

▶ **Annual Retainer Services**

Charltons General Information



- ▶ Charltons’ extensive experience in corporate finance makes us uniquely qualified to provide a first class legal service
- ▶ Charltons have representative offices in Shanghai, Beijing and Yangon
- ▶ Charltons was named the “**Corporate Finance Law Firm of the Year in Hong Kong**” in the Corporate Intl Magazine Global Award 2014
- ▶ “**Boutique Firm of the Year/ “Boutique Transactional Law Firm of the Year”**” was awarded to Charltons by Asian Legal Business for the years 2002, 2003, 2006 to 2017 (inclusive) and 2020
- ▶ “**Hong Kong’s Top Independent Law Firm**” was awarded to Charltons in the Euromoney Legal Media Group Asia Women in Business Law Awards 2012 and 2013
- ▶ “**Equity Market Deal of the Year**” was awarded to Charltons in 2011 by Asian Legal Business for advising on the AIA IPO
- ▶ Excellent links and networks with law firms worldwide.
- ▶ “**Asian Restructuring Deal of the Year**” 2000 awarded to Charltons by International Financial Law Review for their work with Guangdong Investment Limited.
- ▶ Finalist for China Law & Practice’s “**Deal of the Year (M&A)**” 2007 for the work on Zijin Mining Group Co Ltd.’s bid for Monterrico Metals plc.



Practice Areas

- ▶ Capital markets
- ▶ Corporate and commercial
- ▶ Securities
- ▶ Mergers and acquisitions
- ▶ Investment funds: China and offshore
- ▶ Derivatives
- ▶ Restructuring
- ▶ Venture capital
- ▶ Investment

Practice Areas

- ▶ **Capital Markets**
 - Global offerings and GDRs
 - IPOs and Placings
 - Listing on the Hong Kong, Shanghai, Shenzhen, London and Luxembourg stock exchanges
- ▶ **Corporate and Commercial**
 - Mergers and Acquisitions
 - Joint ventures
 - Stock exchange advisory
 - Corporate governance
 - Stock options
 - Employment law
- ▶ **Company Secretarial Services**
 - Company establishment
 - Annual maintenance filings and other filings and coordination with the Hong Kong Companies Registry
 - Acting as named company secretary and provision of registered office address
 - Preparing annual returns
- ▶ **Mergers and Acquisitions**
 - Hong Kong Code on Takeovers and Mergers
 - Public offerings
 - Reverse takeovers
 - Private acquisitions
 - Due diligence in China and elsewhere in Asia
- ▶ **Derivatives**
 - Structuring listed and unlisted derivatives
 - Placings on Hong Kong and Luxembourg listed warrants and other structured products
 - Compliance and regulatory
- ▶ **Investment Funds: China and Offshore**
 - Authorised and unauthorised funds
 - Stock exchange listing (including Hong Kong, Dublin, London, Cayman, Bermuda stock exchanges)
 - Closed-end and open-ended structures
 - Hedge funds
- ▶ **Securities**
 - Compliance and disclosure
 - Dealing and advisory authorisations in Hong Kong and Mainland China
 - Options
- ▶ **Restructuring**
 - Schemes of arrangement
 - Workouts
 - Corporate recovery
 - Asset injections
- ▶ **Private Equity and Venture Capital**
 - Optimum PRC and offshore structures
 - Preferred stock financing
 - PRC regulations
 - Exit Strategies
- ▶ **Investment**
 - China investment regulations
 - Structuring a major foreign direct investment projects
 - Evaluation and due diligence

Team Profile: Julia Charlton

Julia Charlton – Partner



- ▶ Julia, LL.B (1st class Honours), A.K.C (Kings College, London) was admitted as a solicitor in England & Wales in 1985 and has practised as a solicitor in Hong Kong since 1987.
- ▶ Julia is a member of the Listing Review Committee of the Stock Exchange of Hong Kong Limited and the Takeovers and Mergers Panel and the Takeovers Appeal Committee of the SFC.
- ▶ Julia was named a “**Leading Lawyer**” by Asia Law & Practice for the years 2002, 2003, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017 and 2018.
- ▶ Julia was named a “**Leading Advisor**” by Acquisition International for 2013.
- ▶ Julia was also named the “**Capital Markets Lawyer of the Year – Hong Kong**” in the Finance Monthly Global Awards 2014.
- ▶ Julia has extensive experience in China work and is a Mandarin speaker.

Team Profile: Calvin Ho

Calvin Ho – Partner



- ▶ Calvin, LL.B and B.Com, University of Melbourne, was admitted as a solicitor in Hong Kong in 2009.
- ▶ Calvin’s practice focuses on corporate finance and commercial transactions. He has extensive experience in advising clients on IPO, spin-offs, private placement, takeovers and restructuring, licensing and regulated activities.

Selected recent experience include the following:

- ▶ advised AIA Group Limited (1299) in connection with regulatory aspects of its listing on the Hong Kong Stock Exchange (Equity Market Deal of the Year, 2011 ALB Awards Hong Kong) as well as various post-listing compliance issues
- ▶ advised United Company RUSAL Plc (486), one of the world's largest aluminium company, on legal and regulatory aspects of its listing on the Hong Kong Stock Exchange as well as post-listing transactions (including very substantial acquisition/disposal and share swap) and ongoing legal and compliance issues
- ▶ advised sponsor and underwriters in relation to successful listing of Fu Shek Financial Holdings Ltd (2263) Excalibur Global Financial Holdings (8350), Zhi Sheng Group Holdings Ltd (8370), Medicskin Holdings Limited (8307) and China Singyes New Materials Holdings Ltd (8073) and KVB Kunlun Holdings (6877) on its transfer of listing from GEM to Main Board on the Hong Kong Stock Exchange

Team Profile: Clinton Morrow

Clinton Morrow- Partner



- ▶ Clinton, LL.B (Hons) and B.Int.Bus, Griffith University, was admitted as a solicitor in Queensland Australia since 2007 and in Hong Kong in 2013.
- ▶ Clinton's practice focuses on corporate finance and commercial transactions including public offerings and placings, structuring, M&A, takeovers, cross-border corporate transactions, financing and security transactions, licensing matters and regulatory compliance.

Selected recent experience include the following:

- ▶ Advised a P.R.C based hospital and pharmaceutical group in respect of a US\$175m pre-IPO equity investment by a North American based pension fund
- ▶ Advised a South-East Asia based media group regarding the sale of its Hong Kong and P.R.C print and digital operations to a Hong Kong Stock Exchange Main Board listed media group
- ▶ Advised joint sponsors in respect of a potential listing on the Main Board of The Stock Exchange of Hong Kong Limited of an education group;
- ▶ Advised from a Hong Kong perspective the major shareholder of an international vertically integrated diamond group seeking listing on the Main Board of the Hong Kong Stock Exchange

Scope of Work for Private Companies

- ▶ **As legal adviser to private companies, our proposed scope of work typically includes but not limited to:**
 - ▶ providing a commercial solicitor point of contact and addressing any Hong Kong legal enquiries (up to a maximum of numbers of hours to be agreed);
 - ▶ providing legal advice on general legal issues of the company's business operations (up to a maximum numbers of hours to be agreed);
 - ▶ drafting, editing and reviewing legal documents required for the company's business in a 12 month period (with certain number of legal documents and rounds of comments/redrafting to be agreed);
 - ▶ Advising the company on any employment related matters from a Hong Kong law perspective;
 - ▶ All services provided within our scope of work as legal adviser to the company shall not exceed certain number of hours of lawyer's time per document;
 - ▶ participating in the company's business negotiations by providing legal advice from a Hong Kong law perspective (assuming no extensive or protracted negotiations or unexpected complications/complexity is involved);
 - ▶ communicating and coordinating with regulatory authorities (if applicable); and
 - ▶ coordinating with legal advisers from jurisdictions outside of Hong Kong (if applicable).

Scope of Work for Listed Companies

- ▶ As legal adviser to Hong Kong listed companies, our scope of work typically includes but not limited to:
 - Providing legal advice to the company in relation to its continuing obligations in connection with its listing on the Main Board of the Hong Kong Stock Exchange;
 - Prepare or review announcements and circulars in relation to annual general meeting;
 - Advise on financial reporting obligations, such as the preparation and/or review of annual and interim results announcement and the review of draft annual and interim reports;
 - Attend annual general meeting of the company (if necessary); and
 - Assist to coordinate between the company, the printers and the Stock Exchange of Hong Kong Limited in relation to the publication of circulars and announcements.

Annual Retainer Services Experience

Charltons provides and has provided annual retainer services to a range of groups and companies, with experience including act as:

- ▶ the Hong Kong legal adviser to a financial services company on an annual retainer basis, which included *inter alia* reviewing and commenting on relevant documents, assisting in organising shareholders' AGM and providing general verbatim legal advice on certain matters;
- ▶ the Hong Kong legal adviser to computer software company on an annual retainer basis, which included advising on general legal and compliance matters under Hong Kong law, drafting, reviewing and commenting on legal documents and attending meetings and telephone conferences to the extent required; and
- ▶ the Hong Kong legal adviser to a dual-listed pharmaceuticals company and providing compliance services relating to Hong Kong law in respect of shareholders' general meeting and annual reporting.

Employment Experience

Our experience in employment includes:

- ▶ Advising a technology company and a Hong Kong ride hailing app on the issue of Employee Stock Option Plans (ESOP) and the issuing of options under the ESOP;
- ▶ Advising a Hong Kong law firm regarding employment by SOEs;
- ▶ Advising a Chinese real estate company on establishing a US presence and relevant employment arrangements in respect of PRC expats;
- ▶ Advising a multinational corporation in respect of various employment matters including the transfer of employees, retirement, internal employment codes, post-employment issues, remote work and office closure and the retention of employee information;
- ▶ Advising a UK university in respect of employment arrangements and the engagement of services;
- ▶ Drafting employment contracts for various clients and advising on the reduction of salaries in respect of employment agreements;
- ▶ Advising a Scandinavian jewellery company on certain employment-related matters;
- ▶ Assisting a group of companies in respect of reviewing and commenting on Hong Kong employment contracts and advising on the implications of early termination of a Transferable Revolving Facility Agreement;
- ▶ Preparing an ESPO to be issued by a Hong Kong company to its Hong Kong employees and other foreign subsidiaries' employees and advising in relation thereto;
- ▶ Advising in respect of the granting of shares to a past employee under an employee share plan; and
- ▶ Advising an investment trust on the termination of an employee.

Company Secretarial Services

Charltons also provide legal administrative services to Hong Kong private company, including but not limited to:

- ▶ Preparing and amending articles of association under Hong Kong law and corresponding filings with the Companies Registry;
- ▶ acting as name company secretary of the Hong Kong company in the name of our service company;
- ▶ preparing annual returns and corresponding filings with the Companies Registry;
- ▶ preparing documents in relation to the annual general meeting;
- ▶ keeping and updating statutory books and records;
- ▶ preparing documents in relation to share transfers and filings with the Stamp Office for stamping; and
- ▶ provision of registered office address.

Association with Boase Cohen & Collins in Hong Kong

- ▶ Charltons is an independent Hong Kong law firm focusing on corporate finance. To extend our reach of client service capabilities, we work in association with Boase Cohen & Collins, a boutique law firm that offers a full and comprehensive range of legal services to a broad cross section of clients.
- ▶ Boase Cohen & Collins' core practice areas include civil and criminal litigation, dispute resolution (including arbitration and mediation), matrimonial, intellectual property, probate, immigration, personal injury, employment and labour.
- ▶ We, together with Boase Cohen & Collins, operate as a full service law firm to meet the diverse needs of our clients worldwide.
- ▶ Through liaising and coordinating the assistance of BCC's experienced lawyers, we shall be able to provide the following services:
 - advising on contractual disputes; and
 - dispute resolution

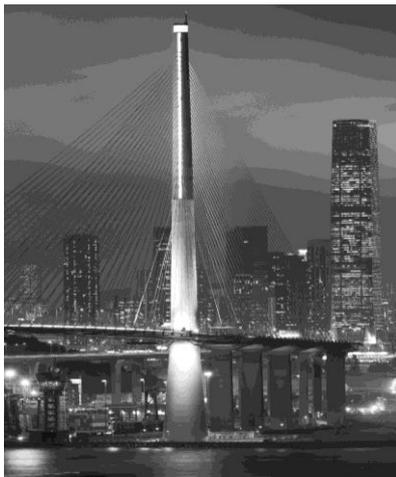
International Legal Networks

- ▶ Charltons is an independent law firm in Hong Kong. Yet, we have an excellent legal networks worldwide. We are currently a member of two global legal associations, Legalink and Avrio Advocati.
- ▶ Legalink and Avrio Advocati comprised of reputable member firms practicing in major financial centres around the globe, including Asia, Europe, Africa, North America, South America and Australasia.
- ▶ We have established close relationships with member firms and share a commitment to jointly provide cross-border personalised legal services to international clients. Our connection with these global networks enables our clients to be able to choose the right law firm with the appropriate expertise in the particular jurisdiction, and enables us to provide our clients with access to leading law firms around the world.
- ▶ As a member of Legalink and Avrio Advocati, we from time to time attend members meetings and conference to enhance our relationships with the members firms and our understanding of their practice. Through these meetings, we are able to educate ourselves about the issues that matter most to our clients in the different jurisdictions represented. By meeting lawyers from all over the world, we feel ourselves enriched with the latest development of the global legal environment.

Contact us

Hong Kong Office
12th Floor
Dominion Centre
43 – 59 Queen’s Road East
Hong Kong

Telephone (852) 2905 7888
Fax : (852) 2854 9596
Email : enquiries@charltonslaw.com
Website : <http://www.charltonslaw.com>



Charltons Associated Offices in PRC



Nanjing



Taizhou



Tengchong



Suzhou



Wuxi



Yancheng



Lianyungang



Zhenjiang



Lanzhou



Huai'an



Yangzhou



Suqian



Xuzhou



Tianjin

China

Beijing Representative Office
3-1703, Vantone Centre
A6# Chaowai Avenue
Chaoyang District
Beijing
People's Republic of China
100020

Telephone: (86) 10 5907 3299
Facsimile: (86) 10 5907 3299
enquiries.beijing@charltonslaw.com

Shanghai Representative Office

Room 2006, 20th Floor
Fortune Times
1438 North Shanxi Road
Shanghai
People's Republic of China
200060

Telephone: (86) 21 6277 9899
Facsimile: (86) 21 6277 7899
enquiries.shanghai@charltonslaw.com

Myanmar

Yangon Office of Charltons Legal Consulting Ltd
161, 50th Street
Yangon
Myanmar
enquiries.myanmar@charltonslaw.com

In association with:



Associated firms in Nanjing, Taizhou, Tengchong, Suzhou, Huai'an, Lanzhou, Wuxi, Yangzhou, Yancheng, Zhenjiang, Lianyungang, Suqian, Xuzhou, Tianjin in Mainland China.

Networked with:

