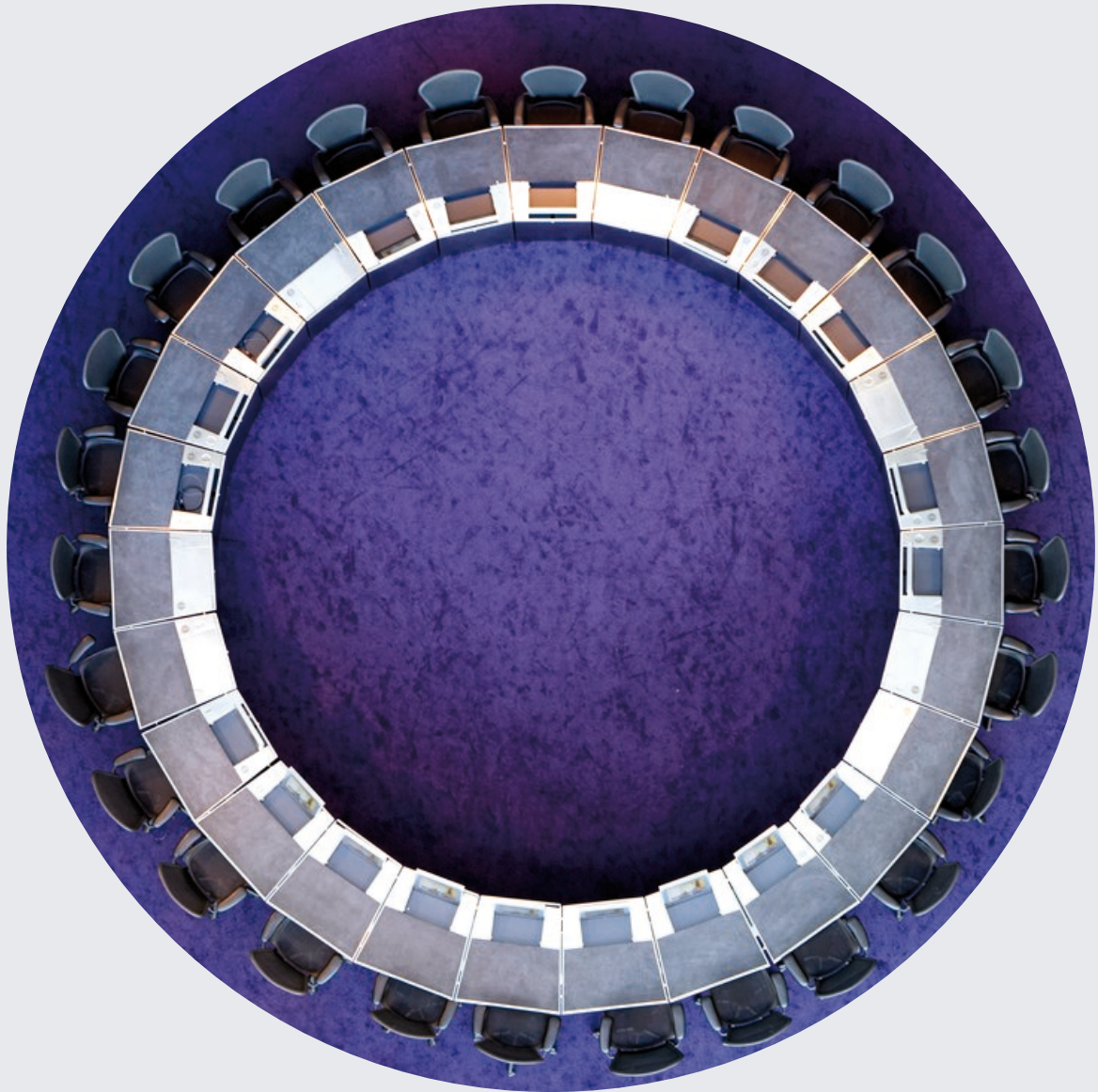


Project X

Ogier Hong Kong Dispute Resolution Team
July 2022 - Strictly Private and Confidential



Ogier

Technically strong, very strategic and commercial

Chambers Asia-Pacific, Dispute Resolution

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What we do

Cayman and BVI legal advice to clients in Asia to preempt and resolve disputes.

Ogier has one of the largest offshore legal teams globally, advising on the laws of five jurisdictions: BVI, Cayman, Guernsey, Jersey and Luxembourg.

We handle the entire range of corporate, commercial and trust disputes, advising on all their technical, procedural and strategic aspects.

Our Asia team, based in Hong Kong, provides Cayman Islands and BVI legal advice and representation to listed companies, banks, financial intermediaries and corporates, as well as individual owners, directors, shareholders and creditors. Our expertise encompasses shareholder and, corporate governance disputes, general restructuring and corporate recovery, investment fund disputes, urgent interim applications, schemes of arrangement, appraisal rights litigation, extrajudicial enforcement, enforcement of foreign judgments and awards, asset protection and recovery.

We work with Asia-based clients in their own region and time-zone, assisting them to manage risk, protect their rights and avoid or resolve disputes. Consequently, our lawyers and professional staff speak fluent English, Mandarin and Cantonese to better service our Asia-based clients in their native languages.

The team frequently works closely with onshore counsel, barristers and other professional service providers and maintains excellent relationships with regulators in the Cayman Islands, BVI and Hong Kong.

Our team also works closely with industry associations and are members of the following organisations:

- Society of Trust & Estate Practitioners (STEP)
- Association of Restructuring and Insolvency Experts (ARIES)
- Cayman Islands and BVI Restructuring and Insolvency Specialists Association (RISA)
- American Bankruptcy Institute
- INSOL International
- Insolvency Lawyers' Association (ILA)
- Association of Business Recovery Professionals (R3)
- International Women's Insolvency and Restructuring Confederation (IWIRC)



Law Firm of the Year - Hong Kong and Singapore Citywealth IFC Awards 2021



Best Offshore Law Firm US Hedgeweek Awards 2020



Offshore Law Firm of the Year The Legal 500 UK Awards 2020



Offshore Law Firm of the Year Asian Legal Business Hong Kong Awards 2019



Offshore Law Firm of the Year The Lawyer Awards 2019



Best Offshore Law Firm Wealthbriefing European Awards 2019



Offshore Law Firm of the Year Legal Business Awards 2019

Our Capabilities



We appreciate the convenience of working with one firm across multiple offices and have gained a lot of confidence in the Ogier team due to their responsiveness and help troubleshooting issues.

Chambers Global,
Global team, 2020



They're business oriented and we find them very good to work with. The team is always on time and they are very sensible in their advice whenever we have any issues.

Chambers Global
Asia Pacific, 2018



Provides a practical and responsive service.

Legal 500, 2018

What we do

Corporate disputes

Shareholder disputes; breaches of fiduciary duty and claims against directors; corporate governance issues; conflicts of interest; fraud and proprietary claims; fair value petitions.

Restructuring and Corporate Recovery

Winding up and cross border insolvency and restructuring applications; protection of investor/shareholder rights, schemes of arrangement, amalgamation and reconstruction; asset recovery.

Financial services disputes

Claims in relation to funds, banking and insurance.

Commercial disputes

Fraud, bribery and money laundering actions; asset tracing, protection and recovery; enforcement of foreign judgments and arbitral awards.

How we do it

Many techniques have been developed to identify and resolve risks and disputes, each with its particular advantages and disadvantages. Knowing which should be applied not only yields the appropriate solution but does so in a way which minimises costs, saves time and keeps businesses and transactions on track.

Techniques include:

- Litigation
- Mediation
- Arbitration
- Negotiated settlements
- Dispute Boards
- Early Neutral Evaluation
- Expert Determination

There are often significant differences in rules, procedures and practices in different jurisdictions. We select and recommend the appropriate dispute resolution methods according to the specific factual and jurisdictional features of each case, as well as any specific commercial needs of our clients.

Our Approach

Contentious

Our work will be undertaken by dedicated partner-led teams operating from our Hong Kong, BVI and/or Cayman offices as appropriate. They will work closely with each other, external counsel and with you to provide geographical and 24 hour coverage across relevant time zones. These partners have significant experience of working together on numerous complex and urgent matters.

In Asia, Partners Oliver Payne, Justin Davis and Michael Snape will have overall charge and primary conduct of your matter in Hong Kong assisted by a team of multilingual and experienced professionals coming from diverse backgrounds and with deep understanding of Asia-based clients and their businesses.

In BVI, Partner Brian Lacy and Grant Carroll will have primary conduct of your matter.

In Cayman, Partner Gemma Lardner will have primary conduct of your matter.

Where appropriate and necessary, the team will be assisted by members of Ogier from our other offices.



Ogier are the most responsive offshore firm I have worked with. They are very helpful and would always be my first choice. We find them to be very user friendly, very accessible and overall they provide a great service.

Chambers Global
Asia Pacific, 2018

Recent Experience

Restructuring and Insolvency

- Acting for a minority shareholder of a joint venture company which operates more than 1400 convenience stores in the PRC under the "FamilyMart" brand in circumstances where the relationship between the joint venture partners has irrevocably broken down. We commenced proceedings in the Grand Court of the Cayman Islands by way of just and equitable winding up petition, seeking alternative relief under section 95(3) of the Companies Law (i.e. an order that the majority be required to sell their shares in the company to our client, (i.e. the minority shareholder). We have also commenced concurrent civil proceedings, bringing a derivative action by way of writ against the majority directors of the company and their corporate affiliates for breach of fiduciary duty and knowing receipt. Most recently, we were successful in the Court of Appeal in relation to the interplay between arbitration clauses and the just and equitable winding up jurisdiction.
- Obtained orders for the first ever 'soft touch' provisional liquidation in the BVI Commercial Court to augment the Brazilian and US restructuring proceedings pertaining to Constellation Oil Services Holding, a Brazilian oil & gas group. (Re Constellation Overseas Ltd, BVIHC (COM) 206/2018, 5 Feb 2019, Adderley J). The orders enabled the directors to remain in control of the company and granted protection against creditor action in order to facilitate restructuring under the guidance of the soft touch provisional liquidators.
- Acting for a significant shareholder in HKEX listed company, China Shanshui Cement Group, in relation to just and equitable winding up proceedings and concurrent writ proceedings which seeks to impugn the issue of certain convertible bonds as an improper exercise of power. We successfully challenged an application to strike out the writ action thereby overturning existing authority in the Cayman Islands that a shareholder does not have a personal right of action against a company in which they are invested (and must therefore bring any claim derivatively). In a recent decision of the Grand Court, we obtained confirmation on behalf of our client that in certain circumstances, an aggrieved shareholder may have a personal cause of action against a company arising from misconduct of the board.
- Acting for the Joint Liquidators (the "JLs") of Three Arrows Capital Limited ("3AC"), one of the most prominent cryptocurrency hedge funds. On 27 June 2022 the BVI Court appointed Teneo as JLs of 3AC further to the hearing of applications from 3AC itself and from a consortium of creditors. Since the JLs appointment, 3AC has filed for Chapter 15 bankruptcy protection in the Southern District of New York and the JLs have filed recognition proceedings in Singapore.
- Acting for liquidators of China Hospitals, Inc (FSD 119 of 2018 (IKJ) and of China Healthcare Inc. (FSD 120 of 2018)
- Acting for the joint provisional liquidators (the "JPLs") of Unigroup International Holdings Ltd ("UIH") and Tsinghua Unigroup International Co. Ltd ("TUI"). UIH and TUI are both companies incorporated in the BVI. UIH issued interest-bearing bonds (the "Bonds") to certain bondholders (the "Bondholders") in respect of which Citicorp International Ltd (the "Trustee") acted as trustee. The Bonds were guaranteed by TUI. TUI is the 100% shareholder of UIH. Tsinghua Unigroup Co. Ltd ("TUC") is the ultimate parent company of UIH and TUI. TUC is currently undergoing a supervised reorganisation in the PRC after a Beijing Court appointed an administrator in July 2021. Following several defaults on the Bonds, in April 2022 the Trustee issued applications in the BVI court for the appointment of liquidators over UIH and TUI on the ground of insolvency. Upon the cross-applications of UIH and TUI, the liquidation applications were adjourned for 3 months and EY were appointed as JPLs of UIH and TUI in order to explore the possible restructuring of UIH and TUI.
- Acting for the liquidators of Argyle Fund SPC, the victim of a well-published international fraud, in respect of auditor negligence claims, enforcement proceedings across numerous jurisdictions against a number of fraudulent credit advisors, and advising on the proper liquidation of Argyle's highly complex structure and payment distribution model.

Recent Experience (Con't)

Restructuring and Insolvency

- Re Luckin Coffee Inc ("Luckin Coffee") in provisional liquidation. Acting as BVI and Cayman lawyers for a BVI company which was a creditor of each of Haode Investment Inc. (in liquidation) ("Haode") and Summer Fame Limited (in liquidation) ("Summer Fame"), both BVI companies, and Primus Investments Fund, L.P. (in liquidation) ("Primus"), an exempted limited partnership registered pursuant to the laws of the Cayman Islands. Each of Haode, Summer Fame and Primus were registered ordinary shareholders in Luckin Coffee, an exempted company incorporated in the Cayman Islands formerly listed on NASDAQ.
- Acting as Cayman Islands counsel for Grand State Investments Limited (a leading PRC based education provider) in its successful defence of a creditor's winding up petition and application for joint provisional liquidators brought on the basis of unpaid share redemption claims. Following a heavily contested hearing the creditor's petition was struck out on the basis that the debt was disputed on genuine and substantial grounds, and therefore if not due and owing, Grand State was not insolvent. The case also involved consideration of the interaction between Cayman creditor's claims and arbitration clauses in the transaction documents, and whether any action in Cayman should be stayed pending arbitration in Hong Kong. It has been widely cited since in relation to redemption clauses which allow companies to repay upon having "legally available funds".
- Acting for Adamas Capital Partners Limited and Adamas Global Alternative Investment Management Inc. in liquidation proceedings before the Grand Court of the Cayman Islands and the Cayman Islands Court of Appeal (FSD 232 of 2018 (RMJ) and Civil Appeal No.17 of 2019 / Civil Appeal No. 26 of 2019 and FSD 72 of 2019 (IKJ)), Stephen Cogley QC of 4 Pump Court is instructed. The matter concerns the voluntary liquidation of two Cayman investment funds into court-supervised liquidations in proceedings before the Grand Court and the Cayman Islands Court of Appeal. The proceedings encompass competing claims from creditors and investors, including disputes concerning the identity and appointment of liquidators. Ogier has also succeeded in having allegations of collusion and misconduct levied against a manager struck-out and obtained an order for indemnity costs.
- Obtained the first receivership under the BVI Arbitration Act, over BVI shares, and took active control of underlying assets in Vietnam to preserve their value. Subsequently converted the award to a BVI judgment and, having established that the shares were held by a nominee for the judgment debtor, obtained full recovery through a sale of the assets by the receiver.
- Acting for a leading multinational investment bank in its capacity as bond trustee to appoint liquidators over Kunzhi Limited (Kunzhi) following several defaults on bonds issued by Kunzhi. Ogier successfully appointed Deloitte Ltd/Deloitte Touche Tohmatsu as provisional liquidators of Kunzhi to facilitate and preserve its right to make a claim in the Beijing First Intermediate People's Court supervised consolidated administration of the Peking University Found Group Co Ltd (PUFG) group of companies. Kunzhi is a fund-raising vehicle within the PUFG group and has claims against PUFG pursuant to keepwell deeds with an estimated value of approximately US\$800 million.
- Acting for a leading multinational investment bank in its capacity as bond trustee to appoint liquidators over Nuoxi Capital Limited (Nuoxi) following several defaults on bonds issued by Nuoxi. Ogier successfully appointed Alvarez & Marsal Asia Limited and CVR Global (B.V.I.) Limited as provisional liquidators of Nuoxi to facilitate and preserve its right to make a claim in the Beijing First Intermediate People's Court supervised consolidated administration of the Peking University Found Group Co Ltd (PUFG) group of companies. Nuoxi is a fund-raising vehicle within the PUFG group and has claims against PUFG pursuant to keepwell deeds with an estimated value of approximately US\$900 million.
- Acting for Safe Castle Limited, a subsidiary of China Shandong Hi-Speed Financial Group Limited, in respect of its investment in a Cayman fund, Altair Asia Investments Limited. Ogier was instructed in winding up proceedings against the fund.

Oliver Payne

Partner



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Practice Areas: Dispute Resolution, Restructuring and Corporate Recovery, Trusts Advisory Group

Admitted in:

- 2014 - British Virgin Islands
- 2010 - Cayman Islands
- 2005 - England and Wales

Oliver is a Registered Foreign Lawyer regulated by the Law Society of Hong Kong.

Background:

Oliver is Head of Dispute Resolution in Asia. His practice spans all aspects of offshore litigation and includes complex, high value fund, shareholder and banking disputes, cross-border insolvency, and breaches of directors and trustees' duties. He is a key member of the firm's global Restructuring and

Corporate Recovery team. He also has experience of resolving disputes via arbitration and mediation.

Oliver has appeared numerous times before the Financial Services Division of the Grand Court of the Cayman Islands and regularly works with or against silks from some of the top London sets. As a Solicitor-Advocate, Oliver holds higher rights of audience.

His recent work has included acting for a large financial institution involved in multi-billion dollar Cayman insolvency proceedings, and advising creditors, shareholders and liquidators in a number of Cayman insolvencies. Oliver has also been heavily engaged in a number of Cayman cases involving shareholder dissent rights.

Oliver is part of Ogier's multi-disciplinary Restructuring and Corporate Recovery team. He has had conduct of member and creditor schemes of arrangements, advised large Asian financial institutions, funds and private equity on distressed positions in Cayman and BVI entities, and worked on fraud and asset tracing claims arising in the liquidation context.

Oliver relocated from Ogier's Cayman Islands office and has been working from Hong Kong since 2015.

Prior to joining Ogier in 2009, Oliver

trained and worked as a solicitor in Herbert Smith's Litigation and Arbitration Division in London. During his six and a half years at Herbert Smith, Oliver worked in Hong Kong and undertook secondments to UBS and Credit Suisse.

He obtained his Bachelor of Laws (with Honours) from the University of Bristol in 2001 and completed the Legal Practice Course at the Oxford Institute of Legal Practice in 2002.

Memberships:

- Cayman Islands Law Society
- Law Society of England and Wales
- Hong Kong Law Society (Registered Foreign Lawyer)
- American Bankruptcy Institute
- Restructuring and Insolvency Specialists Association
- INSOL International
- IWIRC

Recognition:

Oliver Payne is great - he is very smart and he does not try any fast practices, but litigates in a proper manner. It is always a joy to work with him.

Chambers Asia-Pacific, 2022

Top Offshore Litigator
Asian Legal Business, Asia's Top Offshore Litigators, 2021

Justin Davis

Partner



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Practice Areas: Dispute Resolution, Restructuring and Corporate Recovery, Trusts Disputes and Private Client

Admitted in:

- 2017 - British Virgin Islands
- 2003 - England and Wales

Justin is a Registered Foreign Lawyer regulated by the Law Society of Hong Kong.

Memberships:

- Hong Kong Law Society (Registered Foreign Lawyer)
- Restructuring and Insolvency Specialists Association
- INSOL International
- IWIRC
- American Bankruptcy Institute
- British Virgin Islands Bar

- Association
- Hon. Society of Lincoln's Inn
- Hon. Society of Inner Temple (Ad Eundem)

Background:

Justin is a barrister and partner in Ogier's Dispute Resolution and Restructuring and Corporate Recovery team in Hong Kong. His practice focuses on complex, high-value, multi-jurisdictional commercial and corporate litigation, shareholders' disputes and insolvency litigation. He has particular experience of obtaining and opposing freezing injunctions, asset disclosure orders, receivership orders and anti-suit injunctions. He also has extensive experience in obtaining and opposing winding up orders and asset enforcement orders.

Prior to joining Ogier, Justin practised at a leading set of barristers' chambers at the Commercial Bar in London for 14 years before moving to the BVI in early 2017.

His recent work has included:

- Acting for the joint provisional liquidators (the "JPLs") of Unigroup International Holdings Ltd ("UIH") and Tsinghua Unigroup International Co. Ltd ("TUI"). UIH and TUI are both companies incorporated in the BVI. UIH issued interest-bearing bonds (the "Bonds") to certain bondholders (the "Bondholders") in respect of which Citicorp

International Ltd (the "Trustee") acted as trustee. The Bonds were guaranteed by TUI. TUI is the 100% shareholder of UIH. Tsinghua Unigroup Co. Ltd ("TUC") is the ultimate parent company of UIH and TUI. TUC is currently undergoing a supervised reorganisation in the PRC after a Beijing Court appointed an administrator in July 2021. Following several defaults on the Bonds, in April 2022 the Trustee issued applications in the BVI court for the appointment of liquidators over UIH and TUI on the ground of insolvency. Upon the cross-applications of UIH and TUI, the liquidation applications were adjourned for 3 months and EY were appointed as JPLs of UIH and TUI in order to explore the possible restructuring of UIH and TUI.

- Acting for the Joint Liquidators (the "JLs") of Three Arrows Capital Limited ("3AC"), one of the most prominent cryptocurrency hedge funds. On 27 June 2022 the BVI Court appointed Teneo as JLs of 3AC further to the hearing of applications from 3AC itself and from a consortium of creditors. Since the JLs appointment, 3AC has filed for Chapter 15 bankruptcy protection in the Southern District of New York and the JLs have filed recognition proceedings in Singapore.

Justin Davis (Con't)

- Re Luckin Coffee Inc ("Luckin Coffee") in provisional liquidation. Acting as BVI and Cayman lawyers for a BVI company which was a creditor of each of Haode Investment Inc. (in liquidation) ("Haode") and Summer Fame Limited (in liquidation) ("Summer Fame"), both BVI companies, and Primus Investments Fund, L.P. (in liquidation) ("Primus"), an exempted limited partnership registered pursuant to the laws of the Cayman Islands. Each of Haode, Summer Fame and Primus were registered ordinary shareholders in Luckin Coffee, an exempted company incorporated in the Cayman Islands formerly listed on NASDAQ.

Michael Snape

Partner



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Practice Areas: Corporate and Financial Services Disputes, Dispute Resolution, Enforcement of Judgments and Awards, Fraud and Asset Tracing, Funds Disputes, Investigations and Regulatory Advice, Restructuring and Corporate Recovery, Shareholder and Valuation Disputes

Admitted in:

- 2012 - Cayman Islands
- 2002 - New Zealand

Michael is a Registered Foreign Lawyer regulated by the Law Society of Hong Kong.

Background:

Michael specialises in complex cross-border commercial litigation, shareholders' disputes and contentious insolvency, with a focus on Cayman domiciled companies listed on the SEHK that operate in the PRC. He also has a particular expertise in share valuation disputes, having advised on many of the leading cases before the Cayman Islands' courts. Michael is a member of Ogier's global Restructuring and Corporate Recovery team.

A highly experienced advocate, Michael has regularly appeared as counsel in the Cayman Islands' courts at all levels. He regularly advises shareholders, creditors, companies, liquidators and fund managers and directors in a range of disputes.

Michael's recent achievements include advising a major shareholder in a multi-billion dollar PRC-based manufacturing company in its successful appeals against the company in Cayman winding-up proceedings, and assisting a Cayman incorporated company listed on the SEHK to appoint restructuring provisional liquidators and stay a creditor's winding up petition filed against the company in Hong Kong. Michael also has ongoing involvement in many of the take-private share valuation disputes before the Cayman courts.

Prior to joining Ogier in 2018, Michael trained as a barrister in New Zealand. In 2011 Michael moved to the Cayman Islands, where he worked for the Government of the Cayman Islands, before joining the litigation department of another offshore law firm. Michael was also retained by the Cayman Islands Anti-Corruption Commission as independent counsel. In 2016, Michael relocated to Hong Kong, providing contentious offshore advice to clients in the Asian time zone.

Michael is an accomplished presenter on offshore law to onshore lawyers and other professional groups. He is a member of INSOL International and IWIRC.

He received his Bachelor of Laws in 2001 from Victoria University of Wellington, and also holds a Bachelor of Arts in political science and history.

Recognition:

Team of the Year – Litigation
Citywealth IFC Awards 2022

He is hands-on, familiar with the legal issues and gives spot-on advice.

IFLR 1000, 2021

Edwin Gomez

Counsel



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Practice Areas: Dispute Resolution, International Arbitration, Restructuring and Corporate Recovery

Admitted in:

- 2021 - British Virgin Islands
- 2012 - Cayman Islands
- 2005 - England and Wales

Edwin is a Registered Foreign Lawyer regulated by the Law Society of Hong Kong.

Background:

Edwin has a broad practice covering investment funds litigation, contentious trust matters, cross-border restructuring and corporate recovery and commercial litigation with a particular focus on negligence and breach of duty claims, member and creditor schemes of arrangement and contentious and non-contentious cross-border insolvency.

Prior to joining Ogier in 2016, Edwin was a Partner in a boutique commercial litigation practice in London, England before moving to the Cayman Islands to practise for a top ranked firm in 2012. Over the years, Edwin's Cayman law practice has had a significant nexus with Hong Kong.

Edwin is part of Ogier's multi-disciplinary Restructuring & Corporate Recovery team. He specialises in negligence and breach of duty claims and cross-border corporate restructuring and reorganisation with experience in member and creditor schemes of arrangement. His achievements include a successful application to the Grand Court of the Cayman Islands for the recognition of liquidators appointed by the High Court of Hong Kong over an exempted Cayman Islands incorporated company.

Edwin received his Bachelor of Laws (with Honours) in 1999 and completed the Legal Practice Course in 2000 at the University of the West of England, Bristol. He is fluent in English and Spanish.

Recognition:

One to Watch
Legal Week Private Client Global Elite 'Ones to Watch' Directory, 2019 & 2021

One to watch
Private Client 'Ones to Watch' 2018

Maria On

Senior Legal Manager



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Practice Areas: Dispute Resolution, Regulatory, Enforcement of Judgments and Awards, Fraud and Asset Tracing, Investigations and Regulatory Advice, Restructuring and Insolvency

Admitted in:

- 2015 – Hong Kong (non practising)
- 2012 – New Zealand

Background:

Maria has extensive experience in complex multi-jurisdictional commercial disputes. She focuses on insolvency and fraud matters.

Maria has significant trial and hearing experience, including representing clients in appellate courts and in arbitration proceedings in Hong Kong. Maria has also appeared as counsel in proceedings in New Zealand.

Over the course of her career, Maria has represented clients in cases involving fraud, shareholder disputes, breach of trust and fiduciary duties, dishonest assistance, conspiracy, professional negligence, and disputes with regulatory bodies.

Prior to joining Ogier, Maria was a senior associate at an international law firm in Hong Kong.

Maria graduated from Victoria University of Wellington in 2010 with Bachelor degrees in Law, Accounting and Finance. She subsequently completed a Master of Laws at the University of Cambridge in 2011, before starting her legal career at Chapman Tripp in New Zealand. Maria relocated to Hong Kong in 2014.

Ada Chan

Associate



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Practice Areas: Dispute Resolution, Regulatory, Restructuring and Insolvency, Banking Disputes, Corporate and Financial Services Disputes

Admitted in:

- 2022 - British Virgin Island
- 2019 - England and Wales
- 2017 - Hong Kong (non-practising)
- 2015 - New South Wales, Australia

Ada is a Registered Foreign Lawyer regulated by the Law Society of Hong Kong.

Background:

Ada is part of Ogier's Dispute Resolution and Restructuring team in Hong Kong. She specialises in complex, cross-jurisdictional commercial and corporate litigation, shareholders' disputes and insolvency matters.

Prior to joining Ogier, Ada has worked as an Associate at a renowned international firm and before that at another offshore law firm. She has extensive experience in working with high net worth individuals, as well as multinational companies and financial institutions.

Ada has worked on numerous multi-jurisdictional matters to address cross border issues, including the PRC, Hong Kong, Macau, Taiwan, Australia, the United Kingdom, the United States, India, Indonesia, Malaysia, France, Germany and Italy. Apart from working with counsels from various jurisdictions, Ada often worked and liaised with municipal authorities involved in her matters.

Ada speaks Mandarin, Cantonese and English.

Gemma Lardner

Partner



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Practice Areas: Dispute Resolution, Enforcements of Judgments and Awards, Restructuring and Corporate Recovery, Investigations and Regulatory Advice

Admitted in:

- 2011 - New South Wales, Australia and High Court, Australia
- 2016 - Cayman Islands

Background:

Gemma advises and represents Cayman-domiciled companies, directors, liquidators, creditors and shareholders in relation to non-contentious insolvency, restructuring and corporate recovery matters as well as contentious litigation and insolvency proceedings in the Grand Court and the Cayman Islands Court of Appeal. Her clients include Cayman-domiciled, PRC-operated and HKEX listed companies, both onshore and offshore insolvency practitioners, private equity funds,

financial institutions and hedge funds.

Gemma advises on a broad range of complex commercial and cross-border disputes including contentious insolvency proceedings, shareholder claims and corporate governance issues. Gemma regularly advises and appears on behalf of both creditors and defendant companies in relation to creditors' winding up petitions, advises shareholders of Cayman-domiciled companies on winding up on the just and equitable ground; advises and appears for liquidators on sanction applications and other matters arising in relation to the liquidation estate, and advises fund managers and directors in relation to solvent and insolvent wind-downs. Gemma is part of Ogier's multi-disciplinary Restructuring and Corporate Recovery team. She specialises in formal insolvency procedures, statutory remedies, and investor and shareholder rights/actions, with experience in distressed funds and private equity. Her experience includes a number of key cases for the development of the insolvency, restructuring and corporate recovery regime in the Cayman Islands, including but not limited to In the matter of CW Group Holdings (Cause no. FSD 113 and 122 of 2018), In the matter of China Shanshui Cement Group Limited (Cause no. FSD 161 of 2018), In the matter of FamilyMart China Holding Co Ltd (Cause no. FSD 195 of 2018), In the matter of the Torchlight Fund LP (Cause no. 103 of 2015) and In the matter of Natural Dairy (Cause no. FSD 186 of

2016).

Prior to joining Ogier, Gemma was an Associate at another major offshore law firm, having worked in both their Cayman and Hong Kong offices. A graduate of the University of Sydney, Gemma spent five years working in the Banking, Restructuring and Insolvency Team of Henry Davis York Lawyers in Sydney before relocating offshore in early 2016.

Gemma is a member of the Cayman Islands Legal Practitioners Association, the Recovery and Insolvency Specialists Association (Cayman) Limited (RISA), INSOL International, and the Australian Restructuring, Insolvency and Turnaround Association (ARITA). Gemma is also a member of the International Women's Insolvency and Restructuring Confederation (IWIRC) and the Co-Director of Events for the Cayman Islands IWIRC network.

Recognition:

"First-class... I could not speak highly enough about her contribution and her support for us in this matter."

Client Feedback, 2020

"Hardworking and resourceful, providing essential litigation nous."

Legal 500 Caribbean, 2020

Corey Byrne

Associate



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Practice Areas: Banking Disputes, Corporate and Financial Services Disputes, Dispute Resolution, Enforcement of Judgments and Awards, Fraud and Asset Tracing Funds Disputes, Investigations and Regulatory Advice, Restructuring and Corporate Recovery, Section 238 Shareholder Appraisal Rights

Admitted in:

- 2016 High Court of Australia
- 2016 Supreme Court of Victoria
- 2022 - Cayman Islands

Background:

Corey is an associate in Ogier's Dispute Resolution team, where he specialises in insolvency and restructuring disputes. He has experience in acting for insolvency practitioners, receivers, creditors, investment funds, directors, shareholders and distressed companies on a range of insolvency related issues, as well as complex

cross-border litigation involving financial services, fraud and asset tracing.

Corey is a member of the Dispute Resolution team in Ogier's Cayman office.

He specialises in advising Cayman Islands-domiciled companies, directors, insolvency practitioners, receivers, creditors and investment funds involved in contentious and non-contentious restructuring and insolvency matters, corporate rescues, winding up petitions and formal insolvency appointments. Corey also represents corporations and individuals in high value and complex cross-border commercial litigation including claims by shareholders and investors, enforcement of foreign judgments and awards, fraud and asset-tracing claims, and shareholder appraisal proceedings.

Prior to joining Ogier in 2022, Corey was an Associate in the Dispute Resolution teams of global law firms Herbert Smith Freehills (Melbourne, Australia) and Jones Day (Melbourne, Australia). In Australia, Corey specialised in insolvency disputes, regulatory investigations and proceedings, class actions, commissions of inquiry and general commercial and corporate disputes.

His experience included acting for a major creditor of a company which perpetrated one of the most significant frauds in Australian history, acting for interested parties

in Royal Commissions into Australia's financial services industry and its largest casino operator and acting for a number of ASX-listed corporations in defence of securities class actions.

Corey is a regular contributor to leading peer-reviewed legal journals on a broad range of topics including corporate insolvency, corporate law and civil litigation.

Corey completed a Bachelor of Arts and Bachelor of Laws (First Class Honours) from Monash University in 2014 and completed a Master of Laws from the University of Melbourne in 2020.

Publications:

- When can proceedings be issues against a Cayman Islands - incorporated company in liquidation

Brian Lacy

Partner



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Practice Areas: Dispute Resolution, Restructuring and Corporate Recovery, Trusts Advisory Group

Admitted in:

- 2012 - British Virgin Islands
- 2006 - England and Wales (non-practising)

Background:

Brian is the Head of BVI Dispute Resolution. He is a "formidable" commercial litigation barrister, with considerable experience of civil fraud, insolvency and trust disputes. He regularly appears in the BVI Commercial Court and the Court of Appeal and is "a very strong advocate". He is known for "giving sound and realistic advice, while fiercely fighting his client's corner and finding creative solutions to advance its interests". His team has been described in the leading directories as being "a slick operation" and "a tight, well-run group of clever, hardworking lawyers".

Brian has particular expertise in asset tracing and preservation, especially in the context of civil fraud, trust and probate disputes and insolvency. His cases often involve interim injunctive relief or the appointment of liquidators or receivers and he is a director of Recovery and Insolvency Specialists Association (BVI) Limited, the BVI chapter of INSOL.

Brian's BVI law expertise also extends across the full range of Virgin Islands company and shareholder disputes and he successfully represented Microsoft in the first derivative permission claim to be considered by the ECSC Court of Appeal.

Publications:

- Co-author of the BVI chapter of The Arbitration Review of the Americas, 2015.
- Co-author of the BVI chapter of The Dispute Resolution Review, 7th ed., 2014.
- Co-author of the BVI chapter of The Arbitration Review of the Americas, 2014.
- Co-author of Security for Costs and other Court Ordered Security, Jordans, 2010.
- Contributor to Restrictive Covenants and Confidential Information, Brearly & Bloch, Butterworths, 3rd ed., 2009.

Memberships:

- RISA (BVI INSOL Chapter)
- British Virgin Islands Bar Association

- British Russian Law Association
- British Ukrainian Law Association
- British Kazakh Law Association
- Hon. Society of Lincoln's Inn (Scholarships: Lord Brougham; Harwicke; and Kennedy)
- Chancery Bar Association

Recognition:

Brilliant lawyer

Chambers Global, 2020

Brian Lacy has excellent understanding of Russian and CIS disputes.

Legal 500 Caribbean, 2020

Recommended

Who's Who Legal Global Guide - Restructuring & Insolvency, 2020

Private Client Global Elite

Legal Week Private Client Global Elite Directory, 2019

Brian Lacy is highlighted by sources this year as a "very knowledgeable and approachable" practitioner in the market. He is well versed in civil fraud, insolvency and trust disputes.

Who's Who Legal, Asset Recovery, 2019

Grant Carroll

Partner



T: +1 284 852 7323

E: grant.carroll@ogier.com

Practice Areas: Corporate and Financial Services Disputes, Dispute Resolution, Restructuring and Insolvency, Trusts Advisory Group

Admitted in:

- 2005 - England and Wales
- 2013 - British Virgin Islands

Background:

Grant has appeared in the BVI High Court, Commercial Court and Court of Appeal on a range of matters relating to shareholder disputes, contentious insolvency matters and commercial litigation.

He practised at the English Bar on matters including commercial and contractual disputes before moving to the BVI five years ago.

During his time in the jurisdiction he has acted on a wide range of matters including restructuring and insolvency and funds litigation. He has been regularly instructed by office holders including receivers and insolvency practitioners as well as other stakeholders.

Grant has a wealth of experience working with CIS-based clients and represented the successful party in substantial litigation involving Russia's second-largest airline.

He has also regularly represented Asian based clients in respect of major cross-border litigation and insolvency matters.

Recognition:

Strikes up a huge rapport with clients

Legal 500 Caribbean, 2019

Associate to watch

Chambers Global, 2019

Done a good job of building his reputation

Chambers Global, 2019

Wealth of experience

Chambers and Partners

A terrific addition to any legal team

Client feedback

Very able and personable

Legal 500

Our Fees

Hong Kong Team

Name	Hourly Rates (USD)
Oliver Payne	1,125
Justin Davis	1,100
Michael Snape	1,100
Edwin Gomez	925
Maria On	825
Ada Chan	700

Cayman Team

Name	Hourly Rates (USD)
Gemma Lardner	925
Corey Byrne	600

BVI Team

Name	Hourly Rate (USD)
Brian Lacy	920
Grant Carroll	900

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