Slaughter and May is a leading international firm with a worldwide corporate, commercial and financing practice. We provide clients with a professional service of the highest quality combining technical excellence and commercial awareness and a practical, constructive approach to legal services.

We advise on the full range of matters for infrastructure, energy and natural resources clients in Asia, including projects, mergers and acquisitions, all forms of financing, competition and regulatory, tax, commercial, trading, construction, operation and maintenance contracts as well as general commercial and corporate advice.

Our practice is divided into three key practice areas:

- Infrastructure - rail and road; ports and airports; logistics; water and waste management.
- Energy - power and renewables; oil and gas.
- Mining and Minerals - coal, metals and minerals.

For each regional project we draw on long-standing relationships with leading independent law firms in Asia. This brings together individuals from the relevant countries to provide the optimum legal expertise for that particular transaction. This allows us to deliver a first class pan-Asian and global seamless legal service of the highest quality.

Recommended by clients for project agreements and ‘interfacing with government bodies’, Slaughter and May’s team is best-known for its longstanding advice to MTR on some of Hong Kong’s key infrastructure mandates.

Projects and Energy - Legal 500 Asia Pacific
**Infrastructure - rail**

**MTR Corporation Limited** - we have advised the MTR Corporation Limited (MTR), a long-standing client of the firm and one of the Hong Kong office’s first clients, on many of its infrastructure and other projects, some of which are considered to be amongst the most significant projects to be undertaken in Hong Kong. Our experience includes:

**Funding**
We recently advised MTR in its negotiations with the Hong Kong Government for the further funding for the proposed high-speed rail project linking Hong Kong and Mainland China, one of the most significant infrastructure projects ever undertaken in Hong Kong.

**Legal and regulatory regime**
We acted for MTR in relation to the establishment of the legal and regulatory regime for railways in Hong Kong and were heavily involved in the drafting of all relevant legislation and subsidiary legislation which constitutes Hong Kong’s railway regulatory regime, including working closely with the Law Draftsman’s Department and the Hong Kong Government Transport and Housing Bureau, and being an integral part of the team involved in the legislative process.

**Railway Projects**
We acted for MTR in relation to the following railway projects:

**Hong Kong Lines**
- **Airport Express Line**: The construction and funding of the Airport Express Line which links Hong Kong Island to the Hong Kong International Airport and has 5 stations. We acted for MTR in its negotiations with Hong Kong’s colonial pre-Handover Government in relation to the construction and funding of the project. We also acted for MTR in connection with the arrangements between MTR and third party developers for the construction of significant project developments above and adjacent to new railway stations, including an 88 storey office tower, shopping centres, Four Seasons Hotel, offices and large-scale residential developments

- **Tseung Kwan O Line**: The 11.9-kilometre Tseung Kwan O Line has 8 stations and links the eastern part of Hong Kong Island with the eastern part of Kowloon

- **Disney Resort Line**: The 3.3-kilometre Disney Resort Line has 2 stations and is the first dedicated train line for a Disney theme park in the world

- **Kwun Tong Line Extension**: The 2.6-kilometre Kwun Tong Line Extension extends the MTR Kwun Tong Line from Yau Ma Tei Station to Whampoa via Ho Man Tin

- **South Island Line (East)**: The 7-kilometre South Island Line (East) has 4 stations and a maintenance depot and links Admiralty with the Southern District of Hong Kong

- **West Island Line**: The 3-kilometre West Island Line has 3 stations and extends the MTR Island Line to the Western District of Hong Kong. The project also includes the construction of a number of community facilities

- **Shatin to Central Link**: The 17-kilometre Shatin to Central Link has 10 stations and 6 new interchanges and is a strategic railway line that stretches from Tai Wai to Admiralty, across Victoria Harbour. It is the largest infrastructure project constructed in Hong Kong (in terms of cost, being approximately HK$80 billion) and is expected to create approximately 15,000 jobs throughout the construction period

- **Guangzhou-Shenzhen-Hong Kong Express Rail Link (XRL)** The operational and financial arrangements for the HK$84.4 billion (US$10.7 billion) Guangzhou-Shenzhen-Hong Kong Express Rail Link (XRL) which opened in September 2018. The XRL comprises a 26 km high speed rail link connecting Hong Kong to the 25,000 km Mainland high speed rail network with connections from Hong Kong to 44 Mainland destinations, including Beijing and Shanghai. In place is also a customs and immigration co-location arrangement implemented between
the Hong Kong and Mainland Governments which enables passengers to clear Hong Kong and PRC formalities in Hong Kong, further providing for faster and more convenient cross-boundary travel. MTR has been appointed the operator of the Express Rail Link for a concession period of ten years.

**PRC lines**

- **Beijing**: Beijing MTR Corporation Limited, in which MTR has a 49% interest, operates Beijing Metro Line 4, a 28-kilometre, 24-station line; and Beijing Metro Daxing Line, a 22-kilometre, 11-station extension of Beijing Metro Line 4. Both Beijing Metro Line 4 and Beijing Metro Daxing Line are operated under 30-year franchises. Beijing MTR Corporation Limited signed a concession agreement with the Beijing Municipal Government in November 2012 to operate Beijing Metro Line 14, which has a total route length of 47.3 kilometres and 37 stations. We acted for MTR in relation to structuring issues and its obligations under the Hong Kong Stock Exchange Listing Rules.

- **Shenzhen**: On 1 July 2010, MTR won the franchise to operate Shenzhen Metro Longhua Line (Line 4) for 30 years through MTR’s wholly-owned subsidiary, MTR Corporation (Shenzhen). The Shenzhen Metro Longhua Line (Line 4) has a total route length of 20.5 kilometres and 15 stations.

- **Hangzhou**: Hangzhou MTR Corporation Limited, in which MTR has a 49% interest, operates Hangzhou Metro Line 1 under a 25-year concession. Hangzhou Metro Line 1 has a total route length of 48 kilometres and 31 stations.

**International lines**

- **Stockholm Metro**: In November 2009, MTR won the franchise to operate the Stockholm Metro for 8 years. The Stockholm Metro system has a total route length of 110 kilometres and 100 stations.

- **Melbourne Metro**: In November 2009, MTR won the franchise to operate Melbourne Metro for 8 years through Metro Trains Melbourne (MTM). MTM is a consortium of rail and construction companies, in which MTR has a 60% interest. Melbourne Metro has a total route length of 390 kilometres and 217 stations.

- **London Overground**: In November 2009, MTR won the franchise to operate London Overground for 7 years through London Overground Rail Operations Limited (LOROL). MTR has a 50% interest in LOROL. The London Overground has a total route length of 124 kilometres and 57 stations.

**Other rail experience includes advising:**

- **3i Infrastructure plc** on aspects of the sale of its entire stake in Eversholt Rail Group, one of the three leading rail rolling stock companies in the UK, to CK Investments, the largest publicly listed infrastructure company in Hong Kong which owns a diverse assortment of UK infrastructure assets, including Northern Gas Networks, UK Power Networks and Northumbrian Water. CKI is jointly owned by Cheung Kong Infrastructure Holdings Limited and Cheung Kong Holdings Limited.
Ports and airports

Ports

- Orient Overseas International (OOIL) in relation to the:
  - sale of LBCT LLC, which operates the Long Beach Container Terminal in Long Beach, California, to a consortium led by Macquarie Infrastructure Partners, and the entry into a 20-year terminal services agreement, for a total consideration of US$1.78 billion.
  - US$6.3 billion cash offer by COSCO SHIPPING Holdings for all the issued shares of OOIL. The transaction has won numerous awards
  - disposal of Orient Overseas Developments, a wholly owned subsidiary of OOIL, to CapitaLand China Holdings under a share sale and purchase agreement following a competitive auction process. The transaction constituted a major transaction under the Listing Rules and was subject to the approval of the shareholders of OOIL
  - sale of its Terminals Division to Ontario Teachers’ Pension Plan Board for US$2.350 billion in cash and the assumption of US$60 million of debt

- COSCO SHIPPING Ports on its:
  - conditional agreement with Volcan Compañía Minera and Terminales Portuarios Chancay (TPCH) to subscribe for 60% of the shares of TPCH for a total consideration of US$225 million
  - conditional agreement with TPIH Iberia to purchase 51% of the shares of Noatum Port Holdings for a total consideration of €203.49 million.
  - acquisition of China Shipping Ports Development for a consideration of US$1.18 billion. The acquisition formed part of the multi-billion dollar reorganisation of the businesses of the COSCO Group and the businesses of the China Shipping Group, being the leading companies in the PRC shipping industry

- COSCO Pacific on the formation of its joint venture with China Merchants Holdings and China Investment Corporation for the acquisition of approximately 65% of Kumport Terminal, the third largest container terminal in Turkey. The remaining shares are owned by the State General Reserve Fund of the Sultanate of Oman

- Hong Kong United Dockyards with general competition advice

“Strong M&A practice” and handles “very large transactions for multinational clients.”

Corporate/M&A Department - China, Chambers Asia-Pacific 2019
• **Maersk FPSOs** on the sale of Maersk Peregrino, a floating, production, storage and offloading vessel, located off-shore Brazil, to a joint venture between Statoil and Sinochem

• **NYK Lines** on its share swap with the Hutchison Port Holdings Group of a controlling interest in Ceres Terminals Europe in Amsterdam for a minority interest in European Container Terminals in Rotterdam

• **Swire Pacific** on the disposal of its interest in Phases one and two of the Shekou Container Terminals in Shenzhen.

• **Nippon Yusen Kabushiki Kaisha** on its strategic investment in Dalian Port Company Limited immediately prior to Dalian Port’s listing on the Hong Kong Stock Exchange

• **Dubai Ports International** on Hong Kong legal matters in relation to the purchase of CSX World Terminals, the global container terminal and logistics operations business, from CSX Corporation, the US freight transportation and railroad developer, for a total cash consideration of US$1.15 billion. CSX World Terminals subsequently exercised pre-emption rights to acquire an additional interest in Asia Container Terminals Limited, the Hong Kong container facility, for US$200 million.

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**Airports and aviation**

• **Airport Authority Hong Kong** in relation to its:

  - acquisition of rights and equity interest in AsiaWorld-Expo

  - proposed privatisation of Hong Kong Airport and airport regulation

• **Mizuho Bank** as Coordinator of 21 local and international banks in relation to a HK$5 billion 5-year revolving credit facility for the Airport Authority Hong Kong, a statutory body wholly owned by the Hong Kong SAR Government which is responsible for the operation and development of Hong Kong International Airport

• **Hong Kong Aircraft Engineering Company (HAECO)** on establishing:

  - a joint venture between HAECO and Cathay Pacific Airways to provide inventory technical management services for the maintenance and management of aircraft components

  - an equity joint venture with Sichuan Airlines in Chengdu, PRC, to provide both line and heavy maintenance, repair and overhaul services, initially for Airbus 320 aircraft

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“A stellar bench with an established reputation for public M&A, demonstrating sophisticated capabilities in representing Hong Kong and Chinese corporates. Receives recognition for its especially strong presence in Hong Kong.”

Corporate/M&A Department - China, Chambers Asia-Pacific 2019
• **Swire Pacific** on:
  - its proposed privatisation of HAECO
  - the purchase of Cathay Pacific shares from CITIC Pacific for an aggregate consideration of HK$1,013 million
  - the purchase of further shares in HAECO from Cathay Pacific Airways; and both Swire Pacific and HAECO on the subsequent mandatory unconditional cash offer for remaining shares in HAECO

• **Malaysian Airports Holdings Berhad** in the:
  - acquisition of a 40% equity stake in İstanbul Sabiha Gökçen Uluslararası Havalimanı Yatırım Yapıım ve İşletme A.Ş. (the company which manages operations at Sabiha Gökçen Airport) and LGM Havalimanı İşletmeleri Ticaret ve Turizm A.Ş. (the company which establishes and manages hotels, lounges and food and beverage facilities at Sabiha Gökçen Airport) from the GMR Group
  - acquisition of a further 40% equity stake in each of İstanbul Sabiha Gökçen Uluslararası Havalimanı Yatırım Yapıım ve İşletme A.Ş. (İSG) and LGM Havalimanı İşletmeleri Ticaret ve Turizm A.Ş. (LGM) from the Limak Group.
  - sale of its 10% equity stake in Delhi International Airport Private which operates New Delhi Indira Gandhi International Airport to the GMR Group.

“**Slaughter and May’s top-tier status is underpinned by its outstanding reputation for advising its clients on their most strategically significant, high-value and complex transactions in China and Asia.**”

*Corporate (including M&A), Hong Kong, Legal 500 Asia Pacific 2019*

The firm has concentrated on working for some of the best clients on some of the best transactions in the region.

*IFLR 1000 Asia 2013*
Energy

- **Yingde Gases Group**, China’s largest independent industrial gases supplier, on its strategic review and possible competing offers and ultimate takeover by private equity firm PAG Asia Capital. Prior to the takeover there was a contentious boardroom and shareholder battle among the three co-founders. *The transaction was recognised for three awards: it was shortlisted for Private Equity Deal of the Year at the IFLR Asia Awards 2018; won Deal of the Year 2017 at the Asia-mena Counsel Deals of the Year 2017; and was a finalist for Private Equity Deal of the Year 2018 at the China Law & Practice Awards 2018. It was also ranked ‘Commended’ in the FT Asia-Pacific Innovative Lawyers Report 2018 in the category ‘Legal Expertise: Driving Value’ in the international firms section.*

- **Tenaga Nasional Berhad** Tenaga in relation to the subscription, through its wholly owned subsidiary Power and Energy International (Mauritius) Ltd. (PEIM), for a stake in GMR Energy Limited (GMR Energy) and its proposed strategic partnership with GMR Energy in the power production business in India. The subscription will give PEIM a 30% stake in GMR Energy on a fully diluted basis for a total cash consideration of US$300 million. The transaction was announced on 9 May 2016 and was subject to (amongst other things) the completion of a group restructuring of GMR Energy and approval from Bank Negara Malaysia, the Ministry of Finance of Malaysia and the Competition Commission of India. Completion of the subscription was announced on 4 November 2016.

- **Mizuho Bank** on a HK$7.424 billion and US$220 million syndicated loan facility for China Resources Power Holdings Company Limited.

- **Attarat Power Company** and the project sponsors, *Eesti Energia AS* and *YTL Power International Berhad*, on a fixed price engineering, procurement and construction contract with Guandong Power Engineering Corp. of China Energy Engineering Group Co., Ltd. The EPC Contract is for the design, engineering, procurement, supply, construction and commissioning of a 470 megawatt (net) oil shale-fired power station (the Plant) at Attarat um Ghudran, Jordan on a turnkey basis.

- **PTT Exploration and Production Public Company Limited (PTTEP)**

  - and PTTEPI International Limited (PTTEPI) in relation to the conditional acquisition of a 22.2% stake in the Bongkot Project from Shell Integrated Gas Thailand Pte and Thai Energy Company (both Shell subsidiaries).

  - on its successful takeover of Cove Energy PLC for US$1.9 billion (£1.2 billion). *This transaction won the firm the Innovation in Corporate Law (Internationally headquartered law firms) Award at the FT Asia-Pacific Innovative Lawyers Awards 2014 and it was ranked as ‘Commended’ in the FT Asia-Pacific Innovative Lawyers 2014 Report in the Corporate & Commercial (Internationally Headquartered Firms) category. The deal was also nominated Deal of the year at the Financial News Awards for Excellence in Legal Services, Europe 2013 and the firm was short-listed for M&A Team of the Year at the British Legal Awards 2012 because of the transaction.*

Sophisticated Hong Kong team with growing recognition for its strength in Mainland China. Instructed by a loyal portfolio of significant clients across Greater China and South-East Asia on inbound and outbound mandates, providing a pan-Asia service through working with ‘best friends’ in the region.

*Corporate/M&A (Asia) - Chambers Asia 2016*
- on a farm-in to an upstream offshore project in Ghana

- on the acquisition of an additional stake in a production offshore asset in the Gulf of Thailand

- on a number of regulatory and other matters in relation to PTTEP’s assets in Kenya and East Africa

• **China Resources Gas Group** on the US$7.009 billion proposed merger with China Resources Power Holdings Company to form one energy group under China Resources (Holdings) Company. The combined group would also have become one of the five largest Hong Kong listed, mainland China focused energy companies, and the largest Hong Kong listed, mainland China focused energy utilities company based on the aggregate market capitalisations of CR Power and CR Gas

• **China Resources Logic** on its acquisition of China Resources Gas Limited from its parent, China Resources (Holdings) Company Limited, for a total consideration of approximately HK$3.8 billion (US$488 million). The acquisition was financed by a rights issue at a subscription price of HK$3.42 per rights share on the basis of four rights shares for each existing share of China Resources Logic

• **China Power New Energy Development Company (CPNE)** on:
  - the proposed delisting of China Power Clean Energy Development Company (CP Clean Energy) from the Hong Kong Stock Exchange
  - its US$269 million placing of new shares to China Three Gorges Corporation giving China Three Gorges a 29.05% share in the enlarged capital of CPNE
  - its issue of CNY500 million (US$76.7 million) CNY-denominated guaranteed bonds. CPNE is principally engaged in the development of clean energy in the PRC
  - its acquisition of China Power Dafeng Wind Power Company Limited (CP Dafeng) for CNY504 million (approximately US$74 million).

• **Talisman Energy** on the sale of a 49% interest in Talisman Energy (UK) Limited to Sinopec for US$1.5 billion

• **United Energy Group (UEG)** in relation to its acquisition of Kuwait Energy plc for cash consideration of up to approximately US$650 million

• **China Power International Development (China Power)** in relation to its acquisitions of the entire interest in certain clean energy project companies from CPI Holding, a controlling shareholder of China Power and a wholly-owned subsidiary of State Power Investment Corporation

• **Zhengzhou China Resources Gas** on its US$102 million privatisation and withdrawal of H shares from listing on the Hong Kong Stock Exchange by China Resources Gas Group

• **United Energy Group** in connection with a US$640 million acquisition finance facility. The facility forms the main part of the funding to finance the group’s acquisition of most of BP’s upstream oil and gas businesses in Pakistan

• **INEOS**, the world’s fourth largest chemicals producer, on a framework agreement with PetroChina, China’s largest listed oil and gas producer, to form a partnership in new trading and refining joint ventures related to the refining operations Scotland and France

• **Tanjong** on the English aspects of an offer by Tanjong Capital Sdn Bhd for the entire issued share capital of Tanjong plc. Tanjong plc is incorporated in England and has its main listing on Bursa Securities Malaysia Berhad. It is a holding company with subsidiaries involved in power generation, gaming, leisure and property investment
• **YTL power International Berhad** on:

  - the acquisition of a 30% interest in the joint venture company, Enefit Jordan (and its associated companies), including Jordan Oil Shale Energy Co.), with Eesti Energia holding a 65% stake and Near East Investment Co. holding a 5% stake
  - an acquisition of Power Seraya Limited
  - a US$170 million and US$190 million syndicated facility

  - the acquisition of InterGen’s global power generation business which was eventually sold for US$1.75 billion. The business acquired included an 820MW gas-fired power station in the Netherlands, three gas-fired power stations in the UK, two coal-fired power stations in Australia (880MW and 920MW respectively), a 460MW coal-fired power station in the Philippines and a 724MW coal-fired power station in China
  - the acquisition of a 35% interest in PT Jawa Power, a 1,220MW coal-fired power station in Indonesia, and 100% of PT Powergen Jawwa Timur for US$143 million
  - the financing of power projects in India, Bangladesh, Indonesia and South Africa and also advising on a bid for power assets in the Philippines

• **Vallourec**, the European leading manufacturer of steel pipes for the oil and gas industry, on its acquisition of a 19.5% stake in Chinese seamless tube maker Tianda Oil Pipe Company Limited.

• **Bank of Tokyo-Mitsubishi**:  

  - on the financing of a new hydrocracker and coking facility adjacent to an existing refinery facility at Mostorod in Egypt
  - on various bank syndicates and including the European Investment Bank on Egyptian LNG project finance facilities for ELNG trains 1 and 2 at Idku, near Alexandria in Egypt, as part of the development of the West Delta Deep Marine gas field, offshore the Nile Delta

• **Morgan Stanley** as financial adviser in relation:

  - to Henderson Land Development Company Limited’s acquisition of Henderson Investment Limited’s entire interest in The Hong Kong & China Gas Company Limited in consideration of newly issued HLD shares in the form of a Share Entitlement Note and cash
  - to The Hong Kong and China Gas Company on the acquisition by Panva Gas

• **Citigroup Global Markets Hong Kong, Deutsche Bank Hong Kong, Goldman Sachs (Asia)** and the underwriters on a placing by PetroChina Company Limited, a company listed on the Hong Kong Stock Exchange, to raise approximately US$2.7 billion

• **Bank of Tokyo-Mitsubishi** (as facility agent) and other International and local banks on the US$1.3 billion refinancing of the Oman LNG project finance facilities, to replace the 2001 facilities

• **Paka and Pasir Gudang** advising the sponsor on project development and limited recourse bank and capital markets financings of the first two IPP projects in Malaysia

• **China CITIC Group** in connection with the sale of a 50% indirect equity shareholding in JSC Karazhanbasmunai (which holds the Karazhanbas oil field) to affiliates of JSC Exploration & Production KazMunayGas for US$875.5 million

• **Premier Oil** on an unsolicited bid approach and the sale of interests in Indonesia and Burma.
A standout corporate practice with a correspondingly strong reputation for ECM transactions. Also acts for a range of Hong Kong and PRC clients on debt issuances, as well as advising on hybrid products. Provides a seamless offering of Hong Kong, UK and US law capability.

Jason Webber has ‘an encyclopedic knowledge of the legislation which regulates the Hong Kong rail industry’.

Their standards are quite high - very, very good quality people, just incredible.
Mining and minerals

• **China International Capital Corporation:**
  - as financial adviser to Hunan Nonferrous Metals Jinhong Development Limited, a company controlled by China Minmetals Corporation, on the privatisation of HNMCL by Jinhong pursuant to a voluntary general offer followed by a merger by absorption
  - and Goldman Sachs, acting as joint placing agents, in relation to China Resources Cement Holdings Limited’s top-up placing of shares, which involves the placing of existing shares and top-up subscription of new shares for a total consideration of HK$4.18 billion

• **PT Borneo Lumbung Energi & Metal Tbk,** the Indonesian-listed coking coal producer, on the separation of Asia Resource Minerals Plc (ARMS, formerly Bumi plc) from the Bakrie Group

• **BHP Billiton** on its proposed demerger of South32 Limited

• **Chinalco Mining Corporation International** on a Hong Kong IPO to raise approximately US$397 million

• **A state-owned Chinese bank** in connection with the financing for a subsidiary of Aluminum Corporation of China Limited (Chalco) for the acquisition of interest in the Simandou iron ore mining project in the Republic of Guinea from a subsidiary of Rio Tinto

• **Guangdong Rising Assets Management** on the acquisition of Caledon Resources plc

• **China Metallurgical Group Corporation** on its US$500 million bond issue and listing on the Singapore Exchange

• **Hony Capital,** on its acquisition of a 15% indirect interest in the Soalala iron ore mining project in Madagascar

• **YTL Power International** on its oil shale mine investment in Jordan

• **BOCI Asia, Deutsche Bank, Hong Kong Branch,** and **Morgan Stanley** as placing agents in relation to the placing of 23.4 billion new shares in CST Mining Group Limited. We also advised Morgan Stanley and BOCI as financial advisers to CST on its acquisition of a Toronto-listed company with copper mining assets in Peru and advised Morgan Stanley and Deutsche Bank as financial advisers to CST on its acquisition of an Australian company with copper mining assets in Australia

• **China Investment Corporation,** on the English law aspects of its secured US$1.9 billion senior loan facility investment in PT Bumi Resources Tbk, the largest coal mining company in Indonesia

• **BOCI Asia and BMO Nesbitt Burns** as joint placing agents in relation to the placing of new shares in Regent Pacific Group Limited, which is listed on the Main Board of the Hong Kong Stock Exchange and is an investment holding company focused on investment in mining assets, principally in the PRC

• **Morgan Stanley** as placing agent in relation to the top-up placing of shares in Glory Future Group Limited and in Regent Pacific Group Limited

• **Yancoal Australia**’s dual primary listing and global offering of shares on the Main Board of the Hong Kong Stock Exchange. We advised the sponsors, Morgan Stanley Asia, CMB International Capital, and BOCI Asia, and Citigroup Global Markets Asia as to Hong Kong and US laws on the global offering

Moves into the top band, having demonstrated sophisticated capabilities in representing Hong Kong and Chinese corporates, including Fortune 500 companies and major SOEs. A stellar bench with an established reputation for public M&A and with significant recent exposure in handling strategic investments by leading South-East Asian clients.

Corporate/M&A (China) – Chambers Asia 2016
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