



## Robin Hollington QC

Call: 1979

Silk: 1999

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*"A very impressive silk." "He is practical and to the point, and is great with clients."*

### **Chambers UK Bar 2021**

*"He is a fearless advocate and I have heard him described as a "battle tank" when in court."*

### **Legal 500 UK Bar 2021**

*"He is just exceptional on his feet with his charm and ability to hold the judiciary in the palm of his hand. He carries his great intellect with such delicacy."*

### **Chambers UK Bar 2019**

## **Practice Overview**

Robin Hollington QC is a top ranked silk with a particular focus on company and insolvency law and litigation. His practice is both UK-based and international. He advises and appears in the BVI, Cayman Islands, and Hong Kong, and he continues to be in demand as an expert witness in courts and arbitral tribunals throughout the world. 'The *'first rate'* Robin Hollington QC is recommended for his international practice, and has 'a real feel for company law principles' **Legal 500**.

He has appeared in many recent heavy and high-profile court cases, often reaching the appellate courts.

Robin is author of the celebrated leading textbook

- ▣ 'Hollington on Shareholders' Rights' (Sweet & Maxwell), 1<sup>st</sup> (1990) to 8<sup>th</sup> (2016) editions and has contributed to both
- ▣ 'Directors' Duties & Shareholder Litigation in the Wake of the Financial Crisis' - Chapter 6
- ▣ 'Recent cases on the winding-up of hedge funds on treasure islands' (Edward Elgar, 2012) and
- ▣ The ICSA Directors Handbook 'Shareholder Remedies' (ICSA, 2009) - Chapter 15

Robin is currently recommended as a leading Silk in the following directories:

- ▣ **Chambers UK Bar:** Company (Star Individual), Offshore, Restructuring & Insolvency
- ▣ **Chambers Global:** Offshore
- ▣ **Legal 500:** Insolvency and Company & Partnership

Robin was Head of Chambers from July 2010 until June 2014.

## Commercial Litigation

### Commercial Chancery

Robin's practice encompasses virtually all aspects of contentious work in the Chancery Division, with a particular emphasis on company and insolvency law (both corporate and individual), and extends to non-contentious advisory work in company and insolvency law.

#### Chambers UK Bar & Chambers Global 2015

Robin has acted in a stream of high-profile company cases in England, the Caribbean and Hong Kong (see further below), particularly the recent lengthy, complex high profile *Caldero v Beppler* shareholders' dispute case over an English Company with a Montenegrin operation subsidiary worth several \$million, culminating in final victory in the CoA [2014]. There were innumerable interim hearings, latterly over the removal of the provisional liquidators and costs, involving virtually every judge of the Chancery Division. The case received wide coverage in the national press.

*"He is very steady and solid, and knows the law so comprehensively"*

#### Chambers UK Bar & Chambers Global 2015

Robin was brought in to appear recently in the Court of Appeal in a dispute arising out of a transfer of a minority shareholding: *Blindley Heath Investments Ltd. v. Bass*.

## Company & Partnership

Robin is a well-respected leading Silk advocate who specialises in the field of corporate and personal insolvency cases.

He has developed a particular specialisation in the field of shareholders' disputes and is the author of the leading textbook in this field 'Hollington on Shareholders' Rights' (Sweet & Maxwell), 1st (1990) to 8th (2016) editions.

Robin is ranked as a "Star Individual" in **Chambers UK Bar**.

*"The leading expert in shareholder disputes."*

*"What he doesn't know about Company law, you can write on the back of a stamp."*

#### Chambers UK Bar 2017 - Company

*"An exemplary Chancery Silk"*

#### Legal 500 2016 - Company & Partnership

*"He is Mr Shareholder Disputes" and "I regard him as being pre-eminent in the area of minority shareholder rights; his knowledge of the law and practice on that topic is encyclopaedic"*

*"He turned around the instructions very quickly and provided very thorough advice"*

#### Chambers UK Bar 2015 - Company

Noteworthy cases include:

- *O'Neill v Phillips* [1999] 1 WLR 1092, [1999] 2 BCLC1. A ground breaking case dispute between quasi-partners who fell out over the management of an asbestos-removal business. Case heard at the House of Lords.
- *Cream Holdings v Davenport* [2012] 1 BCLC 365, [2011] EWCA Civ 1287, [2011] All ER (D) 59 (Nov). A successful Company case in which Robin resisted an appeal against an order appointing an expert to value shares under pre-emption provisions.

Robin also recently acted for a number of companies controlled by one of the Tchenguiz brothers in resisting attempts by RBS to gain administration orders against them.

Robin has also contributed to

- 'Directors' Duties & Shareholder Litigation in the Wake of the Financial Crisis' - Chapter 6
- 'Recent cases on the winding-up of hedge funds on treasure islands' (Edward Elgar, 2012) and
- The ICSA Directors Handbook 'Shareholder Remedies' (ICSA, 2009) - Chapter 15

## Insolvency

Robin is a well-respected leading Silk advocate who specialises in the field of corporate and personal insolvency cases. He has developed a particular specialisation in the field of shareholders' disputes and is the author of the leading textbook in this field 'Hollington on Shareholders' Rights' (Sweet Maxwell), 1<sup>st</sup> (1990) to 8<sup>th</sup> (2016) editions. Robin is ranked as a "Star individual" in **Chambers UK Bar**.

*"He is extremely authoritative in his responses, you get a great level of comfort when he's on board. I'd recommend him for particularly complex questions and for precedent-setting disputes that will change the law."*

**Chambers UK Bar 2017** - Restructuring/Insolvency

Noteworthy cases include:

- *O'Neill v Phillips* [1999] 1 WLR 1092, [1999] 2 BCLC1. A ground breaking case dispute between quasi-partners who fell out over the management of an asbestos-removal business. Case heard at the House of Lords.
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## Offshore

Robin has an extensive and long-standing offshore practice.

*"He literally wrote the book on shareholder disputes and is someone judges listen to."*

**Chambers UK Bar & Chambers Global 2017** - Offshore

*"He is very steady and solid and knows the law so comprehensively"*

**Chambers UK Bar & Chambers Global 2015** - Offshore

He *"Has built a truly global insolvency practice"*

**Chambers Global 2013**

*"Has great experience of litigating in the BVI and Cayman Islands"*

**Chambers UK Bar 2012** - Offshore

Notable cases include:

- *Pioneer Iron & Steel* - The removal of liquidators of BVI company (with interests in China) in voluntary creditor's liquidation. Heard at the High Court BVI.
- *Dragon Capital Group Ltd* - A current major ongoing case for Robin dealing with unfair prejudice for one of the two major shareholders in fund managers in Vietnam and the Far East. Proceedings have been issued in the BVI.

Robin recently acted in a Cayman Islands case concerning the provisional liquidation of a company listed on the New York Stock Exchange after its listing had been suspended due to alleged mismanagement.

Robin is also regularly instructed as an expert witness abroad on UK, BVI, Cayman Islands and Hong Kong company and insolvency law. Most recently Robin has been retained in the USA for advice on English law concerning derivative claims arising out of oil pollution by UK-based companies and in Hong Kong concerning distributions made by BVI-based companies.

## Mediation

*"On nobody's side"*

An experienced High Court and overseas litigator and Deputy High Court Judge and Recorder, Robin has conducted numerous mediations since accreditation by the ADR Group. He has expertise in the field of company and insolvency law, particularly in the field of shareholders' and partners' disputes. He is the author of "Shareholders' Rights", due to appear in its 9<sup>th</sup> Edition later this year.

Robin, after almost 40 years' practice at the commercial Chancery Bar and over 15 years as a part-time judge in civil cases, is keen to help resolve disputes rather than fight them in the highly pressurised atmosphere of the courts. He has come more and more to regard litigation as a lottery and luxury to be avoided if at all possible.

Robin sees that senior and experienced practitioners like him are able to perform a wide variety of roles in resolving disputes away from the courts. Robin believes that shareholders' disputes, or corporate divorces as they are sometimes called, are peculiarly amenable to alternative dispute resolution and ill-suited to litigation. And as an experienced practitioner in the field, he believes that he knows where the impediments to settlement lie and how they can be addressed and overcome.

The role will be tailored to the circumstances of the dispute and might be one or a combination of the following:

- Mediation
- Neutral evaluation
- Non-binding adjudication
- "MOT" – a second opinion, "playing devil's advocate"
- Arbitration

## **Additional Information**

### **Qualifications / Education**

#### **Dual Qualification**

Called to the BVI Bar

Called to the Cayman Bar

#### **Education**

Haileybury

University College, Oxford (M.A. Jurisprudence)

University of Pennsylvania Law School (LL.M.)

### **Professional Appointments**

Deputy High Court Judge (Chancery)

Recorder (Civil, Crime)

### **Memberships**

Chancery Bar Association

Bencher, Lincoln's Inn

## **Cases**

### **Robin Hollington Q.C. and Adrian Pay acted for the successful respondents in Vollin Holdings Ltd & Ors v Faulkner & 69 ORS (2020)**

**Reference:**

**Date:** 15 Jun 2020

**Court:**

**Judge:**

**Practice Area:**

### **Re Dragon Capital Ltd (Shrimpton and anr v Scriven and ors)**

**Reference:** BVI HC (COM) 2014/0171

**Date:** 15 Jun 2016

**Court:** High Court, British Virgin Islands

Robin Hollington QC and Adrian Pay are instructed for the Petitioners in a claim under section 184I BVI Business Companies Act 2004 to have their shares in Dragon Capital Ltd ('the Company') bought. The Company is a large Vietnamese investment fund, of which Mr Shrimpton, the First Petitioner, was the co-founder. Mr Shrimpton owns approximately 35% of the issued shares (personally and through a company, the Second Petitioner). Mr Shrimpton claims, inter alia, that he was unfairly excluded from management.

Mr Shrimpton claims that the Company was, from its inception, a quasi-partnership between him and Mr Scrivener, the co-founder, subject to equitable understandings, including a right to participate in management. A number of Vietnamese individuals subsequently became partners, but with their shareholdings held indirectly by Mr Shrimpton and Mr Scrivener.

Some time thereafter, the International Finance Corporation (part of the World Bank) ('IFC') and Promotion et Participation pour la Cooperation Economique ('Proparco') acquired shareholdings, at which time formal shareholders' agreements were executed. The Vietnamese partners did not execute the shareholders' agreements.

The Company, which had taken an active stance in the proceedings and filed a Defence which inter alia denied the existence of a quasi-partnership, applied for declarations (1) that the Company had been and remained entitled to be an active defendant in the proceedings; and (2) to sanction the costs already incurred and to be incurred by the Company in defending the proceedings.

The Judge examined the authorities on participation by a company in unfair prejudice proceedings, including, in particular, *Re A Company* [1994] 2 BCLC 146, *Power v Ekstein* [2010] NSCWC 137, *Trojan Equity Ltd v CMI Ltd* (2011) 87 ACSR 144 and *Annuity & Life Re & or v Full Apex (Holdings) Ltd* [2012] SC (Bda) 73 Com.

The Judge dismissed the application, ordering the Company to pay the Petitioners' costs. As to the Company's entitlement to participate, there had been no application by the Petitioners to restrain it from doing so. The Company was free to participate if it chose to do so. As to the sanction of costs incurred or to be incurred, that was an issue for trial: it was quite impossible at this stage to determine whether historic and proposed participation by the Company would amount to a misfeasance on the part of the directors causing it do so.

Click [here](#) to view judgment

**Judge:** Judge Sir Bernard Eder QC (Ag)  
Offshore

**Practice Area:** Commercial Litigation  
Company & Partnership

### **Blindley Heath Investments Ltd v. Bass**

**Reference:** [2016] 4 Costs L.O. 627; [2016] EWCA Civ 548

**Date:** 10 Jun 2016

**Court:** Court of Appeal EWCA Civ

This involved multiple appeals and cross-appeals in respect of the main appeal, reported as [2015] EWCA Civ 1023. Robin's client, the successful claimant in the court below and the successful respondent in the main appeal, was cross-appealing against the decision of the first instance Judge to award him only part of his costs of the claim. The Judge below had been particularly influenced by the fact that the claim had been brought not only against the shareholders who had unsuccessfully opposed the claim but also against the shareholders who had sold their shares to the claimant and who succeeded in demonstrating that they were not in breach of warranty. The claimant argued that a Bullock order was appropriate, and there should be no discount to the costs recoverable, on the basis that he had to sue both sets of shareholders in the alternative.

Held, allowing the claimant's cross-appeal on costs, a Bullock order without a discount was appropriate and would be substituted for the order made by the Judge. The Judge below had clearly erred in the exercise of her discretion.

**Judge:** Longmore LJ, Jackson LJ and Hildyard J

**Practice Area:** Commercial Litigation  
Company & Partnership

### **Re Dragon Capital Ltd (Shrimpton and anr v Scriven and ors)**

**Reference:** BVI HC (COM) 2014/0171  
**Date:** 02 Jun 2016  
**Court:** High Court, British Virgin Islands

Robin Hollington QC and Adrian Pay are instructed for the Petitioners in a claim under section 184I BVI Business Companies Act 2004 to have their shares in Dragon Capital Ltd bought. Dragon Capital Ltd is a large Vietnamese investment fund, of which Mr Shrimpton, the First Petitioner, was the co-founder. Mr Shrimpton owns approximately 35% of the issued shares (personally and through a company, the Second Petitioner). Mr Shrimpton claims, inter alia, that he was unfairly excluded from management.

Mr Shrimpton claims that Dragon Capital Ltd was, from its inception, a quasi-partnership between him and Mr Scrivener, the co-founder, subject to equitable understandings, including a right to participate in management. A number of Vietnamese individuals subsequently became partners, but with their shareholdings held indirectly by Mr Shrimpton and Mr Scrivener.

Some time thereafter, the International Finance Corporation (part of the World Bank) ('IFC') and Promotion et Participation pour la Cooperation Economique ('Proparco') acquired shareholdings, at which time formal shareholders' agreements were executed. The Vietnamese partners did not execute the shareholders' agreements.

Mr Scrivener and Mr Pasikowski, the First and Second Respondents, applied for summary judgment on the issue of whether Dragon Capital Ltd was a quasi-partnership and/or whether the quasi-partners were bound by equitable understandings. They relied upon two principal arguments (1) the allegation of the existence of a quasi-partnership was so weak as to have no real prospect of success; and (2) in any event, the Petitioners had no real prospect of showing that the quasi-partnership survived the execution of the shareholders' agreements.

The application was dismissed, the judge ordering the applicants to pay the Petitioners' costs. As to the first ground, the Judge held that the question of whether a quasi-partnership existed was highly fact-sensitive and unsuitable for summary disposal and that there was ample evidence to suggest that Dragon Capital Ltd was a quasi-partnership. As to the second ground, there was a real prospect that, looking at the shareholders' agreement in its proper context, the quasi-partnership survived the execution of the shareholders' agreements (or that it revived, thereafter). The Judge commented '*[6] This application for summary judgment... is a particularly good example of how such an application can delay and derail proceedings as they progress towards trial and how such an application can increase costs.*'

Click [here](#) to view judgment

**Judge:** Judge Jules Sher QC (Ag)  
Commercial Litigation

**Practice Area:** Company & Partnership  
Offshore

### **TOC Investments Ltd v Beppler & Jacobson Limited and ors**

**Reference:** [2016] EWHC 20 (Ch)  
**Date:** 08 Jan 2016  
**Court:** High Court  
**Judge:**

Commercial Litigation  
**Practice Area:** Company & Partnership

### **Blindley Heath Investments Ltd v. Bass**

**Reference:** [2015] EWCA Civ 1023  
**Date:** 09 Sep 2015  
**Court:** Court of Appeal EWCA Civ

There was a relatively informal shareholders' agreement in place. It contained pre-emption provisions, obliging a shareholder to serve a transfer notice in respect of his shares in the event that he wished to transfer them. Many years later, a third party purchaser, for whom Robin acted in the appeal, entered into negotiations for the purchase of some shares. A share sale agreement was entered into, with the vendor (who had forgotten about

the earlier agreement and pre-emption provisions) representing that there was no impediment to the sale. The other shareholders, who had previously raised no objection to the sale, then claimed to have found the earlier agreement and relied upon its pre-emption provisions. Robin's client relied inter alia upon the doctrine of estoppel by convention.

Held: dismissing the appeal, the other shareholders were estopped by convention from relying upon the earlier agreement – the parties' mutual assumption that there were no pre-emption provisions was evident from their mutual conduct.

**Judge:** Longmore LJ, Jackson LJ and Hildyard J

**Practice Area:** Commercial Litigation  
Company & Partnership

## Publications

Date	Title	Contributors
20 Feb 2020	Hollington on Shareholders' Rights	Robin Hollington QC

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