



Representative Legal Matters

Derek Poon

Prior to joining Baker McKenzie, Derek handled the following matters:

M&A/Private Equity

- Represented Bain Capital on its:
 - acquisition of a controlling interest in Asia Pacific Medical Group, a leading private hospital group in the PRC with a portfolio of hospitals and clinics in the PRC and Southeast Asia.
 - acquisition of a majority stake in Daymon Worldwide Inc., a global leader of retail services.
 - USD 60 million subscription for shares of CITIC Pacific Limited (through East Crimson Holdings Limited).
 - USD 1.275 billion sale of FCI Asia Pte Ltd to Amphenol Corporation.
 - USD 1 billion (INR 68.54 billion) investment in Axis Bank, the third largest private sector bank in India through a subscription of shares and warrants.
 - acquisition of DSM Sinochem Pharmaceuticals.
 - acquisition of Xiamen Qinhuai Technology Company Limited (ChinData), a leading operator of hyperscale data centers in China, from Wangsu Science & Technology Co. Ltd., as well as the combination of ChinData with Bain Capital's existing Bridge Data Centres platform.
 - its USD 1.6 billion acquisition of Apex Tool Group, LLC from Danaher Corporation and Cooper Industries plc.

- dividend recapitalisation of FCI Asia Pte Ltd funded through a USD 250 million syndicated term loan.
- divestments of interests in Sunac China Holdings Limited (HKD 1.25 billion), Greatview Aseptic Packaging Company Limited (HKD 1.8 billion), GOME Electrical Appliances Holding Limited (HKD 1,007 million) and Sinomedia Holding Limited (HKD 450 million) through placing and derivative transactions and related compliance issues.
- developing protocols for its new investments and portfolio companies in Asia.
- Represented Founders of Topcast Aviation, APAC's leading independent aircraft parts distributor, in the sale of a majority of shares of Topcast to Permira.
- Represented Ontario Teachers' Pension Plan (OTPP) in its:
 - sale of convertible bonds issued by South Shore Holdings Limited (previously known as The 13 Holdings Limited) (HKSE: 577), a hospitality and management group based in Macau.
 - USD 175 million pre-IPO acquisition of a minority interest in a Chinese healthcare company.
- Represented a consortium comprising FountainVest Partners and OTPP on its investment partnership with the Pure Group, Asia's leading premium lifestyle brand that includes Pure Yoga, Pure Fitness, Pure Apparel and nood food.
- Represented Canada Pension Plan Investment Board in its investment as a cornerstone investor in the USD 1.1 billion Hong Kong IPO and listing of Ping An Healthcare and Technology Company (also known as Ping An Good Doctor).
- Represented a logistics property provider in its transfer of a portfolio of real estate assets in the PRC with value over USD 1 billion.
- Represented Oaktree Capital in its sale of its interest in Fusheng.
- Represented KKR, Värde Partners and CITIC Capital in certain proposed and completed transactions in Asia.
- Represented Albea SAS on certain joint ventures matters in Asia.
- Represented VIPshop (NYSE: VIPS) in its investment in BrandAlley.

- Represented The Carlyle Group in its proposed acquisition of certain healthcare and hospital businesses in the PRC.
- Represented CITIC Securities in its:
 - investment in China Huarong Asset Management Co. Ltd, one of China's four asset management companies founded to resolve non-performing loans of China's state-owned banks. The investment was part of a RMB 14.54 billion (USD 2.35 billion) pre-IPO placement by China Huarong to strategic investors.
 - purchase from Crédit Agricole Corporate & Investment Bank of CLSA B.V., an Asian equity brokerage, for USD 1,252 million. This deal was named "2012 M&A Deal of the Year (Outbound)" by China Business Law Journal and the "Best FIG Deal for 2013" by FinanceAsia.
- Represented TPV Technology Limited in the purchase of a 70% interest in a joint venture which will own and control the entire television business of Koninklijke Philips Electronics N.V. (the Netherlands) in Europe and certain South American countries.
- Represented Swiss Re in the USD 1.25 billion strategic alternative investment with and sale of its European private equity arm to BlackRock, Inc.
- Represented Sequoia Capital in its Series C investment into App Annie.
- Represented Telstra Corporation Limited in its:
 - restructuring of Reach Ltd, a 50/50 international connectivity joint venture with PCCW Limited, and the sale of certain assets to its shareholders.
 - USD 259 million acquisition of a 67% stake in two Chinese mobiles audio and visual content and servicing businesses, and related shareholder arrangements and offshore structuring.
- Represented General Electric in its:
 - divestiture of shares in PT GE Finance Indonesia to PT Bank Permata and the divestiture of shares in PT General Electric Services and PT Sedaya Pratama to PT Astra International.
 - USD 580 million divestment of an 81% interest in GE Security's Homeland Protection business to SAFRAN.

- inter-company restructuring relating to the USD 5.5 billion sale of GE Consumer Finance Co Ltd to Shinsei Bank Limited in Japan.
- Represented CHAMP Private Equity in its attempted bid for an Australian glass manufacturer.
- Represented Investec Private Equity in its AUD 20 million share subscription in Gale Pacific, an ASX listed company.
- Represented Veda Advantage in its AUD 800 million privatisation by Pacific Equity Partners & Merrill Lynch Global Private Equity.
- Represented a Chinese SOE in its investment of limited partnership interests in Sentient Global Resources Fund IV, L.P., a Cayman domiciled private equity fund.
- Represented Alesco Corporation Limited in its AUD 250 million acquisition of Total Eden McCracken.

Public M&A

- Represented Clear Channel Outdoor Holdings, Inc. (NYSE: CCO), as selling controlling shareholder, in the proposed USD 497 million voluntary general offer by a consortium comprising Mr. Han Zi Jing (chief executive officer and an executive director of Clear Media), Antfin (Hong Kong) Holding Limited, JCDecaux Innovate Limited and China Wealth Growth Fund III L.P. for Clear Media Limited (HKSE: 100).
- Represented Showa Denko K.K. (TYO: 4004) on its proposed USD 8.8 billion tender offer for Hitachi Chemical Company, Ltd.
- Represented Bank of America Merrill Lynch, as financial adviser, in the USD 6.8 billion privatisation of Belle International Holdings Limited by way of a scheme of arrangement by a consortium led by Hillhouse Capital and comprising CDH and certain management. This was the largest ever sponsor led privatisation of a Hong Kong listed company at the time.
- Represented CWT Limited (SGX: C14) and its controlling shareholders on the SGD 1.4 billion pre-conditional voluntary general offer by a wholly owned subsidiary of HNA Holding Group Co. Limited (HKSE: 521) which also constitutes an extreme very substantial acquisition for HNA Holding Group Co. Limited.
- Represented Ascendent Capital Partners in the HKD 549 million acquisition of shares and subsequent HKD 790 million conditional mandatory cash general offer by Araco Investment Limited for China Automation Group Limited.

- Represented China Grand Automotive Services Co. Limited (SSE: 600297) in its USD 1.5 billion partial offer for Baoxin Auto Group Limited (HKSE: 1293).
- Represented UBS AG, as financial adviser, in its:
 - proposed USD 671 million unsolicited conditional voluntary general offer by RE Strategic Investments Pte. Ltd., an entity associated with PAG Real Estate, to acquire all the units of Spring REIT.
 - proposed USD 6.3 billion pre-conditional voluntary general offer by COSCO Shipping Holdings Co., Ltd and Shanghai International Port (Group) Co., Ltd to acquire all the shares of Orient Overseas (International) Limited.
- Represented SPG Land in its:
 - HKD 4,336 million (USD 559 million) subscription of new shares by Greenland Holding Group for a controlling interest in SPG Land.
 - RMB 1,077 million (USD 172.8 million) sale of its 50% interest in the Peninsula Hotel, Residences and Arcade in Shanghai.
- Represented China Asset Management (Hong Kong) Limited in its proposed subscription, along with CDH Investments, of HKD 850 million 5% convertible bonds due 2018 from Man Wah Holdings Limited (HKSE: 1999).
- Represented a financial adviser in the USD 4.4 billion privatisation of Dalian Wanda Commercial Properties Co., Ltd.
- Represented CICC, as financial adviser, in Wanda Commercial Properties (Hong Kong) Co., Limited (a subsidiary of Dalian Wanda Group Co., Ltd)'s USD 117 million (HKD 913 million) proposed purchase of a controlling interest in, and possible unconditional mandatory cash offer for shares of, Hengli Commercial Properties (Group) Limited.
- Represented Standard Chartered Bank, as financial adviser, on:
 - Wing Tai Properties Limited's HKD 1,486.2 million voluntary unconditional cash offer for a subsidiary of Winsor Properties Holdings Limited in connection with the HKD 1,459 million purchase and mandatory cash offer made by a subsidiary of China Vanke Co., Ltd. for Winsor Properties Holding Limited.
 - Famous Commercial Limited's (a subsidiary of the Gemdale Corporation) USD 384 million (HKD 2,997.9 million) proposed purchase of a controlling

interest in, and possible unconditional mandatory cash offer for shares of, Frasers Property (China) Limited.

Restructuring / Distressed M&A

- Represented Borelli Walsh (as liquidators) in the:
 - sale of a healthcare and hospital operating and management group.
 - sale of the South Beauty restaurant group to a private equity buyer.
- Represented China Singyes Solar Technologies Holdings Limited in the restructuring of its senior notes and proposed investment by third party investors.
- Represented Toys 'R' Us, Inc. in the proposed sale of its various assets and businesses in Asia and Australia.
- Represented iHeartMedia in its Chapter 11 restructuring and spinoff of its outdoor advertising business from its media/radio business.