

JEFFREY LAI

[PARTNER]

LLB (HONS), BCOM UNIVERSITY OF AUCKLAND 1994

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- Investment capital and alternative assets (venture capital, private equity and wholesale funds)
 - Corporate and commercial law
 - Securities law
 - Information, communications and technology
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CONTACT JEFFREY

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HOW CAN JEFFREY HELP YOU?

Jeffrey's practice has a strong emphasis in capital raising structures, including public offers of debt and equity securities, private placements, structured finance transactions and specialised property based developments, which are designed around securities offering structures such as property funds, marinas, golf courses, retirement villages, collective ownership hotels and resorts, and other integrated property projects.

To that can be added acquisitions and dispositions of assets and corporate entities, joint ventures and other general commercial advisory work, including advising on private equity, mezzanine debt and venture capital funding and investment transactions.

Jeffrey also has extensive experience in information, communications and technology (ICT) sector work, particularly in relation to major technology project implementation and integration, technology and IT services outsourcing, software development and commercialisation, and data migration.

Jeffrey provides sound, pragmatic legal and general corporate advice to growth companies (in various industry sectors) in relation to corporate structuring, funding arrangements, business expansions through acquisitions and/or operational growth, formalisation of contractual arrangements and other general commercial advisory work.

SOME OF JEFFREY'S MAJOR PROJECTS

Examples of the types of work that Jeffrey has advised on and been involved in include:

- Corporate and commercial
 - Acting for the Receivers of the Central North Island Forest Partnership (one of New Zealand's largest receiverships) on the restructure of existing management arrangements and business operations, including advising on contractual arrangements with the two largest forestry companies in New Zealand, establishment of a new, independent management company to manage the operations of the forest business (including advising on management structures



[MAJOR PROJECTS continued...]

and contractual arrangements with third party service providers), advising on the termination of existing management arrangements and the transition of management of business operations from the existing manager to the new management company, establishment of an export joint venture for the export of forest products from New Zealand to overseas markets, and assisting process of the sale of business assets

- Acting for AMP Capital Investors on the entry by one of its funds into a joint venture with Vision Senior Living Limited in the retirement village sector
- Acting on the divestment of a national manufacturing and retail chain, the BBQ Factory, by its controlling shareholder, including assisting with the asset sale documentation, advising on the underwriting agreement and assisting with completion
- Acting for an international industrial cleaning contractor (servicing the oil & gas, mining and heavy industry sectors) on its private equity placement, including drafting the investment agreement, advising on the shareholders' agreement and assisting in the negotiations
- Acting for a national small goods manufacturer on a complex shareholder dispute (which included the buyout of certain existing shareholders), the corporate restructure and subsequent investment by a new cornerstone shareholder
- Acting for Academic Colleges Group, a leading private education service provider in New Zealand, on its takeover of another private education service provider, including advising on takeover strategy, undertaking due diligence and highlighting key issues regarding the takeover target, and preparation of acquisition documents
- Acting for a Korean steel conglomerate on its acquisition of significant minority interests in its New Zealand subsidiary
- Acting for a specialist engineering and manufacturing company on its corporate restructure, including the separation of its traditional business and new product line into two corporate vehicles (including advising on the relevant IP transfers)
- Assisting Oceana Limited/GRD Macraes Limited in its dealings with the Climate Change Office on a deed relating to the procurement of a world's best practice report on greenhouse gas emissions management for the purposes of negotiating a Negotiated Greenhouse Agreement
- Acting for a leading health insurer on various legal matters relating to the proposed launch of a new product in a spin off vehicle
- Acting on the sale of a country club and golf course, including disposition of its share based memberships
- Acting for a publicly listed tourism company in relation to its involvement in the supply of tourism products to, and the management of those tourism products as part of, a unique points based timeshare operation, including preparation of a supply agreement and a master management agreement
- Acting for a New Zealand based manufacturer in relation to its Malaysian joint venture, which included the relocation of its manufacturing operations to Malaysia, the subsequent disestablishment of that joint venture and establishment of separate standalone manufacturing operations in Malaysia

■ Securities law and investment products

- Advising AMP Capital Investors on the establishment of various wholesale funds in New Zealand, including advice on appropriate structures to achieve tax and commercial efficiency
- Acting for a Pioneer Capital on the establishment of a VC fund with significant institutional and New Zealand Venture Investment Fund backing, including advising on appropriate fund structures, preparing structure and offer documentation, dealing with complex remuneration and carry vesting issues and fund governance and control issues

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- Acting for a private equity funds manager, i-cap partners limited, on the acquisition of an existing investment fund, the successful capital restructure of that fund and its relaunch as a private equity fund through a fresh public offer of its securities, including advice on all regulatory compliance issues and the preparation of complying offer documentation
- Acting on the establishment of a mezzanine debt fund for i-cap partners limited, a New Zealand based funds manager, and the related public offer of securities, including creating a novel investment structure involving multiple classes of redeemable preference shares, advice on regulatory compliance issues and the preparation of complying offer documentation
- Providing advice, in support of the registration of an investment fund domiciled in Ireland. Advice here was as to the entire New Zealand regulatory framework relevant to the activities of a related public issuer in New Zealand, in particular matters relating to regulation of public securities offerings, registration of public issuers, the general business law relating to fair dealing, and numerous related matters relating to establishment of business in New Zealand
- Acting for the first international points based time share scheme to establish and operate in New Zealand
- Acting on the structuring of a resort development in Fiji with a view to offering hotel units as investment product for purchase in New Zealand, Fiji and Australia, including the co-ordination of advice on securities law compliance in New Zealand and Australia, obtaining specific regulatory exemptions from the New Zealand Securities Commission, preparation of complying offer documentation and advising on the restructure of the project
- Acting on the public offer of marina berth related securities by Ports of Auckland in respect of the largest marina in the southern hemisphere, including advice on regulatory compliance issues in respect of the ongoing, continuous public offer of securities and preparation of complying offer documentation
- Advising on the rationalisation of investment structures involving a complex large scale multi-use waterfront property development
- Cross-border securities advice involving Australia and New Zealand, eg advising on aspects of the AMP Henderson global demerger, and on securities issues raised by Challenger Orion, Cambridge Associates LLC, Delaware International Advisers Limited, Blackrock Financial Management Inc and Pershing Securities
- Acting on a number of debt based secured and unsecured bond issues, including structuring, preparation of all structure documentation including trust and supervision deeds, and preparation of all complying offer documentation
- Advising on a number of cross border public and wholesale security offers to be made within New Zealand, including advising on New Zealand compliance requirements, exemptions available for certain classes of offers, providing compliance advice and preparing required documentation such as prospectus “wraparounds” and New Zealand complying investment statements

■ Information, communications and technology

- Leading the Minter Ellison Auckland IT team on IT legal work for Fonterra, including acting for Fonterra on the following:
 - Advising on, drafting, negotiating and assisting in the conclusion of the Contract for Implementation of the Global Customer Service Centre with Accenture NZ Limited, relating to the provision of turnkey development services by Accenture on the creation of Fonterra’s Global Customer Service Centre (now known as the Fonterra Customer Service Centre) as part of Project JEDI
 - Advising on, drafting, negotiating and assisting in the conclusion of the International Master Agreement with IBM New Zealand Limited for the provision by IBM of consultancy services relating to the realisation and global deployment of the Global Solution (OMR3)”, being phase 3 of the global roll out of the SAP operating system as part of Project JEDI

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[MAJOR PROJECTS continued...]

- Advising on, drafting, negotiating and assisting in the conclusion of the Services Agreement with Starhub Pte Limited (a subsidiary of British Telecom) relating to provision by Starhub of voice services for Fonterra's Global Customer Service Centre, to enable it to handle worldwide product purchase orders
- Reviewing, advising on and amending the Network Connection Agreement with Vodafone New Zealand Limited for the supply by Vodafone of various mobile services to Fonterra
- Advising on, drafting, negotiating and assisting in the conclusion of the Services Agreement with Startel Communications Limited for provision of outsourced call centre farmer support services by Startel
- Acting for the manager of one of New Zealand's largest forest estates on the establishment of IT systems including SOP and other systems implementation, hardware and software procurement and customisation, and advising on data migration issues
- Acting for the leading medical practice management software provider in New Zealand on its New Zealand and international operations, including preparing its standard worldwide software documentation suite (including software development agreement, global distribution agreement, reseller agreement and software licences)
- Acting for a leading document assembly software developer on its New Zealand and international operations, including preparing standard software licence documentation and negotiating and documenting a number of strategic alliance agreements
- Acting for an international supplier of new technology broadband data backhaul network services in establishing a template network supply agreement for international use
- Acting for Revera Limited (previously Hitachi Data Systems), an IT outsourcing company, including acting on its outsourcing projects, redocumenting its contract for supported hardware sales, and advising on a share sale/subscription
- Advising an international financial institution on the New Zealand aspects of its proposed centralisation of data collection and storage for its worldwide operations
- Acting for a leading publishing, marketing and multimedia organisation, on its proposed "smart card" based marketing initiative and multimedia projects, including dealing with issues involving the provision of "smart card" technology and support services, data ownership, transmission and usage, project implementation and EFTPOS and software arrangements, and preparing key documentation
- Undertaking various legal due diligences on IT arrangements, including a proposed merger of two major Trans-Tasman corporates and preparation of a report highlighting key IT issues
- Acting for a number of ICT sector clients including an integrated telecommunications consultancy and services provider, an e-Learning software development company, a business process application software developer, a business software retailer and installer, a multimedia, e-commerce and website design/development company and a venture capital and private equity funds manager on its investment in a software developer

WORK HISTORY

Partner, Anderson Creagh Lai (current)

Partner, Minter Ellison Rudd Watts (2004-2006)

Senior Associate, Minter Ellison Rudd Watts (1998-2004)

Solicitor, Russell McVeagh McKenzie Bartleet & Co (1994-1998)

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