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Edward Davies KC

Call: 1998 **Silk:** 2017

Chambers & Partners 2026, Chancery Silk of the Year

Edward is an experienced commercial litigator, with a strong grounding in company law and corporate insolvency. He has acted in some of the most significant recent actions in these areas, including the proceedings brought by Hewlett-Packard against Michael Lynch concerning the acquisition of Autonomy plc, the unlawful dividend claim brought by BAT against Sequana S.A., and the dispute in respect of the affairs of Coroin Ltd, the owner of Claridge's. Edward has particular expertise in relation to shareholder disputes, including the conduct of unfair prejudice petitions and derivative claims.

Edward also regularly advises in relation to non-contentious and transactional matters, including schemes of arrangement, reductions of capital, transfers under Part VII of FSMA 2000 and company meetings. Edward appeared on the contested scheme in respect of Dee Valley plc.

Edward frequently acts or advises in overseas matters, including in the Dubai International Financial Centre, the British Virgin Islands and Jersey, and he is called to the Bar of the Eastern Caribbean Supreme Court.

Litigation

- Shareholder disputes
- Joint venture disputes
- Commercial disputes
- Fraud and asset recovery
- Professional negligence
- Fiduciary obligations
- Warranty claims
- Interim remedies

Significant cases include:

Golden Meditech Stem Cells (BVI) Company Ltd v Blue Ocean Creation Investment Hong Kong Ltd BVIHCMAP 2023/0022
Succeeded in obtaining conditional leave to appeal to the Privy Council on a novel point arising under the test in Ladd v Marshall concerning the circumstances in which new evidence may be admitted for the purpose of an appeal.

Lundsten v Affinitas Topco Ltd [2025] EWHC 3423 (Ch)
Acted for the successful claimant shareholder in obtaining a declaration as to the meaning and effect of the company's articles of association regarding the requirement the chairman of the company also be a director of the company.

Yodel Delivery Network Ltd v Corlett [2025] EWHC 1435 (Ch)
Acted for the Applicants seeking interim injunctions to restrain the delivery company, Yodel, from entering into transactions outside the ordinary course of business pending the determination of a claim concerning the control of the company arising from disputed share warrants.

Saxon Woods Investments Limited v Francesco Costa

[2025] EWCA Civ 708
Acted for the successful Appellant in obtaining an unconditional order for a buy-out of shares on grounds of unfair prejudice and establishing that objectively dishonest conduct will be a breach of the duty under section 172 of the Companies Act 2006 regardless of the subjective mindset of the director.

[2024] EWHC 387 (Ch)
Acted for the successful Petitioner on the trial of an unfair prejudice petition concerning the breach of an obligation under a shareholders' agreement to work in good faith towards a sale of the company.

Hipgnosis Music Ltd v Mercuriadis
[2024] EWHC 3127 (Ch)
Acting for the claimant company in liquidation in an action for diversion of a corporate opportunity and dishonest assistance, dealing with contested items on the Disclosure review Document and the costs of an application for security for costs.

[2024] EWHC 3090 (Ch)
Acting for the claimant company in liquidation on an application for a split trial.

Jardine Strategic Holdings Ltd [2024] SC (Bda) 63 Civ
Acted for subsidiary group companies in the Jardine Matheson group in the context of proceedings for the appraisal of the fair value of shareholdings in Jardine Strategic Holdings Ltd, seeking the dismissal of subpoenas.

Peter Waddell Holdco Ltd v Bluebell Cars Holdco Ltd

[2024] EWHC 3040 (Ch); [2025] EWHC 36 (Ch)
Acted for the company in successfully resisting an application that it be prevented from taking an acting part in defending unfair prejudice proceedings and defeating an application for a stay of related proceedings, and in subsequently obtaining an award of indemnity costs.

[2024] EWHC 1627 (Ch)
Acted for the Defendant company in successfully defeating application by founder shareholder seeking his reinstatement as a director following his removal on grounds of misconduct.

Re HLHP Oriental Food Ltd [2024] EWHC 497 (Ch)
Succeeded on behalf of the Respondents to an unfair prejudice petition in challenging the Petitioners' ability to proceed with the trial on the grounds that they lacked standing, since they were neither entered in the register of members nor the recipients of validly executed instruments of transfer in respect of their alleged shareholdings.

Re Northstar Financial Services (Bermuda) Ltd and Omnia Ltd [2023] SC (Bda) 57 Civ
Proceedings in Bermuda concerning two insolvent insurance companies and the operation of the segregated

accounts regime. Acted for the class of policyholders holding investments with variable returns, and succeeded in obtaining directions to the effect that their underlying investments were segregated for their benefit.

ClientEarth v Shell Plc

[2023] EWHC 2182 (Ch)
Acted for Shell on its application for the costs of successfully opposing ClientEarth's derivative claim. In a departure from the normal rule that the company will not be entitled to costs at the prima facie stage, the Court ordered ClientEarth to pay Shell's costs.

[2023] EWHC 1897 (Ch)
Dismissal of ClientEarth's application for permission to continue a derivative claim on behalf of Shell plc against its directors: [2023] EWHC 1897 (Ch). The judgment followed a hearing requested by ClientEarth under CPR 19.15(10) to reconsider the earlier decision to dismiss its application on the papers: [2023] EWHC 1137 (Ch).

[2023] EWHC 1137 (Ch)
Acted for Shell in resisting ClientEarth's application for permission to continue a derivative claim against the directors on grounds of alleged breaches of their duties. in relation to the management of climate-related risk. The application was dismissed on the papers at the prima facie stage.

Birkenfeld v Denton [2022] EWHC 436 (Ch)
Acted for the Petitioner on the trial of an unfair prejudice petition concerning allegations of conflict of interest and breaches of duty by the directors.

Nam Tai Property Inc v Greater Sail Ltd
BVIHCMAP 2022/0009
Appeared for the respondent in the Court of Appeal of the Eastern Caribbean and succeeded in establishing that the appeal against an ex parte injunction was an abuse of process.

BVIHC (COM) 2022/0016
Acted for the Claimant on a successful application to commit the defendant company and its directors for contempt of court, by reason of their failure to comply with a mandatory interim injunctions.

BVIHC (COM) 2022/0016
Acted for the respondent in obtaining the summary dismissal of an application to stay its proceedings on forum non conveniens grounds.

Re Summer Fame Ltd (in liquidation) BVIHC (COM) 2020/0055 and 0056
Acted for a substantial creditor on applications seeking the termination of the liquidations of two BVI companies so as to enable a debt for equity restructuring to proceed, and opposing an application under section 186(5) of the BVI Insolvency Act 2003 for the sanction by the court of a sale of the companies' shareholdings in Luckin Coffee Inc.

Chen Zhuangrong v Nam Tai Property Inc BVIHC (COM) 2021/0210
An urgent ex parte application to strike out a claim seeking to invalidate resolutions removing company directors from office. Succeeded in obtaining the strike out on behalf of the defendant company.

IsZo Capital LP v Nam Tai Property Inc
BVIHC (COM) 2020/0165

Acted for the Claimant in successfully reversing a $170m allotment of shares in a NYSE-listed company. Following the purported allotment, the Claimant obtained ex parte injunctions to restrain the exploitation of the shares in question. Then, following an expedited trial held by video-link, it was held that the directors had allotted the shares for the improper purpose of seeking to confer voting control upon Kaisa Group Holdings Ltd, and thereby to ensure that resolutions proposed by the Claimant for the removal of the majority directors would be defeated. Accordingly, the allotment was void.

BVIHCMAP 2021/0010
Appeared before the Eastern Caribbean Court of Appeal on the defence of the appeal against the decision to set aside the allotment of shares. Subsequently, acted for the company in opposing applications to stay a company meeting and/or revise the record date in respect of members' entitlement to vote at such meeting. Both applications were defeated.

Burnell v Trans-Tag Ltd [2021] EWHC 1457 (Ch)
Acted for the claimant pursuing a claim to recover a loan from a company in the business of marketing technology designed to track and monitor transported items. The company brought a counterclaim seeking damages, assessed by their expert to be in a sum in excess of £10 million, on the grounds that the claimant had allegedly diverted the business of the company for his own benefit and breached his duty of confidence.

Secretary of State for Business Energy and Industrial Strategy v Celtic Consultancy & Enterprises Ltd [2021] EWHC 1240 (Ch)
Public interest winding up petitions brought by the Secretary of State against companies which had received substantial commissions as a result of introductions of clients to an independent financial adviser. The clients were holders of pensions under the defined benefits British Steel Pension Scheme and as a result of advice many of them transferred their pension funds into SIPPs. Acted for the respondent companies and succeeded in defeating the petitions, which were based on alleged lack of transparency and lack of commercial probity.

Abaidildinov v Amin [2020] EWHC 2192 (Ch)
Acted for the claimant in a dispute over the control of a mining company with interests in Kazakhstan. Succeeded in obtaining summary judgment confirming the defendant's removal as a director, as well as delivery up of mineral samples.

Chalcot Training Ltd v (1) Ralph, (2) HMRC [2020] EWHC 1054 (Ch)
Trial of a claim challenging the lawfulness of a tax scheme on the grounds that the payments made under the scheme were disguised distributions and/or unlawful commissions or discount in connection with the issue of shares. Consideration was also given to the doctrine of common mistake.

Zheng Youngxiong v Gate Ventures Plc
[2020] EWHC 709 (Ch)
An administration order was granted over a media investment company. Appeared for a shareholder intervening to support the administration application, on the grounds that the company was balance sheet insolvent and might be rescued, that the conduct of the directors, including Lord Grade and the Duchess of York, needed to be investigated.

[2020] EWHC 645 (Ch)
Permission was granted to amend grounds of appeal where there was a real prospect of showing that if fresh evidence had been available to the first instance judge it would have had an important impact on his assessment of the cogency of the parties' evidence.

Brown v Bray [2019] EWHC 2304 (Ch)
Two week trial of an unfair prejudice petition involving an alleged quasi-partnership and concerning complaints of exclusion, breach of director's duties and failure to act in good faith.

Routledge v Skerritt [2019] EWHC 573 (Ch)
Acted for the Petitioner in successfully establishing that the directors and majority shareholders of the company had acted in breach of duty and unfairly by failing to pay dividends in accordance with the Petitioner's rights.

Findmyclaims.com Ltd v Howe [2018] EWHC 1833 (Ch)
Succeeded in obtaining an interim injunction on behalf of a company to restrain certain individuals who had hijacked a company meeting from purporting to act as directors.

Cullen Investments Ltd v Brown
[2017] EWHC 2793 (Ch)
Application under section 1157 of the Companies Act 2006 for relief from liability for breach of duty arising from a director's failure to obtain authorisation for a conflict of interests.

[2017] EWHC 1586 (Ch)
Two week trial of claims against directors for breach of a shareholders' agreement, breaches of director's duties and conspiracy by unlawful means

[2015] EWHC 473 (Ch)
Application for permission to continue a derivative action, seeking relief against directors for alleged diversion of corporate opportunities.

BHSC Global LLC & Anor v Griffith & Anor [2017]
Acted for the respondent to an application for freezing and proprietary injunctions. The underlying claim was for the rescission of a share purchase agreement that was alleged to have been brought about as a result of fraudulent misrepresentations and unlawful means conspiracy.

William Brannigan v (1) Spencer Style (2) David Pears (3) Mark Pears (4) Trevor Pears (5) Portobello Estates Ltd [2016] EWHC 512 (Ch)
Successfully opposed a minority shareholder's application to continue a derivative claim on behalf of the company against four of its directors.

BTI 2014 LLC v Sequana SA [2016] EWHC 1686 (Ch)
Edward Davies led by Joe Smouha QC and Andrew Thompson QC (of Erskine Chambers) acting for British American Tobacco on a claim seeking recovery of US$800 million in respect of unlawful dividends and/or damages for breach of duty against the directors.

Hewlett Packard and Autonomy v Lynch [2015]
Ongoing proceedings arising from the takeover of Autonomy by HP. Claims for breach of fiduciary duty, misrepresentation and under s90A FSMA 2000.

Inderjit Singh Bhullar v (1) Jatinderjit Singh Bhullar (2) Bhullar Developments Ltd (3) Bhullar Bros Ltd [2015] EWHC 1943 (Ch)
Successful application for permission to continue with double derivative claims.

Granada Group Ltd v The Law Debenture Trust [2015] EWHC 1499 (Ch)
Acted for ITV in seeking to challenge the validity of security granted in respect of senior executives' pension arrangements. Led by Michael Furness QC.

Re Guidezone (2015)
Unfair prejudice dispute between family members relating to ownership of London hotel.

Jordan v Al Dobowi (2014)
Enforcement of judgment; recognition by English High Court of US judgment.

Re Bumi Plc (2013)
Acted for Nat Rothschild in high-profile shareholder dispute.

Hollis v Marylebone Cricket Club [2013] EWHC 3547 (QB)
Successfully defeated an application for an injunction to restrain the holding of a general meeting. The purpose of the general meeting was to vote on the redevelopment of Lords cricket ground.

Re Coroin Ltd
[2012] EWHC 504 (Ch)
Application for third party disclosure under CPR 31.17

[2012] EWHC 505 (Ch)
Application for further information under CPR 18 and for specific disclosure under CPR 31.12

[2012] EWHC 521 (Ch); [2012] EWHC 1156 (Ch); [2012] EWHC 1157 (Ch)
Applications for permission to amend.

[2012] EWHC 748 (Ch); [2012] EWHC 1158 (Ch)
Applications for lifting of confidentiality regime imposed in relation to financial information.

[2012] EWHC 866 (Ch)
Application for disclosure of personal emails

[2012] EWHC 2343 (Ch)
Trial of an unfair prejudice petition and conspiracy claim brought by Patrick McKillen against the Barclay brothers and certain associates concerning the steps taken by the Barclay brothers to take control of Coroin Ltd, the indirect owner of Claridge's, The Connaught and The Berkeley. Acted for the directors of Coroin Ltd appointed by the Barclay interests. Led by Joe Smouha Q.C.

Simon Hitchins and Anor v Hitchins (Hatfield) Ltd: ChD (Companies Court) Registrar Jones 25/5/2012
Succeeded in defeating an application brought by the executors of a deceased member to rectify the company's register of members. The Court was satisfied that rectification should not be ordered in circumstances where the other shareholder's pre-emption rights had neither been satisfied nor waived.

Rheinallt Williams v Robin Williams & Ors: ChD (Companies Court)(Judge Jarman QC) 27/9/2011
Succeeded in establishing unfair prejudice at the trial of a petition concerning diversion of corporate opportunities and payment of excessive remuneration.

Edward Davies KC

Thomas v Jakes: [2011] EWHC 2619 (Ch)
Succeeded in defeating application to commit a company director for contempt of court on grounds of failure to deliver up shares.

Palensia Investments Limited v Fleurette Properties Limited: Claim No. HC11C01013
Acted for the claimant on a claim seeking recovery of a debt in excess of US$104 million. The proceedings were successfully concluded by a settlement.

Michael Wilson & Partners Limited v Emmott: [2011] EWHC 1441 (Comm)
Acted for the applicant in the Commercial Court challenging an arbitration award under ss 68 and 69 of the Arbitration Act 1996 involving allegations of diversion of corporate opportunities and secret commissions against a partner of a law firm.

Shepherd v Williamson: [2010] EWHC 2375 (Ch)
Trial of an unfair prejudice petition concerning alleged exclusion from management and seeking a buy-out of shares on the basis of a back-dated valuation

Robin Stainer v Lee & Ors: [2010] EWHC 1539 (Ch)
Obtained permission to continue a derivative claim under s261 of the Companies Act 2006 on the basis of alleged breaches of directors' duties

Croly v Good & Ors: [2010] EWHC 1 (Ch)
Trial of an unfair prejudice petition in respect of a company in administration, obtained a back-dated buy-out order on the grounds of the petitioner's exclusion.

Arbitration

Experienced in advising and acting in arbitrations, including under the auspices of the LCIA and the HKIAC and ad hoc. Recent work includes acting for a NYSE-listed company in an arbitration in a dispute over the proceeds of an invalid $170m placement of shares, and representing an oil company in a dispute concerning a joint venture in respect of aviation fuel supplies.

(2023) Acted for a NYSE-listed company in an arbitration under HKIAC Rules concerning a dispute over the proceeds of an invalid $170m placement of shares.

(2018) Acting in an UNCITRAL arbitration in relation to a joint venture dispute between two oil companies.

Also acted for the appellant law firm on an application to appeal an award on the grounds of serious irregularity and error of law under s.68/69 Arbitration Act 1996: Michael Wilson & Partners v. Emmott [2011] EWHC 1441 (Comm); [2011] Arb. LR 5.

Corporate

- Capital reorganisations
- M&A
- Takeovers
- Schemes of arrangement
- Reductions of capital
- Corporate governance
- Shareholders' rights
- Meetings and resolutions
- Part VII FSMA transfers
- Directors' disqualification

Edward Davies KC

Advice and litigation in relation to all aspects of company law, including disputes between shareholders and minority shareholders' remedies, directors' duties, company meetings and resolutions, memoranda and articles of association and disqualification of directors.

Transactional work, including schemes of arrangement, reductions of capital and associated court applications.

Significant corporate transactions include:

Edward advised in relation to the acquisition of SAB Miller by AB Inbev and conducted the court proceedings for the takeovers of Windsor plc, Neutrahealth plc and BPP Holdings plc

Restructurings of Heywood Williams Group plc, Waltech plc, Rocco Forte Luxury Hotels Ltd and New World Resources plc.

Edward regularly carries out advisory work for the Welsh Rugby Union.

Significant corporate cases include:

Lundsten v Affinitas Topco Ltd [2025] EWHC 3423 (Ch)
Acted for the successful claimant shareholder in obtaining a declaration as to the meaning and effect of the company's articles of association regarding the requirement the chairman of the company also be a director of the company.

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Hipgnosis Music Ltd v Mercuriadis

[2024] EWHC 3127 (Ch)
Acting for the claimant company in liquidation in an action for diversion of a corporate opportunity and dishonest assistance, dealing with contested items on the Disclosure review Document and the costs of an application for security for costs.

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Dismissal of ClientEarth's application for permission to continue a derivative claim on behalf of Shell plc against its directors: [2023] EWHC 1897 (Ch). The judgment followed a hearing requested by ClientEarth under CPR 19.15(10) to reconsider the earlier decision to dismiss its application on the papers: [2023] EWHC 1137 (Ch).

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Acted for the Claimant in successfully reversing a $170m allotment of shares in a NYSE-listed company. Following the purported allotment, the Claimant obtained ex parte injunctions to restrain the exploitation of the

shares in question. Then, following an expedited trial held by video-link, it was held that the directors had allotted the shares for the improper purpose of seeking to confer voting control upon Kaisa Group Holdings Ltd, and thereby to ensure that resolutions proposed by the Claimant for the removal of the majority directors would be defeated. Accordingly, the allotment was void.

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Acted for the claimant pursuing a claim to recover a loan from a company in the business of marketing technology designed to track and monitor transported items. The company brought a counterclaim seeking damages, assessed by their expert to be in a sum in excess of £10 million, on the grounds that the claimant had allegedly diverted the business of the company for his own benefit and breached his duty of confidence.

Secretary of State for Business Energy and Industrial Strategy v Celtic Consultancy & Enterprises Ltd [2021] EWHC 1240 (Ch)
Public interest winding up petitions brought by the Secretary of State against companies which had received substantial commissions as a result of introductions of clients to an independent financial adviser. The clients were holders of pensions under the defined benefits British Steel Pension Scheme and as a result of advice many of them transferred their pension funds into SIPPs. Acted for the respondent companies and succeeded in defeating the petitions, which were based on alleged lack of transparency and lack of commercial probity.

Abaidildinov v Amin [2020] EWHC 2192 (Ch)
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Chalcot Training Ltd v (1) Ralph, (2) HMRC [2020] EWHC 1054 (Ch)
Trial of a claim challenging the lawfulness of a tax scheme on the grounds that the payments made under the scheme were disguised distributions and/or unlawful commissions or discount in connection with the issue of shares. Consideration was also given to the doctrine of common mistake

Zheng Youngxiong v Gate Ventures Plc
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An administration order was granted over a media investment company. Appeared for a shareholder intervening to support the administration application, on the grounds that the company was balance sheet insolvent and might be rescued, that the conduct of the directors, including Lord Grade and the Duchess of York, needed to be investigated.

[2020] EWHC 645 (Ch)
Permission was granted to amend grounds of appeal where there was a real prospect of showing that if fresh evidence had been available to the first instance judge it would have had an important impact on his assessment of the cogency of the parties' evidence.

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Routledge v Skerritt [2019] EWHC 573 (Ch)
Acted for the Petitioner in successfully establishing that the directors and majority shareholders of the company had acted in breach of duty and unfairly by failing to pay dividends in accordance with the Petitioner's rights.

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Succeeded in obtaining an interim injunction on behalf of a company to restrain certain individuals who had hijacked a company meeting from purporting to act as directors.

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[2017] EWHC 2793 (Ch)
Application under section 1157 of the Companies Act 2006 for relief from liability for breach of duty arising from a director's failure to obtain authorisation for a conflict of interests

[2017] EWHC 1586 (Ch)
Two week trial of claims against directors for breach of a shareholders' agreement, breaches of director's duties and conspiracy by unlawful means

[2015] EWHC 473 (Ch)
Application for permission to continue a derivative action, seeking relief against directors for alleged diversion of corporate opportunities

Re Dee Valley Group plc [2017] EWHC 184 (Ch)
Edward acted on a contested scheme of arrangement. The case raised questions of general importance regarding the requirements for members' approval of schemes; specifically, the legitimacy of 'share-splitting' in order to prevent the majority in number test being satisfied. Consideration was also given to how these situations should be managed by the court in the future.

BTI 2014 LLC v Sequana SA [2016] EWHC 1686 (Ch)
Edward Davies led by Joe Smouha QC and Andrew Thompson QC (of Erskine Chambers) acting for British American Tobacco on a claim seeking recovery of US$800 million in respect of unlawful dividends and/or damages for breach of duty against the directors.

Hewlett Packard and Autonomy v Lynch [2015]
Ongoing proceedings arising from the takeover of Autonomy by HP. Claims for breach of fiduciary duty misrepresentation and under s90A FSMA 2000.

Inderjit Singh Bhullar v (1) Jatinderjit Singh Bhullar (2) Bhullar Developments Ltd (3) Bhullar Bros Ltd [2015] EWHC 1943 (Ch)
Successful application for permission to continue with double derivative claims.

Granada Group Ltd v The Law Debenture Trust [2015] EWHC 1499 (Ch)
Acted for ITV in seeking to challenge the validity of security granted in respect of senior executives' pension arrangements. Led by Michael Furness QC.

Re Guidezone (2015)
Unfair prejudice dispute between family members relating to ownership of London hotel.

Re Bumi Plc (2013)
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Hollis v Marylebone Cricket Club [2013] EWHC 3547 (QB)
Successfully defeated an application for an injunction to restrain the holding of a general meeting. The purpose of the general meeting was to vote on the redevelopment of Lords cricket ground.

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[2012] EWHC 504 (Ch)
Application for third party disclosure under CPR 31.17

[2012] EWHC 505 (Ch)
Application for further information under CPR 18 and for specific disclosure under CPR 31.12

[2012] EWHC 521 (Ch); [2012] EWHC 1156 (Ch); [2012] EWHC 1157 (Ch)
Applications for permission to amend

[2012] EWHC 748 (Ch); [2012] EWHC 1158 (Ch)
Applications for lifting of confidentiality regime imposed in relation to financial information

[2012] EWHC 866 (Ch)
Application for disclosure of personal emails

[2012] EWHC 2343 (Ch)
Trial of an unfair prejudice petition and conspiracy claim brought by Patrick McKillen against the Barclay brothers and certain associates concerning the steps taken by the Barclay brothers to take control of Coroin Ltd, the indirect owner of Claridge's, The Connaught and The Berkeley. Acted for the directors of Coroin Ltd appointed by the Barclay interests. Led by Joe Smouha Q.C.

Simon Hitchins and Anor v Hitchins (Hatfield) Ltd: ChD (Companies Court) Registrar Jones 25/5/2012
Succeeded in defeating an application brought by the executors of a deceased member to rectify the company's register of members. The Court was satisfied that rectification should not be ordered in circumstances where the other shareholder's pre-emption rights had neither been satisfied nor waived.

Rheinallt Williams v Robin Williams & Ors: ChD (Companies Court)(Judge Jarman QC) 27/9/2011
Succeeded in establishing unfair prejudice at the trial of a petition concerning diversion of corporate opportunities and payment of excessive remuneration

Shepherd v Williamson: [2010] EWHC 2375 (Ch)
Trial of an unfair prejudice petition concerning alleged exclusion from management and seeking a buy-out of shares on the basis of a back-dated valuation

Robin Stainer v Lee & Ors: [2010] EWHC 1539 (Ch)
Obtained permission to continue a derivative claim under s261 of the Companies Act 2006 on the basis of alleged breaches of directors' duties

Croly v Good & Ors: [2010] EWHC 1 (Ch)
Trial of an unfair prejudice petition in respect of a company in administration, obtained a back-dated buy-out order on the grounds of the petitioner's exclusion

Re Microsulis Limited: [2008] EWHC 587 (Ch)
Succeeded on an application to strike out an unfair prejudice petition

Anglo Petroleum Ltd v TFB (Mortgages) Ltd: [2007] EWCA Civ 456, [2006] EWHC 258 (Ch)
Proceedings in the Chancery Division and the Court of Appeal concerning the scope of the concept of unlawful financial assistance under s151 of the Companies Act 1985

NBH Ltd v Hoare: [2006] EWHC 73 (Ch)
Acted for the successful defendant in proceedings brought on grounds of alleged breaches of s320 of the Companies Act 1985, and conspiracy to divert corporate assets

Re McCarthy Surfacing Ltd
[2008] EWHC 2279 (Ch)
Trial of an unfair prejudice petition brought on grounds of failure to give proper consideration to the payment of dividends and self dealing by directors

[2006] EWHC Civ 181
Preliminary issue on the question of standing to present a petition under s459 of the Companies Act 1985

Carlo Spera v Curti Lifts (UK) Ltd: [2006] EWHC 1355 (Ch)
Acted for successful applicant on claim seeking rectification of a company's register of members.

Hunter v Senate Support Services Ltd: [2004] EWHC 1085 (Ch)
Trial of a claim seeking forfeiture of shares, in which consideration was given to the application of the principle in Re Hastings-Bass [1975] Ch 25 in the context of the exercise of powers by directors

Incasep Limited v Jones: [2002] EWCA Civ 961
Proceedings in the Chancery Division and the Court of Appeal concerning the ability of the company to bring proceedings in its own name, directors' duties, unfair prejudice and winding up on the just and equitable ground.

Fiske Nominees Limited v Dwyka Diamonds Limited: [2002] 2 BCLC 123
Proceedings under s430C of the Companies Act 1985 challenging the fairness of a takeover offer

Restructuring & Insolvency

- Contentious insolvency
- Cross-border Insolvency Regulations 2006
- Administration
- Receivership
- CVAs
- Schemes of arrangement

Significant cases include:

Arboit v Hung [2024] EWHC 3399 (Ch)
Acted on an application under the Cross-Border Insolvency Regulations 2006 for recognition of Hong Kong bankruptcy proceedings, where the office holder relied upon information that had been obtained in contravention of a court order. This necessitated consideration of the public policy exception under Article 6 of the UNCITRAL Model Law on cross-border insolvency.

Hipgnosis Music Ltd v Mercuriadis
[2024] EWHC 3127 (Ch)
Acting for the claimant company in liquidation in an action for diversion of a corporate opportunity and dishonest assistance, dealing with contested items on the Disclosure review Document and the costs of an application for security for costs.

[2024] EWHC 3090 (Ch)
Acting for the claimant company in liquidation on an application for a split trial.

Re Northstar Financial Services (Bermuda) Ltd and Omnia Ltd [2023] SC (Bda) 57 Civ
Proceedings in Bermuda concerning two insolvent insurance companies and the operation of the segregated

accounts regime. Acted for the class of policyholders holding investments with variable returns, and succeeded in obtaining directions to the effect that their underlying investments were segregated for their benefit.

Happy Lion Ventures v RZ3262019 Ltd BVIHC (COM) 2022/0126
Acted for respondent company seeking to resist applications for the appointment of provisional liquidators and, subsequently, liquidators. The alleged debt was disputed on the grounds that the loan agreement was void for common mistake and/or that the company had a substantial cross claim.

Re Summer Fame Ltd (in liquidation) BVIHC (COM) 2020/0055 and 0056
Acted for a substantial creditor on applications seeking the termination of the liquidations of two BVI companies so as to enable a debt for equity restructuring to proceed, and opposing an application under section 186(5) of the BVI Insolvency Act 2003 for the sanction by the court of a sale of the companies' shareholdings in Luckin Coffee Inc.

Chen Zhuangrong v Nam Tai Property Inc BVIHC (COM) 2021/0210
An urgent ex parte application to strike out a claim seeking to invalidate resolutions removing company directors from office. Succeeded in obtaining the strike out on behalf of the defendant company.

Secretary of State for Business Energy and Industrial Strategy v Celtic Consultancy & Enterprises Ltd [2021] EWHC 1240 (Ch)
Public interest winding up petitions brought by the Secretary of State against companies which had received substantial commissions as a result of introductions of clients to an independent financial adviser. The clients were holders of pensions under the defined benefits British Steel Pension Scheme and as a result of advice many of them transferred their pension funds into SIPPs. Acted for the respondent companies and succeeded in defeating the petitions, which were based on alleged lack of transparency and lack of commercial probity.

Zheng Youngxiong v Gate Ventures Plc
[2020] EWHC 709 (Ch)
An administration order was granted over a media investment company. Appeared for a shareholder intervening to support the administration application, on the grounds that the company was balance sheet insolvent and might be rescued, that the conduct of the directors, including Lord Grade and the Duchess of York, needed to be investigated.

[2020] EWHC 645 (Ch)
Permission was granted to amend grounds of appeal where there was a real prospect of showing that if fresh evidence had been available to the first instance judge it would have had an important impact on his assessment of the cogency of the parties' evidence.

Re Meem SL Ltd (In Administration) [2017] EWHC 2688 (Ch)
Acted for a creditor in successfully defeating an application by a rival creditor under paragraph 74 of Schedule B1 of the Insolvency Act 1986 seeking to prevent the administrators from disposing of an alleged cause of action by way of a public auction.

BTI 2014 LLC v Sequana SA [2016] EWHC 1686 (Ch)
Edward Davies led by Joe Smouha QC and Andrew Thompson QC (of Erskine Chambers) acting for British American Tobacco on a claim seeking recovery of US$800 million in respect of unlawful dividends and/or damages for breach of duty against the directors.

Re Sanko Steamship Co Ltd [2015] EWHC 1031 (CH)
Application for the remission of funds to the debtor company under the Cross-Border Insolvency Regulations 2006.

Re New Paragon Investments Ltd: [2012] BCC 371
Obtained an order recognising a creditors' voluntary liquidation under the law of Hong Kong as foreign main proceedings for the purposes of the Cross-Border Insolvency Regulations 2006 and a declaration that there was an automatic stay of proceedings against the debtor, including arbitrations.

Re Madoff Securities International Limited: Claim No. 11527 of 2008
Acted in a dispute concerning the jurisdiction of the English Court to determine the question of the ownership of a yacht that had been acquired with funds emanating from one of the Madoff companies in liquidation.

Re Namirei-Showa Co Ltd: UNCITRAL Case 1004: ChD (Companies Court) 16/10/2008
Obtained an order recognising Japanese insolvency proceedings as foreign main proceedings under the Cross-Border Insolvency Regulations 2006 and a declaration that there was an automatic stay of proceedings against the debtor, including in relation to two arbitrations.

Montrow International Ltd v Kensington Corporation Ltd: BVIHCV 2007/0041
Appeared in the British Virgin Islands High Court on an application to remove a provisional liquidator.

SISU Capital Fund Ltd v Tucker: [2005] EWHC 2170 (Ch)
Acted for the applicant seeking the revocation or suspension of company voluntary arrangements in the TXU Energy Group on grounds of conflicts of interest

Namco UK Limited: [2003] 2 BCLC 78
Succeeded in opposing the appointment of provisional liquidators.

Cooling Equipment Wholesale Ltd: [2002] 2 BCLC 745
Succeeded in obtaining a winding up order on a petition that was disputed on the grounds of an alleged cross claim

Ryan Developments Limited: [2002] 2 BCLC 792
Succeeded in obtaining an award of costs under section 51 of the Supreme Court Act 1981 in respect of a winding up petition

Re Garuda Airlines
Appeared in the Court of Appeal on a disputed creditors' Scheme of Arrangement

Financial Services

- Financial regulation and enforcement
- Prospectus liability
- Financial promotion
- Part VII business transfers

Advice on the Financial Services and Markets Act 2000 and related legislation.

Acting on transfers of insurance business under Part VII FSMA.

<u>Significant cases include:</u>

Re Northstar Financial Services (Bermuda) Ltd and Omnia Ltd [2023] SC (Bda) 57 Civ
Proceedings in Bermuda concerning two insolvent insurance companies and the operation of the segregated accounts regime. Acted for the class of policyholders holding investments with variable returns, and succeeded in obtaining directions to the effect that their underlying investments were segregated for their benefit.

Hewlett Packard and Autonomy v Lynch [2015]
Claim under section 90A FSMA 2000.

Re Sompo Japan Insurance Inc Ref: [2011] EWHC 260 (Ch)
Acted with Martin Moore QC in obtaining the sanction of a scheme for the transfer of insurance business under Part VII of the Financial Services and Markets Act 2000 in circumstances where the scheme was opposed on various grounds, including diminution of security for policyholders, alleged inadequacies in reserving policy, criticisms of the independent expert's report and lack of enforceability in other jurisdictions.

International & Offshore

Edward frequently acts or advises in overseas matters, including in the Dubai International Financial Centre, the British Virgin Islands and Jersey, and he is called to the Bar of the Eastern Caribbean Supreme Court. He has also advised on Privy Council judgments.

Significant cases include:

Golden Meditech Stem Cells (BVI) Company Ltd v Blue Ocean Creation Investment Hong Kong Ltd BVIHCMAP 2023/0022
Succeeded in obtaining conditional leave to appeal to the Privy Council on a novel point arising under the test in Ladd v Marshall concerning the circumstances in which new evidence may be admitted for the purpose of an appeal.

Jardine Strategic Holdings Ltd [2024] SC (Bda) 63 Civ
Acted for subsidiary group companies in the Jardine Matheson group in the context of proceedings for the appraisal of the fair value of shareholdings in Jardine Strategic Holdings Ltd, seeking the dismissal of subpoenas.

Re Northstar Financial Services (Bermuda) Ltd and Omnia Ltd [2023] SC (Bda) 57 Civ
Proceedings in Bermuda concerning two insolvent insurance companies and the operation of the segregated accounts regime. Acted for the class of policyholders holding investments with variable returns, and succeeded in obtaining directions to the effect that their underlying investments were segregated for their benefit.

Happy Lion Ventures v RZ3262019 Ltd BVIHC (COM) 2022/0126
Acted for respondent company seeking to resist applications for the appointment of provisional liquidators and, subsequently, liquidators. The alleged debt was disputed on the grounds that the loan agreement was void for common mistake and/or that the company had a substantial cross claim

Nam Tai Property Inc v Greater Sail Ltd
BVIHCMAP 2022/0009
Appeared for the respondent in the Court of Appeal of the Eastern Caribbean and succeeded in establishing that the appeal against an ex parte injunction was an abuse of process.

BVIHC (COM) 2022/0016
Acted for the Claimant on a successful application to commit the defendant company and its directors for contempt of court, by reason of their failure to comply with a mandatory interim injunctions.

BVIHC (COM) 2022/0016
Acted for the respondent in obtaining the summary dismissal of an application to stay its proceedings on forum non conveniens grounds.

Re Summer Fame Ltd (in liquidation) BVIHC (COM) 2020/0055 and 0056
Acted for a substantial creditor on applications seeking the termination of the liquidations of two BVI companies so as to enable a debt for equity restructuring to proceed, and opposing an application under section 186(5) of the BVI Insolvency Act 2003 for the sanction by the court of a sale of the companies' shareholdings in Luckin Coffee Inc.

Chen Zhuangrong v Nam Tai Property Inc BVIHC (COM) 2021/0210
An urgent ex parte application to strike out a claim seeking to invalidate resolutions removing company directors from office. Succeeded in obtaining the strike out on behalf of the defendant company.

IsZo Capital LP v Nam Tai Property Inc

BVIHC (COM) 2020/0165
Acted for the Claimant in successfully reversing a $170m allotment of shares in a NYSE-listed company. Following the purported allotment, the Claimant obtained ex parte injunctions to restrain the exploitation of the shares in question. Then, following an expedited trial held by video-link, it was held that the directors had allotted the shares for the improper purpose of seeking to confer voting control upon Kaisa Group Holdings Ltd, and thereby to ensure that resolutions proposed by the Claimant for the removal of the majority directors would be defeated. Accordingly, the allotment was void.

BVIHCMAP 2021/0010
Appeared before the Eastern Caribbean Court of Appeal on the defence of the appeal against the decision to set aside the allotment of shares. Subsequently, acted for the company in opposing applications to stay a company meeting and/or revise the record date in respect of members' entitlement to vote at such meeting. Both applications were defeated.

Mehta v Viking River Cruises (2015), Bermuda
Operation of Bermudian statutory squeeze-out provisions.

Popely v Ayton (2015), Court of Appeal of Eastern Caribbean
Jeeves Group Lichtenstein trust structures. On appeal from St Vincent & Grenadines.

Novatrust v Kea Investments (2014), BVI
Joint venture dispute; statutory winding up jurisdiction of the BVI court took precedence over an exclusive jurisdiction clause in favour of England contained in the shareholders' agreement between the parties.

Wiederkehr v Diwan Capital Limited Ref: Dubai International Financial Centre, Claim No. CFI 020/2010
Acted for the respondent to an unfair prejudice claim on a successful application to stay the proceedings

Memberships and publications

Chancery Bar Association

COMBAR

Contributor to “Company Directors: Law and Liability”

Contributor to Practical Law Company, Freezing Injunction case study, precedents and drafting notes.

Contributor to CPDcast.com

Edward Davies KC

Contributor to FromCounsel

Ranked in

Chambers & Partners –
Company, Chancery: Commercial, Offshore

Legal 500 –
Company, Commercial Litigation, Commercial Disputes (The English Bar Offshore)