



Our vision is to be the leading law firm in Australia and Asia

## Our regional network

Allens Arthur Robinson (**Allens**) is a leading international law firm with more than 800 partners and lawyers based in 14 offices across Asia and Australia. Allens offers a comprehensive legal network in Asia with lawyers based in Bangkok, Beijing, Hanoi, Ho Chi Minh City, Hong Kong, Jakarta, Port Moresby, Shanghai, Singapore and in all major Australian capitals.

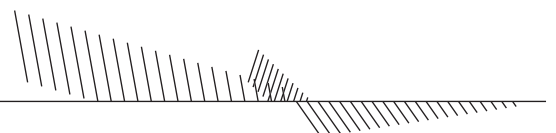
We have a strategic alliance in Malaysia, a co-operative alliance in Japan with Nagashima Ohno & Tsunematsu, and extensive experience in Korea and the Philippines.

## Our North Asia practice

We have been advising clients in China for over 20 years: our Hong Kong office was established in 1988, our Shanghai office became officially licensed by the Ministry of Justice in 1996 as one of the earliest international law firms to operate there and we formalised our presence in Beijing by opening there in early 2005. Our North Asia team comprises over 30 lawyers, including both Chinese and international lawyers who are expert in PRC, Hong Kong, UK and Australian law.

Allens enjoys solid working relationships with officials in a variety of PRC Government ministries and departments, including People's Bank of China, State Administration for Industry and Commerce, State Administration of Foreign Exchange, Ministry of Commerce and the National Development and Reform Commission. We also have excellent relationships with a number of leading PRC law firms. In Hong Kong, we have extensive experience in handling matters with local regulatory authorities including with The Stock Exchange of Hong Kong Limited, the Securities and Futures Commission, the Hong Kong Monetary Authority and the Privacy Commissioner.

Our North Asia practice focuses on: banking and financial services, corporate and commercial, litigation and dispute resolution, insurance, energy and resources, real estate, funds management, intellectual property and projects and infrastructure.



## Global recognition

Our credentials, expertise and experience in foreign investment, corporate, commercial, finance and regulatory work have seen us consistently ranked as a leading foreign law firm in Hong Kong and the PRC by independent surveys.

**A leading firm in China/Hong Kong in Banking & Finance, Corporate/M&A, Energy & Natural Resources, Financial Services, Insurance, and Intellectual Property**

*Chambers Asia-Pacific 2011*

**One of the world's top 10 firms for Project Finance**

*Dealogic 2009*

**A leading firm in Hong Kong for Banking & Finance, Corporate/M&A, Dispute Resolution, Regulatory and Insurance**

*Asia-Pacific Legal 500 2010-11*

**Finalist, Insurance Law Firm of the Year**

*ALB Hong Kong Law Awards 2011*

## Banking & Financial Services

We offer a full service finance capability covering all areas, from bilateral and syndicated loans, acquisition finance, project and structured finance, trade finance, capital markets and derivatives to funds management and financial services licensing and regulation. We are active in mergers & acquisitions, joint ventures and other corporate transactions in the financial services sector. We also provide support with regulatory investigations and dispute resolution.

We advise many of the region's largest banks, fund managers, corporations and multinationals including:

**Cheung Kong Infrastructure Finance Australia Pty Ltd, Australia and Hong Kong** – Acted for a syndicate of banks on their A\$510 million loan to Cheung Kong Infrastructure Australia. Cheung Kong Infrastructure is the largest publicly listed company in Hong Kong, with diversified investments in energy infrastructure, transportation infrastructure, water infrastructure and infrastructure-related businesses.

**Natixis, PRC and Hong Kong** – Acted for the lenders in the US\$145 million syndicated loan to Right Lane Limited (**Right Lane**), the wholly-owned subsidiary of PRC entity Legend Group Holdings Limited (**Legend Group**). The lenders include Natixis, Bank of East Asia, Wing Lung Bank, China Merchants Bank and Bank of China (Macau Branch). Legend Group guaranteed the loan, used to repay Right Lane's medium-term US private placement debt and existing facilities.

**MGPA, Hong Kong** – Represented Foxhill Investments Limited and Millennium (BVI) No 2 Limited in the borrowing of HK\$1,860,000,000 and HK\$2,045,000,000 respectively for the refinancing of existing facilities in relation to real property development transactions and other general corporate purposes.

**ANZ Bank, Natixis and NAB International, Hong Kong** – Advised the arrangers on a HK\$3.2 billion senior secured acquisition financing facility to enable a subsidiary of Pioneer Iron & Steel Group Limited to launch a takeover bid for Hong Kong main board-listed China Oriental Group.

**Goodman Group, Hong Kong** – Acted on a series of transferable loan facilities arranged by Citibank and then HSBC providing a total of HK\$1.9 billion in property acquisition financing and the HK\$6.2 billion senior and subordinated facilities to refinance the earlier facilities on the establishment of the Macquarie Goodman Hong Kong Wholesale Fund.

**ANZ, PRC** – Acting for PRC ANZ on the establishment of its locally incorporated bank in the PRC, including the provision of foreign law advice in connection with the transfer of existing branch activities and customers to the locally incorporated bank.

**The Bank of New York Mellon, PRC and Hong Kong** – Assisted on a range of banking and financial services matters in Hong Kong and the PRC.

## Mergers & Acquisitions

We advise a range of enterprises in relation to their corporate and commercial needs in North Asia. We work on transactions of all sizes – from the largest mergers, acquisitions and joint ventures to small acquisitions and other more routine contractual matters.

Our team has considerable experience in all aspects of Hong Kong and PRC regulatory matters, M&A, including both equity and asset arrangements, tax effective structuring, foreign direct investment and state-owned asset restructuring. We have advised on a wide range of deals across a number of sectors. Our recent work includes:

**CSR Building Products Limited** – Advised CSR on its recent agreement to sell 100 per cent of its Asian insulation, panels and trading businesses to Rockwool Group for A\$128 million. The sale reflects CSR's plan to focus on its core market-leading positions in the Australian and New Zealand building products market.

**International Finance Corporation** – Acted for World Bank Group member International Finance Corporation and IFC Capitalization Fund (**IFC**) in their US\$140 million investment in Bank South Pacific Limited (**BSP**), Papua New Guinea's biggest retail and commercial bank. The investment consisted of a US\$30 million debt investment, a US\$55 million subscription and a US\$55 million share purchase from the Independent Public Business Corporation of Papua New Guinea and is IFC's largest investment in the Pacific region to date.

**China Mining Partners** – advised on the pre-IPO investment in a major PRC resources company operating in Western China, and the subsequent sale of its shares quoted on the Shanghai Stock Exchange.

**Orica** – Advised Orica on the acquisition from Dragon Stride Enterprises Limited by Orica of the entire interest in SOPEL Chemical (Shanghai) Co Ltd in the PRC that carries on the business of manufacturing and distribution of decorative coatings.

**ANZ Bank** – Advised on its acquisition of a 19.9 per cent stake in the Shanghai Rural Commercial Bank, formerly Shanghai Rural Credit Co-operative Union, the largest financial services co-operative in the PRC. We previously advised ANZ on its cooperative alliance with the Shanghai Rural Credit Co-operative Union. In addition, we advised on ANZ's US\$120 million subscription for a 19.9 per cent stake in Tianjin City Commercial Bank (now bank of Tianjin).

**Macquarie Korea Opportunities Fund** – Advising Macquarie's Korean-based fund in relation to its acquisition of a majority interest in a Taiwanese cable television and broadband company.

**Fresenius Kabi** – Advised on the company's acquisition of 100 per cent of the equity of Cosco Pharm, the third largest manufacturer of blood bags in China.

## Energy & Resources

We have a wide range of expertise in all aspects of mining exploration and production and on the development and approval of new mining projects. Our resources practice encompasses acquisitions and disposals, joint venture agreements, farm-in and farm-out arrangements, agreements for the supply of power, water, transport and other services, commodity sale agreements, state agreements, capital raisings, due diligence for acquisitions, financing and raisings. Our recent experience in the PRC includes the following:

**Rio Tinto** – Advised Rio Tinto in relation to the US\$19.5 billion investment in the Rio Tinto Group, through a combination of convertible bonds at parent company level of US\$7.2 billion and investment at individual asset level of US\$12.3 billion. The extremely complex matter covered all disciplines, including corporate, resources, tax and regulatory, and also involved the establishment of some novel forms of synthetic investments.

**Chevron Corporation** – Acted on the Chuandongbei sour gas project, a joint venture with China National Petroleum Corp (**CNPC**). The deal, to develop and operate a gas field in western China in cooperation with CNPC, is China's largest onshore natural gas joint venture involving a foreign partner.

**Roc Oil Company Limited (ROC)** – Advised ROC on its acquisition of a 24.5 per cent operated interest in the Zhao Dong Block in the Bohai Bay, offshore China, via the purchase of 100 per cent of the shares of Apache China Corporation LDC from its parent company, Apache Corporation. Allens role encompassed advising on the equity raisings, and our Shanghai and Beijing offices undertook due diligence.

**Penfold Limited** – Advised Penfold and China Mining Partners Limited on significant pre-IPO investment in a major PRC resources company operating in central and western China. We also advised on critical share conversion and listing issues prior to the listing on Shanghai Stock Exchange.

**Hunan Non-Ferrous Company Limited** – Advised on an investment in the Australian resources sector shortly after a successful IPO in Hong Kong.

**Major oil and gas company** – Advising an oil and gas company in respect of its entry into off-shore China oil and gas contracts, and related China regulatory issues.

**Power plants, China** – Advised on the establishment of a coal-fired power plant in Muling, Heilongjiang Province, and a coal-fired power plant joint venture with the New World Group of Hong Kong in Guangzhou, and project financing of the construction of power plants in Shandong Province and the Neimengu Autonomous Region in China.

## Insurance and Reinsurance

Allens has one of the leading insurance and reinsurance practices in Australia and the Asia region. Known for our commonsense commercial approach, we are both results-driven and focused on our clients' needs. Our full service expertise in all aspects of insurance and reinsurance law – including a deep understanding of the regulatory and legislative environment in which the industry operates, and the knowledge we've gained from dealing with the complex, high-value and reputationally significant work we customarily undertake – distinguishes us from our competitors.

## Litigation & Dispute Resolution

Our litigation lawyers have the capabilities, experience and resources to handle all forms of litigation. We have extensive and diverse experience in both securities enforcement and recovery work, all forms of insolvent administration and non-lending litigation, and in defending claims brought against banks. We have a proven track record of running, defending and managing all aspects of financial services and products litigation, securities claims, shareholder matters and class actions.

## Real Estate

We offer a full service corporate real estate team with broad experience in all aspects of property-related law in North Asia. We have extensive experience in the acquisition, financing, development, sale and leasing of residential, commercial, industrial, hotels and retail properties. We have acted for a wide range of clients from private investors to high-profile property developers and institutional investors including the following:

**Goodman Group** – Acting for one of the world's largest listed property groups in connection with investigating proposed investments in industrial warehouse and logistics developments in Shanghai, including structuring, negotiating and preparation of transaction proposals and related transaction documents.

**CB Richard Ellis** – Advised CBRE on its joint venture with China Vanke Co Ltd., the PRC's largest residential property developer.

**CDP Capital - Real Estate Advisory** – Advised on the formation of its joint venture with Hong Kong-listed Shanghai Forte Land Co. to develop a major residential property project in Huishan District, Wuxi, China.

**Concord Land** – Advised on all aspects of the joint venture with the Carlyle Group. We advised Concord Land on the sale of 'Residence 8' (a high-end property development in Shanghai) to the Carlyle Group.

**Macquarie Bank** – Advised on the acquisition of City Apartments, a 92-unit serviced apartment complex in Shanghai, PRC.

**DB. Zwirn** – Advising this US-based hedge fund in relation to an investment in a real estate joint venture in Harbin, China; proposed real estate investments in Beijing; and its proposed acquisitions of real estate projects in Beijing and Zhengzhou.

**MGPA** – Acting for MGPA in connection with investigating proposed investments in Beijing, Shanghai, Chongqing and Guangdong, including due diligence review, negotiation, discussion and preparation of transaction proposals and related transaction documents.

## Funds Management

We offer access to one of Asia's most experienced teams of funds management lawyers, with extensive market knowledge and experience in structuring funds, preparing and negotiating fund documentation and facilitating the acquisition of assets and investments for funds.

Our team brings together a combination of funds, real estate, capital markets and tax skills to advise on structuring and strategic issues. This breadth of experience means we are able to readily highlight key issues and risks, and anticipate and proactively manage the responses of investors, asset consultants, regulators and the markets to new products.

**ING Real Estate Asia Value Fund** – Acted for ING Real Estate Investment Management on all aspects of the establishment of this fund, which was established to invest in a range of Asian jurisdictions.

**Goodman Group** – Advised on two elements of the transaction. The first was an M&A deal involving the sale of shares in a Hong Kong company, the sale of an investment in a private equity real estate fund, and the sale of interests in two real estate development projects held through two special purpose vehicles. The second was a capital raising in Australia by Goodman Group to fund the acquisition and raise working capital.

**Private equity real estate joint venture fund** – Assisted a development company and a leading financial institution with the establishment of a funds management joint venture, and acted for the joint venture on all aspects of the establishment of a Bermuda-based private equity fund, which was established to invest in real estate projects through offshore corporate structures.

**AMP Capital: China growth fund** – Advised on the establishment of a listed registered investment scheme for AMP to invest in a Mauritian company, which in turn invested in Chinese securities and currency.

## Contacts

	<b>Simon McConnell</b> Managing Partner, Hong Kong and China +852 2903 6214 Simon.McConnell@aar.com.au	<b>David Wenger</b> Partner, Hong Kong +852 2903 6256 David.Wenger@aar.com.au	<b>Mun Yeow</b> Partner, Hong Kong +852 2903 6215 Mun.Yeow@aar.com.au	<b>David Hinchey</b> Senior Associate, Hong Kong +852 2903 6239 David.Hinchey@aar.com.au
Bangkok Beijing Beijing IP Brisbane Hanoi Ho Chi Minh City Hong Kong Jakarta Melbourne Perth Port Moresby Shanghai Singapore Sydney	<b>Ross Keene</b> Chief Representative, Shanghai +86 21 6841 2828 Ross.Keene@aar.com.au <b>www.aar.com.au</b>	<b>Kate Axup</b> Chief Representative, Beijing +86 10 8515 0250 Kate.Axup@aar.com.au		