

## THE FIRM

Slotine is an independent, internationally recognised legal advisor, established in 2016. From our Hong Kong headquarters, we help our global clients navigate complex legal landscapes in the Asia Pacific region.

Our speciality is cross-border business and corporate law. We are passionate about helping clients create the best foundation possible for a smooth and successful enterprise, and we are dedicated to providing them with continuing assistance at every stage, as their businesses evolve and change. Some of the firms we assist are investing in or acquiring overseas companies. Others are startup entrepreneurs raising capital, large companies making cross-border investments, small and medium companies changing direction or owners.

Our highly qualified team of Hong Kong solicitors and French lawyers is fluent in the languages of many different legal systems and cultures. Our cross-cultural expertise gives us the ability to provide our business clients with a broad perspective and clear, comprehensive legal advice. With deep experience in our practice areas, we can anticipate legal snags and spot and resolve potential issues before they turn into problems.

We are committed to our mission of helping you advance your goals while avoiding costly missteps. Because we are a boutique, specialised firm, we have a strategic advantage: a dedicated, highly-responsive team that's able to offer innovative and customised solutions in a professional and personalised manner.

We partner with a wide network of accountants, tax consultants, company secretaries and law firms across Europe and the Asia Pacific region to proactively meet our clients' needs. We also have association agreements with international law firm UGGC avocats and local litigation and family solicitors 'firm Payne Clermont Velasco, to offer comprehensive joint services.



Photograph: Harold de Puymorin.

# INNOVATION

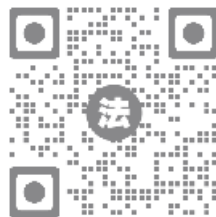


## OUR LEGAL TECH ADVANTAGE

Slotine offers our clients an added edge: our targeted use of legal technology.

New softwares and secure online technologies – “legal tech” – are revolutionising law practices worldwide. Slotine is an early adopter of legal tech in Hong Kong, and as our client you will experience its game-changing advantages. Legal tech software expedites much of the time-consuming and tedious paperwork involved in transactions, allowing us to spend our time more efficiently and to target your specific needs.

We’ve embraced the use of legal tech because it allows us to give clients an even higher level of service than was previously possible. We can deliver results at the rapid pace clients expect while expending less time on managing the minutiae of dealmaking. The efficiency made possible by legal tech allows us to focus attention on the deal itself, and on the nuances and details that are key to making a successful transaction.





Photograph: Romain Jacquet-Lagrèze.

# SERVICES



## OVERVIEW

We offer legal advice and documentation for every stage from start to completion:

### CORPORATE LAW

- Mergers and acquisitions
- Corporate governance
- Private equity and corporate finance
- Investments and share purchases
- Startups capital raising
- Shareholders agreements

### GENERAL COUNSEL

- Franchising and licensing
- Commercial agents and distribution agreements
- Employment law
- Debt collection and shareholders disputes
- General tax and compliance





# QUOTE

“For the past 11 years in Hong Kong and for five+ years at Slotine, we are building **strong relationships** with our clients and network, who keep referring projects at turning points of their entrepreneur path and companies’ development. Our **practice areas** evolve in scope and depth to meet our clients needs as a turnkey solution or plug in a larger ensemble as needed. At Slotine, we are passionate about addressing our clients’ **legal needs effectively.**”

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# HIGHLIGHT

## ON RECENT CLIENTS AND PROJECTS:

	PRIVATE EQUITY	CORPORATE FINANCE	EMPLOYMENT LAW
CLIENTS	Founders and Management	Lenders	Businesses & Individuals
CREDENTIALS' INDUSTRIES	Aquaculture, Cosmetics, Digital Agencies	Banks	Insurance, Food and Beverage, Packaging, Retail, Luxe, Shipping
SELECTED CREDENTIAL 1	We assisted Founders in leveraging their successful track record to start a new project. They received US\$2 million equity funding and US\$2 million in debt funding from an institutional investor with strong ESG requirements.	We reviewed the terms of a HK\$100 million+ performance bond required by one of Hong Kong largest government operators from a French bank registered in Hong Kong, in order to issue the legal opinion from an independent law firm requested by the Hong Kong operator.	We prepared a mutual termination agreement between our client company and their senior managing director, acknowledging his contribution to structuring the business for the past years with an ex gratia termination payment. The mutual termination agreement secures both parties.
SELECTED CREDENTIAL 2	We acted as the Hong Kong counsel for a Founder. Working as a team with the Founder's historic legal counsel in France, we successfully facilitated the acquisition of a minority share in the Founder's group by a private equity fund through a Hong Kong holding company - an investment worth EUR10 million.	We advised a French bank and their lawyers in France in relation to a second ranking charge over shares in a Hong Kong company representing the largest asset of a group partially owned by a private equity fund, in order to secure the refinancing of a mezzanine loan for EUR5 million+. Our firm prepared the charge over shares (deed of share pledge) and legal opinion.	We jumped in on a client's urgent, last-minute request to review the terms of a summary dismissal - our client had discovered an employee's theft of company monies. We advised client on the relevant employment law and pre-litigation considerations in order to help the client manage the situation with a lower risk of litigation and higher chances to recover the lost funds.
SELECTED CREDENTIAL 3	We guided the Founder and key managers of a Hong Kong holding company in renegotiating the terms of their shareholders agreement with private equity funds. We enabled them to reach an agreement on terms to capitalise outstanding loans, giving the group a fresh start to grow and to prepare for the funds exit.	We provided turnkey advice for the Hong Kong part of a securities restructuring for a guarantee of EUR10 million+, advising French banks and their lawyers in France about the consequences of a TUP (simplified merger of two companies in France) of two holding companies in France on the charge over shares given by the liquidated holding on shares in a Hong Kong company. Our firm prepared the charge over shares (deed of share pledge) and legal opinion.	We drafted template employment agreements for a client's non-key employees, with intellectual property and confidentiality provisions designed to protect client's proprietary information as well as provisions regarding the client's employee share option plan (ESOP).

## ON RECENT CLIENTS AND PROJECTS:

	STARTUPS RAISING CAPITAL	SHAREHOLDERS DISPUTES
CLIENTS	Founders	Majority & Minority Shareholders
CREDENTIALS' INDUSTRIES	Digital compliance, Insurance, Fintech, Food and Beverage, Retail	Consultancy services, Luxe, Industrial paintings, Mechanical parts, Telecommunication
SELECTED CREDENTIAL 1	<p>We negotiated a complex transfer of share undertaking for a Hong Kong-headquartered tech company. This included: conversion of SOSV investment (ACE - Accelerator Contract for Equity) in shares and friends and family round of US\$350k, and negotiations with investors on their multi-million dollar investment in the form of convertible notes. Our firm provided full legal support to the Founders, from review of the capitalisation table, pre-equity and equity legal documentation, including drafting and negotiating the shareholders agreement and assisting the client to meet condition precedents requirements.</p>	<p>We assisted the majority shareholder of a Hong Kong company in a complex dispute with minority shareholder. The dispute concerned claims of breach of director's fiduciary duties, and crossed claims about setting up competing businesses. We worked with litigation solicitors on the various claims and led 'without prejudice' negotiations. Result: A settlement agreement and the purchase of the minority shareholders' shares.</p>
SELECTED CREDENTIAL 2	<p>We guided Bistrochat, a Hong Kong-based restaurant booking and loyalty app company, through its US\$1 million round funding. Our firm provided th Founders with full legal support at all stages: from review of the capitalisation table, pre-equity and equity legal documentation, to the drafting and negotiating of the shareholders agreement.</p>	<p>Our client is a minority shareholder in a joint venture company with a Chinese group. The parties were in dispute over various management fees and royalties payments after the joint venture end of activity. We supported our client's complex negotiations until a settlement agreement was reached.</p>
SELECTED CREDENTIAL 3	<p>We prepared the term sheet and data room for due diligences for a US\$5 million funding round for a startup holding company headquartered in the BVI with operations in Hong Kong, UK and Vietnam.</p>	<p>Our client is an Italian company invested in a Hong Kong holding and operation company with which it has also entered into a distribution agreement. Our client and the other company's CEO of the company had fallen out and were not speaking to each other, because of disputes around quality and payments issues. We assisted our client to open communications with the CEO and reach a clean cut settlement agreement, including the purchase of our client's shares in the Hong Kong company.</p>



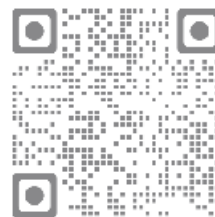
# ASSOCIATIONS



**UGGC AVOCATS** – in association with an international law firm with offices in Europe (Brussels, Marseille and Paris); Africa (Abidjan, Casablanca and Douala); South America (Belo Horizonte and Sao Paulo); China (Hong Kong – our firm and Shanghai) and an India Desk in Paris.



**PAYNE CLERMONT VELASCO (PCV)** – in association with local firm that specialises in family law and commercial litigation.

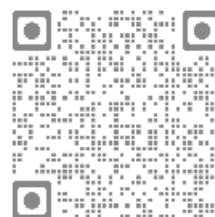


Also in association with Facey & Associates.

# NETWORKS MEMBERSHIPS



**INTER PACIFIC BAR ASSOCIATION (IPBA)** – an international association of commercial lawyers who live in, or otherwise have a strong interest in, the Asia Pacific region.



**INTERNATIONAL ASSOCIATION OF LAWYERS (UIA)** – a global and multi-cultural organisation for the legal profession that facilitates professional development, stimulates learning and networking, and promotes the Rule of Law.



**LEGALMONDO** – a platform of international legal services, present in more than 50 countries with 130 independent lawyers, specialising in international contracts, cross-border investments, IP protection, litigation and in advising companies with global operations.



