

2022 Highlights From Our Asia Practice 2022 亚洲业务实例精选

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In 2021, as the world navigated the second full year of the pandemic, we remained connected with one another through it all. Loeb & Loeb's Hong Kong and Beijing lawyers continued to represent clients in a wide range of areas, including capital markets, corporate, commercial finance, intellectual property (IP), and litigation and dispute resolution. In April, we welcomed Lynia Lau to our Hong Kong office. An established lawyer in the energy, natural resources and infrastructure sectors, Lynia has over 30 years of experience in cross-border M&A transactions and project development-, project finance- and government regulatory-related matters.

With a resident—and growing—team of lawyers in Asia and a deep bench of multicultural and multilingual professionals firmwide who are focused on serving clients with interests in the Asia-Pacific region, we continue to offer local knowledge and international resources to bridge East and West.

Capital Markets

Advised Hong Kong-listed **Xtep International Holdings Ltd.** (SEHK: 01368.HK) and its wholly owned subsidiary, **Xtep Global Investment Ltd.**, in the issuing of HK\$500 million convertible bonds by Xtep International to GSUM IV Holdings Ltd. and US\$65 million perpetual convertible bonds by Xtep Global to GSUM VII Holdings Ltd. GSUM IV Holdings Ltd. and GSUM VII Holdings Ltd. are both

2021全球度过了第二个疫情年，而我们始终依然保持相互联结。乐博香港和北京办公室的律师继续代理客户处理各类领域的事务，包括资本市场、公司业务、商业金融、知识产权以及诉讼和争议解决。4月份，我们的香港办公室迎来了刘晓冰律师。作为一名在能源、自然资源和基础设施领域建树卓越的律师，她在跨境并购交易以及与项目发展、项目融资和政府监管相关的事务方面拥有逾30年经验。

我们亚洲分部常驻并不断壮大的律师团队以及全所多文化背景、多语言能力的资深专业人员专注服务于在亚太地区持有利益的客户，因而乐博持续以本地知识和全球资源的整合实力为客户搭建东西方之间的桥梁。

资本市场

代理香港上市公司**特步国际控股有限公司**(SEHK: 01368.HK)及其全资子公司**特步全球投资有限公司**处理特步国际向GSUM IV Holdings Ltd.发行5亿港元可转换债券以及特步全球向GSUM VII Holdings Ltd.发行6500万美元永续可转换债券的交易。GSUM IV Holdings Ltd.和GSUM VII Holdings Ltd.均为由一众投资专业人员和运营

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exempted companies managed by Hillhouse Capital Management, a global firm of investment professionals and operating executives. Xtep International is a leading multibrand sportswear company and is principally engaged in the design, development, manufacturing, sales, marketing and brand management of sportswear, including footwear, apparel and accessories.

Represented **Inception Growth Acquisition Ltd.**, a special purpose acquisition company (SPAC), in a US\$90 million SPAC initial public offering (IPO) on Nasdaq.

Represented **Maxicity Holdings Ltd.** in its transfer of listing from the Global Exchange Market to the Main Board of the Stock Exchange of Hong Kong (SEHK: 2295.HK). Maxicity is a slope works contractor in Hong Kong.

Represented **HHG Capital Corp.**, a SPAC, in a US\$57.5 million IPO on Nasdaq.

Represented **Ace Global**, a SPAC, in its US\$40 million IPO on Nasdaq.

Represented **Nova Vision Acquisition**, a US\$50 million SPAC targeting businesses in Asia, in its IPO on Nasdaq.

Represented **Shinhan Investment Asia Ltd.** as lead arranger in connection with the EUR€100 million floating rate green notes due 2026 issued by Hanwha Solutions Corp., Korea's leading solar photovoltaic manufacturer, and guaranteed by Shinhan Bank. Hanwha Solutions is using the net proceeds from the issue of the green notes for the financing and refinancing of new and existing projects in the eligible green projects in accordance with its Green Financing Framework.

Represented a group of **Korean investment banks** in connection with the US\$200 million multitranche guaranteed floating rate notes issued by Hyundai Heavy Industries Co., Ltd., the world's largest shipbuilding company.

Corporate

Represented **CSM Media Research Co. Ltd.** in negotiating agreements with television broadcasters and advertisers to conduct TV audience measurements in Hong Kong. CSM Media Research is a joint venture formed by various established media and broadcasting companies, including CVSC-TNS Research, Mango Media Communication Co., China International Television Corp. and CNR Media Development Corp., that specializes in television ratings survey research.

高管组成的全球化投资公司高瓴资本旗下管理的豁免公司。特步国际是一家领先的多品牌运动鞋企业，主营鞋服和配饰等运动鞋产品的设计、开发、制造、销售、营销和品牌管理。

代理特殊目的收购公司 (SPAC) **Inception Growth Acquisition Ltd.** 处理其9000万美元纳斯达克SPAC首次公开募股 (IPO) 的交易。

代理**丰城控股有限公司 (Maxicity Holdings Ltd.)** (SEHK: 2295.HK) 处理其由联交所创业板转至主板上市的交易。丰城是香港一家斜坡工程承建商。

代理特殊目的收购公司**HHG Capital Corp.** 处理其5750万美元的纳斯达克IPO交易。

代理特殊目的收购公司 **Ace Global** 处理其4000万美元的纳斯达克IPO交易。

代理目标锁定亚洲业务的5000万美元特殊目的收购公司 **Nova Vision Acquisition** 处理其纳斯达克IPO交易。

代理**新韩投资亚洲有限公司 (Shinhan Investment Asia Ltd.)**，就其在由韩国领先太阳能光伏系统制造商韩华思路信株式会社 (Hanwha Solutions Corp.) 发行、并由新韩银行 (Shinhan Bank) 担保的2026年到期的1亿欧元浮动利率绿色票据的交易中担任牵头安排行提供相关服务。韩华思路信根据《绿色融资框架》将发行该绿色票据所得净收益用于适格绿色项目中的新项目 and 已有项目的融资及再融资。

代理一个**韩国投行银团** 处理全球最大造船企业现代重工有限公司发行2亿美元多轮有担保浮动利率票据的交易的相关事务。

公司业务

代理**中国广视索福瑞媒介研究有限公司**，就其为在香港实施电视受众数据调查而与电视台和广告商订立的一些协议提供谈判相关服务。CSM是由多家成熟的媒体及广播公司、包括央视市场研究股份有限公司、芒果传媒有限公司 (中国国际电视总公司和央广传媒发展总公司) 共同组建的一个专营电视收视率调查研究的合资企业。

Represented **CYC Motor Holding Ltd.**, an electric bike company, with a high-level review of transaction documents and advising on the company's employee stock ownership plan (ESOP) and Series B financing.

Advised **Apoidea Group**, an artificial intelligence (AI) fintech company that leverages novel techniques in deep learning and natural language processing to extract insights within and among financial texts, in reviewing and advising with regard to the company's Shareholders Agreement.

Represented **Chargedot Shanghai New Energy Technology Co. Ltd.** in its acquisition by technology company ABB. Chargedot supplies AC and DC charging stations, as well as the necessary software platforms, to a range of customers that includes electric vehicle (EV) manufacturers, EV charging network operators and real estate developers.

Represented **Fitch Ventures** in its investment in Diginex, a technology company. Fitch Ventures is the equity investment arm of Fitch Group, a global leader in financial information services with operations in more than 30 countries.

Represented **China CITIC Bank Corp. Ltd.** in connection with various lending transactions.

Represented **Morgan Stanley** in connection with various lending transactions involving Asian borrowers.

Advised **CLPS Inc.**, a Nasdaq-listed company, on a direct placement of its equity securities and registration of stock warrant for a total value of US\$32 million.

Represented **NongHyup Bank**, a specialized bank in Korea, in connection with obtaining a full banking license from the Hong Kong Monetary Authority and establishing a branch in Hong Kong. The banking license was granted by the authority in April 2021 and NongHyup Bank Hong Kong Branch commenced business in November.

Advised on long-term liquefied natural gas (LNG) sales and purchase agreements between **S&T International Natural Gas Trading Co. Ltd.** and **QatarEnergy**, whereby QatarEnergy's LNG-producing affiliate, Qatar Liquefied Gas Co. Ltd., will supply 1 million tons per annum to China for 15 years starting in late 2022. The total transaction value was approximately US\$15 billion.

Represented **Avalon Global Holdings Ltd.** in connection with its Series A financing, a joint venture and licensing agreement, and general corporate and regulatory filings and various patent filings in Hong Kong and the United States, including compositions for enhancing the immunogenicity of vaccines, face masks, a robotic disinfection system and an antimicrobial treatment of textiles.

代理电动自行车企业 **CYC Motor Holding Ltd.**, 就其交易文件提供高级别审阅服务, 并就该公司的员工持股计划 (ESOP) 及 B 轮融资提供建议。

向人工智能金融科技企业 **Apoidea Group** 提供有关其《股东协议》的审阅及建议服务。该公司利用深度学习和自然语言处理的新技术提取各类金融信息文本的洞见及数据。

代理 **上海联桩新能源技术股份有限公司 (Chargedot Shanghai New Energy Technology Co. Ltd.)** 处理其被科技企业 ABB 收购的交易。联桩为电动汽车制造商、电动汽车充电网络运营商和房地产开发商等一系列客户提供交流 (AC) 和直流 (DC) 充电站及必备软件平台。

代理 **Fitch Ventures** 处理其投资一家科技企业 Diginex 的交易。Fitch Ventures 是在 30 多个国家拥有运营机构的全球领先的金融信息服务提供商惠誉集团旗下的股权投资公司。

代理 **中信银行股份有限公司** 处理其若干借贷交易。

代理 **摩根士丹利** 处理其若干涉及亚洲借款人的借贷交易。

向纳斯达克上市公司 **华软科技 (CLPS Inc.)** 就其总计价值 3200 万美元的股权证券直接配售和股票权证注册提供顾问服务。

代理韩国一家专业银行 **农协银行 (NongHyup Bank)** 处理其向香港金融管理局申请取得全银行业务牌照以及在香港设立一家分行的相关事务。香港金融管理局于 2021 年 4 月向农协银行发放全银行业务牌照, 并且, 该行香港分行于 11 月开业。

向 **新港国际天然气贸易有限公司 (S&T International Natural Gas Trading Co. Ltd.)** 和 **卡塔尔能源 (QatarEnergy)** 就其长期液化天然气购销协议提供顾问服务, 根据这些协议, 卡塔尔能源的液化天然气生产附属企业卡塔尔液化天然气有限公司 (Qatar Liquefied Gas Co. Ltd.) 将在 2022 年下半年开始的 15 年内每年向中国提供 1 百万吨液化天然气, 总交易价值约为 150 亿美元。

代理 **铠耀全球控股有限公司 (Avalon Global Holdings Ltd.)**, 处理其 A 轮融资交易、一项合资及许可协议、常规的公司和监管报备事务及其在香港和美国的各类专利提交工作, 涉及产品包括用于增强疫苗免疫原性的组合物、口罩、一种机器人消毒系统及一种织物抗菌处理技术。

Represented **Avalon SteriTech Ltd.** in connection with its Series A financing and a joint venture with SoftBank Robotics and MTR.

Advised **Athenex Therapeutics Ltd.**, a global biopharmaceutical company dedicated to the discovery, development and commercialization of novel therapies for the treatment of cancer, with regard to its ESOP in Hong Kong and a consulting agreement. Loeb also advised the client and its subsidiaries on a number of commercial and patent-related transactions, including drafting and negotiating licensing agreements and collaboration agreements.

Represented a major multinational **delivery service and logistics company** that provides domestic and international express delivery in its acquisition of an aircraft ground service and logistics company based in Hong Kong.

Advised a **robot solutions provider** in Hong Kong and China in connection with its joint venture and share subscription.

Represented a **private equity fund** in its tender offer for a public real estate investment trust in Japan.

Represented an **Australian company** in its proposed acquisition of a gold mining company in Africa.

Intellectual Property

Advised **DeepTranslate Ltd.**, one of the industry's leading AI translation engines when it comes to English and Chinese financial domains, on its U.S. patent protection strategies.

Represented **Emerging Viral Diagnostics Ltd.**, a biomedical company striving to develop and deliver new and first-in-class biomedical technologies, with respect to various patent filings for the company's point-of-care diagnostic device and related technologies. Loeb also advised the client in connection with its Series A financing.

Represented **Zhejiang Chic Robot Technology Co. Ltd.** in patent infringement litigation before U.S. federal district and appellate courts against a number of defendants, leading to a preliminary injunction, a court sanction and settlement payments to the client by the defendants. The Loeb team's enforcement actions on behalf of the client also led to the defendants' funds being frozen by e-commerce platforms and a court ruling of substantial lawyers' fees of the plaintiff to be paid by the defendants.

Provided IP due diligence services to **Hong Kong Science and Technology Parks Corp.** (HKSTP) for the Leading Enterprises Acceleration Program (also known as LEAP@

代理**铠耀环境卫生科技有限公司(Avalon SteriTech Ltd.)**处理其A轮融资交易及与软银机器人(SoftBank Robotics)和港铁设立合资企业的事宜。

向**慧源医疗有限公司(Athenex Therapeutics Ltd.)**就其香港地区员工持股计划及一项咨询协议提供顾问服务。慧源医疗是一家致力于癌症新疗法的发现、开发和商业化的全球化生物制药企业。乐博也向该客户及其子公司就若干商业交易和专利相关交易提供顾问服务,包括许可协议及合作协议的起草和谈判工作。

代理一家提供国内及国际快递服务的大型**快递和物流服务跨国企业**,处理其收购香港一家机场地面服务及物流企业的交易。

向运营地位于香港和中国的一家**机器人解决方案提供商**就其合资及股份认购事务提供顾问服务。

代理一家**私募股权基金**处理其对日本一家公共房地产投资信托机构的要约收购交易。

代理一家**澳大利亚公司**处理其对非洲一家金矿企业的拟议收购。

知识产权

向英文和中文金融内容领域的业界领先人工智能翻译引擎公司之一**译谷有限公司(DeepTranslate Ltd.)**就其美国专利保护战略提供顾问服务。

代理致力于开发和提供新型的一流生物医药技术的生物医药企业**新发病毒诊断有限公司(Emerging Viral Diagnostics Ltd.)**,处理有关其床边/即时测试(POC)诊断设备和相关技术的各类专利提交的事务。乐博也向客户就其A轮融资提供了顾问服务。

代理**浙江骑客机器人科技有限公司**处理针对若干被告方提起的美国联邦地区和上诉法院专利侵权诉讼案,法院判决初步禁令、法院制裁令及由被告方向该客户支付和解款。乐博团队代表客户的执行措施也导致电子商务平台将被告方资金冻结并引发法院裁决被告方支付原告方实质部分的律师费。

向**香港科学园公司(Hong Kong Science and Technology Parks Corporation)(HKSTP)**就"领先企业扶持计划"(Leading Enterprises Acceleration Program,即LEAP@

HK), which helps accelerate the business growth of its candidates. Loeb advised HKSTP on matters including subsistence, ownership and validity of patents; infringement risk of the company's products and technologies; and strategies to strengthen the IP protection of its core products and technologies.

Represented **Chain Technology Development Co. Ltd.**, a research and development-based startup that offers a comprehensive suite of smart city solutions, in connection with the preparation and filing of patent applications.

Advised **Avant Meats Co. Ltd.**, a startup that focuses on the research and development of cell-based agriculture and strives to bring down the production costs of cell-based meat, on the IP aspects of its pre-seed financing transaction and patent applications. Loeb also advised the client on overall patent filings and prosecution strategies and filed a number of U.S. provisional patents with respect to a key invention of the client.

Advised **Motive Force Technology Ltd.**, a company dedicated to the research, development and commercialization of immersive virtual reality technology to improve education and elderly and rehabilitation services, with respect to overall patent prosecution strategies. Loeb also assisted the client with patent filings and prosecution strategies in Hong Kong and the U.S.

Advised **RaSpec Intelligence Inspection Ltd.**, an AI building inspection company, with respect to overall patent filing and prosecution strategies. Loeb filed a U.S. provisional patent with respect to a key invention of the client. The company is developing software for building inspections that improves the safety of buildings and reduces economic loss and loss of human life. Through the use of satellite data for macroscopic inspection, micro-detection by using built-in Internet of Things sensors and automatic inspection by drones, its software can effectively assess the potential risks and calculate the degrees of damage.

Advised **Rollogo Ltd.**, a luggage brand geared toward tech-savvy travelers, with respect to overall patent filings and prosecution strategies. Loeb is drafting a U.S. provisional patent application with respect to a key invention of the client.

Advised **Ecoinno (HK) Ltd.**, a technology company that focuses on developing multiple categories of products from Green Composite Material made from cellulose, a naturally occurring polymer with Ecoinno's proprietary processing facilities, in connection with its Series B financing, ESOP, nondisclosure agreements, employment agreements and general corporate matters. We also advised the client on a collaboration agreement. Loeb serves as the lead IP counsel for the client, advising the company on overall IP strategies and handling its global patent and trademark portfolio, including prosecution and opposition proceedings.

HK)提供相关的知识产权尽职调查服务,该计划旨在扶持选定企业的成长。乐博就专利的存续状况、所有权和有效性、企业产品和技术的侵权风险以及其核心产品和技术的知识产权加强保护战略等事项向HKSTP提供顾问服务。

就专利申请的制备和提交代理**倬咏技术拓展有限公司(Chain Technology Development Co. Ltd.)**。倬咏为一家提供全方位智能城市解决方案的研发型初创企业。

就专注于细胞肉农业技术研发及力求降低细胞肉生产成本的初创企业**Avant Meats Co. Ltd.**的种子轮之前的融资交易和专利申请所涉及的知识产权事宜向该公司提供顾问服务。乐博也向客户提供了专利提交及申请整体战略方面的顾问服务,并为客户的一项关键发明申请了若干美国临时专利。

向致力于研发用以改进教育及长者和康复服务的沉浸式虚拟现实技术及其商业化的**原动力科技有限公司(Motive Force Technology Ltd.)**提供有关专利申请整体战略方面的顾问服务。乐博也协助客户制定其香港和美国的专利提交和申请战略。

向人工智能楼宇检测公司**维视拍智能检测有限公司(RasPect Intelligence Inspection Ltd.)**就专利提交及申请整体战略提供顾问服务。乐博也为该客户的一项关键发明申请了一项美国临时专利。该公司正在研发用以提高楼宇安全性及减少经济损失和人员伤亡的楼宇检测软件。通过利用卫星数据进行目视检测、利用内置物联网传感器进行微观探测、利用无人机进行自动检测,其软件能够有效地评估潜在风险和测算损害程度。

向锁定技术达人型旅行者市场的行李箱品牌企业**Rollogo Ltd.**提供专利提交及申请整体战略方面的顾问服务。乐博正为该客户的一项关键发明起草美国临时专利申请。

向**寰科创新(香港)有限公司(Ecoinno (HK) Ltd.)**就其B轮融资、ESOP、保密协议、雇佣协议及常规公司事务提供顾问服务。该公司专注于研发以采自天然聚合物纤维素的"绿色复合材料"通过其专有的加工设备制造的多种类别的产品。乐博也就一项合作协议向客户提供顾问服务,并作为客户的牵头知识产权律师就整体知识产权战略及处理其全球专利和商标组合提供顾问服务,包括专利申请和异议程序。

Litigation

Represented a **People's Republic of China (PRC) corporate investor** in connection with disputes arising from a telecommunications project in Southeast Asia in a cross-border arbitration against its joint venture partner. The disputed sum was of high value and the factual background was complex. This dispute also involved extensive arguments over legal principles and the joint venture's capacity to sue.

Represented the **shareholders and directors of a private equity firm** in defending a commercial and shareholders' dispute claim in Hong Kong High Court. The dispute involved proceedings in Hong Kong, Japan and the British Virgin Islands. Loeb developed the overall litigation strategies for the clients and coordinated legal teams in the different jurisdictions. In Hong Kong, we successfully obtained a strike out order against the plaintiffs' derivative claims with costs.

Represented a **U.S. claimant** in a multijurisdictional commercial fraud case. Loeb assisted the client in obtaining urgent injunction orders and disclosure orders against the fraudsters and banks in Hong Kong High Court. We also assisted the client in an assets tracing and recovery exercise, as well as liaised with the banks and the Hong Kong Police Force.

Represented a **PRC bank** in various asset recovery cases in Hong Kong High Court. Due to the complex nature of the loan arrangements and the misrepresentations made by the borrowers, there was also satellite civil and criminal litigation in the PRC. Loeb worked closely with the receivers of the borrowers to protect the bank's interests.

诉讼

代理**中国大陆一家公司投资人**就东南亚一个电信项目所产生的争议处理针对其合资伙伴的一项涉案金额高、事实背景复杂的跨境仲裁案。该案也涉及对一些法律原则及该合资企业能否采用这些原则的广泛争议。

代理一家**私募股权公司的股东和董事**处理在香港高等法院提起的一项商事及股东争议案。该争议涉及香港、日本和英属维京群岛的程序。乐博为客户制定了整体诉讼战略并作为各法域法律团队的协调人。我们在香港成功取得法院判决针对原告方股东代位诉讼的撤销令兼得讼费。

代理一个**美国诉求人**处理一项多法域商业造假案。乐博协助客户取得香港高等法院判决针对造假者和银行的紧急禁令和资产披露令。我们也在资产追踪和追回行动中向客户提供协助并与银行及香港警方进行联络。

代理**中国大陆一家银行**处理若干相关的香港高等法院资产追回案。由于贷款安排以及借款人所作声明的复杂性，这些案件同时也涉及了在中国大陆进行的民事和刑事卫星诉讼。乐博与借款人的接收人紧密合作以保护该行的利益。

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