

# MICHAEL LONG

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## Selected Cases as a Solicitor

### *Taxation and Revenue*

- A global technology company in relation to a substantial audit by the Australian Taxation Office of its transfer pricing and corporate structure
- A global consumer goods company advising in relation to a dispute with the Australian Taxation Office regarding the application of Part IVA of the Income Tax Assessment Act 1936 to group subsidiaries
- The liquidators of the Lehman Brothers group companies in Hong Kong in relation to a dispute with the Hong Kong government concerning HK\$2.3 billion in *ad valorem* fees levied on assets realised in the liquidations, resulting in the successful reduction of a substantial portion of those fees
- A global consulting business advising on tax treaty issues relevant to its South East Asian operations and an audit by Thai tax authorities arising from allegations made by a former executive and joint venturer
- A major oil company concerning a complex application for intra-group relief from UK stamp duty on transfers of shares between subsidiaries
- A Hong Kong investor in UK property developments in relation to UK tax issues, a shareholder dispute, negotiation and rectification of shareholdings, and a related loan default

### *Banking and Finance*

- UBS AG in its successful defence at trial in the High Court of Hong Kong of a claim by a former client for HK\$52 million in damages arising from allegedly unauthorised trading by an employee of the bank
- A major global bank in relation to a claim for HK\$250 million for allegedly unauthorised trading, ultimately leading to a mediated settlement after discovery, exchange of witness statements and experts' reports
- A major Australian bank's financial planning subsidiaries in relation to an investigation by ASIC concerning the provision of financial advice, internal systems and controls, and appropriate remediation efforts
- A senior executive of a major Australian bank in relation to an investigation by ASIC of possible manipulation of the Bank Bill Swap Rate (BBSW), the Australian equivalent of LIBOR
- A global wealth management business in relation to proceedings before the Financial Ombudsman Service and internal investigations of customer complaints of mis-selling and negligent financial advice
- A major Australian bank in relation to the consequences of the Bell Group Companies (Finalisation of Matters and Distribution of Proceeds) Act 2015 (WA) and the High Court's subsequent determination that the Western Australian legislation and statutory receiver were constitutionally invalid

### **Equity and Trusts**

- Beneficiaries of a discretionary family trust valued at more than HK\$10 billion in relation to a major family trust dispute, including multiple proceedings before the High Court of Hong Kong against a bank trustee and between appointors and beneficiaries of the trust
- Lehman Brother Finance SA on proceedings in London and Hong Kong to determine the ownership of a large pool of equity securities and the effect of various repurchase, intra-group funding and hedging agreements and various equitable proprietary issues

### **Shareholder disputes**

- China Shanshui Cement Group Limited in relation to a major shareholder's attempt to void the issue of convertible bonds and claims against former and current directors and receivers following successive changes of board control, including simultaneous winding up proceedings on the just and equitable basis in the Cayman Islands and Hong Kong, and multiple unfair prejudice proceedings and writ actions
- Several shareholders and directors of Asia Television Limited (ATV) in relation to five proceedings before the High Court of Hong Kong, variously, successfully obtaining an injunction to enforce a negative covenant and restrain the issue of secured loan notes; successfully recovering a significant unsecured loan; seeking specific performance and recovery against a guarantor; and defending claims by another shareholder for breach of contract and fiduciary duty, conspiracy, and procuring breach of contract
- A group of shareholders in a luxury bar and restaurant business defending and counterclaiming against a rival group of shareholders in relation to beneficial ownership of the company and entitlement to the proceeds of a US\$50 million sale of equity to an LVMH subsidiary; including an application to set aside *ex parte* Mareva freezing orders, resisting summary judgment, and various other interlocutory proceedings
- Oaktree Capital Management LP, Silverpoint Capital LP and several senior executives, regarding a dispute between the joint venturers in a US\$2.4 billion Macau casino and resort development, involving three writ proceedings and two unfair prejudice petitions in the High Court of Hong Kong

### **Arbitration**

- A New York-listed, Chinese e-commerce company in relation to a major dispute between its shareholders, including urgent *ex parte* injunction proceedings in Hong Kong and expedited arbitration proceedings under the HKIAC Rules to enforce rights under an Investors' Rights Agreement and enjoin the transfer of shares by a pre-IPO investor, winding up proceedings on the just and equitable basis in Cayman Islands, and competing "take-private" proposals under Cayman Islands' statutory merger regime
- A private equity fund in relation to a shareholder dispute in a joint venture, including arbitration proceedings under the UNCITRAL Rules alleging breach of a shareholders' agreement and a sale and purchase agreement, the appointment of receivers under a share charge, changes of board control and simultaneous litigation proceedings to recover control of operating entities
- A private equity fund in relation to arbitration proceedings under the HKIAC Rules regarding the termination of a sale and purchase agreement for the sale of an investment, including complex issues of foreign and Hong Kong law, valuation evidence, eligibility for specific performance and the effect of successive purported terminations on entitlement to damages

### **Commercial**

- Essilor Group in relation to a substantial cross-border asset tracing of more than US\$200 million to recover fraudulently misappropriated funds, including multiple proceedings in Hong Kong and Singapore

to obtain disclosure of fund flows from banks and injunctions, judgments and enforcement orders against more than 100 indirect recipients

- IBM in two proceedings before the High Court of Hong Kong, respectively, defending a claim exceeding HK\$130 million brought by and counterclaiming against the Transport Department of Hong Kong, and seeking contribution against a sub-contractor for breach of contract, relating to a project to deliver a sophisticated transport and mapping information system
- A global e-commerce business taking urgent action to restrain misconduct by a joint venture partner and the managing director of its Asian subsidiaries, including urgent *ex parte* injunction proceedings in the High Court of Hong Kong
- An IT consulting business on a substantial demand for compensation made by the Hong Kong government for breach of contract relating to an IT tender project, including mutual allegations of breach of contract and delay
- A listed subsidiary of a major financial firm in relation to misconduct by its former directors and joint venture partners, including obtaining *ex parte* injunctions in Hong Kong to restrain continuing breaches of contract and destruction of customer data and evidence

#### ***Professional Disciplinary Proceedings***

- Disciplinary proceedings against the former Chairman of Ernst & Young in Hong Kong and China brought by the Hong Kong Institute of Certified Public Accountants