



## TED Chang

Registered Foreign Lawyer (New York)

### CONTACT

T: +852 2363 2708

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### PRACTICE AREAS

- Corporate and Commercial
- Mergers and Acquisitions
- Corporate Governance and Regulatory Compliance
- Technology, Media and Telecommunications

### ADMISSIONS

New York State, USA 1993

Ted has been providing legal and general advisory services for more than 20 years as in-house counsel for a number of large cross-border MNCs and Tier One law firms in both Hong Kong and New York. Ted's practice focuses on large corporations and financial institutions with transactional, commercial and compliance issues and helping small and medium companies raise funds, streamline operations and develop strong legal and commercial/operational frameworks. In particular, Ted has helped a number of Asian clients with structuring and focusing multi-layer distribution and sales efforts, strengthening corporate governance and setting up equity participation and sharing for investors and employees in the US and all over Asia. Throughout his career, Ted has developed over a hundred compliance programs for different industries, including documentation and training programs for AML, FCPA, AIFMD, FATCA, etc. He has also served as corporate secretary and run board books for more than 20 companies in various jurisdictions, including HKG, ASX and NYSE listed enterprises.

Ted's unique set of global experience, language and cultural abilities and creative outlook provides clients with valuable tactical and strategic depth and holistic advice that melds solid legal and commercial advice with a practical approach.

Ted is fluent in English, Chinese (Mandarin and Cantonese) and German.

Prior to joining Wellington Legal, Ted's in-house background has included stints with a diverse roster of large law firms and blue chip companies, including Baker & McKenzie, Motorola and Goldman Sachs, respectively, providing counsel for a wide range of matters such on TMT, manufacturing, commercial and finance. His experience includes:

### TECHNOLOGY MEDIA AND TELECOMMUNICATIONS

- Multiple Acquisitions and Integrations of Ongoing Telecommunications Companies, Hong Kong. Integrated legal, financial, sales, technology transfers and licensing and technical operations for Hong Kong-based SAAS service provider for entire customer base, including software, platform and infrastructure based services; developed and streamlined service level agreement (SLA) provisions in all workflows and provision of services (POS) statements.
- Drafting and Negotiation of Wide Variety of Technology Licenses, Transfers and Shared Development/Ownership. Structured financial, regulatory and corporate details for hardware and software R&D and transfers/licensing for two-way voice and data platforms; responsible for all documentation for closing and all negotiations with US FCC and HK OFTA for telecom operating license and spectrum matters; integrated legal, financial, sales, technology transfers and licensing and technical operations into existing purchaser structure; streamlined workforces and employment documentation in various Asian jurisdictions; developed procedures for corporate governance and regulatory compliance.
- Driving SaaS, PaaS and IaaS Product and Corporate Development. Developed legal and corporate structure for IoT convergence-based platform, including development of software and infrastructure requirements on to a single hardware device; structured and negotiated cross-border OEM manufacturing arrangements with Chinese manufacturers involving technology transfers, US approvals for technology use, IP licensing and joint party revenue sharing; developed ethics and compliance document suites and related training; met with government representatives, key customers and distributors on product expectations and pricing.
- Multiple Real Estate and Corporate Mergers, Acquisitions and Disposals in Asia Region for Real Estate/Gaming Operator and Developer prior to Listing. Structured and reviewed all documentation for acquisition of a 5-star hotel in Nepal, including bank financing and shareholder agreements; supervised due diligence process and managed several different parties to completion; developed operational legal structure for operations in each subsidiary in Nepal, the Philippines, Cambodia, Vietnam and Australia.





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- Developed Outside Manufacturing Program in Asia for Motorola Smartcard Division. Working directly with division president, structured and established outsourced manufacturing operations in the Philippines, Japan, Singapore and the PRC for contactless R/W data storage I/Cs; conducted legal and regulatory due diligence, drafted and negotiated all relevant documentation, including software and technology license agreements.
- Selected Joint Ventures. Participated in closing more than thirty joint ventures in Asia for a variety of global multinationals, including, without limitation, due diligence, structuring and documenting the following:
  - US\$530 million semiconductor plant in Sichuan Province
  - US\$110 million beer bottling plant in Beijing
  - US\$75 million total investment for three building materials plants in Beijing, Shanghai and Guangzhou
  - US\$14million construction vehicle plant in Guangxi Province
  - US\$6 million electronics manufacturing plant in Manila, Philippines
  - US\$4 million chain of retail food stores in Taipei, Taiwan

### CORPORATE GOVERNANCE AND COMPLIANCE

- SEC Registration of Real Estate Private Equity Firm. As head of compliance for Asia-focused private equity real estate developer group with US\$4.1bn AUM, responsible for all SEC regulatory filings and responses; developed and oversee all compliance training and materials for multiple jurisdictions; successfully registered with SEC as investment adviser and responsible for all firm-wide global compliance issues, including FCPA and regional fund raising and marketing.
- Creation of Comprehensive Compliance Suites for multiple companies. Development, drafting and implementation of completely new departmental policies and procedures, ensuring compliance with operational and/or registration requirements from multiple jurisdictions, as well as creating and conducting training classes.
- Successful Preparation and Registration of Real Estate Private Equity Firm as Investment Adviser under U.S. SEC Investment Advisers Act of 1940. Reviewed financial, regulatory and operational structures for SEC registration; drafted Forms ADV1 and ADV2 and worked with outside counsel in each jurisdiction to ensure compliance of satellite offices; responsible for all responses and follow-up with SEC; completed entire registration process and submission in six weeks; received SEC approval within four weeks.