

# ROGER PHANG

## BARRISTER

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Roger practices in commercial law and international arbitration. His commercial practice spans across banking and finance, corporate insolvency, securities, civil fraud, bankruptcy and general commercial litigation. His expertise also extends to land, trusts and contentious probate matters.

Roger is a Fellow of the Chartered Institute of Arbitrators and is experienced in international arbitration. He is frequently instructed as a junior in high-stakes litigation and arbitrations, and increasingly appears unled in the High Court and the District Court.

Before joining the Bar, Roger qualified as a Solicitor in 2013 following his training at an international law firm. He is recognised as a Leading Junior in Commercial Disputes in the Legal 500 Asia-Pacific Guide on the Hong Kong Bar and as Up and Coming in Commercial Dispute Resolution in the Chambers & Partners Greater China Region Legal Guide 2024.

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## RECENT HIGHLIGHTS

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- Acting in an HKIAC arbitration arising out of the alleged breach of a put option contained in a share purchase agreement causing alleged losses of over US\$93 million.
- ***The Joint and Several Liquidators of Green Elite Limited v Fang Ankong*** [2024] HKCFI 259: Acting for the interested party in opposing a Norwich Pharmacal / Banker's books order against his accounts in Standard Chartered Bank to trace the whereabouts of certain sale proceeds of HK\$150 million.
- ***Siao Mui Hua v Wu Ching Kuen*** [2024] HKCFI 232: Acting for the defendant in her capacity as administratrix in resisting a declaration that a property registered in the deceased's name was held on a common intention constructive trust for the plaintiff.
- ***Guangzhou Finance Company Limited v Chung Kin Holdings Company Limited and Others*** [2023] HKCFI 2398: Acting for the plaintiff in its claim for certain debts of some HK\$700 million which were outstanding since at least 1998. The main dispute was whether the claim was time-barred. The Court considered the principles on establishing an acknowledgment or part payment and held that the claim against the debtor was not time-barred.
- ***Tsai Lee Ting and Anor v Best Leader Precious Metals Ltd and Ors*** [2023] HKCFI 2124: Acting for the plaintiffs in a representative action for over 1,300 investors who invested into an alleged fraudulent or Ponzi scheme. The Court considered, in the context of an application to discharge a Mareva injunction against certain defendants in the amount of US\$212 million, whether it is arguable that the representative action was properly brought notwithstanding allegations of conflicts between the investors and the need for individualised assessment of damages (with Norman Nip SC and Johnathan H.Y. Tsang). Leave to appeal granted in [2023] HKCFI 2871.

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## OTHER NOTABLE CASES

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### Banking & Finance

- ***DBS Bank (Hong Kong) Ltd v Sit Pan Jit*** [2016] 5 HKC 104: Acting for the bank in resisting an appeal arising out of a financial mis-selling claim (with Horace Wong SC and Victor Dawes SC). One of the issues was whether the investor was precluded by contractual estoppel from alleging misrepresentation. The investor's application for leave to appeal to the CFA was dismissed (FAMV 45/2016, 17 February 2017).
- Advising an investor on a claim arising out of alleged negligent misstatements and/or advice in respect of foreign exchange (FX) derivatives.

- Advising an investor on a US\$16 million financial mis-selling claim arising out of an offer of margin financing by a sales representative of a major bank in Hong Kong.

## Corporate Insolvency

- ***GS Harvest Limited v Forever Winner International Development Limited***[2021] HKCFI 3029: Acting for the petitioner in a winding-up petition against a guarantor. The case concerned the formal validity of an assignment of the underlying debt at the time of the presentation of the petition.
- ***Re Capella Capital Limited***[2020] 2 HKLRD 274: Acting for the corporate respondents in an application for striking-out of winding-up petitions for want of jurisdiction (with Norman Nip (now Norman Nip S.C.)).
- ***Friendship Investments Ltd v To Chun Fan and Others***[2020] HKCFI 356: Acting for the subsidiary to strike out the petition naming it as a respondent on the ground that no relief is sought against it. The Court refused to strike out the petition against the subsidiary on the basis that discovery by the subsidiary may be necessary.
- ***Friendship Investments Ltd v To Chun Fan and Others***[2019] HKCFI 1669: Acting for the subsidiary of a company sought to be wound up in opposing the petitioner's application for an injunction requiring the respondents to notify the petitioner of any intention to deal with the properties owned by the subsidiary.

## Securities

- ***Securities and Futures Commission v Chiu Duncan and Another***[2021] HKCFI 302: Acting for the Commission in the petition for disqualification orders under s.214 of the Securities and Futures Ordinance arising out of the respondents' mishandling of corporate funds and misleading disclosures to the corporation's shareholders (with Horace Wong SC).
- ***Securities and Futures Commission v Zheng Dunmu and Ors***HCMP 1462/2019: Acting for the Commission in a petition for disqualification and other orders under s.214 of the Securities and Futures Ordinance (with Ambrose Ho SC). Trial fixed for February 2024.
- ***Market Misconduct Tribunal Inquiry into dealings in the securities of Fujikon Industrial Holdings Limited***  
Acting for the Commission in the MMT proceedings arising out of a breach of a disclosure requirement under ss.307A, 307B and 307G of the Securities and Futures Ordinance (with Horace Wong S.C.).
- ***Securities and Futures Commission v Cheong Kai Tjeh Augustine and Anor***[2018] HKCFI 437: Acting for the Commission in an application for orders under s.213 of the Securities and Futures Ordinance (with Victor Dawes S.C.).
- ***Market Misconduct Tribunal Inquiry into dealings in the securities of Titan Petrochemicals Group Limited***  
Acting for the Commission in the MMT proceedings arising out of insider dealing contrary to s.270 of the Securities and Futures Ordinance (with Victor Dawes S.C.).

## Civil Fraud

- ***NongHyup Bank (as trustee of PacificBridge Gold Income Fund I) v Universe Income Builder Fund VI LLC***  
Acting for the plaintiff in its proprietary, misrepresentation, conspiracy and dishonest assistance claims to recover over US\$32 million of investments into a suspected Ponzi scheme. For a recent decision arising from one of the defendant's interpleader application, see [2021] HKCFI 3519.
- ***Aleksandr Narimanovich Kushaev v Greenly Holdings Limited and Ors***[2019] HKCFI 2745: Acting for the defendants in their applications to discharge an ***ex parte Mareva*** injunction on the grounds of material non-disclosure.
- ***Gerald Metals SA v Sanson Metal (International) Limited and Ors***[2019] HKCFI 1103: Acting for the plaintiff in obtaining urgent ***ex parte Mareva*** injunctions in aid of arbitrations to be commenced in London and Hong Kong.

## Bankruptcy

- ***Re Ding Yi, a bankrupt*** [2019] HKCA 1195: Acting for the creditor in resisting an application for leave to appeal out of time. The CA considered whether it is reasonably arguable that the legal title to post-bankruptcy income is not vested in the trustees-in-bankruptcy and a claim for an anti-suit injunction to prevent the applicant from being personally restrained from leaving Mainland China is a chose in action.
- ***Re Qin Jun, a bankrupt*** [2019] HKCFI 2515: Acting for the trustees-in-bankruptcy in resisting an application to challenge the Hong Kong court's jurisdiction. One of the main issues was whether the Hong Kong court has subject matter jurisdiction to set aside transfers of properties situated in the United States under s.49 of the Bankruptcy Ordinance.
- ***Ding Yi v Shum Tung*** [2019] 2 HKLRD 1177, [2019] HKCFI 1232: Acting for the creditor in resisting an application for an anti-suit injunction by the bankrupt to restrain the creditor from enforcing an arbitral award in Mainland China. The case considered whether a bankrupt has standing to make the application.

## Commercial Litigation

- ***Long Sing Union Engineering Ltd v Ma Chi Kei and Another*** [2023] HKCFI 2833: Acting for the defendants in a statutory derivative action based on an alleged joint venture agreement to pursue new business and alleged usurpation of corporate opportunities (with Norman Nip SC).
- ***Chow Tai Fook Nominee Limited v Diamond City Limited and Others***[2021] HKCFI 3019: Acting for the lender in the summary judgment and striking-out applications for the repayment of loans of over US\$68 million (with Ambrose Ho SC), and in opposing the borrower's application for leave to adduce new evidence on appeal (see [2022] HKCA 1060).
- ***Alpha Financial Press Limited v AMTD Group Company Limited and Anor***[2022] HKCFI 1084: Acting for the plaintiff in resisting an appeal from a Master's decision granting summary judgment. The plaintiff's claim was for an agreed sum for acting as the financial printer in an intended listing application which was rejected by the Hong Kong Stock Exchange.

- ***Delco Participation BV v HWH Holdings Limited*** Acting for the defendant in the multi-million-dollar claims arising out of the foreign party's exit from a Sino-foreign joint venture successfully listed in 2010 (with William Wong SC and Norman Nip SC). The dispute has generated numerous interlocutory decisions in the CFI and CA since 2016. The case is now pending judgment.
- ***Delco Participation BV v HWH Holdings Limited and Ors*** [2020] 5 HKLRD 712: Acting for the defendants in an appeal which raised a construction point as to whether an amendment to plead an additional debt as part of an existing defence of set-off introduces a "claim" within the meaning of s.35 of the Limitation Ordinance (with William Wong SC and Norman Nip (now Norman Nip SC)).
- ***Delco Participation BV v Chiho Environmental Group Limited and Anor*** [2020] HKCFI 1643: Acting for one of the defendants in resisting an application for summary judgment and interim payment based on an alleged admission by affidavit (with William Wong SC and Norman Nip (now Norman Nip SC)). One of the issues which arose was whether the fraud exception was engaged where the fraud alleged was not perpetrated against the plaintiff.
- ***Delco Participation BV v HWH Holdings Limited*** [2020] HKCFI 608: Acting for the defendant in an application for leave to appeal (with William Wong SC). One of the issues considered was whether leave was required under O.59, r.21(1)(a) where the very point on appeal was whether the proposed pleading introduces a new "claim" .
- ***WEA International Inc v Soliton (HK) Limited*** [2019] HKCFI 751: Acting for the successful plaintiff in an application for summary judgment for payment of a "non-refundable prepayment" after termination of contract.
- ***General Appliance (Hong Kong) Limited v Friendship Investments Limited and Ors*** [2019] HKCFI 631: Acting for the successful plaintiff in an application for summary judgment and an interlocutory mandatory injunction requiring the defendants to deliver up to the plaintiff the title deeds of the plaintiff's properties (with Anthony Chan).
- ***G H Property Holdings Ltd v Able Profit Investment Ltd*** [2018] HKCFI 2480: Acting for the defendant in resisting an O.14A application for summary disposal on a point of law involving the principles of foreign illegality (with Jin Pao S.C.).
- ***Kwai Tak Ming v K.S. Capital One Ltd and Ors*** [2017] HKLRD 19: Acting for the appellant in an appeal against judgment setting aside a sale and purchase agreement on the grounds of misrepresentation (with Horace Wong S.C.).

## Arbitration

- Acting for the respondents in an HKIAC arbitration involving a claim for repayment of earnest money in the amount of RMB1 billion.
- Acting in an HKIAC arbitration under the UNCITRAL Rules arising out of the registration and use of trademarks related to a Michelin-starred restaurant group.

- Acting in an **ad hoc** arbitration under HKIAC Administered Arbitration Rules arising out of the breach of an agreement for sale and purchase of property in Mainland China.
- Acting for the claimant in an HKIAC arbitration under the UNCITRAL Rules involving a USD100 million claim for repurchase of shares under a shareholders' agreement.
- Acting for the defendant in an **ad hoc** arbitration under the UNCITRAL Rules arising out of the non-payment of financial advisory fees following a successful introduction of a buyer.
- **Dana Shipping and Trading SA v Sino Channel Asia Ltd**[2017] 1 HKC 329: Acting for the defendant in application for security for costs of an appeal against the setting aside of leave to enforce a foreign arbitral award in Hong Kong which has been set aside in the seat of arbitration.

## Land, Trusts, and Contentious Probate

- Advising a group of civil servants on their rights under a proposed redevelopment of buildings under the Civil Servants' Co-operative Building Society Scheme.
- **Li Man Wai v Ngan Suet Fong Bonnie**[2021] HKCFI 931: Acting for the successful defendant in resisting a claim to set aside the transfer of a property registered in the joint names of the defendant and her husband, who was subsequently adjudged bankrupt, on the basis that it was held on a common intention constructive trust for the defendant solely (with Michael Yin).
- **Hong Kong Science and Technology Parks Corporation v Vantage Technology Limited**LDPE 1205/2021: Acting for the applicant in proceedings for the recovery of possession of a factory (together with outstanding land premium and mesne profits) by reason of the tenant's breach of a covenant in ceasing to use the premises for manufacturing purposes. Ex tempore judgment delivered on 27 May 2022.
- **Chan Yeuk Nam and Ors v Chan Yeuk Shan**[2021] HKCFI 3649: Acting for the executrix in an application to remove her and appoint independent administrators in her place on the grounds of conflict of interest and loss of confidence.
- **Anthony Francis Li and Clarence A Li, Managers of Li To Wan Tso v Kwok Wui Knitters Limited**[2021] HKCFI 2408: Acting for the purchaser of a Tso to enforce a provisional agreement said to be null and void and unenforceable as a result of an absence of consent from the District Office. For a recent case management decision on whether the action should proceed by writ, see [2021] HKCFI 2408.
- **China City Construction & Development Co., (HK) Limited v Huinong Fund International Investments Ltd and Anor**[2020] HKCFI 1925: Acting for the defendants in resisting an application for proprietary and **Mareva** injunctions and preservation orders based on alleged breaches of trust in respect of listed company shares worth over HK\$200 million.
- **Wong Tak Chung and Anor v Wong Ping Shing**[2020] HKCFI 1914: Acting for the successful co-owners in application for an order for sale of land under the Partition Ordinance. The application was conducted in Chinese (both written and oral submissions).

- ***Ho Kwok Wing v Chan Mei Mui*** [2020] 3 HKLRD 548: Acting for the successful defendant in resisting an appeal (with Horace Wong S.C.). One of the issues on appeal was whether the plainly wrong test applied when seeking to overturn a finding of fact which involved both an assessment of demeanour or credibility and drawing of inferences from primary facts. For the first-instance judgment where the defendant succeeded in establishing that the property registered in the joint names of herself and one of her sons was held on a common intention constructive trust for herself solely, see [2018] HKCFI 1135.
- ***Ku's Investment Co., Ltd v The Incorporated Owners of Landwide Commercial Building*** [2018] HKLDT 73: Acting for the successful plaintiff in a trial concerning the incorporated owners' duty to maintain the external wall and roof and related disputes over the proper construction of the DMC (with Horace Wong SC).

## EDUCATION

- BCL, University of Oxford (2014)
- PCLL (Distinction), Chinese University of Hong Kong (2011)
- LLB (First Class), Chinese University of Hong Kong (2010)

## SCHOLARSHIPS AND PRIZES

- Sir Edward Youde Memorial Fellowship for Overseas Studies (2013)
- HKSAR Government Scholarship (2011)
- Dean's List (2008, 2009, 2010)
- Jessup International Law Moot Court Hong Kong Rounds Champion and Best Oralist (2010)
- Hardy C. Dillard Award for 1<sup>st</sup> Place Best Memorials (2010)
- Kunkle and Pommerenke Grand Scholarship (2010)
- Chung Chi College Class Scholarship (Honorary) (2010)
- Baker & McKenzie Scholarship (2009)

## APPOINTMENTS AND MEMBERSHIPS

- Fellow, Chartered Institute of Arbitrators
- Council Member, Bar Council, Hong Kong Bar Association (since 2023)
- Member, Committee on Financial and Securities Law, Hong Kong Bar Association (since 2019)
- Part-time Judicial Associate, Court of Appeal (since 2021)

## LANGUAGES

- English
- Cantonese
- Putonghua (Mandarin)

## DIRECTORY RANKING / QUOTES



- *“Roger Phang is a fast-rising junior who wins plaudits for his counsel on banking and finance and restructuring and insolvency disputes. He also advises on civil fraud and securities-related issues.” “Roger is the first junior I go to if I have a complicated matter. He is extremely good on small details, but without overlooking the bigger picture.” “Roger Phang is a rising star. His work is excellent; he’s responsive, super diligent and has good Chinese capabilities.” “He is clever, hard-working and a star in the making.”* Chambers and Partners Greater China Region Legal Guide (2024) – Up and Coming
- *“Roger is a very able junior counsel and he is one of the favourite juniors in complex commercial litigations. His ability to distill useful materials for cases is obviously one of his many strengths, and his approach to the cases always demonstrates good commercial sense.”*The Legal 500 Asia Pacific (2024) – Leading Junior
- *“Roger is eloquent, logical and commercially savvy. He has a sharp mind and a great ability to think on his feet.”* The Legal 500 Asia Pacific (2023) – Rising Star
- *“Roger has very solid legal knowledge, and provides advice that is both practical and commercial. He is practicing at a level way beyond his level of seniority.”*The Legal 500 Asia Pacific (2022) – Rising Star
- *“A rising-star – hardworking, highly-responsive... and strategic”*The Legal 500 Asia Pacific (2021) – Rising Star

## LINKEDIN

Roger’s LinkedIn page can be [found here](#).