



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*
- China Power New Energy Development Company Limited in relation to the redomicile of the holding company of the Group from Bermuda to Hong Kong by way of redomicile scheme of arrangement
- The "going-private" merger of JA Solar Holdings Co., Ltd.
- Hanwha Q Cells Co., Ltd.'s Special Committee in connection with "Going Private" proposal

CONYERS DILL & PEARMAN

29th Floor  
One Exchange Square  
8 Connaught Place  
Central  
Hong Kong

T: +852 2524 7106 | F: +852 2845 9268  
hongkong@conyers.com

[conyers.com](http://conyers.com)