EXPERT INSIGHT INTO OFFSHORE TRANSACTIONS.
OFFERING CREATIVE LEGAL SOLUTIONS.
BRITISH VIRGIN ISLANDS | CAYMAN ISLANDS | HONG KONG
Loeb Smith Attorneys

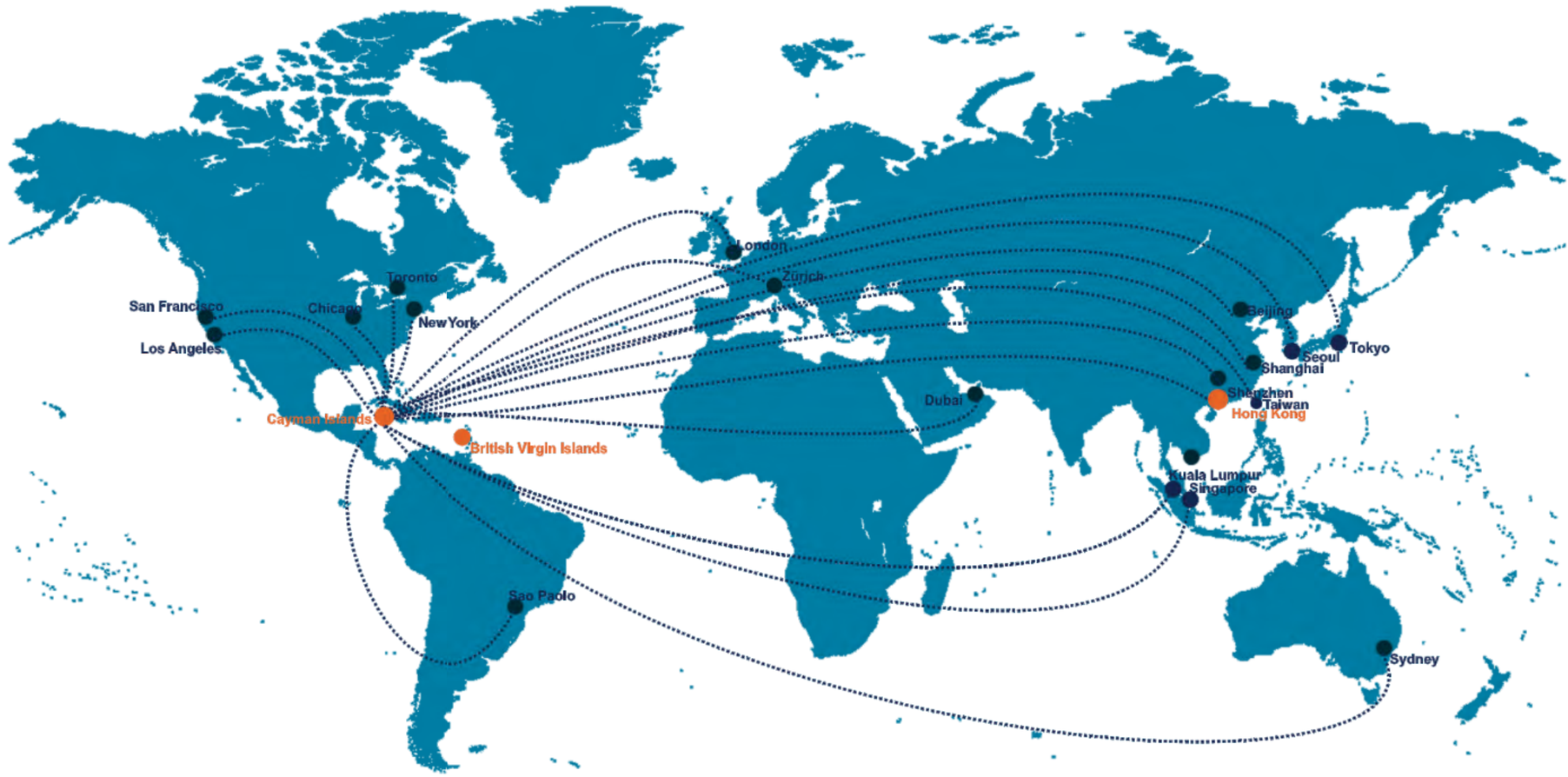
SERVING CLIENTS GLOBALLY

Our clients are international.

Our clients choose us for our clear focus on delivering outstanding service and our ability to successfully assist them with Cayman Islands and British Virgin Islands (BVI) corporate structures and legal solutions.

In our offices in the British Virgin Islands, the Cayman Islands, and Hong Kong, we work with our clients, other law firms and advisers and with each other to efficiently maximize our clients' commercial advantages whilst minimizing their legal risks.

Legal advice and support in convenient time zones for clients, across the world.



Forward Thinking
Responsive
Client Focused

OUR LAW FIRM

Loeb Smith is a leading offshore corporate law firm, with offices in the British Virgin Islands, the Cayman Islands, and Hong Kong, whose Attorneys have an outstanding record of advising on the Cayman Islands' law aspects and BVI law aspects of international corporate, investment, and finance transactions.

Our values and vision of being Forward Thinking, Responsive, and Client Focused drive everything we do, from the recruitment of high-quality people to work in our firm, to our entrepreneurial, forward thinking approach to advising on Cayman Islands' law and BVI law. It also drives the way we work together as a team to create value for our clients.

Our clients continue to retain and recommend our services as a result of our creative legal solutions, which align with their strategy.

We act for international fund managers, banks, other financial institutions, insurers, companies, law firms, trusts, and private clients. We also work closely with law firms in various jurisdictions, advising their clients on matters of Cayman Islands' law and/or matters of BVI law.

Our core areas of practice are focused on Investment Funds, Corporate, Mergers and Acquisitions, Banking and Finance, Blockchain Technology, Fintech & Cryptocurrency transactions, Capital Markets/Securities, Private Equity, Corporate Insolvency and Restructuring, and Corporate Services and Liquidation.

SERVICES & SECTORS

LEGAL SERVICES

- Investment Funds
- Blockchain Technology, Fintech and Cryptocurrency Transactions
- Capital Markets/ Securities
- Corporate (including M&A and Listing Service)
- Private Equity and Venture Capital
- Insolvency, Restructuring and Corporate Recovery
- Banking and Finance
- Corporate Services and Liquidation
- Dispute Resolution and Litigation
- Intellectual Property
- Tax Service (cross border)
- Cybersecurity and Data Privacy
- Insurance and Reinsurance
- Private Clients and Family Office

GOVERNANCE, REGULATORY AND COMPLIANCE

ENTITY FORMATION & MANAGEMENT SERVICES

CONSULTING

SECTORS

- Investment Management
- Banking and Financial Services
- Artificial Intelligence, Blockchain Technology and Web3
- Private Equity and Investment
- Private Wealth and Family Office
- Real Estate and Infrastructure
- Logistics, Shipping and Aviation
- Energy and Resources

KEY TO OUR SUCCESS IS PUTTING OUR CLIENTS AT THE HEART OF EVERYTHING WE DO.

OUR PRACTICE AREAS

Investment Funds

Our Investment Funds Group has extensive experience in advising on the formation, structuring and launch of a broad range of investment funds in the Cayman Islands and the BVI, including the following asset classes:

- Hedge Funds
- Private Equity Funds
- Venture Capital Funds
- Infrastructure Project Funds
- Real Estate Funds
- Cryptocurrency Funds
- Tokenized Funds
- Distressed Funds
- Other Asset Classes

Closed-ended Funds (regulated as either "Private Investment Funds" in the BVI or "Private Funds" in the Cayman Islands)

- Private Equity Funds
- Real Estate Funds
- Venture Capital Funds
- Infrastructure Project Funds
- Distressed Funds
- Other Closed-ended Funds

Open-ended Funds Cayman

- Registered Funds (minimum initial investment must be at least US$ 100,000)
- Administered Funds (referred to as "retail" funds because minimum initial investment can be less than US$ 100,000)
- Limited Investor Funds (less than 15 investors)
- Listed Funds (shares listed on a CIMA recognized stock exchange)

Open-ended Funds BVI

- Incubator Funds
- Approved Funds
- Private Funds
- Professional Funds
- Public Funds

Blockchain Technology, Fintech and Cryptocurrency Transactions

Our Digital Assets Practice provides comprehensive offshore expertise on Blockchain, cryptocurrencies and other digital assets.

The BVI and the Cayman Islands have become two of the most popular jurisdictions in the world for Blockchain-related businesses and cryptocurrency funds with a growing ecosystem of blockchain technology companies.

Our attorneys are very experienced in this fast-paced and rapidly growing space and are ready to assist with:

- SAFTs/SAFTEs/Token Warrants/ Employee Token Option Schemes
- DAOs/Token Ecosystems/structuring token launches and issuances
- Applying VASP licenses for cryptocurrency exchanges, cryptocurrency marketplaces, cryptocurrency custodians
- legal opinions in respect of applicability of the VASP Act
- M&A and joint venture transactions for Fintech and Blockchain Technology companies
- loan agreements, financing facilities, taking security over crypto assets
- IPOs/STOs/listing on public exchanges
- White Paper and T&C of blockchain platform review and token sale documentation drafting
- Offshore Web 3.0 focused investment funds and associated risk advice
- Tokenized fund investments in venture capital or real estate
- Corporate, financing and intellectual property issues related to investments in Blockchain companies and joint venture projects
- AML compliance on token issuances and cryptocurrency funds in each jurisdiction

Mergers and Acquisitions

The Cayman Islands is the leading offshore financial centre for M&A and Investment Funds. Approximately 324 banks and trust companies are licensed in the Cayman Islands, including 47 of the 50 largest banks in the world. Over 60% of all offshore investment funds are established in the Cayman Islands. A variety of corporate structures e.g. exempt companies, segregated portfolio companies (SPCs), limited liability companies (LLCs), foundation companies, and limited partnerships (LPs) are available to investors, allowing for great flexibility. The Cayman statutory merger regime offers a streamlined and simplified process for cross-border mergers and acquisitions.

BVI companies and limited partnerships are increasingly being used in the structuring of acquisition transactions and in the formation of offshore investment funds as the regulatory framework expands in all of the offshore jurisdictions in order to meet international requirements on tax transparency. The BVI is particularly attractive to start-up fund managers with its offering of Incubator Funds and Approved Funds, and its less onerous regulatory requirements regarding Economic Substance law compliance for Fund Managers domiciled in the BVI.

Our attorneys advise acquisition groups, minority shareholders, and financiers in relation to mergers or consolidations under the Cayman Islands statutory merger regime and the BVI statutory merger regime and in respect of mergers and acquisitions generally of Cayman Islands and BVI corporate vehicles, including merger takeovers, and take-privates of listed Cayman Islands incorporated entities. Our corporate team is highly experienced in complex cross-border M&A deals and is able to advise on a wide range of related legal issues, and in particular is ready to assist with:

- structuring advice and due diligence investigations tailored to fit client strategy and compliance requirements;
- preparation of preferred acquisition documentation and liaising with local counsel in related negotiations;
- negotiation of insurance coverage for seller's representations and warranties; and
- post-merger / acquisition corporate governance and compliance issues.

Recent client representations include:

- Working with Hong Kong counsel on the merger takeover of a developer of low-cost full featured baseband and RF semiconductor solutions by a NASDAQ listed fabless semiconductor provider in China.
- Advising a major U.S. drug distributor on its $120 million merger takeover of a leading healthcare distributor in China as part of the US company's extension of its distribution and services in China.
- Advising major U.S. fund manager on the merger of its investment management business under the Cayman merger law regime.

Capital Markets / Securities

Our Capital Markets and Securities Group advises on the Cayman Islands law aspects and BVI law aspects of equity issues, debt issues, derivatives and structured finance, including:

- Advising on IPO and secondary offerings
- Legal due diligence reports
- Issuing legal opinions
- Equity Capital Markets

Equity issues. The initial public offering (IPO) by Cayman Islands companies and BVI companies of securities on the Hong Kong Stock Exchange (HKSE), the KOSDAQ market of the Korea Exchange, the New York Stock Exchange (NYSE), NASDAQ, and on secondary offerings.

Debt issues, derivatives and structured finance. We advise issuers, arrangers, underwriters, lead managers, investment managers, trustees and agents in transactions involving a wide range of international debt offerings, including:

- Medium-term note programs
- High yield bonds
- Convertible and exchangeable bonds
- Tender offers
- Asset backed, mortgage backed, and esoteric securitizations
- Structured products and margin loans, including collateralized loan obligations (CLOs), collateralized debt obligations (CDOs), and other credit- and equity-linked notes
- Sovereign debt offerings
- Loan participation notes
- Variable funding notes

LEGAL SERVICES

Corporate and Listing Service

Our Corporate Practice Group provides expert legal advice on a full range of corporate matters including:

- M &A
- Privatisations
- Legal due diligence reports
- Issuing Legal Opinions
- Series financing transactions
- Cross border joint venture transactions
- Solvent group reorganizations via scheme of arrangement and share for share exchanges
- Acquisition and disposal of shares and business assets
- Re-domiciliation of corporate vehicles from other jurisdictions to the Cayman Islands and the BVI
- Application for regulatory licenses relating to VASP, Captive Insurance and Securities Investment Business
- Migration of corporate vehicles from the Cayman Islands or the BVI to other jurisdictions
- Shareholders' rights, including derivative actions and class actions
- Fiduciary issues for directors of Cayman companies/BVI companies and general partners of limited partnerships
- Real estate structuring, acquisitions and disposals

Private Equity and Venture Capital

Our Private Equity Practice Group provides a full range of services in respect of fund formation, tokenization of PE fund offerings, fundraising, portfolio investments, project management, and exit.

Our strength is in delivering in-depth legal services for cross-border transactions involving private equity funds, mezzanine and senior lenders with a focus on the use of Cayman Islands corporate structures (e.g. GP/LP, SPC, LLC or Exempt Company) or BVI companies and the integration of Cayman Islands law or BVI law and compliance requirements within the overall framework of the transaction.

Scope of Services

Fund Formation	Tokenization of PE Fund Offerings	Investor Due Diligence
Portfolio Investments	Portfolio Investment Due Diligence	KYC/AML Compliance
Project Management	Liquidation of PE Fund	Exit (including Sales, IPO, Restructuring, Recapitalization)

Insolvency, Restructuring and Corporate Recovery

Our Insolvency and Corporate Restructuring Team works with onshore counsel to deliver creative solutions to distressed Cayman Islands and BVI companies, distressed funds, institutional lenders and investors, and liquidators.

These entities often face complex problems in dealing with the enforcement of security, asset tracing, schemes of arrangement and other Court-driven restructurings. We provide the necessary Cayman Islands and BVI law expertise to resolve these issues.

- Debt & Equity Rescheduling & Refinancing
- Debt for Equity Swaps
- Distressed M&A
- Office Holders Conduct, Power & Regulation
- Out-of-court Restructuring & Refinancing
- Security enhancement & prioritization
- Takeovers Workout & Enforcement of Security

Banking and Finance

Our Banking & Finance Practice Group provides legal advice to banks, other financial institutions, sponsors, insurance companies, other corporate entities and private clients in a wide range of financing transactions, including acquisition finance, asset finance, fund finance, general corporate finance, leveraged finance, project finance, real estate finance and structured finance. We regularly advise on issues such as:

- the creation, protection and priority of security interests;
- the creation of guarantees and indemnities;
- contractual and structural subordination, including with respect to subordination and intercreditor arrangements;
- corporate benefit concerns arising out of the creation of third party collateral support; and
- the enforceability of security interests, guarantees and indemnities, including the rights and remedies available to lenders and borrowers.

- Asset Finance
- Fund Finance
- Debt Capital Markets
- Derivatives
- Acquisition and Leveraged Finance
- Listing Service
- Regulatory
- Real Estate Finance

Corporate Services and Liquidation

Through our regulated affiliates, Hermes Corporate Services Ltd., which is regulated by the Cayman Islands Monetary Authority ("**CIMA**"), and Hermes Corporate Services (BVI) Ltd., which is regulated by the BVI's Financial Services Commission ("**FSC**"), we offer incorporation and registered office services including:

- Company and Limited Partnership formation services (incorporation of exempted companies, SPCs, LLCs, LLPs and limited partnerships)
- Registered office and registered agent (maintenance of statutory registers and corporate minute books)
- Office space for meeting Economic Substance requirements and Economic Substance notifications
- Post formation support services – maintaining corporate records, beneficial ownership filing and ongoing compliance
- AML/KYC compliance
- Striking off solvent entities and placing solvent entities into voluntary liquidation
- Corporate documents, statutory payments and annual filings.

Our liquidation services cover the entire voluntary liquidation process including dealing with the preparatory steps to be taken prior to appointment of the liquidator(s) and include dealing with regulatory filings with CIMA or the FSC, filings with the Cayman Islands Companies Registry or the BVI Registry of Corporate Affairs, preparing the liquidator(s) report and holding the final general meeting of shareholders.

Dispute Resolution and Litigation

- Cross-border corporate insolvency and restructuring
- Minority shareholder disputes
- Derivative actions
- Injunctive relief
- Merger disputes
- Joint Venture disputes
- Asset tracing
- Mediation and arbitration proceedings
- Banking disputes
- Corporate and Financial Service Disputes
- Enforcement actions
- International arbitration
- Shareholder and valuation disputes
- Trust disputes
- Funds disputes
- Crypto disputes

Entity Formation and Management Services

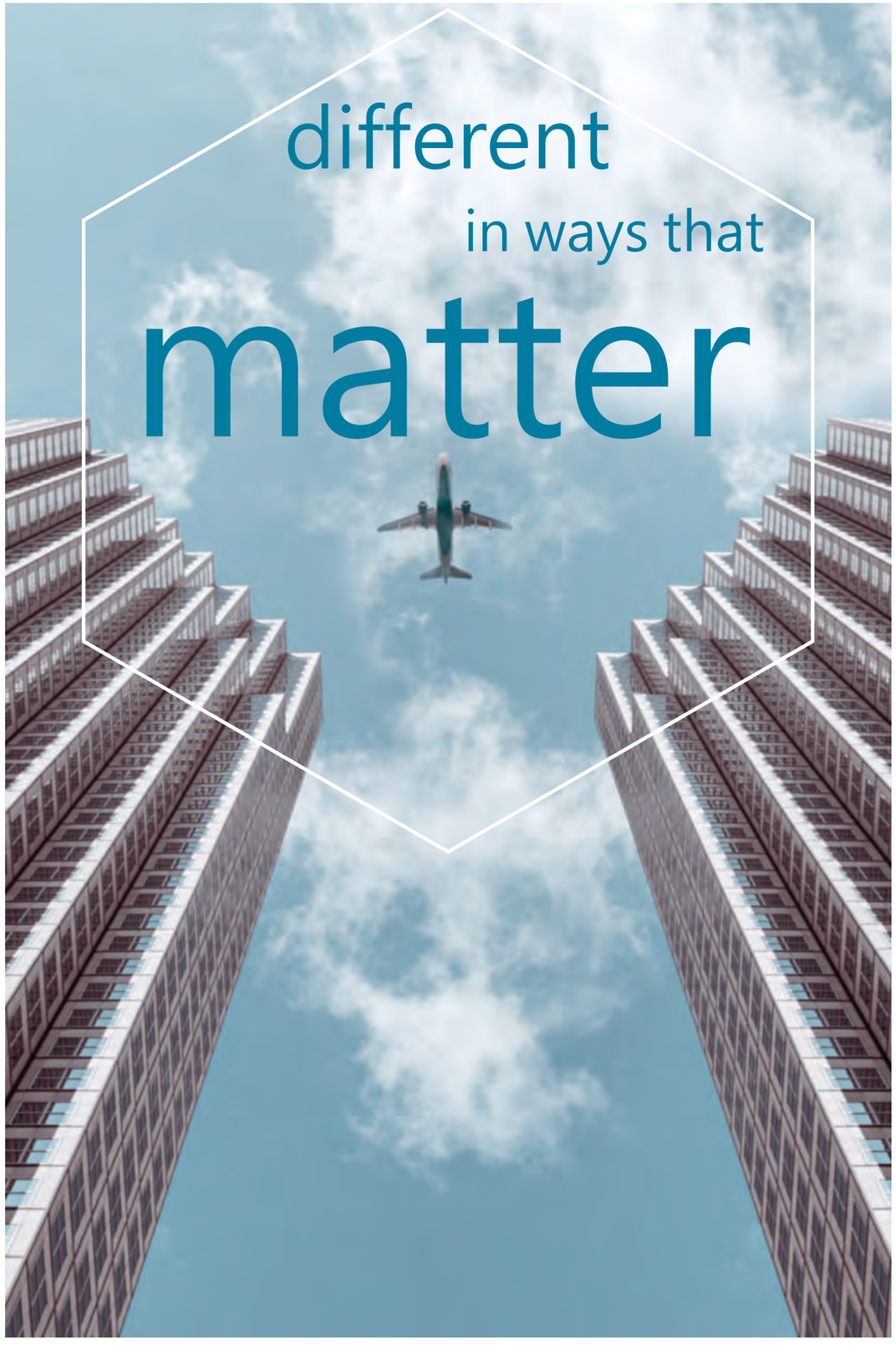
- Cayman Islands AML / CFT/CPF training
- Accounting and Financial Reporting Service * (external partnerships)
- Private Wealth and Family Office Service * (external partnerships)
    - Trust and Foundations advisory
    - Family Office
    - Companies and family limited partnerships
    - Employee incentives and Pension
    - ESG
- Company secretarial
- ISIN/ LEI Registration
- Investor Services * (external partnerships)
    - Registrar Service
    - FATCA and CRS Compliance
    - AML service
- Corporate Administration
- Registered Office / Registered Agent and domiciliation service
- Bookkeeping, Accounting and Financial reporting
- Migration of corporate service
- Shareholders' rights
- Fiduciary for directors

Governance, Regulatory and Compliance

- Board support service (e.g. for economic substance compliance and regulatory compliance)
- Directorship
- Economic Substance
- Competition Law
- GDPR / Data protection
- Captive Insurance licenses
- VASP licenses
- Securities Investment Business licences

Consulting

- Sustainable investment consulting
- Regulatory consulting



Adding significant value to our clients

Our insight and experience in a wide range of offshore corporate law areas lead to high quality work, efficiency and economy. We deliver a Partner-led service at competitive rates, and we work with our clients, other law firms and advisers and with each other to efficiently maximize our clients' commercial advantages whilst minimizing their legal risks.

The added value of our services is demonstrated through our clients' continued recommendation of our services to others.

Personalised and comprehensive service

Our commitment to our clients is to use our in-depth experience to deliver clear, responsive and precise advice.

Our special focus lies on being responsive, delivering outstanding client service, and providing advice and support to our clients whenever needed, across the globe irrespective of time zones. Our teams work from the Cayman Islands, the BVI, and Hong Kong.

Know-how and creativity

We are inspired by our clients. By understanding and aligning with our clients' business strategies and specific concerns, we are able to deliver maximum value.

We pride ourselves on being able to think outside of the box to provide effective and cost-effective solutions specifically tailored to each of our client's needs.

Loeb Smith is ranked in Legal500's current edition for Investment Funds in the Cayman Islands and is listed as the "Firm to Watch" for Corporate and Commercial.

Loeb Smith has also been ranked as one of the Leading Firms in Client Satisfaction 2024 award by Legal 500.

Legal500 states: "Cayman funds practice is underpinned by key ties with a wider global network of offices. Steered by the 'outstanding' Gary Smith, the team is particularly adept at fund formations and launches involving Hong Kong, PRC, and US entities.

A top Cayman and BVI firm in the private fund area. They are client focused and have an outstanding amount of industry knowledge.'"

'Gary Smith is an outstanding attorney and runs a great organisation.'

'Loeb Smith Attorneys is a firm of great calibre, delivering exceptional value as it provides top advice at a more reasonable cost.'

Chambers & Partners Global has ranked the firm's Corporate Partner, Gary Smith, in the top tiers of Investment Funds lawyers in the Cayman Islands and in Chambers & Partners Global he is described by sources as: "a bright guy, a team player, and a hard worker" (Chambers 2014) and appreciated for maintaining "strong client relationships and is highly regarded by sources in North America and Asia" (Chambers 2017).

"his knowledge impresses me and his creativity is very good. He is also very patient and intelligent" (Chambers 2018)

The 2021-2023 editions of the prestigious IFLR1000 have ranked Loeb Smith's team as one of the top legal services providers in the Cayman Islands in the area of Investment Funds. We are also an IFLR1000 Recommended Firm.

For Hong Kong Office, Loeb Smith is ranked as Recommended Firm in 2024-2025 IFLR1000 for Investment Funds: Offshore, as well as Finance and Corporate: Offshore.

HEDGEWEEK
US EMERGING MANAGER AWARDS 2023, 2024
Best Law Firm - Fund Domicile

PRIVATE EQUITY WIRE
US EMERGING MANAGER AWARDS 2023, 2024
Best Law Firm - Fund Domicile

with. Intellingence
HFM Asia Services
Awards 2024
Best Offshore Law Firm
Client Service

ASIAN LEGAL BUSINESS
Hong Kong Firms to Watch
2024 List

THE A LIST
ASIA BUSINESS
LAW JOURNAL
Offshore's Top 50 Lawyers
2022, 2024

Thomson Reuters
ASIAN LEGAL BUSINESS
Asia Fastest Growing Firms
2023, 2024

PRIVATE EQUITY WIRE
US AWARDS 2023
Best Law Firm - Fund Domicile

OUR VISION

Our firm's vision is: to provide advice and legal expertise at the highest level and to be a law firm that is widely recognised as standing apart for the outstanding quality of our advice, excellent service delivery, and for our strong commitment to our clients.

We recognise that this vision cannot be delivered solely through the excellence of our advice and high standard of service delivery, but is also achieved through our strong commitment to every one of our clients.

Our values capture a shared sense of what is important to us and what you can expect from us, whether you are a client, colleague, or a fellow adviser.

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