



薛馮鄺岑律師行
SIT, FUNG, KWONG & SHUM

Solicitors, Notaries, China Appointed Attesting Officers, Agents for Trademarks & Patents



Intellectual Property Practice :

Sit Fung Kwong & Shum is a highly regarded full-service law firm with a prominent Intellectual Property practice.



We act for well-known multinational companies, international law firms, top trade mark and patent agents in America, Asia, Australasia and Europe.

As one of the leading Intellectual Property practices in Greater China, we offer a range of integrated Intellectual Property services from drafting, filing, prosecution and registration to commercial exploitation and enforcement, assisted by a sophisticated case management computer system. At any given time, we monitor and process thousands of Intellectual Property cases.

Being actively involved in government and non-government consultation and international networking has placed us at the forefront of Intellectual Property law development. C.K. Kwong is a Senior Vice-President of the Asian Patent Attorneys Association, a member of the Intellectual Property Committee of the Law Society of Hong Kong, a Domain Name Panelist and a Neutral of the Arbitration

and Mediation Centre of the World Intellectual Property Organisation (WIPO).

We handle a wide variety of contentious and non-contentious Intellectual Property matters including local and overseas patent, design, copyright and trade mark registration, licensing, enforcement and related commercial transactions through a team of staff with technical backgrounds in the areas of computers, electronics, mechanical engineering, electrical engineering, biochemistry and chemistry.

We have kept ourselves abreast of legal development in Intellectual Property worldwide. Our Intellectual Property litigation team has introduced legal principles developed in other jurisdictions to local jurisprudence and effectively employs them to the advantage of our clients. Examples of these include effective use of the Earth Closet principle, double actionability and the interactions between Hong Kong, UK and European Patent Laws.

Corporate & Commercial Practice :

We deal with a wide variety of Corporate & Commercial matters involving Hong Kong, Greater China and other jurisdictions.

From doing commercial contracts, placements and subscriptions, general offers and privatization to handling convertible notes and bonds, joint ventures, mergers and acquisitions, asset swaps, corporate re-structuring and compliance of the Stock Exchange Listing Rules, we offer diverse services to both public and private companies. Moreover, we also act for financial institutions, providing financial and corporate lending services.

Having developed a keen interest in listing matters, not only do we assist both successful and budding businesses to list on the Main Board and GEM, but we also handle transfers of companies' listings from GEM to the Main Board, and assist businesses to obtain listing status on other stock exchanges outside Greater China.

We have a long history of working on mainland projects, through which we have acquired skill-based knowledge

in helping both Hong Kong and foreign investors to set up wholly foreign-owned enterprises and sino-foreign companies on the mainland, as well as to participate in a variety of business ventures and projects involving land development, hotels, shopping malls, factories and manufacturing. Lately, we have been helping mainland entrepreneurs invest in properties as well as private and listed companies in Hong Kong, and even look for opportunities outside Greater China. Today, with a China Practice Group having been set up to cater for our clients' needs, the firm is particularly well placed to provide clients with Greater China Corporate & Commercial services.

As to other Corporate & Commercial matters, we handle land and commercial projects in the Macau SAR, forest projects in Indonesia and Suriname, and mining interests in the Philippines, for our clients.

"As much as we are able, that we should dare to do"

We are guided in our work by the above Motto. After thirty years, we are glad to see the firm has grown in size and sophistication, more than ever ready to provide our distinguished local and international clients with quality services.

Property & Conveyancing Practice :

We integrate all types of real estate and related matters including their financing with banking institutions and ranging from individual domestic, industrial and commercial conveyancing to block acquisition and/or redevelopment and finance. We have substantial experience in handling multibillion-dollar property transactions. Our experienced team provides a wide variety of property-related services for both private and corporate clients, including sale, purchase and mortgage of residential, commercial and industrial properties, leases and tenancy agreements, development projects, Government housing projects, urban renewal projects, land resumption cases, town planning applications and objections, the Private Sector Participation Scheme, the Tenant Purchase Scheme, applications for pre-sale consent and approvals of deed of mutual covenants.

We are traditionally strong in Property & Conveyancing practice which has gone from strength to strength over the years.

We have earned through our hard work a high reputation among banking and financial institutions, major developers and Government and statutory bodies in Hong Kong, which have listed our firm as one of their approved solicitors to handle property deals, tenders, conveyancing transactions and mortgages.

Apart from providing services in Property & Conveyancing matters, our team also handles various trust and probate matters. We help clients establish and administer trusts, draft wills, apply for grant of Probate or Letters of Administrations and assist in other matters relating to non-contentious probate practice.

Trust Practice Group:

Our new Trust Practice team is now experienced in establishing private/family discretionary trust for clients and private bankers.



We advise clients on matters including trust structure, corporate re-structuring before settlement in the trust, class of beneficiaries, administration of trust, management of the underlying assets and business after settlement in the trust, power of the trustees, appointment of protector, estate duty issues and implications, letter of wishes as well as succession planning.

Our advice to clients also covers the trust vehicles and jurisdictions as means for assets protection. We set up private/family trust for them to implement such purposes.

We have extensive experience in establishing charitable trusts or scholarship trust fund for clients. We advise clients on making application to the Inland Revenue

Department ("IRD") under section 88 of the Inland Revenue Ordinance for tax exemption to charitable organizations.

We also advise individuals in establishing charitable foundations by way of trust and obtaining tax exemption status for the charitable foundations.

With the abolition of estate duty in February 2006, some clients have decided their family trusts are no longer required. Unstitching irrevocable trusts is a new area in which we are gaining experience and skills.

China Practice Group:

As a spin-off from the four main practices, our China Practice group is gaining prominence which coincides with the rapid growth of the Greater China market.

Our China Practice Group provides specialized legal services to many multinational corporations, Hong Kong listed companies as well as private investors on areas of practice such as formation of Sino-foreign joint ventures and related documentation, formation of wholly foreign-owned enterprises and related documentation, PRC corporate reorganizations, foreign investment issues, overseas listings of China-based enterprises, mergers and acquisitions of interests in PRC assets and companies, real estates development projects, hotel projects, infrastructure projects, PRC related commercial contracts, asset finance, PRC property acquisition, disposal and financing, PRC related arbitration, PRC regulatory matters such as those relating to foreign exchange and telecommunication, telecoms project finance transactions, E-commerce matters and China-Appointed Attesting services.

Dispute Resolution Practice:

We have a substantial Dispute Resolution Department.

As the legal advisers to a number of listed companies, property developers and insurance companies, our Dispute Resolution Department handles a wide range of company, commercial and property-related disputes. In addition to acting for private clients, both international and local, we also act for statutory bodies, advising them on various legal matters. Our litigation team represents both local and overseas clients in legal proceedings in Hong Kong courts ranging from magistracies to the Court of Final Appeal and has also been actively involved in cross-border and overseas litigations, where we work closely with overseas lawyers including those from the PRC, USA, UK, BVI and Macau. In recent months, we have seen an upswing in employment and matrimonial disputes, contentious probate and inheritance matters, etc.

Specifically speaking, we deal with injunction applications, anton piller searches, regulatory body investigations and enquiries, securities litigation, Securities and Futures Commission enquiries, white collar crimes, ICAC cases and Stock Exchange and professional body disciplinary hearings, which include, in particular, a lot of insider dealing tribunal hearings.

Our strong arbitration team represents clients in various arbitrations including arbitrations at the London Metal Exchange and patent arbitrations. Among our many arbitration cases, we acted for a claimant in respect of a contract which was subject to the Rules of the Federation of Oils, Seeds and Fats Associations, with hearings being held in both Hong Kong and London. In Hong Kong, we handle arbitration matters acting for listed construction companies in building and insurance matters, as well as in tenancy and commercial disputes.

Experienced and proficient, our professional mediators have acted as mediators in numerous mediation cases involving commercial disputes (some of which involve disputes between banks and their clients over new bank products), probate disputes, family and matrimonial disputes and community cases.

Xi'an Representative Office

In April 2002, we obtained the approval of the Ministry of Justice of the PRC to open our first PRC office in Xi'an of Shaanxi province, the very first branch law office owned and run by non-PRC lawyers in the whole north-western part of the PRC. Our Xi'an Office is engaged in the provision of advice and legal services on Hong Kong laws and regulations to individuals and enterprises in the PRC. With the opening of our Xi'an Office, we are well poised to offer a more comprehensive coverage of legal services to our clients.



Corporate & Commercial Department

This department deals with a wide variety of corporate and commercial matters in Hong Kong, the Mainland China and other jurisdictions and serves both public listed and private companies in areas of practice such as new listings, private placements and subscriptions, general offers, privatization, issue of convertibles, joint ventures, mergers and acquisitions, asset swaps, corporate re-structuring and compliance works under the Listing Rules of The Stock Exchange of Hong Kong Limited. We also provide legal services in the areas of financial services and corporate lending.

Our Services

We advise on all aspects of issues related to the commercial industry, including:-

- Domestic IPOs (initial public offerings) on both the Main Board and Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited
- Pre-listing restructurings
- Private placings
- Privatization
- Schemes of arrangement for purpose of re-domicile and corporate rescue of listed companies
- Securities regulatory matters, advice to investment advisers and dealers
- Mergers and acquisitions
- Private company acquisitions and disposals, both local and cross-border
- Joint ventures
- Corporate structuring (including set-up), group reorganization
- Contentious general meetings
- Partnership, directors and shareholders advice
- Loans and other credit facilities: representing financial institutions and borrowers in all types of loan and other credit facilities, ranging from syndicated, single term loans, standby and revolving loan facilities, convertible bonds to general banking arrangements (both local and cross-border collateral)
- Corporate debt restructurings
- Banking regulatory advice: including advice on regulatory developments as well as advice on the changing new practices

Latest focuses

Direct and indirect investment in the PRC and foreign-related commercial contracts

With the adoption by the PRC of an open economy policy and its accession to the World Trade Organization, developing business opportunities in the PRC has become a common practice in Hong Kong. One of the principal channels for development in the PRC is to establish joint ventures with the partners in PRC. The following represents certain major deals or transactions handled by us:-

- advising a Main Board listing company in transferring interest in PRC retail property projects to a German closed end fund; and
- representing a client in the establishment of a joint venture with a PRC company for operating a department store in Shanghai. The amount involved was over US\$30 million.

Mergers and acquisitions

There has been significant growth in the business interactions between the PRC and Hong Kong, resulting in the increase of mergers and acquisitions activities. The following represents certain major deals or transactions handled by us:-

- advising a Main Board listed company on its obligations as an offeree company, and preparation of relevant offer documents required, under the Hong Kong Takeovers Code and the Listing Rules in connection with an offer made by its new controlling shareholder for the remaining shares held by the public in the listed company;
- advising a PRC listed company on its acquisition of a controlling stake of a Main Board listed company engaging in the business of sale of computer products and solutions and provision of hardware and software services. The deal also involved a mandatory general offer by the PRC listed company for the shares of the minority public shareholders of the listed company; and
- advising a Main Board listed company on its acquisition of the controlling interest of another Main Board listed company as white knight investor by way of scheme of arrangements.

Corporation privatization, reorganization and general commercial matters

Our lawyers in our commercial team have extensive experience in handling various commercial matters including privatization, reorganization/restructuring proposals, connected transactions, financing, advice on contracts, tendering, management contracts, supply and purchase contracts, and other commercial activities. Some major deals undertaken by us recently are set out below:-

- advising a GEM listed company on amendment of the terms of convertible bonds including the removal of restrictions on converting into more than 30 percent of the issued share capital of the listed company, and preparation of submissions to the Stock Exchange in respect of the implications of the GEM Listing Rules and other relevant documents required. The resolution approving the proposed amendment of the terms of convertible bonds was duly passed unanimously by all the attending independent shareholders personally and by proxy, at an extraordinary general meeting of the company.

Listing

We have assisted many companies in various sectors to successfully list on the Main Board and GEM. We also handle transfer of companies' listing from GEM to the Main Board. We acted for Lifestyle International Holdings Limited and its subsidiary, Lifestyle Properties Development Limited, in the successful spin-off and separate listing of Lifestyle Properties in September 2013. We also acted as the legal advisers to the sponsor (i.e. Haitong International Capital Limited) and the underwriters in respect of the listing of South West Eco Development Limited on GEM by way of placing in December 2012.

Contact

Peter Sit Senior Partner

Email address: petersit@sfks.com.hk

C. K. Kwong Senior Partner

Email address: ckkwong@sfks.com.hk

Tommy Tam Partner

Email address: tommytam@sfks.com.hk

Margaret Choi Partner

Email address: margaretchoi@sfks.com.hk

Joseph Wong Partner

Email address: josephwong@sfks.com.hk

Simon Siu Partner

Email address: simonsiu@sfks.com.hk

Please visit our web site for comprehensive contact information about Sit, Fung, Kwong & Shum.

www.sfks.com.hk

Hong Kong Office

9/F., York House, The Landmark,
15 Queen's Road Central, Hong Kong
Phone : (852) 2522 8101
Fax : (852) 2845 9292
E-mail : sfks@sfks.com.hk

Xi'an Representative Office

14/F., Tower CD, Tang Yan International Center Mansion,
No. 3 Tangyan Road, Xi'an, Shaanxi, China, Postal Code 710065
Phone : (86 29) 8720 3203
Fax : (86 29) 8720 3033
E-mail : sfks@sfks-xian.com

Intellectual Property Department

Sit, Fung, Kwong & Shum is a full service law firm with a prominent Intellectual Property practice. We offer a wide range of integrated Intellectual Property services from drafting, filing, prosecution and registration to commercial exploitation and enforcement. Our filing and commercialisation strategies have enabled our clients to protect and utilise their Intellectual Property rights which assisted them to become world leaders in their respective fields.

Our firm is one of the leading Intellectual Property practices in the Greater China region which is highly regarded by the profession. We act for local, international as well as multinational companies and top Intellectual Property law firms, trade mark and patent agents in America, Asia, Australasia and Europe.

Our Services

Sit, Fung, Kwong & Shum follows the fast changing legal environment and tracks legislative development closely. We filed Hong Kong's very first registered design, standard and short-term patent applications when Hong Kong's new patent and registered design laws became effective on 27 June 1997. We are also responsible for the first plant variety rights registration at the Hong Kong Agriculture, Fisheries and Conservation Department.

We are active in consultations with Government bodies concerning Hong Kong's Intellectual Property laws. Our Senior Partner, Mr. C.K. Kwong, is the President of the Asian Patent Attorneys Association, a member of the Intellectual Property Committee of the Law Society of Hong Kong, appointed (1) Neutral for Arbitration & Mediation and Domain Name Panelist and (2) Panelist on the Roster of Panelist for the Legal Rights Objections (LRO) under ICANN's New gTLD Program of the World Intellectual Property Organization (WIPO).

We have a team of professional staff which is bilingual and with different science/technology background to provide our clients with professional and cost-effective service. We have also established an international network providing clients a one-stop service covering major jurisdictions of the world for the protection and enforcement of their intellectual property rights efficiently at competitive pricing.

Latest focuses

We offer a package of integrated services covering both contentious and non-contentious aspects in relation to Intellectual Property and information technology matters including:-

- Initial strategising
- Branding
- Drafting
- Filing
- Prosecution
- Opposition and revocation
- Domain name registration and disputes including UDRP
- Data protection
- Website legal issues and regulatory compliance
- Advertising
- Distribution arrangements
- Trade secret
- Registration
- Commercial exploitation
- Licensing and technology transfer
- Enforcement of Intellectual Property rights by administrative and legal actions

Publications/Lectures Concerning Intellectual Property

- (1) Patents & Designs in Hong Kong
- (2) Lectures at WIPO Sub-Regional Workshop on Arbitration and Mediation in Intellectual Property Disputes, Singapore August 2008

- (3) Protection of Brands in China - Georgia Institute of Technology's Executive Master's in International Logistics Class, February 2006
- (4) Lectures in WIPO – SIAC Workshop on Arbitration of Intellectual Property Disputes and on WIPO Domain Name Dispute Resolution, Singapore 2005
- (5) Customs Measures Against Infringement of IP Rights in Hong Kong & Mainland China – The Customs Intellectual Property Information Center of Japan – October 2005
- (6) Judicial Protection of Intellectual Property Rights in Hong Kong (Mainland, HKSAR and Macau IP Symposium 2003)
- (7) 香港特區註冊專利及外觀設計賦予的權益有關專利及外觀設計註冊的法律專業服務
(穗港知識產權服務交流會2003年12月)
- (8) Hong Kong Report – APAA News June 2002
- (9) Recent Developments of Patents Protection – Hong Kong SAR (Mainland and Macau Symposium 2001)
- (10) Hong Kong Report – APAA News June 2001
- (11) Protecting Shapes : 3D Trade Marks vs. Registered Designs (APAA-FICPI Joint Forum – New Delhi 2000 – Plenary Session)
- (12) “Global Strategies for Dealing with IP Protection in Taiwan, Mainland China and Hong Kong China” International IP Symposium 1999

Contact

C. K. Kwong **Senior Partner**

Email address: ckkwong@sfks.com.hk

Jeffrey Hung **Partner**

Email address: jeffreyhung@sfks.com.hk

Please visit our web site for comprehensive contact information about Sit, Fung, Kwong & Shum.
www.sfks.com.hk

Hong Kong Office

9/F., York House, The Landmark,
15 Queen's Road Central, Hong Kong
Phone : (852) 2522 8101
Fax : (852) 2845 9292
E-mail : sfks@sfks.com.hk

Xi'an Representative Office

14/F., Tower CD, Tang Yan International Center Mansion,
No. 3 Tangyan Road, Xi'an, Shaanxi, China, Postal Code 710065
Phone : (86 29) 8720 3203
Fax : (86 29) 8720 3033
E-mail : sfks@sfks-xian.com

Dispute Resolution Department

As the legal advisers to a number of listed companies, property developers, corporate and individual clients (both local and overseas) as well as statutory bodies, our Firm handles a broad spectrum of civil/commercial litigations and arbitrations, securities related investigations and enquiries, criminal proceedings, family proceedings as well as intellectual property claims and have extensive experience in debt collection claims, contract, trade and trust disputes.

Our Services

Our Litigation team has experience in a wide variety of litigations, arbitrations and dispute resolution cases, which include the following:-

- Administrative law and judicial reviews
- Anton piller and injunction applications
- Regulatory body investigations and enquiries
- Securities litigations
- Inquiries from the Securities and Futures Commission
- White collar crime and ICAC cases
- Arbitrations and mediations
- Banking and financial disputes
- Basic Law and Hong Kong Bill of Rights litigations
- Building management matters
- Commercial and trade disputes
- Company/partnership disputes, buy-out claims, directors faults
- Contractual disputes
- Construction disputes
- Debt-collection cases
- Defamation claims
- Disciplinary proceedings
- Employment compensation and personal injury claims
- Employment disputes
- Enforcement actions of foreign judgment/arbitral award in Hong Kong
- Insider dealing inquiries
- Insolvency and schemes of arrangement
- Insurance claims
- Land and conveyancing disputes
- Matrimonial cases
- Mortgagee actions
- Sales of goods disputes
- Tax objections
- Tenancy disputes
- Trust cases
- Testamentary and contentious probate matters
- Mental health cases and Guardianship Board proceedings
- Financial products disputes

Latest focuses

The following represents certain major cases or disputes handled by us:-

Administrative law and judicial review

We successfully resisted applications of two incumbent legislators brought before the Appeal Committee of the Court of Final Appeal to seek leave to appeal to the Court of Final Appeal from judgments of The Honourable Lam JA dismissing an election petition and related applications for leave for judicial review.

Injunction applications

We successfully resisted an injunction application against a client in a High Court action involving shareholders' disputes over a gold mine investment project of over RMB160 million.

Arbitration

We have recently won an international arbitration for a German corporate client against a PRC developer for breach of contract and recovery of losses and damages arising from the failure by the respondent in completing the construction of a building in Beijing. The Arbitral Tribunal, which consists of 3 renowned arbitrators, allowed each and every item of the damages claimed, together with interest and costs. As PRC law is the governing law under the contract, the arbitration involves a great deal of arguments and analysis of the PRC law on, amongst other things, validity of the contract and validity of any purported termination of the contract.

Banking and financial disputes

We acted for a client who made a payment of several hundred million under a guarantee. The case involved multi-jurisdictions. We advised client on his rights under the guarantee and his rights to claim for contribution against his co-guarantor.

Building management disputes

We have advised various property management companies and the Incorporated Owners ("IO") on the meeting procedures. We advised them on rights and liabilities under the DMC, management agreements and in law. Moreover, we have advised on the interpretation and operation of the Building Management Ordinance, Cap.344. We have also issued pre-action letters and advised on claims against owners for illegal structures, arrears of management fees and contributions, unlawful use of common areas, and registering Memorandum of Charges, etc.

Court of Final Appeal cases

We scored victory for the appellants in a recent appeal to the Court of Final Appeal. The Court of Final Appeal quashed all findings of insider dealings and set aside all financial orders made by the Insider Dealing Tribunal against our clients. It is one of the rare cases in which the Court of Final Appeal saw fit to intervene on the ground of grievous injustice despite concurrent findings against our clients by the Insider Dealing Tribunal and the Court of Appeal. We also represented clients in another related appeal to the Court of Appeal. The total amount of profits ordered to be disgorged and penalty imposed by the Insider Dealing Tribunal in the two cases exceeds HK\$70 million.

Commercial and trade disputes

We have defended for a client in a claim of US\$20 million related to a company acquisition; and We have acted for a petrol dealer in defending a claim by a multinational petrol conglomerate for loans, service mark licence fees, dealer licence fees and others exceeding HK\$60 million in total, in relation to investment in petrol-filling stations in mainland China.

Company / partnership disputes

We have advised clients in a dispute amongst shareholders of a company with a net asset value exceeding HK\$250 million.

Criminal law matters

We have handled a wide variety of criminal actions including fraud, deception, conspiracy, breach of trust brought by ICAC, SFC and CCB.

Intervention

Members of the firm have been appointed by regulatory body as intervention agents, to intervene the practice of several professional firms in trouble. The firm has also handled legal proceedings incidental to the intervention cases.

Contact

Peter Sit **Senior Partner**

Email address: petersit@sfks.com.hk

C. K. Kwong **Senior Partner**

Email address: ckkwong@sfks.com.hk

Tommy Tam **Partner**

Email address: tommytam@sfks.com.hk

Alex Chan **Partner**

Email address: alexchan@sfks.com.hk

Roy Leung **Partner**

Email address: royleung@sfks.com.hk

Please visit our web site for comprehensive contact information about Sit, Fung, Kwong & Shum.

www.sfks.com.hk

Hong Kong Office

9/F., York House, The Landmark,
15 Queen's Road Central, Hong Kong
Phone : (852) 2522 8101
Fax : (852) 2845 9292
E-mail : sfks@sfks.com.hk

Xi'an Representative Office

14/F., Tower CD, Tang Yan International Center Mansion,
No. 3 Tangyan Road, Xi'an, Shaanxi, China, Postal Code 710065
Phone : (86 29) 8720 3203
Fax : (86 29) 8720 3033
E-mail : sfks@sfks-xian.com

Conveyancing & Probate Department

This department integrates all types of real estate and related matters including their financing with banking institutions and ranging from individual domestic, industrial and commercial conveyancing to block acquisition and/or redevelopment and financing, estate development and all types of property transactions and mortgages. It also handles many other non-real estate matters such as establishment and administration of trusts and settlement, will drafting, probate and Letters of Administration and other related matters. The partners in charge have substantial experience in handling multibillion-dollar property transactions.

Our Services

Our experienced team provides a wide variety of property related services for private and corporate clients:-

- Sale, purchase and mortgage of residential, commercial and industrial property
- Leases and tenancy agreements
- Development projects
- Government housing projects
- Urban renewal projects
- Land resumption cases
- Land exchange projects
- Compulsory acquisition cases
- Town planning application and objection
- Private Sector Participation Scheme
- Tenant Purchase Scheme
- Applications for pre-sale consent and approval of deed of mutual covenant

As our Conveyancing Department grows from strength to strength, we have earned credibility among banking and financial institutions, major developers and Government and statutory bodies in Hong Kong, and the Firm is listed as one of their approved solicitors to handle property deals, tenders, conveyancing transactions and mortgages. The Firm is currently on the panel lists of over 30 banks, financial institutions and statutory bodies and approved to handle their property transactions.

Apart from providing services in conveyancing matters, our team also handles various trust and probate matters. We help clients establish and administer trusts, draft wills, apply for grant of Probate or Letters of Administrations and assist in other matters relating to non-contentious probate practice.

Latest focuses

We have acted for major Hong Kong developers in block acquisition of real properties for re-development and the sale of numerous units in various development projects. We have also acted for owners in multi-storey buildings in their joint sale of their properties to potential developers by way of tender, or joint sale agreement, or specially designed conditional contracts.

In the past decade, we have acted for and advised the Land Development Corporation, the Urban Renewal Authority, the Housing Authority and the Lands Department on implementing various redevelopment projects involving land resumption, acquisition, surrender of tenancy/occupation, compensation and exchange of land. These redevelopment projects are located in Wanchai, the Western district, Tai Kok Tsui, Lai Chi Kok and Kwun Tong.

Moreover, we have a long history in acting for the Housing Authority in various projects in the public sector, such as the Home Ownership Scheme, Private Sector Participation Scheme and Tenant Purchase Scheme.

Contact

Peter Sit **Senior Partner**
Email address: petersit@sfks.com.hk

Please visit our web site for comprehensive contact information about Sit, Fung, Kwong & Shum.
www.sfks.com.hk

Hong Kong Office

9/F., York House, The Landmark,
15 Queen's Road Central, Hong Kong
Phone : (852) 2522 8101
Fax : (852) 2845 9292
E-mail : sfks@sfks.com.hk

Xi'an Representative Office

14/F., Tower CD, Tang Yan International Center Mansion,
No. 3 Tangyan Road, Xi'an, Shaanxi, China, Postal Code 710065
Phone : (86 29) 8720 3203
Fax : (86 29) 8720 3033
E-mail : sfks@sfks-xian.com

China Practice Group

In April 2002, we obtained the approval of the Ministry of Justice of the PRC to open our first PRC office in Xi'an, Shaanxi, the very first branch law office owned and run by non-PRC lawyers in the whole north-western part of the PRC. Our Xi'an Office is engaged in the provision of advice and legal services on Hong Kong laws and regulations to individuals and enterprises in the PRC. With the opening of our Xi'an Office, we are well poised to offer a more comprehensive coverage of legal services to our clients.

Our Services

Our China Practice Group provides specialized legal services to many multinational corporations, Hong Kong listed companies as well as private investors on the following areas of practice:-

- Formation of Sino-foreign joint ventures and related documentation
- Formation of wholly foreign owned enterprises and related documentation
- PRC corporate reorganisations
- Foreign investment matters
- Overseas listings of China-based enterprises
- Mergers & acquisitions of interests in PRC assets and companies
- Real estates development projects
- Hotel projects
- Infrastructure projects
- PRC related commercial contracts, asset finance
- PRC property acquisition, disposal and financing
- PRC related arbitration
- PRC regulatory matters such as those relating to foreign exchange and telecommunication
- Telecoms project finance transactions
- E-commerce matters
- Notary services

Our senior partner Mr. Peter Sit, partners Ms. Margaret Choi, Mr. Simon Siu, Mr. Roy Leung, and consultant Ms. Sylvia Siu are China-Appointed Attesting Officers and are authorised to notarize documents for use in China by the Ministry of Justice of the PRC.

Our lawyers in the China Practice Group are experienced in the legal issues involved in business and investment in the Mainland. Most of them are well versed in PRC laws and a number of them have undertaken post-graduate studies in PRC laws. They are also multi-lingual, proficient in English, Putonghua, Cantonese, Japanese and other native dialects used in various part of China. Our PRC practice is further strengthened by our PRC lawyer in the firm.

Throughout the years, we have established and maintained close working relationship with our Mainland counterparts, and we can quickly draw on their legal knowledge whenever that is needed.

Latest focuses

The following represents certain major deals or transactions handled by us:-

- We have been instructed by our client to provide legal opinions on the validity of certain business transactions carried out in Hong Kong which affected the rights of a joint venture PRC company under its shareholders' agreement. We provided our legal opinions on the interpretation of the relevant statutory provisions under the Companies Ordinance (Cap 32) and the Business Registration Ordinance (Cap 310) for consideration by the Supreme People's Court, PRC;
- We have prepared a share buy back agreement involving a business operation in Tibet. The unified shareholding enabled client to consider more strategic investors, which are lining up for investment opportunities. We have prepared the agreements for the various strategic investments;

- We have handled completion of the sale and purchase agreement of a Beijing company which holds a contract on a traditional siheyuan courtyard;
- We have represented a client in the establishment of a joint venture with a PRC company for operating a department store in Shanghai. The amount involved is exceeding US\$30 million;
- We have represented a client in the establishment of a joint venture in relation to a medicine development in the PRC;
- We have represented a client in the establishment of a joint venture with a PRC company to develop a shopping arcade in Suzhou;
- We have advised a principal contractor for a beer plant turnkey construction project with an annual production of 200,000 tons of beer in China; and
- We have advised a vendor in the transfer of a gold mine it owned in China to a Hong Kong listed company for a consideration of about HK\$1 billion.

Contact

Peter Sit	Senior Partner
Email address: petersit@sfks.com.hk	
C. K. Kwong	Senior Partner
Email address: ckkwong@sfks.com.hk	
Alex Chan	Partner
Email address: alexchan@sfks.com.hk	
Margaret Choi	Partner
Email address: margaretkhoi@sfks.com.hk	
Joseph Wong	Partner
Email address: josephwong@sfks.com.hk	
Simon Siu	Partner
Email address: simonsiu@sfks.com.hk	
Roy Leung	Partner
Email address: royleung@sfks.com.hk	

Please visit our web site for comprehensive contact information about Sit, Fung, Kwong & Shum.
www.sfks.com.hk

Hong Kong Office

9/F., York House, The Landmark,
15 Queen's Road Central, Hong Kong
Phone : (852) 2522 8101
Fax : (852) 2845 9292
E-mail : sfks@sfks.com.hk

Xi'an Representative Office

14/F., Tower CD, Tang Yan International Center Mansion,
No. 3 Tangyan Road, Xi'an, Shaanxi, China, Postal Code 710065
Phone : (86 29) 8720 3203
Fax : (86 29) 8720 3033
E-mail : sfks@sfks-xian.com

Trust Practice Group

Our Trust Team provides legal services to clients on trust related matters, including establishing private trust for tax and estate duty planning, assets protection, estate and succession planning and administration; setting up charitable trust and scholarship trust fund; revoking trust and revesting the trust fund back to the settlor and administration of trust under will or intestacy.

Our Services

Private / Family Trust

Our team has extensive experience in liaising with private banks in establishing private/family discretionary trust for client for tax and estate duty planning during the years estate duty were still payable upon death in Hong Kong. We advise clients on matters including trust structure, corporate re-structuring before settlement in the trust, class of beneficiaries, administration of trust, management of the underlying assets and business after settlement in the trust, power of the trustees, appointment of protector, estate duty issues and implications, letter of wishes as well as succession planning. We draft and/or review the trust deeds and documents and provide the corresponding corporate and company secretarial support to clients.

Before or after the estate duty regime, we advise clients on the trust vehicle as means for assets protection when they consider engaging in new business venture or before marriage of their next generation or in advance of their immigration. We set up private/family trust for them to implement such purposes.

Charitable Trust

Apart from private/family trust, we also have extensive experience in establishing charitable trusts or scholarship trust fund for clients. To implement the establishment, we advise clients on making application to the Inland Revenue

Department ("IRD") under section 88 of the Inland Revenue Ordinance for tax exemption to charitable organization, clearing all requisitions raised by IRD, drafting trust deeds (in case clients or an nominated individual is to be the trustee), incorporating company by guarantee and drafting the memorandum and articles of the company (in case clients intend to use a company as a charitable trust vehicle).

Revocation of Trust

With the abolition of estate duty in February 2006, some clients who have established private/family trusts for estate duty planning may re-consider whether the existing trusts still serve the original purpose. Since the significant size of estate duty is no longer a factor to be taken into consideration on wealth management, some clients would like to revoke the existing trusts and have the trust fund re-vested back to them in order to re-gain the feasibility on the management of the trust fund.

We have advised a client in a revocation of trusts in a two-level trust structure, involving a discretionary trust and a unit trust, both governed by foreign laws. We provided detailed and comprehensive advice to our client on the revocation of the discretionary trust and were engaged in substantive drafting of documentation for the revocation of the unit trust and the re-vesting of trust fund back to the settlor.

We have also assisted our client in establishing a trust settlement which trust assets comprised of listed companies' shares. Client desired an early termination of the trust by way of revocation. Again, the revocation involved the dissolution of trustee companies, retirement of individual trustees, assignment of debts and re-vesting the listed companies' shares.

Will, Probate and Administration of Estate

Our probate and trust team has very broad experience on all sorts of will and probate related services ranging from drafting will (including advising client on succession planning and establishing simple will trust), application for Letters of Administration and probate for local and overseas clients, application for re-sealing of foreign grant in the Hong Kong court, administration and realization of the estate, drafting Deed of Family Arrangement and distribution of the estate among beneficiaries for the administrator/executor. We have handled sizeable estate with value more than HK\$500 million.

Latest focuses

Charitable Trust

We advised a company incorporated in the United States to establish a charitable trust in Hong Kong, the beneficiaries of which were children in Hong Kong and other parts of the world. The trust deed and the bylaws of the charitable trusts had to conform with the operation mechanism of another charitable trust set up by the same settlor in the United States for the same charitable objectives. However, the trust deed shall comply with the laws of Hong Kong in order to render the trust effective. Our team members have advised the client diligently on the matter with regard to Hong Kong trust law and IRD requirements and attended their specific demand. Eventually, we have successfully set up a charitable trust in Hong Kong, which conforms the bylaws of its US counterpart, and obtained tax exemption status from the IRD as charitable organization.

Will, Probate and Administration of Estate

We also have experience in advising professional trustee/administrators in the administration of estate, including locating estate assets in different jurisdictions, engaging foreign lawyers in claiming back landed properties resumed by other jurisdictions and application to court for direction on the distribution.

Contact

Peter Sit Senior Partner

Email address: petersit@sfks.com.hk

C. K. Kwong Senior Partner

Email address: ckkwong@sfks.com.hk

Trevor Lee Senior Associate

Email address: trevorlee@sfks.com.hk

Please visit our web site for comprehensive contact information about Sit, Fung, Kwong & Shum.
www.sfks.com.hk

Hong Kong Office

9/F., York House, The Landmark,
15 Queen's Road Central, Hong Kong
Phone : (852) 2522 8101
Fax : (852) 2845 9292
E-mail : sfks@sfks.com.hk

Xi'an Representative Office

14/F., Tower CD, Tang Yan International Center Mansion,
No. 3 Tangyan Road, Xi'an, Shaanxi, China, Postal Code 710065
Phone : (86 29) 8720 3203
Fax : (86 29) 8720 3033
E-mail : sfks@sfks-xian.com

MEMBERS

Partners

**SENIOR PARTNER****Peter K. P. Sit**

2909 7388

petersit@sfks.com.hk

**SENIOR PARTNER****C. K. Kwong, JP**

2909 7328

ckkwong@sfks.com.hk

**PARTNER****Tommy W. C. Tam**

2909 7335

tommytam@sfks.com.hk

**PARTNER****Alex W. L. Chan**

2909 7320

alexchan@sfks.com.hk

**PARTNER****Margaret Choi**

2909 7323

margarechoi@sfks.com.hk

**PARTNER****Joseph W. S. Wong**

2909 7332

josephwong@sfks.com.hk

**PARTNER****Simon M. H. Siu**

2909 7336

simonsiu@sfks.com.hk

**PARTNER****Jeffrey T. S. Hung**

2909 7361

jeffreyyhung@sfks.com.hk

**PARTNER****Roy P. C. Leung**

2909 7390

royleung@sfks.com.hk

MEMBERS

Consultants

**CONSULTANT****Sylvia W. Y. Siu, JP**

2909 7318

sylviasiu@sfks.com.hk

**CONSULTANT****Alfred C. Y. Fung**

2909 7338

alfredfung@sfks.com.hk

**CONSULTANT****Cecilia M. N. Lee**

2909 7322

cecilialee@sfks.com.hk

MEMBERS

Senior Associates



SENIOR ASSOCIATE

Trevor T. K. Lee
2909 7309
trevorlee@sfks.com.hk



SENIOR ASSOCIATE

Olson T. L. Lai
2909 7302
olsonlai@sfks.com.hk



SENIOR ASSOCIATE

Rocky Y. C. Wong
2909 7331
rockywong@sfks.com.hk



SENIOR ASSOCIATE

Angela K. N. Wong
2909 7316
angelawong@sfks.com.hk



SENIOR ASSOCIATE

Ray K. C. Cheng
2909 7308
raycheng@sfks.com.hk



SENIOR ASSOCIATE

Cary H. P. Lam
2909 7317
caryl原因@sfks.com.hk

MEMBERS

Associates



ASSOCIATE

Sidney K. C. Ho
2909 7319
sidneyho@sfks.com.hk



ASSOCIATE

Calvinne S. F. Luis
2909 7368
calvinneluis@sfks.com.hk



ASSOCIATE

Cecilia T. K. Yung
2909 7315
ceciliayung@sfks.com.hk



ASSOCIATE

Vivian W. S. Ng
2909 7365
vivianng@sfks.com.hk



ASSOCIATE

Billy W. P. Lam
2909 7350
billylam@sfks.com.hk



ASSOCIATE

Norman Y. Tao
2909 7373
normantao@sfks.com.hk



ASSOCIATE

Stephanie S. H. Ning
2905 7351
stephaniening@sfks.com.hk



ASSOCIATE

Alan C.H. Wong
2909 7853
alanwong@sfks.com.hk



ASSOCIATE

Caddy S. S. Mo
2909 7329
caddymo@sfks.com.hk



PATENT ATTORNEY / AGENT

Larry Lai
2909 7311
larrylai@sfks.com.hk

Hong Kong Office

9/F., York House, The Landmark,
15 Queen's Road Central, Hong Kong
Phone : (852) 2522 8101
Fax : (852) 2845 9292
E-mail : sfks@sfks.com.hk

Xi'an Representative Office

14/F., Tower CD, Tang Yan International Center Mansion,
No. 3 Tangyan Road, Xi'an, Shaanxi, China, Postal Code 710065
Phone : (86 29) 8720 3203
Fax : (86 29) 8720 3033
E-mail : sfks@sfks-xian.com

www.sfks.com.hk

Hong Kong Office

9th Floor, York House, The Landmark,
15 Queen's Road Central, Hong Kong.

Phone : (852) 2522 8101

Fax : (852) 2845 9292

E-mail : sfks@sfks.com.hk

Video Conferencing : (852) 2912 4695

Xi'an Representative Office

14/F., Tower CD, Tang Yan International Center Mansion,
No.3 Tangyan Road, Xi'an, Shaanxi, China

Phone : (86 29) 8720 3202

Fax : (86 29) 8720 3033

E-mail : sfks@sfks-xian.com

Video Conferencing : (86 29) 8720 3638