



Representative Legal Matters

Rose Zhu

M&A Transactions

- Represented COFCO Limited in its acquisition of Chinatex Corporation.
- Represented China Foods in a proposed M&A transaction involving multiple parties and advisors.
- Represented a state-owned media corporation on its proposed acquirement of a US online education company.
- Represented China Foods in the RMB 611 million sale of COFCO Le Conte Food (Shenzhen) Co., Ltd.
- Represented Gaw Capital in acquiring common shares and preferred shares of a target company.
- Represented a PE firm in its proposed investment in a company.
- Represented China Foods in the sale of COFCO Junding Vineyard Co., Ltd. and Shandong COFCO Junding Wines & Spirits Co., Ltd..
- Represented China Minmetals Corporation on its strategic restructuring with China Metallurgical Group Corporation.
- Represented Bank of China in its proposed purchase of shares of a French bank.
- Represented a buyer's group in connection with its proposed acquisition of a NASDAQ-listed company.
- Represented China Construction Bank in connection with multi-billion dollar strategic investments (exceeding USD 4.0 billion) made by Bank of America and Temasek.
- Represented Asia Cement in connection with its proposed establishment of a joint venture with China Shanshui Cement, both companies are listed in Hong Kong.
- Represented Citigroup in its proposed investment in one of China's restricted sectors.
- Represented PPG in its proposed acquisition of a PRC listed company.
- Represented a major international financial institution in its proposed billion-dollar acquisition of a PRC reinsurance company.

Baker McKenzie.

- Represented Wolters Kluwer in its acquisitions of a PRC medical education company.
- Represented Zhuhai City in its bond (senior and junior) tender offers on behalf of the Zhuhai City's high way companies.
- Represented Sinochem in its proposed acquisition of Nufarm, a company listed on the Australia Stock Exchange.
- Represented Sage in its acquisitions of PRC companies.
- Represented Lucent in its proposed merger with Alcatel.
- Represented U.S. Steel in its separation from Marathon Oil.
- Represented China Double-Bridge Corporation in its reorganization.
- Represented IBM in its acquisition of Informix's assets.
- Represented TravelSky Technology Limited in its restructuring.

Capital Markets Transactions

ECM

- Represented Kunming Dianchi Water Treatment Co., Ltd in its proposed IPO in Hong Kong.
- Represented Guodian Technology & Environment Group Corporation Limited in its USD 363 million IPO in Hong Kong.
- Represented the underwriters (led by CICC, Goldman, Morgan Stanley, Deutsche Bank, J.P. Morgan, Macquarie and ABCI) in connection with Agricultural Bank of China's USD 22.1 billion dual listing in Hong Kong and Shanghai.
- Represented a PRC railway transportation company in its proposed billion-dollar dual listing in Hong Kong and Shanghai.
- Represented Chongqing Machinery & Electrical Co. in its USD 168 million IPO in Hong Kong.
- Represented the underwriters (led by UBS and BOCI) in connection with China National Materials Group Corporation's USD 700 million IPO in Hong Kong.
- Represented the underwriter in Shui On Group's IPO in Hong Kong.

Baker McKenzie.

- Represented Goldman Sachs in the overall IPO of Shanghai Industrial Investment (Holdings) Company Limited's hotels and other land resources.
- Represented China Construction Bank in its USD 9 billion IPO in Hong Kong.
- Represented the underwriters (led by Goldman) in connection with TravelSky's IPO in Hong Kong.
- Represented China Huajian in its proposed IPO on the NASDAQ.

DCM

- Represented the underwriters (Citigroup Global Markets, HSBC, J.P. Morgan, DBS Bank Ltd., Goldman Sachs, Standard Chartered and UBS AG) in connection with the establishment of USD 5 billion Medium Term Note Programme established by Sinochem Hong Kong (Group) Company Limited.
- Represented Merrill Lynch (Asia Pacific) Ltd. as the sole underwriter in connection of the offering USD 300 million 3.124% bonds due 2022 by Sinochem Offshore Capital Company Limited, were guaranteed by Sinochem Hong Kong Group Company Limited.
- Represented a listed issuer in connection with its proposed debt offering.
- Represented the underwriters (led by RBS, Deutsche Bank, Goldman, J.P. Morgan, HSBC and DBS) in connection with Frashion Properties offering of senior secured U.S. dollar notes (5-year, 5.75%).
- Represented the underwriters (Citigroup Global Markets, HSBC, J.P. Morgan, DBS Bank Ltd., Goldman Sachs, Standard Chartered and UBS AG) in connection with the establishment of USD 3 billion Medium Term Note Programme by Sinochem Hong Kong (Group) Company Limited.
- Represented UBS AG and HSBC Bank as underwriters in connection with the offering of CHF 250 million 0.76% bonds due 2022 by Sinochem Offshore Capital Company Limited; these bonds were guaranteed by Sinochem Hong Kong Group Company Limited.
- Represented the underwriters (ANZ, Bank of China, CACIB, DBS, HSBC, J.P. Morgan and Standard Charter) in connection with the issuance of RMB 2.5 billion 3.55% Senior Guaranteed Notes (3 years) by Sinochem Hong Kong (Group) Company Limited.
- Represented HNA Capital Group Co., Ltd. in connection with its offshore SPV's offering of USD 200 million and the tap offering of USD 30 million 4.5% bonds due 2018; these bonds were guaranteed by a third party guarantor, China United SME Guarantee Corporation, and underwritten by Barclays Bank, Bank of China, China Everbright Securities and Guotian Junan International.

Baker McKenzie.

- Represented the underwriters (Citigroup Global Markets, HSBC, J.P. Morgan, ANZ, DBS Bank Ltd., Goldman Sachs, and UBS AG) in connection with the issuance of USD 500 million 3.25% Senior Guaranteed Notes (5 years) by Sinochem Hong Kong (Group) Company Limited.
- Represented J.P. Morgan as sole underwriter in connection with the offering of RMB 300 million 6.5% bonds due 2018 by China Financial Services Holdings Limited; these bonds were guaranteed by a third party guarantor, China United SME Guarantee Corporation.
- Represented J.P. Morgan in connection with the overseas offering of RMB-denominated bonds by a Chinese financial institution.
- Represented the underwriters (J.P. Morgan, HSBC and Standard Charter) in connected with the offering of RMB-denominated bonds by a large state-owned company (a Hong Kong listed company).
- Represented a listed company in Hong Kong in its proposed dim sum bonds offering, underwritten by Goldman, BAML and BOCI.
- Represented Mandra Forestry Finance in its USD 195 million offering of senior notes and warrants, underwritten by Morgan Stanley.
- Represented Globe Telecom in its USD 100 million offering of senior notes and consent solicitation, underwritten by UBS and Citigroup.
- Represented Credit Suisse in connection with the issuance of USD 500 million convertible subordinated notes by SINA.
- Represented the underwriters in connection with debt and equity offerings on the NASDAQ or NYSE by Loral Space & Communications, Globalstar, CyberShop and other U.S. companies.
- Represented Morgan Stanley in connection with the issuance of USD 200 million exchangeable bonds by Chi Mei.
- Represented Credit Suisse in connection with the issuance of USD 125 million subordinated notes by Human Genome Sciences.
- Represented Lehman and Bear Stearns in connection with the issuance of USD 300 million senior notes by Loral Space.
- Represented the underwriters in connection with the IPO of CyberShop on the NASDAQ.
- Represented the underwriters in connection with the debt or equity offerings made by BMJ, IntraLinks, Arima and Orient Semiconductor Electronics.

Baker McKenzie.

- Represented Citigroup in connection with the initial issuance of USD 104 million convertible bonds by KGI Securities.
- Represented the underwriters in connection with the offerings of convertible debt securities by Taishin Bank.
- Handled or handling Hong Kong and U.S. Securities work for Chalco, Guangshen Railways, Guodian Technology & Environment Group Corporation and other companies.

Banks and Financial Institutions

- One of the "Foreign Legal Experts" recognized by the China Banking Regulatory Commission.
- Representing China CITIC Bank, China Minsheng Bank and China Development Bank in connection with their various cross-border leveraged finance transactions.
- Represented China Development Bank in connection with its various offshore loans and ship financing transactions.
- Represented China Construction Bank, Bank of China, Bank of Communications, China Development Bank, China CITIC Bank, China Minsheng Bank, Industrial Bank, Bank of Beijing and a few other PRC banks as creditors in connection with the bankruptcy or insolvency proceeding of several Lehman entities in New York, London, the Netherlands, Switzerland and other jurisdictions.
- Represented Agricultural Bank of China in connection with its various offshore lending transactions.
- Represented Bank of China in connection with its various offshore lending transactions.
- Represented Postal Savings Bank of China in connection with its various offshore transactions.
- Represented J.P. Morgan Chase in connection with providing multi-tranche term and revolving loans to General Cable Corporation and its affiliates, fully secured (USD 1.1 billion).
- Represented J.P. Morgan Chase and other banks in connection with providing multi-tranche term and revolving credit facilities to Triton PCS, Inc.
- Represented Citibank in connection with providing multi-tranche term and revolving credit facilities to Cross Country Staffing, Inc. (borrowing base credit).
- Represented Citibank in connection with providing multi-tranche term loans to McDermott International, Inc.

Baker McKenzie.

- Represented Credit Suisse in connection with providing multi-tranche bridge, term and revolving credit facilities to ChipPac, Inc.
- Represented J.P. Morgan Chase in connection with providing USD 3 billion revolving and term loan facilities to Alcoa Inc.
- Represented J.P. Morgan Chase in connection with providing multi-tranche term and revolving credit facilities to IWO Corporation.
- Represented J.P. Morgan Chase in connection with providing standby facility to Popular, Inc.
- Acted for Meiji Yasuda Life Insurance Company on its acquisition of 100 percent share in StanCorp Financial Group, Inc. a US listed insurance company.
- Acted for The Dai-ichi Life Insurance Company, Limited on its acquisition of 100 percent share in Protective Life Corporation, a US. listed insurance company. (Best FIG Deal by FinanceAsia Japan 2014/15)
- Acted for Mitsui Sumitomo Insurance Company, Limited on its acquisition of First Capital Insurance Limited, one of Singapore's largest non-life insurers.
- Acted for a US private equity firm on its investment in the convertible preferred shares in a Japanese theme park.
- Acted for an Asian private equity fund on its acquisition of a minority interest in a Japanese insurance business.
- Acted for Mitsui Sumitomo Insurance Company, Limited on its agreement with Assicurazioni Generali S.p.A., an Italian insurance company, on arrangements in conjunction with closure of Generali Japan branch including comprehensive transfer of Generali Japan branch's insurance contracts to MSI.
- Acted for Getronics N.V. on the sale of 70 percent of its share capital in Getronics Japan, Ltd. to NTT Data Corporation, accompanied by the formation of a joint venture.
- Acted for Man Financial Japan Ltd on the acquisition of the entire issued share capital of FXA Securities Ltd., a regulated Japanese online foreign exchange broker.
- Acted for a European financial instruments broker on its 90 percent share acquisition in a Japanese FX broker.
- Acted for a Japanese food manufacturer on its third party allotment to a Japanese trading house, accompanied by a business alliance.
- Acted for TDK on its public takeover of Epcos AG in Germany.

Baker McKenzie.

- Acted for Hitachi Koki Co., Ltd. on its acquisition of the power tool specialist Germany-based Metabo AG from an European equity fund.
- Acted for MS&AD Insurance Group on the dissolution of its joint venture with MetLife in Japan.
- Acted for Meiji Yasuda Life Insurance Company on its strategic alliance with Talanx AG in Germany, accompanied by a minority investment.
- Acted for a Brazilian bank on its acquisition of the Japanese branch of another Brazilian bank.
- Acted for Sumitomo Life Insurance Company on its acquisition of approximately 40 percent interest in PT BNI Life Insurance to form a joint venture partnership with PT Bank Negara Indonesia (Persero) Tbk.
- Acted for Nikkiso Co., Ltd. on its acquisition of Continuous Renal Replacement Therapy (CRRT) business from Baxter Healthcare Corporation.
- Acted for Recruit Holdings Co., Ltd. on its acquisition of ASX-listed, HR services provider, Chandler Macleod Group Limited through a scheme of arrangement.
- Acted for Recruit Holdings Co., Ltd. on its acquisition of Peoplebank Holdings Pty Ltd, the largest technology recruitment firm in Australia, from private equity firm Navis.
- Acted for a Japanese food company on its 100% share acquisition in a leading beef slaughterhouse in Uruguay.
- Acted for a Japanese food company on its formation of a JV company with a leading poultry company in Thailand.