



Rodney Teoh

Partner, Deputy Head of Corporate Finance and Co-Head of Fintech

Practice Area:

Corporate Finance, Corporate Commercial Law, China Practice, Corporate Services, Technology, Media & Telecommunications

Mr. Rodney Teoh is an Owner Partner of Stevenson, Wong & Co.. He is the deputy head of corporate finance, co-head of fintech and heads one of the corporate finance teams at our firm.

Rodney is tri-qualified having been admitted as a solicitor in New South Wales, Australia, Hong Kong, and England and Wales in 2006, 2007 and 2009, respectively. Rodney has also passed the first Greater Bay Area Legal Professional Examination held in 2021 and completed the related qualified personnel intensive training. Rodney graduated from the University of New South Wales with Bachelor's degrees in Laws and Commerce (majoring in accounting).

Rodney was trained at well-reputed international law firms prior to joining the firm in 2014. Rodney's practice covers a broad range of commercial and corporate finance work, including initial public offerings, secondary equity offerings, pre-IPO investments, bond offerings, corporate restructurings, fintech and blockchain advisory. He has also advised on various cross border public and private mergers and acquisitions, and takeovers of Hong Kong listed companies. Rodney has been retained by a number of Hong Kong listed companies on their post-listing compliance and other matters.

Rodney often speaks at seminars and directors' trainings to share his experience and insights on topics such as Hong Kong Listing Rules, corporate finance, mergers and acquisitions, listing compliance and fintech. Rodney is a "Leading Lawyer" in the area of capital markets and corporate and M&A in 2018 as awarded by Asialaw Profiles. Rodney is also nominated for "Young Lawyer of the Year" in the Asian Legal Business Hong Kong Law Awards 2017.

Representative Matters:

IPOs, Equity Capital Markets

- Advising Sundry Service Group Co. Ltd (Stock Code: 9608) in its global offering and listing on the Main Board of the Hong Kong Stock Exchange. Sundry Service and its subsidiaries are a reputable integrated property management service provider in the property management industry in Zhejiang province. Cinda International Capital Limited is the sole sponsor. Cinda International Capital Limited and Elstone Securities Limited are the joint global coordinators.

- Advising Wenling Zhejiang Measuring and Cutting Tools Trading Centre Company Limited (Stock Code: 1379) in its global offering of H Shares and listing on the Main Board of the Hong Kong Stock Exchange. Wenling Zhejiang Measuring and Cutting Tools and its subsidiaries are an established measuring and cutting tools trading centre operator in China. It owns, operates and manages its measuring and cutting tools trading centre in Wenling City, Zhejiang Province, the PRC. Cinda International Capital Limited is the sole sponsor. Regan International Securities Limited and Cinda International Capital Limited are the joint global coordinators and joint bookrunners.
- Advising Sunlight Technology Holdings Limited (now known as Diwang Industrial Holdings Limited) (Stock Code: 1950) in its global offering and listing on the Main Board of the Hong Kong Stock Exchange. Sunlight Technology and its subsidiaries are an established faux leather chemicals manufacturer in the PRC principally engaged in the research and development, manufacturing and sale of coating agents and synthetic resins. Giraffe Capital Limited is the sole sponsor. Giraffe Capital Limited and ChaoShang Securities Limited are the joint global coordinators.
- Advising International Alliance Financial Leasing Co., Ltd. (now known as Alliance International Education Leasing Holdings Limited) (Stock Code: 1563) in its global offering and listing on the Main Board of the Hong Kong Stock Exchange. International Alliance Financial Leasing Co., Ltd. and its subsidiaries provide finance leasing and advisory services. Cinda International Capital Limited is the sole sponsor. Cinda International Capital Limited, ChaoShang Securities Limited and CCB International Capital Limited are the joint global coordinators.
- Advising Morris Holdings Limited (now known as Morris Home Holdings Limited) (Stock Code: 1575) in its global offering and listing on the Main Board of the Hong Kong Stock Exchange. Morris Holdings Limited is a PRC-based sofa and sofa cover manufacturer and exporter. Sinolink Securities (Hong Kong) Company Limited is the sole sponsor, sole global coordinator and sole bookrunner.
- Advising Titan Financial Services Limited as sponsor and the underwriters on the share offer and GEM listing of WT Group Holdings Limited (Stock Code: 8422). WT Group Holdings Limited principally provide specialised works and general building works as a main contractor in Hong Kong via Wai Tat, its key operating subsidiary.



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- Advising Frontpage Capital Limited as sponsor and the underwriters on the share offer and Main Board listing of Royal Deluxe Holdings Limited (Stock Code: 3789). Royal Deluxe Holdings Limited is a major subcontractor specialising in providing formwork erection.
- Advising New Spring Capital Limited and Altus Capital Limited as joint sponsors on the GEM Board listing by way of placing of Altus Holdings Limited (Stock Code: 8149). Altus Holdings Limited focuses on corporate finance activities in Hong Kong and property investment with emphasis in Japan real estate.
- Advising Hengxing Gold Holding Company Limited (Stock Code: 2303) in its global offering and listing on the Main Board of the Hong Kong Stock Exchange. Hengxing Gold Holding Company Limited is a “mineral company” under Chapter 18 of the Listing Rules having gold mining operations in China. China International Capital Corporation Hong Kong Securities Limited is the sole global coordinator and sole sponsor.
- Advising China Everbright Capital Limited as sole sponsor on the placing and GEM Board listing of IGG Inc (Stock Code: 799), raising HK\$686.3 million. IGG Inc is a fast-growing global online games developer and operator with headquarters in Singapore and regional offices in the United States, China, and the Philippines.
- Advising Trinity Limited (Stock Code: 891) in its HK\$506 million global offering and listing on the Main Board of the Hong Kong Stock Exchange. Trinity Limited is one of the leading high-to-luxury end menswear retailers serving Greater China. Citigroup Global Markets Asia Limited and J.P. Morgan Securities (Asia Pacific) Limited are the joint global coordinators, joint bookrunners and joint lead managers.
- Advising Solargiga Energy Holdings Limited (Stock Code: 757) in its HK\$93 million open offer.
- Advising Minmetals Land Limited (Stock Code: 230) in its HK\$522 million rights issue.
- Advising Neo-Concept Group in relation to the issuance of non-convertible redeemable preference shares for a total consideration of US\$15 million to VIAM, including its affiliates.

- Acting for China Tian Yuan International Finance Limited in its subscription for convertible bonds issued by a Hong Kong construction service provider in the principal amount of HK\$40 million.

Takeovers, Mergers and Acquisitions

- Acting for the offeror in relation to (i) the acquisition of 9.0% of the entire issued share capital of a Hong Kong Main Board-listed Charmacy Pharmaceutical Co., Ltd. (Stock Code: 2289) (“Charmacy”) with a consideration of around HK\$70.9 million; and (ii) the unconditional mandatory cash offer made by Guotai Junan Securities Co., Ltd on its behalf to acquire all the issued shares of Charmacy pursuant to the Hong Kong Takeovers Code, valued at around HK\$161.9 million.
- Acting for the offeror in the mandatory general offer made via GF Securities (Hong Kong) Brokerage Limited for the shares of Hong Kong Main Board-listed FDB Holdings Limited (Stock Code: 1826) pursuant to the Hong Kong Takeovers Code.
- Acting for the offeror in the voluntary general offers made by CCB International Capital Limited on its behalf for the securities of Hong Kong-listed Pizu Group Holdings Limited (Stock Code: 8053) pursuant to Hong Kong Takeovers Code.
- Advising International Alliance Financial Leasing Co., Ltd. (now known as Alliance International Education Leasing Holdings Limited) (Stock Code: 1563) on its RMB566 million extreme transaction and connected transaction in relation to the acquisition of 70% interests in Yantai Nanshan University, continuing connected transactions in relation to the entering into of the related VIE contractual arrangements, and continuing connected transactions in relation to the related framework agreements.
- Advising Forgame Holdings Limited (Stock Code: 484) on its major and connected transaction involving off-market share buy-back pursuant to the Hong Kong Share Buy-backs Code, and special deal under the Hong Kong Takeovers Code.
- Advising Forgame Holdings Limited (Stock Code: 484) on its RMB24 million discloseable transaction in relation to the acquisition of a PRC target company involving issue of consideration shares.
- Advising International Alliance Financial Leasing Co., Ltd. (now known as Alliance International Education Leasing Holdings Limited) (Stock Code: 1563) on its US\$30 million discloseable transaction in relation to disposal of aircraft and termination of finance lease agreement.



- Advising International Alliance Financial Leasing Co., Ltd. (now known as Alliance International Education Leasing Holdings Limited) (Stock Code: 1563) on its finance leasing framework agreement with Nanshan Group Co., Ltd.
- Advising Dafy Holdings Limited (now known as FDB Holdings Limited) (Stock Code: 1826) on its discloseable transaction, connected transaction and continuing connected transactions involving the establishment of variable interest entity (VIE) structure.
- Advising IBO Technology Company Limited (Stock Code: 2708) on its discloseable transaction in relation to the RMB83 million acquisition of 51.7321% shareholding in a PRC urban public service administration Software-as-a-Service (SaaS) provider involving issuance of consideration shares.
- Advising IBO Technology Company Limited (Stock Code: 2708) on its connected transaction in relation to the subscription of 100,000,000 subscription shares by, and its proposed grant of 20,000,000 share options to, its controlling shareholder.
- Advising Great Eagle Holdings Limited (Stock Code: 0041) on its US\$24 million discloseable and connected transaction in relation to acquisition of hotel development interests in Luwan District, Shanghai and formation of related joint venture, and continuing connected transactions involving related hotel agreements.
- Advising China Overseas Land & Investment Ltd. (Stock Code: 688) on its HK\$1.2 billion discloseable transaction involving disposal of PRC property projects and formation of related joint ventures with an investment fund.
- Advising a PRC A-share listed real estate conglomerate in various cross-border real estate acquisitions.

Debt Capital Markets

- Advising Neijiang Investment Holding Group Co., Ltd. in its issuance of CNY\$350 million 7.68% 3-year bonds due 2026. Neijiang Investment is a state-owned enterprise 90% owned by the State-owned Assets Supervision and Administration Commission of Neijiang Municipal Government and 10% owned by Sichuan Provincial Department of Finance. It is the major investment and financing entity of the development and construction in Neijiang City. Donghai International Securities (Hong Kong) Limited acted as the sole global coordinator, joint

lead managers and joint bookrunners. Donghai International Securities (Hong Kong) Limited, Zhongtai International Securities Limited and Hong Kong Main Fund Securities Limited acted as the joint lead manager and joint bookrunner.

- Advising Neijiang Investment Holding Group Co., Ltd. in its issuance of CNY\$300 million 6% 3-year Free Trade Zone Bonds due 2026. Neijiang Investment is a state-owned enterprise 90% owned by the State-owned Assets Supervision and Administration Commission of Neijiang Municipal Government and 10% owned by Sichuan Provincial Department of Finance. It is the major investment and financing entity of the development and construction in Neijiang City. Donghai International Securities (Hong Kong) Limited acted as the sole global coordinator, joint lead managers and joint bookrunners. China Zheshang Bank Co., Ltd. (Hong Kong Branch) and Zhongtai International Securities Limited acted as the joint lead managers and joint bookrunners.
- Advising Neijiang Investment Holding Group Co., Ltd. in its issuance of US\$50 million 7.5% 3-year guaranteed bonds due 2026. Neijiang Investment is a state-owned enterprise 90% owned by the State-owned Assets Supervision and Administration Commission of Neijiang Municipal Government and 10% owned by Sichuan Provincial Department of Finance. It is the major investment and financing entity of the development and construction in Neijiang City. Donghai International Securities (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited, China Securities (International) Corporate Finance Company Limited, TFI Securities and Futures Limited, Industrial bank Co., Ltd. Hong Kong Branch, Zhongtai International Securities Limited, Shenwan Hongyuan Securities (H.K.) Limited, Dingxin (Securities) Limited, Chief Securities Limited, and Riches Depot Securities Co., Limited acted as the placing agents.

- Advising Guizhou Shuanglong Airport Development & Investment (Group) Co., Ltd. in its issuance of US\$18.2 million 7.0% 3-year credit enhanced bonds due 2026. Guizhou Shuanglong is a state-owned enterprise 90%-owned by the Shuanglong Management Committee and 10%-owned by Guizhou Financial Holding Group Co., Ltd (Guizhou Guimin Investment Group Co., Ltd.). It is the major infrastructure construction, land development, trading, investment, financing, asset and project management platform in the Shuanglong Airport Economic Zone. Dingxin (Securities) Limited, Shenwan Hongyuan (H.K.) Limited, CEB International Capital Corporation Limited acted as the joint global coordinators, joint bookrunners and joint lead managers. China Zheshang Bank Co., Ltd. (Hong Kong Branch) acted as the joint bookrunners and joint lead managers.



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- Advising Zunyi Road and Bridge Construction (Group) Limited in its issuance of US\$45 million 7.5% 3-year offshore bonds due 2025. Zunyi Road and its subsidiaries, established in the PRC, is a large construction company headquartered in Zunyi, Guizhou province. Its business primarily focuses on infrastructure projects in Zunyi and other cities in Guizhou province. Pulsar Capital Limited and Shenwan Hongyuan Securities (H.K.) Limited acted as the joint global coordinators, joint lead managers and joint bookrunners.
- Advising Zunyi Road and Bridge Construction (Group) Limited in its issuance of US\$58.6 million 7.2% 3-year offshore bonds due 2025. Zunyi Road and its subsidiaries, established in the PRC, is a large construction company headquartered in Zunyi, Guizhou province. Its business primarily focuses on infrastructure projects in Zunyi and other cities in Guizhou province. Haitong International Securities Company Limited and Dongxing Securities (Hong Kong) Company Limited acted as the joint global coordinators. Haitong International Securities Company Limited, Dongxing Securities (Hong Kong) Company Limited, CNCB (Hong Kong) Capital Limited, Pulsar Capital Limited and Glory Sun Securities Limited acted as the joint lead managers and joint bookrunners.
- Advising Zunyi Road and Bridge Construction (Group) Limited in its issuance of US\$165 million 7.2% 3-year bonds due 2025. Zunyi Road and its subsidiaries, established in the PRC, is a large construction company headquartered in Zunyi, Guizhou province. Its business primarily focuses on infrastructure projects in Zunyi and other cities in Guizhou province. Haitong International Securities Company Limited acted as the sole global coordinator. Haitong International Securities Company Limited, Glory Sun Securities Limited, SPDB International Capital Limited and CLSA Limited acted as the joint lead managers and joint bookrunners.
- Advising Shenzhen Qianhai Financial Holdings Co., Ltd. in its issuance and Hong Kong listing of CNY1 billion 4.55% credit enhanced bonds (Bond Code: 85714), secured by an irrevocable standby letter of credit provided by China Development Bank Corporation.
- Advising Eastern Air Overseas (Hong Kong) Corporation Limited (Stock Code: 0670) in its issuance and Hong Kong listing of CNY2.5 billion 4.8% guaranteed bonds (Bond Code: 85953), unconditionally and irrevocably guaranteed by China Eastern Airlines Corporation Limited.

- Advising Solargiga Energy Holdings Limited (Stock Code: 757) in its issuance of RMB300 million 4.75% bonds.

Annual Retainers

- Acting as the legal advisers to various Hong Kong-listed companies principally engaged in different industries (including finance leasing, property management, internet of things (IoT), and game development).

Legal Specialisations:

Corporate Finance, Commercial, Mergers & Acquisitions, Debt Capital Market, Fintech, Blockchain

Professional Qualifications:

- Solicitor of the Supreme Court of New South Wales, Australia - 2006 (non-practising)
- Solicitor of the High Court of Hong Kong - 2007
- Solicitor of the Supreme Court of England & Wales - 2009
- Civil Celebrant of Marriages - 2020

Education:

- University of New South Wales (BCom, 2002)
- University of New South Wales (LL.B., 2004)
- City University of Hong Kong (PCLL, 2005)
- University of New South Wales (Graduate Diploma of Legal Practice - College of Law, 2006)
- The University of Hong Kong School of Professional and Continuing Education (Executive Certificate in "Applications of Blockchain in Financial Technology", 2022)

Language:

English, Cantonese and Mandarin

Social and Special Interest Organisation:

- Member and past convener of the Law Society of Hong Kong Volleyball Team
- Awarded "Recreation and Sports Committee Outstanding Performance Award 2018-2019", in recognition and appreciation of his long-term contribution to the Law Society in the field of recreation and sports

Publications:

- ALB Legal Guide to the Greater Bay Area 2023 - The Debt Capital Market Chapter, "Overview and Recent Developments of Hong Kong Debt Capital Market"
- The ALB Legal Guide to the Greater Bay Area 2023 - The Equity Market Chapter, "Hong Kong Offshore New Listing Opportunities for GBA Enterprises"
- Exclusive contributor of "Overview of The Hong Kong Fintech and Blockchain Landscape" published in The Legal 500: Fintech Country Comparative Guide 2022



Seminars / Talks:

- Guest speaker on the “New Opportunities for Hong Kong SPAC Listing” invited by Shenzhen Public Companies Association (深圳上市公司协会).
- Guest speaker on the “SPAC Listing in the United States, Singapore, and Hong Kong” organised by Shanghai AllBright Law Offices Shenzhen Office, co-hosted by Shenzhen Research Association of Corporate Governance, Shenzhen Securities Association Investment Banking Business Professional Committee, Shenzhen Lawyer Association International Exchange and Cooperation Working Committee, and Shenzhen Lawyer Association Tourism and Hotel Legal Professional Committee.
- Guest speaker on the “New Overseas Issuers Listing Regime” hosted by Cheng & Cheng Taxation Services Limited.
- Guest speaker on the “Overview of the Hong Kong SPAC Regime” hosted by Alliance Advisors.
- Guest speaker in a training seminar on Hong Kong Listing Rules requirements for Shenzhen Yantian Port Group (深圳市盐田港集团).
- Guest speaker in a training seminar on “IPO Primer and New Opportunities” for Guosen Securities (HK) Capital Company Limited.
- Guest speaker in a training seminar on “PRC businesses seeking Hong Kong listing and IPO” for Anyuan Investment Fund Management Co., Ltd. (安元投资基金管理有限公司) in Hefei.