

Conyers Funds Team

**Delivering Legal And Corporate
Services Solutions**

CONYERS



Table of Contents

Why Conyers?	3
What Conyers can offer?	4
Award-Winning Hong Kong Practice	5
Our Investment Funds Team in Hong Kong	7
Our Investment Funds Practice and Capabilities	8
Our Expertise and Clientele	9
Our 3C Approach	10
About Conyers Client Services	11
• Registered Office Services	12
• Director Services	13
• Board Support Services	14
• FATCA and CRS Services	15
• AML Services	16
The Right Team for You	17



Why Conyers?

Conyers is a leading international law firm with a network of offices around the globe.

Since our beginnings in 1928, we have distinguished ourselves through our commitment to clients, providing responsive, sophisticated and strategic advice. The combination of Conyers' structure encompassing **six offices** in jurisdictions around the world including **Bermuda, British Virgin Islands, Cayman Islands, Hong Kong, London and Singapore**, its culture and unrivalled expertise enables the highest quality, responsive, timely and thorough legal advice.

We are passionate about the law, and dedicated to achieving the best solutions for our clients. This dedication extends to the communities in which we live and work – the Conyers team prides itself on not only legal expertise but also our culture of inclusivity and giving back.

What Conyers Can Offer?

Conyers has a broad client base including local and international insurance and reinsurance entities and insurance managers, FTSE 100 and Fortune 500 companies, international finance houses and asset managers.

We advise on the laws of

Bermuda

British Virgin Islands

Cayman Islands

Our key practice areas

Corporate

- Aircraft Finance & Registration
- Banking and Finance
- Capital Markets, M&A, Continuations, IPOs
- Insurance & Reinsurance
- Investment Funds
- Islamic Finance
- Joint Ventures
- Partnerships
- Private Equity
- Securitisation & Structured Finance
- Ship Finance & Registration

Litigation

- Arbitration & Dispute Resolution
- Bankruptcy, Insolvency & Restructuring
- Commercial Litigation

Private Client & Trust

- Discretionary, Fixed Interest, Purpose & Charitable Trusts
- Estate Planning
- Foundations
- Private Investment Structures
- Private Trust Companies
- Trust Litigation

We work with:

82%

the **50 largest banks**
in the world

87%

AMLAW
USA firms

94%

AMLAW
Global 100 firms

100%

Magic Circle
firms

**Legal 500 Asia Pacific,
Leading Firm 2024**



**Chambers & Partners
Asia Pacific, Offshore
2024**
(13 years ranked)

**Best Overall Law Firm
(Offshore) for 11
consecutive years from
2013 to 2023**
*China Business Law
Awards*



**Pro-Bono Firm of the
Year**
*China Business Law
Awards*

**Most Responsive Firm
of the Year**
*In-House Community
2021*



**Offshore Law Firm of
the Year**
*IFLR Asia-Pacific
Awards 2020*

**Caring Company 2021
– 2023**
*The Hong Kong Council
of Social Service*



Award-Winning Hong Kong Practice

Established in 1985, Conyers' Hong Kong office continues to lead the way in providing offshore legal advice to many of Asia's largest and most innovative corporate clients. Conyers Hong Kong office is the region's leading advisor on corporate finance and capital markets and Asia's market leader for IPOs and Mergers & Acquisitions. We also have a very strong litigation and restructuring practice based in Hong Kong.

Our 34 lawyers based in Hong Kong advise on Bermuda, British Virgin Islands and Cayman Islands laws and through our global network can provide clients the advice they need for cross-border transactions.

Our team is fluent in Cantonese, English and Mandarin is able to provide advice to clients in their local languages.

CONYERS

“

They are excellent practitioners with particular expertise in finance and complex cross-border disputes.

”

– Chambers Asia-Pacific, 2024

“

The team understand the market trends due to the volume of their deal flow, which is very helpful to our practice.

”

– Chambers Asia-Pacific, 2024

“

The team is practical and very responsive.

”

– Legal 500, Hong Kong, Offshore Law Firm, 2024

“

The team is well-established and renowned for its familiarity with the financial and judicial environment in Hong Kong, which enables them to give practical solutions for clients to deal with matters involving the relevant offshore jurisdictions efficiently.

”

– Legal 500, Hong Kong, Offshore Law Firm, 2024

“

The Conyers team is knowledgeable and responsive, and covers a wide range of offshore jurisdictions and legal areas.

”

– Legal 500, Hong Kong, Offshore Law Firm, 2024

CONYERS



Our Investment Funds Team in Hong Kong

With 40 years in Asia, the Hong Kong office of Conyers continues to lead the way in providing offshore legal advice to many of Asia's largest and most innovative corporate clients and is perfectly placed to help clients in Asia with their investment fund structures.

The highly experienced investment funds team act as offshore legal advisor for international and Asia-based fund management houses, financial institutions and entrepreneurs, providing innovative advice and solutions on investment fund matters. The team works alongside clients from the initial structuring issues for new funds through the continuing operations and other long term business requirements of investment funds.

In addition, our team assists lenders and borrowers on a range of syndicated and bilateral secured fund financing transactions involving offshore mutual funds, venture capital funds and private equity funds. We also provide offshore security advice on debt financing transactions where shares, limited partner interests, trust units or assets of a fund are incorporated into the collateral package. The diverse nature of our funds practice gives us a deep understanding of and insight into the key factors influencing these fund finance transactions from both a lender and borrower perspective.



Our Investment Funds Practice and Capabilities

Our Investment Funds team can assist you on:

- Incorporations and formations
- Fund listing
- Fund financing
- Fund regulation
- Investment management regulation
- Offering and other fund documentation
- Structuring advisory

Types of open-ended and closed-ended investment funds we can establish for you:

- Crypto funds
- ESG/green energy funds
- Hedge funds
- Infrastructure funds
- Limited partnerships
- Master-feeder funds
- Private equity funds
- Real estate funds
- Special situation funds
- Segregated portfolio companies
- Unit trusts
- Venture capital funds



Our Expertise And Clientele

Structuring issues our team has the expertise and experience in handling include:

- Asset segregation and liability ring-fencing
- Conflicts of interest solutions
- Corporate governance parameters
- Fiduciary obligations of operators
- Investment and advisory committees
- Investor participation and control issues
- Liquidity requirements
- Liquidity restrictions, including lock-in periods, redemption gates and side-pockets
- Multi-class share rights

Our clientele:

Asset Management
Companies

Hedge Funds

PE/VC Funds

Family Offices

Fund of Funds

Banks

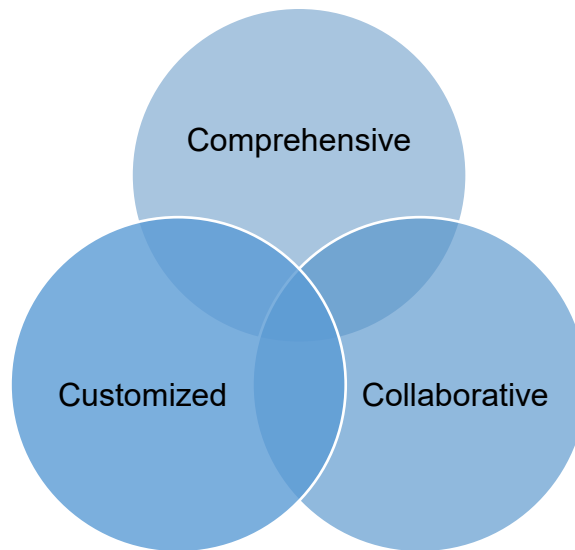
Insurance Companies

Pension Funds

Real Estate Funds



Our 3C Approach



Comprehensive solutions

We undertake a thorough legal analysis, providing our clients with valuable insights of the ever-evolving legal and regulatory landscape concerning their funds.

Customized solutions

We develop innovative and tailored solutions that align precisely with our clients' distinct business objectives and market circumstances, while simultaneously mitigating risks.

Collaborative strategies

We collaborate closely with our affiliate **Conyers Client Services**, our team of company secretaries, to offer our clients with an extensive range of services encompassing various aspects of fund formation, management, investment and operation.



About Conyers Client Services

Conyers Client Services (“**CCS**”) is an affiliate of global law firm Conyers. CCS provides a range of directorship, corporate administration, secretarial, trust, regulatory, governance and company management services.

In the Cayman Islands, the Client Services work is carried out by Conyers Financial Institutions Group (“**FIG**”), which offers a wide range of services as follows:

Corporate Services

- Incorporation and Maintenance
- Registered Office Address
- Company Secretary
- Companies Accounting and Management Services

Directorships

- Independent Directors
- General Partners
- Share Trustees

Board Support Services

- Coordinate and schedule attendance of board meetings
- Prepare and distribute agendas for board meetings

Regulatory and Compliance

- Facilitate compliance with FATCA, CRS and Country by Country Reporting

- Provide a money laundering reporting officer (“MLRO”) and deputy MLRO to Cayman Islands entities
- Provide an anti-money laundering compliance officer to Cayman Islands entities
- Implement and monitor a risk based antimoney laundering (“AML”) programme
- Manage the suspicious activity reporting process, liaise with regulatory authorities or investigative agencies and conduct AML inspection
- Deliver AML training to relevant staff

Listing Agents

Liquidations



Registered Office Services

Registered office services include the following:

- Providing a registered office address for your entities in the Cayman Islands
- Maintaining statutory records including incorporation documents, seal (if required) and minute book
- Onboarding and keeping statutory registers of your Cayman Islands entities, including: register of directors and officers, register of members (if applicable) and register of mortgages and charges
- Maintaining the register of beneficial owners
- Maintaining information provided by an entity for economic substance notifications
- Attending to filing of statutory forms, declarations, returns and notices as required by law
- Providing your entities at the appropriate time with an invoice which includes relevant annual government fees; when the requisite fees (and forms, if relevant)

have been received by Conyers then arrange for the necessary fees and documents to be forwarded to the Registrar of Companies, and also attend to the filing of the annual statutory return of the entity with the Registrar of Companies

- Assistance with the payment of fees payable to the CIMA
- Issuing of registered office certificate and certification of documents as true copies of documents held on the minute book in our capacity as registered office

Additional services as incurred in any 12-month period will be charged to the entity in accordance with our schedule of fees, as published and as may be from time to time amended with notice.



Directorship Services

CIMA has signaled that independent oversight is a key area of focus. Through our affiliate, **Conyers Financial Institutions Group**, Conyers has a team of highly qualified and experienced investment fund fiduciaries who provide independent directorship and ancillary support services to Cayman domiciled hedge funds, private equity funds and associated investment vehicles.

- **Highly qualified and experienced** – our directors have multiple professional qualifications and have decades' worth of experience operating in the Cayman investment funds industry.
- **Regulatory specialists** – our directors have a deep practical understanding of the Cayman regulatory environment facing investment funds and are able to take on these responsibilities as part of their contribution to the board.
- **Governance and internal controls** – our directors are well versed as to the corporate governance and internal control rules imposed on funds by CIMA and are able to assist Funds to meet these obligations through coordination of properly structured board meetings and engagement with service providers.
- **Independent decision making** – appointing independent directors to your fund board is the easiest and most effective way for the board to demonstrate independent judgement and objectivity in response to the corporate governance rules imposed by CIMA.
- **Industry insights and best practice** – our directors have worked with a range of investment managers and have acted across a broad cross section of investment strategies and structures which leaves them well suited to advise.

Governance solutions

Our fiduciaries are flexible and able to work with you to provide tailored governance solutions to a range of investment fund structures.

In addition to providing independent directors for hedge funds and private equity general partners, our fiduciaries are able to take up positions on private equity boards, advisory boards and on corporate governance committees.

In practice, the objectives of governance committees will largely be achieved by holding meetings. Details of typical points of discussion and areas where the independent committee members would contribute include:

- Act as chairman for committee meetings to guide the conversation in such a way to ensure that all requisite corporate governance topics stipulated by the Rule on Corporate Governance for Regulated Entities issued by CIMA ("**CG Rules**") are sufficiently covered
- Ensure that conflicts of interest are sufficiently discussed, addressed and documented in accordance with CG Rules
- Discuss and evaluate the Fund's position with respect to practical compliance with the broader scope of Cayman regulations and assist with any remediation as required
- Liaise with services providers (investment manager, administrator, AML appointees, etc.) to ensure the committee retains sufficient oversight and control over any outsourced functions
- Review and discussion of investment activities, performance and financial position
- Help guide any dialogue with CIMA though the life of the Fund as and when necessary



Board Support Services

As part of a robust corporate governance regime, it is essential that meetings are planned, operated and documented in such a way that the requirements of the corporate governance measures are clearly and demonstrably met. Conyers Client Services is an affiliate of Conyers. As part of our corporate services, we provide a variety of options to assist in arranging, holding and minuting board and committee meetings in a professional and appropriate manner.

Our board support services can be tailored to your individual client needs. Our corporate secretarial professionals are experienced in all types of regulated entities including but not limited to investment funds, insurance companies and corporate entities on a global and local basis.

With the advantage of state-of-the-art virtual meeting facilities and an easy-to-access location in Grand Cayman, Conyers also offers the perfect venue to host board meetings.

Full Board Support

Full board support services include:

- Liaising with stakeholders to arrange and coordinate meetings

- Drafting the agenda and circulating for review and comment
- Collating and distributing any required Board packs and liaising with stakeholders
- Attending meetings either via telephone or in person
- Providing telephonic conference facilities
- Taking minutes of the meeting
- Preparing and distributing the draft minutes for review and sign off
- Finalising close out procedures and filing minutes on the minute book in line with governance procedures

Minutes Only

Depending on your specific requirements, Conyers can provide a minute-taking-only service whereby Conyers:

- Attends meetings either via telephone or in person
- Takes minutes of the meeting
- Prepares and distributes the draft minutes for review and sign off
- Finalises close out procedures and files minutes on the minute book in line with governance procedures



FATCA and CRS Services

The introduction of FATCA and CRS has had a far-reaching impact on applicable entities and groups. Cayman entities are required to analyse existing investor accounts, validate and update investor information, enhance on-boarding processes and expand reporting capabilities on a global basis. Conyers can help clients with the full spectrum of FATCA and CRS compliance.

The following is an overview of the services we can provide to your entity:

- register with the Internal Revenue Service (“**IRS**”) and obtain a Global Intermediary Identification Number (“**GIIN**”) and register, notify and act as PPOC with the Cayman Islands Tax Information Authority (“**TIA**”);
- classify, validate and remediate pre-existing accounts, including file reviews and obtain enhanced due diligence and forms as required;
- carry out due diligence and classification of new accounts including obtaining forms and due diligence documentation for validation up front to facilitate compliance;
- prepare and file reports that are compliant with Cayman Islands legal requirements and TIA; and
- prepare and file CRS Compliance Form with the TIA.



AML Services

Under the Cayman Islands Anti-Money Laundering Regulations (“**AMLRS**”), financial service providers (“**FSPs**”) must ensure that they have appointed suitably qualified individuals to act as AMLCO, MLRO and DMLRO (together, the “**AML Officers**”). The AML Officers should have practical knowledge and understanding of the Cayman AML regulatory frameworks including but not limited to the AMLRS and Guidance Notes². Conyers can provide qualified individuals to assume these roles and help guide your entity through this constantly evolving environment which requires continued vigilance to ensure ongoing compliance and standards of best practice.

All FSPs should be aware that as the regulator, CIMA has significant powers to impose administrative fines under the Monetary Authority (Administrative Fines) (Amendment) Regulations, 2020 (“**Fine Regulations**”) for AML breaches. The sliding scale of fines ranges from US\$6,100 for ‘minor’ breaches to US\$122,000 for individuals and US\$1,220,000 for entities for ‘very serious’ breaches.

Anti-Money Laundering Compliance Officer

The AMLCO has statutory duties under the AMLRS and is responsible for ensuring that the FSP has implemented

measures which ensure compliance with the AMLRS and the Guidance Notes. The AMLCO also acts as the point of contact with certain Cayman Islands competent authorities, including CIMA.

Money Laundering Reporting Officer and Deputy Money Laundering Reporting Officer

Where a suspicious activity report (“**SAR**”) is filed, the MLRO will act as ongoing liaison with the Financial Reporting Authority (“**FRA**”) or other regulatory or investigative agencies. It is important to note that the MLRO may commit a criminal offence if they fail to properly carry out these functions without reasonable excuse, and/or be subject personally to administrative fines imposed by CIMA.

The MLRO has statutory duties under the AMLRS and is responsible for the implementation and management of suspicious activity reporting procedures. Where suspicious activity pertaining to criminal conduct, money laundering, terrorist financing or proliferation financing is suspected, the MLRO or DMLRO must investigate in order to determine whether there is a requirement to file a SAR with the FRA.

²Guidance Notes on the Prevention and Detection of Money Laundering and Terrorist Financing in the Cayman Islands

The Right Team For You

CONYERS

The Right Team For You – Legal Services



Piers Alexander

Global Head of Investment Funds,
Partner

Hong Kong

+852 2842 9525

piers.alexander@conyers.com

Piers Alexander is the Global Head of Investment Funds and a Partner in the Hong Kong office to lead the investment funds team. He has worked at the firm since 2002. Prior to Conyers, Piers worked at Clifford Chance in the investment funds practice group both in London and Hong Kong.

Piers' practice includes all aspects of corporate law with particular expertise in investment funds, including private equity, venture capital, real estate and hedge funds. He acts as offshore adviser for international and Asia-based fund managers on the establishment of investment fund structures, through all aspects of the continuing operations and other long-term business requirements of investment funds.

- Piers Alexander is a seasoned practitioner based in Hong Kong who showcases notable expertise in investment funds. He is highly sought after by private equity and hedge fund managers for fund formations and subsequent work. "Piers is my go-to guy for investment fund works."

Chambers Asia-Pacific 2023

- Piers is recognised in the 2024 edition of Legal 500 Caribbean (foreign based expertise) and Legal 500 Asia-Pacific (Leading Lawyer), and the 2024 edition of Chambers Asia-Pacific (Offshore: Corporate & Finance including Investment Funds).



Vivien Fung

Partner, Co-ordinating Partner
for the PC&T Team

Hong Kong

+852 2842 9500

vivien.fung@conyers.com

Vivien Fung is a Partner in the Hong Kong Corporate practice. Vivien joined Conyers in 1999 and became partner in 2007.

Her practice includes all aspects of corporate and commercial law with specialist expertise in project and structured financing, venture capital transactions and private equity investments. Her experience extends to IPOs of shares of offshore companies on the Main Board and the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the Alternate Investment Market of the London Stock Exchange, the New York Stock Exchange and NASDAQ. In addition to corporate and commercial law, Vivien's practice includes establishing open-ended and closed-ended offshore investment funds in the form of offshore companies, partnerships and unit trusts.

- Vivien has been recognised as a "Highly Regarded" lawyer in the 2023 edition (and recognised since 2013) of IFLR1000.
- Vivien was named as a finalist for "Offshore Lawyer of the Year" at Women in Business Law Awards APAC 2022 and 2023 under the practice area awards category.
- "Vivien has always been providing timely advice regardless of how urgent the case is. She is detail-minded and able to provide solutions acceptable to both the financing and borrowing parties."

IFLR1000 2020

The Right Team For You – Legal Services



Alexander Doyle

Partner, Head of Regulatory & Risk Advisory (Asia)

Hong Kong

+852 2842 9552

alexander.doyle@conyers.com

Alexander Doyle is Partner and Head of Regulatory & Risk Advisory (Asia).

Alexander's practice covers all aspects of corporate and commercial law, with particular focus on debt and equity financing, fund financing, investment funds, private equity, investment management and initial public offerings across multiple jurisdictions including Bermuda, BVI and the Cayman Islands.

Alexander advises public and private international institutions, investment banks, hedge funds, private equity funds, asset managers and family offices.



Michael Yu

Senior Associate

Hong Kong

+852 2842 9522

michael.yu@conyers.com

Michael Yu is a Senior Associate in the Hong Kong Corporate practice. He joined Conyers in 2019.

Michael's practice covers all aspects of corporate and commercial law, including corporate finance, investment funds, private equity and mergers and acquisitions. His experience extends to IPOs and privatisations of offshore companies on the Main Board of The Stock Exchange of Hong Kong Limited, the New York Stock Exchange and NASDAQ.

The Right Team For You – Legal Services



Flora Zeng

Senior Associate
Hong Kong
+852 2842 9438
flora.zeng@conyers.com

Flora Zeng is a Senior Associate in the Hong Kong Corporate practice. She has deep experience in the structuring, formation and operation of all types of funds, with a focus on venture capital funds, private equity funds, project funds, real estate funds, credit funds, hedge funds and funds of funds. She also has experience in downstream investments, such as private equity transactions and financing transactions.

Flora specializes in providing comprehensive legal services to a diverse range of clients, including investment firms, financial institutions and high-net-worth individuals. With a deep understanding of the legal and regulatory framework, she is dedicated to advising clients on all aspects of investment funds.



Michelle Au

Associate
Hong Kong
+852 2842 9433
michelle.au@conyers.com

Michelle Au is an associate in the Hong Kong Corporate practice. She joined Conyers in 2021. Her practice covers capital markets transactions, including initial public offerings, public and private mergers and acquisitions and Listing Rules compliance matters.

Michelle has extensive experience in advising multinational companies and financial institutions on public and private mergers and acquisitions, global offerings of equity securities, regulatory, corporate governance and compliance matters.

The Right Team For You – Legal Services



Jarladth Travers

Head of Conyers Governance
(Cayman) Limited

Cayman Islands

+1 345 814 7773

jarladth.travers@conyers.com

Jarladth Travers is Head of Conyers Governance (Cayman) Limited. Jarladth joined Conyers in October 2018. He specialises in providing directorship and administrative services to Cayman Islands vehicles participating in the investment funds, insurance and structured finance industries.

Jarladth has extensive experience in providing directorship services to a wide range of Investment Funds, Insurance, and Reinsurance and Structured Finance products including asset finance, intellectual property and mineral resource holding structures, securitizations, note programmes, Islamic finance vehicles, fund finance vehicles, and CLO/ CBO / CDOs. Jarladth also has particular expertise in understanding the Cayman Islands Regulatory environment, which includes FATCA, CRS and AML related services and associated supporting tax documentation.