

COLIN LAW

Partner·Hong Kong

+852 3749 1150

colin.law@fangdalaw.com

PRACTICE AREA

COLIN LAW IS KNOWN FOR HIS ABILITY TO DELIVER EXCEPTIONAL RESULTS IN COMPLEX CAPITAL MARKETS, M&A AND OTHER SECURITIES TRANSACTIONS.

Education

- University of Hong Kong, PCLL
- University of Hong Kong, LL.B.

Professional Qualification

- Admitted to practice in Hong Kong SAR (1993)
- Admitted to practice in England and Wales (1997)

Work Language

- English
- Mandarin Chinese
- Cantonese

Colin represents multinationals and bulge bracket investment banks on international public offerings, takeovers of public companies, privatization and regulatory matters. Particularly involved in the healthcare, biotech and technology sectors, Colin is recognized over consecutive years as a leading lawyer by Chambers, Legal 500 and IFLR for his excellence in capital markets and corporate practices.

REPRESENTATIVE MATTERS AND CASES

Corporate Finance

- Advised Apollo Future Mobility (HKEx stock code: 860) to acquire the EU business of WM Motor valued at approximately US$2 billion through a reverse takeover and whitewash, to be followed by a US$450 million placing
- Acting for CICC and HSBC as sponsors and underwriters counsel for the US$106 million spin-off global offering and initial public offering of Jinmao Property Services Co., Limited (HKEx stock code: 816) on the Main Board of the HKEx
- JW (Cayman) Therapeutics Co. Ltd, a leading clinical and pre-clinical stage cell therapy company in China, in connection with its US$400 million global offering on the Main Board of the HKEx
- Represented WuXi Biologics (Cayman) Inc. (HKEx stock code: 2269) and its controlling shareholders in successive primary and secondary placing transactions since the listing on the Main Board of the HKEx, with an aggregate transaction value of over US$12.5 billion
- Represented Morgan Stanley, Huatai Securities, Goldman Sachs and J.P. Morgan as placing agents in the H-Share placement of WuXi AppTec Co., Ltd. (HKEx stock code: 2359) amounted up to over US$7 billion
- Represented Jinxin Fertility Group Limited (HKEx stock code: 1951) and its substantial shareholder in successive primary and secondary placing transactions since the listing on the Main Board of the HKEx, with an aggregate transaction value of over US$408 million
- Jinxin Fertility Group Limited in its US$400 million global offering and initial public offering on the Main Board of the HKEx
- Morgan Stanley Asia Limited, Huatai Financial Holdings (Hong Kong) Limited and Goldman Sachs (Asia) L.L.C. as sponsors and global coordinators in the US$1 billion global H-share offering of WuXi AppTech Co.,

Ltd on the Main Board of the HKEx

- Bank of America Merrill Lynch, Morgan Stanley and China Merchants Securities as sponsors in connection with the approximately US $510 million global offering and initial public offering of WuXi Biologics (Cayman) Inc. on the Main Board of the HKEx
- Bank of America Merrill Lynch and Goldman Sachs as sponsors for the US $205 million spin-off listing of Frontage, the US subsidiary of TigerMed
- Bank of America Merrill Lynch as sponsor and Morgan Stanley, Citigroup Global Capital Asia Limited and China International Capital Corporation as global coordinators in connection with its US $200 million global offering of Koolearn Technology Holding Ltd. on the Main Board of the HKEx
- Citigroup and CCB International Capital Limited as joint sponsors and joint global coordinators in connection with the US $113 million global offering and initial public offering of Zhaoqing Kepei Education Group Limited on the Main Board of the HKEx
- Goldman Sachs (Asia) L.L.C., CLSA Limited, UBS AG, Hong Kong branch and Guotai Junan Securities (Hong Kong Limited) as underwriters in the HK $900 million global offering of Hua Medicine on the Main Board of The Stock Exchange of Hong Kong Limited, one of the first Chapter 18A IPOs in Hong Kong
- Jacobson Pharma Corporation Limited, a leading pharmaceutical company in Hong Kong, in its global offering and initial public offering on the Main Board of the HKEx
- Tianli Education International Holdings Limited in its HK $1.73 billion (US $220 million) global offering and initial public offering on the Main Board of the HKEx
- Bank of America Merrill Lynch and Morgan Stanley as sponsors in connection with the approximately US $1.15 billion initial public offering (before the exercise of the over-allotment option) of Dali Foods Group Company Limited on the Main Board of the HKEx
- Citigroup Global Markets Asia Limited, Citigroup Global Markets Limited, CITIC CLSA Capital Markets Limited and CLSA Limited as joint global sponsors, joint global coordinators and joint lead managers in connection with the US $88 million H-share initial public offering of Wenzhou Kangning Hospital Co., Ltd. on the Main Board of the HKEx
- Morgan Stanley, Goldman Sachs and China International Capital Corporation as the underwriters in connection with the approximately US $248 million primary listing and global offering of IMAX China holding, Inc., a subsidiary of IMAX Corporation, on the Main Board of the HKEx
- Harmonicare Medical Holdings Limited, a private obstetrics and gynecology hospital group, in connection with its US $205.1 million (HK $1.59 billion) global offering and primary listing on the Main Board of the HKEx
- CGN Power Co., Ltd., the largest nuclear power producer in China, in connection with its US $3.2 billion (US $3.6 billion upon full exercise of over-allotment option) primary listing on the Main Board of the HKEx and global offering
- Fu Shou Yuan International Group Limited, a death care services provider in the PRC, in its US $215 million primary listing and global offering of ordinary shares on the Main Board of the HKEx
- Future Land Development Holdings, a Chinese real estate developer, in connection with the HK $2.06 billion (US $265 million) Hong Kong initial public offering
- NASDAQ-listed Melco Crown Entertainment Limited for dual primary listing by way of introduction on the Main Board of the HKSE. The sponsors were Credit Suisse and Deutsche Bank
- GE China in obtaining an exemption from Hong Kong Securities and Futures Commission in relation to documents disclosure requirement of privatization of a public company
- The underwriters, led by CICC, Goldman Sachs, J.P. Morgan, Morgan Stanley, BOCI and Credit Suisse, in the US $1.7 billion initial public offering, Rule 144A/Regulation S offering and Hong Kong Stock Exchange listing of the H shares of Changsha Zoomlion Heavy Industry Science and Technology Development Co., Ltd., a leading China-based construction machinery company
- Morgan Stanley and UBS as joint sponsors in the US $850 million initial public offering of shares in Sihuan Pharmaceutical Holdings Group Ltd. on the Main Board of the HKEx
- Midas Holdings Limited, a Singapore-incorporated company, in its secondary listing on the HKEx. The

Company is the leading manufacturer of aluminum alloy extrusion products for the passenger rail transportation sector in China. The deal raised approximately HK $1.17 billion (before exercise of the over-allotment option) by way of a Hong Kong public offering and an international placing

Mergers and Acquisitions

- Advised Societe Generale (EURONEXT: GLE) on the formation of its joint venture with AllianceBernstein (NYSE: AB) combining their global cash equities and equity research business, with Societe Generale taking an initial 51% interest in the joint venture, covering legal due diligence, licensing and other regulatory requirements under Hong Kong law
- Advised SUEZ on its merger with Veolia that gave an implied value for €13 billion for SUEZ. Our role is a regional one covering Asia including Hong Kong, PRC, Taiwan, Macau, Singapore, Malaysia, Thailand, Indonesia, Philippines and Vietnam
- Advised Suez (Asia) Limited on its HK$6,533 million acquisition of NWS Holdings Limited's (HKEx stock code: 659) stakes in their joint venture businesses in the Greater China region, which operates over 70 water and waste projects in more than 30 cities
- Represented FrieslandCampina in the sale of its Chinese business to Yili Industrial (SHSE: 600887) for RMB380 million
- Represented Boyu Capital in (i) its strategic investment in Jinke Smart Services Group Co., Ltd. (HKEX stock code: 9666) by purchasing 22% of the total issued share capital of the company from its controlling shareholder Jinke Property Group Co., Ltd. ("Jinke Property", SZSE: 000656) at the price of around HK$3.734 billion; and (ii) making a loan facility in an amount equal to US$156.8 million to a subsidiary of Jinke Property. We sought SFC confirmation on potential implication of takeover code
- Represented Ant Financial, JC Decaux and other investors on two voluntary conditional offers to acquire all of the shares in Clear Media Limited, the largest operator of bus shelter advertising panels in the PRC and a company listed on the Hong Kong Stock Exchange (HKEx stock code: 100). Following the first offer in 2020 which did not attain the requisite acceptance level to effect a compulsory acquisition, the second offer involved a securities offer, which successfully resulted in the largest minority shareholder agreeing to accept and to attain the threshold for privatization and de-listing in late 2021
- Advised Softbank Vision Fund in its US$ 600 million cornerstone investment in the US$ 3.2 billion initial public offering of JD Logistics Inc. (HKEx stock code: 2618)
- Represented OrbiMed Partners in its US$12.5 million investment in Zhaoke Ophthalmology Limited (HKEx stock code: 6622) through the subscription of certain series B preferred shares
- Represented founder of PathLab Medical Laboratories Limited, one of the largest private medical laboratories and diagnostic service providers in Hong Kong, to sell its majority stake to Union Medical Healthcare Limited (HK: 2138) for a total implied valuation of HK$450 million
- Represented a consortium of investors including Ant Financials and JCDecaux in its offer for Clear Media (HKEx stock code:100) valued at approximately US $500 million
- Represented Huadian Fuxin Energy Corporation Limited (HKEx stock code: 816) to accept the offer from its controlling shareholder (as offereor) relating to its proposed privatization plan by way of merger by absorption and assist in its proposed withdrawal of listing, the aggregate share cancellation price is approximately HK$8.35 billion. The transaction is still ongoing
- Advised Haier Electronics (HKEx stock code:1169) as an offeree (with a red-chip shareholding structure) in its response to an all-securities privatization offer by its parent Haier Smart Home (SHSE 600690), using to-be-listed H Shares as consideration for the offer
- Advised China Huaneng Group, a China SOE, on its potential acquisition of GCL New Energy (HKEx stock code : 0451), including clarification with SFC on nominal offer consideration for the potential mandatory general offer obligations under the Takeovers Code
- Advised KKR Asian Fund III L.P. on the acquisition of 70 per cent interest in the China lighting business held by

a Hong Kong-listed company NVC Lighting Holdings Limited, valuing the deal at US$794m

- Advised Chairman of the TCL group regarding the general offer, acting in concert, disclosure of interests, dealings and director's duties implications arising from the restructuring of the TCL group involving TCL Corporation (SZSE: 000100), TCL Electronics Holdings Limited (HKEx stock code: 1070) and Tonly Electronics Holdings Limited (HKEx stock code: 1249), which resulted in a general offer being launched by TCL Industries Holdings Co., Ltd., which is owned by the Chairman, Suning.com Co., Ltd., Xiaomi Technology Co. Ltd., among others, for the shares in TCL Electronics Holdings Limited for HK$4 billion and the shares in Tonly Electronics Holdings Limited for HK$1 billion
- Largest independent shareholder of Hopewell Holding (HKEx stock code: 0054) in its privatization
- A bidder seeking to acquire the fixed line network owned and operated by Hutchison Telecommunications Hong Kong Limited (HKEx stock code: 215), which was finally sold to another bidder for HK $14.5 billion
- The controlling shareholder of Future Land Development Holdings Limited (HKEx stock code: 1030) in its privatization bid valued at US $661 million
- China Culiangwang Beverages Holdings Limited in connection with the US $400.5 million disposal of its beverage business to Coca-Cola Beverages (Shanghai) Company Limited
- Advised Hung Hing Printing Group Limited on the sale of its subsidiary Sun Hing Paper Company Limited for US$149 million, a transaction that was categorized as a very substantial disposal
- Home Group Ltd on the sale of its US$53.4 million worth of its shares to Man Wah Holdings in return for a minority stake in Man Wah Holdings
- A Hong Kong-listed Shengmu Organic Milk Ltd. on the US$335 million sale of its shares and advised on acting in concert implications
- Qatar Investment Authority, through wholly owned subsidiary Qatar Holdings LLC, in its acquisition of a 22% stake in CITIC Capital Holdings Limited
- Hung Hing Printing Group Limited in its issue of US $110 million worth of new shares to CVC Asia Pacific Limited and advised on the related Hong Kong Takeover Code implications
- Shanghai Forte Land, a major property development company listed on HKEx, in connection with a HK $2,554 million privatisation offer by Fosun International Limited

Regulatory

- Societe Generale (EURONEXT: GLE): advising on the formation of its joint venture with AllianceBernstein (NYSE: AB) involving a new substantial shareholder application to the SFC for Type 1 and Type 4 licenses
- Piper Jeffray in its acquisition and continued development of its Hong Kong investment banking arm and related regulatory issues
- GE China in obtaining an exemption from Hong Kong Securities and Futures Commission in relation to documents disclosure requirement of privatization of a public company