

CAPABILITY STATEMENT

Commercial Division

INTEGRITY
EXCELLENCE
COURAGE

McCabes

McCabes Lawyers



McCabes is an ambitious and growing Australian law firm with industry leading mid-market capabilities. We have a national footprint with a boutique culture; we are big enough to service your legal needs, without losing our personalised touch. We form genuine partnerships with our clients.

Our clients operate across every industry. They include government departments, ASX-listed companies, multi-national corporations in the public and private sectors, insurers, SMEs, family-owned enterprises and entrepreneurs. McCabes has existing relationships with law firms around the globe. We frequently partner with those firms should the legal needs of our clients expand beyond Australia.



Why do clients choose McCabes?



Accessible
and easy to
work with



Provide clear,
straight-
forward advice



Pragmatic
and
commercial



Reliable and
responsive
service

About McCabes

At McCabes, our Commercial Division stands as the cornerstone of our legal domains, consisting of seven practice areas, each specialising in a wide range of legal subjects. These specialised practice areas are fortified by an assembly of dedicated, client-centric, and experienced legal professionals.

Our Commercial Division acts as the dynamic core of McCabes, providing comprehensive legal solutions across a spectrum of industries and sectors. These seven practice areas have been meticulously developed to address the multifaceted needs of our clients.

Below you will find an overview of the practice groups within the Commercial Division here at McCabes. Following this will be a comprehensive summary of each practice group's offering, recent matters and team expertise. If you require any further information on any of our practice group, we encourage you to reach out to the relevant contacts shown for that group.



Litigation & Dispute Resolution

McCabes' Litigation & Dispute Resolution Group combines in-depth commercial knowledge with technical excellence to deliver outstanding legal services for clients.

A focus on quality aligned with a pragmatic approach has seen the group develop into one of Australia's leading commercial litigation practices.

The group distinguishes itself from other legal advisors by working with clients to develop and execute strategies that are tailored to their current and future needs. In addition to litigation, the group has significant experience in mediation and arbitration, and it regularly advises businesses on regulatory changes and litigation risk management.

Our principals are hands on and work closely with clients throughout the process. We have deep experience working with Chinese clients locally and abroad with dedicated members of the team speaking Mandarin and Cantonese. This allows clients to gain legal advice from our most senior and most experienced practitioners in their native language.

The group's knowledge and experience span a wide range of jurisdictions and industries including government, manufacturing, energy, retail, property, insurance, finance and agriculture.

Recent Matters

- Acting for Shanghai-based investors in relation to investigations into alleged fraudulent conduct and misrepresentation by the fund manager, the director, and the shadow director of the trustee company. The matter involves issues concerning breaches of fiduciary duties, regulatory obligations, and deceptive conduct that may have misled investors. Successfully obtained judgment in our clients' favour in excess AUD 10 million plus compound interest: *Chu v Lin*, in the matter of Gold Stone Capital Pty Ltd [2024] FCA 766.
- Successfully obtained freezing orders against judgment debtors, including in circumstances where the defendant transferred ownership of his sole real property asset to his wife after judgment was delivered: *Chu v Lin (No 5)* [2024] FCA 1034.
- Successfully set aside Registrar's decisions granting extensions of time to comply with bankruptcy notices, with priority costs orders made in favour of our client to be paid from the bankrupt estate: *Darmali v Chu* [2025] FedCFamC2G 1081.
- Acting for a client in proceedings involving the diversion of business opportunities by his business partners to competing entities under their control. The case involves allegations that the fiduciaries knowingly misused their positions to advance their own interests, including by diverting projects, misappropriating trust funds, and failing to disclose conflicts of interest, conduct alleged to be dishonest and in breach of duties under the Corporations Act and equitable principles: *Firmtech Aluminium Pty Ltd v Xie; Zhang v Xu; Xie v Auschn Conveyancing & Associates Pty Ltd* [2024] NSWSC 1293.
- Acting for one of the largest Chinese solar energy equipment suppliers in various matters, including debt recovery, enforcement of payment obligations for the supply of solar panels, and disputes regarding set-off liabilities arising from allegedly defective products.
- Acting for judgment creditors in conducting enforcement actions including writs of levy, garnishee orders, and commencing bankruptcy proceedings.

Expertise

- Litigation
- Dispute Resolution
- Contract Disputes
- Insolvency and Asset Recovery
- Intellectual Property
- Directors' Duties
- Corporations Act disputes
- Misleading and deceptive misrepresentation claims
- Competition and Consumer Act disputes
- Partnership disputes
- Property disputes
- Regulatory and compliance disputes.



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Corporate

McCabes' Corporate Group brings a sophisticated, commercial mindset to the legal aspects of corporate transactions, with a wealth of experience across a range of sectors, including manufacturing, retail, hospitality, insurance, financial services, technology, health, energy and resources, agriculture, real estate, transport and aviation, construction, education, and government.

The group supports clients to address the increasingly complex corporate and regulatory environment in Australia, and provides legal advice on corporate governance, regulatory and compliance advice and approvals, and general Corporations Act and ASX Listing Rules advice.

At McCabes, we know that great legal advice isn't just about being technically sound - it's about being smart with time and resources.

That's why our Corporate Group focuses on delivering innovative, efficient, and cost-effective legal advice that makes sense for business.

We have a pragmatic, commercial approach. Whether it's streamlining deal execution or tailoring advice to fit commercial goals, we're always looking for ways to add value without adding complexity.

Recent Matters *

- Capital raising initiatives by WiSE Medical Solutions
- Intellectual property advice to Hello Molly
- ASX Listing Rule and corporate governance advice to Camplify
- Business sale of Pinstripe Media to Private Media
- Competitive sale process of Computer Room Solutions
- ASX-listed Lion Energy's green hydrogen joint venture with Mitsubishi and Samsung
- Dye & Durham's acquisition of shares in NebuLAW
- Sale by shareholders of Quorum Systems to Evergreen
- The Yard Gym on strategic investment by Rob Deutsch and associated corporate governance arrangements
- Formation of Rethink Group's mortgage broking joint venture
- Acquisition of PaulCamper by Camplify for cash and scrip consideration and associated capital raising by Camplify
- Sale of VisionFlex by Adcock Private Equity (and others) to ASX-listed 1st Group for scrip consideration
- Dowra Education's sale of Macleay College to The Fashion Institute
- IPO and ASX listing of Gold 50
- Sale of Gradability (Performance Education) to Seek
- IPO and ASX listing of Cadence Opportunities Fund listed investment company

***Some of the above matters were completed by the relevant principal at a different firm.**

Expertise

- Mergers and acquisitions, disposals, and demergers (public and private)
- Commercial contracts and arrangements
- Capital raising for both ASX listed and private entities, including IPOs, rights issues, and secondary raisings on ASX
- Australian regulatory approvals, including ASX, ASIC and foreign investment
- Corporations Act and ASX Listing Rules compliance issues, including continuous disclosure, corporate governance and directors' duties
- Joint ventures, shareholder arrangements, partnerships, management and operational structures
- Capital management initiatives, including share-buybacks and capital returns
- Debt capital market and ASX/ASIC regulatory compliance
- Corporate restructures
- Employee incentive plans for public and private entities



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Employment, Workplace Relations & Safety

McCabes Employment, Workplace Relations and Safety Group assist employers by helping them navigate the heavily regulated and ever-changing area of employment law.

The group guides clients through times of growth and change with precise and timely commercial advice on contentious and non-contentious matters that span the life cycle of the employment relationship. Its aim is to help clients forge ahead despite the external pressures of the dynamic employment environment.

The group has experience across most industries, including government, insurance, security, clubs, hospitality, retail, health, manufacturing, clerical, transport and logistics, real estate, building and construction, schools and higher education.

As well as the provision of solutions-focused advice, the group educates employers through its board advisory and compliance/regulatory training, newsletters, and seminar series, and provides face-to-face and virtual training to clients on a variety of employment, industrial and safety law topics.

Recent Matters*

- Providing employment advice to Australian businesses throughout COVID-19, including issues with working from home, vaccinations, work health safety issues, JobKeeper and other programs.
- Acting for the University of Technology, Sydney in a range of unfair dismissal, general protections, discrimination and other actions.
- Acting for Australian-based subsidiary of a Chinese construction and engineering company with employee termination.
- Acting for a large Australian supermarket chain in claims for reinstatement of injured workers, including before the Full Bench in *Hickey v Coles Group Supply Chain*.
- Acting for the security industry in Full Bench proceedings regarding rostering practices and in relation to whether a low paid authorisation should issue

***Some of the above matters were completed by the relevant principal at a different firm.**

Expertise

- Employment agreements from factory floor to C-suite
- Contractor agreements
- Workplace policies
- Boardroom disputes and severance claims
- Employee benefits and executive compensation, including incentive plans
- Statutory compliance
- Workforce planning, management and disputes
- Termination of employment
- Workplace investigations, including in respect of bullying, discrimination, harassment, employee misconduct and employee complaints
- Management of injured workers
- Business protection through mechanisms such as post employment restraints
- Defence of all employee claims, including unfair dismissal, general protections, discrimination and breach of contract



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Property

McCabes' Property Group has experience offering a comprehensive range of legal property services across the public and private sectors and in a broad range of industries. Our experienced team enables us to deliver practical, cost-effective, timely solutions for our clients.

Australia has a dynamic property and leasing environment where legislative requirements and industry practices are evolving. Our group has advised on routine and complex commercial and retail leasing across all Australian jurisdictions, including for international clients.

Our group is committed to investing in innovation and technology to be able to provide a better transactional experience. We work closely with our clients to determine the best approach for each property transaction. We do this by actively engaging with our clients to anticipate project costs, identify risks and implement strategies to prevent issues from escalating and disrupting the progress of a transaction.

Our group are highly skilled negotiators with significant expertise in major residential and commercial property developments, including advising on structuring, funding, site acquisition/ due diligence, sub-division and preparation of off-the-plan contracts for sale, and divestment of strategic sites to developers in an effective manner for our clients.

Recent Matters

- Acting for a property developer in respect of its proposed site acquisition, including advising on the proposed terms of offer and structure of the proposed transaction documents.
- Acting on behalf of State Government Building Commissioner in property related matters.
- Acting for a property developer in respect of acquisition of a development site, including due diligence enquiries and preparing call option deeds that allowed the client to lodge any application for development approval.
- Acting for a vendor selling by tender 5 non-contiguous floors in a strata-titled Sydney city office building, including preparing tender documentation enabling sale of all lots in one line, sale of lots individually, or sale of a combination of lots, as well as complex disclosures relating to fire safety orders and unauthorised use of common property.
- Acting for a landowner on the sale of a strategically significant site to an ASX-listed developer, including advising on proposed terms of offer and structure of transaction documents with substantial re-drafts to better protect vendor-client, including advice on sensitive tenancy matters affected by sale.

Expertise

- Acquisitions and sales, including due diligence and report preparation
- Building and construction contracts
- Company title
- Compulsory acquisition
- Conveyancing
- Crown land leasing
- Leasing and licensing
- Strata and community title advisory, by-law preparation, and disputes
- Property management and development
- Property trusts and joint venture structures
- State taxes, GST and capital gains tax advice
- Syndicated property investments
- Telecommunications leasing, licensing, and associated



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Private Clients

The Private Clients Group specialise in estate and succession planning, asset protection structuring and business succession planning for high net wealth individuals, family businesses and large corporate entities.

Led by senior practitioners with in-depth commercial knowledge and strong technical expertise in all areas of estate and trust law, our focus on quality, confidentiality, and attention to detail has allowed the group to develop a reputation for excellence and discretion.

All our lawyers work hard to understand the specific needs and requirements of our private clients. Working closely with our clients' other professional advisers (including accountants and financial planners), we provide strategic, timely and bespoke advice across an extraordinarily broad range of practice areas to ensure that our clients' personal wealth is protected and preserved for future generations.

Our expertise is on providing certainty for our clients and pragmatic legal advice, with a focus on:

- Estate planning to achieve asset protection and tax efficiency
- Asset protection to reduce risk exposures
- Business succession planning
- Estate administrations and estate disputes
- Trusts advice – including discretionary, unit, hybrid or special trusts

Recent Matters

- Preparation and drafting of testamentary trusts and capital protected trusts linked with detailed memoranda of wishes and reasons (in anticipation of claims for provision under the Succession Act).
- Preparation and drafting of discretionary trusts, unit trusts and hybrid trusts with unit holder agreements (and linked shareholders agreements for corporate trustees).
- Refinancing, restructuring advice, including succession planning and corporate structure advice to clients.
- Acting on behalf of a beneficiary of a multi-million-dollar trust/estate in highly contested proceedings commenced by the trustee pursuant to s63 of the Trustee Act 1925 (NSW).
- Administration of large estates, including an estate recently administered to probate with assets in excess of \$70 million including hotel-related assets.

Expertise

- Wills, including testamentary trusts
- Enduring Powers of Attorney and Appointments of Enduring Guardian
- Superannuation and Life Insurance
- Memoranda of Wishes and Reasons
- Asset Protection and Business Succession Planning
- Binding Financial Agreements
- Loan Agreements and Mortgage documents
- Business succession and buy/sell arrangements
- Ancillary funds and charities
- Deeds of Family Arrangement
- Probate and Letters of Administration, including resealing of grants and complex applications
- Rights and duties of executors and trustees



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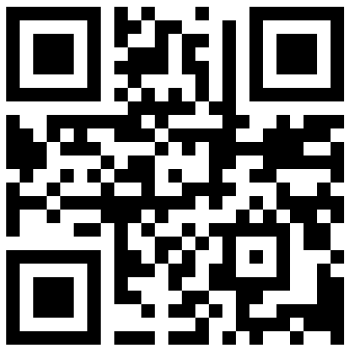
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