

SLAUGHTER AND MAY

# Corporate and M&A

Slaughter and May is a leading international law firm with a worldwide corporate, commercial and financing practice. We provide our clients with a professional service of the highest quality combining technical excellence with commercial awareness and a practical, constructive approach to legal issues.

Slaughter and May has a long-standing presence in Asia, opening our office in Hong Kong in 1974 and our office in Beijing in 2009. We have extensive experience of a wide range of corporate and M&A transactions in Hong Kong, the People's Republic of China and across the Asia Pacific region.

We advise on the full range of corporate, M&A and commercial work, including:

- private acquisitions and disposals
- public mergers and acquisitions
- private equity
- joint ventures
- restructuring
- commercial agreements
- corporate governance.

International and regional work are central to our practice and we regularly advise on cross-border transactions involving multiple jurisdictions. Our close working relationships with leading independent law firms throughout the region ensure that we are able to deliver a seamless pan-Asian legal service of the highest quality.



Detail from Big Blue by Trevor Bell

"... a major player for corporate/M&A work  
in the region."

CHAMBERS ASIA, 2011

HONG KONG  
PRC  
ASIA PACIFIC

Corporate  
M&A  
Private Equity  
Corporate Governance  
Commercial

"... stands out due to its strategic focus on high-end deals and its commitment to quality advice... a top choice among leading Chinese private companies, local red-chips and major private equity houses for cross-border M&A, equity acquisitions, restructurings and general corporate matters."

CHAMBERS ASIA, 2011

## Recent Experience

- **Diageo** on its acquisition of a controlling interest in its existing Chinese joint venture, Sichuan Chengdu Quangxing Group, and the subsequent mandatory offer for Sichuan Shui Jing Fang
- **Guangdong Rising Asset Management** on its proposed acquisition of Caledon for £252 million
- in an integrated team led by Hengeler Mueller, CITIC Dicastal Wheel Manufacturing Co., Ltd., the PRC-based manufacturer and supplier of automotive casting aluminium alloy wheels, on its acquisition of KSM Castings Group, the German supplier of high-specification aluminium and magnesium automotive parts, from Cognetas LLP
- **Prudential** on its proposed US\$35.5 billion merger with AIA Group
- **Orient Overseas (International) Limited (OOIL)** on its disposal of residential, hotel and commercial development property assets in the PRC to CapitalLand
- **Hony Capital**, the private equity arm of Legend Holdings (the parent of Lenovo Group), on its acquisition for up to US\$100 million of a 15% indirect interest in the Soalala iron ore mining project in Madagascar
- **Hines**, a privately-owned international real estate firm, on the US\$353.5 million disposal by two of its sponsored funds of their 70% controlling interest in two PRC property projects
- **Burberry** on an agreement to acquire the stores and related assets in China operated by its long-standing franchisees, for approximately £70 million in cash
- the management team of **HSBC Private Equity (Asia) Limited (HPEA)** on its management buy-out of HPEA, subsequently renamed "Headland Capital Partners Limited"
- **Gold Best Holdings** on its HK\$3,550 million sale of shares in Lee & Man Paper Manufacturing Nippon Paper Group
- **Swire Pacific** on the restructuring of its and Cathay Pacific's interests in Hong Kong Aircraft Engineering Company Limited (HAECO), including in relation to the referral by the Securities and Futures Commission of a difficult issue to the Takeovers Panel
- **Swire Pacific** on its subsequent purchase of further shares in HAECO from Cathay Pacific and, advising both **Swire Pacific** and **HAECO**, in relation to the subsequent mandatory unconditional cash offer for remaining shares in HAECO
- **MTR Corporation** on its merger with Kowloon-Canton Railway Corporation
- **Swire Pacific** and **Cathay Pacific** on the restructuring of the shareholdings in Cathay and Hong Kong Dragon Airlines and Cathay's subscription for additional H shares in Air China
- **Swire Pacific** in relation to its subsequent purchase of further shares in Cathay Pacific from CITIC Pacific
- **Swire Pacific** and **DP World** in relation to the disposal of their interests in Phases 1 and 2 of the Shekou Container Terminal in Shenzhen
- **TPG Capital** on its transaction to invest approximately HK\$1 billion by way of subscription for H shares in Wumart Holdings
- **GS Capital Partners VI Fund L.P.** in relation to its subscription for convertible bonds and warrants issued by Geely Automobile Holdings Limited
- **Alibaba.com** on its acquisition of an interest in China Civilink

- **SMIC** in relation to the US\$250 million strategic investment in convertible preference shares and warrants in SMIC by CIC
- **SMIC** in relation to the strategic investment in its shares by Datang Telecom Technology & Industry
- **China Power International Development** on its acquisition of a 25 per cent. stake in Shanghai Electric Power Company and on its acquisition of an interest in Wu Ling Power
- **China International Capital Corporation (CICC)** as financial adviser on China Uranium Development Company's proposed subscription for new shares and acquisition of convertible bonds in Vital Group
- **CITIC Group** on the sale of its indirect interest in JSC Karazhanbasmunai
- **Vallourec**, the European leading manufacturer of steel pipes for the oil and gas industry, on its acquisition of a 19.5% stake in Chinese seamless tube maker Tianda Oil Pipe Company Limited
- **ANZ** on its acquisition of assets from RBS, including retail, wealth and commercial businesses in Taiwan, Singapore, Indonesia and Hong Kong and institutional businesses in Taiwan, the Philippines and Vietnam
- **China Resources Logic** in relation to its acquisition of China Resources Gas Limited from its parent, China Resources (Holdings) Company Limited
- **Standard Chartered** on the acquisition of Hsinchu International Bank, the largest foreign acquisition of a financial institution in Taiwan
- **JP Morgan Cazenove** on the disposal of its entire interest in Cazenove Asia to Standard Chartered Bank
- **Morgan Stanley**, as financial adviser to Fortis Insurance International N.V., on the purchase of a controlling stake in, and subsequent mandatory offer for Pacific Century Insurance Holdings
- **CICC**, as financial adviser in relation to the restructuring of the PRC telecommunications industry
- the **Special Action Committee** of the Board of Directors of GOME on the open offer and investment by Bain
- **China Netcom** on its strategic investment in PCCW
- advising a **consortium of strategic investors** in relation to an investment exceeding US\$3.5 billion in one of the largest PRC state-owned national commercial banks
- **CITIC Group** on the strategic investments by BBVA in China CITIC Bank and CITIC International Financial Holdings
- **First Reserve Corporation** and **AMCI Capital L.P.** on their pre-IPO investments in China Coal Energy Company
- **Nippon Yusen Kabushiki Kaisha (NYK)** on its strategic pre-IPO investment in Dalian Port Company
- **OOIL** on the sale of its Terminals Division to Ontario Teachers' Pension Plan Board
- the **Airport Authority** of Hong Kong on its proposed privatisation

"Fantastic lawyers, high-quality product, great work for Hong Kong M&A."

## Contacts



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