



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。

SW Newsletter

September - December 2015

史蒂文生黃律師事務所通訊

2015年9月至12月

Transaction Update 交易快訊

Listing Transaction 上市交易

NOVEMBER 18

Stevenson, Wong & Co. assisted Creative China Holdings Limited (8368.hk) in its placing on HKEx
史蒂文生黃協助中國創意控股有限公司（8368.hk）于联交所上市



Source 图片来源: fj.news.cn 新华网

Mr. Philip Jian Yang (right), Chairman and Executive Director of the Creative China Holdings Limited and Ms. Zhao Wei (left), Cornerstone Investor of the Company 中國創意控股有限公司主席兼行政總裁楊劍（圖右）及基礎投資者趙薇（圖左）



SW acted as legal advisers to Creative China Holdings Limited (Stock Code: 8368) a company principally engaged in the business of program production and event organisation in the PRC, to list on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("The Stock Exchange") by way of placing.

The shares were listed on The Stock Exchange on 18 November 2015. 330 million shares were placed and the final placing price was HK\$0.39 per placing share.

本所作為公司律師，協助中國創意控股有限公司（股份代號：8368）（“中國創意”）于香港聯合交易所有限公司創業板上市。中國創意主要在中國從事節目制作及活動籌辦業務。

股份在2015年11月18日正式上市，每股配股價為0.39港元，共配售3亿股。

NOVEMBER 25

Stevenson, Wong & Co. assisted Zhong Ao Home Group Limited (1538.hk) in its global offering on HKEx
史蒂文生黄协助中奥到家集团有限公司（1538.hk）于联交所上市



SW acted as legal advisers to Zhong Ao Home Group Limited (Stock Code: 1538) (“Zhong Ao”) 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 25 November 2015. 224 million shares were offered, among which 201.6 million were offered for international placing. The final offer price was HK\$1.88 per offer share and the net proceeds amounted to HK\$296 million.

Zhong Ao is a leading independent property management company in the PRC and was ranked third in terms of overall strength among independent property management companies in the PRC by China Index Academy, and 9th in 2014 in the “China Top 100 Property Management Companies” compiled by China Real Estate Top 10 Research and China Index Academy.

本分行所作为公司律师，协助中奥到家集团有限公司（股份代号：1538）（“中奥”）于香港联合交易所有限公司（“联交所”）主板上市。

股份在2015年11月25日正式上市，全球发售招股价每股为1.88港元，发行股份为2.24亿股，集资净额为2.96亿港元，当中2.016亿股为国际配售。

中奥是中国领先的独立物业管理公司。根据中国指数研究院资料，中奥于2013年以综合实力位列中国独立物业管理公司第三位，并名列中国房地产前十名研究组及中国指数研究院编制2014年「中国物业服务百强企业」的第九位。

Bond Transaction 债券交易

SEPTEMBER 2

Stevenson, Wong & Co. acted for Orient ZhiHui Limited (Issuer) as the legal advisers as to Hong Kong laws for its USD 150 million private placement bonds

史蒂文生黄作为香港法律方面的发债人律师，协助东方智汇有限公司（发债人）在香港成功发行1.5亿美金的私募债券

SW acted for Orient ZhiHui Limited (Issuer) as to Hong Kong laws for its USD 150 million private placement bonds with the benefit of a Keepwell Deed provided by Orient Securities Company Limited. The interest rate of the bond was 4.09% and the joint placing agents were Nomura International (Hong Kong) Limited and Orient Securities (Hong Kong) Limited. The joint subscribers were Bank of America Singapore Branch and Industrial Bank Co., Ltd.

本所作为香港法律方面的发债人律师，协助东方智汇有限公司（发债人）在香港成功发行1.5亿美金的私募债券。该债券之利率为4.09%，于2018年到期。联席配售代理人为野村国际（香港）有限公司和东方证券香港有限公司。联席认购人为美林银行新加坡分行和兴业银行。

SEPTEMBER 22

Stevenson, Wong & Co. assisted LongGoal Holding Co., Ltd. in entering into a license agreement with bebe studio, inc. (NASDAQ: BEBE), an American women's apparel designer brand
史蒂文生黄协助朗浩控股有限公司与美国女装设计品牌bebe 签订特许协议



Acting for the LongGoal Holding Co., Ltd. ("LongGoal"), an international brand retail agency, as its legal adviser as to Hong Kong laws, SW assisted LongGoal in entering into a license agreement with bebe studio, inc. ("bebe"), an American affordable luxury women's apparel designer brand. Taking advantage of this opportunity, LongGoal intends to launch the "bebe" brand into the Greater China market.

LongGoal is an international brands retail agency which was founded by Ms. Chen Xiaoling (陈小玲女士) in 1996. Besides the bebe brand, LongGoal is also the agency for GANT and Thomas Pink. Since 2005, LongGoal has set up more than 130 stores for the GANT brand in 50 cities in the PRC.

bebe is a global retail clothier engaging in design, development and manufacturing of women's clothing and accessories. bebe is a NASDAQ-listed company and markets its merchandise through more than 200 retail stores and more than 100 international-licensee operated stores. In addition to retail stores, bebe also has an online store which enables purchases to be made worldwide.

本所作为国际零售品牌代理公司朗浩控股有限公司（“朗浩控股”）的香港律师，协助朗浩控股与美国轻奢女装设计品牌bebe公司签订零售店铺特许协议。通过此合作机会，朗浩控股目标将bebe品牌引进到大中华地区核心市场。

朗浩控股于1996年由陈小玲女士成立，是一家国际零售品牌代理公司。除bebe品牌外，朗浩控股亦是国际品牌GANT及Thomas Pink 的代理人。自2005年，朗浩控股已于全国50多个城市拥有超过130家GANT品牌的零售店。

bebe公司是女士服饰的国际零售商，在其旗下品牌设计、发展和生产了独特的当代女性服饰及配饰的产业线。bebe 是纳斯达克上市公司，其于美国拥有超过200家零售店。此外，bebe于全球开设了超过100家国际代理的零售店。该品牌亦有完善的网购平台，以方便全球用者购买其服饰。

SW Spotlight 史蒂文生黄焦点

SEPTEMBER 11

Stevenson, Wong & Co. attended the 14th Annual Macallan ALB Hong Kong Law Awards Gala Dinner
史蒂文生黄出席第14届年度亚州法律杂志香港法律大奖晚宴



On 11 September 2015, our partners Ms. Cornelia Chu and Ms. Heidi Chui attended the 14th annual Macallan ALB Hong Kong Law Awards gala dinner held at the Conrad Hotel, Hong Kong. Stevenson, Wong & Co. had been shortlisted as a finalist in the award categories of “Arbitration Law Firm of the Year”, “Deal Firm of the Year” and “Litigation Law Firm of the Year”.

Members of the legal profession gathered to salute the best deals and legal practitioners in Hong Kong.

史蒂文生黄合伙人朱意潜律师及徐凯怡律师出席了2015年9月11日于香港港丽酒店举行的第14届年度亚州法律杂志香港法律大奖大会晚宴。史蒂文生黄律师事务所被提名竞逐「最佳仲裁事务所」、「最佳交易事务所」及「最佳诉讼事务所」。

法律界人士共聚一堂，向过去一年间在香港从事法律业务的最杰出的律师事务所、公司法务以及其它法律专业机构致敬。

SEPTEMBER 25

Mr. Neville Watkins, Partner of Stevenson, Wong & Co., published the Hong Kong chapter in
The Aviation Law Review
本所合伙人韦健士律师于《航空法律评论》刊登香港章节

The Hong Kong Chapter in The Aviation Law Review (Third Edition), which was published in September 2015, is authored by SW's experienced aviation law practitioner, Mr. Neville Watkins, partner.

The Chapter is an update of the previous edition published in July 2014, co-authored by Mr. Watkins and Mr. Simon Tong, assistant solicitor.

The Chapter provides an up-to-date review of the major legislation governing aviation activities in Hong Kong, such as the Civil Aviation Ordinance (Cap. 448), Aviation Security Ordinance (Cap.494) and the Airport Authority Ordinance (Cap.483) and also the impact on the manner of provision of services to consumers and restrictions on anti-competitive conduct in the aviation field brought about by the Trade Descriptions Ordinance (Cap.362) and the Competition Ordinance (Cap.619). The Chapter also looks at international conventions implemented in Hong Kong which enhances consumer protection.

Readers can gain a clear overview of aviation law in Hong Kong, including the regulatory framework, licensing of operations and aviation liabilities.

本所合伙人韦健士律师于2015年9月出版的《航空法律评论》（第三版）撰写了一篇关于香港航空法的文章。

该文章更新了韦健士律师及唐山明律师于2014年7月共同撰写的前版本。

该文章就香港管辖航空活动的主要法律条例，包括《民航条例》（香港法例第448章）、《航空保安条例》（香港法例第494章）及《机场管理局条例》（香港法例第483章）给予最新的见解，亦论述航空业在《商品说明条例》（香港法例第362章）及《竞争条例》（香港法例第619章）项下提供服务的方式和限制，以及业内的反竞争行为。该文章亦谈及在香港实施的国际公约如何增强对消费者的保护。

读者能清晰了解香港航空法的概要，其中包括规管架构、运作的许可性经许可的运作及航空业的法律责任。

OCTOBER 9

Ms. Wendy Lam, Partner of Stevenson, Wong & Co. contributed to the Hong Kong Chapter in the International Succession

本所合伙人林颖诗律师于《国际继承法》刊登香港章节

The Hong Kong Chapter in the international succession law (4th edition) which was published in late August 2015 is authored by SW's experienced private client practice practitioner, Ms. Wendy Lam, partner. The International Succession 4th edition is a joint enterprise between the general editors and the contributors providing an easy-to-use comparison of the rules of succession applicable to particular jurisdictions and to explain how these rules interrelate with other jurisdictions at an international level.

The work provides a comprehensive analysis for succession issues of over 50 jurisdictions aiming to assist practitioners in dealing with complex cross border succession problems.

《国际继承法》(第四版)香港章节由史蒂文生黄资深私人客户法律服务合伙人林颖诗律师汇编,已于2015年8月下旬出版。《国际继承法》(第四版)是世界各地从事法律专业人士共同编写而成,旨在提供各地的继承法与相关法规于不同司法管辖权区的应用及在国际性层面间的互动综合分析。

本著作亦为超过50个不同地区的继承法提供精辟的分析,务求为复杂的跨境继承权提供切实可行的解决方法。

SW News 史蒂文生黄动态

OCTOBER 21

Stevenson, Wong & Co. attended the Interlaw AGM Barcelona 2015

史蒂文生黄律师事务所出席2015 Interlaw周年大会



Our partners Mr. Willy Cheng and Ms. Lai Lam attended the Interlaw Annual Global Meeting held in Barcelona between 21-25 October 2015. Close to 140 delegates which was a record number from almost every firm attended this annual event.

Both partners attended several Special Business Team Meetings which included Global IP/IT, Managing Partners, Next Generation and Women Lawyers of Interlaw.

Key speaker, Kevn Doolan, Managing Partner of Moller Professional Service Firms Group, University of Cambridge, and also a Harvard University Professor gave an informative talk on the pricing of legal fees and alternative fee structures. Other panel speakers included in-house counsel offering valuable insights into choice of law firms and using networks of independent law firms.

The diary for 2016 has already been planned for Regional conferences in Hanoi, Vietnam, Charlotte North Carolina, USA, Valletta, Malta and ending in with the AGM in Tokyo, Japan.

本所合伙人郑炎潘律师及林丽嫦律师于2015年10月21至25日出席了于巴塞罗那举行的Interlaw年度全球会议。所有成员事务所破纪录派出共接近140位代表出席该会议。

期间郑律师及林律师亦参加了不同专业领域的会议,其中包括有关全球知识产权科技资讯会议,管理合伙人会议,Interlaw Next Generation会议和Interlaw Women Lawyers会议。

主讲者 Kevn Doolan (为Moller Professional Service Firms Group之管理合伙人,英国剑桥大学及美国哈佛大学教授)介绍有关律师费的定价及收费模式等安排。其他主讲嘉宾,包括企业法律顾问,亦就如何选择律师事务所及运用独立律师事务所网络提供了宝贵的意见。

来年区域会议将分别于越南河内,美国北卡罗莱纳州夏洛特及马耳他瓦莱塔举行,并于日本东京举行周年大会作结。

OCTOBER 25

Stevenson, Wong & Co. delivered presentation in a seminar on matrimonial issues

史蒂文生黄合伙人就家事议题发表演讲



SW partners Ms. Catherine Por and Mr. Eric Lui attended the 2015 Lawyers' Practice Seminar — Shareholding Issues in Matrimonial Cases held by All China Lawyers Association in Shenzhen, PRC on 25 October 2015. The seminar was well attended by legal practitioners from different parts of PRC.

In the seminar, Ms. Por shared her practical experience on Hong Kong courts' approach to valuation and distribution of company shareholdings in divorce proceedings.

史蒂文生黄律师事务所合伙人傅景元律师及吕志豪律师于2015年10月25日出席了由中华全国律师协会民事专业委员会于深圳主办的2015年度律师实务研讨会-婚姻家事案件中的公司股权疑难问题探讨。来自内地不同省市的法律从业人士参与了是次研讨会。

于研讨会上，傅律师根据自己的实务经验，分享了香港法院如何处理离婚程序中涉及的公司股权的估值及分割。

NOVEMBER 9

Stevenson, Wong & Co. attended Hague Conference on Private International Law Conference (HCCH) Asia Pacific Week 2015

史蒂文生黄出席2015年海牙国际私法会议亚太周



SW partners Ms. Catherine Por, Ms. Wendy Lam, Ms. Janice Chin and Ms. Sherlynn Chan attended the international conference, on the "Recovery of Child Support and Family Maintenance in Asia Pacific and Worldwide" jointly held by the Hague Conference Permanent Bureau's Asia Pacific Regional Office (HAPRO) and the Department of Justice of the Hong Kong Special Administrative Region of the People's Republic of China which took place at the University of Hong Kong between 9 to 11 November 2015.

This global conference provided an excellent opportunity to discuss the dynamic development of family law and policy in the Asia Pacific region. Key practitioners also made use of this occasion to meet colleagues, make new contacts, expand networks and discuss points of interest.

史蒂文生黄律师事务所合伙人傅景元律师、林颖诗律师、陈丽卿律师及陈连基律师出席了在香港大学举行，由律政司及海牙国际私法会议亚太区域办事处于2015年11月9日至11日合办的亚太区和全球追讨抚养子女和家庭赡养费的国际会议。

这次国际性会议提供了最佳的契机以讨论亚太区家庭法和相关政策的互联发展，世界各地主要执业者藉此机会认识同业、增进联系、拓展网络及讨论多个观点。

NOVEMBER 11

Stevenson, Wong & Co. delivered a presentation on the Competition Ordinance

史蒂文生黄就竞争条例发表演讲



Photograph of Ms. Chui (in the middle), Ms. Au (on the right), Ms. Fung (on the left), Mr. Chang (second from right), and Mr. Patrick Leung (second from left), Head of Compliance, Hong Kong, Global Banking
徐律师(居中)、区律师(居右)、冯律师(居左)、张实习律师(右二)与马来亚银行环球银行香港合规部主管梁建道先生(左二)合照

On 11 November 2015, our partner Ms. Heidi Chui, senior associate Ms. Freda Au, associate Ms. Karman Fung, and trainee solicitor Mr. Jensen Chang gave a presentation on the Competition Ordinance (Cap. 619) at the Hong Kong office of Malayan Banking Berhad (Maybank). Our team demonstrated how the Ordinance, which is due to come into force on 14 December 2015, may possibly affect how the banking industry operates.

In light of the First Conduct Rule (which relates to agreements and concerted practices between undertakings) and Second Conduct Rule (which relates to abuse of substantial market power), and given there is no grace period, a clear message was sent to the participants that they ought to refrain from usual banking practices which may constitute an infringement of competition law and attract civil and criminal liabilities (including corporate and personal). It was emphasised that even a casual conversation in an informal occasion might potentially be caught by the Ordinance. Examples as to how the leniency policy may work and what actions bankers should take in order to avoid violation of competition law were given during the presentation.

2015年11月11日，史蒂文生黄合伙人徐凯怡律师连同区永仪高级律师、冯嘉雯律师及张俊荣实习律师于马来亚银行香港分行就竞争条例(第619章)进行简介会。史蒂文生黄团队介绍该于2015年12月14日正式生效的条例会如何影响银行业界。

按照第一行为守则(有关业务实体之间的协议及经协调做法)及第二行为守则(有关业务实体滥用其相当程度市场权势)，并鉴于条例实施后很可能没有宽限期，讲者向参加者明确指出日后需要注意现时银行业界的惯常行为会否跟竞争法相抵触，从而招致民事及刑事责任(包括企业及个人责任)。讲者强调，在非正式场合进行的闲谈交流亦有可能受该条例规管。在演讲过程中，讲者解述宽待政策潜在的运作模式及列举出银行家为避免违反竞争法而应该采取的措施。

DECEMBER 8

Stevenson, Wong & Co. attended Commercial Litigation Forum in Shanghai

史蒂文生黄于上海出席商事诉讼论坛



Photograph of Mr. Eric Lui (second from right), Ms. Heidi Chui (in the middle), Mr. Stephen Wong (second from left), Ms. Katy Lai (on the left), and Ms. Connie Yeung (on the right)
吕志豪律师(右二)、徐凯怡律师(居中)、黄启豪律师(左二)、黎嘉铨律师(居左)与杨颂雅女士(居右)合照

On 8 December 2015, our partners Mr. Eric Lui, Ms. Heidi Chui, Mr. Stephen Wong, associate Ms. Katy Lai, Head of Business Development (China) Ms. Connie Yeung and Business Development Manager (China) Ms. Zita Huang attended the Commercial Litigation Forum on Settlement of International Disputes co-organised with AllBright Law Offices and Thomson Reuters held at the Ritz-Carlton Shanghai.

Our team, together with other top-notch professionals in corporate law, explored issues related to international dispute resolution and explained the importance of seizing the initiative during disputes.

In particular, Ms. Chui provided tips to participants at the Forum on how to triumph in cross-border arbitrations including, how to avoid pathological arbitration clauses, preservation of assets and evidence prior to arbitration, the role of anti-suit injunctions during arbitration and recognition and enforcement of arbitral awards.

In addition, speakers conducted an in-depth analysis on the "Shanghai Bund Land Case" and ways to successfully settle international disputes.

2015年12月8日，史蒂文生黄合伙人吕志豪律师、徐凯怡律师以及黄启豪律师连同黎嘉铨律师、业务发展主管(中国)杨颂雅女士及业务发展经理(中国)黄施蕙女士于上海丽思卡尔顿酒店出席与锦天城律师事务所与汤森路透联合举办中国商事诉讼论坛国际争端解决。

史蒂文生黄团队与其他企业法律精英共聚一堂，深入探讨国际争端解决的相关问题，并向论坛参与者讲解在解决争端过程中掌握主动的重要性。

其中，徐凯怡律师向参与者授予跨境仲裁智胜锦囊，包括如何避免病态仲裁条款、仲裁前保障资产安全及保全证据、禁诉令于仲裁期间的作用，以及仲裁裁决的认可和执行。另外，讲者亦深入分析“上海地王案”，剖析如何能完满化解国际争端。

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。如欲了解更多，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。

Trust Law 信托法律动态

1. 美国系列- 放弃美国国籍或喜或忧
2. 中国遗嘱是否能保护资产有效传承?
3. 单身贵族的困惑

Litigation Law 诉讼法律动态

1. Interest Awarded in Fatal Accidents
致命意外中判给的利息
2. The Contracts (Rights of Third Parties) Ordinance, Cap.623 in the context of M&A transactions
并购交易背景下的香港法例第 623章《合约(第三者权利)条例》
3. The Final Curtain of the Yung Kee Saga
终极判决: 镛记酒家清盘案

PRC Law 中国法律动态

1. New Foreign Debt policy introduced in the PRC
中国新的外债政策
2. New measures for corporate bonds in the PRC
内地实施新公司债券管理办法

SW Practice Areas 本所提供的专项服务

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CHINA PRACTICE
CORPORATE COMMERCIAL LAW, CORPORATE SERVICES
CORPORATE FINANCE
EMPLOYMENT LAW
FAMILY LAW AND PRIVATE CLIENTS
IMMIGRATION
INTELLECTUAL PROPERTY
LITIGATION & DISPUTES RESOLUTION
MEDIA AND ENTERTAINMENT LAW
PROPERTY
REGULATORY ENFORCEMENT
TECHNOLOGY AND COMMUNICATIONS

银行与金融
中国事务
企业及商业法、公司服务
企业融资
雇佣法
家事法及私人事务
移民
知识产权
诉讼及纠纷排解
媒体及娱乐法
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4/F, 5/F & 1602, Central Tower, 28 Queen's Road Central, Hong Kong

香港中环皇后大道中28号中汇大厦4楼、5楼及1602室

电话 Tel: +852 2526 6311 传真 Fax: +852 2845 0638

电邮 Email: info@sw-hk.com www.sw-hk.com

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