

# Corporate Finance & Capital Markets

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## OVERVIEW

Robertsons' Corporate Finance & Capital Markets team is an active provider of Hong Kong legal and regulatory advice and services for offerings on the local capital markets.

Our practice is based around the significant number of Initial Public Offerings (IPOs) in which we have been involved on both on the Main Board and GEM of the Hong Kong Stock Exchange in recent years, representing issuers, underwriters and sponsors. Recent IPOs in 2019 on which our team has acted include Snack Empire Holdings Limited (Stock Code: 1843), LFG Investment Holdings Limited (Stock Code: 3938), TBK & Sons Holdings Limited (Stock Code: 1960), AM Group Holdings Limited (Stock Code: 1849), Pipeline Engineering Holdings Limited (Stock Code: 1865), K2 F&B Holdings Limited (Stock Code: 2108), KNT Holdings Limited (Stock Code: 1025) and Guan Chao Holdings Limited (Stock Code: 1872).

We work with issuers and investors from an early stage in the potential listing process, advising on matters such as suitability for listing, structuring, reorganization and pre IPO financing. We also act on dual listings as well as advising on the Hong Kong aspects relevant to overseas listings. We also act on the reverse take overs of Hong Kong listed vehicles.

In addition, our team has significant experience in all forms of public offerings, including rights issues, open offers, placements and offers for warrants and debt securities as well as acting on a wide range of listed group mergers and acquisitions.

In conjunction with our [Regulatory Department](#), we advise on ongoing compliance matters on the Hong Kong Stock Exchange Listing Rules including connected transactions, the various levels of notification and approvals required for discloseable transactions and also on the more general disclosure requirements under the Listing Rules. We also advise on the application of the Takeover Code in relation to substantial shareholders.

Our team is retained by the Boards of listed companies to advise on such areas as share dealings, the operation of audit and remuneration committees, internal controls and the conduct of board and shareholders meetings.

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## THE TEAM



**Andrew Lee**  
Partner



**Warren Ko**  
Partner



**Joseph Wong**  
Senior Associate



**Natalie Chan**  
Senior Associate



**Cynthia Wong**  
Consultant

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## EXPERIENCE

- ◆ Acted for a major distributor of beverage products in Hong Kong in a case brought by the Customs Department of the Hong Kong Government involving dutiable commodities. This case remains the leading case on the Hong Kong Bill of Rights. After this case, it became established law that, whilst the prosecution does not have to prove knowledge in a strict liability offence, it will be a defence for the accused to prove, on a balance of probabilities, that it had an honest and reasonable belief of compliance with the requisite legal requirements.
- ◆ Leading a team advising three major banks in Hong Kong on investigations by The Hong Kong Monetary Authority and the Securities and Futures Commission concerning the alleged mis-selling of Lehman Brothers related investment products.
- ◆ Leading a team to advise an Insurance Company (a joint venture between 5 renowned financial institutions) to proceed a claim against staff misappropriating funds belonging to the company, which includes the taking out of a mareva injunction order to freeze the assets of the Defendants, and the taking out of Norwich Pharmacal Discovery Orders to proceed with the tracing claim on the misappropriated funds.
- ◆ Leading a team to advise a Hong Kong main board listed company in the purchase of a renowned chain of regional coffee shops. Also advised the same company in the sale of the coffee shop chain to a PRC State Company.
- ◆ Advising a Hong Kong main board listed company on its joint venture with a western restaurants chain to become the biggest western restaurants chain in Hong Kong (with over 40 restaurants) after the joint venture.
- ◆ Advised a main board listed company in the sale of its shares by the major shareholder which led to the making of a general offer to shareholders under The Hong Kong Code on Takeovers and Mergers.
- ◆ Leading a team to advise a main board listed company in the acquisition of a company holding landed properties in the PRC which transaction was classified as a major acquisition of the company.
- ◆ Leading a team in representing issuers or their sponsors on their listing on the Main Board and Growth Enterprise Market of the Stock Exchange of Hong Kong Limited. Recent successful listings include: - Food Wise Holdings Limited (Stock Code: 1632), Anchorstone Holdings Limited (Stock Code: 1592) and Best Linking Group Holdings Limited (Stock Code: 8617).