# 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.
- Represented China Minmetals Corporation in its strategic restructuring with China Metallurgical Group Corporation.
- Represented Sinochem in its proposed acquisition of Nufarm, a company listed on the Australia Stock Exchange.
- Represented Bank of China in its proposed purchase of shares of a French bank.
- Represented China Construction Bank in connection with multibillion dollar strategic investments (exceeding USD 4.0 billion) made by Bank of America and Temasek.
- Represented China Foods in the sale of its small-pack edible oil business to another company listed on the Stock Exchange of Hong Kong.
- Represented PPG in its proposed acquisition of a PRC-listed company.
- 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 a state-owned media corporation in its proposed acquisition of a US online education company.
- Represented China Foods in its RMB 611 million sale of COFCO Le Conte Food (Shenzhen) Co., Ltd.
- Represented Gaw Capital in acquiring common shares and preferred shares of several targets and potential targets.
- 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 a buyer's group in connection with its proposed acquisition of a NASDAQ-listed company.

Baker McKenzie.

- Represented Citigroup in its proposed investment in one of China's restricted sectors.
- Represented a major international financial institution in its proposed billion-dollar acquisition of a PRC reinsurance company.
- Represented Wolters Kluwer in its acquisition of a PRC medical education company.
- 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 large 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 underwriters in Shui On Group's IPO in Hong Kong.
- Represented Goldman Sachs, as the lead underwriter, in the IPO of the hotel and other real estate businesses of Shanghai Industrial Investment (Holdings) Company Limited.

- 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.
- Represented the underwriters in connection with the IPO of CyberShop on the NASDAQ.

**DCM**

- Represented the underwriters (led by 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 Notes Programme by Sinochem Hong Kong (Group) Company Limited.
- Represented Merrill Lynch (Asia Pacific) Ltd. as the sole underwriter in connection with the USD 300 million offering of 3.124% bonds due 2022 by Sinochem Offshore Capital Company Limited (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 Franshion Properties' offering of senior securited US dollar notes (five-year, 5.75%).
- Represented the underwriters (led by 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 Notes Programme by Sinochem Hong Kong (Group) Company Limited.
- Represented UBS AG and HSBC Bank as underwriters in connection with the CHF 250 million offering of 0.76% bonds due 2022 by Sinochem Offshore Capital Company Limited (guaranteed by Sinochem Hong Kong Group Company Limited).
- Represented the underwriters (led by ANZ, Bank of China, CACIB, DBS, HSBC, J.P. Morgan and Standard Chartered) in connection with the issuance of RMB 2.5 billion 3.55% Senior Guaranteed Notes (three 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 (guaranteed by a third party guarantor, China United SME Guarantee Corporation, and underwritten by Barclays Bank, Bank of China, China Everbright Securities and Guotai Junan International).

- Represented the underwriters (led by 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 (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 (led by J.P. Morgan, HSBC and Standard Chartered) in connection 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 Zhuhai City in its bond (senior and junior) tender offers on behalf of Zhuhai City's highway 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 Citigroup in connection with the initial issuance of USD 104 million convertible bonds by KGI Securities.

- 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 offerings of convertible debt securities by Taishin Bank.

- Represented the underwriters in connection with debt and equity offerings on the NASDAQ and NYSE by Loral Space & Communications, Globalstar, CyberShop and other US companies.

- Represented the underwriters in connection with the debt or equity offerings made by BMJ, IntraLinks, Arima and Orient Semiconductor Electronics.

- Represented Chalco, Guangshen Railways, Guodian Technology & Environment Group Corporation and other companies in relation to their US or Hong Kong securities work.

**Banks and Financial Institutions**

- On the "Foreign Legal Experts" panel of the China Banking Regulatory Commission.

- Representing China CITIC Bank, China Minsheng Bank, China Development Bank and GF Investment in connection with their various cross-border leveraged finance transactions.

- Representing China Development Bank in connection with its various offshore loans and ship financing transactions.

- Represented China CITIC Bank in connection with its provision of financing facilities to a PE-led consortium's equity investment in an acquisition vehicle, formed to acquire a listed company.

- Represented China CITIC Bank in connection with its provision of leveraged financing facilities to a Hillhouse-led group's acquisition of Belle International, a company listed on the Stock Exchange of Hong Kong.

- Represented China CITIC Bank in connection with its provision of leveraged financing facilities to HNA Tourism's acquisition of Carlson Hotels Inc., which controls Rezidor Hotel Group AB, a subsidiary listed on the Stockholm Stock Exchange.

- 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 proceedings 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 its provision of 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 syndicated banks in connection with their provision of multi-tranche term and revolving credit facilities to Triton PCS, Inc.

- Represented Citibank in connection with its provision of multi-tranche term and revolving credit facilities to Cross Country Staffing, Inc. (borrowing base credit).

- Represented Citibank in connection with its provision of multi-tranche term loans to McDermott International, Inc.

- Represented Credit Suisse in connection with its provision of multi-tranche bridge, term and revolving credit facilities to ChipPac, Inc.

- Represented J.P. Morgan Chase in connection with its provision of USD 3 billion revolving and term loan facilities to Alcoa Inc.

- Represented J.P. Morgan Chase in connection with its provision of multi-tranche term and revolving credit facilities to IWO Corporation.

- Represented J.P. Morgan Chase in connection with its provision of standby facility to Popular, Inc.