



 Howse Williams

Property and Building Management Practice

March 2023

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Howse Williams is an independent Hong Kong law firm which combines the in-depth experience of its lawyers with a creative, forward-thinking approach.

About Us

Our key practice areas are corporate/commercial and corporate finance; commercial and maritime dispute resolution; clinical negligence and healthcare; insurance, personal injury and professional indemnity insurance; employment; family and matrimonial; trusts and wealth preservation; wills, probate and estate administration; property and building management; banking; fraud; distressed debt; financial services/corporate regulatory and compliance.

As an independent law firm we are able to minimise legal and commercial conflicts of interest and act for clients in every industry sector. The partners have spent the majority of their careers in Hong Kong and have a detailed understanding of international business and business in Asia.

The HW partners and their teams have an excellent reputation for delivering high quality legal advice with a practical and commercial approach to solving legal issues in line with clients' commercial objectives.

Our Approach

We provide a practical and forward-thinking approach to clients who want to resolve their contentious and non-contentious property and building management issues in a time/cost efficient manner. We are well-versed in all aspects of property and building management and we are fully aware of our clients' needs for a commercial approach to property and building management issues. We therefore give our clients a realistic idea of what to expect from our services and offer our clients practical and commercial approaches in resolving property and building management issues.

Our Property / Building Management Practice

Our clients include some of the largest international real estate service agencies, listed property developers, international and local building management companies, quasi-government bodies, property investment funds; incorporated owners of commercial/residential buildings; commercial and individual landlords and tenants in Hong Kong. Our team have experience in providing advice upon the following:

- rights and obligations under land documents, such as Deeds of Mutual Covenant, Government Grants, building plans, house rules etc.
- drafting Deeds of Mutual Covenant, house rules, leases, licences and other land related documents
- interpretation of occupation permits and advising upon usage of premises and material change of use
- issues of easements / right of way, illegal structures, adverse possession, nuisance claims, common areas, slopes, defective buildings
- advising upon the terms of residential and commercial / retail tenancy agreements and resolving landlord and tenant disputes involving residential and commercial / retail properties and issuing proceedings for outstanding rent / management fees and related damages together with applications for possession of properties
- disputes between incorporated owners and owners of property in claims for breaches of Deeds of Mutual Covenant including the making of emergency injunction applications
- disputes involving breaches of construction / building contracts for negligence and fraud
- advising incorporated owners and building managers upon tendering exercises, budget and accounts and contribution of funds
- advising building managers / incorporated owners upon powers, rights and obligations
- advising upon judicial reviews in connection with government policies on land development

Our Non-Contentious Property Practice

Our non-contentious property practice is led by Janet Lee (formerly of the Lands Department's Legal Advisory and Conveyancing Office). Janet has extensive experience in the following areas:

- reviewing, drafting and negotiating sale and purchase agreements of properties and other land related documentation
- advising on titles of properties
- identifying title defects and advising on available remedies
- handling sale and purchase, gift, mortgage and other transactions involving properties
- advising on terms of Government Grants including Modification Letters and Waivers
- advising on permitted usage of lands
- advising on issues relating to Government Grants enforcement actions
- advising on terms of Deeds of Mutual Covenants and rights and obligations amongst co-owners
- reviewing, drafting and negotiating leases and surrenders
- advising on tenancy matters and rights and obligations between landlords and tenants



Alan Yip

Partner

Direct +852 2803 3625
Mobile +852 9650 3013
Fax +852 2803 3608
Email alan.yip@howsewilliams.com

Alan is a partner of Howse Williams. He advises on land compulsory sale applications, residential first-hand sale legislation compliance, project conveyancing, strategic acquisitions for redevelopment purpose, commercial real estate (M&A and joint venture), building plans and town planning legal issues, property-related litigation (judicial review, building appeals, planning appeals), Government lease advices (lease modification and land exchange applications), large-scale leasing projects, complicated stamp duty legal advice and PRC real estate projects and acquisitions.

'Alan Yip is dynamic, knowledgeable, with strong business acumen.' - The Legal 500 Asia Pacific (2019)

▼ Experience

2022 Howse Williams
2004 Mayer Brown

▼ Education

Postgraduate Certificate in Laws, The University of Hong Kong
Bachelor of Laws, The University of Hong Kong

▼ Professional Admissions / Qualifications

2006 England and Wales
2004 Hong Kong

▼ Professional Affiliations

Member, Law Society of Hong Kong

▼ Selected Important Deals

Commercial Real Estate (M&A, Sale and Purchase of Shares and Joint Venture)

- Acted in the HK\$9.95 billion acquisition of the entire 22-storey Grade A office building at No. 18 King Wah Road, North Point through the acquisition of equity interest in the property holding companies. The price tag equates to approximately HK\$30,169 per square foot, which is the then highest price for office space in North Point.
- Acted in the HK\$6.6 billion deal for a developer to acquire a large residential site in Tuen Mun, New Territories through the acquisition of equity interest in the property holding companies (now known as Emerald Bay). This represents one of the largest transactions of one single residential site in 2017.

- Represented a PRC developer in its HK\$4.7 billion acquisition of 100 percent equity interest in a property holding company which consists of significant number of lots in Wo Shang Wai, New Territories, involving approximately 20.74 ha (or 2.23 million square feet).
- Represented a leading property developer in Hong Kong in the HK\$3 billion disposal of all of its economic interest in two shopping malls operated by MTR Corporation Limited, namely Telford Plaza II and PopCorn 2.
- Represented a leading property developer in Hong Kong in the disposal of approximately HK\$2.36 billion of its 45% interest in the joint venture company being the property holding company of Shun Tak Centre in Sheung Wan. The joint venture company owns certain properties at Shun Tak Centre, including the shopping arcade's lettable area of 214,486 square feet, the office's gross area of 13,827 square feet and 85 car parking spaces.
- Represented a reputable Chinese developer to acquire a residential site in Tonkin Street, Kowloon through the acquisition of the shares and shareholders loan in the property holding companies at a consideration of over HK\$2.5 billion (now known as The Vertex).
- Represented a leading property developer in Hong Kong in the disposal of approximately HK\$1.21 billion of the entire equity interest in four property holding companies with the target property at Eight Kwai Fong, a residential project in Happy Valley.
- Represented a leading developer in the HK\$1.85 billion sale of a residential site in Mount Parker Road, involving ex civil servants co-operative building society scheme by way of disposal of the equity interest in various property holding companies.

Land Compulsory Sale Applications

- One of the largest compulsory sale application in terms of redevelopment value (over HK\$4.7 billion being highest amount in history up to the end of 2021) and number of respondents (35 respondents), which is also Hong Kong's first compulsory sale application on building which is listed as "Grade 1 historic building" by the Antiquities Advisory Board (LDCS 27000/2018).
- Hong Kong's first compulsory sale application on Government Civil Servants' Co-operative Building Society Scheme buildings at Nos. 2, 4, 6, 8 Mount Parker Road (LDCS 13000/2019).
- Successful compulsory sale application for various residential buildings in Po Wah Building and tenement blocks at Landale Street and Anton Street, Wan Chai, being the then largest compulsory sale application in terms of redevelopment value (over HK\$2 billion) and number of respondents (with 35 respondents at the commencement of the action) (LDCS 1000/2015).

- Represented majority owners in obtaining compulsory sale order for Nos. 93-95 Catchick Street in Kennedy Town (LDCS 22000/2020).
- Represented majority owners in successfully obtaining compulsory sale order for Nos. 244-256 Hai Tan Street in Sham Shui Po (LDCS 32000/2018).
- Represented majority owners in successfully obtaining a 42-month extension of the building covenant imposed under a compulsory sale order granted in 2016 at the site where the former Kai Tak Mansion is situated (LDCS 4000/2013).
- Successful 2 compulsory sale applications of commercial/ residential composite building in 9, 9A, 11 and 11A and 13-13A Liberty Avenue, Kowloon (LDCS 3000/2018 and LDCS 4000/2018).
- Successful compulsory sale application of a residential building in 168, 168A, 168B, 168C Boundary Street (LDCS 25000/2014).
- Successful compulsory sale application of a residential building in 10, 10A, 12, 12A La Salle Road (LDCS 42000/2012).

Compliance with Residential First-hand Sales Legislation

- One of the few solicitors in private practice who have direct involvement in the entire legislative process of the Residential Properties (First-hand Sales) Ordinance (the “Ordinance”), being the first legislation in Hong Kong regulating sale of first-hand residential properties, by providing full-scale comprehensive advice on the impact of the Ordinance on the real estate industry: Alan represented The Real Estate Developers Association of Hong Kong to negotiate with the Government on the entire legislative process relating to the Ordinance since it was still in its Bill form in 2011.
- Frequently interviewed by newspapers, magazines and media to share views on hot topics in town regarding the compliance issues of the Ordinance (including Sing Tao Daily, Metro Radio, The Hong Kong Economic Journal, iMoney magazine).
- Delivered over 70 seminars to over 1,000 attendees since 2012, including developers (most of them are the Hang Seng Index’s Properties constituents), legal profession, surveyors and law school students, to provide introduction and training for compliance with the Ordinance.

Project Conveyancing

- Advising major developers and statutory bodies on the sale of first-hand properties of different types of development (including residential, office, commercial, industrial mixed-use composite developments).
- Selected large-scale/ luxurious projects: Villa La Plage, The Pavilia Farm, Mount Pavilia, Grand Central, Emerald Bay, Le Pont, Montego Bay, 888 Lai Chi Kok Road, Mount Regalia, 45 Tai Tam Road, Artisan House, Artisan Garden, Atrium House, Alassio, Azura, Argenta, Arezzo, Mount Parker Residences, My Central, Mayfair By The Sea.

Town Planning and Building Plans Applications and Appeals

- Represented a key developer in a successful Court of Appeal action quashing the Town Planning Board's decision to refuse relaxation of plot ratio and building height restrictions for a residential redevelopment at Seymour Road, Mid-Levels West (reported in Hong Kong Law Report & Digest as [2009] 3 HKLRD 339).
- Represented a key container terminal operator to successfully request the Town Planning Board to relax height restrictions imposed on various container terminal sites in Kwan Chun, involving a gross floor area of over 6 million sq. m. which worth billions of HKD investment.
- Acted for a developer in its successful appeal before the Appeal Tribunal (Buildings) quashing the Building Authority's decision to reject general building plans for a hotel development at Leighton Road, Causeway Bay.

Strategic Large-scale Acquisitions for Redevelopment

- Represented a reputable Hong Kong developer in its strategic acquisition to consolidate the title of all the units in Nos. 21 to 31 Wing Fung Street, Wan Chai, Hong Kong, for redevelopment. As part of the acquisition process, also advised various highly complicated real estate legal issues, including advice on redevelopment potential in terms of plot ratio and gross floor area, building management disputes, strategy on compulsory sale applications, submission of general building plans, lodging of building appeal to the Appeal Tribunal (Buildings) to challenge the Building Authority's disapproval of building plans and objection to the Town Planning Board on the proposed restrictions imposed on future redevelopment of the site.
- Represented one of the largest Chinese developer in the successful acquisition of a significant number of units (over 80% undivided shares) in several residential buildings in Hong Kong through the acquisition of the equity interest in a number of property holding companies involving a total consideration of over HK\$650 million, paving the way for compulsory sale applications for redevelopment.

- Acted for a key developer to acquire the Government's interest in Cornwall House to complete its title consolidation in TaiKoo Place, Quarry Bay which involved an exchange of 10 floors of office space in Cityplaza Three for all the areas in Cornwall House owned by the Government consisting of 8 floors. This is an important transaction to the developer because this is the last piece of acquisition to consolidate the title of the entire TaiKoo Place to facilitate its redevelopment of three existing industrial buildings into two Grade A office towers. The transaction involves the drafting of complicated legal documentation because, upon completion of the exchange, the Government will become a co-owner of Cityplaza Three. Apart from the deed of mutual covenant, a tailor-made sub-deed of mutual covenant is prepared for the office accommodation of Cityplaza Three. The developer is also required to grant various rights of way, easements and right of use to the Government to facilitate the use and operation of its office premises in Cityplaza Three.
- Acted for the majority owner in the successful acquisition of 100% interest in various sites at Caine Road, Seymour Road and Castle Road in the Mid-Levels West for comprehensive residential redevelopments (now known as AZURA, ARGENTA, AREZZO and ALASSIO).

Large-Scale Leasing Projects in Hong Kong and PRC

- Represented the landlord in its successful renewal of the 10-year lease with an investment bank in International Commerce Centre (ICC), which is the tallest building in Hong Kong. The deal involved the renewed leasing of 14 floors of office space (total gross floor area of 499,859 square feet).
- Represented the landlord in three largest standalone office leasing transactions in Hong Kong - International Commerce Centre (ICC) leasing to Deutsche Bank, Credit Suisse and Morgan Stanley involving complicated leasing structure and granting of special rights and interests, and a total rental income of billions of Hong Kong dollars.
- Acted for a key developer in the leasing of office space in "TaiKoo Hui", Guangzhou to HSBC, being one of the then largest standalone office leasing transactions in southern part of PRC.
- Acted for a key developer in the pre-lease and lease of office and retail premises in a large-scale comprehensive development in Guangzhou, PRC involving over 4 million sq. ft.
- Acted for major developers in letting of large-scale shopping centres and offices in Hong Kong and PRC (including International Commerce Centre, Two Harbour Square, Shanghai ifc, apm, Langham Place, 33 Des Voeux Road Central, The Westwood in Belcher's and Liberte Place).

PRC Real Estate Projects, Joint Venture, Land Acquisition

- Acted for the joint venture company established by Lee Kum Kee Group and Vanke Group on the RMB 5.7 billion acquisition of Corporate Avenue 3 in Shanghai Xintiandi, from Shui On Land, through the acquisition of the share capital in the property holding companies. The deal represents one of the largest standalone real estate transactions in PRC in 2015.
- Acted for a key developer in a joint venture project in a large-scale comprehensive development in Guangzhou known as “TaiKoo Hui” comprising office, hotel and shopping mall involving an investment of over RMB 6 billion.
- Advised a key developer in its large-scale mixed use development known as “Shanghai ifc” comprising retail, commercial, office and hotels.
- Advised a major developer in its development at No.3 Huaihai Central Road, Xuhui District, Shanghai for the development, leasing and sale of the mixed use complex comprising retail, office, hotel, entertainment and residential premises.
- Advising different developers in “tender, auction, gua pai” applications for the grant of State land use right and property management matters for different kinds of property developments in the PRC.

Government Lease Modifications and Land Exchanges

- Represented a PRC developer on its land exchange cum lease modification applications which was one of the most complicated mixture with the Lands Department in relation to a large-scale residential development cum wetland restoration program at Wo Shang Wai, Yuen Long involving the land premium of approximately HK\$4 billion. The proposed comprehensive development includes a Wetland Restoration Area (comprising over 200 houses and a wetland habitat). The applications involved simultaneous applications for lease modification in respect of portion for wetland habitat and in-situ land exchange for the grant of a new lot for private residential purposes.
- Advise developers and charitable organisations in relation to applications for in-situ land exchange, modification of government leases, assessment of land premium, master layout plans applications, lease extensions, removal of non-offensive trade clause and extension of building covenant.

Judicial Review Applications

- Represented a major developer in a successful judicial review application requiring the Town Planning Appeal Board to relax the plot ratio restrictions (and hence increase the permitted gross floor area to be constructed) on the site at Castle Steps, Mid-Levels West.
- Representing major developers in property related judicial review applications including renewal of government leases, review of Town Planning Board’s

decisions on town planning appeals and Appeal Tribunal's decisions on general building appeals.

Successful Court of Final Appeal Compensation Claim

- Representing a developer in its successful claim before the Court of Final Appeal for compensation under the Railways Ordinance in relation to a residential development at Lam Tei, Tuen Mun (reported in the Hong Kong Court of Final Appeal Report as [2011] 14 HKCFAR 439).



Michael Withington

Partner

Direct	+852 2803 3612
Mobile	+852 5293 6967
Fax	+852 2803 3608
Email	michael.withington@howsewilliams.com

Michael is experienced in a wide range of commercial litigation, including shareholder disputes involving both listed companies and high-profile private companies (many of which involve a cross-border element). He has also acted in litigation involving financial services institutions (including mis-selling claims and negligence claims), claims involving directors, and disputes over asset acquisitions. He advises property managers and landlords in relation to enforcement of deeds of mutual covenant and tenancy disputes.

A large part of Michael's practice at Howse Williams involves contentious employment matters (acting for both employers and employees), including claims over termination and remuneration, enforcement of post-termination restrictions, discrimination claims and partnership disputes. He advises employers and statutory bodies on internal investigations and disciplinary proceedings, and has represented a number of individuals in SFC investigations. He also has significant experience in conducting and defending judicial review proceedings.

Michael also has extensive insurance experience, particularly in relation to the defence of professional negligence claims and advising on coverage issues. He has been a panel solicitor for the Hong Kong Solicitors Professional Indemnity Scheme since 1998, and has represented both local and international law firms in connection with a broad range of claims.

▼ *Experience*

2015 Howse Williams
2012 Gall
2002 Herbert Smith Freehills
1998 Wilkinson & Grist
1994 Haldanes

▼ *Education*

1987 The University of Sydney, LLB

▼ *Professional Admissions / Qualifications*

1994 Hong Kong
1994 England and Wales
1987 New South Wales, Australia

▼ *Professional Affiliations*

Member, Law Society of Hong Kong

▼ *Reported Decisions*

- Philippe Delhaise v Ng & Co & Erving Brettell [HCA 10165/2000; CACV 386/2003]
- Mimi Monica Wong v Mirko Sacconi [HCA 2061/2004]
- Pat Bobby Ying Ho v Hong Kong Solicitors Indemnity Fund Ltd [HCCT 40/2004]
- Michael John Treloar Rowse v The Secretary for the Civil Service, The Chief Executive & The Chief Secretary for Administration [HCAL 41/2007]
- GFI (HK) Securities LLC v Kang Gyong Hee & ICAP Equities Asia Ltd [HCA 451/2015]

▼ *Professional Recognition*

Michael is currently ranked by Chambers Asia as a Band 2 employment lawyer and a Band 3 insurance lawyer. Comments include:

2017: "He has a cool, calm demeanour. We use him during a crisis."

2015: "a seasoned operator"
"a very good litigator - very experienced and steady"

2014: "is an experienced litigator who certainly knows his stuff; gives clients sensible and considerate advice."

"He is particularly adept in restrictive covenants, partnership disputes and investigations by local regulators"

2013: "very quick and very clear on providing advice" ... "his immediate response and technical support are always available"

2012: "good judgement and great technical skills"... "is a seasoned practitioner for commercial litigious matters on labour issues"

2011: "has deep rooted experience in employment litigation"

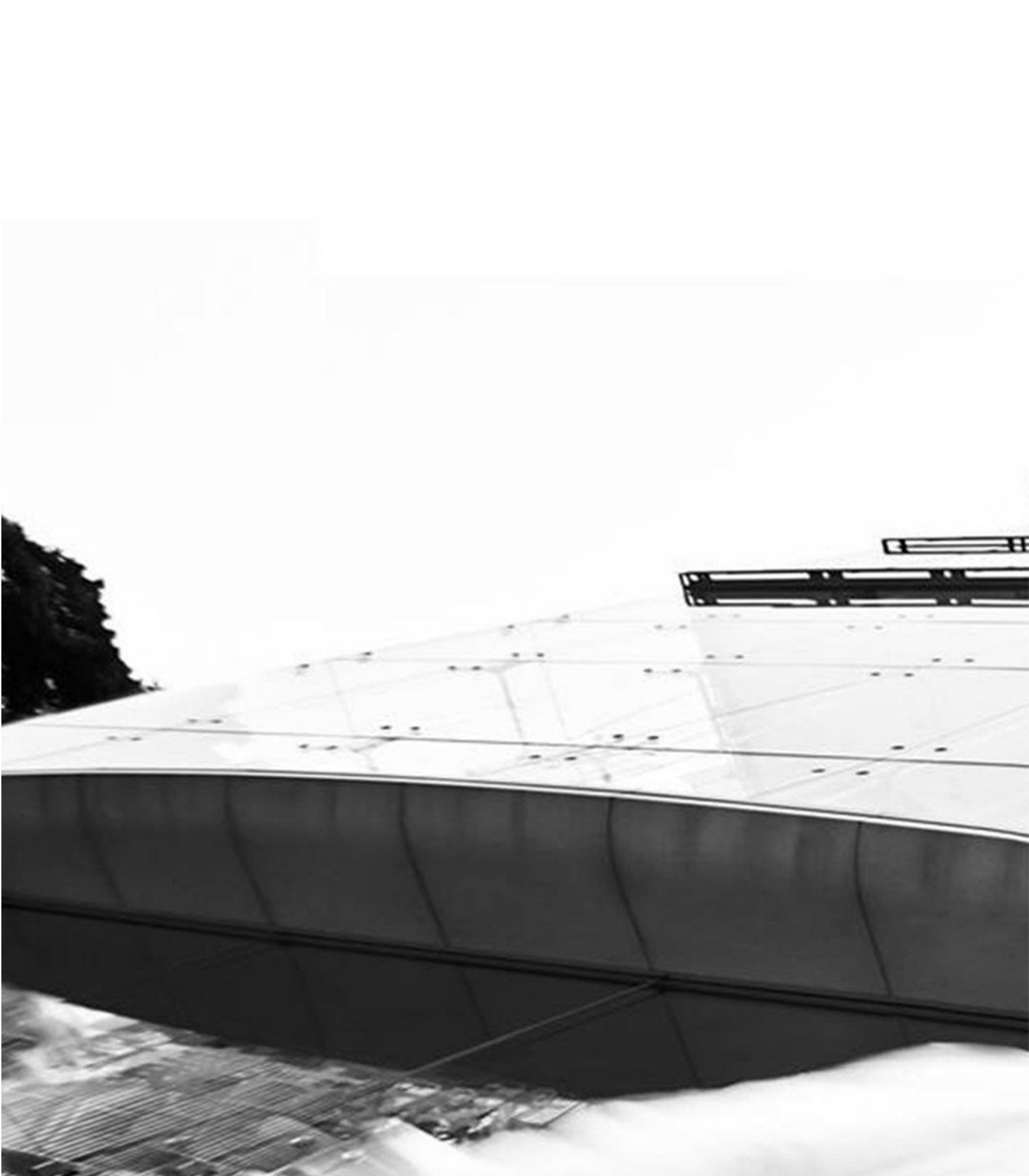
Our Team

Tony Leung

Senior Associate

Tony joined HW as a Trainee Solicitor in 2012. He completed his training contract and was admitted as a Solicitor in Hong Kong in 2014 after gaining experience in general commercial, shipping and medico-legal litigation and corporate/corporate finance work. Tony joined HW's commercial dispute resolution team on qualification and is regularly involved in commercial and insurance litigation and dispute resolution. He has experience in insurance (including D&O liability and professional indemnity), misrepresentation claims, debt recovery, shareholder disputes, and construction / building management matters. Tony has also advised on matters relating to data privacy, and acted for a telecommunications / media company in relation to the production of journalistic materials.

Since 2014, Tony has been a Panel Solicitor for the Hong Kong Solicitors Professional Indemnity Scheme, advising upon both coverage and defence of a broad range of professional indemnity claims. Tony is fluent in English, Cantonese and Mandarin.



 **Howse Williams**
何韋律師行

27/F Alexandra House
18 Chater Road
Central, Hong Kong SAR

T +852 2803 3688
F +852 2803 3608 / Litigation / Regulatory
F +852 2803 3618 / Corporate / Banking / Property
F +852 2803 3680 / Matrimonial

www.howsewilliams.com
enquiries@howsewilliams.com