



## Carolyn H. Sng

### Partner

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### OVERVIEW

Carolyn Sng is a corporate partner primarily focused on capital markets, and both public and private mergers and acquisitions.

She has represented an array of underwriters on numerous equity and debt capital market transactions, including Goldman Sachs, Credit Suisse, Deutsche Bank, JP Morgan, and Morgan Stanley. In addition, she has acted for investment banks and large public and private corporations in acquisitions, takeover, pre-IPO investments, joint ventures, restructurings, multi-jurisdictional reorganisations, and other general corporate matters.

### PROFESSIONAL BACKGROUND

Prior to joining the firm, Carolyn was a partner in the Hong Kong office of several international law firms.

### ACHIEVEMENTS

Carolyn is recognized by IFLR 1000 as a leading lawyer for Hong Kong Capital Markets: Equity.

### EDUCATION

- Legal Practice Course, College of Law, Guildford, 1995
- B.A., Exeter College, Oxford University, 1994

### ADMISSIONS

- Solicitor of the Senior Courts of England and Wales
- Solicitor, Hong Kong

## LANGUAGES

- Chinese (Mandarin)
- English

## THOUGHT LEADERSHIP POWERED BY HUB

- 14 April 2020, COVID-19: Reliefs and Support for Small and Medium Enterprises ("SMEs") in Hong Kong (*Alerts/Updates*)

## NEWS & EVENTS

- 22 July 2019, K&L Gates Advises on Analogue Holdings Limited Hong Kong IPO (*Press Release*)
- 10 September 2015, K&L Gates Advises Shanghai Sun Kwan Real Estate Group on RMB3.2 Billion Real Estate Transaction (*Press Release*)

## AREAS OF FOCUS

- Capital Markets
- Fintech Lending
- Mergers and Acquisitions
- Private Equity Transactions
- Public Companies

## REPRESENTATIVE EXPERIENCE

### Capital Markets

- Advised Pujiang International Group Limited in its US\$82.5 million initial public offering and listing on the Hong Kong Stock Exchange.
- Advised BOCOM International Securities Limited and Elstone Securities Limited in connection with Analogue Holdings Limited's US\$53.8 million initial public offering and listing on the Hong Kong Stock Exchange.
- Advised Lego Corporate Finance in connection with Zioncom Holdings Limited's US\$10.9m initial public offering and listing on the Growth Enterprise Market of the Hong Kong Stock Exchange.
- Advised Bank of America Merrill Lynch and CCB International in connection with Cabbeen Fashion Limited's US\$57 million global offering and listing on the Hong Kong Stock Exchange.

- Advised Bank of America Merrill Lynch and Deutsche Bank AG, Hong Kong Branch in connection with Xinchen China Power Holdings Limited's US\$99 million global offering and listing on the Hong Kong Stock Exchange.
- Advised Credit Suisse, JP Morgan and CCBI in connection with Midas Holdings Limited's US\$153 million global offering and secondary listing on the Hong Kong Stock Exchange.
- Advised Master Glory Group Limited in relation to the placing of 3-year 9/5% notes in the aggregate principal amount of up to HK\$1,300 million
- Advised Bank of America Merrill Lynch in connection with 361 Degrees International Limited's US\$150 million offering of convertible bonds.
- Advised China National Offshore Oil Corporation (CNOOC) on the US\$2 billion Rule 144A/Regulation S global offering of the senior unsecured fixed rate notes by a subsidiary of CNOOC listed on the Stock Exchange of Hong Kong.
- Advised Axiata Group Berhad on its US\$300 million 5.375% guaranteed notes due 2020 Regulation S international offering, listed on the Hong Kong Stock Exchange.
- Advised Sino Bright Limited, as white knight investor, in relation to the restructuring of The Grande Holdings Limited (a company then in liquidation and listed on the Hong Kong Stock Exchange, and the accompanying capital reorganisation, open offer and creditor scheme of arrangement.
- Advising Tianrui (International) Holding Company Limited in relation to the shareholder and management control challenges in respect of China Shanshui Cement Group Limited.

## M&A

- Advised Varitronix International Limited in relation to the subscription of new shares by an investor, BOE Technology Group Co., Ltd, and the accompanying whitewash waiver.
- Advised Catalent Pharma Solutions, a leading U.S.-based developer of drug delivery technologies in connection with its acquisition of a controlling interest in Zhejiang Jiang Yuan Tang Biotechnology Co., Ltd, a PRC manufacturer of soft gels and health care products.
- Advised United Technologies Far East, a wholly-owned subsidiary of United Technologies Corporation, on its voluntary conditional general offer for all the outstanding shares and options of GST Holdings, a leading fire alarm system and solution provider in the PRC which was previously listed in Hong Kong and subsequently privatised after the transaction.
- Advised Sinopec on its acquisition of downstream oil and gas assets from China Resources Enterprises.
- Advised eForce, a Hong Kong listed company, on its very substantial acquisition of the PT Bara coal mine near the town of Ampah, Indonesia, for a consideration of HK\$500 million (US\$64 million), payable in form of two series of convertible bonds.
- Advised Manzanita Capital in relation to its investment in beauty and cosmetics distribution businesses of Concept Link International Marketing (HK) Limited and Vitel International Hong Kong Limited.

- Advising AEA Investors on the sale of an indirect investment in NCGA Holdings Limited, a PRC automobile dealership, to Baoxin Auto Group Limited
- Advised Lionrock Capital in connection with its Series C investment in YPX HK Holding Co. Limited, the holding company of a PRC fast food operator.
- Advised Giordano International on a possible takeover offer from Fast Retailing Co Ltd.
- Advised Grace Semiconductor Manufacturing Corporation on its various pre-IPO placings to strategic and financial investors, and restructuring proposals with investors.
- Advised First Choice Holdings on its acquisition of the Pacific World companies and businesses in Asia.

### **Regulatory**

- Advised a Swiss private bank on its compliance procedures and compliance manual for its Hong Kong regulated operations.
- Advised a private wealth management firm in relation to its internal audit in Hong Kong following an SFC inspection.
- Advised various investment banks in relation to sponsor due diligence and other SFC regulatory requirements.
- Advised various listed companies in relation to regulatory enquiries from SFC and HKSE.