

CORPORATE & COMMERCIAL LAW



BUSINESS ADVISORY

Supported by the [Globalaw](#) network, it is our goal to provide a **one-stop service platform** for our clients so that they can come to us for legal solutions for their business needs irrespective of the areas of practice and jurisdictions involved. Better still, OLN clients have additional access to our expertise in cross-border **Tax** and **Financial Advice**, backed by our dual qualified team members, who are both solicitors and accountants. OLN's one-stop service platform also extends to **Intellectual Property**, **Startups** and **Immigration Advisory**, delivering comprehensive legal solutions to meet the business needs of our clients.

WHY OLN ?

OUR SERVICE PHILOSOPHY

Our philosophy is to protect clients with the expertise and skills needed to excel in the competitive and ever-changing market place. We do this by arming our clients with professional, cost-effective and tailored legal solutions and personal attention to our clients' diverse needs at all stages of their business' development. Our services are prompt and given in clear and understandable language.

We strongly believe in the importance of personal touch and our clients' needs and interests are always our top priority. With our support, our clients are able to focus their time and resources on building their business and realizing their goals as their legal and economic concerns are well taken care of by OLN.

With a winning team of experienced and skilled Hong Kong-qualified lawyers with close ties to top commercial law firms across the globe, OLN's Corporate and Commercial practice group is the best in class.

As an award-winning team ranked by Chambers & Partners, the Legal 500, Asialaw Profiles & Asian Legal Business (ALB), OLN's Corporate and Commercial practice group is a leader in the industry and well-placed to be your first choice to handle both local and cross-border corporate, commercial and financial transactions.

Our clients range from individuals, small and medium enterprises (SMEs) to listed companies and multinational corporations. Especially skilled in offering professional yet practical legal advice to companies seeking a position in Hong Kong's diverse and competitive marketplace, or already having a presence in Hong Kong and the People's Republic of China, OLN provides the services needed to excel and succeed. We pride ourselves on leaving no stone unturned and promptly delivering the highest quality of work product and legal solutions to our clients.





MERGERS AND ACQUISITIONS (M&A)

We represent all types of business entities ranging from SMEs to multinational conglomerates in various acquisition transactions:

- Mergers & Acquisitions (Public and Private)
- Partial takeovers and share transfers
- Spin-offs
- Joint ventures

INITIAL PUBLIC OFFERINGS (IPOS)

We are experienced in advising both the listing applicant groups and the sponsors in IPOs:

- Pre-IPO investments
- Reorganization and restructuring
- Due diligence reviews
- Drafting prospectuses and listing documents
- Underwriting agreements

We also work closely with the listing applicant, sponsor and other intermediaries in resolving legal issues and handling queries from The Stock Exchange of Hong Kong Limited (Stock Exchange) and the Securities and Futures Commission (SFC).

REGULATORY MATTERS

- Licence applications
- Compliance issues and investigations involving local authorities and regulators, including the Stock Exchange and the SFC, the Hong Kong Monetary Authority, the Companies Registry (as Registrar of Money Lenders) and the Insurance Authority

Annual retainer services for listed companies:

- Annual and interim reports
- Results announcements and other insider information announcements

OLN also acts for listed companies separately in handling their notifiable and/or connected transactions and other compliance matters by advising on transaction structure, preparing transactional documents, announcements, circulars, liaising with the Stock Exchange and other intermediaries involved and attending general meeting.

DEBT, EQUITY AND STRUCTURED FINANCE

Services for lenders and/or borrowers of local and overseas companies:

- Loans and securities margin financing
- Debt instrument issues arrangements
- Advice on the necessary security and collateral considering the specific transaction needs
- Structured finance capital raising strategies and implementation, including the preparation of loan documentation, investment agreement, ISOA schedules, private placement memorandum and alike, and advising on necessary compliance issues

CORPORATE STRUCTURING AND RESTRUCTURING

- Constitution of the board and revision of constitutional documents
- Intra-group transfer of business and reorganization
- Amalgamation of group companies
- Conversion of a private company into a public company and vice versa
- Spinning off of subsidiary companies from listed parents
- Formation and separation of partnership



CORPORATE GOVERNANCE AND DIRECTORS' DUTIES

Dedicated assistance to directors for their observance of corporate governance and compliance with securities regulations, including advising on necessary disclosure of conflicting interests, related party and connected transactions and all statutorily required reporting and filing requirements.

LICENSING AND FRANCHISING

Together with our **Intellectual Property team**, we draft suitable licensing and franchising agreements to allow owners of intellectual property to exercise and grant their IP rights for use by licensees or franchisees.

TAX

- Review and advice on local and international tax implications
- Advice on the optimal group restructuring
- Tax efficient ways in profit/funding repatriation
- Due diligence review for pre-IPO or M&A transactions
- Advice on BEPS and AEOI implications
- Dealing with tax authorities



COMPANY FORMATION AND ASSOCIATED SERVICES

- Assisting clients with the incorporation of Hong Kong and offshore companies
- Setting up branch offices for foreign entities
- Offering ongoing maintenance for companies, including bookkeeping, preparation of financial management reports, and nominee services
- Providing advice on tailoring accounting procedures and systems to best suit business operations
- Offering day-to-day accounting services
- Handling tax filing and annual audits for corporate clients

STARTUPS

- Founders' agreements
- Fundraising issues including advising on sustainable corporate and shareholding structures
- Negotiation with investors
- Term sheet and other transactional documents
- Employee incentive schemes, drafting necessary documents and plans and providing assistance in rolling out such scheme

TEAM MEMBERS



Gordon D. Oldham

Senior Partner

✉ gdoldham@oln-law.com



Tracy L.P. Yip

Partner

✉ tracy.yip@oln-law.com



Simon W.H. Wong

Partner

✉ simon.wong@oln-law.com



Victor K.M. Ng

Partner, CPA

✉ victor.ng@oln-law.com



Barbara P.Y. Kwong

Senior Associate

✉ barbara.kwong@oln-law.com



Keith C.K. Wong

Senior Associate

✉ keith.wong@oln-law.com



Phyllis H.M. Wong

Associate

✉ phyllis.wong@oln-law.com



Cerman C.N. Cheung

Consultant

✉ cerman.cheung@oln-law.com



Nicky S.H. Tse

Consultant, Notary Public

✉ nicky.tse@oln-law.com



Ken Masuyama

Registered Foreign Lawyer
(Japan)

✉ ken.masuyama@oln-law.com



ABOUT OLDHAM, LI & NIE (OLN)

OLN is a leading independent Hong Kong law firm, whose commitment to professional excellence has been the cornerstone of the firm since its creation in **1987**. With many years of experience practising in Hong Kong, our diverse global employees, who embody the firm's East-West culture, are able to deliver an integrated suite of legal and business solutions.

No. of lawyers: 40+

No. of staff: 100+

Lawyers admitted to practice in one or more jurisdictions: Hong Kong, the United Kingdom (England and Wales), several US states, Australia, Canada, France, Japan.

Practice Areas:

- Canadian Notarization Services in Hong Kong
- China Practice
- Chinese Notary Services (CAAO)
- Commercial Fraud and Asset Tracing
- **Corporate and Commercial Law**
- Dispute Resolution
- Elder Law Practice
- Employment and Business Immigration
- Family Law
- Financial Service and Regulatory
- French Practice
- Fund Practice
- Insolvency and Restructuring
- Insurance Law
- Intellectual Property Law
- Japanese Practice
- Notary
- Personal Injury
- Private Client
- Regulatory Compliance, Investigations and Enforcement
- Startups and Venture Capital
- Tax Advisory

HONG KONG

Suite 503, 5/F, St. George's Building
2 Ice House Street
Central
Hong Kong
Tel: +852 2868 0696
Fax: +852 2810 6796 · 2845 6671

SHANGHAI

Room 1114, 11th Floor
Far East International Plaza
Tower B 317, Xian Xia Road
Changning District
Shanghai, 200051
Tel: +86 21 6278 0612
Fax: +86 21 6278 0613

www.olin-law.com

