



## SW Newsletter

April 2017

史蒂文生黃律師事務所通讯

2017年4月

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環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 上市交易

January 12

SW assisted Morris Holdings Limited (1575.hk) in its global offering on HKEx

史蒂文生黃協助慕容控股有限公司 (1575.hk) 于联交所上市



本所作為慕容控股有限公司（下稱「公司」）（股份代號：1575）的法律顧問，協助公司于香港聯合交易所有限公司主板上市。

公司股份在2017年1月12日正式上市，全球發售招股價每股為1.05港元，發行股份為2.5億股，集資淨額約為2.186億港元，當中2.25億股為國際配售。

公司主要業務為生產沙發及沙發套，透過OEM、ODM及OBM業務模式設計、生產及銷售各種沙發、沙發套及其他家具產品。公司是中国沙发出口行业领先且历史悠久的沙发及沙发套生产商之一，按2015年向美国出口额计，公司位居中国软体沙发生产商三强之列。公司主要向海外市场（包括美国、加拿大、英国、澳洲、爱尔兰及韩国）销售「Morris Holdings Limited」品牌的各种沙发，包括非功能沙发、功能沙发及沙发套，并在国内的两家直营店销售「Morris Zou」品牌的其它家具产品。

SW acted as legal advisers to Morris Holdings Limited (Stock Code: 1575) (“Morris”) to list on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The shares were listed on the Stock Exchange on 12 January 2017. 250 million shares were offered, among which 225 million were offered for international placing. The final offer price was HK\$1.05 per offer share and the net proceeds amounted to approximately HK\$218.6 million.

Morris principally engages in the manufacturing of sofas and sofa covers in the PRC with an integrated design, manufacturing, sales and marketing operation through OEM, ODM and OBM business models. Morris is one of the leading and long established manufacturers of sofas and sofa covers in the PRC sofa export industry, and is one of the top three PRC upholstered sofa manufacturers in terms of export value to the U.S. in 2015. Morris sells a wide range of sofas including stationary sofas and motion sofas under the brand “Morris Holdings Limited” and sofa covers predominantly to overseas markets including the U.S., Canada, United Kingdom, Australia, Ireland and Korea and other furniture products domestically in its direct sale stores under the brand “Morris Zou”.

February 8

SW assisted Royal Deluxe Holdings Limited (3789.hk) in its share offer on HKEx  
史蒂文生黃协助御佳控股有限公司 (3789.hk) 于香港联交所上市



Photo of our Rodney Teoh (on the left) and Mr Joseph Wang, chairman and CEO of the Company (on the right)  
本所张源辉律师(居左)与御佳控股有限公司主席兼行政总裁王麒铭先生(居右)合照

SW acted as legal advisers to the sponsor and underwriters to assist Royal Deluxe Holdings Limited (Stock Code: 3789) (“Royal Deluxe”) to list on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The shares were listed on the Stock Exchange on 8 February 2017. 300 million shares were offered. The final offer price was HK\$0.56 per offer share and the net proceeds amounted to approximately HK\$99.6 million.

Royal Deluxe and its subsidiaries (the “Group”) are a major subcontractor specialising in providing formwork erection and related ancillary services in Hong Kong. The Group has participated in a number of large-scale construction projects. Its direct customers are main contractors of building construction and civil engineering projects while its ultimate customers are owners of such projects, including the Hong Kong government, a public transport operator, a theme park and resort operator and property developers.

本所作为保荐人及包销商的法律顾问，协助御佳控股有限公司（下称「公司」）（股份代号：3789）于香港联合交易所有限公司主板上市。

公司股份在2017年2月8日正式上市，发行股份为3亿股，集资净额约为99.6百万港元。

公司及其附属公司（下称「集团」）为于香港从事提供板模架设及相关辅助服务的主要分包商。集团曾参与多个大型建造项目，其直接客户为楼宇建造及土木工程项目的总承建商，而最终客户则为项目的拥有人，包括香港政府、公共交通营运商、主题公园及度假村营运商以及物业开发商。



## SW Spotlight 史蒂文生黄焦点

A Glimpse of 2016 SW IPO Transactions | SW acted as the legal adviser in the following IPO transactions:  
 史蒂文生黄2016首次公开募股交易回顾 | 本所于以下首次公开募股交易中担任法律顾问:

Listing date 上市日期	Company Name 公司名称	Business Nature of the Company 公司业务性质	SW's role 本所于交易中之角色	Offer size and price 发售股份数目量 及发售价
<b>Main board 主板</b>				
15/4/2016	<b>Huajin International Holdings Limited</b> 华津国际控股有限公司 (02738.hk)	<b>A leading cold-rolled carbon steel processor in Guangdong Province in the PRC</b> 一家位于中国广东省的领先冷轧碳钢加工企业	<b>Legal advisers to the company</b> 公司法律顾问	<b>150 million shares at HK\$2.38 per offer share</b> 全球发售1.5亿股,每股招股价为2.38港元
8/7/2016	<b>Orient Securities Company Limited</b> 东方证券股份有限公司 (03958.hk)	<b>A leading and fast-growing capital markets service provider in the PRC</b> 一家高速增长,中国领先资本市场服务提供商	<b>Legal advisers to the company</b> 公司法律顾问	<b>957 million shares at HK\$8.15 per offer share</b> 全球发售9.57亿股,每股招股价为8.15港元
<b>Growth Enterprise Market 创业板</b>				
29/3/2016	<b>Ching Lee Holdings Limited</b> 正利控股有限公司 (08318.hk)	<b>A company principally engaged in providing substructure building works services, superstructure building works services and repair, maintenance, alteration and addition for an existing structure services</b> 一家主要提供底层结构建筑工程服务、上盖建筑工程服务及维修、保养、改建及加建工程服务的公司	<b>Legal advisers to the company</b> 公司法律顾问	<b>300 million shares at HK\$0.283 per offer share</b> 配售3亿股,每股配股价为\$0.283港元
19/4/2016	<b>A.Plus Group Holdings Limited</b> 优越集团控股有限公司 (08251.hk)	<b>A company principally engaged in providing financial printing services in Hong Kong</b> 一家主要于香港提供财经印刷服务,包括排版、设计、翻译、印刷及付运服务的公司	<b>Legal advisers to the company</b> 公司法律顾问	<b>100 million shares at HK\$0.30 per offer share</b> 配售1亿股,每股配股价为0.30港元
17/10/2016	<b>Altus Holdings Limited</b> 浩德控股有限公司 (08149.hk)	<b>A company principally engaged in providing corporate finance services and making property investments</b> 一家专门提供企业融资服务及房地产投资的公司	<b>Legal advisers to the Joint Sponsors, the Lead Manager and Underwriters</b> 联席保荐人、牵头经办人及包销商的法律顾问	<b>200 million shares at HK\$0.425 per offer share</b> 配售2亿股,每股配股价为0.425港元
9/12/2016	<b>Gudou Holdings Limited</b> 古兜控股有限公司 (08308.hk)	<b>A hot spring hotel operator and a tourism property developer in the PRC</b> 一家位于中国之温泉度假村及酒店营运商及旅游物业发展商	<b>Legal advisers to the company</b> 公司法律顾问	<b>260 million shares at HK\$0.60 per offer share</b> 配售2亿6千万股,每股配股价为0.6港元

We look forward to assist clients reaching more of their business milestones by delivering high quality, efficient and professional legal services. Please contact our Hank Lo, Eric Lui, Cornelia Chu, Erica Cheng or Rodney Teoh for any enquiries or further information about the above transactions.

我们期望来年可更进一步,以高质量,高效和专业的法律服务,继续协助客户实现更多业务里程碑。有关上述交易的任何查询或进一步资料,请联络我们的劳恒晃律师,吕志豪律师,朱恂潜律师,郑钰茵律师或张源辉律师。

## SW News 史蒂文生黄动态

January 11

SW attended Annual Gala Dinner of Pegasus Entertainment Holdings Limited

史蒂文生黄出席天马影视文化控股有限公司周年晚宴



On 11 January 2017, our partners Mr. Hank Lo and Ms. Cornelia Chu and our associate Mr. Kent Chow attended the Annual Gala Dinner of our long-standing client, Pegasus Entertainment Holdings Limited (Stock Code: 1326) (the "Company"), a listed company principally engaged in film making, television series production, distribution and licensing of film rights in Hong Kong, the PRC and South East Asia through its established channels. Over 500 guests attended the dinner held at the Grand Ballroom of the Grand Hyatt Hotel.

SW was the legal adviser for the Company for its listing on the Growth Enterprise Market in 2012 and its transfer of listing to the Main Board in 2015. SW has also advised the Company on various legal issues all year round.

2017年1月11日，史蒂文生黄合伙人劳恒晃律师及朱憲潜律师和周广铨律师出席天马影视文化控股有限公司（股份代号：1326）的周年晚宴，晚宴于香港君悦酒店宴会厅举行，逾500名嘉宾出席。

天马影视主要业务为透过其建立的渠道于香港、中国及东南亚从事电影及电视剧制作、发行及授出电影版权使用许可。天马影视为本所的长期客户：本所于2012担任公司法律顾问，协助天马影视于香港联合交易所有限公司创业板上市。其后于2015年协助其由创业板转往主板上市。本所亦为天马影视提供其他法律意见，当中包括合规及业务上的问题。

January 13

SW attended AllBright Annual Dinner 2017 in Shanghai

史蒂文生黄出席锦天城于上海举行的2017年迎新晚会



On 13 January 2017, SW partners, Mr. Willy Cheng, Mr. Hank Lo, Ms. Catherine Por, Mr. Eric Lui, Ms. Cornelia Chu, Ms. Heidi Chui, Mr. Stephen Wong, Mr. Rodney Teoh and other SW staffs attended the AllBright Law Offices Annual Dinner 2017 held in Shanghai at the Shanghai Tower. Lawyers and representatives from all 18 AllBright offices in China joined the event. The dinner was a perfect opportunity for all members of AllBright to come together and celebrate another successful year whilst recognizing the efforts made by all staff throughout the year.

于2017年1月13日，本所合伙人郑炎潘律师、劳恒晃律师、傅景元律师、吕志豪律师、朱憲潜律师、徐凯怡律师、黄启豪律师、张源辉律师及本所专业团队的其他成员出席了锦天城律师事所在全国第一高楼上海中心大厦举行的2017年迎新晚会。锦天城全国18家分所的律师及代表出席了是次活动，聚首一堂分享锦天城过往一年的业绩及成果。



This year, talented representatives from different branch offices provided wonderful entertainment between the speeches and prize presentations, which was followed by a sumptuous dinner, making a wonderful night. SW trainees gave a performance titled “Dance Floor of Nostalgia” dancing and singing to thunderous applause.

演说、颁奖及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。本所实习律师为大会作歌舞表演「怀旧歌舞厅」，得到热烈掌声。

## January 15

SW attended the 2016 AllBright Financial Committee Annual Meeting in Shanghai  
史蒂文生黄合伙人出席金融专业委员会2016年度年会正式会议



On 15 January 2017, our Partner Mr. Eric Lui attended the 2016 AllBright Financial Committee Annual Meeting in Shanghai. The attendees were financial law practitioners in China.

The Committee reviewed their work in 2016 and discussed the outlook of financial law services and hot topics in the market, such as Private Equity, Securitization, Commercial Banking, Insurance, Trusts, Derivative and Internet Banking.

2017年1月15日，本所合伙人吕志豪律师获锦天城律师事务所邀请，出席于上海举行的「锦天城律师事务所金融专业委员会2016年度年会正式会议」。与会者都是多年从事内地金融法务的律师。

会议总结了2016年金融专业委员会的工作，并就未来与金融法务相关领域与市场热点展开全面讨论，包括私募基金、资产证券化、商业银行业务、保险、信托法、金融衍生品及互联网金融业务等。

## February 15

SW attended a seminar as speaker on new stamp duty measures  
史蒂文生黄律师事务所于新印花税措施研讨会担任讲者



On 15 February 2017, our legal executive from our Banking Department, Mr. Man Wong, together with our Ms. Kate Ching, China Appointed Attesting Officer Assistant were invited to give a presentation on China notarization matters and the new stamp duty measures in a seminar held at the Prince Edward Branch, Bank of China (Hong Kong) (“the Bank”). The seminar was attended by more than 30 investors.

The seminar covered the computation of stamp duty under the new measures together with the possible exemptions and exceptions.

2017年2月15日，本所的银行及金融事务部法律行政人员黄炳文先生连同本所的程绮琪女士获邀于中国银行（香港）太子分行举行的研讨会上就中国公证服务以及新推出的印花税措施发表演讲。是次研讨会获约30名资深投资者出席。

研讨会探讨了在新措施下印花税的计算方法，以及有关措施的豁免及例外情况。

## February 23

SW was invited to serve as main speaker of the CRS content at the Elite Member Club  
史蒂文生黄律师事务所受邀担任智康荟研讨会CRS内容主讲者



On 23 February 2017, Ms. Connie Yeung, head of business development (China) and Ms. Zita Huang business development manager(China), were invited to give a lecture on CRS content and coping strategies at a seminar on CRS (common reporting standards). About 40 senior financial advisors attended the event.

Issues discussed included the status quo of CRS (common reporting standard) at home and abroad, as well as the future global tax information networking measures and China’s implementation of new policies.

2017年2月23日，本所业务发展主管（中国）杨颂雅女士及业务发展经理（中国）黄蕊蕙女士获邀于智康荟CRS（通用报告标准）研讨会，就CRS内容及应对策略做介绍演讲。本次研讨会约40名资深理财顾问出席。

探讨了国内外高净值人士应对CRS（通用报告标准）的现状，以及未来全球税务信息联网措施和中国执行新政策的情况。

February 24  
SW Spring Dinner 2017  
史蒂文生黃律師事務所2017年度春茗



On 24 February 2017, our firm held its Spring Dinner at The World Trade Centre Club. This year's theme was "Back to School", with the view to encouraging our colleagues to keep learning from each other in the Year of the Rooster.



It was our pleasure to have Mr. Yu Xuejie, Head of the Legal Department of the Liaison Office of the Central People's Government in the Hong Kong Special Administrative Region, honourable guests Mr. Du Chun and Mr. Ares Lee, the General Manager and Research Analyst of China Legal Service (Hong Kong) Limited and AllBright Law Offices, including Mr. Wu Mingde, respectively, and Ms. Yvonne Cheung, the Account Manager of Asian Legal Business, to celebrate the start of the Year of Rooster with our colleagues from Hong Kong and Guangzhou.



Our Partners, Mr. Willy Cheng, Mr. Hank Lo, Ms. Catherine Por and Mr. Eric Lui together with Mr. Wu Mingde also took the opportunity to express their gratitude to all staff for their hard work and contribution throughout the year and maintain delivering quality legal services to our clients. It was a memorable night packed with delicious Chinese cuisine, singing and dancing performances, interactive games and exciting lucky draws.

本所2017年度春茗於2017年2月24日假銅鑼灣香港世界貿易中心會舉行，今年的主題為「回到校園」，希望鼓勵本所的同事在來年互相學習，力求向上。



本所有幸邀請到中央人民政府駐香港特別行政區聯絡辦公室法律部秘書長余學杰先生、中國法律服務(香港)有限公司總經理杜春先生及研究員李銘銳先生、錦天城律師事務所吳明德主任等多位高級合夥人，以及亞洲法律企業客戶經理張裕裕女士，於百忙之中抽空參與晚宴，與我們香港及廣州的同事一同慶祝雞年新年開始。

本所合夥人鄭炎潘律師、勞恒晃律師、傅景元律師及呂志豪律師，連同吳明德主任，藉此機會感謝本所全人過去一年的努力和貢獻，並期望大家繼續為客戶提供高質素的服务。晚宴中的中式佳肴、抽獎、遊戲、唱歌及舞蹈表演，為一眾參與者帶來難忘的一夜。

# Legal Service 法律服务

## SW launches OBOR Legal Service Centre 史蒂文生黄正式启动一带一路法律服务中心

We are excited to announce that Stevenson, Wong & Co. is launching a new project, "One Belt, One Road Legal Service Centre".

In light of "One Belt, One Road" initiative introduced by President Xi Jinping, we anticipate that there will be much more cross-border business opportunities and foreign direct investments between OBOR countries in the coming years. To cater for the growing demand for legal consultancy services concerning such business activities, the Legal Service Centre will cooperate with our trusted Interlaw member firms in Southeast Asian countries, including Blumenthal, Richter & Sumet of Thailand, CDZ Legal Advisors of Poland, Colin Ng & Partners LLP (CNP) of Singapore, Lee Hishammuddin Allen & Gledhill of Malaysia, Mochtar Karuwin Komar of Indonesia, Quasha, Ancheta, Peña & Nolasco of The Philippines and Vision & Associates Legal of Vietnam, to create and deliver tailored legal solutions that will comprehensively take care of your needs in each country.

To learn more about any individual item, please visit our website [www.sw-hk.com](http://www.sw-hk.com) for more details or contact us.

本所欣然宣布，史蒂文生黄律师事务所现在正式启动新项目：「一带一路法律服务中心」。

国家主席习近平先生推出一带一路政策，本所预料一带一路国家之间，未来几年将会有更多跨境商业机会和外商直接投资。为服务各企业营商或投资时的法律需要，一带一路法律服务中心将与INTERLAW东南亚各国会员律师事务所合作，包括泰国的Blumenthal, Richter & Sumet，波兰的CDZ Legal Advisors，新加坡的Colin Ng & Partners LLP (CNP)，马来西亚的Lee Hishammuddin Allen & Gledhill，印尼的Mochtar Karuwin Komar，菲律宾的Quasha, Ancheta, Peña & Nolasco，以及越南的Vision & Associates Legal，能够计划并提供适合您的法律方案，全面地照顾您于每个国家的需要。

如欲了解更多，请到我们的网页[www.sw-hk.com](http://www.sw-hk.com)浏览更多详细内容或与我们联系。

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TECHNOLOGY AND COMMUNICATIONS

TRUSTS, PROBATE & SUCCESSION

银行与金融

中国事务

竞争法

企业及商业法、公司服务

企业融资

雇佣法

家事法

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媒体及娱乐法

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科技与通讯

信托和遗产承办

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