



薛 馮 鄺 岑 律 師 行
SIT, FUNG, KWONG & SHUM

Solicitors, Notaries, Agents for Trademarks & Patents

Corporate & Commercial Practice :

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

We offer diverse services to both public and private companies 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 also act for financial institutions providing financial and corporate lending services.

We assist both successful and budding businesses to list on the Main Board and GEM. We handle transfers of companies' listings from GEM to the Main Board, and we assist businesses to obtain listing status on other stock exchanges within and outside Greater China.

We have a long history of working on mainland projects. 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, manufacturing, mining, forestry and natural resources. Lately, we have helped mainland entrepreneurs invest in properties as well as private and listed companies in Hong Kong, and look for opportunities outside Greater China. Our China Practice Group caters for our clients' needs in Greater China Corporate & Commercial services.

We offer services for all kinds of domestic and cross-border mergers and acquisitions and we have developed extensive experience in advising Hong Kong and international clients. We steer through complex issues and provide high quality advice which is practical and solution-oriented.

We have an experienced company secretarial team offering comprehensive company secretarial services.

Technology Practice :

We assist technology companies to develop their businesses regionally and globally on transactional and regulatory technology matters.

We are well-positioned to provide a coordinated and comprehensive service to regional and international companies across a broad range of transactional and regulatory technology related matters. Our technology working group (TWG) has the passion, insight and experience to help clients grow their business and protect them on what make them unique, whether they are start-ups, established companies or publicly listed entities. We help clients to develop suitable business strategies, enforce and monetize intellectual property rights and invest, acquire and divest of their corporate interests. We advise our tech clients to optimize their commercial advantage and minimize risk levels.

We work with clients to achieve their commercial objectives in a constantly changing, innovative and increasingly competitive landscape. Our TWG has provided holistic services including commercial, corporate finance, litigation, data privacy and intellectual properties to tech companies, to help them introduce their innovative products or services to local markets as well as overseas markets.

Intellectual property rights are one of the prominent corporate assets for tech companies. Our TWG has developed skills and acquired technical knowledge in global acquisition, protection, exploitation, due diligence review, infringement prevention and portfolio management and enforcement of intellectual property rights.

Our TWG consists of a team of qualified lawyers with expertise in different practice areas. We provide cost effective legal services to tech companies. We have been engaged by prominent companies in the telecommunications, media and information technology industries in corporate structuring, operational transactions, fund raising, compliance, and protection and exploitation of intellectual properties.

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

We are guided in our work by the above Motto. After forty 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.

Serve Clients Respectfully

Apply Law Professionally

Render Work Effectively

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 :

Our Trust Practice team is experienced in establishing private/family discretionary trust for clients and private bankers and advising various trust structures.

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, some clients have decided their family trusts are no longer required. Unstitching irrevocable trusts is an area in which we are gaining experience and skills.

China Practice :

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 and fintech matters.

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. We are also experienced 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, Stock Exchange and professional body disciplinary hearings, market misconduct tribunal hearings and securities and futures appeals 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.



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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.

Our probate team has broad experience in all sorts of will and probate related services. These include 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.

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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, we handle a broad spectrum of civil/commercial litigations and arbitrations, mediation, 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 & Dispute Resolution Department has experience in a wide variety of litigations, arbitrations, mediation and dispute resolution cases, which include the following:-

- Administrative law and judicial reviews
- Anton pillar and injunction applications
- Appointing and representing liquidators, provisional liquidators and receivers
- Attending dawn raids and urgent legal visits
- Banking and financial disputes
- Basic Law and Hong Kong Bill of Rights litigations
- Building management matters
- Commercial and trade disputes
- Company issues and partnership disputes
- Compulsory sale proceedings and land resumption disputes
- Contractual disputes
- Construction disputes
- Contentious winding-up petitions and bankruptcy proceedings
- Cyber fraud and asset tracing
- Debt-collection cases
- Defamation claims
- Defence in criminal charges and departmental summonses
- Domestic and international arbitrations and mediations
- Election Petition and election proceedings
- Employment compensation and personal injury claims
- Employment disputes
- Enforcement actions of foreign judgment/arbitral award in Hong Kong
- Financial products disputes
- Handling compliance issues and internal investigations
- Inquiries from the SFC and the Stock Exchange

- Insolvency and schemes of arrangement
- Insurance claims
- Intellectual property infringement and claims
- Land and conveyancing disputes
- Market misconduct inquiries
- Matrimonial cases and children matters
- Mental health cases and Guardianship Board proceedings
- Mortgagee actions
- Regulatory body investigations and disciplinary proceedings
- Sales of goods disputes
- Securities litigations
- Shareholders disputes and boardroom disputes
- Tax objections
- Tenancy disputes
- Testamentary and contentious probate matters
- Trust cases
- White collar crime and ICAC cases

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Technology Working Group

Our lawyers in the Technology Working Group have extensive experience in assisting tech companies in their operation and development in the fast growing age of modern technologies. We have assisted clients to develop their business regionally and globally in the areas of corporate structuring, operational transactions, fund raising, compliance and protection and exploitation of intellectual property rights.

Our Services

For the business operation of emerging tech companies, we have particularly advised on the following:-

- Development of a data protection policy (including personal data) and compliance of applicable laws
- Development of competition policy and compliance of local applicable laws especially in the processes of procurement, tender and provision of tech services
- Intellectual Property Rights ("IPR"), data protection (including personal data), anti-competition and the transfer of technologies and different types of tech operational agreements, including:
 - (i) Licensing and distribution Agreements of various IPR including TV channels, sports programmes, news clips
 - (ii) Film remake agreements
 - (iii) Software / SaaS / source code / website / mobile application development agreements
 - (iv) Procurement / suppliers / sub-contacting / tender agreements
 - (v) Terms and conditions, disclaimers and privacy statements posted on websites or mobile applications
 - (vi) Data center colocation agreements, reselling agreements of broadband services and blockwiring agreements

As the core businesses of most of the tech companies are technology oriented, we have particularly advised on the following:-

- Whether the IPR is consistent with their business development
- How to develop and exploit the IPR portfolio for expansion of local and overseas business and preparation of subsequent rounds of fund raising activities or IPO
- How to manage the IPR
- The significance of IPR due diligence and areas to focus when entering into technology-related agreements

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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).

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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 serve 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:-

- IPOs (initial public offerings) on The Stock Exchange of Hong Kong Limited
- Pre-listing restructurings
- Private placings, rights issue and open offer
- Privatization and takeovers
- 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

We also have an experienced company secretarial team which offers comprehensive company secretarial services regarding incorporation or acquisition of new companies, registration of non-Hong Kong companies, appointment as company secretary, provision of registered office and compliance with and attending filings under the Companies Ordinance.

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China Practice Group

Our lawyers in the China Practice Group are experienced in dealing with legal issues encountered when conducting business and investment in the Mainland China. The team is well-versed in PRC laws and some of our lawyers have legal qualifications in the PRC or the Greater Bay Area. Throughout the years, we have also established and maintained close working relationship with our Mainland counterparts, which allows us to efficiently draw on their legal knowledge whenever needed.

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 and fintech matters
- Notary services

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Notarisation, CAAO & Civil Celebrant of Marriages

Our team of Notaries Public provide comprehensive international notarisation services. Our Mr. Peter Sit, Ms. Margaret Choi, Mr. Simon Siu and Mr. Roy Leung are also China-Appointed Attesting Officers who can provide attestation services for the Mainland.

Our Services

Our notaries public notarise documents for use outside Hong Kong. Our services include witnessing signature of powers of attorney and agreements for overseas property, financing or commercial transactions, authenticating personal and corporate documents, certifying true copies of documents and administering of oath. We also arrange documents to be apostilled by the High Court or legalised.

As economic activities across the border has been increasing, it is important to ensure the authenticity of documents executed, signed or issued in Hong Kong in order to protect the interest of the contract parties. The Ministry of Justice of the PRC has appointed experienced Hong Kong lawyers as CAAOs, to handle the attestation for documents to be used in the Mainland. Our CAAOs, including our Mr. Peter Sit, Ms. Margaret Choi, Mr. Simon Siu and Mr. Roy Leung, provide attestation for various types of documents. These include:-

- Documents in relation to Mainland and Hong Kong Closer Economic Partnership Arrangement (CEPA)
- Power of attorney
- Declaration in relation to inheritance or disclaimer of inheritance
- Declaration in relation to application for marriage
- Declaration in relation to application from relatives or spouse for residence in Hong Kong

- Declaration in relation to application for adoption
- Deed or instrument of gift
- Certificate on capacity, academic qualifications, birth, death and degree of relationship

In 2006, the Marriage Ordinance was amended to empower the Registrar of Marriages to appoint solicitors or notaries public as civil celebrants to celebrate marriages in Hong Kong. Since then several solicitors of our firm have been appointed as Civil Celebrants for Marriages.

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