

SIMPSON
THACHER



GROWING WITH CHINA

SIMPSON THACHER & BARTLETT LLP

CHINA PRACTICE

ESTABLISHED AND GROWING PRESENCE

Simpson Thacher & Bartlett LLP is one of the world's leading global law firms. Established in 1884, the Firm currently has more than 700 lawyers, including 166 partners. With offices in Hong Kong and Tokyo, Simpson Thacher advises on a wide range of corporate matters in China, South and East Asia. An established leader in the region for more than 15 years, the Firm continues to address its clients expanding interests and has sought regulatory approval to establish an office in Beijing.

Our China practice focuses on international capital markets transactions, mergers and acquisitions and representation of private equity clients, both in buyouts and fund formation. We are also engaged in structured and project finance and lending, other corporate and commercial transactions and assistance to our U.S. offices in the representation of Asian clients in U.S. litigation. Working in tandem with our offices in New York, Palo Alto, Los Angeles, Washington, D.C. and London, we provide truly global capability for both local and international clients.

This Contains ATTORNEY ADVERTISING.
Prior results do not guarantee a similar outcome.

EARNED RECOGNITION

Our China practice is built upon the strength of our leading reputation, skill and experience throughout Asia. The Firm's Hong Kong and Tokyo offices continue to be active in capital markets and M&A transactions focused on the key markets of Greater China, Japan and Korea. In *International Financial Law Review's* 2005 Equity Survey, Simpson Thacher ranked first among all international law firms for cross-border equity offerings by Asian issuers.

**"BEST GLOBAL
LEGAL ADVISOR"**

GLOBAL FINANCE, 2006

LOCAL EXPERTISE

The Firm's more than 20 lawyers (including 6 partners) in Hong Kong have direct expertise in capital markets, mergers and acquisitions, fund formation and asset management, structured and project finance, banking and general corporate matters. More than 10 of our lawyers in Hong Kong are fluent in Mandarin Chinese, all of whom are members of the Bar of The State of New York, and have considerable transaction experience in China.

CORPORATE FINANCE AND CAPITAL MARKETS

The Firm's China practice attorneys represent issuers, underwriters, placement agents and other participants in financing transactions in Greater China. These transactions include offerings of American/global depository receipts and other equity securities, debt securities (including high yield debt securities), convertible, exchangeable and other equity-linked securities, commercial paper and other financial instruments. The Firm also advises on securities law reporting and compliance, stock exchange listings and other matters relating to the U.S. and international capital markets.

RECENT CAPITAL MARKETS TRANSACTIONS IN CHINA INCLUDE:

- HKSE IPO/Rule 144A/Reg S Offering of China Shenhua Energy
- NASDAQ IPO of China GrenTech Corporation
- NASDAQ IPO and secondary offering of Focus Media
- HKSE IPO/Rule 144A/Reg S Offering of Samson Holding Ltd.
- NASDAQ IPO of China Techfaith
- NASDAQ IPO of Hurray!
- NASDAQ IPO of Ninetowns
- HKSE IPO/Rule 144A/Reg S Offering of China Oriental Group
- NASDAQ IPO of Linktone
- NASDAQ IPO of China Finance Online
- NASDAQ IPO and secondary offering of Ctrip.com

Our attorneys participated in some of the most significant privatizations and securities offerings of leading PRC companies, including PetroChina, China Mobile Hong Kong, Bank of China (Hong Kong), China Telecom, Bank of Communications, Bank of China and China Ping An Insurance. These lawyers were also involved in the NYSE IPO of Suntech Power Holdings Ltd., and the NASDAQ IPO's of China Medical Technologies, Inc. and 51job, Inc.

FIRST TIER RANKINGS:

Banking & Finance
Capital Markets: Debt & Equity
Mergers & Acquisitions
Commercial Litigation
Securities Litigation
Antitrust
Insurance: Dispute Resolution
Private Equity: Buyouts &
Venture Capital Investment
Private Fund Formation
Employee Benefits &
Executive Compensation

- Chambers & Partners USA 2006

M&A AND OTHER DIRECT INVESTMENTS

The Firm represents both entities investing in China and Chinese entities investing elsewhere in the world. The Firm's engagements include the representation of corporations, other investors and financial advisors in connection with acquisitions, dispositions, joint ventures and other forms of direct investment.

RECENT M&A TRANSACTIONS IN CHINA INCLUDE:

- Representation of Best Buy in acquisition of a control stake of Jiangsu Five Star, China's fourth-largest appliance and consumer electronics retailer
- Representation of Focus Media in connection with its acquisitions of Target Media and Framedia
- Representation of CVCI in connection with the private placement of shares of Camelot to CVCI
- Representation of American Electric Power in its disposition of power assets in Northern China

INVESTMENT FUNDS

The Firm is one of the leading global law firms specializing in representing private equity funds. In Asia the Firm represents asset managers, investment funds, investors and other participants in offshore investment funds, including regional and country equity funds, infrastructure funds, specialized fund products and other asset management vehicles. In 2006, for the second year in a row, the Firm was named Global Private Funds Law Firm of the Year by *Who's Who Legal*.

LITIGATION, ARBITRATION AND OTHER DISPUTE RESOLUTION

The Firm has one of the largest and most well known litigation, arbitration and dispute resolution practices, with over 250 lawyers devoted to this area who can be called upon to serve Chinese entities facing commercial, securities, antitrust, product liability or other potential disputes in the United States or with United States interests.

Our recent engagements included:

- The successful arbitration award granting a cost free separation for our client Accenture from the Andersen Worldwide organization, saving Accenture billions of dollars in claimed damages and enabling Accenture to become an independent public company
- Successfully arbitrating General Electric and Bechtel claims against the government of India arising out of the Dabhol Power Project
- Obtaining a jury verdict after trial in favor of Swiss Re and other insurers absolving them of billions of dollars in claimed insurance liability for the destruction of the World Trade Center on September 11, 2001
- Prevailing at trial on a multi-billion dollar patent case on behalf of our client Daiichi
- Obtaining the dismissal of numerous securities and other consumer class action lawsuits brought against clients such as JP MorganChase, Toys R Us, American Electric Power, Royal Ahold, Heineken and K-Mart/Sears

中国业务

根基稳固且不断增长的态势

盛信美国律师事务所是处于世界领先地位的全球性律所之一。本所成立于1884年，目前拥有700多名律师，包括166名合伙人。通过其设在香港和东京的分所，盛信在中国、南亚和东亚就范围广泛的公司事务提供建议。本所在亚洲开展业务的历史超过15年，已经确立其领先地位，并将为满足客户不断增长的需求而继续努力。本所已获得监管部门的批准在北京设立代表处。

本所的中国业务集中致力于国际资本市场交易、并购和代表私人资本客户经办收购和基金设立。我们还经办结构和项目融资及贷款、其他公司事务和商业交易，并协助美国分所代表亚洲客户在美国经办诉讼。在与本所纽约、帕洛阿图（Palo Alto）、洛杉矶、华盛顿特区和伦敦分所进行通力合作的情况下，我们向本地和国际客户提供真正意义上的全球性服务。

赢得客户认可

本所的中国业务是以本所在全亚洲处于领先地位的声誉、技能和经验方面的实力为基础的。本所香港和东京分所继续活跃于资本市场和并购交易领域，集中致

力于大中华区、日本和韩国等主要市场。盛信在《国际金融法律评论》

（International Financial Law Review）2005 Equity Survey 进行的亚洲发行人跨国股票发行法律顾问评比中，独占所有国际律师事务所的鳌头。

“全球最佳律师事务所”

GLOBAL FINANCE, 2006

本地专业经验

本所在香港的20多名律师（包括6名合伙人）拥有直接的经办资本市场、并购、基金设立和资产管理、结构和项目融资、银行和一般公司事务的专业经验。本所在香港的律师中有10多名律师的普通话都非常流利，他们都是纽约州律师协会会员，并且拥有在中国经办交易的丰富经验。

企业融资和资本市场

本所的中国业务组律师在大中华区代表发行人、承销商、发行代理人和其他参与方经办融资交易，包括发行美国/全球存托凭证和其他股权证券、债务证券（包括高收益债权证券）、可转换、可交换和其他与股权相关的证券、商业票据及其他金融工具。本所还就与美国和国际资本市场有关的证券法项下的报告和合规、股票交易所上市及其他事宜提供建议。

近期经办的在中国具有代表性的资本市场交易包括：

- 中国神华能源在香港证券交易所IPO/144A规则/S条例下的发行
- 国人通信有限公司在纳斯达克的IPO
- 分众传媒在纳斯达克的IPO和增发
- 顺诚控股有限公司在香港证券交易所IPO/144A规则/S条例下的发行
- 中国德信在纳斯达克的IPO
- 华友世纪在纳斯达克的IPO
- 九城公司在纳斯达克的IPO
- 中国东方集团在香港证券交易所的IPO/144A规则/S条例下的发行
- 灵通网在纳斯达克的IPO
- 中国财经在线在纳斯达克的IPO
- 携程旅行网在纳斯达克的IPO和增发

我们的律师参与了处于领先地位的中国公司的一些最主要的私有化和证券发行项目，包括中国石油、中国移动香港、中国银行（香港）、中国电信、中国交通银行、中国银行和中国平安保险。这些律师还参与了尚德电力控股有限公司在纽约证券交易所的IPO以及中国医疗技术公司和前程无忧网在纳斯达克的IPO。

一级律所：

银行与金融

资本市场：债务与股权

并购

商业诉讼

证券诉讼

反垄断

保险：纠纷解决

私募股权：收购与风险资本投资

私募基金设立

雇员利益金与管理层报酬

- Chambers & Partners USA 2006

并购及其他直接投资

本所不仅代表各种实体经办在中国的投资项目还代表中国实体经办在国外的投资项目。本所的业务包括代表公司、其他投资者和财务顾问经办收购、处置、合资和其他形式的直接投资项目。

近期经办的在中国具有代表性的并购交易包括：

- 代表百思买 (Best Buy) 收购江苏五星电器的控股权，江苏五星是中国第四大家电和电子消费品零售商
- 代表分众传媒 (Focus Media) 经办其对聚众传媒 (Target Media) 和框架媒介 (Framedia) 的收购
- 代表花旗亚洲企业投资公司 (CVCI) 经办柯莱特 (Camelot) 对 CVCI 的股份私募
- 代表美国电力公司经办其对华北电力的电力资产处置

投资基金

本所是经办私募股权基金的处于全球领先地位的律师事务所之一。在亚洲，本所代表资产经理人、投资基金、投资者和其他参与方经办境外投资基金项目，包括区域性和国家性的股票基金、基础设施基金、专项基金产品及其他资产管理工具。在 2006 年，本所连续第二年被 Who's Who Legal 提名为年度全球最佳私募基金律师事务所。

诉讼，仲裁与其他纠纷解决

本所拥有最大且最知名的诉讼、仲裁和纠纷解决业务之一，超过 250 名律师投身于这一领域，准备着随时为在美国或与美国利益有关的面临商事、证券、反垄断、产品责任或其他潜在纠纷的中国主体提供服务。近期经办的案件包括：

- 成功赢得仲裁裁决，判定我们的客户埃森哲 (Accenture) 从安达信环球组织 (Andersen Worldwide) 中脱离而无须支付任何费用，从而为埃森哲节省了数十亿美元的赔偿金，帮助埃森哲得以成为独立的公众公司
- 成功赢得了通用电气和贝克特尔 (Bechtel) 针对印度政府提起的关于 Dabhol 电力项目的仲裁
- 经陪审团审判赢得了有利于瑞士再保险 (Swiss Re) 和其他保险商的陪审团裁决，判定其无须为 2001 年 9 月 11 日的世贸中心破坏事件承担数十亿美元的保险责任
- 代表客户日本第一株式会社 (Daiichi) 在一起数十亿美元的专利案件中取得了陪审团审判的胜利
- 成功使得众多针对客户提起的证券和其他消费者集团诉讼被驳回，其中包括摩根大通 (JP Morgan Chase)、美国玩具反斗城 (Toys R Us)、美国电力 (American Electric Power)、皇家阿霍德 (Royal Ahold)、喜力 (Heineken) 和 K-Mart/Sears 等。

CHINA PRACTICE

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