

Victor K.M. Ng

Partner | Certified Public Accountant
Tax Advisory |
Corporate & Commercial Law |
Employment Law | Private Client

+852 2868 0696

victor.ng@oln-law.com



Profile

Victor joined OLN in 2013 and was admitted as a solicitor in 2015. Apart from being a Hong Kong qualified lawyer, he is also a member of the Hong Kong Institute of Certified Public Accountants. Prior to commencing his legal career, Victor worked in two of the “Big Four” accounting firms focusing on Hong Kong, international and PRC taxes.

Riding on his dual-qualification which is quite unique in the legal industry, Victor not only assists clients on a broad range of cross-border corporate and commercial transactions (including M&As, due diligence, foreign direct investments in the PRC) and general commercial matters (including employment matters, data privacy and commercial agreements), but also advises clients on international tax planning matters with a focus on transactions and investment involving Hong Kong, PRC and the EU (including permanent establishment and tax treaty issues). Specifically, many of Victor’s clients are in the F&B industry and entertainment industry.

Victor’s clients include multi-national corporations having business presence in various jurisdictions and many startup entrepreneurs.

Admissions and Memberships

Since 2012 - Member of the Hong Kong Institute of Certified Public Accountants (CPA)

Since 2015 - Solicitor, Hong Kong Special Administrative Region

Notable Cases

M&A Experience

- Successfully assisted a client with its inbound investment into a PRC wholly foreign owned enterprise by conducting a full scope legal due diligence against the target company and drafting the transaction documents
- Successfully assisted a client with the acquisition of a minority equity stake in a blockchain company by conducting a full scope legal due diligence against the target company, drafting the transaction documents and advising the client on the legal framework in Hong Kong relating to cryptocurrencies and blockchain businesses
- Successfully assisted a client with the acquisition of the entire issued share capital of a group of target companies which operated a leading chain of mixian restaurants in Hong Kong and the subsequent corporate restructuring
- Successfully assisted a Hong Kong company with its acquisitions of majority equity stakes in targets companies across France, Spain, Japan and the PRC, all of which were engaged in the trading of beauty products and devices
- Acting as the legal advisor, on an ongoing basis, to a Hong Kong company engaged in the carnival business for its carnivals and other related businesses in Hong Kong and Singapore
- Acting as the legal advisor, on an ongoing basis, to a Hong Kong company engaged in the observation wheel and other related businesses
- Successfully assisted clients for them to jointly purchase the entire issued share capital of a target company which held various immovable landed properties in the PRC from a wholly owned subsidiary of an HKEX Main Board listed company, by different phases and by different special purpose vehicles
- Provided legal advice to a Hong Kong investment and asset management company licensed under the SFO (types 1, 4 and 9), including drafting the discretionary management agreement

- Advised various startup companies in different industries (including various e-commerce platforms) on various legal matters, including shareholders' disputes, employment matters, data privacy, intellectual property rights and tenancy matters, etc.
- Acting for leading multinational banks (as the lead arranger), to provide legal advice and assistance (including drafting / reviewing guarantee and security documents, advising on the procedures for perfecting and registering the securities, advising on the procedures, and drafting documents required for syndication of the loans etc.) in respect of secured syndicated loans in various leveraged buy-outs.
- Provided legal assistance to mezzanine lenders in various leveraged buy-outs.
- Acting for a multinational education technology company group having business presence in various jurisdictions, to provide legal advice and assistance on its restructuring and equity and debt financing.
- Successfully assisted a client with the acquisition of a minority equity stake in a blockchain company by conducting a full scope legal due diligence against the target company.
- Successfully assisted various clients with court-free amalgamation and corporate restructuring (including tax implications thereon).
- Acting for a Japan-based corporation which specializes in manufacturing automotive components with operating arms in various jurisdictions on the Hong Kong law aspect of the client's restructuring and subsequent sale of its majority stake in its Hong Kong joint venture company and the related sale and purchase of majority shareholding in the HKJV; and (iv) the financing arrangement and documents of the relevant parties.

Tax Advisory Experience

- Provided advice to the luxury hotel group trading under the brand name of "Pavilions" on its aggressive expansion plan in 2015 which included the acquisition and development of lands and hotels in Amsterdam, Madrid, Portugal, Niseko and Nepal
- Advised a cosmetics group which conducted sales in multinational markets including France and Japan on an optimal holding structure in light of its forthcoming changes of the tax residency of the ultimate individual shareholders
- Assisted a client to lodge a formal objection to the Inland Revenue Department against the taxability of the interest income and foreign exchange gain which were not Hong Kong sourced

- Assisted the client, who is appointed as the Property and Affairs Deputy of an individual by the Court for the individual's benefit, to consider the law in relation to the guardianship of the individual as well as the tax issues concerning the assets of the individual
- Successfully assisted a charitable organization in Hong Kong to liaise with the Inland Revenue Department and maintain the section 88 status
- Assisted a high net worth individual with his personal tax planning, including considering various options available to the client as well as setting up a trust for him and his family members
- Successfully assisted clients to lodge a claim with the Inland Revenue Department with respect to the tax treatments regarding the ex-gratia payment, statutory severance payment and relocation allowance paid to clients that the termination compensation was not subject to Hong Kong Salaries Tax based on various case laws

Employment - Related Experience

- Regularly drafting employment agreements and consultancy agreements for large corporations (including those in the financial and securities industries) including employee handbooks, employee incentive programs, non-compete agreements, non-disclosure agreements, non-solicitation agreements, etc.
- Regularly applying various work visas for employees
- Advised employers on the enforceability of restrictive covenants, termination entitlements, redundancy plans, personal data privacy, and litigation risks, etc.
- Advised employees on the statutory contractual rights in employment, and calculation of termination payment, etc.
- Advised clients on the protection of trade secrets and confidential information
- Provided advice to client on fixed term employment related issues, and assisted client on drafting the relevant agreements
- Worked with both senior counsel and counsel, and assisted a former Chief Operations Officer of a HK company which is part of a multi-national group in an employment dispute against his former employer for wrongful dismissal.

Awards

2024

The Legal 500 Asia Pacific

Recommended Lawyer in Corporate and M&A

Recommended Lawyer in Domestic and International Corporate Tax

Recommended Lawyer in Private Client and Family

2022

The Legal 500 Asia Pacific

Recommended Lawyer in Labour and Employment

IFLR Rising Stars Awards APAC

Rising Star – Labour and Employment

Rising Star – Wealth Management