

HONG KONG LISTED COMPANY TRANSACTIONS



Market-Leading Corporate M&A Practice

A perennial leader in global M&A, S&C ranks first by value among law firms in M&A transactions involving public companies over the last five years and first by value among U.S. law firms in Greater China M&A transactions all time.

GREATER CHINA M&A – ALL TIME – U.S. FIRM RANKINGS

ranked by dollar value (\$ billions)



GLOBAL M&A INVOLVING PUBLIC COMPANIES 2018-Q1 2023

ranked by dollar value (\$ billions)



Source: *Refinitiv*, August and June 2023

Data include representations of both principals and financial advisers.

Data include pending and completed deals only.

S&C was named one of the **most trusted law firms for M&A** in a recent BTI report – listed as a firm that “**can get the deal done no matter what**” by legal decision makers

“They can truly understand the issue from the company’s perspective and have shown strong commercial awareness of the legal issues.”

Chambers Greater China Region, Corporate/M&A: The Elite, 2023

Deals of the Year 2021

MBK Partners’ USD2.2 billion acquisition of CAR Inc

CHINA BUSINESS
LAW JOURNAL 商法

China Business Law Journal

Deals of the Year 2020, Overseas Deals

Haier’s H-share issue, privatisation of Haier Electronics

CHINA BUSINESS
LAW JOURNAL 商法

China Business Law Journal

Most Representative M&A Deal of the Year

Taiwan Cement Corporation’s privatization of TCC International Holdings Limited

Mapect Taiwan M&A Awards

Named Law360’s **M&A Group of the Year** eight times since 2013

Key Contacts



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Asia Top 15 Capital Markets Lawyers –
Asian Legal Business (2022)

MVP: Capital Markets – *Law360* (2022)

[>bio](#)



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Dealmakers of Asia – *Asian Legal Business* (2022)

M&A Lawyer of the Year –
Euromoney II (2022)

China Top 15 Female Lawyers –
Asian Legal Business (2022)

[>bio](#)



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“Ching-Yang made a contribution
and acted in our best interest, with
commercial sense.” *Chambers Greater
China Region* (2023)

[>bio](#)

Acquisitions and Privatizations of Hong Kong-listed Companies

Our lawyers have extensive experience handling “first-of-their-kind” acquisitions and privatizations of Hong Kong-listed companies, including complex corporate and regulatory issues. A selection of representative transactions handled by our lawyers include:



China Mengniu Dairy (2319.HK)'s privatization of **Yashili International** (1230.HK)
counsel to **China Mengniu Dairy** in its privatization of **Yashili International Holdings Ltd** by way of a scheme of arrangement at approximately US\$174 million (2023)



Voluntary general offer for **Zhejiang New Century Hotel Management** (former stock code: 0203.HK)
counsel to **Sequoia China** in connection with a voluntary general offer for all issued H shares and domestic shares of **Zhejiang New Century Hotel Management** by a consortium comprising of Sequoia China and Ocean Link, valuing the company at HK\$5.1 billion (US\$656 million) (2021)



Mandatory offer for **Cowell e Holdings** (1415.HK)
counsel to **Cowell e Holdings Inc.** and **Mr. Kwak Joung Hwan** in connection with **Luxvisions Innovation Technology's** purchase of Cowell shares from Mr. Kwak Joung Hwan and the subsequent mandatory cash offer for all the remaining issued shares of Cowell for a transaction value of HK\$4.9 billion (2020)



CAR Inc. (former stock code: 0699.HK) takeover
counsel to Goldman Sachs and J.P. Morgan as financial advisers to **MBK Partners** in connection with its voluntary conditional cash offer to acquire all of the outstanding shares of **CAR Inc.**, valued at approximately HK\$8.5 billion/US\$1.1 billion (2020)
Private Equity Deal of the Year by Mergermarket China M&A Awards 2021



Easy One Financial Group (former stock code: 0221.HK) privatization
counsel to **Mr. Ching-Ho Tang, the controlling shareholder of Wang On Group Limited** (1222.HK), in connection with his wholly owned vehicle's, Caister Limited, proposal for the privatization of **Easy One Financial Group Limited** by way of a scheme of arrangement, valued at approximately \$67 million (2020)



Haier Electronics Group (former stock code: 1169.HK) privatization
counsel to CICC and J.P. Morgan as joint financial advisers to Haier Smart Home in its privatization of **Haier Electronics Group** by way of a scheme of arrangement and simultaneous listing in Hong Kong by way of an introduction (2020)
The largest H-share privatization of a Chinese enterprise in 2020 and the largest ever H-share privatization in the home appliance industry



Ever Harmonic Global's general cash offer for **Clear Media** (former stock code: 0100.HK)
counsel to **Clear Media Limited** in connection with **Ever Harmonic Global Limited's** voluntary general cash offer for all of the shares in Clear Media for approximately \$498 million (2020)



Wai Yuen Tong (0897.HK)'s partial offer for **China Agri-Products Exchange Limited** (0149.HK)
counsel to **Goal Success** (Wai Yuen Tong's subsidiary) in its acquisition of shares and convertible notes of HKSE-listed **China Agri-Products Exchange Limited** by way of partial offer at the maximum consideration of approximately \$68 million (2019)

Acquisitions and Privatizations of Hong Kong-listed Companies



Pou Sheng International (Holdings) Limited (3813.HK) privatization
counsel to **Pou Chen Corporation** in its proposed privatization of **Pou Sheng International (Holdings) Limited**, by way of a scheme of arrangement (2018)



China Mengniu Dairy (2319.HK)'s mandatory cash offer for **China Modern Dairy** (1117.HK)
counsel to **China Mengniu Dairy** in its acquisition of a stake in and subsequent mandatory cash offer for **China Modern Dairy Holdings Ltd.** at a total value of \$1.07 billion (2017)



PAG's acquisition of **Yingde Gases** (former stock code: 2168.HK)
counsel to **Morgan Stanley** as financial adviser to **Yingde Gases** in connection with **PAG's** voluntary conditional cash offer to acquire all the issued shares of Yingde (2017)



Acquisition of **OOIL** (0316.HK) by COSCO Shipping (1919.HK) and Shanghai Port (Group)
counsel to J.P. Morgan as financial adviser to **Orient Overseas (International) Limited** in the approximately \$6.3 billion acquisition of all its issued shares by **COSCO Shipping Holdings** and **Shanghai Port (Group)** (2017)



TCC International Holdings Limited (former stock code: 1136.HK) privatization
counsel to **Taiwan Cement Corporation** (1101.TPE) and **TCCI** in their privatization of **TCC International Holdings Limited** by way of a scheme of arrangement (2017)
The first ever share swap between Hong Kong and Taiwan listed companies



Nirvana Asia (former stock code: 1438.HK) privatization
counsel to **Nirvana Asia** in its \$1.1 billion privatization by **CVC Capital Partners** (2016)



Sanpower Group's takeover offer for **IDT International Limited** (former stock code: 0167.HK)
counsel to **Sanpower Group** in its takeover offer for **IDT International Limited** (2015)



China Mengniu Dairy (2319.HK)'s share subscription by Danone SA (BN.PAR)
counsel to **China Mengniu Dairy** on a \$664 million subscription of shares by **Danone SA** requiring a whitewash waiver for the mandatory general offer (2014)

Acquisitions and Privatizations of Hong Kong-listed Companies



China Vanadium Titano-Magnetite (0893.HK) privatization
counsel to **China Vanadium Titano-Magnetite Mining Company Limited** (0893.HK) in its \$266 million privatization by its parent, **Keen Talent Holdings Ltd.**, by way of a scheme of arrangement (2013)



China Mengniu Dairy (2319.HK)'s acquisition of **Yashili International** (1230.HK)
counsel to **China Mengniu Dairy** in its \$1.7 billion general offer to acquire **Yashili International** (2013)



Yue Xiu Enterprises' partial offer for **Chong Hing Bank** (1111.HK)
counsel to **Nomura** (NMR.NYSE) as financial adviser to **Yue Xiu Enterprises (Holdings) Limited** in its \$1.5 billion acquisition of HKSE-listed **Chong Hing Bank Limited** using an innovative partial offer structure (2013)



Stryker Corporation (SYK.NYSE)'s acquisition of **Trauson Holdings** (former stock code: 0325.HK)
counsel to **Stryker Corporation** in its \$764 million voluntary cash offer to acquire all the shares and share options of **Trauson Holdings** (2013)



China Hengtian Group's mandatory cash offer for **Fong's Industries** (0641.HK)

counsel to **China Hengtian Group** in its \$350 million purchase of shares and mandatory cash offer for **Fong's Industries** (2011)*



Denway Motors (former stock code: 0203.HK) privatization
counsel to **Guangzhou Auto** (2238.HK) in its privatization of its subsidiary **Denway Motors**, (2011)*

The only securities exchange offer between a Hong Kong listed H share company and another Hong Kong-listed company



ENN Energy (2688.HK) and Sinopec (0386.HK)'s general offer for **China Gas** (0384.HK)

counsel to **ENN Energy** and **Sinopec** in their voluntary general offer for **China Gas** at \$2.2 billion (2011)



China Oriental (0581.HK)'s defense of a hostile takeover

counsel to **China Oriental** in its defense of a hostile takeover from **Smart Triumph Corporation** (2007)*

* Transactions handled by partners prior to joining S&C.

Notifiable Transactions

Recent major transactions, very substantial acquisitions and disposals handled by our lawyers include:

China Mengniu Dairy (HK.2319)

- in connection with Danone's agreement to sell to Mengniu the 25% stake the company holds in Yashili and the 20% stake it holds in the chilled dairy business joint ventures (China). In parallel, Danone will acquire from Yashili 100% of Dumex Baby Food Co Ltd (2022) (Ongoing)
- in connection with the sale of 100% of Inner Mongolia Fuyuan International Industrial Group ("Fuyuan") (China) to China Modern Dairy (China) for a total consideration of RMB3.48 billion (approximately US\$535 million) and the corresponding acquisition by China Mengniu Dairy of Fuyuan's interests in the Burra Group (Australia) for a total consideration of RMB320 million (approximately US\$49 million) (2021)
- in its agreement to acquire 51% of interest in Inner Mongolia Shengmu High-tech Dairy, a subsidiary of China Shengmu Organic Milk for a consideration of \$44 million (2018)
- in its acquisition of a stake in and subsequent mandatory cash offer for China Modern Dairy Holdings Ltd. (China) at a total value of \$1.07 billion (2017)
- in its \$1.7 billion general offer to acquire Yashili International (China), and in its \$1.7 billion facility arrangement (2013)

Foxconn Interconnect Technology (HK.6088)

- in its acquisition of all equity interests in FIT Voltaira Group GmbH (formerly known as Prettl SWH GmbH) (Germany) for cash consideration of €186.6 million (2023)
- in its \$54.2 million purchase from Sharp Corporation (Japan) of certain preferred shares in Kantatsu Co. (Japan) which represent 28.16% of Kantatsu on a fully diluted basis (2019)

ING Bank N.V. as one of the joint financial advisers to **Chow Tai Fook Enterprises Limited** and its wholly-owned subsidiary, **Century Acquisition Limited**, in a pre-conditional voluntary general cash offer to acquire all the issued shares of NWS Holdings Limited (0659. HK) not already beneficially owned by Chow Tai Fook (Holding) Limited and to cancel all the outstanding share options of NWS. The deal values NWS at approximately HK\$35.8 billion (US\$4.6 billion) (2023)

CSMall Group (HK.1815) in its capital injection into Jiangsu Nongmuren, an S2B2C e-commerce platform for fresh agricultural products, and the establishment of a VIE structure to obtain 51% actual ownership of Jiangsu Nongmuren (2021)

Wai Yuen Tong Medicine (HK.897) in its voluntary partial offer for shares and convertible notes of China Agri-Products Exchange (2019)

ENN Energy Holdings Limited (HK.2688) in its purchase of the entire issued share capital of Excellence Award Holding Company Limited (British Virgin Islands) from Essential Investment Holding Company Limited (British Virgin Islands) for \$410 million (2018)

CST Group (HK.985) in its very substantial acquisition of the mining assets of Grande Cache Coal LP (Canada) and Grande Cache Coal Corporation (Canada) and restructuring of the indebtedness of Grande Cache Coal LP (2018)

NWS Holdings Limited (HK.659) (a member of the New World group) in its share purchase agreement to acquire the entire issued share capital in FTLife Insurance Company Limited (Hong Kong) for a total consideration of \$2.75 billion, subject to adjustments (2018)

China Agri-Products Exchange Limited (HK.149) in its very substantial acquisition and connected transaction, a reverse takeover and the application of whitewash waiver in the approximately \$400 million acquisition of the pawn loan business operated by CITIC XinBang

Extensive Experience in Serving Hong Kong-listed Companies

Our team has long served a number of Hong Kong-listed companies. In addition to legal services related to compliance matters under Hong Kong Listing Rules, we specialize in providing diversified legal services to our clients according to their business and compliance needs, including investment, acquisition, disposal, restructuring, bond issuance among others. Our long-standing clients include:

China Mobile (0941.HK)

- in its compliance matters under Hong Kong Listing Rules and Hong Kong laws, in particular its information disclosures as a Hong Kong and Shanghai dual-listed company
- in its \$8.2 billion IPO of A shares, 2022 (first Hong Kong-incorporated, Hong Kong-listed company to have its shares listed on a stock exchange in mainland China)

Finalist for Innovation in Enabling Business Growth at FT Innovative Lawyers Asia Pacific awards 2022

- in its general compliance with the U.S. securities law, its delisting from the New York Stock Exchange and deregistration under the Securities Exchange Act (2021)
- in its \$18.3 billion transaction agreement with CMC (0941.HK), China Unicom (0762.HK), China Telecom (0728.HK) and China Reform Corporation to sell their telecommunications towers and related assets to China Tower (2015)
- in its cornerstone investment in CICC's Hong Kong IPO (2015)
- in its \$5 billion acquisition of China TieTong Telecommunications Corporation, a wholly owned subsidiary of China Mobile Communications Corporation (0941.HK) (2015)

- in its \$215 million subscription for 15% of the enlarged issued share capital in Anhui USTC iFLYTEK and the strategic cooperation in developing China Mobile's smart voice business (2012)

- in its \$690 million convertible notes offering (2000)

Counsel to the underwriters

- in its \$3.964 billion ADSs and shares dual listing (1997)

Counsel to the issuer

The first Hong Kong and NYSE listings of a Chinese telecommunications company

China Mengniu Dairy (HK.2319) and its affiliates, including Yashili (HK.1230), Modern Dairy (HK.1117) and China Shengmu (HK.1432)

In addition to day-to-day compliance matters, S&C also advises on numerous transactions, including notifiable transactions, bond offerings and bank loans, transactions under the Takeovers Code, innovative and first-ever employee incentive programs, structured notes and others.

- in compliance matters under Hong Kong Listing Rules and Hong Kong laws
- in connection with Danone's (BN.Euronext) agreement to sell to Mengniu the 25% stake the company holds in Yashili (1230.HK) and the 20% stake it holds in the chilled dairy business joint ventures.

In parallel, Danone will acquire from Yashili 100% of Dumex Baby Food Co Ltd (2022) (Ongoing)

- in its privatization of Yashili International Holdings Ltd (1230.HK) by way of a scheme of arrangement at approximately HK\$1.37 billion (US\$174 million) (2023)
- in connection with the sale of 100% of Inner Mongolia Fuyuan International Industrial Group ("Fuyuan") to China Modern Dairy (HK.1117) for a total consideration of RMB3.48 billion (approximately US\$535 million) and the corresponding acquisition by China Mengniu Dairy (HK.2319) of Fuyuan's interests in the Burra Group (Australia) for a total consideration of RMB320 million (approximately US\$49 million) (2021)
- in its \$100 million exchangeable bonds offering (2020)
- in its \$800 million senior unsecured notes offering (2020)
- in its \$500 million bonds offering (2019)
- in its \$500 million bonds offering (2018)

Counsel to the issuer

- in its agreement to acquire 51% of interest in Inner Mongolia Shengmu High-tech Dairy, a subsidiary of China Shengmu Organic Milk (China) (HK.1432) for a consideration of \$44 million (2018)

Extensive Experience in Serving Hong Kong-listed Companies

- in its acquisition of a stake in and subsequent mandatory cash offer for China Modern Dairy Holdings Ltd. (HK.1117) at a total value of \$1.07 billion (2017)
- in its \$194.8 million zero coupon exchangeable bonds offering (2017)
- *Counsel to the issuer*
- in a \$664 million subscription of shares by Danone SA (France) (BN.PAR) requiring a whitewash waiver for the mandatory general offer (2014)
- Yashili International (1230.HK) in the disposal of 100% of its subsidiary, Yashili (Zhengzhou) Nourishment, to a joint venture company set up between China Mengniu Dairy (HK.2319) and WhiteWave Foods Company for a consideration of approximately \$62 million (2014)
- in Yashili's (1230.HK) issuance of new shares to Danone Asia Baby Nutrition (Singapore) for \$571 million (2014)
- to invest as the sole cornerstone investor in the initial public offering of the shares in Yuanshengtai Dairy Farm on the Hong Kong Stock Exchange (2014)
- in its \$212 million sale of shares of Yashili International Holdings Ltd. (HK.1230) to five investors, including Temasek and Hopu Fund (2013)
- in its \$1.7 billion general offer to acquire Yashili International (China) (HK.1230), and in its \$1.7 billion facility arrangement (2013)
- in its \$202 million Hong Kong IPO(2004)

Counsel to the underwriters

ENN Group

In addition to day-to-day compliance matters, S&C also advises on numerous transactions, including notifiable transactions, group restructuring, bond offerings, transactions under the Takeovers Code, mergers and acquisitions and others.

ENN Energy (2688.HK)

- in compliance matters under Hong Kong Listing Rules and Hong Kong laws
- in its \$550 million green senior notes offering (2022)
- in its \$600 million bonds offering (2017)
- in its \$400 million bonds offering (2014)

Counsel to the issuer

ENN Natural Gas in its \$800 million guaranteed senior notes offering (2021)

Counsel to the issuer

ENN Ecological Holdings Co., Ltd in connection with an acquisition of 369,175,534 shares in ENN Energy Holdings Limited (2688.HK) representing 32.83% of the company's total issued share capital from its controlling shareholder, ENN Group International Investment Limited valued at \$3.85 billion as part of an intra-group restructuring (2019)

ENN Group International Investment Limited, ENN Energy's (2688.HK) controlling shareholder, in its share transfer agreement with a wholly owned subsidiary of Hony Capital (China) to acquire from Hony the entire issued share capital of an investment holding

company, which holds 100 million ordinary shares of Santos Limited (Australia) (STO.ASX) , representing approximately 4.8 percent of total issued share capital of Santos, for a total consideration of \$449 million (2018)

ENN Energy Holdings Limited (2688.HK) in its purchase of the entire issued share capital of Excellence Award Holding Company Limited (British Virgin Islands) from Essential Investment Holding Company Limited (British Virgin Islands) for \$410 million (2018)

ENN Energy China Investment in its \$652 million subscription for equity interest in Sinopec Marketing (2014)

ENN Energy (2688.HK) and Sinopec (China) (0386. HK) in their voluntary general offer for China Gas (China) (0384.HK) at \$2.2 billion (2011)

Foxconn Group

- in its acquisition of all equity interests in FIT Voltaira Group GmbH (formerly known as Prettl SWH GmbH) (Germany) for cash consideration of €186.6 million (2023)
- In addition to day-to-day compliance matters, S&C also advises on numerous transactions, including spin-offs and initial public offerings, employee incentive programs, cross-border mergers and acquisitions and others

Extensive Experience in Serving Hong Kong-listed Companies

Foxconn Interconnect Technology (HKG:6088)

- in compliance matters under Hong Kong Listing Rules and Hong Kong laws, including employee incentive programs and disclosures under the Hong Kong listing Rules
- in its acquisition of all equity interests in FIT Voltaira Group GmbH (formerly known as Prettl SWH GmbH) (Germany) for cash consideration of €186.6 million (2023)
- in its \$54.2 million purchase from Sharp Corporation (Japan) of certain preferred shares in Kantatsu Co. (Japan) which represent 28.16% of Kantatsu on a fully diluted basis (2019)
- in its \$394 million HK IPO and Rule 144A/Reg S offering via spin-off from Hon Hai Precision Industry Co. (TPE: 2354) (2017)
- in its multiple overseas M&A transactions

Counsel to the underwriters

China Silver Group (HKG:0815) and CSMall Group (HK.1815)

Since CSMall Group's (HK.1815) spin-off from its parent company China Silver Group (HKG: 0815) and separate listing on the Hong Kong Stock Exchange in 2018, S&C has acted as the legal counsel for both companies regarding compliance matters under Hong Kong laws, providing legal services on their numerous transactions and other matters over the years:

- China Silver Group (HKG: 0815) in its private placements to three external investors (2022)
- China Silver Group (HKG: 0815) in its inside information announcement, subsequent disclosures and related regulatory matters in connection with a major subsidiary of its metal smelting and production business segment being ordered to suspend production for rectification (2021-2022)
- CSMall Group (HK.1815) in its capital injection into Jiangsu Nongmuren, an S2B2C e-commerce platform for fresh agricultural products, and the establishment of a VIE structure to obtain 51% actual ownership of Jiangsu Nongmuren (2021)
- CSMall Group (HK.1815) in the renewal of its three-year continuing connected transaction for the first time since the spin-off for the purchase of silver ingots from China Silver Group (HKG: 0815) (2020)
- CSMall Group (HK.1815) in its establishment of the an Employee Share Scheme after the spin-off, and its parallel private placement to an external investor, involving an application to the Hong Kong Securities and Futures Commission for a whitewash waiver and submissions to the Hong Kong Stock Exchange that China Silver Group (HKG: 0815) could continue to consolidate CSMall Group as a subsidiary despite a shareholding below 50% (2019)

China Tobacco International (HKG: 6055)

- in compliance matters under Hong Kong Listing Rules and Hong Kong laws
- in its spin-off from China National Tobacco \$119 million HK IPO (2019)

Counsel to the issuer

The only IPO of a tobacco monopoly company from China

China Telecom (0728.HK)

- in compliance matters under Hong Kong Listing Rules and Hong Kong laws
- in its general compliance with the U.S. securities law, its delisting from the New York Stock Exchange and deregistration under the Securities Exchange Act (2021)
- in its \$13.4 billion acquisition of CDMA network assets and associated liabilities from parent company China Telecommunications Corporation (0728.HK) (2012)
- in its \$1.5 billion ADSs and shares global offering dual listing (2002)

Counsel to the issuer

- in its attempted purchase of telecommunication assets in Indonesia

One Firm Worldwide

Sullivan & Cromwell LLP provides the highest quality legal advice and representation to clients around the world. The results the Firm achieves have set it apart for 140 years and have become a model for the modern practice of law. Today, S&C is a leader in each of its core practice areas and in each of its geographic markets.

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