

Lin Wan Xuan (Anna)

EDUCATION

- 2007 – 2008** **THE LONDON SCHOOL OF ECONOMICS AND POLITICAL SCIENCE**
Master in Laws - Corporate and Securities Law
- Distinction
 - The British Chevening Postgraduate Scholarships
- 2006 – 2007**
1999 – 2002 **THE UNIVERSITY OF HONG KONG**
Postgraduate Certificate in Laws
Bachelor of Arts: Translation and European Studies
- First Class Honours
 - Dean's Honours List
- 2005 – 2006** **THE COLLEGE OF LAW, BIRMINGHAM**
Graduate Diploma in Law
- Distinction

PROFESSIONAL QUALIFICATIONS

- 30 April 2018** Solicitor, the BVI
20 April 2018 Registered Associate Lawyer, Bermuda
15 November 2017 Solicitor, England and Wales (not currently practising)
17 March 2017 Attorney, California, USA (not currently practising)
22 January 2011 Solicitor, Hong Kong SAR (no currently practising)

CAREER HISTORY

- 13 JUN 2016 - PRESENT** **CONYERS DILL & PEARMAN**
Litigation & Restructuring

Insolvency Proceedings

- Setting Aside a Statutory Demand and Seeking an Injunction Preventing the Filing of a Winding Up Petition. Drafted affidavits in support of a ListCo's applications to (i) set aside a statutory demand served in the BVI and (ii) seek an injunction order preventing a creditor from filing a winding up petition in the Cayman Islands.
- Acted as the lawyer in charge regarding a Singapore ListCo Group's insolvency proceedings in Bermuda and the BVI. Advised the Chairman of the ListedCo and the board of a BVI subsidiary regarding litigation strategy and steps to be taken in the proceedings.
- Acted for a Taiwanese ListCo as a creditor/minority shareholder seeking to wind up a Cayman Islands company: Drafted the statutory demand and various correspondence with the debtor company; liaised with the liquidators regarding the liquidators' scope of work; attended conference calls with the client on a regular basis.
- Acted for a Singapore ListCo as a creditor in the winding up of a BVI company.
- Acted for a Hong Kong ListCo regarding the potential winding up application of a subsidiary in the BVI.

Shareholder Disputes

- Powerwealth Enterprises Limited and others v Centerwin System Limited and others BVIHC (COM) 137of 2018. Advised the majority shareholder and directors in a shareholder dispute in the BVI claiming quasi-partnership.

- In the matter of Jay Star (a Bermuda company) 2019: No.69. Acted for the former shareholder on a claim based on alleged wrongful exclusion from management, breach of a bilateral / shareholder agreement and oppressive and prejudicial conduct under section 111 of the Bermuda Companies Act 1981 - Alternative remedy to winding up in cases of oppressive or prejudicial conduct and winding up on just and equitable ground.
- Annuity & Life v Guan Lingxiang 2018: No.24 - Minority shareholder rights and disputes with majority shareholders. Advised the majority shareholders in their defending of a claim from the minority shareholders regarding alleged mismanagement and dissipation of the company's assets.

Share Appraisal Proceedings

- In the matter of Qunar Cayman Islands Ltd (NASDAQ:QUNR). Worked with the Senior Counsel acting for a group of three dissenters in their dissenting action under section 238 of the Cayman Islands Companies Law. Conducted legal research; prepared inter partes correspondence. Reviewed and commented upon expert reports; undertook the necessary discovery exercise and collated necessary disclosure materials; attended meetings with the dissenters and FTI, as the expert, and the team.
- In the matter of Sky-Mobi Limited (NASDAQ:MOBI). Advised the Company in its dissenting action and attended to all correspondence with the dissenter. Drafted skeleton submissions for use at the directions hearing emphasising the uniqueness of the case compared to those usually heard in the Financial Services Division and successfully obtained directions which address the unique circumstances of the case and fits squarely within the regime envisaged by the GCR and the FSD Guide. Advised the clients on settlement strategy and tactics; conducted the settlement negotiations throughout independently achieving swift settlement.

Voluntary Liquidation, Merger and Restructuring

- Voluntary liquidation: Advised over 300 companies/partnership/SPCs/funds/unit trusts on termination or dissolution matters in the BVI, Cayman Islands and Bermuda. Advised the client companies/partnerships/SPCs on the difference between a voluntary liquidation and a strike off, in particular the potential liabilities of a director following a strike off. Advised on the typical timeline for a voluntary liquidation / strike off and the duties of the directors in entering into a voluntary liquidation / strike off. Advised the client on the difference between a voluntary liquidation and a court supervised liquidation, in particular, the difference in the powers of the liquidators appointed by members in solvent circumstances and the powers of the liquidators appointed by the court in insolvent scenarios.
- Cross-boarder Statutory Merger: Advised clients on a merger between a Cayman Islands company and a BVI company. Advised the clients regarding the use of a statutory merger for the purposes of achieving a swift restructuring.
- Company restoration/reinstatement: Advised clients on their reinstatement or restoration applications in the Cayman Islands and BVI.

Probate and Family Trust

- Advised and assisted high net-worth individuals and family trusts/foundations on probate and family trust matters: Drafted the necessary documents for applications for grant of (i) probate, (ii) letters of administration and (iii) letters of administration with a will annexed, under the the new rules in the BVI, ie. the Eastern Caribbean Supreme Court (Non-Contentious Probate and Administration of Estates) Rules 2017.

Company Law, Fiduciary Obligations, Company Meetings, Resolutions and Corporate Governance Advisory Matters

- Advised the clients on a wide range of company law, fiduciary obligations and corporate governance advisory matters on an ongoing basis to facilitate the needs of the clients in a most responsive, efficient and commercial manner.

Nov 2015 – May 2016

Career Break and Studying for California State Bar Qualification

- Studying and undertaking the Bar Exam of the California State Bar.
- Family Commitments looking after an infant daughter, and engaged in challenging pro bono work, including: IP Infringement: advising two SMEs in Hong Kong regarding three threatened law suits from competitors. Licensing Issues: Assisting one SME in its formal negotiation with Apple Inc. and Singapore Transport Department regarding its licensing and confidentiality agreements. Marriage and Matrimonial: Assisting a self-represented party in a divorce proceedings by providing draft affidavit and general advice regarding negotiation strategy and equitable asset distribution. Torts: Advising a person suffering minor personal injury regarding her potential claims against the tortfeasor on assault, battery, negligence, negligent infliction of emotional distress, and the potential remedies available. Settlement was reached after correspondence with the tortfeasor. Career Advice to Law Students: Wrote a short career guide to law students regarding general examination and studying techniques, sharing views on legal education.

4 OCT 2010 – 7 NOV 2013

**LIPMAN KARAS
Associate, Litigation and Dispute Resolution**

Directors' Liability Claims

Actions by companies in liquidation against former delinquent directors for potential asset recovery.

- Moulin v Lee : Advising Liquidators on a high value breach of fiduciary duty, breach of statutory duty and negligence claim against director; Moulin was a litigation brought by the court-appointed Liquidators of Moulin Global Eyecare Holdings Limited, a Bermuda incorporated company; the total claim against its previous independent director exceeds HK\$1.2 billion in value; the case worked upon was reported in various judgments, including: Hong Kong Court of Final Appeal: Moulin Global Eyecare Holdings Limited (In Liquidation) v Olivia Lee Sin Mei (2014) 17 HKCFAR 466; Hong Kong Court of Appeal: Moulin Global Eyecare Holdings Limited (In Liquidation) v Olivia Lee Sin Mei [2013] 1 HKLRD 744; Moulin Global Eyecare Holdings Limited (In Liquidation) v Olivia Lee Sin Mei [2012] 4 HKLRD 263; Moulin Global Eyecare Holdings Limited (In Liquidation) v Olivia Lee Sin Mei [2013] 3 HKLRD 72
- Moulin v Ivan Chan : Advising Liquidators on claims against former executive directors on misfeasance, conspiracy of false accounting and breach of fiduciary duty; prime responsibilities include: Drafting and preparing pleading, motions and other related documents, including a statement of claim of approximately 50 pages, writ of summons, summons for a potential time extension application, summons regarding settlement proposal for the approval of the court, together with its supporting affidavit attaching draft settlement agreement and court order.

Professional Negligence Claim Against Auditors

Claims against auditors based on negligence such that no reasonable prudent auditor would have certified the pertinent financial reports without identifying and reporting the fraudulent conduct to the independent directors and/or relevant authorities. Peace Mark (In Provisional Liquidation) v A Firm of Certified Public Accountants: Advising the provisional liquidators of the Bermuda company in an approximately HK\$300 million audit negligence claim.

Equitable Tracing and Worldwide Injunction

- Falcon v Borry : Assisted in an urgent worldwide injunction and freezing order application for Falcon, an Abu Dubai state-owned investment bank; relevant judgments include the following from the Court of First Instance and the Court of Appeal: Falcon Private Bank Ltd v. Borry Bernard Edouard Charles Ltd HCA 1934/2011 (unreported)

(27/01/2012), Falcon Private Bank Ltd v. Borry Bernard Edouard Charles Ltd HCA 1934/2011 (unreported) (22/02/2012), Falcon Private Bank Ltd v. Borry Bernard Edouard Charles Ltd HCA1934/2011 (unreported) (9/07/2012), and Falcon Private Bank Ltd v. Borry Bernard Edouard Charles Ltd HCMP 2693/2012 (unreported) (21/02/2013).

Section 221 Examinations

- Galleria v Yu (A Former Financial Officer of the Company): liquidators' application for a section 221 examination of a previously manager of the company: Assisted in the preparation of the liquidators' affidavit and collated exhibits; collated hearing bundles, and arranged for the filing of the summons, affidavits, bundles and the service of the same. Drafted examination questions for use by the liquidator at the hearing; attended a two-day hearing before the Master; examination of the officer by the liquidator observed; drafted notes of the hearing and marked exhibits accordingly; prepared draft orders and arranged for the approval of the same.

Other Miscellaneous Matters

- Matter re winding up of Hong Kong Company; private company shareholder dispute; dispute regarding breach of settlement agreement; potential claim against a shareholder: drafted a counselling memorandum for the partner-in-charge regarding the client's potential claim against another shareholder for breach of the shareholder agreement.

28 AUG 2008 – 27 AUG 2010 CLIFFORD CHANCE - Trainee Solicitor

Commercial Litigation

- Claim by a Taiwanese company against an international financial institution on the mis-selling of financial instruments. Communicated with clients, counsels and the other side's solicitors by letter, email and phone. Attended witness interviews, pre-trial hearings and the full trial at the High Court. Advocacy by Jat Sew Tong, S.C. at trial observed. Conducted in-depth legal research into various areas of laws, using a variety of research tools. Compared Hong Kong and Taiwan legal regulatory framework for licensed persons, analysed the principles in the SFC Code of Conduct for Persons Registered with the SFC.

IP Dispute

- Suspected IP infringement. Drafted and reviewed various cease and desist letters. Made telephone enquiries to various authorities. Liaised with the SFC and companies registry directly by letter on unauthorised use of company name and trademark. Conducted "whois" searches. Assisted with Chinese-English translation of documents. Conducted legal researches on various topics, ranging from advices on IP law to memos on civil procedures.

Regulatory Advice

- Morgan Stanley Asia Limited re Octave 10, 11 and 12 Credit Event Notes. Reviewed various financial instruments' offering documents. Analysed risk disclosures wording used in the offering documents.
- Delta Asia Group (Holdings) Limited re HKMA Appointment of Manager under the Banking Ordinance. Drafted research memorandum on the judicial review matter, e.g. time limitation on application for leave, timing for appealing to the Chief Executive

Banking and Finance Department

- Advising Receivers in Relation to Sky Honest Investments Debt Restructuring. Actively assisted the restructuring team with various enforcement issues in the PRC, including reviewing and amending petitions to commence PRC legal proceedings for breach of contract and debt claim, application for property preservation order and application for evidence preservation order.
- Project Kraken – a USD 222-million Restructuring of Debt for the Marine Subsea Group and the simultaneous project financing of two mobile oil drilling ships for the same group backed by the Norwegian Export Credit Agencies. Drafted a number of financing documents, including a promissory note, security documents and various corporate resolutions, demonstrating very good drafting skills. Coordinated with local counsel and handled difficult local counsel with grace, ensuring tight deadlines being met. Took initiative on tackling problems thrown up along the way, demonstrating the ability to deal with complex issues effectively and to suggest solutions.

Funds Department

- Developed solid understanding of the Securities and Futures Commission's licensing and authorisation regime for intermediaries engaged in asset management. Assisted in an urgent due diligence exercise in relation to a potential voluntary cash offer for a listed company in Hong Kong. Responded to queries from clients on behalf of the firm, requiring high level of communication.

JUL 2007 & AUG 2006

**PINSENT MASONS
Summer Intern**

- Conducted legal research independently. Assisted in translating, drafting and reviewing legal documents.

NOV 2005 – MAY 2006

**ASYLUM LAW CLINIC SUPPORTED BY UNHCR
Volunteer**

- Interviewed asylum seekers in the UNHCR Asylum Clinic (Birmingham). Recorded the background of interviewees and referred appropriate candidates to the Home Office for further legal assistance.

AUG 2002 – AUG 2005

HONG KONG GOVERNMENT

Mar 2005 – Aug 2005

**Executive Officer, Leisure and Cultural Services
Department**

- Supervised a team of clerical staff. Managed the recruitment process of the contract staff in the office, and monitored the security and cleaning services provided by contractors.

Aug 2002 – Mar 2005

Interviewing Officer, Home Affairs Department

- Spent two and a half years as Interviewing Officer for clients applying for the Free Legal Advice Scheme under the Duty Lawyer Service. Prepared case summaries and collated relevant information for referral.

Aug 2002 – Mar 2005

Executive Officer, Home Affairs Department

- Acted as Secretary of Planning, Transport and Environmental Protection Committee and Secretary of Economic and Employment Committee, Wan Chai District Council, a major public consultation body for Wan Chai district, Causeway Bay and Happy Valley. Duties included undertaking consultation both in English and Mandarin with local business

people and developers in regards to public policies for district land planning, transport and railway development. Gained an insight into the needs of local businesses. Organised visits to different Government Department Headquarters for Councillors; arranged meetings with the Director of Buildings Dept, Director of Transport Dept and with the Deputy Director of Civil Engineering and Development Department. Nominated as a Liaison Officer for the 2002 ITU TELECOM Asia of the United Nations, an international event attended by international senior officials and Royal families. Worked as a key member of a team of thirty staff which was headed by a director in the Office of the Telecommunication Authority, HK with tight deadlines.