

SLAUGHTER AND MAY

Equity Capital Markets

Hong Kong / PRC / Asia Pacific

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.

We have a long-standing presence in Asia, opening our office in Hong Kong in 1974 and our office in Beijing in 2009.

We practise English and Hong Kong law and provide US securities law capability for capital markets transaction in Hong Kong. We have advised on many of the most significant and high profile equity capital markets transactions in Hong Kong, the People's Republic of China and elsewhere, acting for issuers, sponsors and underwriters.

Our capital markets experience includes:

- initial public offerings including all aspects of Rule 144A offerings
- dual and multiple listings
- placings
- rights issues by major international corporations and PRC state-owned and private enterprises
- convertible and exchangeable securities
- privatisations.

We have considerable experience of pre-IPO investments, combining our leading capital markets and M&A expertise. Our multi-specialist approach ensures that our lawyers have the breadth of experience to advise on the full range of corporate, capital markets and financing work.



Awards /

We have an award winning and top tier capital markets practice in Hong Kong:

Securities

- Deal of the year 2017 (Dasin Retail Trust's IPO in Singapore) in the Equity capital market; Overseas listing; and Real estate categories, *China Business Law Journal's Deals of the Year 2017*
- Equity Deal of the Year 2016 (China Reinsurance (Group) Corporation's US\$2 billion IPO on the Hong Kong Stock Exchange), *IFLR Asia Awards, 2016*
- Equity Deal of the Year 2013 (People's Insurance Company of China IPO), *IFLR Asia Awards, 2013*
- Deal of the Year 2012 (People's Insurance Company of China IPO), *Asian-Mena Counsel Deals of the Year, 2012*
- Overseas Equity Deal of the Year (The New China Life Insurance Company IPO in Hong Kong and Shanghai), *China Business Law Journal, Deals of the Year 2012*
- Equity Market Deal of the Year 2013 (Privatisation of Alibaba.com), *ALB Hong Kong Law Awards, 2013*
- Structured finance & securitisation, *China Business Law Awards 2014*
- Equity Deal of the Year 2013 (Swire Properties' US\$645m Block Trade), *IFR Asia Review of the Year, 2012*
- Global Finance Deal of the Year, *The American Lawyer's Global Legal Awards 2013*
- Structured Finance and Securitisation Deal of the Year, (Barclays update to the Fosse Master Issuer RMBS Programme, Series 2012-1 Notes) *IFLR Asia Awards, 2013.*

Corporate and M&A

- The China Law & Practice Awards 2018 - one transaction we advised on won *M&A Deal of the Year*. Three transactions we advised on were finalists. We were also a finalist for *M&A firm of the Year (International)*
- IFLR Asia Awards 2018 - one transaction we advised on won *M&A Deal of the Year*
- Asia-mena Counsel Deals of the Year 2017 - one transaction we advised on won *Deal of the Year 2017*
- China Business Law Journal's Deals of the Year 2017 - three transactions we advised on won *Deal of the Year 2017*
- The China Law & Practice Awards 2017 - two transactions we advised on won *TMT Deal of the Year and Finance Deal of the Year*
- The American Lawyer Global Legal Awards 2017 - three transactions we advised on won *Global M&A Deal of the Year: China, Global M&A Deal of the Year: Japan, and Global M&A Deal of the Year: UK*
- Asian Legal Business Japan Law Awards 2017 - two transactions we advised on won *Japan Deal of the Year, Technology, Media and Telecommunications Deal of the Year, and M&A Deal of the Year (Premium)*
- The Asian Lawyer Asia Legal Awards 2017 - one transaction we advised on won *M&A Deal of the Year: North Asia.*

Directories

We are ranked and recommended for Equity and Debt Capital Markets in the *Legal 500 Asia Pacific 2018*, *Chambers Asia-Pacific 2019* and in the *IFLR1000 Asia-Pacific 2019*. We are also ranked tier 1 for Corporate/M&A: The Elite (International Firms) in *Chambers Asia-Pacific 2019*.

Recent Experience /

Initial public offerings and listings

- **DBS Bank**, Bank of China's Singapore Branch (BOC) and Citigroup Global Markets Singapore on the US law aspects of the initial public offering and listing on the Singapore Stock Exchange of Sasseur Real Estate Investment Trust (Sasseur REIT). The initial public offering was completed in March 2018 and generated S\$240 million after the exercise of over-allotment option in April 2018. DBS acted as sole financial advisor and issue manager, as well as joint global coordinators along with BOC. Citi joined DBS and BOC as joint bookrunners and underwriters. Allen & Gledhill advised on the Singapore law aspects of the offering. Sasseur REIT is a Singapore real estate investment trust with an initial portfolio comprising four retail outlet malls located in China. The company invests principally in a diversified portfolio of income-producing real estate located in Asia, which is used primarily for retail outlet mall purposes
- **Dasin Retail Trust Management**, trustee-manager of Dasin Retail Trust on the US law aspects of its initial public offering and listing on the Singapore Stock Exchange. Dasin Retail Trust invests and develops real estate projects in Greater China. The initial public offering was completed in February 2017 and generated S\$128.9 million after the exercise of the over-allotment option. DBS Bank Ltd. acted as the financial adviser, global coordinator and issue manager of the offering. Allen & Gledhill advised on the Singapore law aspects of the offering. *This deal was recognised in the China Business Law Journal's Deals of the Year 2017 Report and awarded Deal of the Year 2017 in the Equity capital market; Overseas listing; and Real estate categories*
- The underwriters, including **Credit Suisse**, Haitong International Securities Company and CIMB Securities, as to the U.S. and Hong Kong laws on the global offering and listing of Union Medical Healthcare on the Main Board of the Hong Kong Stock Exchange. The global offering consisted of a Hong Kong public offering and a concurrent Rule 144A/Regulation S placement and raised approximately HK\$706 million (before the exercise of the over-allotment option)
- **China Reinsurance** as to US and Hong Kong laws on the global offering and the listing on the Main Board of the Hong Kong Stock Exchange of its H shares (US\$2 billion), being one of the largest IPOs in Hong Kong in 2015. *This transaction won: ECM Deal of the Year at the ALB Hong Kong Law Awards 2016 and Equity Deal of the Year at the IFLR Asia Awards 2016*
- **CICC** as to US and Hong Kong laws on the initial public offering and Hong Kong listing of YiChang HEC ChangJiang Pharmaceutical (HK\$1.67 billion)
- **China Hengshi Foundation Company Limited** as to US and Hong Kong laws on the global offering and listing on the Main Board of the Hong Kong Stock Exchange (HK\$650 million)
- **Golden Throat Holdings Group Company Limited** as to US and Hong Kong laws on its IPO and listing on the Main Board of the Hong Kong Stock Exchange (HK\$764.7 million)
- **Credit Suisse** as to US and Hong Kong laws on the global offering and listing on the Main Board of the Hong Kong Stock Exchange of Union Medical Healthcare Limited (HK\$706 million)
- 17 underwriters, including **China International Capital Corporation, HSBC, Credit Suisse and Goldman Sachs** (who are the joint sponsors) on the global offering and listing of H shares of PICC on the Hong Kong Stock Exchange (US\$3.1 billion)
- **PRADA S.p.A.** on its listing on the Hong Kong Stock Exchange (US\$2.14 billion)
- **Swire Pacific and Swire Properties** on the proposed US\$2.7 billion spin-off and separate listing on the Hong Kong Stock Exchange of Swire Properties Limited

They were excellent in a complex and tricky situation which required careful pieces of advice. They were also able to give out commercial advice and handled the situation very well.

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- **UBS, Credit Suisse, CICC and Goldman Sachs** on the global offering and listing on the Hong Kong Stock Exchange of **China Pacific Insurance Group** (US\$3.6 billion)
- **Goldman Sachs, Morgan Stanley and Deutsche Bank** on the initial public offering and Hong Kong listing of **Alibaba.com**, the leading B2B e-commerce company in China (US\$1.5 billion)
- **Morgan Stanley, UBS and CICC** on the initial public offering and Hong Kong listing of **Fosun Group**, one of the largest privately-owned enterprises in the PRC (US\$1.5 billion)
- **Morgan Stanley and ICEA Capital** on the initial public offering and Hong Kong listing of **KWG Property** (US\$671 million)
- **Dongfeng Motor Group Company** on its initial public offering and Hong Kong listing (US\$589 million)
- **Goldman Sachs and HSBC** on the initial public offering and Hong Kong listing of **Bank of Communications**, the first national commercial PRC bank to be listed overseas (US\$2.1 billion)
- **Morgan Stanley** and other underwriters on the initial public offering and Hong Kong listing of **Agile Property** (US\$469 million) and its subsequent top-up placing (US\$407 million)
- **China National Building Material Company (CNBM)** on its initial public offering and Hong Kong listing (US\$265 million)
- The underwriters in a number of ground breaking PRC IPOs, including **China Telecom, Sinopec, China Unicom** and **Chalco**.
- **Metallurgical Corporation of China (MCC)** on its global offering of H shares and A shares and listing on the Stock Exchange of Hong Kong and the Shanghai Stock Exchange (US\$5.2 billion)
- **Morgan Stanley** on the introduction of **O2Micro International** to the Hong Kong Stock Exchange, the first NASDAQ listed company to obtain a secondary listing in Hong Kong
- **Semiconductor Manufacturing International Corporation (SMIC)** on its initial public offering and dual listing in Hong Kong and New York (US\$1.9 billion)
- **Standard Chartered** on its HK\$2.56 billion equity offering listed on the Hong Kong Stock Exchange, creating a dual listing on the Hong Kong and London Stock Exchanges.

Placings

Dual and multiple listings

- **Prudential** on its dual primary listing in Hong Kong by way of introduction

- **CICC and Goldman Sachs**, acting as joint placing agents, in relation to **China Resources Cement Holdings Limited's** top-up placing of shares, which involves the placing of existing shares and top-up subscription of new shares for a total consideration of HK\$4.18 billion. **China Resources Cement Holdings Limited** intends to use the proceeds from this transaction for the development of prefabricated construction and aggregate business, the repayment of debts and as general working capital of the company. **China Resources Cement Holdings Limited** is a leading cement and concrete producer in Southern China and is listed on the Main Board of the Stock Exchange of Hong Kong Limited
- **Credit Suisse**, as manager, in relation to the HK\$1.27 billion secondary placing of shares in **Genscript Biotech Corporation** held by **KPCB China Fund, L.P.** and **KPCB China Founders Fund, L.P.** The placing represents approximately 2.6% of the issued share capital of **Genscript Biotech Corporation**. **Genscript Biotech Corporation** is a leading biotech company focusing exclusively on early drug discovery and

They are particularly good at pointing out vital commercial or legal issues that might be in conflict with our interests.

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development services and is listed on the Main Board of the Stock Exchange of Hong Kong Limited

- **Credit Suisse**, as manager, in relation to the HK\$928.2 million secondary block trade of shares in Xiabuxiabu Catering Management (China) Holdings Co., Ltd. held by General Atlantic Singapore Fund Pte. Ltd. The block trade represents approximately 6.3% of the issued share capital of Xiabuxiabu Catering Management (China) Holdings Co., Ltd. Xiabuxiabu Catering Management (China) Holdings Co., Ltd. operates fast casual hot pot restaurants and provides catering services in China and is listed on the Main Board of the Stock Exchange of Hong Kong Limited
- **Credit Suisse**, as manager, in relation to the HK\$624.7 million secondary block trade of shares in Xiabuxiabu Catering Management (China) Holdings Co., Ltd. held by General Atlantic Singapore Fund Pte. Ltd. The block trade represents approximately 6% of the issued share capital of Xiabuxiabu Catering Management (China) Holdings Co., Ltd. Xiabuxiabu Catering Management (China) Holdings Co., Ltd. operates fast casual hot pot restaurants and provides catering services in China and is listed on the Main Board of the Stock Exchange of Hong Kong Limited
- **Credit Suisse**, as the manager, in relation to the HK\$432.6 million secondary placing and sale of shares in Meitu, Inc. The placing and sale of shares represents approximately 0.77% of the issued share capital of Meitu, Inc. Meitu, Inc. is a global innovator in mobile video and photography, including themed photo and video apps, and is listed on the Main Board of the Stock Exchange of Hong Kong Limited
- **Credit Suisse**, as placing agent, in relation to the HK\$362.5 million secondary placing and sale of shares in Xiabuxiabu Catering Management (China) Holdings Co., Ltd. The placing and sale of shares represents approximately 5% of the issued share capital of in Xiabuxiabu Catering Management (China) Holdings Co and was undertaken by way of an accelerated bookbuilding process to institutional investors. Xiabuxiabu Catering Management (China) Holdings Co. operates fast casual hot pot restaurants and provides catering services in China and is listed on the Main Board of the Stock Exchange of Hong Kong Limited
- **Credit Suisse**, as the manager, in relation to the HK\$561 million secondary placing and sale of shares in Meitu, Inc. The placing and sale of shares represents approximately 1.6% of the issued share capital of Meitu, Inc. Meitu, Inc. is a global innovator in mobile video and photography, including themed photo and video apps, and is listed on the Main Board of the Stock Exchange of Hong Kong Limited
- **Credit Suisse**, as placing agent, in relation to the HK\$156 million secondary placing and sale of shares in Tian Ge Interactive Holdings Limited held by IDG-Accel China Growth Fund II L.P. and IDG-Accel China Investors II L.P. The placing and sale of shares represents approximately 23.11% of the issued share capital of Tian Ge Interactive Holdings Limited and was undertaken by way of an accelerated bookbuilding process to institutional investors. Tian Ge Interactive Holdings Limited operates live social video platforms and mobile and online games and is listed on the Main Board of The Stock Exchange of Hong Kong Limited
- **Credit Suisse** and **Haitong** on the US\$273 million top-up placing of shares in China Harmony Auto Holding Limited
- **Credit Suisse**, **J.P. Morgan** and **Guotai Junan** in relation to Wasion Group Holdings Limited's top-up placing of shares, which involved the placing of existing shares and top-up subscription of new shares for a total consideration of US\$94 million
- **Credit Suisse**, as placing agent, in relation to the US\$555 million secondary placing and sale of shares in New China Life Company Limited. The placing and sale of shares was undertaken by way of an accelerated bookbuilding process to institutional investors

- **CLSA** on its proposed placing under a share and convertible bond placing agreement entered into with Louis XIII Holdings Limited to raise gross proceeds of up to US\$200 million
- **SMIC** in relation to its top-up placing of shares, which involved the placing of existing shares and top-up subscription of new shares by Datang Holdings (Hong Kong) Investment Company Limited for a total consideration of US\$200 million
- **Citigroup, Deutsche Bank, Goldman Sachs** and other underwriters on the US\$2.7 billion placing of new H shares in **PetroChina**
- **CLSA** in relation to the placing of new shares and convertible bonds of up to US\$617 million in Paul Y. Engineering Group Limited
- **Morgan Stanley** and **ABN Amro** on the placing of existing H shares in **Bank of China** held indirectly by the Royal Bank of Scotland Group plc, raising approximately US\$2.4 billion
- **Standard Chartered** on a £1.08 billion placing to finance in part the acquisition of Korea First Bank
- **China Network Communications** on the HK\$7.927 billion (US\$1 billion) Subscription Agreement with PCCW for approximately 20 per cent. of the enlarged issued share capital of PCCW
- **CICC** as financial adviser to China Uranium Development Company on its US\$384 million subscription for new shares in Vital Group Holdings and the proposed acquisition of HK\$600 million convertible bonds issued by Vital
- **BOCI, Deutsche Bank** and **Morgan Stanley** on a US\$600 million placing of new shares in **CST Mining Group**
- **CNBM** on three placings of H shares, raising approximately US\$439 million, US\$340 million and US\$302 million respectively
- **CICC** on a US\$292 million top-up placing of shares in **China Everbright**
- **Morgan Stanley** and **J.P. Morgan** on a US\$251.7 million top-up placing of shares in **Shimao Property**
- **American Express Company** on its sale of H shares in Industrial Commercial Bank of China by way of placing to private investors for a gain of approximately US\$210 million
- **SMIC** on a US\$100 million placing and US\$100 million issue of new shares to Datang Telecom Technology & Industry and to institutional investors and in relation to an earlier US\$171.8 million issue of new shares under its general mandate to Datang
- **Credit Suisse**, as placing agent, in relation to the HK\$383 million secondary placing and sale of shares in IGG Inc held by IDG-Accel China Growth Fund II L.P. and IDG-Accel China Investors II L.P. IGG is an online games developer and operator and is listed on the The Stock Exchange of Hong Kong.
- **Jefferies Hong Kong** and **J.P. Morgan Securities**, acting as joint bookrunners, in relation to CSI Properties Limited's top-up placing of shares, which involves the placing of existing shares and top-up subscription of new shares for a total consideration of approximately US\$58 million. CSI Properties is an investment holding company and is principally engaged in property repositioning and investment.
- the placing agent, a **major international investment bank**, in relation to the US\$272 million secondary placing and sale of shares in Lijun International Pharmaceutical (Holding) Co., Ltd. held by Prime United Industries Limited. Lijun is a leading pharmaceutical manufacturer in the PRC and is listed on the Main Board of The Stock Exchange of Hong Kong Limited Rights issues and bonus issues

- **Standard Chartered plc** on its fully underwritten 2 for 7 rights issue to raise approximately £3.3 billion (net of expenses)
- **Prudential** on its proposed US\$20 billion rights issue to fund in part its proposed combination with AIA Group
- **USI** on a HK\$561 million rights issue
- **CITIC Group** and **Temasek** as underwriters on a HK\$2,523 million rights issue by CITIC Resources
- **SmarTone Telecommunications** in relation to its US\$13.1 million bonus issue of one bonus share for each existing share.

Convertible and exchangeable securities

- **Morgan Stanley** on a US\$488 million concurrent equity and convertible debt issue by **China Infrastructure Machinery Holdings**
- **SMIC** on its US\$250 million issue of convertible preferred shares, warrants and warrant preferred shares to Country Hill Limited, a wholly-owned subsidiary of China Investment Corporation (CIC)
- **United Energy Group Limited** on its issue of convertible bonds for the acquisition of a substantial interest in Transmeridian Exploration, valued at approximately US\$212 million.

Privatisations

- **MTR Corporation** on its privatisation and global offering, Hong Kong's first, and to date only, privatisation (US\$1.3 billion).

Pre-IPO investments

- **SB Investment Advisers**, an investment adviser to SoftBank Vision Fund, on SoftBank Vision Fund's investment in two technology companies in the Ping An group - Ping An Healthcare and Technology Company (Ping An Good Doctor) and Ping An Medical

and Healthcare Management (Ping An Healthcare Technology). SoftBank Vision Fund has made a US\$400 million pre-IPO investment in Ping An Good Doctor, and was a major investor in the US\$1.15 billion A round financing of Ping An Healthcare Technology. Ping An Good Doctor is the world's leading healthcare portal in terms of traffic, with over 190 million registered users and more than 30 million monthly active users. Ping An Good Doctor is expected to be listed on the Hong Kong Stock Exchange in 2018. Ping An Healthcare Technology's business covers 800 million people across 70% of the cities in China, and provides comprehensive healthcare and business insurance management services such as expense control service, actuarial service, healthcare insurance account service, medical resources management and health profile application to over 250 cities

- **Zhong An Online P&C Insurance**, China's first internet insurance company, in its first round of fundraising which raised RMB5.775 billion (US\$931.3 million) by investors Morgan Stanley, CICC, CDH Investments, SAIF Partners and Keywise Capital, valuing Zhong An at US\$8 billion. This was one of the biggest fundraisings by a Chinese financial-technology company in 2015
- **Dongfeng Asset Management**, a wholly owned subsidiary of **Dongfeng Motor Corporation**, on its cornerstone investment in the proposed initial public offering of Yangtze Optical Fibre and Cable Joint Stock Limited Company for a total consideration of US\$15 million
- **Standard Chartered Bank** on its US\$500 million cornerstone investment in the initial public offering of the Agricultural Bank of China
- **GE Capital Equity Investments** on its US\$12.5 million cornerstone investment of in the initial public offering of Sany Heavy Equipment International
- **China Brands Investments** and **Crescent Arena** on their pre-IPO investments in Belle International.

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The work quality is exceptional, the legal skills are outstanding and there is a consistency among their partners on how they react to different situations which is hard to find.

We praise the team for their professionalism and the uniformity of quality among partners. All the partners are thought-leaders in their field.

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They are a very strong law firm. They are technical, they have good relationships with the stock exchange and we are happy with the quality of the service.

It's an intellectual and smart firm, they will get the technical analysis right.

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