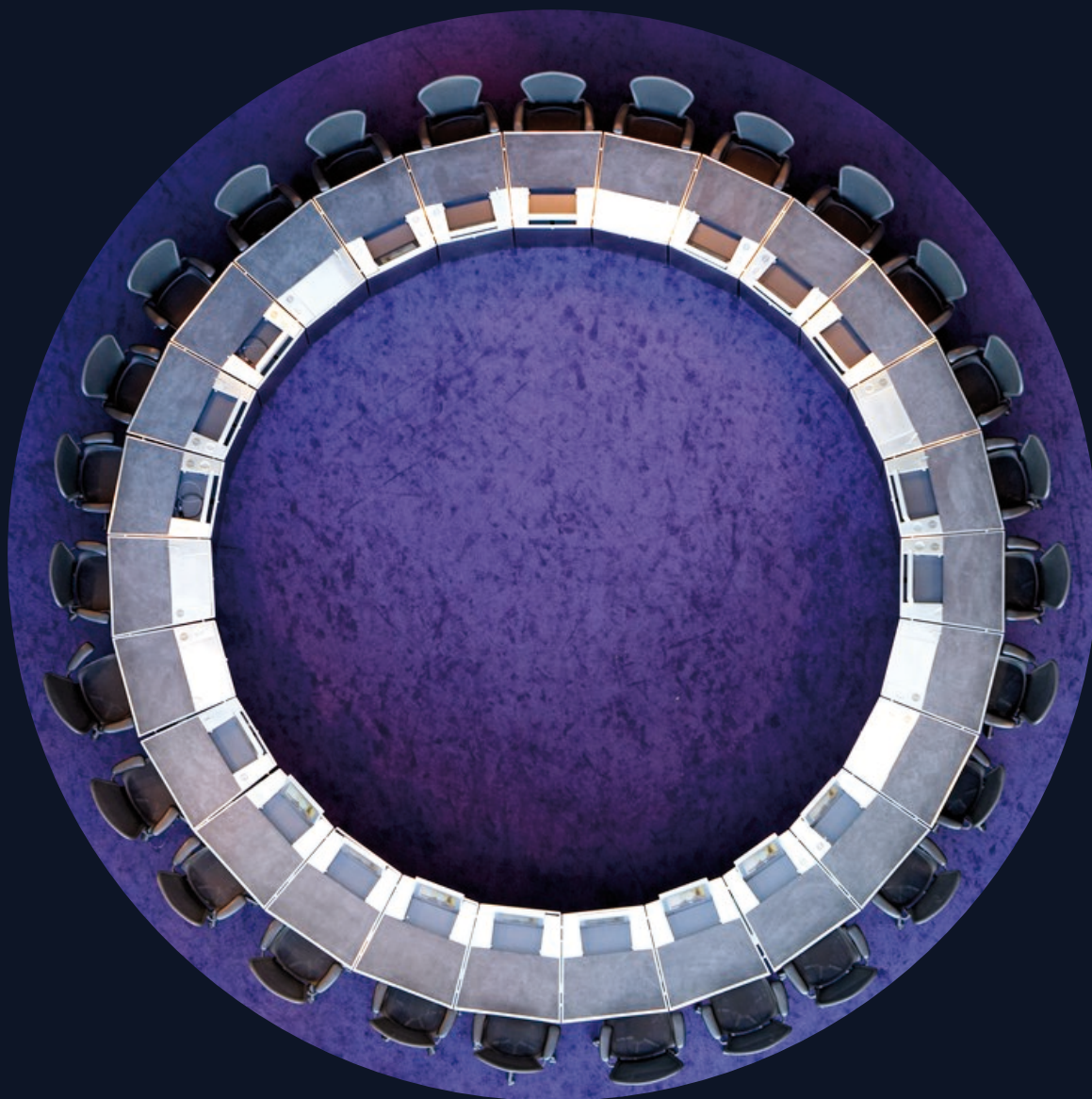


Legal Services

Dispute Resolution in Asia



Ogier

The Ogier team
are responsive
and easy to work
with. They work
to deadlines and
offer practical
and pragmatic
feedback and
comments.

Chambers Global, 2024

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What we do

Delivering BVI and Cayman legal advice to clients in Asia to pre-empt or resolve disputes.

Ogier has one of the largest offshore legal teams globally, advising on six international laws: BVI, Cayman, Guernsey, Irish, 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 BVI and Cayman legal advice and representation to banks, financial intermediaries and corporates, as well as individual owners, directors, shareholders and creditors. Our expertise encompasses urgent interim applications, shareholder and corporate governance disputes, appraisal rights litigation, extra-judicial enforcement, enforcement of foreign judgments and awards, asset protection and recovery, schemes of arrangement and general restructuring and corporate recovery.

We work with Asia-based clients in their own region and time zone, assisting them to manage risk, protect their rights and/or avoid or resolve disputes. The team frequently works closely with onshore counsel and other professional service providers and maintains excellent relationships with regulators in BVI, Cayman and Hong Kong.

Our lawyers and professional staff speak English, Cantonese and Mandarin to better service our Asia-based clients in their native languages.

Our team 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 Restructuring and Insolvency Specialists Association (RISA)
- American Bankruptcy Institute
- INSOL International
- Insolvency Lawyers' Association
- Association of Business Recovery Professionals (R3)
- International Women's Insolvency and Restructuring Confederation (IWIRC)



Best Offshore Law Firm
HFM Asian Services
Awards 2023



Deal of the Year - loan
category
IFLR Asia-Pacific Awards
2023



Law Firm of the Year -
Caribbean
Citywealth IFC Awards
2023



Law Firm of the Year -
Litigation
Citywealth IFC Awards
2023



Offshore Firm of the Year
Chambers HNW Awards
2022



Offshore Law Firm of the
Year
HFM Asian Services
Awards 2022



Offshore Firm of the Year
privateclient Excellence
Awards 2022

Our capabilities

Our lawyers are perfectly placed to represent clients in any dispute resolution procedure.



Ogier 'did a fabulous job of not only getting up to speed but then advising very sensibly and very rationally on the best course of action'. Client feedback - Executive, Leading TMT company

What we do

Restructuring and Insolvency

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

Commercial disputes

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

Contentious regulatory advice

Regulatory investigations and enforcement; market misconduct, proceeds of crime and money-laundering claims.

Corporate disputes

Corporate governance issues; shareholder disputes; conflicts of interest, breaches of fiduciary duty and claims against directors; fraud and proprietary claims.

Financial services disputes

Claims in relation to funds, banking and insurance.

Insurance related disputes

Acting for insured parties and for insurers on coverage and policy issues.

Trust disputes

Breach of trust claims, administrative claims and trust restructuring.

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:

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

There are often significant differences in rules, procedures and practices in different jurisdictions. We select and recommend the appropriate dispute resolution method according to the specific factual and jurisdictional features of each case.

Our jurisdictions

Our experts in Asia are supported by teams in BVI and Cayman.

Hong Kong

Ogier's Dispute Resolution team in Hong Kong meets client demand for on-the-ground, same time-zone advice from senior experienced litigators. This led to partner Oliver Payne relocating to Ogier's Hong Kong office from the Cayman Islands.

Oliver has significant experience appearing before the Court in Cayman. Oliver's practice spans all aspects of general commercial litigation, including shareholder and banking disputes, insolvency, and breaches of directors' and trustees' duties. As a Solicitor-Advocate, Oliver holds higher rights of audience. Oliver has been admitted to the Cayman Islands (2010) and the BVI (2014).

Together with partners Michael Snape and Justin Davis and counsel Edwin Gomez, the team brings years of BVI and Cayman experience into Asia.

Our Asia team works closely with specialists in the BVI and Cayman to provide our clients with 24 hour coverage across the time zones.

BVI

The BVI team works closely with our Asia disputes practice. They offer legal advice relating to corporate, dispute resolution and contentious trusts and insolvency matters, providing our clients with strong advocacy capabilities and experience before all levels of court in both trials and interim applications. Members of the team are regularly involved in freezing injunctions, cross-border derivative actions, Norwich Pharmacal applications and applications for the appointment of receivers and provisional liquidators.

Cayman Islands

Our Cayman Islands team offers seamless assistance to Ogier's contentious experts in Asia. They specialise in complex, high-value matters with an emphasis on those with a cross-border aspect. Having regularly appeared in the Cayman Grand Court and the Court of Appeal, our team has particular expertise in corporate insolvency, contentious trust and general commercial dispute resolution, including enforcement of foreign judgments, asset tracing and fraud.



They know what we want and when we want it. They are very good at deliverables and meeting deadlines.

Chambers Asia Pacific, 2024



Excellent quality work which comes from their broad, truly global reach

Legal 500 Caribbean, Cayman Islands, Dispute Resolution, 2023



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



Our experience

Three Arrows Capital

The collapse of Three Arrows Capital's business was one of the most important events in the crypto financial market. Assets within the liquidation estate were predominantly crypto-assets, some of which were subject to disputes as to ownership. With numerous creditors, the total debts owed by 3AC were in excess of US\$3 billion.

Ogier advised the joint liquidators of 3AC in the liquidation process, including creditors meetings and relevant investigations and had general oversight of the multi-jurisdictional proceedings which crossed the US, Cayman Islands, Canada, Seychelles and Singapore.

Tianrui (International) Holding Company Limited

In the Matter of China Shanshui Cement Group Limited: Ogier represented Tianrui (International) Holding Company Limited, the largest shareholder of China Shanshui Cement Group Limited, a HK\$21 billion company, in successfully resisting an attempt by the then directors of China Shanshui to petition the Cayman Grand Court for its winding up and to appoint joint provisional liquidators. Ogier also provided Cayman advice to enable Tianrui to successfully exercise its shareholder rights to bring about a change in the management of China Shanshui and to facilitate refinancing arrangements.

Ogier went on to represent Tianrui in just and equitable winding up proceedings, as well as a personal claim in respect of an alleged improper issue of shares. The proceedings went before the Cayman Grand Court, Court of Appeal and the Privy Council (2024).

Waterwood 020 Project Limited

This cross border matter covers Cayman Islands, BVI, Hong Kong and PRC. Ogier acts as Cayman Islands Counsel to Waterwood 020 Project Limited in Cayman fair value proceedings in respect of their US\$125m investment in Xiaodu Life Technology Ltd, a PRC food delivery service provider.

To Ogier's knowledge, it is the largest - in terms of a single dissenter investment in a privately held company - s.238 fair value proceeding to come before the Cayman Court so far.

FamilyMart China Holding Co., Ltd

Ogier acted on behalf of FamilyMart, the convenience store business, as Cayman counsel in connection with its shareholding in China CVS (Cayman Islands) Holding Corporation.

The case was notable for being an historic first: it was the first commercial case that the Judicial Committee of the Privy Council heard sitting in the Cayman Islands, being a British Overseas Territory. This matter resulted in a very significant ruling on the interplay between arbitration clauses and just and equitable winding up proceedings in the Cayman Islands. Contentious elements of the matter were settled in 2024.

Taiping Trustees Limited

Ogier acted as Cayman Islands counsel for Taiping Trustees Limited v Valley Stone Industry Fund Ltd., a Cayman/HK cross-border exempted limited partnership dispute.



Ogier's commercial approach to achieving the best outcome for their clients and impeccable judgement as to the key points in a case and how they will play before the Court mark them out from the competition
Legal 500 Caribbean, Dispute Resolution, 2023



Ogier are a top-class dispute resolution team, superbly led at partner level and with quality throughout the team.
Legal 500 Caribbean, Dispute Resolution, 2023



Ogier always give us the best support along with the most diligent attention to our needs. Chambers Global, 2024



We can always rely on the firm to provide advice, which is detail-oriented and commercial. Legal 500 EMEA, 2024

Asia Aluminum

In what was the first scheme of arrangement to be promoted and sanctioned in the BVI, Ogier represented the liquidators of Asia Aluminum Group in promoting and obtaining court sanction for this global creditors' scheme of arrangement spanning several jurisdictions including Bermuda, Samoa, BVI and Hong Kong.

Symphony Partners Limited

Ogier was instructed on behalf of Symphony, a Hong Kong domiciled company, to apply for a worldwide freezing injunction in the BVI court prohibiting Fullerton from dealing with shares in Renewable Energy Corporation (REC), a company incorporated in Thailand, pending the outcome of ICC arbitration. Ogier obtained the freezing injunction on an urgent basis and is providing ongoing BVI law advice in relation to asset protection and future enforcement.

Royal Westminster v Nilon Ltd

Ogier acted for the successful party in this recent decision of the Privy Council, which is the leading BVI authority on rectification of a company's register of members and the doctrine of forum non conveniens in relation to service of process out of the jurisdiction.

JP Fund Administration

JP SPC1 and JP SPC4, Capricorn Segregated Portfolios
Ogier is acting for JP SPC1 and JPSPC4 in relation to three of their segregated portfolios, which suffered multi-million dollar losses arising out of fraud by one of their forex brokers, Global Tradewaves Limited.

Project C

Working closely alongside leading onshore firms and insolvency practitioners, Ogier represented various enforcing parties in the largest administrative receivership to be conducted under BVI law, involving substantial real property assets valued at more than US\$1 billion.

China Health Group Limited

Ogier is acting for China Health Group Limited and CHC Investment Holdings Limited in derivative action proceedings in Hong Kong and BVI.

Fair Value Disputes

Ogier is acting in existing fair value disputes, arising from Cayman mergers. Ogier is regularly approached to advise both companies and shareholders.

In re the T Family Trust

In what is believed to be the first application in the BVI of the principles set out by the Privy Council in ***Schmidt v Rosewood Trust Ltd (Isle of Man)* [2003] UK PC 26**, Ogier acted for the trustees in opposing and successfully limiting the scope of disclosure of information about the trust and its assets which was sought by the husband of a beneficiary of the trust in relation to foreign divorce proceedings between him and her.

Zorin Khan

Acting for a beneficiary seeking an account from the trustee of a corporate trust in the BVI and seeking the trustee's removal. The case is one where, in essence, the daughter of the deceased businessman alleges that her brother has taken assets which were properly bequeathed to her upon their father's death.

Ogier obtained an order from the Court for an account and disclosure in respect of the original assets held by the trust.

A v A

In relation to a number of PRC matrimonial disputes, Ogier pioneered the use of free-standing Black Swan freezing injunctions and receiverships over shares in BVI holding companies so as to prevent dissipation of assets pending determination of foreign divorce proceedings and the division of matrimonial assets, with matching interim relief being sought in Hong Kong.

In connection with such matrimonial claims, Ogier's trust law expertise was also sought in relation to the firewall legislation of the Cayman Islands.

Mirabaud Asset Management Limited

Advising on a Cayman members scheme of arrangement to effect a transfer of business from MIR UK Hedge Fund Limited, a Cayman fund, to a fund range called "Mirabaud" using an umbrella Luxembourg Societe d'Investissement a Capital Variable (SICAV).



The firm is able to calmly deal with complex matters while being responsive and well prepared
Chambers Global, Dispute Resolution, 2023

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Ogier is a professional services firm. We have three divisions:

Legal: practical advice on BVI, Cayman, Guernsey, Irish, Jersey and Luxembourg law.

Corporate and Fiduciary: corporate administration services with a strong reputation in governance and regulatory compliance.

Consulting: independent guidance on regulatory compliance.

Our network of locations also includes Beijing, Dubai, Hong Kong, London, Shanghai, Singapore and Tokyo. Regulatory information can be found at ogier.com.

ogier.com