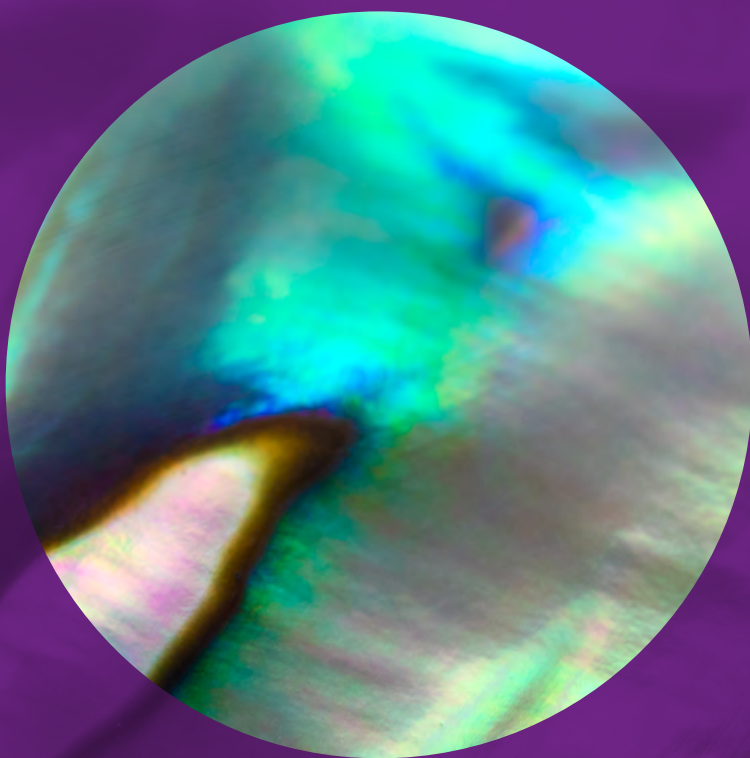


Dentons Hong Kong LLP

Introduction to our capabilities
in Hong Kong



Dentons in Hong Kong

Dentons provides consistent and uncompromising quality and value to our clients in new and innovative ways. With over 12,000 lawyers and professionals in more than 160 locations spanning 80-plus countries, we bring together top tier talent found at the intersection of geography, industry knowledge and substantive legal expertise.

Dentons Hong Kong LLP has an impressive track record of offering legal services to multinational conglomerates and local clients. We have assisted our clients to solve their business issues and handled various transactions across the Asia Pacific including the People's Republic of China, Australia, Singapore, India, Japan, Russia, South Korea, Taiwan and the Philippines.

The Hong Kong office provides legal advice and representation to governments and state owned entities, financial institutions, multinational corporations, professional services firms and high net worth individuals in relation to their business needs in Hong Kong, across the Asia Pacific region and globally.

Our Hong Kong team comprises experienced lawyers and leading professionals qualified in six jurisdictions – Hong Kong, England and Wales, the United States (New York, District of Columbia), Singapore, Australia and New Zealand.

Our core areas of services include:

- Banking and Finance
- Capital Markets
- Employment and Labour
- Investment Funds and Income Trusts
- Arbitration
- Litigation and Dispute Resolution
- Mergers and Acquisitions
- Real Estate
- Restructuring, Insolvency and Bankruptcy
- White Collar and Government Investigations

In addition, we provide legal services on anti-bribery and corruption investigations, regulatory and compliance, corporate formation and secretarial matters, data privacy and protection.

What makes Dentons different?

Strong local expertise

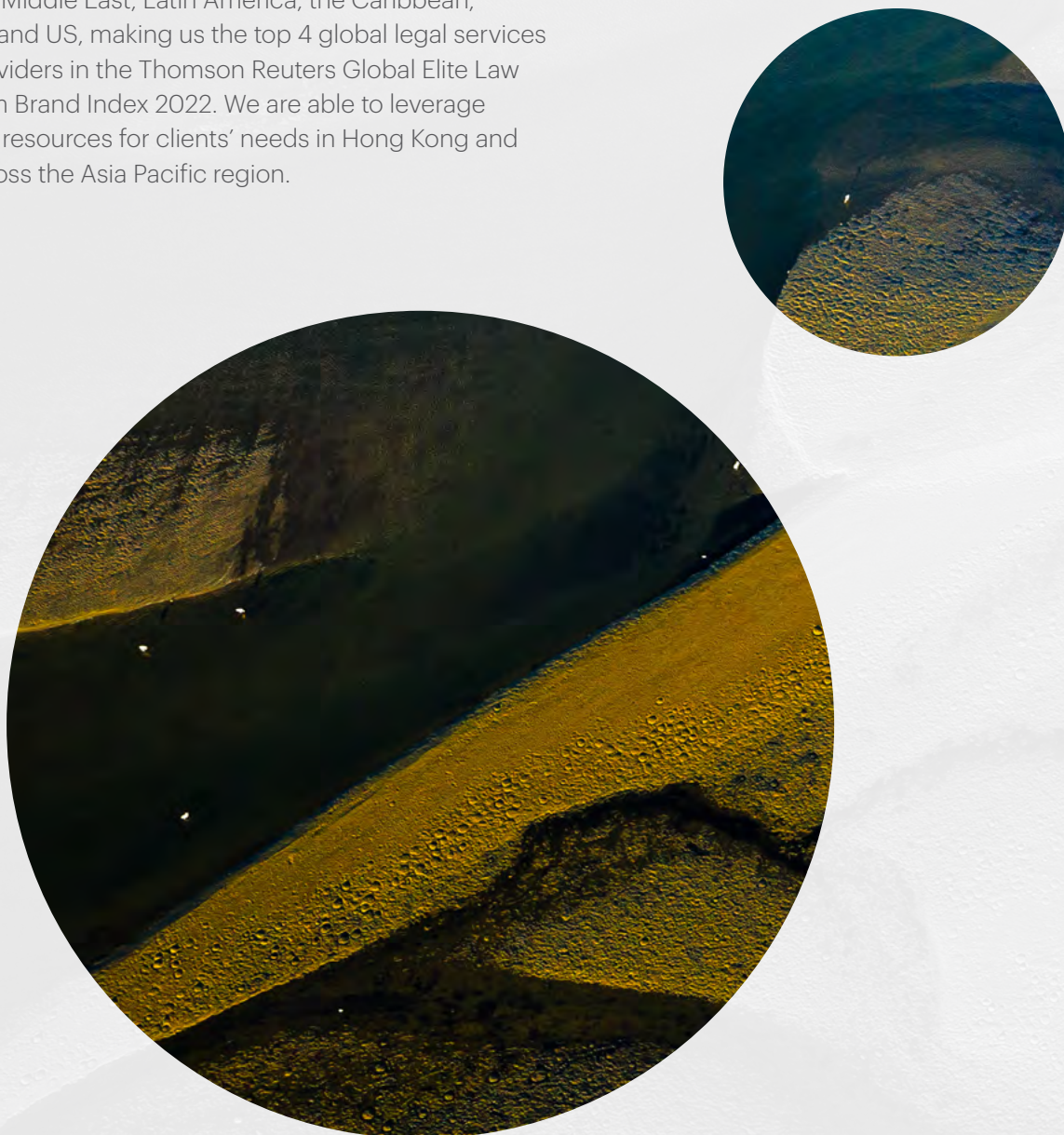
Dentons' Hong Kong team consists of highly experienced lawyers and leading professionals, who are actively involved in the business community and who provide strategic advice on a wide range of transactional matters and disputes.

Global network

Dentons is a global law firm boasting more than 12,000 lawyers and professionals with more than 160 offices worldwide spanning across the regions of Asia Pacific, Africa, Canada, Central Asia, Europe, the Middle East, Latin America, the Caribbean, UK and US, making us the top 4 global legal services providers in the Thomson Reuters Global Elite Law Firm Brand Index 2022. We are able to leverage our resources for clients' needs in Hong Kong and across the Asia Pacific region.

Sector approach

Our lawyers operate in business sector teams, ensuring they are well versed in the regulatory and commercial nuances of areas such as construction, energy, education, financial institutions, the asset and wealth management industry, insurance, leisure and hospitality, logistics, manufacturing, media and entertainment, pharmaceuticals and life sciences, public private partnership (PPP), retail, real estate, technology and telecommunications.



Our Awards and Rankings

Our lawyers have been highly recognised for their professional knowledge and business capabilities. Here are some of the industry accolades our Firm has received recently:



Banking and Finance

Banking and Finance

Our Banking and Finance team knows the ins and outs of local, national and international laws and regulations, as well as transactional rules and standard practices. We have assisted a wide range of commercial banks, investment banks, accounting firms, insurance companies, asset management companies, trust companies, financial companies, funds and other financial institutions, as well as government agencies, with transactions of every size and scope.

We bring clear analysis and innovative solutions to the spectrum of financing transactions. Members of our team have significant expertise and experience in all aspects of business and commercial banking and lending, and undertake the preparation of loan and security documentation for business and commercial banking transactions between US\$1 million to US\$200+ million.

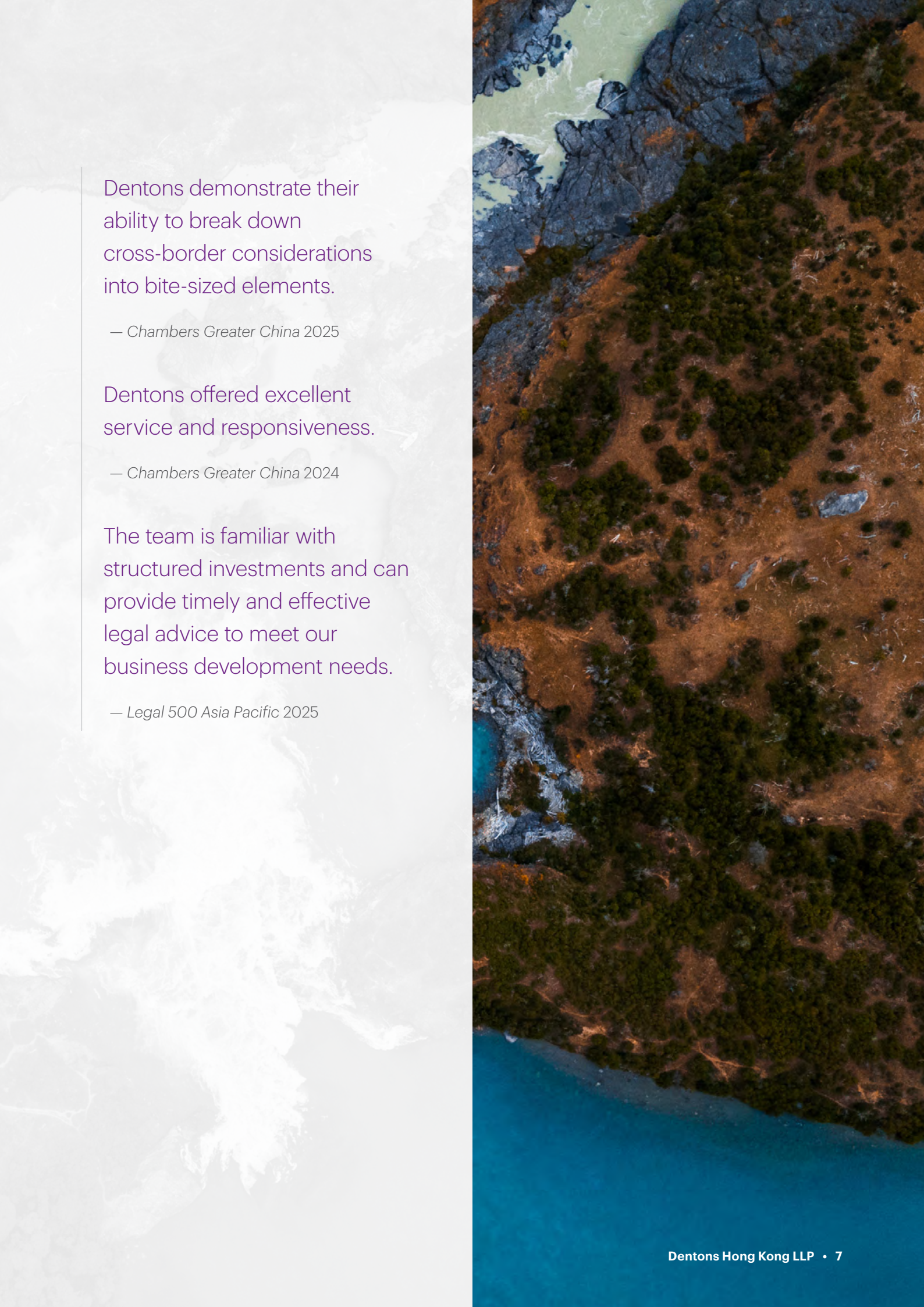
Structured Finance

Our Structured Finance and Securitisation lawyers and professionals represent virtually every banking and financial institution that is active in the financing, purchase and securitisation of financial assets. We also represent every type of market participant including issuers, underwriters, investors, liquidity providers, lenders, conduits, trustees, services and originators.

We advise on a broad spectrum of structured finance aspects, including residential mortgage-backed securities (RMBS), asset-backed securities (ABS), commercial mortgage-backed securities (CMBS), collateralised loan obligations (CLOs), covered bonds, derivatives transactions and structured products, equipment finance, insurance-linked securitisation, trade receivables securitisation as well as acquisitions and dispositions of non-performing loans (NPLs).

Some of Asia's landmark cross-border securitisation includes:

- **Lending Ark Capital**
Structuring, negotiation, and documentation on behalf of the client as sole investor on its first-ever cross-border asset-backed transaction out of the Philippines.
- **Lending Ark Asia Secured Private Debt Fund and CLSA Capital Partners (HK) Limited**
Representing in the structuring, negotiation, and preparation of international documentation for the first cross-border Korean P2P consumer loan securitisation. **This transaction has been awarded IFLR Asia Pacific Awards Structured Finance and Securitisation Deal of the Year 2020.**
- **Lending Ark Asia Secured Private Debt Fund and CLSA Capital Partners (HK) Limited**
Representing in the structuring, negotiation and documentation of Guaranteed Secured Fixed Rate Notes due 2024/2025 issued by a special purpose vehicle established in Singapore. **This transaction has been nominated IFLR Asia Pacific Awards Structured Finance and Securitisation Deal of the Year 2021.**
- **CIMB Bank Berhad**
Advising CIMB on various banking documents and other legal agreements, such as facility letters, syndicated loan agreements, term loan agreements, revolving credit facilities, trade loan and other trade financing agreements, wholesale banknotes master agreements, merchant acquisitions service agreements, restructuring agreements, security documents, guarantees, term sheets, legal opinions and confidentiality agreements.
- **CIMB Bank Berhad**
Advising CIMB on the US\$3.5 billion debt restructuring of a global entertainment and hospitality company.
- **Carlyle Asia Structured Credit Opportunities Fund**
Structuring, negotiation and preparation of all documentation for a cross-border "covered bond" issued by a Laotian commercial bank secured by a pool of auto loans denominated in Laotian Kip and US\$.



Dentons demonstrate their ability to break down cross-border considerations into bite-sized elements.

— *Chambers Greater China 2025*

Dentons offered excellent service and responsiveness.

— *Chambers Greater China 2024*

The team is familiar with structured investments and can provide timely and effective legal advice to meet our business development needs.

— *Legal 500 Asia Pacific 2025*

Capital Markets

Our Capital Markets team advises on a broad array of commercial and corporate finance needs, including equity and debt capital markets, representing issuers and underwriters in high-yield, investment grade and convertible bond offerings, public company share placement, compliance matters and debt restructurings.

We offer a spectrum of legal services and work across all stages of fund raising, buy-outs, exit strategies, post-IPO secondary offerings, covering both equity and debt capital markets transactions. In addition, we are one of the few firms in Hong Kong that has on-the-ground capability of advising on the legal aspects of both Hong Kong and US securities law pertaining to IPO and other capital markets transactions.

Our Equity Capital Markets team has the depth of experience in conducting due diligence, advising on transactions involving onshore and offshore legal issues and the preparation of all transactional documents. We have represented issuing companies and underwriters, dealing with more than 60 Hong Kong IPO listed projects, including the Main Board and GEM, red chips and H-share projects.

Our Debt Capital Markets team has advised clients in transactions involving the full spectrum of international and domestic debt offerings, including medium-term note programmes, Eurobonds (including Maple Bonds and Yankee Bonds), high-yield bonds, convertible and exchangeable bonds, consent solicitations, tender offers, asset-backed, mortgage-backed and esoteric securitisations, structured products (including collateralised loan obligations, collateralised debt obligations, and other credit- and equity-linked notes), project finance bonds, sovereign debt offerings, US municipal bonds, loan participation notes, variable funding notes and perpetual securities.

Our recent representative transactions include:

Initial Public Offerings

- **Xiamen Jihong Co., Ltd (SEHK: 2603)**
Acting as the Hong Kong and US legal advisers to Xiamen Jihong Co., Ltd in its successful listing and global offering of its H shares on the Main Board of the Hong Kong Stock Exchange. The company is anchored in technology,

innovation and digitalisation empowerment, and a leading dual-engine enterprise driving its cross-border social e-commerce business and FMCG paper packaging solution business. The A shares of the company are listed on the Shenzhen Stock Exchange (2803.SZ).

- **EDA Group Holdings Limited (SEHK: 2505) and China Lesso Group Holdings Ltd. (SEHK: 2128)**
Advising EDA Group Holdings Limited, a one-stop end-to-end supply chain solutions provider for e-commerce vendors, on its spin-off and separate listing from China Lesso Group Holdings Ltd. (SEHK: 2128), and the global offering of its shares on the Main Board of the Hong Kong Stock Exchange. The offering raised a gross proceed of approximately HK\$222.6 million. Also advising China Lesso Group Holdings Ltd. (SEHK: 2128) in its PN15 application for EDA's spin-off in the transaction.
- **XXF Group Holdings Limited (SEHK: 02473)**
Advising the client as Hong Kong legal counsel on the global offering of its shares on the Main Board of the Hong Kong Stock Exchange. The offering raised a gross proceed of approximately HK\$113 million. XXF Group Holdings Limited is an established automobile retailer providing automobile finance lease service primarily through its self-operated sales outlets in the PRC.
- **China Securities (International) Corporate Finance Company Limited**
Advising the sole sponsor and the underwriters in connection with the initial public offering of Luyuan Group Holding (Cayman) Limited (SEHK: 02451) on the Hong Kong Stock Exchange. The offering raised net proceeds of approximately HK\$700 million. Luyuan Group Holding is **the first red-chip company that completed filing procedures with the China Securities Regulatory Commission of the PRC in connection with its overseas offering and listing.**

- **Goldman Sachs and Haitong International Capital**

Advising the joint sponsor on the initial public offering of Broncus Holding Corporation (SEHK: 02216) on the Hong Kong Stock Exchange under Chapter 18A of the Listing Rules. The offering is aimed at raising net proceeds of approximately US\$191 million. Broncus is a leading interventional pulmonology medical device player in China and globally and has developed an integrated interventional pulmonology platform encompassing navigation, diagnosis and treatment, which addresses the pain points of the existing diagnosis and treatment paradigms.

- **Qiming Venture Partners and Innovation Works**

Advising the selling shareholders on the dual primary listing of Zhihu Inc. (NYSE: ZH; HKEX: 02390) on the HKEX and global offering with a total offer size of approximately US\$106 million.

Debt Capital Markets

- **New Town Construction Investment (Jizhou, Tianjin) Co., Ltd.**

Advising as underwriters international counsel and trustee counsel on New Town Construction Investment (Jizhou, Tianjin) Co., Ltd.'s successful issue of US\$70 million 6.5% bonds due 2028. The bonds are listed on the Stock Exchange of Hong Kong. New Town Construction Investment (Jizhou, Tianjin) Co., Ltd. has its business operations primarily conducted in Jizhou, Tianjin and the group's operation primarily consists of four major segments, namely, resettlement housing construction, infrastructure construction, land consolidation and sale of commercial property.

- **Zhuhai Huafa Group Ltd.**

Advising on Zhuhai Huafa Group Ltd.'s offering of senior dim sum guaranteed perpetual capital securities. Zhuhai Huafa Group Ltd. is a large state-owned conglomerate in the PRC and the Group's business primarily consists of six major segments, namely, urban operations, financial services, property development, industrial investment, sales and trading and modern services. Zhuhai Huafa Group Ltd. successfully issued CNH1.9 billion aggregate principal amount of 6.000% senior dim sum guaranteed perpetual capital securities.

- **China Overseas Land & Investment Ltd.**

Advising China Overseas Land & Investment Limited on the successful listing of its US\$4 billion guaranteed medium term note programme through its offshore SPV on the Stock Exchange of Hong Kong. **This transaction has been recognised as one of the Deals of the Year 2024 by China Business Law Journal.**

- **Gaoyou City Construction Investment Development Group**

Representing a leading state-owned infrastructure construction company in Gaoyou City and Suzhou City, in its global offering under Regulation S of its English law governed RMB300 million 6.0 per cent. Guaranteed Bonds due 2026 in the Shanghai FTZ. The bonds are listed and traded on the Chongwa (Macao) Financial Asset Exchange Co., Ltd.

- **CMB International**

Representing client as the sole dealer advisor in connection with the exchange offer by Huijing Holdings Company Limited of at least a minimum acceptance amount of US\$107.4 million of its outstanding US\$138.0 million 12.50% senior notes due 2022 for 12.50% senior notes due 2023.

- **Yunnan Communications Investment and Construction Group Co., Ltd.**

Representing an integrated transport infrastructure investor and developer headquartered in Kunming on global offering of US\$200 million 3.10% Guaranteed Notes due 2024 under Regulation S.

- **Beijing Public Housing Center**

Representing a leading affordable housing construction and investment company based in Beijing, as international counsel, on the global offering of its English law governed US\$300 million 1.90% Guaranteed Bonds due 2026 under Regulation S and listed on the HKEX and MOX.

The client-centric team leverages its deep industry insights and experience to provide practical advice that aligned with our business goals.

— Legal 500 Asia Pacific 2025

Employment and Labour

Dentons' Employment and Labour team advises local and foreign clients on a range of employment and HR related matters, including employment contracts and policies, employees' protection and compensation, restrictive covenants, transfer and secondment of staff, visas and work permits arrangement, redundancy issues, data privacy, discrimination issues and occupational safety and health issues. We support our clients in every stage of an employment relationship and our employment litigation specialists handle labour disputes brought at the Equal Opportunities Commission, the Labour Tribunal, the District Court and the High Court as well as handling large-scale internal investigations, regulatory reporting and acrimonious terminations.

Our recent representative matters include:

- **Multinational corporation**
Acting as global employment counsel for this multinational company with business presence in over 60 countries around the world to serve on a retainer basis to provide a "hotline" service for employment law enquiries. Legal counsel from the company have direct access to Dentons' employment specialists in over 60 countries for urgent and ad hoc employment law enquiries.
- **International apparel company**
Advising an apparel company which is listed on the NYSE on a large scale internal investigation into allegations of corruption, alleged to have been committed by employees in the company's Hong Kong and U.S. offices, spanning over two continents and covering multiple jurisdictions in the APAC region. The company received an anonymous whistle blower e-mail detailing names of individuals who allegedly received bribes and kickbacks from a number of named suppliers of the company in exchange for furthering the business interests of those suppliers.
- **International bank**
Acting for the bank in a significant civil suit for disability discrimination brought by a former employee who was made redundant and claimed she was terminated due to her illness.
- **Leading aircraft manufacturer**
Advising in relation to a restructuring of their sales executive compensation and incentive scheme around the world.
- **Insurance broker**
Advising in respect of a mass departure of its Hong Kong work force, including in relation to their investigation of suspected incidents of solicitation of staff members and clients, including injunction proceedings to prevent the senior executive from poaching existing staff and taking customers to the competitor.
- **International hotel chain**
Advising the group on various corporate and employment matters, and a variety of employment issues, such as the hiring and termination of both permanent and non-permanent staff (such as interns), treatment of pregnant and sick employees (including the applicable laws and regulations on the termination of pregnant employees and employees on long term sick leave).
- **US investment bank**
Advising a number of its senior bankers in relation to an investigation by the Independent Commission Against Corruption into the bank's hiring practices of the children of well-connected business leaders in the PRC.

The team has diverse and multi-regional backgrounds, is fully aware of the relevant provisions of Hong Kong labour laws, and is familiar with various cases. They work efficiently.

— Legal 500 Asia Pacific 2025

Investment Funds and Income Trust

Dentons Hong Kong offers a full range of services to investors and investee companies, including, on the public fund side, helping local fund houses to establish public funds and international fund clients to obtain regulatory approval for offering fund products to the Hong Kong public, and, on the private fund side, setting up and structuring onshore and/or offshore investment funds. We pride ourselves in being a one-stop shop supporting the entire investment life cycle and investment managers' value chain. Our team carries unique capabilities advising on regulatory matters in the management or offering of investment products, also in relation to different responsible investment strategies and related environmental, social and governance (ESG) issues for investors and investee companies.

Our representative experiences include:

- **Argyle Street Management Limited**
Advising on the formation of a Cayman Islands corporate fund primarily investing in private credit in the natural resources industry.
- **China Southern Fund Management Co., Ltd.**
Advising on the Hong Kong SFC authorisation of Southbound Mainland funds under the Mutual-Recognition of Funds arrangement and ongoing compliance, notification and filing regulatory requirements.
- **Forwin Capital Management Limited**
Advising on the formation of two Hong Kong limited partnership funds, each investing in pre-IPO securities. We advised extensively on the structuring, commercial terms and operational issues of the two funds. We also advised on the underlying investment of one of the two funds.
- **Yu Ming Investment Management Limited**
Acting as lead counsel for the formation of a Cayman Islands fund investing in global long/short equities under an unconstrained investment strategy. The HK team also advised on the US related issues including the latest US FINRA New Issue Rules 5130 and 5131.

- **BOCOM Schroders Fund Management Co., Ltd**
Advising the client on strategic changes to the offering of its two Hong Kong SFC authorised Mainland public funds and ongoing compliance with related notification, filing and regulatory requirements.
- **JW Capital, Robeco Hong Kong, Zhong Ou International and other Hong Kong licensed managers**
Advising on meeting the requirements of the Hong Kong Fund Manager Code of Conduct on management and disclosure of climate-related risks.
- **GF International**
Advising on the establishment and maintenance of several private investment funds as Cayman segregated portfolio companies or Cayman standalone fund structures.
- **Welkin Capital**
Advising the client in relation to acting as Hong Kong investment manager and the offering of proposed UK listed private equity fund, combining the specialised listed funds experience of Dentons UK and the extensive regulatory and industry expertise of Dentons Hong Kong.

The team provides practical and commercial advice.

— *Legal 500 Asia Pacific 2023*

Arbitration

Dentons' world renowned international arbitration team works seamlessly across offices and regions to assist clients from the onset of a dispute, through to enforcement of an arbitral award. We are familiar with the major institutional and procedural rules and we know the arbitrators who decide cases.

As a global law firm with presence in over 80 countries, we find ourselves a go-to firm for both Mainland Chinese parties to Hong Kong arbitration (including State Owned Enterprises) and international clients (typically from the US and Europe).

Our team has also regularly represented clients in arbitrations administered by regional and international arbitration institutions, such as Hong Kong International Arbitration Centre (HKIAC), International Chamber of Commerce (ICC), China International Economic and Trade Arbitration Commission (CIETAC), Singapore International Arbitration (SIAC), and Shanghai International Arbitration Center (SHIAC).

We have extensive experience in handling jurisdictional challenges against arbitration proceedings, applying for interim relief (such as asset preservation orders in China) in aid of arbitral proceedings, and representing claimants in enforcing Hong Kong and foreign arbitral awards.

Our representative cases include:

- **Leading cryptocurrency exchange**
Representing the operating arm of one of the world's largest cryptocurrency exchanges on a series of disputes – including an HKIAC arbitration – with its joint venture partners in Korea.
- **Chinese state owned asset manager**
Representing in a number of HKIAC arbitrations seeking a myriad of remedies against multiple parties (natural persons and corporations) in different jurisdictions.
- **US defence company**
Representing in an ICDR/AAA arbitration against a German subcontractor regarding the performance of a contract for the development of defence system.
- **Chinese steel supplier**
Representing respondent to AAA proceedings brought by a large commodities trader which involved satellite litigation in multiple jurisdictions.
- **PRC manufacturing group**
Advising the respondents in arbitration proceedings (UNCITRAL under the auspices of the HKIAC) brought by a Taiwan based landlord in connection with multiple disputes arising out of a complex series of leases, giving rise to the arbitration and litigation in the PRC.
- **PRC manufacturer of juice and tea products**
Advising the respondents to HKIAC proceedings brought by a US based private equity firm to recover an investment by way of bond issue of over US\$200 million.

- **US-based global manufacturing and distribution company**

Advising on an HKIAC arbitration against its former Chinese supplier, in connection with misappropriation of trade secrets, know-how and designs relating to automobile parts and various breaches of a Master Supply Agreement.

- **Singapore based private equity fund**

Advising on a claim brought by the fund (HKIAC) against its co-investor and majority shareholder in the holding entity for a business engaged principally in electronics manufacturing in the PRC, Thailand, Indonesia, Malaysia and Singapore. The dispute involved, in addition to the HKIAC arbitration, litigation in the BVI and restructuring of the underlying private equity deals.

The team have an excellent grasp of the legal side of what is involved in an arbitration. They are very responsive and professional.

— *Chambers Greater China 2025*

I consider Dentons to be the law firm of choice for international arbitrations, they have very extensive experience in cross-border arbitration cases. They have their own offices in many countries and regions, and can quickly coordinate local lawyers, resources and experts to provide efficient solutions.

— *Legal 500 Asia Pacific 2024*

Litigation & Dispute Resolution

Dentons Hong Kong has a strong track record in advising on a broad range of high-value, complex and multi-jurisdictional disputes for clients regionally and globally.

We assist our clients in pursuing, defending and mediating a wide variety of civil and commercial claims in all level of courts and across various jurisdictions and industry sectors. We also frequently handle applications for injunctive relief and asset freezing, and help our clients implement tracing and enforcement of judgments. From risk analysis to crisis management, we have a team of seasoned lawyers to provide you with clear advice and quality representations in writing and hearings.

Of particular note is our depth of experience in litigation relating to shareholder disputes, financial investments and fraud, often with cross-border elements. We regularly handle disputes for international corporations, high net worth individuals and regulatory authorities.

We also have a well-respected practice of acting in professional disputes and disciplinary proceedings for a wide range of professionals including solicitors, accountants, brokers and licensed individuals.

Our representative experiences include:

- **Abercrombie & Fitch Co., and AFH Hong Kong Stores, Limited**

Acting for the subsidiary of Abercrombie & Fitch Co in High Court actions against its former landlord for recovery of rental deposit of over HK\$40 million following early determination of a lease for its four-storey flagship store in Pedder Building, Central. Resisting the landlord's counterclaim for costs of restoring the premises to its original layout and damages for loss of rental income. The matter is recently taken to the Court of Final Appeal.

- **Law Society of Hong Kong**

Success in opposing an application for leave to apply for judicial review against its decision to intervene into the practice of the law firm Wong, Fung & Co., brought by a partner of the firm. The firm is one of the largest conveyancing firms in Hong Kong and the intervention was by far the largest in Hong Kong's legal history.

- **Bayin Resources Company Limited**

Acting for the client in successfully defending a claim by the plaintiff (in liquidation) for damages ranging between HK\$17 million and HK\$1 billion, plus expenses incurred by the plaintiff in the sum of HK\$13 million and interest on the above sums.

- **Akbank**

Acting for a major European bank based in Turkey for the recovery of a fraudulently transferred sum of over US\$100 million. In a short period of time, the firm was able to obtain Mareva injunctions against multiple defendants and disclosure of banker's records, and later commenced action in Hong Kong initially against 14 Defendants. Having successfully obtained multiple further injunction orders and disclosure orders, the Plaintiff then sought relief against a total of 21 Defendants.

- **Bulat Utemuratov and associated entities**

This matter is related to the high-profile litigation before the High Court in London between BTA Bank JSC, one of the largest banks in Kazakhstan, and its former chairman Mukhtar Ablyazov, a Kazakh oligarch whom the bank accused of mismanaging and embezzling over US\$6 billion of BTA capital.

- **A Hong Kong private equity firm**

Acting as international counsel for a Hong Kong private equity firm and its ultimate beneficial owner in a dispute against a sovereign state in the Pacific region. The dispute concerns the state's regulatory intervention into a local bank on the grounds of alleged AML/CTF and compliance deficiencies, following which its regulatory bodies took steps to freeze our clients' bank accounts and remove them as CEO of the bank. Dentons is providing ongoing strategic advice encompassing judicial review and a constitutional challenge to the authorities' directives, civil proceedings against rival managers of the bank, interim applications for discovery and access to funds, and defending regulatory proceedings.

- **Shagang Materials**

Acting for one of the largest PRC private steel enterprises in High Court proceedings in seeking an indemnity of payments made by the client as a guarantor in a sum exceeding HKD780 million pursuant to a Guarantee made in favour of a service provider of a data centre in Hong Kong. The debtor (service user) commenced a related High Court action naming our client as a defendant in order to delay and defend the client's proceedings. Before proceeding to trial, we successfully obtained a summary judgment of HKD386 million and dismissed the debtor's stay of execution application.

- **Chinese state owned asset manager**

Acting for this Chinese SOE in claiming HK\$270 million from a borrower under a margin facility which was secured, inter alia, by a pledge over shares in a PRC company. Apart from successfully obtaining a favourable judgement against the debtor, we also commenced arbitration in Hong Kong against the guarantor and obtained a favourable award.

Dentons understands the needs of clients and is able to provide advice tailored to the client's circumstances.

— *Chambers Greater China* 2025

Details oriented, attentive, cross-culture capability.

— *Legal 500 Asia Pacific* 2025

Mergers and Acquisitions

Dentons' Hong Kong Mergers & Acquisitions team offers a full service to local and international clients, including entity formation, conversion, dissolution and liquidation as well as legal counseling covering all aspects of transactional and operational work in our clients' businesses.

The firm has represented public and private companies, buyers and sellers, boards of directors, shareholders, investors and owners, partnerships and private individuals, financial services institutions, underwriters, commercial and investment banks on a wide range of matters. The team also advises on commercial issues including regulatory and compliance and data protection.

Our representative cases include:

- **CTF Services Limited (SEHK:659)**
Advising on its acquisition (through its indirectly wholly owned subsidiary) of 43.93% interest in uSmart Inlet Group Limited, a company principally engaging in the sectors of securities brokerage and financial technology software development and application, at a total consideration of more than US\$131 million.
- **New World Development Company Limited (SEHK: 0017)**
Advising on the disposal of 75% shareholding in Kai Tak Sports Park Limited ("KTSP") to Chow Tai Fook Enterprises (a connected person) for HK\$416.7 million. Kai Tak Sports Park ("KTSP") is the largest sports infrastructure project ever commissioned in Hong Kong. KTSP is funded by the Hong Kong Government under a "Design, Build and Operate" model and is constructed and to be operated by KTSP.
- **Guangdong Agribusiness Group Corporation**
Advising the group in its acquisition of a controlling stake in Hua Lien International (Holding) Company Limited (969.HK) triggering mandatory general offer obligation under the Takeovers Code. **This has been shortlisted for M&A Deal of the Year at the IFLR Asia-Pacific Awards 2025.**
- **Wanguo Gold Group Limited (3939.HK)**
Advising the client on its acquisition of AXF Gold Ridge Pty Limited by issuance of consideration shares for a total consideration of approximately HK\$732.6 million. **This transaction has been recognised as one of the Deals of the Year 2024 by China Business Law Journal.**
- **NWS Holdings Limited**
Advising NWS Holdings Limited on the disposal of certain equity interests in Xiamen Container Terminal Group Co., Limited to Xiamen International Port Co., Ltd for RMB1.6 billion and the listing rules implication.
- **Jiuding Group**
Advising client in negotiation with NWS Holdings Limited (HKSE: 00659) on its HK\$21.5 billion disposal of its 100% equity interest in FTLife Insurance Company Limited to NWS Holdings Limited. **This transaction marked one of the largest insurance M&A deals ever in Hong Kong and was shortlisted as M&A Deal of the Year 2020 by IFLR. Asian-mena Counsel has also given honourable mention to this transaction at their Deals of the Year 2019.**

- **Lavazza Group**

Advising Lavazza Group, a world-renowned Italian manufacturer of coffee products, in the signature of a joint venture with Yum China Holdings, Inc. to explore and develop the Lavazza coffee shop concept in China.

- **Lotte Group**

In the largest Korean investment into China, advising on Lotte's takeover of a Hong Kong publicly listed company holding supermarket chain in Mainland China and privatization of the same. We also advised on Hong Kong regulatory clearance and assisted with clearance from China antitrust regulators, worked with HSBC, Nomura as investment bankers. **This deal has been shortlisted as an Asian Deal of the Year.**

- **CNOOC**

Advising on the successful bid to own a 50% stake in a South American energy company for US\$3.1 billion. Thereafter, advising its acquisition of a 12.5% share of Tangguh in Indonesia for US\$803 million.

- **Flextronics**

Advising on a multi-national proposed M&A transaction, the seller was based in Germany and the deal required counsel from Finland, India and numerous other jurisdictions.

- **GCL-POLY Energy Holdings Limited (SEHK: 03800)**

Advising on its US\$3.2 billion acquisition of Jiangsu Zhongneng Polysilicon Technology Development Co., Ltd. **This transaction has been awarded and recognised as 2013/2014 M&A Deal of the Year.**

- **China Minmetals (SHKE: 1208)**

Advising on its US\$5.8 billion mining asset acquisition in Peru from Glencore-Xstrata.

Real Estate

Dentons' Asia Pacific Real Estate group is a diverse team that provides advice with both a global and regional perspective, with experience and familiarity with complex cross-border transactions as well as deep local knowledge in the many jurisdictions in which we practice. The group assists investment banks, private equity funds, financial institutions and developers in acquisitions and dispositions, financings, joint venture and construction transactions. The group also routinely represents hospitality clients as well institutional landlords and tenants in commercial transactions. Our group focuses on an integrated approach, giving clients the comfort of an unmatched global and regional presence together with a deep understanding of local real estate markets befitting a firm with offices in most, if not all, of the locations where our clients do business.

The group also routinely works with our other related practice groups to provide our clients with seamless access to our experience in project finance, project development and dispute resolution matters.

Our representative experiences include:

- **Zhansheng Network Technology Co., Limited**
Advising a subsidiary of a leading interactive entertainment and gaming platform in China on the HK\$1.05 billion acquisition of a single multi-storey townhouse with a gross floor area of 16,700 square feet situated on No.28 Peak Road in Mid-Levels, Hong Kong. **This transaction marks the largest sale and purchase of a single townhouse for the year 2024 in Hong Kong.**
- **A multi-national Chinese e-commerce company**
Representing in the acquisition of a South East Asian logistics portfolio from an institutional private equity firm.
- **China Development Industrial Bank and KGI Bank**
Representing in multiple cross-border mezzanine and senior loans secured by self-storage facilities to a portfolio company of an institutional private equity firm.
- **Ascent Real Estate Investors and Sigma Delta Partners Investment**
Representing in the formation of an institutional investor consortium and the consortium's US\$1.34 billion acquisition of Dinghao Electronics Plaza, a landmark complex located in the core area of Zhongguancun, Beijing. The transaction is one of the largest-ever foreign investor acquisitions of a Beijing commercial real estate asset.
- **A wholly-owned subsidiary of China Life Insurance Group**
Representing the largest financial insurance corporation in China and one of the largest insurers in the world in its formation of a strategic joint venture with ElmTree Funds, LLC, a leading private equity real estate firm headquartered in St. Louis, Missouri, together with the joint venture's acquisition of a US commercial real estate net lease portfolio for approximately US\$950 million.
- **SRE Group Limited ("SRE")**
Representing an integrated real estate developer focusing on high-quality development and renewal projects in first-tier cities in China, in its acquisition of 75 Howard in San Francisco, the United States of America. China Minsheng Investment Group has a controlling stake in SRE.
- **Starwood Capital Group**
Advising a leading global private investment firm on the establishment of a new China-based hotel joint venture with Shimao Property Holdings Limited, a leading Chinese property developer and operator.

Restructuring, Insolvency and Bankruptcy

Dentons' Restructuring, Insolvency and Bankruptcy team provides full-service to a wide range of clients, including companies facing financial distress, debtors and potential debtors, official and ad hoc committees, secured and unsecured creditors. Our lawyers' experience covers every aspect of bankruptcy, reorganisation and creditors' rights representation.

Our practice is a leading player in the Hong Kong market, and is well known for both its contentious and non-contentious work. Over the years, we have been involved in many high profile insolvency matters, both in Hong Kong and internationally. We position ourselves at the top end of the market with a focus on challenging and complex work.

Our representative experiences include:

- **A State-owned Enterprise**
Acting for the client against two guarantors by issuing bankruptcy proceedings.
- **Confidential client**
Applying ex parte for the appointment of provisional liquidators of companies, including listed company, the assets of which were at risk of being depleted by recalcitrant directors.
- **Southwest Pacific Bauxite**
In the famous *Lasmos* case, we successfully resisted a winding up petition arising out of a shareholder dispute over a JV set up to run and operate an aluminum bauxite mining business in the Solomon Islands.
- **Bayin Resources Company Limited**
Successfully defended a claim by the plaintiff (in liquidation) against our client for damages. The case involved a maximum claim by the plaintiff of nearly HK\$1 billion (US\$128 million).
- **PBM Asset Management Limited and BGA Holdings Limited**
Representing liquidators in a case involving a series of liquidators-driven actions to recover misappropriated assets of a now-fallen shipping joint venture, BGA Holdings Limited. We recently obtained another favourable ruling for PBM in the winding-up proceedings, in which the Hong Kong Court of Appeal dismissed two appeals brought on behalf of BGAH to set aside its winding-up order. With this latest victory, PBM has now achieved 8 consecutive victories in the winding-up proceedings and their related appeals.
- **Singapore-based trust company**
Acting for a professional firm of trustees of a Chinese investment fund (in liquidation), whose assets were intended to be invested into quoted securities to produce a guaranteed fixed return. In order to secure the amount of the guaranteed return, the fund managers also arranged for affiliates and associates of a HK listed company to provide suitable security, including a share pledge and personal guarantee by the founder, who is currently in prison in the PRC for unrelated allegations of fraud.
- **Hong Kong joint and several liquidators**
Advising on the liquidation of a Hong Kong company. The Company operated a successful ship broking business in various jurisdictions. As a result of the breakdown of relationship between the shareholders and directors, the Company ceased to carry on business. HK liquidators sought and obtained the Court's approval to appoint solicitors to assist them in carrying out their duties as liquidators. We were instructed to make various court applications in the liquidation process.
- **Hong Kong liquidators**
Acting for Joint Official Liquidators of a Cayman company operating F&B business, in relation to realisation of the company's assets in Hong Kong.

White Collar and Government Investigations

Dentons Hong Kong advises and acts for clients in both contentious and non-contentious regulatory matters, ranging from acting for clients in Securities and Futures Commission (SFC) and Independent Commission Against Corruption (ICAC) investigations to providing compliance advice in relation to requirements of the SFC. Our team also has considerable hands-on experience in the investigation of commercial fraud and white-collar crimes; supporting clients from urgent asset freezing injunction order applications, tracking and recovery of stolen or misappropriated assets, to providing interim relief in aid of overseas legal proceedings.

The size and scale of our practice enables us to deploy large teams for major investigations and litigation, or to call on individual experts to advise on niche areas of law often required by clients within financial services e.g. sanctions, financial crime and national security matters. We are relatively unique in that we work both for and against regulators and our work for the SFC, Securities and Exchange Commission and the Hong Kong government gives us unparalleled insight which our private sector clients consider invaluable.

The team also has relations with the ICAC, Commercial Crime Bureau (CCB), Financial Reporting Council (FRC) and the Hong Kong Monetary Authority (HKMA) as well as other external bodies and media contacts in the planning and implementation of internal investigations.

Our representative experiences include:

- **Chinese Asset Management company**
Advising in connection with a raid and subsequent SFC investigation into allegations of wrongdoing by our client's counterparties, including advising on substantial document disclosure exercise and ancillary privilege issues.
- **Global accounting firms and listed companies**
Acting for firms and listed companies in AFRC investigations and enquiries into audits and financial statements of and prepared by Hong Kong listed companies.
- **Major international investment bank**
Acting for a number of its senior bankers in relation to a high profile investigation by the ICAC.
- **Financial markets leader and securities trader**
Advising in relation to a Request for Mutual Legal Assistance in criminal matters issued by the Office of the Attorney General in Switzerland to the Hong Kong Department of Justice, requesting assistance with the transmission of information and evidence of trading records held in a Hong Kong brokerage account.
- **Hong Kong listed company**
Acting for a senior director of a Hong Kong listed company in a major SFC investigation relating to allegations against the company and various senior executives for publishing false and misleading information and failing to make timely disclosure of inside information.
- **Finance director of Hong Kong listed company**
Advising in relation to an SFC investigation into alleged insider dealing and subsequent proceedings before MMT.
- **Directors of a Hong Kong listed company**
Advising in relation to alleged breach of HKSE listing rules through share dealings during a black out period and subsequent investigation.

Key Contacts



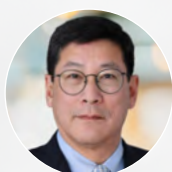
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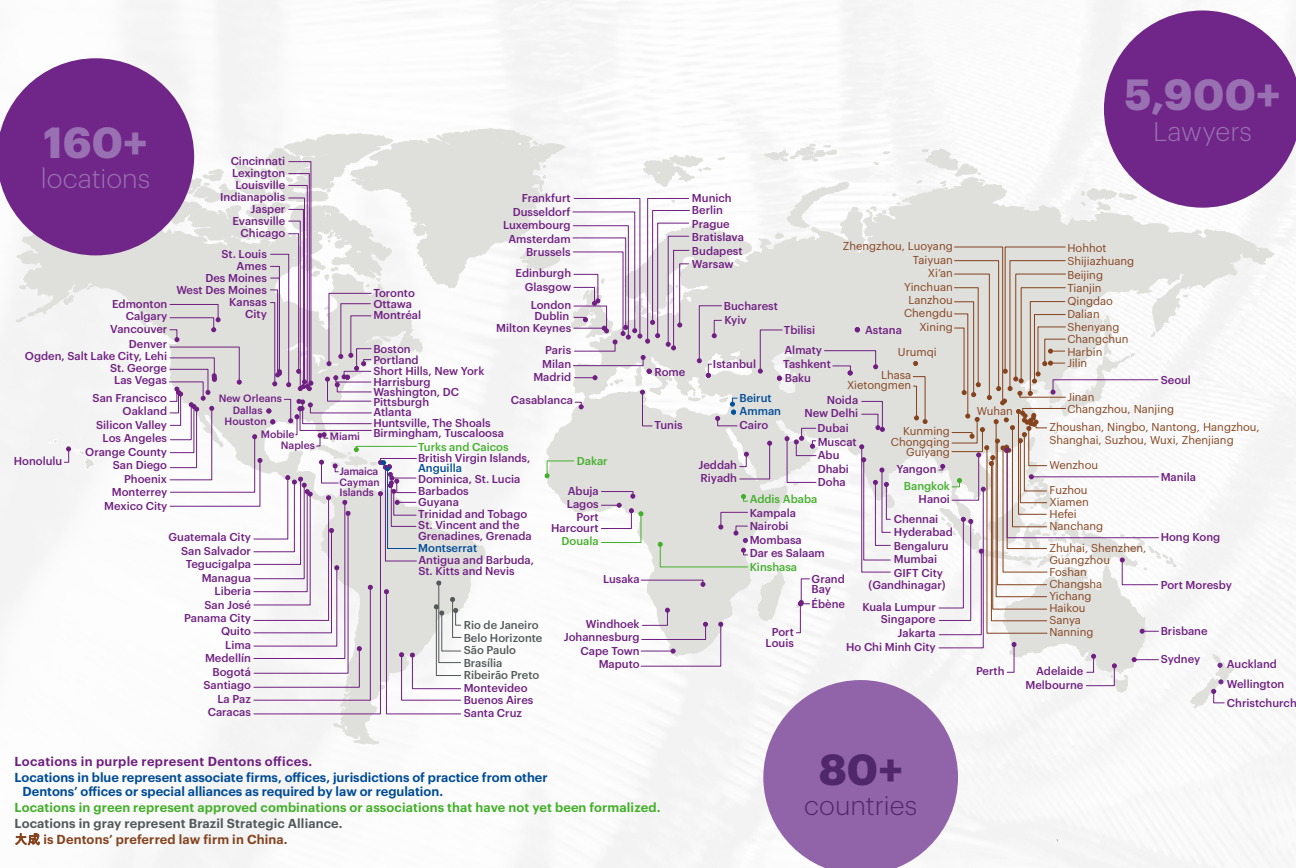


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