

# MERGERS & ACQUISITIONS

HONG KONG

As market leader for offshore Mergers & Acquisitions in Asia, the Hong Kong office has acted in over 75% of major offshore M&A deals for more than 15 years.

Our lawyers are experienced in all types of M&A work and are regularly involved from early structuring to successful closing. Recent transactions involved multi-billion dollar deals across a wide spectrum of sectors including the internet, mobile communications, media, financial and pharma.

## Our Services

Conyers advises on:

- Deal structures
- Incorporation of bid vehicles and the provision of secretarial services
- Due diligence
- Consortium arrangements
- Financing
- Drafting/review of offer document/composite scheme, document/merger agreement and plan of merger/schedule 13E-3/proxy statement/circular
- Attendance in court for schemes of arrangement
- Negotiations with special committees
- The rights of dissentient shareholders
- Review of announcements/press releases
- Dealing with regulatory authorities
- Anti-takeover measures

## Our Experience

Selected recent transactions:

- Trina Solar's privatization by way of merger
- Nirvana Asia Ltd.'s privatization by scheme of arrangement
- Qihoo 360 Technology Co. Ltd.'s US\$9.3 billion take-private transaction cited by *The Wall Street Journal* as the "largest take-private deal of a US-listed Chinese company" – *Award Winning*
- Youku Tudou's US\$3.5 billion going private merger with Alibaba Group Holding Limited – *Award Winning*
- Biosensors International's privatization, the first ever amalgamation on the SGX (Bermuda)
- Excelsior Union Limited in connection with a US\$3.3 billion buyout of Mindray Medical International Limited

- New WuXi Life Science on the US\$3.3 billion buyout of WuXi PharmaTech – *Award Winning*
- Shanda Games Limited on its US\$1.9 billion merger with Capitalcorp Ltd.
- Dorsett Hospitality International Limited in its privatization by scheme of arrangement
- Orient Hongtai Capital Management (Beijing) Co. Ltd., in connection with its US\$700 million acquisition of China Mobile Games and Entertainment Group Limited – *Award Winning*
- Acting for the buying consortia in a significant number of US going-private transactions including:
  - Tongjitang Chinese Medicines Company Limited, the first US take-private transaction to use the merger provisions introduced in the Companies Law in 2009 – *Award Winning*
  - Focus Media Holdings Limited (US\$3.7 billion and the largest Chinese going-private deal to date) – *Award Winning*
  - Charm Communications Inc.
  - iSoftStone Holdings Limited
  - Noah Education Holdings Limited
- Full Alliance International Limited's US\$339 million privatization of Yongye International, Inc.
- Youku Inc. in its US\$1.1 billion merger with Tudou Holdings Limited – *Award Winning*
- NetDragon selling its stake in 91 Wireless to Baidu.com in a US\$1.84 billion merger transaction – *Award Winning*
- Giant Interactive Group Inc. in its US\$300 million privatization by way of a merger – *Award Winning*
- Pactera Technology International Limited in its US\$625 million privatization by way of a merger – *Award Winning*
- Headland Capital and CHAMP Private Equity in the privatization of Miclyn Express Offshore Limited by way of amalgamation
- Little Sheep Group Limited in its privatization by scheme of arrangement – *Award Winning*

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