



As a dynamic, forward-looking law firm, Stevenson, Wong & Co. provides effective solutions for clients facing a variety of business and legal issues. Our international network allows us to support clients around the globe, helping to bridge China and the world. 史蒂文生黃律師事務所是一家高瞻遠矚，充滿熱誠和動力的律師事務所，我們致力為客戶提供高效的法律顧問服務方案，協助他們解決各項商業疑難和法律問題。我們通過國際網絡為全球客戶提供專業服務，助他們與中國接軌，同時放眼世界。

Transaction Updates 交易快讯

Listing Transaction 上市交易

JANUARY 9

Stevenson, Wong & Co. assisted Pegasus Entertainment Holdings Limited (1326.hk) in its transfer of listing from GEM to the Main Board

史蒂文生黃協助天馬影視文化控股有限公司（1326.hk）由聯交所创业板轉往主板上市

Photograph of Mr. Wong Pak Ming (middle), chairman and executive director of the Company, and SW team members for the listing project, Mr. Hank Lo (second from left), Ms. Cornelia Chu (second from right), Mr. Stephan Chan (on the right) and Mr. Horace Chan (on the left) taken at the listing ceremony.

天馬影視主席兼執行董事黃百鳴先生（居中）與我所團隊合照，包括勞恒晃律師（左二）、朱憲潛律師（右二）、陳樂謙律師（右一）及陳冠豪律師（左一）。

Photograph of Mr. Wong Chi Woon Edmond (middle), executive director of the Company, Mr. Lam Kam Tong (on the right), independent non-executive director of the Company, and our Hank Lo (on the left) taken at the listing ceremony.

天馬影視執行董事黃子桓先生（居中），獨立非執行董事林錦堂先生（居右）與我所勞恒晃律師（居左）合照。



SW assisted Pegasus Entertainment Holdings Limited (Stock Code on Main Board: 1326; Stock Code on GEM: 8039) (Pegasus), a company principally engaged in films and television series production, distribution and licensing of film rights in Hong Kong, China and South East Asia through its established channels, in its transfer of listing from the Growth Enterprise Market ("GEM") to the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). SW acted as the legal adviser for Pegasus. SW was also the legal adviser for Pegasus for its listing on GEM in 2012. The shares of Pegasus are listed on the Main Board on 9 January 2015.

本所作為公司律師，協助天馬影視文化控股有限公司（主板股份代號：1326，创业板股份代號：8039）由香港聯合交易所有限公司创业板轉往主板上市。天馬影視主要業務為透過其建立的渠道於香港、中國及東南亞從事電影及電視劇製作、發行及授出電影版權使用許可。本所亦為天馬影視於2012年在聯交所创业板上市時的公司律師。天馬影視的股份於2015年1月9日正式於聯交所主板上市。

JANUARY 9

Stevenson, Wong & Co. assisted Future Bright Mining Holdings Limited (2212.hk) in its IPO on HKEx
史蒂文生黃協助高鵬矿业控股有限公司 (2212.hk) 于联交所上市

Photograph of Mr. Guo Xiao Ping (middle), chairman and chief executive officer of the Company; ETR Law Firm (sponsor's PRC legal adviser) team members for the listing project, including Mr. Jeffrey Quan (second from left), Ms. Isabella Yang (on the left) and Ms. Stacy Yu (on the right); and SW team members for the listing project, Mr. Hank Lo (fourth from left), Ms. Eva Lee (fourth from right), Mr. Stephan Chan (second from right), Mr. Horace Chan (third from left) and Mr. Joe Lee (third from right) taken at the listing ceremony.

高鵬矿业主席兼行政总裁郭小平先生 (居中) 与广信君达律师事务所 (作为保荐人中国律师) 全朝晖律师 (左二)、杨尹律师 (左一) 及于晓明律师 (右一), 及我所团队合照, 包括劳恒晃律师 (左四)、李绮华律师 (右四)、陈乐谦律师 (右二)、陈冠豪律师 (左三) 及李铭新实习律师 (右三)。



SW assisted Future Bright Mining Holdings Limited (Stock Code: 2212), a marble mining company ("Future Bright") to list on the Main Board of the Stock Exchange. SW acted as the legal adviser for Future Bright.

The shares of Future Bright were listed on the Stock Exchange on 9 January 2015. 88 million shares were offered, among which 79.2 million were offered for international placing. The final offer price was HK\$0.88 per offer share and the net proceeds amounted to approximately HK\$56 million. Future Bright is a marble mining company and have been focusing on developing its Yiduoyan Project, which is an open pit mine located in Hubei Province of China. As at 1 July 2014, in accordance with JORC Code, the Yiduoyan Project total resource was 10.7 million m³, and its total reserve was 0.91 m³. Future Bright commenced limited commercial production in September 2014. Marble blocks mined from its Yiduoyan Project are Future Bright's principal product.

Guotai Junan Capital Limited acted as the sole sponsor for Future Bright.

本所作为公司律师, 协助高鵬矿业控股有限公司 (股份代号: 2212) 于香港联合交易所有限公司主板上市。

股份在2015年1月9日于联交所主板上市, 全球发售招股价为0.88港元, 发行股份为8800万股, 集资额为5,600万港元, 当中7920万股为国际配售。高鵬矿业是一家大理石矿业公司, 以开发一朵岩项目为业务重心, 该项目为一个位于中国湖北省的露天矿。于2014年7月1日, 按照JORC准则, 一朵岩项目估计资源量约为10.7百万立方米, 估计概略储量约为0.91百万立方米。高鵬矿业2014年9月开始有限商业生产, 以一朵岩项目开采的大理石荒料为主要产品。

国泰君安融资有限公司为本次上市的独家保荐人。

JANUARY 16

Stevenson, Wong & Co. assisted Zhejiang Chang'an Renheng Technology Co., Ltd. (8139.hk) in its IPO on HKEx
史蒂文生黃協助浙江长安仁恒科技股份有限公司 (8139.hk) 于联交所上市



Photograph of Mr. Zhang Youlian (tenth from left), chairman and executive director of the Company, Ms. Xu Qinwei (ninth from left) general manager of the Group, together with other senior members of the Group taken at the listing ceremony.

长安仁恒主席兼执行董事张有连先生 (左十) 及集团总经理徐勤伟女士 (左九) 与集团的其他高级管理人员于上市仪式合照。

SW assisted Zhejiang Chang'an Renheng Technology Co., Ltd. (Stock Code: 8319) (the "Company", together with its subsidiaries, the "Group") to list on the GEM of the Stock Exchange by way of placing H shares, the first domestic enterprise listed on GEM by way of placing H shares since May 2008. SW acted as the legal adviser for the Company and South China Capital Limited acted as the sole sponsor. The listing of the H shares of the Company is also the first successful listing project jointly conducted by Allbright Law Offices and our firm since our association in November 2013. Allbright acted as the PRC legal adviser for the Company.

The shares were listed on GEM on 16 January 2015. 8 million H shares were offered for placing. The final placing price was HK\$9.70 per placing share and the net proceeds amounted to HK\$52.1 million.

The Group is principally engaged in the research and development, production and sales of bentonite fine chemicals. According to an industrial report, with revenue of nearly RMB72.4 million, the Group accounted for approximately 14.9% in bentonite papermaking fine chemicals market in the PRC in 2013, ranking first in this industry segment. The Group took the leading position of bentonite retention and drainage aids market with a market share of 16.7% in 2013.

Bond Transaction 债券交易

APRIL 29

Stevenson, Wong & Co. assisted Shenzhen Qianhai Financial Holdings Co., Ltd. to issue RMB1 billion credit enhanced bonds on HKEx (85714.hk)

史蒂文生黄协助深圳市前海金融控股有限公司于联交所发行人民币10亿元信用增强债券 (85714.hk)

Acting for Shenzhen Qianhai Financial Holdings Co., Ltd. (the "Issuer") as the legal advisers as to Hong Kong laws for its CNY1,000,000,000 4.55 percent credit enhanced bonds with the benefit of an irrevocable standby letter of credit provided by China Development Bank Corporation. The joint global coordinators were Industrial and Commercial Bank of China (Asia) Limited and Hongkong and Shanghai Banking Corporation Limited. The joint lead managers and joint bookrunners were CITIC Securities International, CMB International, Guotai Junan International, Shanghai Pudong Development Bank Co., Ltd. (Hong Kong branch), Haitong International and BOC International. The net proceeds will be used by the Issuer as follows: 50 percent will be remitted into the PRC and used for equity investments in enterprises established in Qianhai Shenzhen-Hongkong Modern Service Industry Cooperation Zone of Shenzhen ("Qianhai"), and 50 percent will be injected into the Issuer's Hong Kong subsidiary, Qianhai International Holdings Co., Ltd. The Issuer is the first financial investment service platform in Qianhai and is wholly-owned by the Authority of Qianhai Shenzhen-Hongkong Modern Service Industry Cooperation Zone of Shenzhen.

本所作为公司律师，协助浙江长安仁恒科技股份有限公司（股份代号：8139）（简称“公司”，连同其附属公司简称“集团”）以配售H股的方式于香港联合交易所有限公司创业板上市。长安仁恒为自2008年5月以来中国境内企业首家以配售H股方式在联交所创业板上市的企业。南华融资有限公司为是次上市的独家保荐人。本次长安仁恒的成功上市亦为2013年11月锦天城律师事务所与本所联营后第一个成功合作上市的项目。锦天城为公司的中国律师。

公司股份在2015年1月16日于联交所创业板上市，配售股份数目为800万股H股，配售价为每股9.7港元，净集资额为5,210万港元。

集团主要从事膨润土精细化学品的研发、生产及销售。根据行业专家报告，2013年公司造纸用膨润土精细化学品产生的收入占中国造纸用膨润土精细化学品市场约14.9%份额，排名该行业首位。公司为中国领先的膨润土助留助滤剂生产商，于2013年占市场约16.7%份额。

作为香港法律方面的发债人律师，协助深圳市前海金融控股有限公司（简称“发债人”）在香港成功发行10亿元人民币的信用增强债券。该债券之利率为4.55%，于2017年到期。联席全球协调人为工银亚洲及汇丰银行。中信证券国际、招银国际、国泰君安国际、上海浦东发展银行股份有限公司香港分行、海通国际及中银国际为发行债券的联席牵头经办人及联席账簿管理人。债券净收益将平分用于发债人以资本投资方式投资于在深圳市前海深港现代服务业合作区（简称“前海”）成立的企业的投资及增加其子公司（前海国际控股有限公司）的资本注资。发债人是首家位于前海成立的全面式金融投资服务平台。发债人由深圳市前海深港现代服务业合作区管理局全资拥有。

SW Spotlight 史蒂文生黄焦点

Stevenson, Wong & Co. and AllBright Law Firm Set Up One of the First Batch Joint Venture Law Firms in Qianhai

史蒂文生黄律师事务所与上海市锦天城律师事务所首批获准在前海设立联营律师事务所

Stevenson, Wong & Co. and AllBright Law Firm obtained approval from the Department of Justice, Guangdong on 21 January 2015 to set up a joint venture law firm in Qianhai (ABL&SW). ABL&SW is one of the first batch of joint venture law firms between a law firm of Hong Kong and a law firm of Mainland China in Qianhai. The lawyers of Stevenson, Wong & Co. and AllBright Law Firm will explore the provision of innovative legal services based on this platform and provide international standard legal services to enhance the development of Qianhai's modern service industries cooperation zone. ABL&SW can provide legal services from both PRC and Hong Kong law perspectives to satisfy the requirements of clients.

经广东省司法厅于2015年1月21日批准，史蒂文生黄律师事务所与锦天城律师事务所于前海合资设立锦天城史蒂文生黄（前海）联营律师事务所（简称：ABL&SW）。ABL&SW为前海第一批香港特别行政区律师事务所与内地律师事务所合伙联营律师事务所之一。史蒂文生黄律师事务所的律师和锦天城律师事务所的律师将依托此平台，拓展、创新律师服务领域，为前海现代服务业合作区的发展提供符合国际标准的法律服务。届时，ABL&SW可以接受客户委托，同时提供中港法律服务。

The 12th Annual Asian Legal Business (ALB) China Law Awards 2015

第十二届《亚洲法律杂志》（Asian Legal Business）2015年度中国法律大奖颁奖典礼



第十二届《亚洲法律杂志》（Asian Legal Business）2015年度中国法律大奖颁奖典礼在北京举行，以嘉许中国领先的律师事务所及公司内部法律团队在过去一年所取得的卓越和杰出成果以及最顶尖交易及承办方的认可。该颁奖典礼在北京柏悦酒店举行，吸引了中国司法界、本地及跨国公司、律师事务所及学术界的首席执行官、银行界及法律知识分子参与。锦天城律师事务所（本所的联营所）在颁奖盛典中荣膺上海最佳律师事务所。锦天城合伙人杨斌律师代表锦天城律师事务所登台荣耀领奖并发表获奖感言。ALB中国法律大奖颁奖典礼提供建立人际网络的机会、现场娱乐、美酒佳肴，是律师界的一项盛事。

The 12th Annual Asian Legal Business (ALB) China Law Awards 2015 was held on 23 April 2015 in Beijing which recognized the excellence and outstanding achievements of China's leading law firms and in-house legal teams as well as the top deals and dealmakers for the past year. The awards night on 23 April 2015 was held at The Park Hyatt Hotel in Beijing and attracted CEOs, bankers and legal luminaries from the judiciary, domestic and multinational companies, law firms, and academe in China. At the award ceremony, AllBright Law Offices which is in association with SW won the prize for the Shanghai Law Firm of the Year. AllBright's partner, Yang Bin, received the award on behalf of the firm and gave a thank you speech. The Annual ALB China Law Awards provided unparalleled networking opportunities, live entertainment and fine gourmet food, a must go to ceremony in every lawyer's event calendar.



SW News 史蒂文生黄动态

JANUARY 9

Stevenson Wong & Co. attended Allbright Annual Dinner 2015 in Shanghai
史蒂文生黄出席锦天城于上海举行的2015年迎新联欢晚会



On 9 January 2015, SW partners Mr. Willy Cheng and Mr. Eric Lui and our China Business Development Officer Ms. Connie Yeung, attended the Annual Dinner 2015 of Allbright Law Offices held in the Shanghai International Convention Centre.

Lawyers and representatives from all 11 Allbright offices in China also joined the event. Guests had an enjoyable night with excellent performances by representatives from different Allbright offices.

于2015年1月9日，本所合伙人郑炎潘律师、吕志豪律师及业务发展主管（中国）杨颂雅小姐出席了锦天城律师事务所于上海国际会议中心举行的2015年迎春晚会。

锦天城全国11家分所的律师及代表出席了是次活动，不同分所代表的精彩才艺表演给宾客带来了一个难忘愉快的晚上。

JANUARY 23

Representatives from the Liaison Office of the PRC Government in HK and Shanghai Bar Associations visited Stevenson, Wong & Co.
中联办及上海律师协会代表到访史蒂文生黄



中央人民政府驻香港特别行政区联络办公室及上海律师协会代表，包括中联办法律部处长余学杰先生、上海律师协会会长及中华全国律师协会副会长盛雷鸣先生、上海律师协会副秘书长及办公室主任陈东女士及上海市司法局党委副书记刘江江女士，于2015年1月23日到访本所的香港办公室。

本所合伙人郑炎潘律师、吕志豪律师、徐凯怡律师及郑钰茵律师，联同锦天城律师事务所高级合伙人杜晓东律师迎接我们的来宾，并在多个议题上讨论及交换了意见。我们多样化的业务范围及友善的工作环境给来宾留下了深刻的印象。

On 23 January 2015, representatives from the Liaison Office of the Central People's Government in the Hong Kong Special Administrative Region, including Mr. Yu Xue Jie, Director of the Legal Affairs, and the Shanghai Bar Association, including Mr. Sheng Leiming, its president who is also the Vice-President of All China Lawyers Association, Ms. Chen Dong, its Vice Secretary-General and Administrative Office Director and Ms. Liu Jiangjiang, Deputy Secretary of the Party Committee in Shanghai Bureau of Justice visited our office in Hong Kong.

SW partners, Mr. Willy Cheng, Mr. Eric Lui, Ms. Heidi Chui and Ms. Erica Cheng, together with a senior partner of Allbright Law Offices, Mr. Du Xiaodong, welcomed our guests and exchanged ideas on various topics of interest. Our guests were impressed by the spectrum of our practice areas and the friendly working environment of our office.

FEBRUARY 4

SW attended Interlaw Asia Pacific Regional Meeting
本所出席 Interlaw 亚太地区会议



史蒂文生黄合伙人林丽嫦律师出席由新加坡 Colin Ng & Partners LLP 主办之 Interlaw 亚太地区会议。该会议主题为“亚太融合”。

主讲者包括 Deborah Kay Elms 博士（亚洲贸易中心执行董事）、Eitaro Kojima 先生（日本外贸组织）、Oliver Tonby 先生（麦肯锡公司东南亚分公司执行合伙人）专属商业团队代表亦于当中举办信息性及有趣的会议。专属商业团队包括银行及金融、收购合并、能源、雇佣、仲裁及诉讼等。

有破纪录接近50位代表出席该会议。出席者不只是来自亚太地区，亦有来自欧洲、美国及拉丁美洲。下届亚太地区会议预定于2016年3月举行并由越南 Interlaw 成员 Vision & Associates 主办。

SW Partner Ms. Lai Lam recently attended the Interlaw Asia Pacific (AP) Regional Meeting which was hosted by Colin Ng & Partners LLP in Singapore. The theme of the meeting was “Asia Pacific Integration”.

Keynote speakers included Dr. Deborah Kay Elms (Executive Director of Asian Trade Centre), Mr. Eitaro Kojima (Japan External Trade Organization), Mr. Oliver Tonby (Managing Partner of McKinsey & Company (Southeast Asia)).

Representatives of special business teams (SBT) held informative and interesting meetings prior to the AP program. SBT included Banking & Finance, M&A, Energy, Employment, Arbitration/Litigation to name a few. Close to 50 delegates attended the meeting, which was a record high number. Attendees not only came from the Asia Pacific Region, but also Europe, USA and Latin America. The next AP meeting will be held in March 2016 and hosted by Interlaw's Vietnamese member firm, Vision & Associates.

MARCH 2

Stevenson, Wong & Co. attended Law Society Spring Reception
本所出席香港律师会乙未年新春酒会



于2015年3月2日，史蒂文生黄合伙人吕志豪律师及徐凯怡律师出席了由香港律师会于中环历山大厦北京楼举办的新春酒会。香港律师会会员参与是次活动庆祝羊年及与其他会员联谊。

On 2 March 2015, SW partners Mr. Eric Lui and Ms. Heidi Chui attended the annual Spring Reception hosted by the Law Society of Hong Kong (the “Law Society”) held at Peking Garden Restaurant, Alexandra House, Central. Members of the Law Society attended this event to celebrate the Year of the Goat and to network with fellow members.



MARCH 13

SW 2015 Spring Dinner

史蒂文生黄2015年度春茗



The 2015 Spring Dinner took place at Excelsior Hotel in Causeway Bay on 13 March 2015. The theme of this year's Spring Dinner was "Shining Bright".

It was our great pleasure to have the honourable guests from AllBright Law Offices, including a number of senior partners who were led by Mr. Wu Mingde, to join us for the fabulous evening.

Partners, Mr. Willy Cheng, Mr. Hank Lo, Ms. Catherine Por and Mr. Eric Lui together with Mr. Wu Mingde took the opportunity to thank all staff for their endeavor and hard work throughout the year. It was a wonderful evening filled with delicious Chinese cuisine, lucky draws, fun games and performances.

本所2015年度春茗于2015年3月13日假铜锣湾怡东酒店举行，主题为「闪闪生辉」。

本所有幸邀请到锦天城律师事务的多位高级合伙人参与，其中包括吴明德主任。

本所合伙人郑炎潘律师、劳恒晃律师、傅景元律师及吕志豪律师，连同吴明德主任，藉此机会感谢本所全人一年间的付出及辛劳。晚宴中的中式佳肴、抽奖、游戏及表演节目，为一众参与者带来难忘的一夜。



MARCH 22

Stevenson Wong & Co. attended the INSOL International Annual Regional Conference in San Francisco

史蒂文生黄出席国际破产从业员协会于旧金山举行的年度区域会议



SW partner, Ms. Heidi Chui, attended the INSOL International San Francisco Annual Regional Conference from 22 to 24 March 2015. Over 600 delegates from law firms, accounting firms and business advisory firms from around the world who specialised in insolvency and restructuring had attended the conference.

The conference served as an excellent opportunity for insolvency practitioners from various jurisdictions to learn from the others through the dedicated networking time and educational program. Eminent figures in the area such as The Hon. Justice James Allsop AO of Federal Court of Australia, The Hon. Justice Ian Kawaley of Supreme Court of Bermuda, Cherno S. Jallow, QC of British Virgin Islands Financial Service Commission and Mahesh Uttamchandani of The World Bank hosted insightful breakout sessions covering issues including cross-border insolvency and the role of hedge funds in insolvency practice around the world.

本所合伙人徐凯怡律师于2015年3月22至24日出席了国际破产从业员协会旧金山年度区域会议。超过600名来自全球从事破产及重组的律师事务所、会计师事务所及企业顾问的代表出席了是次会议。

是次会议为来自不同国家的破产从业员提供了一个宝贵机会，透过深入交流及教育性节目互相学习。在行业中享负盛名的人士例如澳洲联邦法院首席法官James Allsop AO、百慕达高等法院法官Ian Kawaley、英属维尔京群岛金融委员会的御用大律师Cherno S. Jallow及世界银行的Mahesh Uttamchandani主持了具洞见的分组座谈会，覆盖了包括跨境破产及对冲基金于全球范围内破产案件中发挥的角色等议题。

Law Updates 法律动态

The following contents are written by our lawyers. To learn more about any individual item, please visit our website www.sw-hk.com for more details or contact us.

以下内容均由本所律师撰写。如有兴趣个别了解，请到我们的网页 www.sw-hk.com 浏览更多详细内容或与我们联系。

PRC Law 中国法律

1. "Announcement of the State Administration of Taxation on Issues Relating to Corporate Income Tax on Expenses Paid by an Enterprise to its Overseas Affiliated Party" was promulgated on 18 March 2015
《关于企业向境外关联方支付费用有关企业所得税问题的公告》于2015年3月18日发布执行
2. Promulgation of Catalogue of Industries for Guiding Foreign Investment (2015 Revision)
《外商投资产业指导目录（2015年修订）》颁布执行

Litigation Law 诉讼法律动态

1. Special Provisions in the new CIETAC Rules 2015 for Hong Kong Arbitration
《中国国际经济贸易仲裁委员会仲裁规则》于香港仲裁案件的特别规定
2. First Imprisonment Penalty under the Hong Kong Personal Data (Privacy) Ordinance
个人资料(私隐)条例下首次监禁刑罚

Intellectual Property 知识产权通讯

1. Cannot Sing Along! Gold Typhoon Entertainment Limited v Legend World Asia Group Limited (Phonographic Performance (South East Asia) Limited as Third Party) HCA1931/2012 – Court of First Instance
不能再一起唱！金牌大风娱乐有限公司 诉 传奇世界亚洲集团有限公司（香港音像版权有限公司作为第三方）HCA1931/2012
2. Juicy Can or Juicy Can't? ABG Juicy Couture, LLC. V Bella International Limited & Anor HCA1764/2008 – Court of First Instance
Juicy: 能与不能？ABG Juicy Couture, LLC. 诉 Bella International Limited & Anor HCA1764/2008 一审法院

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