



陈佩姿

律 师

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陈佩姿律师具有大陆法系及普通法系法学背景，作为港籍居民内地律师，陈佩姿律师凭借自身优势，在跨境收购并购、跨境公司治理及跨境争议解决业务领域具有丰富实践经验，善于洞悉客户需求，联动海外律师协助客户突破域外法律壁垒。

部分代表业绩

● 跨境收购并购

代表某内地公司收购香港公司及其控股内地子公司（WOFE），项目价值资产涉及内地商住宗地。

代表某内地公司收购香港某知名旅行社品牌的品牌资产及相关公司资产，包括商标、数据等。

代表某上市公司作为中资股东就某外商投资企业股权转让事宜，设计股权收购方案并协助谈判。

代表某国有企业收购另一国有企业出资设立的香港公司的股权及物业资产。

代表某内地公司收购某香港公司股权，香港公司价值资产包括超 2 亿元港币土地及物业。

● 跨境公司治理

就某国有企业于 90 年代初在香港出资设立的 8 家公司的历史遗留问题、资产处置事宜及公司存续事宜出具法律意见，并设计公司股权并购方案。

为解决某国有上市企业控股香港公司僵局问题及避免董事责任，为企业设计以债权人身份提起强制清盘的路径，彻底解决公司治理问题及董事失职问题。

为某内地公司搭建海外公司架构，设立 BVI 公司、开曼公司及香港公司，办理 ODI 备案。

● 跨境争议解决

代表某国有股份制银行入禀香港高等法院向某香港上市公司及其主席追讨 4 亿余元人民币欠款及利息。

代表某国有企业向香港高等法院申请对其持有的内地生效仲裁裁决进行承认与执行，执行标的为 2 亿元人民币。

代表某香港公司向澳门法院对某澳门公司提起买卖合同纠纷诉讼。

● 民商事争议解决

在某丹麦公司诉某上市公司损害公司利益纠纷案中代表某上市公司应诉，涉案标的 2 亿余元人民币。

在某德国公司诉某内地公司的买卖合同纠纷案中代表某内地公司应诉，案件涉及域外法律适用、CISG 规则适用等法律问题。

就某上市公司的中外合资子公司的股权转让纠纷，为上市公司出具诉前行动方案并代理仲裁程序。

就某储能系统业务公司诉某上市公司买卖合同纠纷案中，代表某上市公司参与诉讼，涉案标的 5 千万余元人民币。

工作语言:

中文、英文、粤语、客家话

教育背景:

中国政法大学 法学学士

加州大学伯克利分校（UCB） 法学硕士



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With a background in civil law and common law, as a Hong Kong resident mainland lawyer, Kelly has extensive practical experience in cross-border mergers and acquisitions, cross-border corporate governance and cross-border dispute resolution, and she is good at recognizing the needs of her clients and assisting them to break through the extraterritorial legal barriers through the cooperation of overseas lawyers.

Selected representative performance

● Cross-border acquisitions and mergers and acquisitions

Representing a mainland company in the acquisition of a Hong Kong company and its controlling mainland subsidiary (WOFE), with project value assets involving commercial and residential land in the mainland.

Represented a Mainland company in the acquisition of the brand assets of a well-known travel agency brand in Hong Kong and related company assets, including trademarks and data.

Representing a listed company as a Chinese shareholder in connection with the transfer of equity in a foreign-invested enterprise, designing an equity acquisition plan and assisting in the negotiations.

Representing a state-owned enterprise in the acquisition of equity and property assets of a Hong Kong company funded by another state-owned enterprise.

Representing a Mainland company in the acquisition of equity interests in a Hong Kong company with assets of value including land and properties of over HK\$200 million.

● Cross-border corporate governance

Advising a state-owned enterprise on the historical legacy of eight companies established in Hong Kong in the early 1990s, the disposal of assets and the continuation of the companies, as well as designing a plan for the merger and acquisition of the companies' shares.

To resolve the deadlock problem of a Hong Kong company held by a state-owned listed enterprise and to avoid the director's liability, designing a path for the enterprise to initiate compulsory liquidation as a creditor, to completely solve the corporate governance problem and director's negligence problem.

Setting up an overseas company structure for a mainland company, setting up a BVI company, Cayman company and Hong Kong company, and handling ODI filing.

● Cross-border dispute resolution

Representing a state-owned joint-stock bank in the High Court of Hong Kong to recover over RMB400 million in arrears and interest from a Hong Kong listed company and its chairman.

Representing a state-owned enterprise in applying to the High Court of Hong Kong for the recognition and enforcement of an arbitral award in force in the Mainland held by it, with a subject matter of enforcement of RMB 200 million.

Represented a Hong Kong company in a sale and purchase contract dispute against a Macau company in the Macau courts.

● Civil and Commercial Dispute Resolution

Represented a listed company in a case of a Danish company v. a listed company in a dispute over damages to the company's interests, with a subject matter of more than RMB 200 million.

Represented a mainland company in a sale and purchase contract dispute case between a German company and a mainland company, which involved legal issues such as the application of extraterritorial laws and the application of CISG rules.

Issued a pre-litigation course of action and represented a listed company in arbitration proceedings in relation to a dispute over the transfer of equity in a Sino-foreign equity joint venture subsidiary of a listed company.

Represented a listed company in a dispute over a sale and purchase contract involving more than RMB 50 million in a case involving an energy storage system business company v. a listed company.

Working language:

Chinese, English, Cantonese, Hakka

Educational Background:

Bachelor of Laws, China University of Political Science and Law

Master of Laws, University of California, Berkeley (UCB)