

Sangiorgi Vinciguerra Studio Legale

is a law firm established in Hong Kong and registered as a foreign law firm with the Hong Kong Law Society.

The firm was founded by **Andrea Sangiorgi** and **Marco Vinciguerra**, two Italian lawyers who have between them over two decades of professional experience gained working with primary international law firms in Italy, Hong Kong and China.

The firm's main practice areas include:

- **Corporate & Commercial**
- **Financial Services**
- **Employment & Immigration**
- **Intellectual Property**
- **Company Formation & Company Secretarial Services**

Overview

The combination of the Civil Law background of its lawyers with the fact that it operates in a Common Law environment, places the firm in the best position to understand and efficiently deal with the legal issues with which European clients are normally confronted when doing business in Hong Kong, China or the Asia-Pacific region. The international background and experience of its lawyers also enable the firm to advise Asian-based companies seeking to expand in Europe and assist them in the structuring and implementation of their investment plans.

The firm maintains a flexible approach to its clients' requirements, taking into account their specific needs, expectations and investment budget.

Hong Kong

In Hong Kong we have formed an association with the firm Hart Giles, Solicitors & Notaries (www.hartgiles.com). This association allows us to widen the spectrum of services that we can offer to

Assistance in China

Using our experience and the close relationship built with local firms in China, our firm is able to fully assist European companies in their cross-border transactions with Chinese entities and in their investment plans in China (whether such investment takes the form of a contractual relationship or a newly set-up corporate entity).

In China we have developed a close collaboration with 德恒上海律师事务所 De Heng Law Shanghai Office. De Heng Law Offices is a major Chinese law firm with offices in 15 cities in China. This arrangement allows us to offer viable solutions to the issues typically faced by European clients doing business in China, by combining consolidated experience with an in-depth knowledge of the local regulatory framework and business environment.

The corporate experience on which we can rely in China includes projects for the setting-up of foreign-invested enterprises (joint venture companies or wholly foreign-owned enterprises) and representative offices of companies operating in various industries (such as fashion, pharmaceutical, manufacturing, trading,

The firm provides high standard tailor-made services by sharing with its clients an entrepreneurial spirit and combining it with legal expertise.

The firm can also rely on an extensive network of consolidated business contacts in the Asian region (including other law firms, accounting firms, tax advisors, banks and other service providers) with which it co-operates on a regular basis. Such cooperation allows the firm to offer a wider range of coordinated services to its clientele. Our offices are conveniently located in the Central district of Hong Kong island and have the support of staff who can speak English, Italian and Chinese (Cantonese and Mandarin).

our clients, such as to include mediation, arbitration, civil and commercial litigation, notary public services and preparation of legal opinions on Hong Kong and English laws.

food & beverages, oil & gas, financial services). Our experience also extends to merger and acquisitions matters and re-structuring projects of foreign-invested enterprises.

On the commercial side, we can count on extensive experience in drafting and negotiating various typologies of commercial agreements relating to manufacturing, trading (both retail and wholesale) and distribution of goods, franchising, licensing of trademarks, technology transfers and, more generally, any kind of industrial and commercial co-operation arrangement between foreign businesses and Chinese entities (whether private or state-owned).

In addition to corporate and commercial matters we can assist our clients, whether directly or through our firm's network of collaborators, in matters relating to investment projects in China, such as employment contracts with expatriate and local personnel, dealing with local authorities, registering trademarks and intellectual property licences, or handling and settling disputes with local counterparts.



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Andrea Sangiorgi

Andrea Sangiorgi qualified to practice law in Italy in 1995 and was admitted as a solicitor in England and Wales in 2009. He is registered with the Hong Kong Law Society as foreign lawyer.

He worked in Italy, China and thereafter since 2001 in Hong Kong for global international law firms.

Andrea assists a large number of international and local clients in relation to a wide variety of financial services (regulatory), corporate and general commercial matters, with a particular emphasis on mergers and acquisitions, corporate restructurings and joint ventures in Hong Kong, China and other parts of Asia.

Andrea typically advises Italian and European companies operating in the high-end fashion and luxury goods, consumer retail, jewellery, pharmaceutical, printing and publishing and machinery production sectors.

In commercial matters Andrea specialises in manufacturing, franchising, agency and distribution, intellectual property licensing. He assists also on employment and immigration matters.

Andrea frequently advises local companies on Italian law matters with particular emphasis on corporate law and controlled foreign companies legislation (Tax Haven legislation).

Andrea has law degrees from Università di Palermo (Italy) and Aberdeen University (Scotland). He is fluent in English, Italian and Portuguese.



Marco Vinciguerra

Marco Vinciguerra started to practice law in 1992. He has worked in Italy, Hong Kong and China.

Since 1995 he has been involved in matters relating to foreign investment transactions in Hong Kong and China.

His main practice areas are corporate law, commercial law and financial services. He has assisted in projects relating to pharmaceutical, food & beverages, fashion, engineering, oil & gas, asset management.

Marco advises European businesses on cross-border transactions and, in particular, projects involving commercial or industrial investments into China (whether through a Hong Kong corporate vehicle or not). Marco also assists companies already established in China in dealing with legal issues relating to their activities in China.

Marco also advises companies (whether Chinese or from other countries in Asia) that are planning to invest in Italy and Europe.

Marco holds a law degree from Università Cattolica di Milano (Italy) and a master degree in Corporate Tax Law from Università Luigi Bocconi in Milan (Italy).

He is qualified to practice in Italy, in England & Wales and is registered as a foreign lawyer with the Law Society of Hong Kong.

Marco is fluent in Italian, French and English. He also speaks Spanish and has a fair knowledge of Mandarin.

Corporate & Commercial

Corporate and Commercial is our firm's widest practice area. It includes corporate transactions, ranging from the constitution of corporate vehicles to acquisition and investment projects, both in Hong Kong and China, as well as the preparation of contractual papers required to document all sorts of commercial arrangements.

Our corporate practice, in particular, includes the incorporation and structuring of companies, preparation of memorandum and articles of association and other constitutional corporate documents, negotiation and drafting of shareholders' agreements, subscription agreements as well as the restructuring and reorganisation of companies through sale and purchase of shares, mergers and acquisitions and transfers of businesses. Our assistance is also often required for cross-border projects (typically investments in China through Hong Kong based corporate vehicles.)

Our commercial practice includes the negotiation and drafting of general commercial agreements, such as manufacturing, distribution trading (both retail and wholesale), franchising, trademark licensing, technology transfer and services agreements. The combined knowledge and experience of both Asian and European business environment places us in a favourable position when assisting European clients in investment projects where often the ability of understanding the differences in approach, method and values is indispensable. Such knowledge and experience are applied when structuring and negotiating commercial agreements with an aim to protect clients' interests and, at the same time, ensure the commercial viability of the project.

Although our firm does not generally advise on tax related matters, it does nevertheless assist local and Italian companies doing business with each other, in complying with the obligations provided for by Italian tax regulations which are specifically designed to deal with low taxation jurisdictions.

Financial Services

Hong Kong is one of the largest asset management centres in Asia and continues to attract international investors seeking an investment platform in the region.

Also favoured by its geographical and time zone location in Asia, this situation is the result of Hong Kong's strong emphasis on the rule of law and fair market and the fact that there are no barriers of access to the market by foreign businesses and no restrictions on capital flows into and out of Hong Kong.

Hong Kong is also the regional centre for portfolio management activity with about 2,000 authorised unit trusts and mutual funds, totalling net asset value of around HKD9,200 billion.

Because of its special relationship with China and its level of experience in the industry, Hong Kong is also a gateway to China's financial services opportunities. As China's market and industry keeps on growing, the interconnection between Hong Kong and the mainland will become closer and closer.

In this arena, the European fund industry can look at Hong Kong for distribution of its financial products and as a platform for further market penetration into China.

Our firm can assist in matters relating to the procedures for the authorisation for marketing and sale to the public in Hong Kong of offshore mutual funds as well as in Securities and Futures Commission licensing matters and related on-going compliance matters.

Employment & Immigration

We assist employers and employees on non-contentious matters relating to their employment relationship in Hong Kong and China. In co-operation with our clients, we elaborate practical and effective solutions to be incorporated in the terms of employment and aiming to minimise the risk of a dispute and ensure protection for the client. Particular attention is given to specific terms of employment, such as restrictive covenants during and post-employment, performance bonus arrangements and termination conditions and procedures.

As more and more businesses have operations across the region, we also take into account the multi-jurisdictional elements of their employment relationship in order to ensure consistency. Taking into account clients' needs, we focus on delivering sensible guidance on secondment of employees, lateral moves of senior executives, transfer of managers and lower level employees following corporate restructurings, transfers of business or mergers and acquisitions.

In addition, we also provide tailor-made solutions to companies for the setting up or implementation of their internal management procedures and can assist in the preparation of human resources policies, employment manuals, internal policies relating to personal data, employees' handbooks and any other company guidelines relating to management and human resources aspects.

Immigration matters are often underestimated by foreign companies when planning the set-up of their operations in Hong Kong. Ensuring that all expatriate personnel hold and maintain the appropriate visa will avoid companies and their directors to incur in administrative fines or criminal prosecution by the Hong Kong authorities.

With regards to such matters, we can assist companies in the sponsoring process to bring overseas employees to work in Hong Kong. In particular, assistance can be provided in relation to immigration applications such as applications for employment as professional, investment visa, change of sponsor or extensions of stay.

Intellectual Property

We work in close co-operation with IP agents and are able to assist in the registration of trademarks in Hong Kong and China. We are also able to assist in the negotiation and preparation of agreements for the licensing of trademarks and other intellectual property rights, the use of know-how and transfer of technology.

We can procure market's monitoring services based on a constant monitoring of intellectual property rights and potential infringements. The services include the provision of up-to date information and reports in respect of, amongst others, monitoring of trademark applications, manufacturers and internet monitoring.

Company Formation and Company Secretarial Services

The firm can procure appropriate solutions to establish a corporate presence in Hong Kong and ensure that the relevant on-going obligations and administration activities are complied with and followed-up in a timely manner.

Here below we list some of the services the provision of which can be procured.

Company Set-Up

- Incorporation of companies in Hong Kong and other jurisdictions such as British Virgin Islands, Seychelles Islands and Cayman Islands
- Registration of non-Hong Kong companies under Part XI of the Hong Kong Companies Ordinance
- Application for business registration certificate
- Company searches (including name search, directors and shareholders' records search)
- Preparation of Memorandum and Articles of Association

Annual Company Administration

- Provision of company secretarial services
- Provision of registered office facilities
- Provision of nominee shareholder(s)
- Custodial services of statutory books

Miscellanea

- Assistance in, and preparation of documents for, opening a bank account
- Preparing and filing documents to modify the corporate structure of a company

We do not provide tax filing, accounting, auditing or directorship services. However, we can introduce accountants and auditors that do provide such services and with whose firms we have established a close working relationship.

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