Mergers & Acquisitions
Charltons’ extensive experience in corporate finance makes us uniquely qualified to provide a first class legal service.

- Extensive initial public offering and listing experience
- Representative offices in Shanghai, Beijing and Yangon
- “Corporate Finance Law Firm of the Year in Hong Kong” awarded to Charltons in the Corporate INTL Magazine Global Award 2014
- “Equity Market Deal of the Year” awarded to Charltons in 2011 by Asian Legal Business for advising on the AIA IPO
Excellent links and networks with law firms worldwide.


“Asian Restructuring Deal of the Year” 2000 awarded to Charltons by International Financial Law Review for their work with Guangdong Investment Limited.

Finalist for China Law & Practice’s “Deal of the Year (M&A)” 2007 for their work on Zijin Mining Group Co Ltd.’s bid for Monterrico Metals plc.
Practice Areas

- Capital markets
- Corporate and commercial
- Securities
- Mergers and acquisitions
- Investment funds: China and offshore
- Derivatives
- Restructuring
- Venture capital
- Investment
Practice Areas

- **Capital Markets**
  - Global offerings and GDRs
  - IPOs and Placings
  - Listing on the Hong Kong, Shanghai, Shenzhen, London and Luxembourg stock exchanges

- **Corporate and Commercial**
  - Mergers and Acquisitions
  - Joint ventures
  - Stock exchange advisory
  - Corporate governance
  - Stock options
  - Employment law

- **Securities**
  - Compliance and disclosure
  - Dealing and advisory authorisations in Hong Kong and Mainland China
  - Options

- **Investment Funds: China and Offshore**
  - Authorised and unauthorised funds
  - Stock exchange listing (including Hong Kong, Dublin, London, Cayman, Bermuda stock exchanges)
  - Closed-end and open-ended structures
  - Hedge funds

- **Mergers and Acquisitions**
  - Hong Kong Code on Takeovers and Mergers
  - Public offerings
  - Reverse takeovers
  - Private acquisitions
  - Due diligence in China and elsewhere in Asia

- **Derivatives**
  - Structuring listed and unlisted derivatives
  - Placings on Hong Kong and Luxembourg listed warrants and other structured products
  - Compliance and regulatory

- **Restructuring**
  - Schemes of arrangement
  - Workouts
  - Corporate recovery
  - Asset injections

- **Investment**
  - China investment regulations
  - Structuring a major foreign direct investment projects
  - Evaluation and due diligence

- **Private Equity and Venture Capital**
  - Optimum PRC and offshore structures
  - Preferred stock financing
  - PRC regulations
  - Exit Strategies
Professional Experience

- We have extensive experience in mergers & acquisitions in the local region as well as at a global level. We act for a number of investment banks, listed corporations, private companies, and have been substantially involved in a wide range of high-level international mergers and acquisitions.

- We will designate a dedicated and experienced team to deliver first class legal services tailored to international clients.

- Founded in Hong Kong, we have deep roots and knowledge of Chinese language and culture as well as a global perspective across international borders. Over the years, we have also established excellent links and networks with law firms worldwide.

- With our three representative offices in Shanghai, Beijing and Yangon, and our experience working on numerous transactions in China, we have strong connections in China and have cultivated friendships with law firms with corporate and commercial practices throughout the PRC.
Our team is experienced in:

- Conducting due diligence in Hong Kong and China
- Structuring, negotiating and coordinating public and private M&A transactions
- Coordinating multi-jurisdictional legal advice in M&A transactions
Team Profile: Julia Charlton

Julia Charlton – Partner

- Julia, LL.B (1st class Honours), A.K.C (Kings College, London) was admitted as a solicitor in England & Wales in 1985 and has practised as a solicitor in Hong Kong since 1987.
- Julia is a member of the Listing Committee of the Stock Exchange of Hong Kong Limited and the Takeovers Panel and the Takeovers Appeal Panel of the SFC.
- Julia has extensive experience in China work and is a Mandarin speaker.
As your Hong Kong legal adviser, we will be involved in:

- Drafting, negotiating and advising on all key legal deal documentation
- Advising on deal structure
- Coordinating due diligence
- Coordinating tender processes (in the case of auction sales)
- Advising on executive and employee compensation, post-closing integration and transition
- Advising on merger control and antitrust issues
- Preparing market and regulatory announcements
Our M&A Experience

Our recent M&A experience includes:

- Advising a PRC based hospital and pharmaceutical group in respect of a US$175m pre-IPO equity investment by a North American based pension fund.

- Advising a major PRC State owned mining company listed on the Shanghai and HK Stock Exchanges on the acquisition of an ASX listed gold producer, the acquisition of the entire interest of Long Province Resources Limited, the owner of gold mining assets in China’s Gansu province.

- Advising a major US retailer in connection with acquisition of interests in a PRC and Asian based online retailer who are engaged in online sales of branded goods.

- Advising the Hong Kong Stock Exchange listed target company, Seamless Green on a hostile takeover offer which was unsuccessful.

- Advising a HK listed PRC mining company on the proposed disposal of a major copper project in Peru to Glencore International AG.
Our recent M&A experience includes *(cont’d)*:

- Advising a UK company on the equity swap involving the disposal of coal and anthracite projects in Tajikistan for equity interests in Kaisun Energy Group Limited, a HK listed company.
- Advising a major Vietnamese group on the acquisition of the HK holding company owning five prestigious hotels in Vietnam.
- Advising a Chinese Mining Consortium on the takeover of Monterrico Metals plc, a company listed on AIM with mining assets in Peru.
- Advising a major insurance loss adjuster on the asset and business acquisition of GAB Robins, a group specialising in insurance appraisals in Hong Kong and Taiwan.
- Advising a major PRC State owned mining company listed on the Shanghai and HK Stock Exchange on its takeover bid for Indophil Resources ML, an Australian publicly listed company and an explorer and developer of gold and copper-gold opportunities in the Asia-Pacific region, in particular, the Philippines.
Our recent M&A experience includes (cont’d):

- Advising a major PRC State owned mining company listed on the Shanghai and HK Stock Exchange on its acquisition of Commonwealth British Minerals Limited, a joint venture between Avocet Mining Plc and the Tajikistan government to explore, exploit and develop gold deposits and other minerals in Tajikistan.

- Advising a major PRC State owned mining company listed on the Shanghai and HK Stock Exchange on a possible tender offer to purchase a major gold-copper project in Chile.

- Advising a major PRC State owned mining company listed on the Shanghai and HK Stock Exchange on its acquisition of 60% participation interest in Altynken Limited Liability Company which engages in gold explorations projects in the Kyrgyz Republic.

- Advising the major shareholders of a HK listed company in connection with a restructuring mandatory unconditional cash offer and reverse takeover.

- Advising a HK GEM board listed company in respect of successfully defending a hostile takeover attempt by a shareholder of the company.
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