



CLYDE&CO

# Practical advice across borders

Our Asia Pacific Corporate/Commercial practice





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Clients of Clyde & Co LLP  
'would not take their work  
anywhere else'; 'the service  
is excellent, very practical  
and appropriately priced.

Legal 500 Asia Pacific - client testimonial

# An ambitious Asia Pacific presence

Clyde & Co is an ambitious firm with its focus firmly set on the future. The stronger our network and depth of capabilities, the more we can assist our clients, helping them achieve their commercial objectives in an increasingly interwoven and competitive world.

We have an extensive presence in the Asia Pacific region through our 13 offices and associated offices in Southeast Asia (Singapore, Kuala Lumpur, Jakarta); Greater China (Beijing, Chongqing, Shanghai, Hong Kong); Australia and New Zealand (Auckland, Brisbane, Melbourne, Perth, Sydney); and in Mongolia (Ulaanbaatar).

Many of our lawyers are multi-lingual and often dual qualified – ensuring we are able to bring to our clients a true understanding of local experience and cultural nuances.

Where appropriate, we work closely with local counsel in a large number of other jurisdictions throughout the region on complex local and cross border matters.

## Working in partnership with you

With unrivalled local and global reach, our network of offices provides support to clients in the right time zone and geographical location. The strength and depth of our experience and expertise in both corporate/commercial means we have the expertise, resources and global capability to work with you – covering all your business needs.



# 13

offices and  
associated offices  
in the Asia Pacific

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# Strong corporate offering

Clyde & Co has a strong corporate presence in each of its principal trading markets, with an extensive team of corporate and commercial lawyers in Asia Pacific. We have a solid reputation and a proven track record working on complex cross-border transactions, foreign direct investment and market entry/exit and consolidation, particularly in new and emerging markets.

Aligned with the interests of the corporate entities we advise, our practice has evolved as the firm has grown, and is grounded in industry and sector knowledge and experience. We have developed a strong sector presence in a variety of industries, including aviation, financial services, insurance, commodities, **hospitality**, real estate, energy and natural resources with recognised specialists across our local, regional and global networks.

This depth and breadth of “on-the-ground” expertise enables us to

provide a seamless start-to-finish service, assisting both domestic and international clients in identifying and understanding potential risks through legal due diligence and to complete deals on the best terms possible.

Our combination of practice excellence and deep industry expertise provides a distinct competitive advantage to our clients, bringing together legal expertise, commercial insight and close professional support.

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They have very good commercial sense and their international network is also very helpful for handling multinational issues.

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# How we can help you

Our specialists provide the full range of legal services in relation to corporate and commercial matters. In particular, our lawyers advise on:

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## Mergers & Acquisitions (M&A)

We have forged a reputation as a leading international go-to firm for M&A transactions. We assist clients in realising their investments, gaining access to new markets through organic growth and/or strategic acquisitions and in achieving their corporate objectives.

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## Joint ventures

Foreign ownership restrictions are prevalent in many countries in Asia. Foreign individuals and companies are often prohibited from being the registered holders of more than a certain specified percentage of the share capital in a local entity. As such, joint ventures have traditionally been an important medium through which both local and foreign investors undertake significant business activities and gain access to new markets, products, and services. We can assist at all stages of a joint venture arrangement, from initiating dialogue and sharing contacts with potential partners to structuring, drafting and negotiating detailed documentation to protect the interests of the parties.

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## Corporate restructuring

We advise clients on corporate restructuring matters across the world and are particularly well known for our work on cross-border transactions often involving complex structures across a large number of jurisdictions. Our strong trading background and established global presence means we advise a wide range of clients on the whole spectrum of corporate work.

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## Winding up procedures

We assist companies across the globe in winding up their operations to ensure full compliance with formal closure and deregistration procedures set out by the local licensing authorities and local laws of that particular jurisdiction.

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## Foreign Direct Investment and Corporate Services

Our foreign direct investment practice focuses on assisting clients to enter, operate and grow in various markets around the world.

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## Shareholders' agreements

We assist companies with the preparation and execution of shareholders agreements. These are an essential element of M&A transactions and joint ventures. We advise in relation to the selection of applicable laws, structures, negotiation of terms and enforceability of the provisions with local or international law.

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## Compliance

Managing the increasingly complex matrix of compliance regimes across the world can present many challenges. For global organisations the cost, both financial and reputational, of breaching compliance legislation can be enormous.

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## Commercial contracts

We advise our clients on all types of commercial contracts as part of our support on large and complex projects. This includes advising on standard terms and conditions of business, agency distribution and franchising agreements, outsourcing arrangements, countertrade and barter arrangements and commodity dealings.

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## Intellectual Property

Our specialist intellectual property (IP) team advises on the full range of non-contentious and contentious intellectual property related matters, assisting clients with the protection, enforcement and exploitation of patents, trademarks, copyright, designs, know-how and trade secrets around the world. Our IP clients operate in a wide range of industries. We act for international brand owners (from strategy through to implementation) and have developed a substantial practice based on instructions from trademark and patent attorney firms.

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## Employment, benefits and labour

We know that employment matters can escalate quickly and so pride ourselves on being available and responsive. Our dedicated employment team provides technically excellent advice in a clear, concise and straightforward manner on all issues connected with employment, benefits and labour issues. We always give an opinion and don't sit on the fence.

We have experience in a wide range of employment matters, both contentious and non-contentious including recruitment, termination, terms and conditions of employment, drafting of human resources policies, employee transfers, secondments and immigration.

Clyde & Co's international employment team are also well placed to advise clients across a number of labour relation lines; whether related to dismissals, redundancies, tighter performance management, increased targets for employees, or, of course, pay issues.

We understand the complexity of dealing with trade unions. We have an in-depth understanding of how unions work, helping our clients manage their union relationships and guiding them through discussions to ensure that any disagreements do not turn into full scale disputes.

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# Our experience

## China

- Acted for Shenzhen Qianhai Financial Holdings Co. Ltd and Shenzhen Investment Holdings Co. Ltd. in its planned acquisition of 100% of the shares in ACR Capital Holdings Pte. Ltd. from its major shareholders, being 3i Group plc (and affiliates), Khazanah Nasional Berhad, Temasek Holdings (Private) Limited and Marubeni Corporation. This is one of the largest Southeast Asian financial sector M&A transactions in 2016
- Two separate acquisitions in China by Tyco International Limited of majority stakes in an upstream fire suppression products manufacturing joint venture and a downstream fire suppression systems consultancy services joint venture
- The disposal by LaSalle Investment Management Fund of its 99% equity stake in one of Shanghai's landmark hotels
- The investment by Magna Corporation, one of the largest multinational autoparts manufacturer, into two separate China-based auto-parts joint ventures, one with an offshore joint venture holding structure

## The Philippines

- Acted for AJG in relation to its successful acquisition of a controlling stake in Philinsure, one of the largest Philippines insurance and reinsurance brokers. This transaction involved working with local counsel on all aspects of the transaction, including legal due diligence and the preparation and negotiation of the definitive transaction documentation

## Vietnam

- Acting for the Vietnamese Ministry of Finance in relation to the competitive auction process held to select a strategic investor to acquire a stake in Vietnam's largest insurance group. Our role included conducting vendor due diligence, assisting Credit Suisse (as financial advisor) in relation to all aspects of the competitive bid process including negotiating NDAs, reviewing bids and preparing and negotiating the definitive transaction documentation for the deal

## Indonesia

- We are currently advising an international group on its proposed insurance sector acquisition of a group operating across Indonesia and Singapore. This transaction has been finalised but remains confidential pending completion of regulatory approvals. The deal has involved our team working with Indonesian counsel in relation to all aspects of the Indonesian components of the acquisition, including legal due diligence, drafting the definitive sale documentation and assisting on regulatory issues and approvals
- Advising a Hong Kong based investment holding company in connection with various M&A related transactions in its investment in a commercial bank in China, consumer bank in Indonesia and Thailand and upstream oil and gas interests in Indonesia

## Singapore

- Acted for DBS Bank Ltd and a consortium of high net-worth Middle-Eastern individuals and corporations in their joint venture for the establishment of and USD500 million investment in The Islamic Bank of Asia Limited, the first Islamic bank in Singapore
- The SGD151 million acquisition by Blackstone Singapore into a premium residential estate in Singapore
- The acquisition by Mitsui & Co., Ltd of the facilities management business of a Singapore-listed company
- Acted for Mitsui & Co Ltd. in the acquisition of a 30% stake in Integrated Healthcare Holdings Sdn Bhd via a combination of subscription for new shares and acquisition of shares from Khazanah Nasional Berhad, for an aggregate consideration of RMB3.3 billion

## Hong Kong

- Advising an international financial institution on its co-bid with a PRC technology company to acquire strategic stakes in a life insurance company and convert the life insurance company into a digital life insurance company
- Advising Anglo-Eastern on its merger with Univan, the largest ever merger in the ship management industry
- Advising Hiscox on the sale of the Hong Kong division of Direct Asia
- Advising an Indonesian project company on the investment and financing agreements for the largest ferro-nickel project in Indonesia



## India

- Dealing with a Scheme of Arrangement, originally worth USD1 billion, in India, the US and the UK, working with trustees and 50 creditors to reach a successful conclusion. This is the first combined Scheme for secured and unsecured creditors in India

## Southeast Asia

- Advising an international infrastructure solutions group on its acquisition of a Southeast Asian based group operating in Hong Kong, Singapore, Cambodia and Thailand

## Malaysia

- The acquisition by Sumitomo Corporation of an equity stake in aluminium concessions and smelters in East Malaysia



## US

- Assisting a US listed manufacturing group on the establishment and conduct of business operations (including advising on employment and anti-trust matters) in more than 40 countries, including Indonesia, the Philippines, Vietnam, Cambodia and Malaysia

## UK

- Acted for Liberty House group on its bid to acquire Tata Steel's UK assets for GBP100 million

## Turkey

- The acquisition by Mitsubishi Corporation of an equity stake in one of the largest fleet leasing businesses in Turkey

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# Key contacts

## Singapore



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# 50+

Offices\*

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# 4,000

People

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# 415

Partners

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# 1,800

Lawyers

[www.clydeco.com](http://www.clydeco.com)

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\*includes associated offices

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