



Minter Ellison: Australia – China Transactions

铭德律师事务所：中澳相关交易

April 2010

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MinterEllison

铭德律师事务所

LAWYERS

Minter Ellison has recently advised over thirty Chinese state owned enterprises, publicly listed and private companies in relation to their investments in Australia.

铭德律师事务所近期为超过30家上市中国国有实体和私人企业就其在澳大利亚的投资提供法律意见。

Listed below is a brief profile of the transactions and advisory work our China group has recently undertaken:

下述为以上相关交易及我所中国事务团队所提供法律支持的简要介绍:

- We advised on the off-market takeover of Midwest Corporation Limited by **Sinosteel Corporation**. Sinosteel was the first Chinese state-owned entity to make an unsolicited takeover bid for a listed Australian resources company. Foreign Investment Review Board approval was required for the transaction. Our Shanghai-based lawyers worked alongside our Australian team in the transaction, advising on PRC legal issues, government approval procedures, and all legal matters relevant to an Australian public takeover.
- 为中国中钢集团有限公司在场外收购澳大利亚Midwest公司提供法律意见。这是中国国有企业首次以澳大利亚上市能源公司作为目标进行的敌意收购。本项交易需要获得外商投资审查委员会的批准。我所上海办公室律师和相关澳大利亚律师团队一起合作，为客户提供相关中国法律意见。我们还为客户就与澳大利亚收购有关的政府批准程序和所可能涉及的其他所有法律问题提供法律意见。
- We advised one of China's largest regional national multi-industrial enterprises and a key enterprise in Henan province, in relation to an export permit in the Bowen Basin. The client instructed Minter Ellison to take proceedings to the Supreme Court with a successful result. This was an extremely important matter for the Queensland Mining Sector and also for the **Chinese Government**, as a substantial shareholder.
- 我所为中国河南省一区域性最大的多产业经济企业就其在Bowen湾的出口许可提供法律意见。我所还担任了该客户在澳大利亚高级法院一诉讼案件的代表律师并获得最后成功。该案对于昆士兰州矿产资源部及其潜在股东中国政府都有着非常重要的意义。
- We advised **PetroChina**, China's largest producer of oil and gas, on its development of three LNG terminals and its procurement of LNG, into China, from Iran.
- 我所为中国石油和天然气最大的生产商，中国石油天然气股份有限公司就其三大液化天然气终端项目的开发及从伊朗采购天然气的有关运作提供法律意见。
- We advised Chinese state-owned steel company **Nanjing Steel** on its overseas M&A transactions, including conducting due diligence, advising on the deal structures, negotiating and drafting documentation
- 我所为国有南京钢铁公司在其海外的并购活动提供包括尽职调查，交易结构，沟通磋商及文书起草的法律支持。
- We advised **Jinchuan Nickel Group** in relation to finance provided to Allegiance Mining NL in connection with the off-take arrangements between Jinchuan and Allegiance. We also assisted Allegiance with the construction of a processing plant and infrastructure in relation to the exploitation of nickel sulphide located on a tenement situated at Avebury on the West Coast of Tasmania
- 我所为金川集团向Allegiance矿业公司基于长期采购协议供应资金提供相关法律意见。我所还为Allegiance公司建造开采位于塔斯马尼亚州西部海岸Avebury区的一处硫化镍矿区提供法律意见。
- We advised **Zijin Mining Group**, China's largest gold producer, in its takeover bid for ASX-listed Indophil Resources which owns a stake in gold and copper exploration assets in the Philippines.
- 为中国最大的金矿生产商厦门紫金矿业集团，成功收购在澳大利亚证券交易所上市的Indophil公司股份提供法律意见。该收购涉及Indophil公司在菲律宾金矿和铜矿的开采项目。
- We advised **Jiuquan Iron & Steel Group Limited** on its acquisition of a strategic shareholding in International Ferro Metals Limited. We also advised the company in its defence of a hostile takeover for the shares in an Australian mining company listed on the London Stock Exchange.
- 为酒泉钢铁集团购买Ferro金属有限公司股份提供法律意见。我所还为其阻止一在伦敦股票市场上市的澳大利亚矿业公司的恶意收购行为提供法律意见。
- We advised **China Nonferrous**, on its proposed acquisition of a publicly traded minerals company with assets in Western Australia. Our legal work involved conducting legal due diligence, advising on legal compliance issues and FIRB approval.
- 我所为中国50家最大的国有企业之一中国有色金属集团收购一家上市矿物交易公司在西澳的资产提供法律意见。我们的工作包括开展尽职调查，合规建议和协助取得外商投资审查委员会(FIRB)的批准。
- We acted for **Gloucester Coal Ltd** in relation to its takeover by Macarthur Coal Ltd. Gloucester is a 87% subsidiary of **Noble Group Ltd**, Asia's largest diversified commodities trading company with revenue in excess of US\$30B.
- 我所为Gloucester煤矿公司收购Macarthur煤矿公司提供法律意见。香港来宝集团是对Gloucester公司控股占87%的母公司。香港来宝集团是亚洲业务最多元化的商品贸易公司，其销售收入突破300亿美金。
- We advised **China Export Import Bank** on its finance arrangement for Hunan Valin Steel acquiring around 17% shares in Fortescue in Australia, including drafting and reviewing transaction documents, advising on a share pledge, FIRB approval and other compliance issues;
- 我所为中国进出口银行向湖南华菱钢铁股份有限公司收购澳大利亚Fortescue公司约17%的股权提供的融资服务提供法律支持。我们的工作包括起草和审阅有关交易文件，对股票质押、取得外商投资审查委员会(FIRB)批准以及有关合规事宜提供法律意见。

- We are acting for **Xi'an Sunresin Technology Co Ltd** on its proposed acquisition of the New Zealand subsidiary of a German food company, including conducting legal due diligence on the target company, advising on the deal structure and compliance issues, drafting and revision of the transaction documents.
- 我所为西安蓝晓科技有限公司收购一德国食品公司在新西兰的子公司提供法律意见。我们的工作包括对目标公司开展尽职调查, 为交易结构、有关合规事宜提供法律意见, 起草和审阅有关交易文件。
- We are acting for **China Development Bank** on its debt financing provided for Sydney-based rail project, including reviewing the transaction documents and advising on all compliance issues.
- 我所为中国国家开发银行向一悉尼铁路项目提供债务融资提供法律意见。我们的工作包括审阅有关交易文件以及提供合规意见。
- We are advising **Metallurgical Corporation of China (MCC)**, one of the largest engineering companies in the world, on its proposed involvement with Waratah Coal Corporation in relation to the development of its mine and associated infrastructure in the Gallilee Basin.
- 我所为全球最大的工程公司, 中国冶金科工集团有限公司 (MCC) 拟与Lavatah煤炭公司合作开发位于Gallilee盆地的矿业及相关基础设施提供法律意见。
- We have acted on the following IPO's for Chinese companies 我们为下述中国公司在澳大利亚首次公开发行股票提供法律意见
 - **TWT Group Limited** 天外天集团有限公司
 - **Mesbon China Nylon Limited** 浙江美丝邦化纤有限公司
 - **Thomas Bryson International Ltd** 绍兴托马斯商贸有限公司
 - **Novarise Renewable Resources International Ltd** 泉州三宏化纤有限公司
- We advised **Xuzhou Coal Mining Group** in relation to its bid for a controlling stake in the Cook Mine.
- 我所为徐州矿业集团拟竞标Cook矿业控股权提供法律意见。
- We are advising **Qinfa Group Ltd**, a coal logistics provider in China and listed on the Hong Kong stock exchange, in relation to its investments in coal projects in Queensland.
- 我所为主要从事煤炭经营业务的中国秦发集团有限公司在香港上市, 和投资澳大利亚昆士兰州有关煤炭项目提供法律服务。
- We are advising **Meijin Energy Group**, listed on the Shenzhen Stock Exchange, in relation to its investment in a Greenfield coal project in the Galilee Basin.
- 我所为在深圳证交所上市的山西美锦能源集团投资位于Galilee盆地的Greenfield煤炭项目提供法律意见。
- We acted for **China Growth Mineral Ltd (CGML)** on their acquisition of strategic interests in Australian publicly listed uranium companies A-Cap Resources and Impact Minerals Ltd. CGML is now the largest shareholder in each company.
- 我所为香港**China Growth Mineral Ltd (CGML)** 战略性收购澳大利亚上市铀资源公司A-Cap能源和矿业公司提供法律意见。CGML现在为该澳大利亚公司最大的股东。
- We acted for **Jinchuan Group Ltd** in relation to Albidon Ltd's Munali Nickel Project in Zambia. This included offtake agreements, offtake financing, equity investment and evaluation of ongoing proposals to optimise the implementation of the Munali Nickel Project. Jinchuan is China's largest producers of Nickel, cobalt and platinum and is a major producer of copper.
- 我所为金川集团在赞比亚与Albidon公司有关的Munali镍项目提供法律意见。我们的工作包括对其长期采购协议、长期融资、股权投资的法律支持及优化Munali镍项目长期实施方案的评估工作。金川集团是中国最大的镍、钴及铂矿的生产商, 也是中国铜矿的主要生产商。
- We are acting for **Yankuang Group**, the third largest coal mining group in China, on its strategic investment in Bauxite Resources Limited (BAU), a listed company in Australia, including conducting legal due diligence, advising on deal structure and FIRB approval. Additionally we are advising on the establishment of two exploration joint ventures and one alumina refinery in Western Australia, including the drafting of all transaction documents.
- 我所为中国第三大煤矿集团兖矿集团, 战略性投资澳大利亚上市企业Bauxite能源有限公司 (BAU) 提供法律意见。我们的工作包括开展尽职调查, 为其交易结构和获得外商投资审查委员会 (FIRB) 批准提供法律意见。此外, 我们还为其在西澳设立两家勘探合资企业和一家氧化铝精炼厂提供法律意见, 我们的工作包括起草有关交易文件等。
- We acted for **CNOOC** in connection with its bid to acquire Shell Development Ltd's interest in the North West Shelf offshore crude oil joint venture. This included undertaking all Australian due diligence and assisting CNOOC with the amendment of the proposed sale documentation. Ultimately Woodside Petroleum Ltd exercised its pre-emptive rights under the joint venture to acquire Shell's interest.
- 我所为中国海洋石油总公司出资收购壳牌发展有限公司在澳大利亚西北大陆架近海原油合资企业的股权提供法律意见。我们的工作包括涉及澳大利亚方面的尽职调查, 协助中国海油修改建议出售文件等。最终Woodside石油公司通过行使其在合资企业中享有的优先购买权收购了壳牌的有关股权。
- We acted for **China Petroleum and Chemical Corporation (Sinopec)**, China's largest petrochemical company and second largest oil and gas company, on its procurement of LNG for Sinopec's Shandong LNG Terminal.
- 我所为中国最大的石油化工公司及第二大石油和天然气公司, 中国石油化工股份有限公司 (中石油) 的山东液化天然气接收站项目采购液化天然气提供法律意见。

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