




**Lexis+® Hong Kong
Legal Drafting**

Master Guide



LexisNexis® Legal Research & Drafting Journey

Experience a new era in legal research and guidance



The LexisNexis® Legal Journey encapsulates a series of legal tools you could conduct thorough and robust legal research and drafting. Gain a well-rounded support and seamless tools to increase efficiency, productivity and deliver better legal advice and document.

Legal Research

Lexis® Analytics Hong Kong

Begin your legal research with our AI powered research tool allowing you to leverage analytics and make smarter data-driven decisions. Start here to uncover relationships between legal concepts in your case based on historical case law data, formulate litigation strategy, build your case and more.

Lexis+® Hong Kong Legal Research

Premium upgrade of legal research experience with the comprehensive collection of legal information and a cutting-edge platform delivering greater efficiency and better outcomes. This next generation product matches leading legal content with data-driven insights to improve search precision and generate helpful case recommendations, aiming to redefine a new era in legal research. It helps both legal practitioners in private practice and in-house to identify potential legal issues, take steps to mitigate those risks and ensure compliance with the law.



Legal Drafting

Lexis+® Hong Kong Practical Guidance

Take your legal drafting to the next step and find a range of unique practical drafting precedents written and edited by Hong Kong legal experts, including court applications and contract drafting precedents, so you can draft at ease. It helps counsel to identify the relevant legal requirements and ensure the documents are legally sound and impeccable.

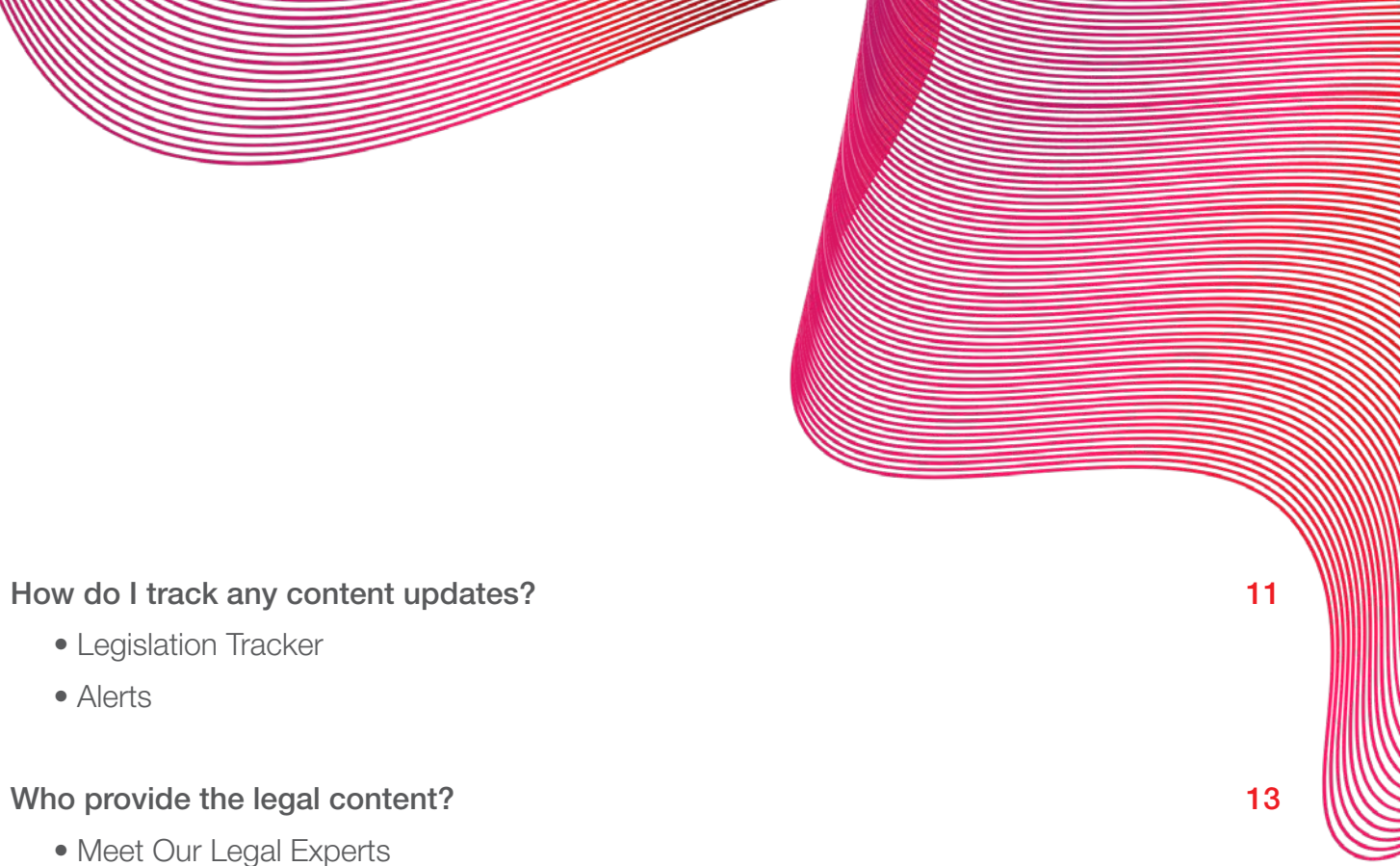
Lexis® Clause Intelligence Hong Kong

Refine your legal documents through AI recommendations in relevant clauses to perfect your output.

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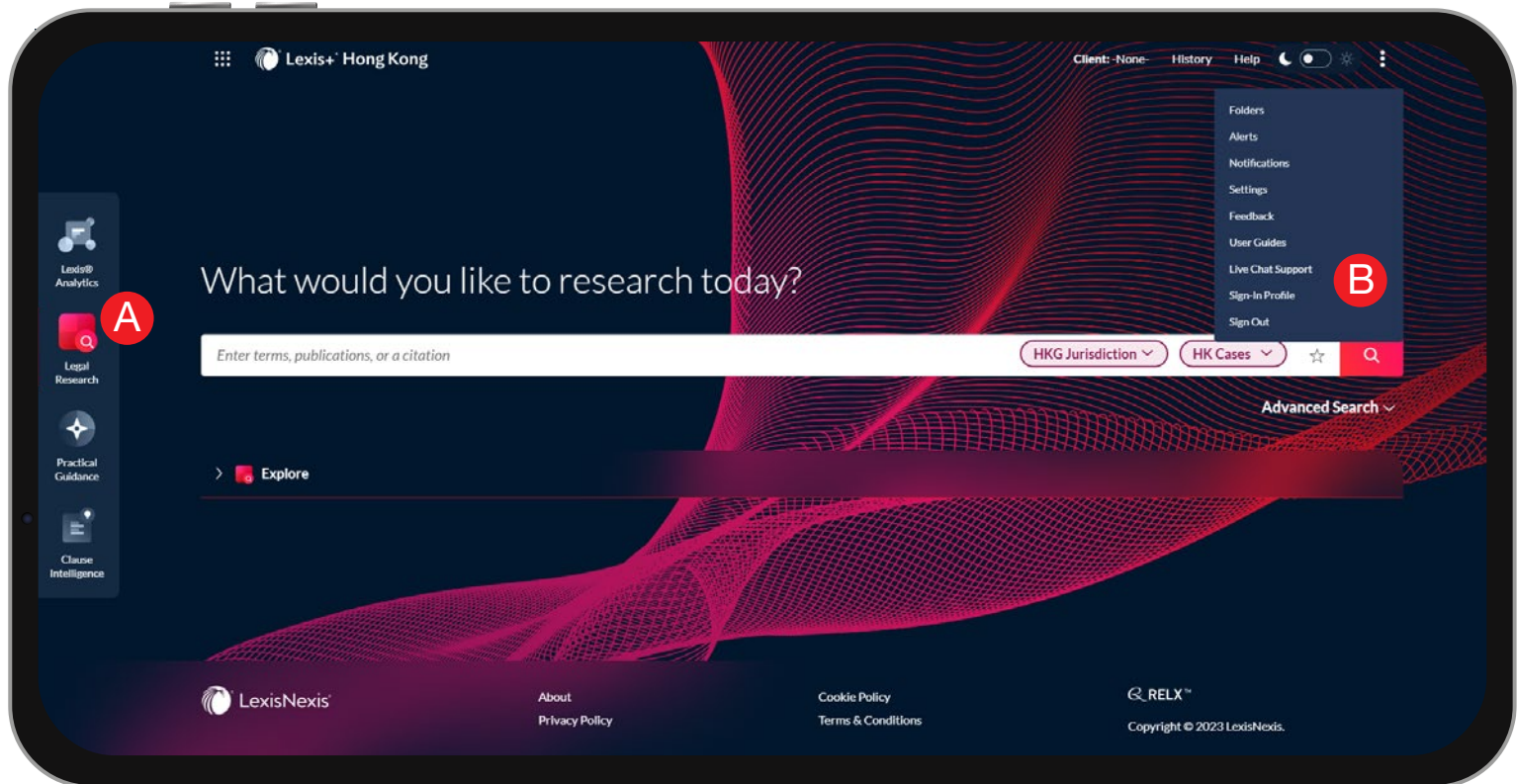
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Login Credentials



C

ID
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Password
[Change password](#)

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Last Name

Email address

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For information on the collection and use of profile information, please see our [privacy policy](#).


Security Telephone number
We need your phone number to send security notifications from LexisNexis by text or automated voice message, including a One Time Passcode (required to access certain sensitive data). We won't use your phone number for any other purpose.

+852 (HK)

A

Lexis+® Hong Kong has seamless access to other research and drafting solutions. If you have subscriptions to other products, you can switch between different legal applications using the Experience Dock on the left by clicking the relevant icon.

B

Click Sign-In Profile under the  icon to change your user ID, name, password and the associated email address for your Lexis+® Hong Kong account.

C

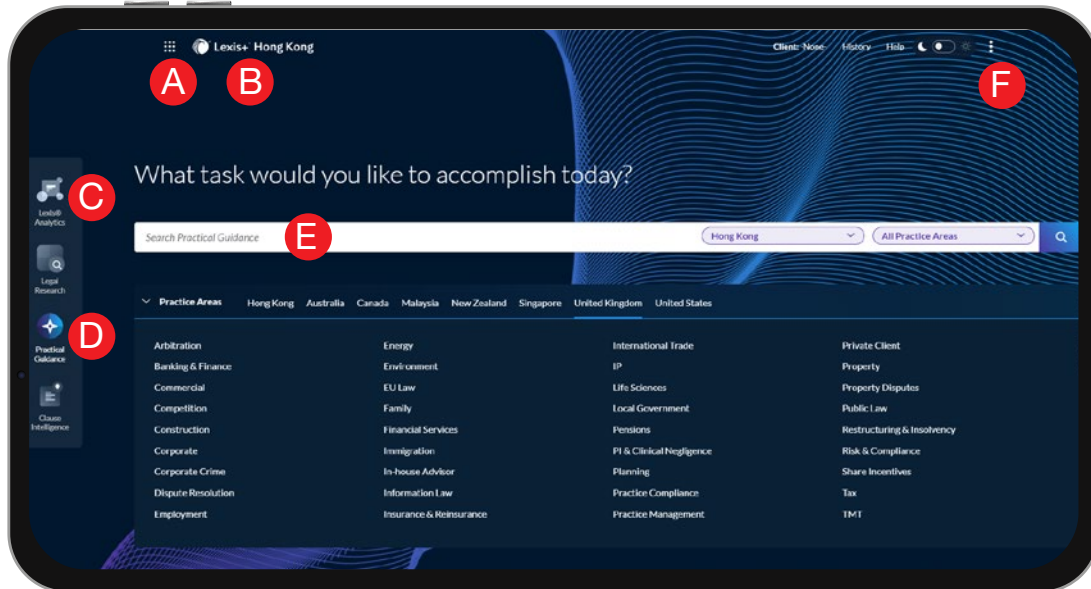
You could change the existing login credentials by inserting a new user ID, password or personal particulars in the designated fields and save them in the account.

Lexis+[®] Hong Kong Practical Guidance



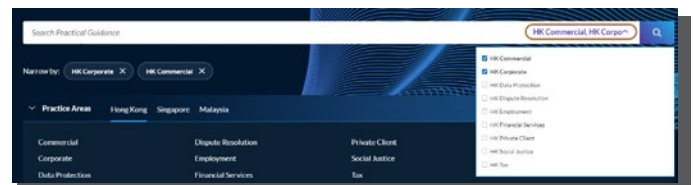
Practical
Guidance

Lexis+® Hong Kong Practical Guidance



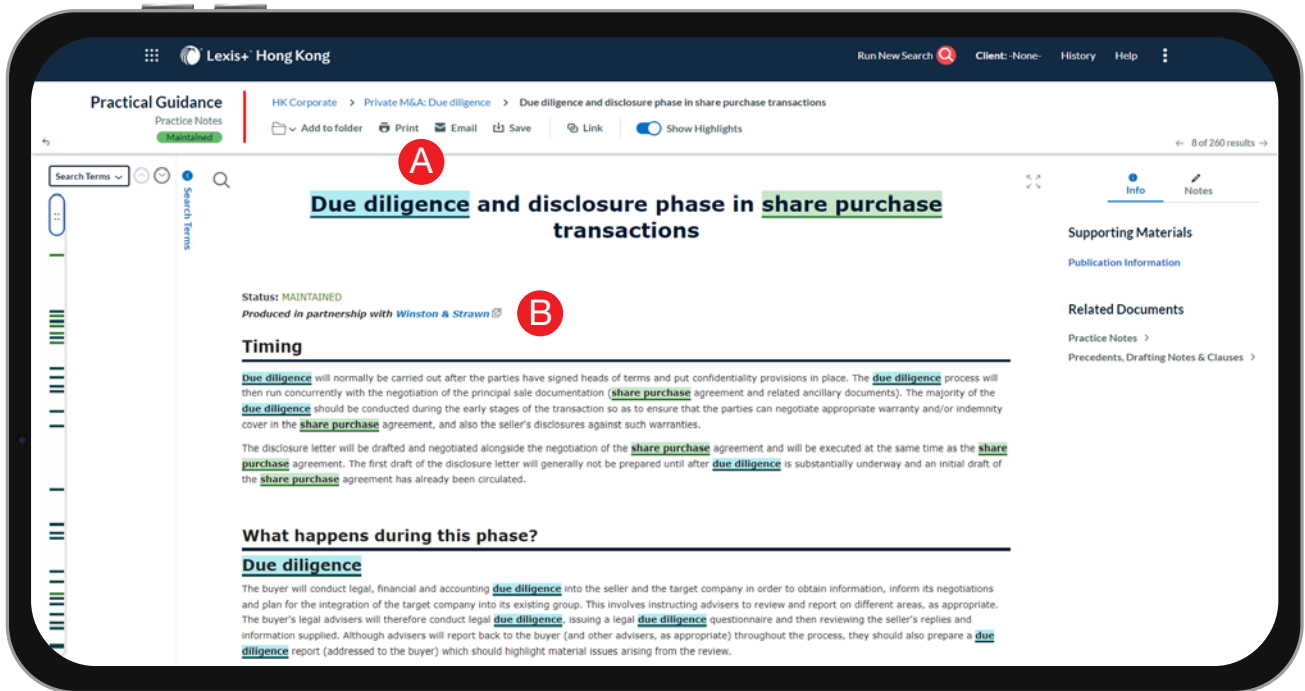
Lexis+® Hong Kong Practical Guidance is our workflow solution providing you with a wide range of unique practical materials built around a Hong Kong practitioner’s workflow. Made in Hong Kong, for Hong Kong, our service contains exclusively written content by trusted legal experts. Each module, organised by practice area, includes practice notes, precedents with drafting notes, checklists and flowcharts to accelerate your drafting process. It covers commercial, corporate, data protection, dispute resolution, employment, financial services, private client, social justice and tax in Hong Kong.

- A** Access other subscription products. Click the grid icon for access to your other subscription products, such as LexisNexis® international products.
- B** Return to the home page. Click Lexis+® Hong Kong on any screen.
- C** Experience Dock for you to switch seamlessly to other Hong Kong online products for legal research and drafting.
- D** Practical Guidance is structured as a series of independent modules based on practice areas. Click the practice area to see its content. You could also switch to other jurisdictions for their practical guidance content.
- E** You can search all Lexis+® Hong Kong Practical Guidance content in this Search Box. You could also narrow down your scope by module(s) by checking the boxes under the menu.
- F** Link to Settings, Alerts, Folders, Feedback and Sign Out etc.



What content are available to help my work and legal drafting?

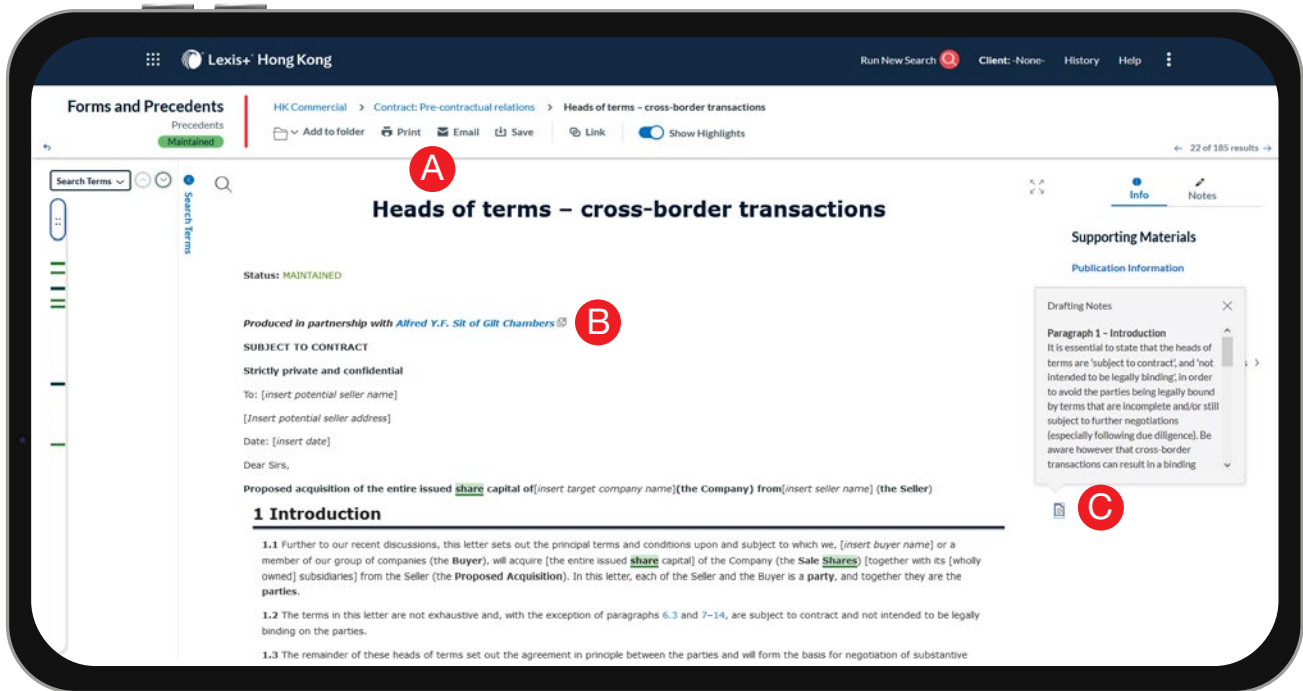
Practice Notes



Practice notes contain practical commentary on key issues in a legal topic and provides practical guidance in handling client matters.

- A** You could print, email, download or save to folders the practice notes by clicking the relevant icons on the top of the page.
- B** The source of the practice notes will be displayed from the beginning of the document, giving you assurance of the quality of the practice notes.

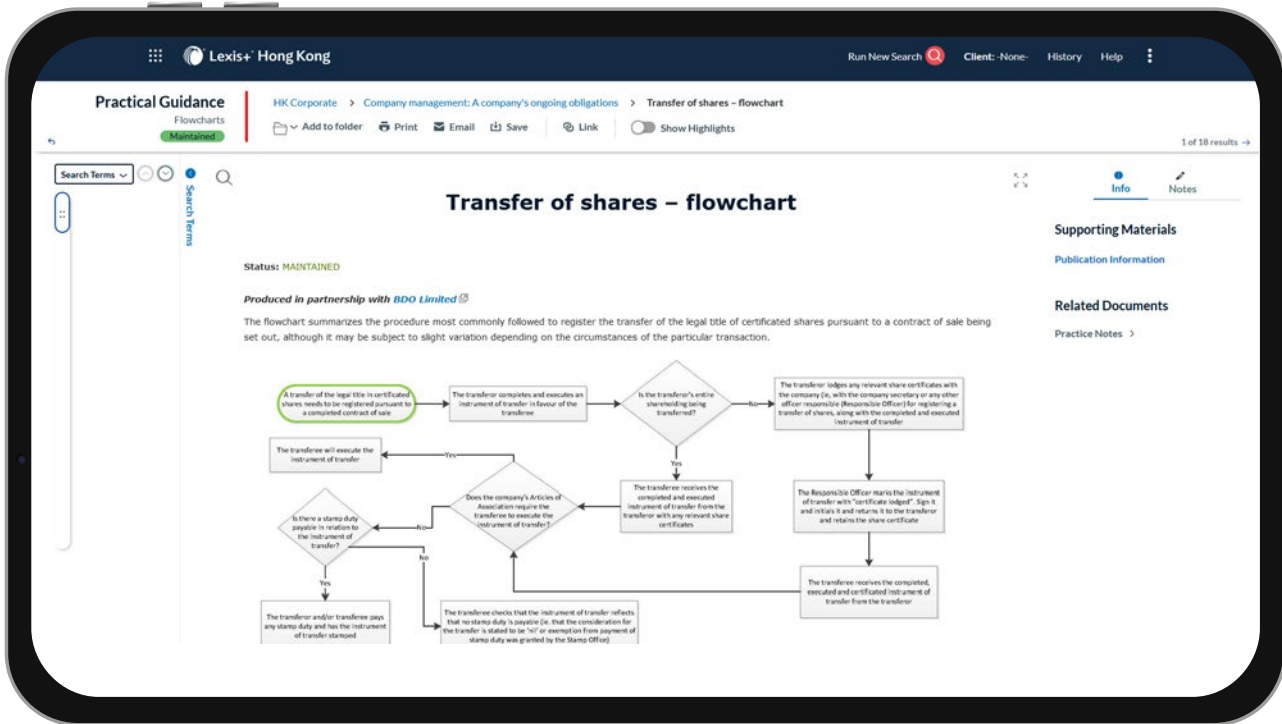
Precedents



Legal precedents include the terms and conditions that form the basis of the agreement. It is a template that can be edited and filled in with particulars to be used as a transactional document. It reduces the time to draft a legal document, leaves less room for error and ensures consistency across contracts.

- A** You could print, email, download or save to folders the precedent by clicking the relevant icons on the top of the page.
- B** The source of the precedents will be displayed from the beginning of the document, giving you assurance of the quality of the precedents.
- C** The document icons are Drafting notes. The legal experts of for these precedents provide users a more comprehensive understanding of the precedent by explaining and/or giving additional details to the clause, such as legal implications or commercial reasons.

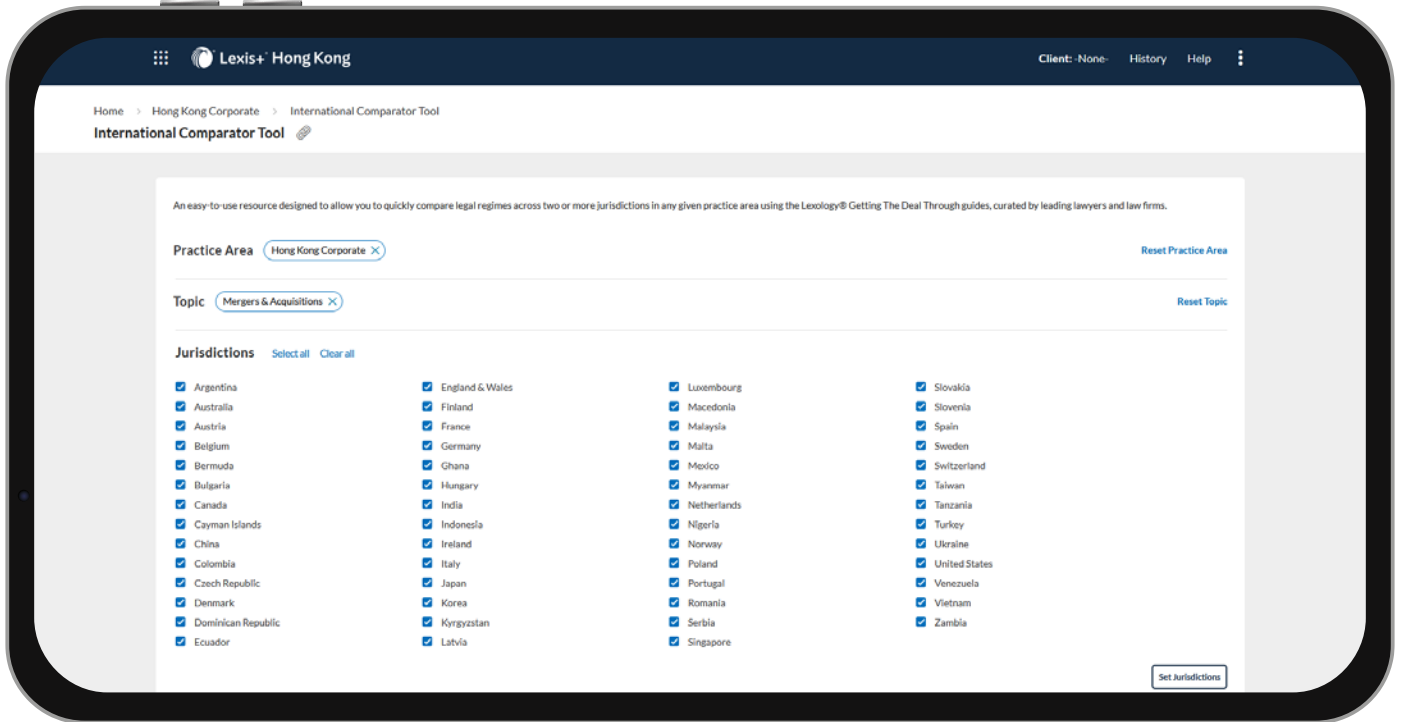
Checklists & Flowcharts



The Checklists and Flowcharts provide a visual explanation of the complex legal procedures, helping practitioners to understand from the outset what is required to complete the matter.

This is an example of a flowchart that depicts the steps taken to transfer shares. Modifications may be needed to suit the needs of the actual transaction.

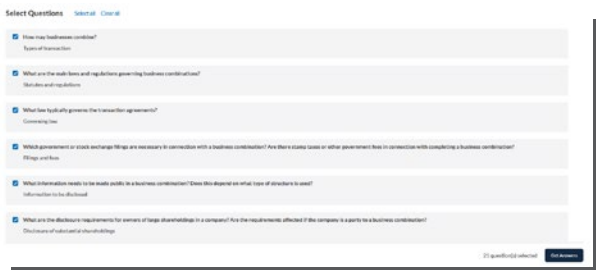
International Legal Content



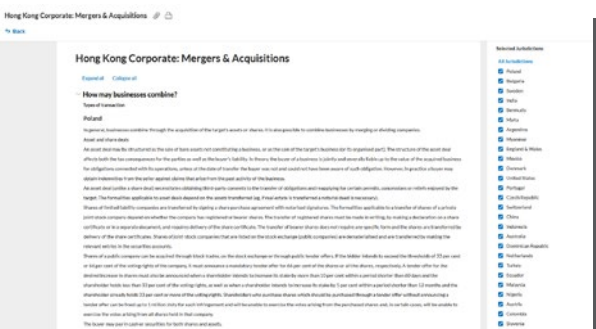
International content has been an integral area in Hong Kong legal practice. We designed the International Comparator Tool to allow legal practitioners to cross-reference different legal issues in multiple jurisdictions. This helps the legal team should their clients or companies wish to do business globally. This is a valuable resource to analyze issues in cross-border matters and multi-jurisdictional disputes.



International Comparator Tool



By clicking the icon on the module page, you could get into the international comparator tool. After you have selected the topic you are interested in, the interface would display multiple jurisdictions for you to choose.



Across multiple legal issues in that practice area, the tool would provide answers for the list of questions in the tool. From the comparison, you would understand the legal differences between jurisdictions and identify practices in doing business globally.

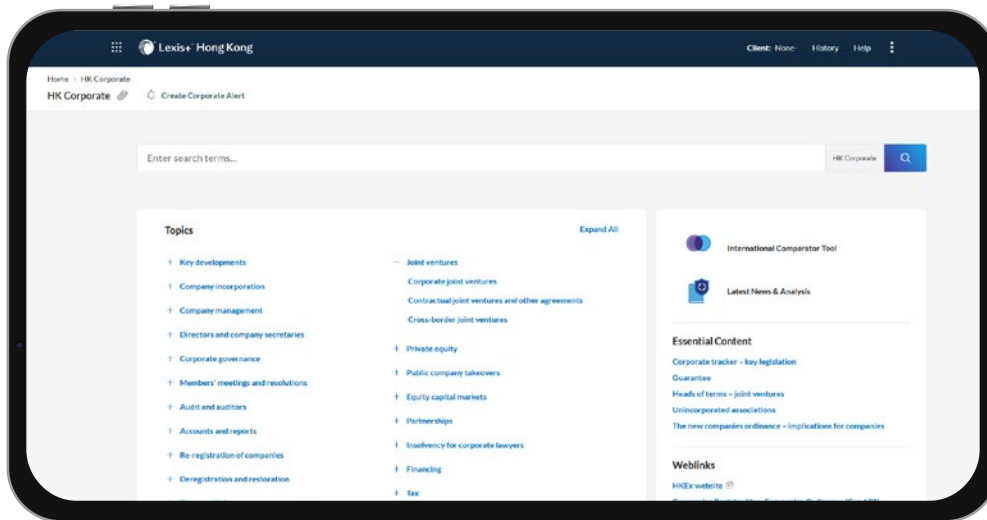
Doing Business in Global Jurisdictions

The screenshot shows a digital document interface. At the top left, it says 'Practical Guidance' and 'Practice Notes' with a 'Maintained' status. The breadcrumb trail is 'HK Commercial > International commercial: Doing business in key global jurisdictions > Doing business in: Mexico'. Action icons for 'Add to folder', 'Print', 'Email', 'Save', and 'Link' are visible. The main title is 'Doing business in: Mexico'. Below the title, the status is 'MAINTAINED'. The document is divided into sections: 'Introduction', 'The Business environment', and 'Forming a company'. The 'Introduction' section discusses Mexico's economic growth and legal framework. 'The Business environment' section mentions trade agreements and government efforts. 'Forming a company' section begins with the text: 'When thinking of doing business in Mexico, the first set of questions that come to mind is whether there is a need to form a Mexican company, and the requirements'.

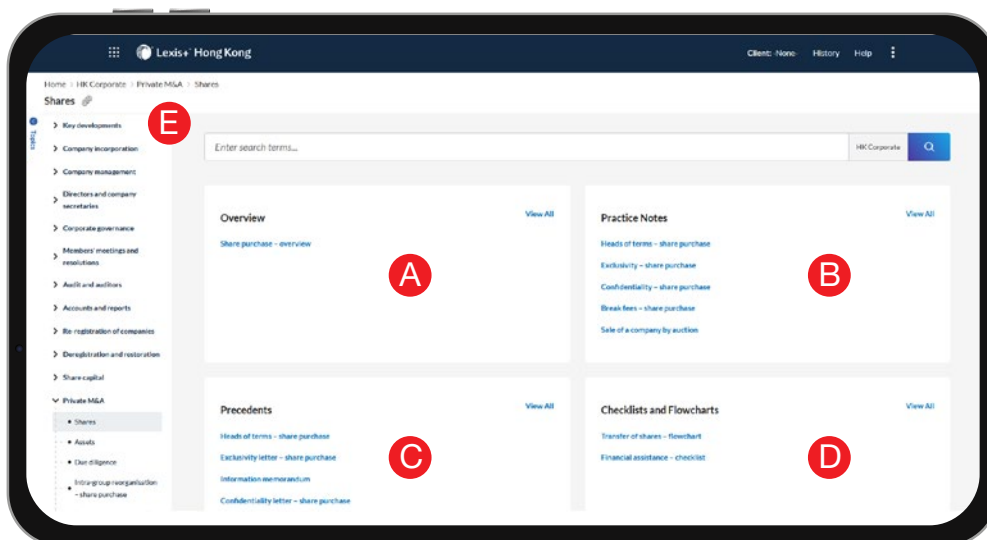
For international content, other than the international comparator tool for comparison, we also have a collection on “Doing business in key global jurisdictions” to enrich your understanding on the global laws and regulations. It lays down the foundation of what you need to know if you want to enter into a new market and beware of the pitfalls. Our content is written in English, so the language barrier is no obstacle for you to understand their legal application. This helps in-house counsel significantly by accessing local legal precedents in drafting while having access to global laws and regulations in doing business. It covers Argentina, Australia, Bolivia, Brazil, Canada, Chile, China, Cyprus, France, Germany, India, Indonesia, Ireland, Italy, Japan, Korea, Luxembourg, Mexico, New Zealand, Poland, Romania, Russia, South Africa, Taiwan, UAE, UK, US and Turkey.

How do I find these practical information?

Browse Topics



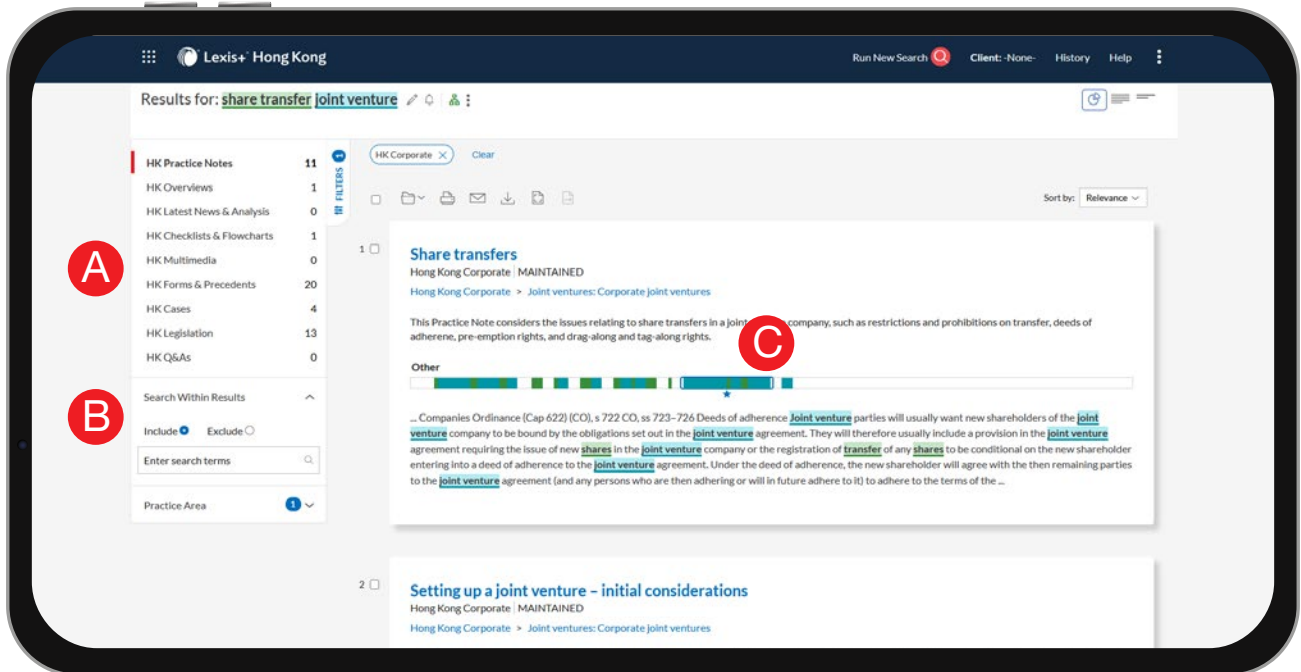
After you have chosen a practice area module at the home page, you would be directed to this page where different subtopics are available for you to browse.



For each subtopic, you are usually shown with these 4 categories of content to speed up your legal workflow.

- A** The Overview provides a first point of reference for the subtopic – a broad summary written by experts in the field, with links to the relevant cases and legislation, as well as to individual guidance notes and related topics.
- B** Practice notes provide a practical treatment of the subtopic. The Practice Notes section provides access to guidance notes for the subtopic, giving user practical tips in handling the subject.
- C** Precedents are templates of agreements, legal documents or workflow documents for legal practitioners based on their legal practice.
- D** Checklists and Flowcharts provide visual explanation of complex legal procedures, ensuring you have the relevant issues covered.
- E** User could navigate to other subtopics of the same module on the left panel for easier accessibility.

Search Topics

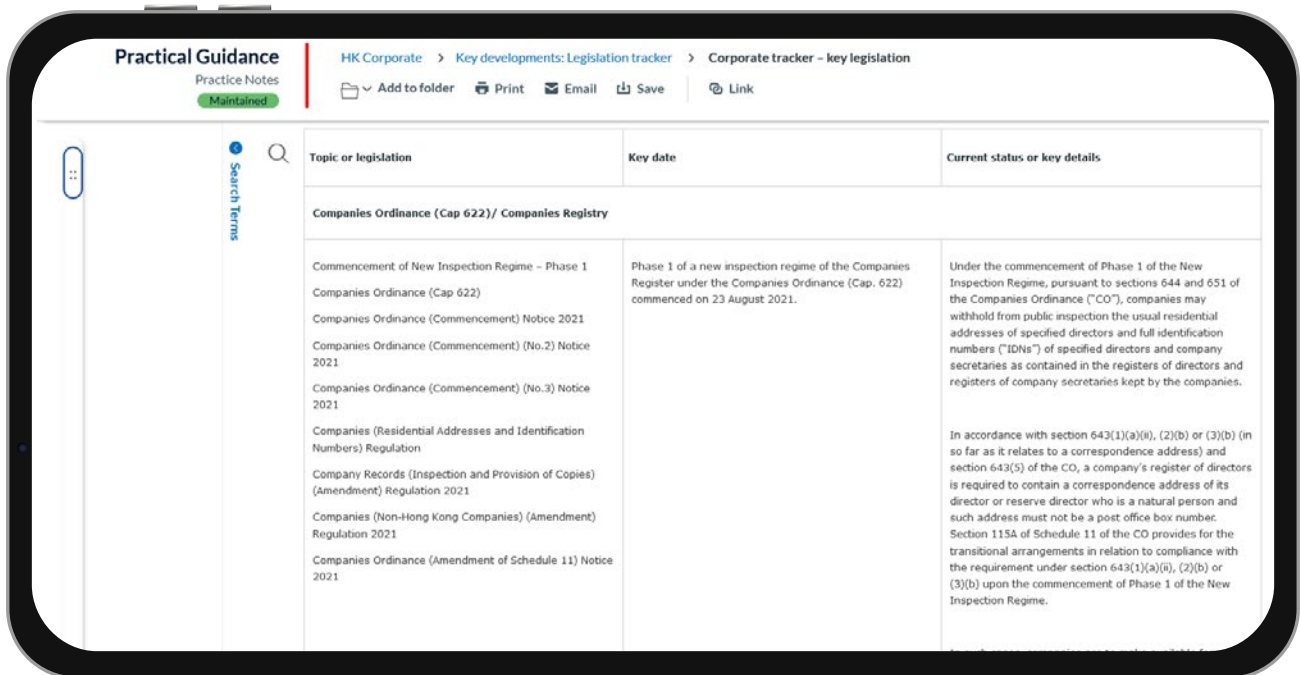


- A** When you conduct a search on the platform, you can narrow down your results by choosing the relevant sources and filters on the left panel.
- B** You could also include or exclude any terms from your scope to improve search precision.
- C** Search Term Maps add colour coding to your search words. The colours display as markers on the Search Term Location Bars you see in results lists and in full-text. The star indicates the best cluster of search terms. Each term and/or phrase—up to five—is highlighted in different colors. If you enter more than five terms/phrases, the terms will be highlighted in one colour only. **NOTE:** If you do not see the colour coding on your results screen, select the Graphical View icon in the upper-right corner of your results screen.



How do I track any content updates?

Legislation Tracker



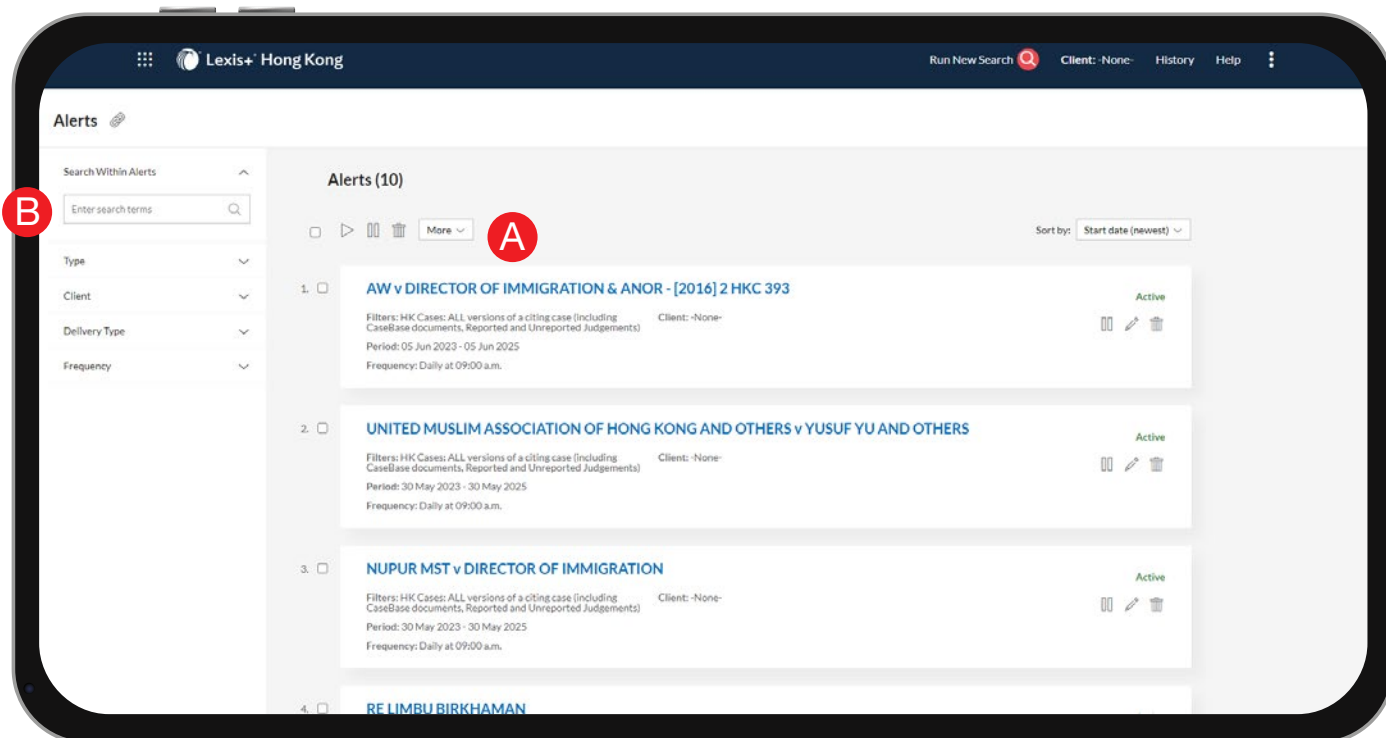
The screenshot shows a web interface for 'Practical Guidance' with a 'Legislation Tracker' section. The page title is 'Corporate tracker - key legislation'. The interface includes a search bar, a 'Search Terms' sidebar, and a table with three columns: 'Topic or legislation', 'Key date', and 'Current status or key details'. The table lists several pieces of legislation related to the Companies Ordinance (Cap 622) and the Companies Registry, including the commencement of a new inspection regime and various notices and regulations.

Topic or legislation	Key date	Current status or key details
Companies Ordinance (Cap 622)/ Companies Registry		
Commencement of New Inspection Regime - Phase 1 Companies Ordinance (Cap 622) Companies Ordinance (Commencement) Notice 2021 Companies Ordinance (Commencement) (No.2) Notice 2021 Companies Ordinance (Commencement) (No.3) Notice 2021 Companies (Residential Addresses and Identification Numbers) Regulation Company Records (Inspection and Provision of Copies) (Amendment) Regulation 2021 Companies (Non-Hong Kong Companies) (Amendment) Regulation 2021 Companies Ordinance (Amendment of Schedule 11) Notice 2021	Phase 1 of a new inspection regime of the Companies Register under the Companies Ordinance (Cap. 622) commenced on 23 August 2021.	<p>Under the commencement of Phase 1 of the New Inspection Regime, pursuant to sections 644 and 651 of the Companies Ordinance ("CO"), companies may withhold from public inspection the usual residential addresses of specified directors and full identification numbers ("IDNs") of specified directors and company secretaries as contained in the registers of directors and registers of company secretaries kept by the companies.</p> <p>In accordance with section 643(1)(a)(ii), (2)(b) or (3)(b) (in so far as it relates to a correspondence address) and section 643(5) of the CO, a company's register of directors is required to contain a correspondence address of its director or reserve director who is a natural person and such address must not be a post office box number. Section 115A of Schedule 11 of the CO provides for the transitional arrangements in relation to compliance with the requirement under section 643(1)(a)(i), (2)(b) or (3)(b) upon the commencement of Phase 1 of the New Inspection Regime.</p>

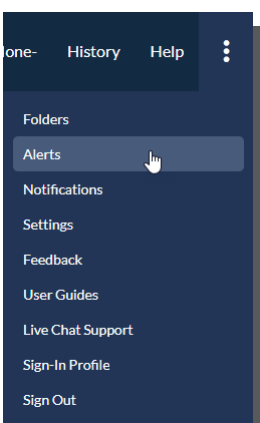
Legislation tracker is a collaboration between LexisNexis® and various law firms. It provides a summary of the key legislation, regulation and information in the corresponding practice area of the module. It provides important legal insight for legal practitioners to keep track of the legal developments in Hong Kong.

The tracker table shows the date, name and details of the key legislation, regulation or information that may influence the relevant practice area in Hong Kong.

Alerts



An alert is a search that runs automatically and notifies you of any new results. Alert allows you to stick to the latest updates on a legal topic, practice area and content type of your choice. You may set up a highly customisable notification and share across your team to sync information.



You can review all of your alerts from the Alerts pod by selecting Alerts on the top.

For some topics, you may want to set an Alert so that you can be notified when new results are available. Alerts can be set on searches. To set an Alert on a search you have conducted, simply click the Alert icon next to your search terms from the results page. From there, you are prompted to name the alert as well as set the frequency and other specifics. Multiple content types can be combined in the same alert. These alerts notify you when any new documents meet your search criteria.

Tip:

You can also share an Alert by simply entering the email address of the LexisNexis® user with whom you want to share.

- A** After you have created an alert, you could edit, delete, pause or restart an alert.
- B** You can search your saved alerts to find a particular alert or search terms. Type the words you want to search for and search. For example, you can enter the name (or part of the name) of an alert, a term or terms from a previous search, a client ID, and so on. Your results list is filtered to show only those results that contain the term on which you searched.

Who provide the legal content?

Meet Our Legal Experts



We partner with market-leading legal experts who are our contributing authors and editorial board. They include law firms, barristers and corporations. These contributors are featured on our platform to credit their profiles and brands in collective intelligence. Collectively, we have built a comprehensive resource of practical legal content for the benefit of the legal community.

Lexis® Clause Intelligence Hong Kong

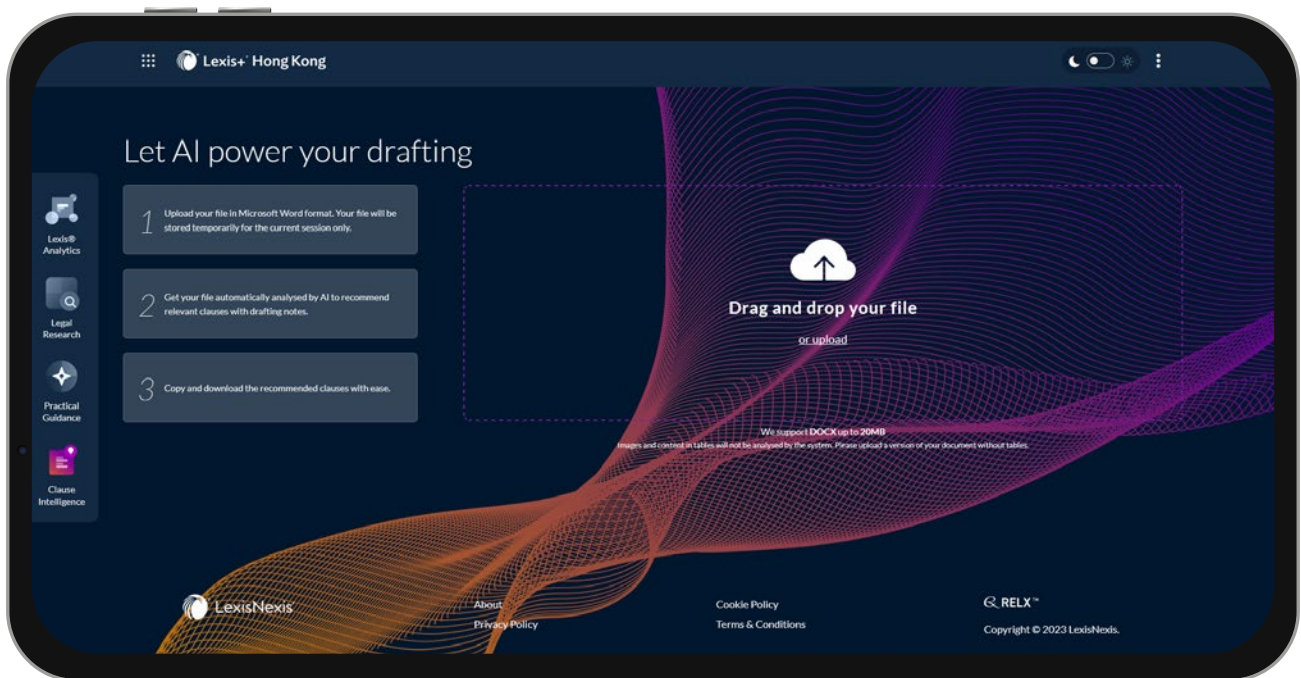


Clause
Intelligence

Lexis® Clause Intelligence Hong Kong

How can I improve my legal draft?

Analyse Legal Document



Lexis® Clause Intelligence Hong Kong leverages advanced AI technologies to analyse your legal document drafts and deliver recommendations in relevant clauses to perfect your output.

You may first use legal precedents drafts from our Lexis+® Hong Kong Practical Guidance. Alternatively, you could also have your contract templates from other database. After you have completed your draft, you may upload the legal precedent in Microsoft Word format to Lexis® Clause Intelligence Hong Kong. Our AI technology will analyse the whole legal precedent and recommend legal clauses with drafting notes for your review. It reduces your time and effort on legal drafting, which you could deliver more with your billable hours.

Legal Clauses Recommendation

The screenshot displays a legal document interface with two main panels. The left panel shows the original document text, and the right panel shows a list of recommended clauses for different jurisdictions.

3 Consideration

3.1 The Consideration for the Sale Shares shall be HK\$[insert the amount] which shall be paid in cash in accordance with clause 7.

3.2 Save to the extent that the money have been repaid to the Seller, any payment made by the Seller in respect of any claim under or pursuant to this Agreement and/or the Tax Covenant shall be deemed to constitute a reduction in the Consideration paid by the Buyer for the Sale Shares. [For the avoidance of doubt, such reduction shall not operate to reduce the total liability of the Seller in respect of any claim for the purposes of paragraph 2.1 of Schedule [3]].

24 Recommended Clauses

4 Conditional completion

4.1 Completion is conditional on the following conditions (the Conditions) being satisfied or waived in accordance with clause 4.8:

4.1.1 Resolutions[] in the agreed form, [] being passed at a general meeting of the [Seller OR Buyer] approving the Proposed Transaction.

4.1.2 The Buyer, its officers, employees, agents and advisers being given full access for the purposes of the preparation of a report to the Buyer on [the Company's OR the Group's] business and affairs and the Buyer being [reasonably] satisfied in all [material] respects with the results of its investigations and with the results and form of a due diligence report prepared by the Buyer's professional advisers in respect of the [Company OR Group] prior to Completion;

4.1.3 The Warranties being true and accurate in all [material] respects and not [materially] misleading as if the Seller had given them at Completion by reference to the facts and circumstances existing as at Completion, with any express or implied reference to the date of this Agreement in Schedule 4 being substituted by the actual time of Completion.

4.2 If the Proposed Transaction is investigated by a Relevant Competition Authority:

4.2.1 The Seller shall provide the Buyer with sufficient information about the [Company OR Group] to enable the Buyer to make appropriate notifications any Relevant Competition Authority and to deal with any queries from any Relevant Competition Authority, unless such information is confidential to the Seller, provided that the Seller shall not be required to provide any such information to the Buyer if such information is commercially sensitive or confidential to a material extent.

4.2.2 The Buyer shall keep the Seller informed of the progress of any notifications any Relevant Competition Authority and shall, on request and at the Seller's expense, provide copies of all such notifications to, replies from and communications with, any Relevant Competition Authority; and

4.2.3 The Buyer shall permit the Seller attend, and make oral submissions to, any meetings with any Relevant Competition Authority; provided that the Seller may not attend any meeting if information of a commercially sensitive nature is discussed.

4.3 Subject to clauses 4.4 and 4.5, the Seller and the Buyer shall use their respective reasonable endeavours to procure that the Conditions set out in clause 4.1 [insert relevant Conditions] are satisfied no later than [] on [insert date] or such later date as may be agreed between the Seller and the Buyer (the Long-Stop Date).

4.4 The Seller shall use its reasonable endeavours to procure that the Conditions set out in clause 4.1 [insert relevant Conditions] are satisfied no later than [] on the Long-Stop Date. [The Seller's obligation in clause 4.1.1 shall (subject to the fiduciary and statutory duties of the Seller's directors) be satisfied by it sending a circular to its shareholders within [insert number] Business Days of the date of this Agreement, containing a recommendation to shareholders to vote in favour of the resolutions in such circular and the Seller shall use its reasonable endeavours not to do anything to prevent or delay the posting of such circular or prevent the meeting from being held on the appropriate date (unless such meeting is required to be adjourned in accordance with its articles of association or by law).]

4.5 The Buyer shall use its reasonable endeavours to procure that the Conditions set out in clause 4.1 [insert relevant Conditions] are satisfied no later than [] on the Long-Stop Date. [The Buyer's obligation in clause 4.1.1 shall (subject to the fiduciary and statutory duties of Buyer's directors) be satisfied by it sending a circular to its shareholders within [insert number] Business Days of the date of this Agreement, containing a recommendation to shareholders to vote in favour of the resolutions in such circular and the Buyer shall use its reasonable endeavours not to do anything to prevent or delay the posting of such circular or prevent the meeting from being held on the appropriate date.

LexisNexis Recommended Clauses for 3 Consideration 3.1 The Consideration for the S...

HK (4) UK (4) SG (4) MY (4) AU (0) NZ (2)

Select all Expand all Clauses

Recommended Clause 2

Additional provisions for an earn-out - asset purchase

Maintained | Hong Kong Corporate

Consideration

1 The consideration for the Assets shall consist of the Initial Consideration and the Deferred Consideration.

2 The Initial Consideration for the Sale Assets shall be HK\$[insert amount]:

2.1 [of which the sum of HK\$[insert amount] shall be OR which shall be] paid in cash on Completion in accordance with clause [] and

2.2 [of which the sum of HK\$[insert amount] shall be OR which shall be] satisfied by the Buyer...

Expand Copy

Recommended Clause 3

Additional provisions for share consideration - asset purchase

Maintained | Hong Kong Corporate

Consideration

1 The consideration for the Assets shall be HK\$[insert amount] which shall be satisfied as follows:

1.1 the sum of HK\$[insert amount] shall be paid in cash on Completion in accordance with clause [4]; and

1.2 subject to clause [2.8], the sum of HK\$[insert amount] shall be satisfied by the Buyer allotting and issuing to the Seller [insert number] Consideration Shares [such number of Consideration Shares as shall have an aggregate value (calculated in accordance with clause [2.2]) nearest to but...

Expand Copy

Under our interface, we offer clause-by-clause suggestion in multiple jurisdictions for you to convert the governing law from one to another.

You could also download your document with all recommended clauses by clicking 'Download all'. Alternatively, select the clauses you wish to download in the clause recommendation pane.

Examples of Legal Workflow

Showcase for Corporate

LexisNexis® recommends this legal journey for corporate lawyers.

01

AI Legal Issues Analysis

Insert the legal requirements and general scenario of your clients in Lexis® Analytics Hong Kong to help you identify the legal issues involved in the deal and uncover any hidden legal issues for your consideration. You could also check our recommended cases for your reference.

02

Legal Research

Check Lexis+® Hong Kong Legal Research to understand the relevant laws and practices related to the deal

E.g.

- Annotated Ordinances of Hong Kong on Companies Ordinance (Cap 622), including its historical versions dated from 2014 – 2021
- Hong Kong Company Law: Legislation and Commentary by ELG Tyler and Stefan Lo
- Hong Kong Corporate Law by partner of Deacons
- Hong Kong Encyclopaedia of Forms and Precedents

03

Legal Templates

Look up contract templates from Lexis+® Hong Kong Practical Guidance for transactional document templates, such as share purchase agreement etc. You could tap into the expert insights from other learned partners by checking out the drafting notes next to individual clauses in our templates. If you are not familiar with the transactions, you could also check out the relevant practice notes and checklists and flowcharts on the deal to prevent any professional negligence.

04

AI Legal Review

After you are done drafting your contract, you could upload it to Lexis® Clause Intelligence Hong Kong for a final review to check if there are any clauses you could include, edit or remove from your draft to make an impeccable agreement for your client.

Journey to Lexis+[®] Hong Kong

Like any journey from one place to another, it should start by where you are coming from, what you are bringing with you and where you are heading to. The diagram would assist you on your journey to Lexis+[®] Hong Kong.

Getting Started

- Understand the scope of content you need
- Understand the user behavior
- Tailor-made Subscription Plan
- Sign the contract

Training

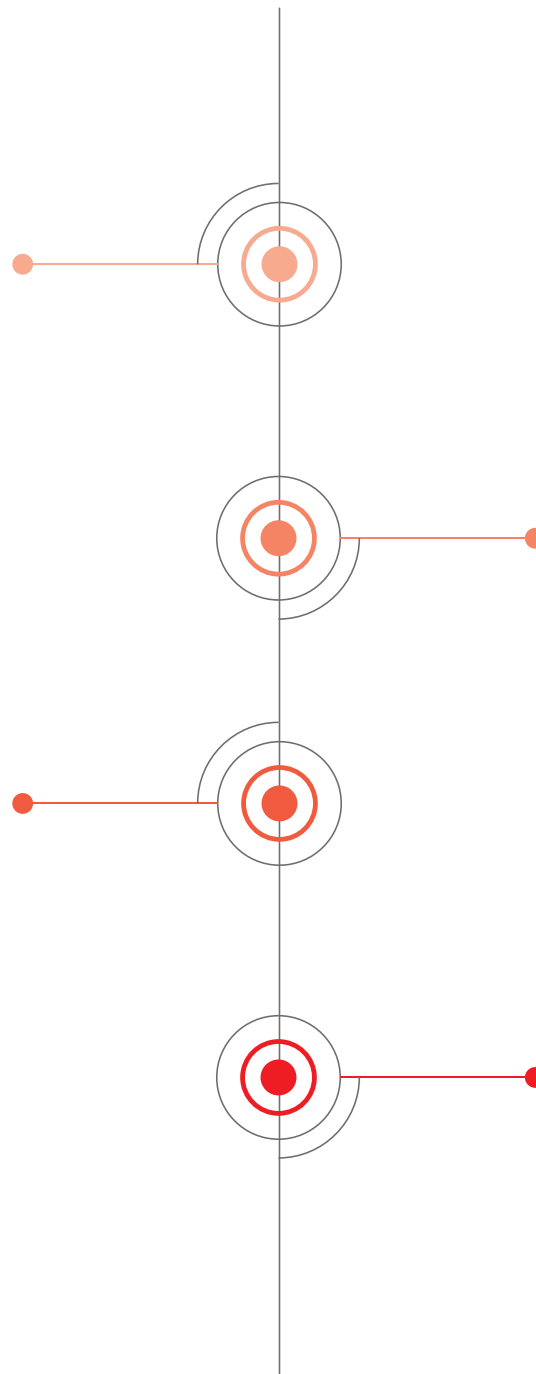
- On-site Training (Group/One-to-One)
- Training Videos
- Online Tutorial (Webinar)

Access

- Receive Lexis+[®] Hong Kong Welcome Email & Login Credentials
- Receive Lexis+[®] Hong Kong Master Guides

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We continue to invest in the Lexis+[®] Hong Kong research and drafting solution, marrying legal information with innovative technology to help you make fast, smart decisions and provide sound counsel.

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