

Lawyers



Gwen Wong

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Gwen Wong is the managing partner of the Firm's Beijing office, who advises on a wide variety of corporate finance transactions in the Greater China region, including securities offerings (representing issuers and underwriters in IPOs and follow-on offerings) and corporate governance and compliance. She also has extensive experience in mergers and acquisitions, having represented parties on complex cross-border deals, public takeovers, privatizations, private sales and purchases, consortium bids and private equity investments and exits. Ms. Wong is admitted as solicitor of Hong Kong and New South Wales and has practiced corporate finance law in Beijing, Hong Kong and London. Ms. Wong has been awarded "Top 15 Rising Lawyers" by *Asian Legal Business* in 2013, and ranked as an "Up-and-Coming" lawyer by *Chambers Asia* 2013 and 2014. Ms. Wong has also won the "2015 Rising Star" award in capital markets from *Law360*. In 2021, Ms. Wong was named a "Future Leader" by *IFLR*, recognizing her work on some of China's biggest and most complex IPOs. She is the exclusive international lawyer to receive a commendation in this category in the inaugural Asia Future Leaders guide. Ms. Wong has been named a "M&A Lawyer of the Year" at Women in Business Law Awards APAC by *Euromoney II* in 2022.

Recognitions:

- *Asian Legal Business* – China Top Female Lawyers (2017)
- *Law360* – Rising Star in Capital Market (2015)
- *Asian Legal Business* – Top 15 Lawyers under 40 (2013)
- *Chambers Asia-Pacific* – Capital Markets: Equity (International Firms) in China (2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021)
- *Chambers Global* – Capital Markets: Equity (International Firms) in China (2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021)
- *IFLR* - China IPOs: Future Leader (2021)
- *IFLR1000* – China IPOs and M&A: Rising Star Partner (2021, 2022)
- *Euromoney II* – M&A Lawyer of the Year (2022)

A client observes that she is "very experienced in Hong Kong IPO regulations, with a great work ethic and professionalism, providing

PRACTICES & CAPABILITIES

Asia

General Practice

Capital Markets

Investment Management

Mergers & Acquisitions

EDUCATION

2001, University of Hong Kong, PCLL

2000, University of New South Wales, M.Comm.

2000, University of Sydney, LL.B.

1998, University of Sydney, B.Comm.

BAR ADMISSIONS

NSW, Australia

Hong Kong

LANGUAGES

Chinese (Cantonese)

Chinese (Mandarin)

English

solutions to complicated situations." A second client describes her as a "trusted external consultant."

Chambers Greater China Region 2022

Gwen is described by clients as "very experienced and diligent," One market commentator notes: "She's a good lawyer, as she's reliable, technically skilled and a good manager."

Chambers Asia-Pacific 2020

"A client says: 'The partner is easy to reach and hands-on, this is good. She is familiar with all the rules, and is knowledgeable and experienced. One thing really impressed; she tends to be a very creative lawyer when we encounter issues with a transaction and brings inventive ideas.'"

Chambers Asia-Pacific 2018

"Beijing-based Gwen Wong has a solid ECM practice acting for issuers and underwriters on follow-ons and IPOs."

Chambers Asia-Pacific 2017

"Gwen Wong is highly regarded by peers for her skill in equity transactions."

Chambers Asia-Pacific 2015

"Beijing-based Gwen Wong wins plaudits for her 'solution-focused, pragmatic and commercially sensitive' approach, while clients remark that 'she consistently delivers very high-quality legal advice.'"

Chambers Asia-Pacific 2013

SELECTED REPRESENTATIONS

Mergers and Acquisitions

- China Mengniu Dairy in its proposed privatization of Yashili International Holdings Ltd by way of a scheme of arrangement at approximately HK\$1.37 billion (US\$174 million)
- China Mengniu Dairy 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. In parallel, Danone will acquire from Yashili 100% of Dumex Baby Food Co Ltd
- Taiwan Cement Corporation in its acquisition of 60.48% stake in Engie Eps SA for an aggregate consideration of €132 million (approximately US\$159 million) and the mandatory tender offer for all the outstanding issued share capital of Engie Eps SA
- China Mengniu Dairy in connection with the sale of 100% of Inner Mongolia Fuyuan International Industrial Group ("Fuyuan") to China Modern Dairy 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 for a total consideration of RMB320 million (approximately US\$49 million)
- 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)

- 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
- Goldman Sachs (Asia) L.L.C. acting as financial adviser to PetroChina Company Limited (PetroChina) in connection with the sale by PetroChina of its certain pipeline business and relevant assets to China Oil&Gas Pipeline Network Corporation in a total consideration of RMB268.7 billion
- CSRC in its partnership with Ordu Yardımlaşma Kurumu (OYAK) to build a carbon black production facility in Iskenderun
- China Mengniu Dairy 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
- Pou Chen Corporation in its proposed \$1.39 billion privatization of its indirect Hong Kong-listed subsidiary Pou Sheng International (Holdings) Limited by way of a scheme of arrangement
- J.P. Morgan as financial adviser to Orient Overseas (International) Limited in the proposed approximately \$6.3 billion acquisition of all its issued shares by COSCO Shipping Holdings and Shanghai Port (Group)
- Taiwan Cement Corporation and TCC International Limited in their privatization of TCC International Holdings Limited by way of a scheme of arrangement. *The first ever share swap between Hong Kong- and Taiwan-listed companies*
- Morgan Stanley as financial adviser to Yingde Gases Group Company Limited in connection with PAG's voluntary conditional cash offer to acquire all the issued shares of Yingde
- China Mengniu Dairy in its acquisition of a 16.7% stake in and subsequent mandatory cash offer for China Modern Dairy Holdings Ltd.
- Nirvana Asia in its \$1.1 billion privatization by CVC Partners
- Sanpower Group in its takeover offer for IDT
- Nomura International (Hong Kong) Limited as the 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
- ENN Energy China Investment in its \$652 million subscription for equity interest in Sinopec Marketing
- Mr. Tang Ching Ho in a voluntary general offer for Wang On Group Limited to raise his shareholding interest from 28% to 64% by acquiring an additional 35% for a total value of \$68.3 million
- Yashili International on the disposal of 100% of its subsidiary, Yashili (Zhengzhou) Nourishment, to a joint venture company to be set up between China Mengniu Dairy and WhiteWave Foods Company for a consideration of approximately \$62 million
- China Mengniu Dairy 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

- China Mengniu Dairy's \$1.7 billion acquisition of Yashili International
- Stryker Corporation in its \$764 million voluntary cash offer to acquire all the shares and share options of Trauson Holdings
- AXA (France) in its €485 million (approximately \$631 million) acquisition of 50 percent of Tian Ping (China)
- China Investment Corporation, Boyu Capital and CITIC Capital in the purchase of newly issued ordinary shares of Alibaba Group Holding Limited, as part of the approximately \$7.6 billion financing of Alibaba's repurchase of one-half of Yahoo!'s approximate 40% stake in Alibaba
- China Vanadium Titano-Magnetite Mining Company Limited in the proposed \$266 million privatization by scheme of arrangement made by its parent, Keen Talent Holdings Ltd.
- CST Mining Group in a \$505 million sale of its 70% stake in the Mina Justa copper mine in Peru to the Minsur S.A., part of the Breca Group of Peru
- ENN Energy and Sinopec on their \$2.2 billion voluntary general offer for China Gas
- China Mobile 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
- China Development Bank Capital Corporation Ltd., on its \$98.5 million subscription of new shares in New Capital International Investment Limited (1062.HK) and the related whitewash waiver under the HK Takeovers Code
- Guangzhou Automobile Group Co., Ltd (2238.HK) on its privatization of Denway Motors Limited (203.HK)
- CST Mining on its takeover for Chariot Resources (a Toronto-listed company who controls the Mina Justa Copper Mine in Peru) and its acquisition of the Lady Annie copper mine in Australia
- Wing Hing International (Holdings) Limited (621.HK) on its \$585 million acquisition of Taung Gold Limited, a South African gold mining company and the corresponding placement of new shares under specific mandate as consideration for the acquisition
- Imagi International Holdings Ltd. (585.HK), in its acquisition of Infoport Management Limited and the corresponding placement of new shares under specific mandate to finance the acquisition
- China Strategic Holdings Limited (235.HK) on its acquisition of Nan Shan Life Insurance Company for \$2.15 billion and its corresponding placement of convertible bonds and new shares under specific mandate to finance the acquisition
- Wing Lung Bank (96.HK) and the selling shareholders on the \$4.7 billion takeover by China Merchants Bank
- Bank of China (3988.HK) in its bid to acquire a controlling interest

in Bank International Indonesia

- China Oriental (581.HK) and its controlling shareholders on their successful defense against a takeover bid by its second largest shareholder and the general offer by ArcelorMittal for all its issued share capital
- GE Capital on its joint offer with CITIC Group for the privatization of Asia Satellite Telecommunications for \$282 million (1135.HK)
- Shimao Property Holdings Limited (813.HK) on its major and connected transaction involving the injection of certain of its assets into Shanghai Shimao Co. Ltd in exchange for an issue of new A-shares
- Kerr-McGee on the sale of four North Sea oil fields to Centrica, the UK gas and electricity company, and on the sale of its remaining North Sea oil and gas assets to Danish shipping and oil company AP Møller-Maersk for £1.6bn
- Terra Firma on its bid for RWE Thames Water plc
- a major hedge fund on the acquisition of H-shares in China Construction Bank (939.HK)

IPOs

- Chervon Holdings' underwriters on its \$462 million initial public offering and listing on the Hong Kong Stock Exchange
- Beijing Airdoc Technology's underwriters on its \$215 million initial public offering of H shares and listing on the Hong Kong Stock Exchange
- Kindstar Globalgene's underwriters on its \$285.2 million initial public offering and listing on the Hong Kong Stock Exchange
- South China Vocational Education Group's underwriters on its \$68.08 million initial public offering and listing on the Hong Kong Stock Exchange
- Zhaoke Ophthalmology's underwriters on its \$267 million initial public offering and listing on the Hong Kong Stock Exchange
- JOINN Laboratories' underwriters on its \$839 million initial public offering and listing on the Hong Kong Stock Exchange
- New Horizon Health's underwriters on its \$302 million initial public offering and listing on the Hong Kong Stock Exchange
- Jacobio Pharmaceuticals' underwriters on its \$195 million initial public offering and listing on the Hong Kong Stock Exchange
- Hepalink's underwriters on its \$523 million Hong Kong IPO
- Kangji Medical's underwriters on its \$465 million Hong Kong IPO
- TOT BIOPHARM in its \$75.3 million Hong Kong IPO
- China East Education's underwriters in its \$635 million Hong Kong IPO
- CSMall Group in its spin-off from China Silver Group and \$59 million IPO and listing on the Hong Kong Stock Exchange
- AK Medical's underwriters on its \$64.4 million IPO and listing on the Hong Kong Stock Exchange, with Goldman Sachs (Asia) L.L.C. being the sole sponsor and the sole global coordinator

- China Unienergy Group's underwriters on its \$26 million global offering and listing on the Hong Kong Stock Exchange
- China Reinsurance (Group) Corporation's underwriters on its \$2 billion IPO on the Hong Kong Stock Exchange
- Universal Medical Financial & Technical Advisory Services' underwriters in its \$514 million global offering and listing on the Hong Kong Stock Exchange
- Fuyao Glass' underwriters in its \$1.1 billion global offering and listing on the Hong Kong Stock Exchange
- Zhongdi Dairy's underwriters in its \$60 million global offering and listing on the Hong Kong Stock Exchange
- Nirvana Asia (Malaysia) in its \$261 million Hong Kong IPO and Rule 144A placement of shares
- Ozner Water's underwriters in its \$168 million Hong Kong IPO
- Shengjing Bank in its \$1.5 billion Hong Kong IPO
- Phoenix Healthcare Group's underwriters in its \$220 million Hong Kong IPO
- China Natural Resources (CHNR) in the spin-off and listing on the Hong Kong Stock Exchange of one of its wholly owned subsidiaries, Feishang Anthracite Resources Limited, which operated the coal mining and related businesses of CHNR
- Jingrui Holdings Limited (China) on its \$180 million initial public offering and Hong Kong listing
- Bank of Chongqing Co., Ltd. on U.S. and HK law matters in its \$558 million initial public offering globally and listing on the HK Stock Exchange
- Telstra Corporation on Hong Kong law matters in Autohome Inc.'s \$152.9 million initial public offering and listing on the New York Stock Exchange
- New China Life Insurance Company Ltd. on its \$1.9 billion initial public offering and dual listing on the Hong Kong and Shanghai Stock Exchanges
- Sun Art Retail Group Limited on its \$1.05 billion global offering

Other Equity Capital Raisings and Securities Offerings

- Taiwan Cement Corporation in the €140 million rights issue by its subsidiary, NHOA S.A. (EPA: NHOA), a French company focusing on energy storage systems, eMobility, and electric vehicle charging networks, and TCC's €91 million subscription to the rights issue, following TCC's acquisition of 60.48% of NHOA's share capital from ENGIE S.A. and its subsequent tender offer on the outstanding shares of NHOA, as a result of which it now owns 65.15% of the company's share capital
- the placing agents in Comba Telecom Systems' approximately \$110 million top-up placement of shares
- Bank of America Merrill Lynch as the sole global coordinator, sole bookrunner and sole underwriter in China Power International

Development Limited's approximately \$576 million rights issue

- China Mengniu Dairy on its \$664 million placing of shares to Danone SA
- China Mengniu Dairy in its \$212 million private placement of shares of Yashili International to Temasek, Hopu Fund and certain other private investors
- Deutsche Bank as placing agent in the \$150 million placing of shares in China Huishan Dairy Holdings
- Yashili International on an issue of new shares to Danone Asia (Singapore) as its strategic partner with a 25% shareholding for \$571 million
- the placement agents on the placement of shares in GOME Electrical Holdings Limited and China Mengniu Dairy Company Limited
- Goldman Sachs (Asia) L.L.C., the sole bookrunner and sole placing agent on the H share placing of China Pacific Insurance (Group) Co., Ltd.
- Standard Chartered Securities (Hong Kong) Limited as the placing agent for Frasers Property (China) Limited in its \$90.6 million placing of existing shares and subscription for new shares
- the placing agents to PetroChina in its \$1.35 billion "top-up" placement of 800 million shares in Kunlun Energy
- Morgan Stanley & Co. International plc as the placement agent on the placement of shares in Belle International Holdings Limited, China Dongxiang (Group) Co., Ltd., China Shanshui Group Cement Limited, GOME Electrical Holdings Limited and China Mengniu Dairy Company Limited
- Morgan Stanley, Macquarie, Credit Suisse, BOCI, Deutsche Bank and Citigroup as placement agents on the \$500 million placement by Minmetals Resources Limited
- Morgan Stanley as the placing agent on the sale of \$100 million shares in Concord New Energy Group Limited by an existing shareholder
- China Construction Bank on its \$11 billion rights issue
- ZTE Corporation on its placement of new H Shares for a net amount of \$332 million under general mandate
- 11 investment banks in a joint submission to The Stock Exchange of Hong Kong Limited in response to the minimum public float issue raised under the Combined Consultation Paper on Proposed Changes to the Listing Rules dated 11 January 2008

Debt Capital Raisings and Other Financing

- China Mengniu Dairy in its \$623 million 3.08% convertible bonds offering due 2026
- Taiwan Cement Corporation (1101.TPE)'s underwriters in its \$800 million currency-linked USD denominated zero coupon convertible bonds offering due 2026
- China Mengniu Dairy in its approximately US\$296 million five-year

syndicated green loan facility. This is granted the pre-issuance stage certification by Hong Kong Quality Assurance Agency (HKQAA) under the HKQAA Green Finance Certification Scheme

- China Mengniu Dairy in its \$100 million exchangeable bonds offering
- China Mengniu Dairy in its \$800 million senior bonds offering
- China Mengniu Dairy in its offering of \$194.8 million zero coupon exchangeable bonds pursuant to Regulation S and listed on the Hong Kong Stock Exchange
- Taikang Insurance in its \$800 million bonds offering
- China Mengniu in its loan facility with DBS to finance its acquisition of shares in China Modern Dairy.
- China Shenhua Overseas Capital, an overseas subsidiary wholly owned by China Shenhua Energy, in its \$1.5 billion investment-grade bond offering
- ENN Energy in its \$400 million investment-grade bonds offering
- ENN Energy as the borrower of a bridge facility from Citi