



Stevenson, Wong & Co.  
史蒂文生黃律師事務所

ANNIVERSARY In association with AllBright Law Offices 锦天城律師事務所

## SW Newsletter

May 2018

史蒂文生黃律師事務所通訊

2018年5月

### Transaction Updates 上市交易

SW advised on the IPO of Grand Brilliance Group Holdings Limited (8372.HK)

史蒂文生黃律師事務所就君百延集團控股有限公司 (8372.HK) 香港首次公开发行提供咨询



Stevenson, Wong & Co. advised Grand Brilliance Group Holdings Limited (“Grand Brilliance”, Stock code: 8372.HK) as its Hong Kong legal advisers on its initial public offering (“IPO”) on GEM of Hong Kong Stock Exchange.

The IPO comprised an issue of a total of 168 million shares priced at HK\$0.335 per share, raising gross proceeds of approximately HK\$56.3 million.

Grand Brilliance is an established medical device distributor with over 19 years of experience in the medical device market in Hong Kong. Grand Brilliance’s customers include private and public hospitals, private clinics, non-profit organisations and universities in Hong Kong.

史蒂文生黃律師事務所（简称「史蒂文生黃」）作为君百延集团控股有限公司（简称「君百延」，股票代码：8372.HK）的香港法律顾问，就其在香港联合交易所创业板的首次公开发行提供咨询。

是次首次公开发行共发行1.68亿股，每股售价定为港币0.335元，是次发行共集资约港币5.630万元。

君百延为一家成熟的医疗仪器分销商，于香港医疗仪器市场拥有逾19年经验。君百延的客户包括香港的私立和公立医院，私家诊所，非牟利组织及大学。

SW advised the offeror in its successful closing of the mandatory general offer for shares in the Hong Kong-listed FDB Holdings Limited (1826.HK)

## 史蒂文生黄律师事务所协助要约方成功完成对香港上市公司丰展控股有限公司 (1826.HK) 股份之强制性全面要约

Following completion of the HK\$469 million acquisition of 70% of the issued shares of FDB Holdings Limited (Stock Code: 1826.HK) (the “Company”), the offeror successfully closed its unconditional mandatory cash general offer for outstanding shares of the Company as required under Rule 26 of the SFC Takeovers Code in Hong Kong.

The offer closed on 5 January 2018. Valid acceptances have been received in respect of 43,380,000 offer shares, representing approximately 3.5% of the entire issued share capital of the Company. Appropriate steps will be taken to restore the minimum public float required under Rule 8.08(1)(a) of the Listing Rules as early as practicable.

The Company and its subsidiaries principally engage in contracting service for alteration and addition works, maintenance, specialist works and new development, and consulting service for alteration and addition works, new development, licensing, building services, and architectural design for buildings in Hong Kong.

GF Capital (Hong Kong) Limited was the financial adviser to the offeror. GF Securities (Hong Kong) Brokerage Limited made the general offer on behalf of the offeror. Mr. Sun Lin, senior partner of AllBright Law Offices, was the PRC legal advisers to the client. SW acted as the offeror’s Hong Kong legal advisers.

续完成以港币4.69亿元收购丰展控股有限公司（「上市公司」）（股份代号：1826.HK）之70%已发行股本的交割后，要约方亦完成根据香港证监会《收购守则》第26条规定以强制性无条件现金全面要约收购上市公司流通股份。

要约在二零一八年一月五日结束，接获涉及43,380,000股要约股份的有效接纳，占上市公司当时全部已发行股本约3.5%。上市公司将采取适当步骤确保于切实可行情况下尽早恢复上市规则第8.08(1)(a)条规定的最低公众持股量。

上市公司及其附属公司的主要业务为于香港为改建及加建工程、维修、专门工程及新发展工程提供承包服务，以及为改建及加建工程、新发展工程、发牌、建筑设备及建筑物建筑设计提供咨询服务。

广发融资（香港）有限公司为要约方的财务顾问，而广发证券（香港）经纪有限公司则代表要约方提出全面收购要约。上海市锦天城律师事务所的高级合伙人孙林律师为客户的中国法律顾问。本所作为要约方的香港法律顾问。

## SW Spotlight 史蒂文生黄焦点

SW recognized as “Best Full-Service Law Firm 2018” in APAC Insider’s Hong Kong Business Awards 2018  
史蒂文生黄于APAC Insider 2018年度香港商业奖中荣获「最佳全面法律服务律师事务所」



We are delighted to announce that Stevenson, Wong & Co. has been recognized as “Best Full-Service Law Firm 2018” in APAC Insider’s Hong Kong Business Awards 2018. APAC Insider’s Hong Kong Business Awards aims to recognize the perseverance and dedication of entire corporations to key personnel in value-added businesses. Each award nominee is carefully examined, with the judging panel taking into account their performance over the past 12 months to ensure that only the most deserving firms are handed one of the trophies.

本所的法律服务再次获得肯定，于APAC Insider 2018年度香港商业奖中荣获「最佳全面法律服务律师事务所」。奖项是由评审委员综合考虑候选者在过去12个月的表现，经仔细审查后才授予奖项以示认同。



January 9

SW attended "The Inauguration of the Qianhai One Belt One Road Legal Services Federation"  
 史蒂文生黄出席前海「一带一路」法律服务联合会成立大会



由深圳市司法局、深圳市前海港现代服务业合作区管理局及中国国际经济贸易促进委员会深圳市委员会联合主办的前海「一带一路」法律服务联合会成立大会暨揭牌仪式于今年1月9日在前海万科国际会议中心圆满举行。数百位来自全球不同法域的华语律师聚首一堂，共商联合会发展大计。本所合伙人吕志豪律师获邀出席是次盛事，合伙人黄启豪律师及陈卓雁律师代表出席。

在一带一路的机遇下，本所作为香港最杰出的事务所之一，于2016年创立了「一带一路法律服务中心」，为将投资一带一路沿线东南亚国家的香港及内地企业，提供全面及高效率的法律服务。中心由本所的资深合伙人带领，律师团队于银行及金融、企业金融、中国业务、国外直接投资，以及争议解决等领域都有丰富经验。另外，服务中心与六所东南亚各国顶尖律师事务所合作。

January 12

SW attended "Forum on New Era: Family Wealth Management and Inheritance" & the launch ceremony of AllBright Law Offices (Shenzhen) new office  
 史蒂文生黄出席「锦天城新时代家族财富传承高端论坛」暨深圳分所新办公楼启用典礼

"Forum on New Era: Family Wealth Management and Inheritance" & the Launch Ceremony of AllBright Law Offices (Shenzhen) New Office was successfully held on 12 January 2018 at The Ritz-Carlton, Shenzhen. Stevenson, Wong & Co. Partners Ms. Catherine Por, Mr. Eric Lui and Ms. Wendy Lam, Consultant Ms. Shirley Sin, Associates Mr. Calvin Lo, King Tan and Mr. Raymond Lam, and Head of Business Development (China) Ms. Connie Yeung attended the event. The event attracted nearly three hundred guests from Bureau of Justice of Shenzhen Municipality, Shenzhen Lawyers Association, financial institutions, family wealth management practices, and colleagues from all 19 AllBright Law Offices in China.



The event began with the opening ceremony of AllBright Law Offices (Shenzhen) New Office. The Forum featured three sessions including speeches from leaders, keynote speeches and roundtable discussions. Managing Director of AllBright Law Office, Mr. Wu Mingde, Secretary for Bureau of Justice of Shenzhen Municipality, Mr. Jiang Xi Lin and President of Shenzhen Lawyers Association, Mr. Lin Chang Chi were invited to deliver speeches to the audience and introduce their legal services in Shenzhen. "We are delighted to attend the forum and meet the experts who have extensive experience in wealth management. We look forward to attending the forum again." said SW Family Team members.

锦天城新时代家族财富传承高端论坛暨深圳分所新办公楼启用典礼于2018年1月12日在深圳丽思卡尔顿酒店圆满举行，吸引近三百位同业聚首一堂，当中包括来自深圳市司法局、深圳市律师协会的领导、金融机构代表、家族财富管理领域的嘉宾、锦天城上海总所及其他19家分所的同事等。本所家事法团队包括傅景元律师、林颖诗律师、单志嫦律师、罗启峰律师、陈卿河律师、林伟业律师联合合伙人吕志豪律师，以及业务发展主管（中国）杨颂雅女士出席是次论坛。活动由深圳分所新办公楼启用揭牌仪式揭开序幕。活动设有三大环节，分别是领导致辞、主题演讲和圆桌论坛。大会邀请了锦天城律师事务所吴明德主任、深圳市司法局局长蒋溪林先生及深圳市律师协会会长林昌炽先生作领导致辞，向参加者介绍深圳的法律服务市场。本所家事法团队表示很高兴参加是次论坛，并活动上能与同业们分享交流，团队十分期望能再参与相关活动。



January 27

史蒂文生黄出席「GWMC全球财富管理大会」透视CRS下的资产安全风险与应对策略



由海投会主办的「GWMC全球财富管理大会」于2018年1月27日至28日在上海复旦大学圆满举行，活动吸引近150位来自海内外的理财、法律、银行、证券、移民等从业人员聚首一堂。本所中国业务发展主管杨颂雅女士获邀出席，并透视CRS的资产安全风险与应对策略。

在首日活动中，杨女士与参加者分享有关「CRS，金税三期与资产保护需求」的演说，当中CRS会加快中国税改，包括个人所得税与资产增值税的观点，获得在场人士一致认同。CRS对税改「金税三期」推动资产联网的目的起到非常大的帮助。从国务院，人民银行等的多份文件，都能看出税改的决心。除了税务风险，杨女士也谈到其他影响资产安全因素：随着一带一路的政策，海外资产增多；海外的婚姻法，继承法以及税法都会影响到企业主的资产安全。例如海外某些国家承认事实婚姻，没有婚前财产概念等，二代海外同居关系对企业股权集中产生非常大的不确定性。或美国房产涉及到当地遗产税，需要做好税金准备安排等。

February 10

SW attended AllBright Annual Dinner 2018

史蒂文生黄出席锦天城2018年迎新春联欢会



AllBright Annual Dinner was successfully held on 10 February 2018 at Shanghai International Convention Center. Stevenson, Wong & Co. Partners Mr. Willy Cheng, Mr. Hank Lo, Mr. Eric Lui, Ms. Cornelia Chu, Ms. Heidi Chui, Mr. Stephen Wong, Mr. Rodney Teoh and other SW staff attended the annual dinner.

Managing Director of AllBright Law Office, Mr. Wu Mingde delivered a Lunar New Year Message to all attendees. SW Partner Mr. Willy Cheng and Bird & Bird representative, Mr. Justin Walkey also delivered a speech. Mr. Cheng said that SW attached importance to the cooperation with AllBright as AllBright, provides a platform for SW to develop its market in China. SW looks forward to further cooperation with AllBright so as to have greater success in the future.

锦天城2018年迎新春联欢会于2018年2月10日于上海国际会议中心圆满举办，史蒂文生黄律师事务所合伙人郑炎潘律师、劳恒晃律师、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一同出席。

锦天城律师事务所主任吴明德先生在晚会中发表新年贺辞，本所合伙人郑炎潘律师及英国鸿鹄律师事务所代表分别上台致词。郑律师在致词中表示十分重视与锦天城的合作，本所很荣幸成为锦天城向外发展的第一步。同时，郑律师感谢锦天城为本所在国内提供一个庞大的平台，协助本所开拓国内市场。最后，郑律师表期望本所与锦天城继续紧密合作，创造佳绩。



### March 9

## Senior partners and partners from AllBright Guangzhou office visited SW 锦天城广州办公室到访史蒂文生黄律师事务所办公室参观交流



On 9 March 2018, Senior Partners from AllBright Guangzhou Office including Mr. Wu Xin, Mr. Yang Sheng Hua, Mr. Hollis Chen, Mr. Qin Zheng, Mr. Huang Xuan, Mr. Zhu Yong Sheng, Ms. Yu Yue, Mr. Huang Gui Hong, Ms. Hu Hai Yan, Mr. He Hui, Together With Partners including Mr. Yang Yi, Ms. Yao Lu Si, Mr. Deng Yong, Mr. Wang Li Jia and Mr. Jiang Yuan Dong visited our firm. SW Partners Mr. Willy Cheng, Mr. Hank Lo, Ms. Catherine Por, Ms. Heidi Chui, Mr. Stephen Wong and Mr. Rodney Teoh extended a warm welcome to our guests which included a tour of our offices.

Mr. Lo introduced the history and important developments of SW and hopes that SW will continue to foster a close cooperation with AllBright Guangzhou Office so as to achieve further success in the Guangdong-Hong Kong-Macao Bay Area. Afterwards, SW's different teams introduced their practice areas to include; conveyancing, private client, litigation and dispute resolution, capital markets regulatory enforcement, corporate finance and IPO, employment, immigration and company secretarial services. During the meeting, all participants engaged in discussion and shared their own viewpoints which enlightened the meeting.



2018年3月9日下午，锦天城广州办公室团队包括高级合伙人吴昕、高级合伙人杨胜华、高级合伙人陈禾、高级合伙人秦政、高级合伙人黄璇、高级合伙人朱永胜、高级合伙人于跃、高级合伙人黄桂洪、高级合伙人胡海燕、高级合伙人何辉、合伙人杨焱、合伙人姚露斯、合伙人邓勇、合伙人王立佳及合伙人蒋远东莅临史蒂文生黄律师事务所，本所合伙人郑炎潘律师、劳恒晃律师、傅景元律师、徐凯怡律师、黄启豪律师及张源辉律师等对锦天城广州办公室同仁的到来表示热烈欢迎。



在交流会中，劳律师向广州分所同仁介绍了本所过去四十年的重要发展，并期望日后与广州分所紧密合作，在大湾区内取得重要成功。及后，本所合伙人郑炎潘律师、傅景元律师、徐凯怡律师、黄启豪律师及张源辉律师、黄煦珊高级律师、王英杰高级律师、陈卿河律师及曾浩贤律师分别介绍本所主要的专业领域，探讨的议题包括房地产业务、私人客户业务、诉讼与仲裁、资本市场监管执法及争议解决、企业融资及上市事项、劳工事务、移民及公司秘书服务等。在简介过程中，大家互相讨论，交流不同的观点。



March 9

SW "Grease" Theme Spring Dinner 2018

史蒂文生黄律师事务所2018年度春茗



Stevenson, Wong & Co. Spring Dinner was successfully held at The World Trade Centre Club on 9 March 2018. This year's theme was "Grease", Stevenson, Wong & Co. can be just like Grease, being able to stand up to the test of time and never losing its relevance and appeal to people of all ages.

It was our pleasure to have several senior partners from AllBright Law Offices including Mr. Wu Mingde, and representatives from AllBright (Guangzhou Office) Mr. Wu Xin, Mr. Yang Sheng Hua and Mr. Hollis Chen to celebrate the start of the Year of Dog with our colleagues from Hong Kong and Guangzhou. Our Partners, Mr. Willy Cheng, Mr. Hank Lo and Ms. Catherine Por took the opportunity to express their gratitude to all staff for their hard work and contribution throughout the year and delivering high quality legal services to our clients.

Managing Director of AllBright Law Office, Mr. Wu Mingde delivered his speech acknowledging the collaboration between AllBright and Stevenson, Wong & Co. and he hoped to enhance the connection so as to achieve further success. It was a memorable night packed with delicious Chinese cuisine, singing and dancing performances, interactive games and exciting lucky draws.

史蒂文生黄律师事务所2018年度春茗于2018年3月9日假铜锣湾香港世界贸易中心会圆满举行。

本所有幸邀请到锦天城律师事务所多位高级合伙人如吴明德主任，以及锦天城广州办公室的同仁如高级合伙人吴昕、高级合伙人杨胜华、高级合伙人陈禾等于百忙之中抽空参与晚宴，与我们香港及广州的同事一同庆祝狗年的新开始。本所合伙人郑炎潘律师、劳恒晃律师及傅景元律师藉此机会感谢本所全人过去一年的努力和贡献，在未来继续为客户提供高质量的服务。本所更有幸邀请吴主任为晚宴致词，吴主任肯定两所合作的成果，并期望加强两所的联系，在未来双方都更上一层楼。晚宴中的中式佳肴、抽奖、游戏、唱歌及舞蹈表演，为一众参与者带来难忘的一夜。





March 23

史蒂文生黄合伙人徐凯怡律师及张源辉律师到访锦天城南京分所参观交流



史蒂文生黄律师事务所合伙人徐凯怡律师及张源辉律师， 连同公共关系部经理叶慧珍小姐于2018年3月22日到访锦天城南京分所参观交流， 双方就诉讼及仲裁和资本市场（上市及收购合并）等议题举行交流座谈会， 并获多位南京分所同仁热切款待， 包括南京分所主任倪同木律师、 高级合伙人奚庆律师、 何海军律师、 张宇坤律师、 王芳律师、 王小晶律师、 刘嘉豪资深律师、 以及南京分所行政主管吴小红女士等。

本所合伙人、 诉讼及争议排解部门主管徐凯怡律师在交流会上就「跨境诉讼与仲裁」发表演讲。 徐律师利用不同的案例， 深入浅出地向大家阐述跨境诉讼与仲裁的各种情况， 并互相讨论。 徐律师更向大家分享第三方资助仲裁的最新发展。 另外， 合伙人张源辉律师也介绍了本所企业融资部门的团队及业务， 也分享了本所在去年处理上市及收购合并的项目。

March 23

史蒂文生黄合伙人徐凯怡律师获邀担任江苏省涉外精英青年律师国际商会国际仲裁培训导师



江苏省涉外律师培训正在南京大学进行， 国际商会于2018年3月23至25日一连三天为江苏省精英青年律师提供国际商会国际仲裁培训， 本所合伙人、 诉讼及争议排解部门主管徐凯怡律师获邀担任国际商会讲师团成员， 并担任小组导师。 培训一连三天在南京东南大学中山院举办， 近三十位精英青年律师参加。

在首日的培训， 课程统筹、 前香港法院法官、 现任香港大学法律学院教授芮安牟教授（Prof. Anselmo Reyes）致欢迎词。 芮安牟教授表示希望参加学员在经过这三天的培训， 能让大家对国际仲裁有更深入了解。 培训课程由国际商会邀请的讲师授课， 包括芮安牟教授、 课程统筹、 国际商会（北亚地区）助理主任黄一文女士、 本所合伙人徐凯怡律师、 英国特许仲裁司公会东亚分会副主席方兆文先生、 金茂律师事务所合伙人韩正律师、 香港大律师陈星南先生、 香港大律师梁希贤先生、 汇仲律师事务所（上海）高级顾问刘京律师等。

为了让学员深入了解国际仲裁， 国际商会在这三天培训中设有多个环节、 包括主题演讲、 小组讨论、 模拟仲裁示范、 大型研讨会及仲裁比赛。 本所合伙人徐凯怡律师除了担任小组导师， 带领一众学员从多角度分析国际仲裁的做法及解答学员对国际仲裁的疑问， 并分享「从当事人角度看仲裁员的选择和任命」这节课。

## 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](http://www.sw-hk.com) for more details or contact us.

以下内容均由本所律师撰写。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。

### **Corporate Finance Law Updates** 企业融资法律动态

#### ***A Listing Regime for Emerging and Innovative Companies***

新兴和创新的企业上市制度

#### ***A new “front-loaded” approach by the SFC –***

***What are the implications for companies and licensees?***

#### ***HKEX Consultation Conclusions on the Growth Enterprise Market (GEM) and changes to the GEM and Main Board Listing Rules***

联交所发表创业板咨询总结及修订创业板及主板上市规则

#### ***HKEX Consultation Conclusions on the New Board Concept Paper***

联交所发表建议设立创新板之咨询总结

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