



CHINA BUSINESS GROUP

CREDENTIALS

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CORRS
CHAMBERS
WESTGARTH
lawyers

A WORLD CLASS LAW FIRM COMMITTED TO DRIVING AUSTRALIA'S COMPETITIVENESS AND ITS ECONOMIC ENGAGEMENT WITH ASIA.

Corrs is a premium independent law firm based in Australia. We have offices in Sydney, Melbourne, Brisbane, and Perth, but just as importantly, we have strong partnering relationships throughout the Asia-Pacific region and globally. We are therefore ideally placed to support clients whose businesses extend nationally and internationally.

Our lawyers work across practice areas as well as geographic boundaries to help our clients achieve their strategic business goals. We have the resources required to serve our clients' needs, no matter how large the transaction or complex the issue, and are consistently involved in the highest profile work in Australia and the Asia-Pacific region.

“Corrs has been blessed with great leadership and its commercial, client-led focus is second to none”

– The Australian Financial Review

**WE ADVISE MAJOR
ORGANISATIONS
ON THE MATTERS
MOST IMPORTANT
TO THEM, BRIDGING
THE GAP BETWEEN
BUSINESS ISSUES
AND LEGAL
PRACTICE.**





Corrs' international strategy is focused on our role in facilitating cross-border engagement with Asia. In particular, we have prioritised China's bilateral trade with Australia, including through inbound investment.

We are one of the leading law firms advising Chinese companies investing in Australia, having advised on a significant number of in-bound investment deals in the energy, resources and agribusiness sectors.

Corrs is a trusted advisor to a number of major Chinese companies actively investing in the Australian mining industry.



WE ARE HONOURED TO HAVE ACTED FOR SOME OF CHINA'S LEADING COMPANIES.

AMF 1 MINING FUND BAOSTEEL CHENGDU DI'AO
MINING CHINA GUANGDONG NUCLEAR CHINA IRON AND
STEEL ASSOCIATION CHINA METALLURGICAL GROUP
CORPORATION CHINA NATIONAL CHEMICAL COMPANY
COFCO JINCHUAN GROUP MCCM CAPITAL MANAGEMENT
CO. MINMETALS PINGDINGSHAN TIANAN COAL MINING
CO. PT RESOURCES SHENHUA SICHUAN HANLONG
SINOPEC SINOSTEEL WANBEI WUHAN IRON AND STEEL
YANZHOU COAL

THE COMPANY WE KEEP

EXPERIENCE

In the last three years, Corrs has advised on inbound investment in the Australian mining sector with a combined enterprise value of more than A\$20 billion. Most of these transactions relate to corporate acquisitions or equity purchases by Chinese investors.

Corrs has a large national Energy, Resources and Projects team with requisite skills, knowledge and experience in all related areas of mining.

Corrs has successfully guided its overseas clients in navigating the Australian regulatory environment, in particular the Foreign Investment Review Board (FIRB).

YANZHOU COAL MINING COMPANY LTD'S A\$3.3 BILLION ACQUISITION OF FELIX RESOURCES.

GOLDCORP INC'S A\$3.6 BILLION ACQUISITION OF ANDEAN RESOURCES LTD.

ADANI GROUP'S ACQUISITION OF THE CARMICHAEL COAL PROJECT FROM LINC ENERGY LTD.

PEABODY ENERGY GROUP'S A\$4.9 BILLION BID FOR MACARTHUR COAL LTD.

CHINA METALLURGICAL GROUP CORPORATIONS' A\$400 MILLION ACQUISITION OF CAPE LAMBERT IRON ORE LTD'S IRON ORE PROJECT.

WHITEHAVEN COAL'S \$6 BILLION ALL SCRIP MERGER-OF-EQUALS WITH ASTON RESOURCES LTD AND BOARDWALK RESOURCES

CITIC DICASTAL

Advising a leading manufacturer of Aluminium wheels in China and supplier of Aluminium road wheels to GM Holden and Ford Australia, in relation to a major anti-dumping investigation launched in Australia.

YANCOAL AUSTRALIA

Advised Yancoal Australia, a wholly-owned subsidiary of Yanzhou Coal Mining Company in China, on its \$200 million acquisition of Syntech Resources Pty Ltd.

BAOSTEEL GROUP CORPORATION'S STRATEGIC INVESTMENT IN AQUILA RESOURCES

Corrs advised Baosteel Group Corporation on its strategic investment in ASX-listed Aquila Resources – 15% of Aquila's shares valued at A\$300 million. The deal represented Baosteel's first significant global investment.

CHINA METALLURGICAL GROUP CORPORATION'S CAPE LAMBERT AND CAPE PRESTON IRON ORE PROJECTS

Corrs advised China Metallurgical Group Corporation on its A\$400 million acquisition of Cape Lambert Iron Ore Limited's iron ore project in the Pilbara. Corrs is involved in all aspects of the A\$3.7 billion development of that project, including approvals, native title, financing etc. Concurrently, we are also advising the company on the A\$6.1 billion Cape Preston project, reinforcing the firm's position at the forefront of Australia's iron ore sector development.

CHINA NATIONAL CHEMICAL CORPORATION'S ACQUISITION OF QENOS

Corrs advised China National Chemical Corporation on the acquisition of Qenos Holdings Limited from Orica Australia and ExxonMobil.

COFCO CORPORATION'S INVESTMENT IN PROSERPINE SUGAR

Corrs advised COFCO Corporation and its wholly-owned subsidiary Tully Sugar Limited on its proposed acquisition of the Proserpine Co-operative Sugar Milling Association Limited for A\$120 million.

HANLONG MINING INVESTMENT'S ACQUISITION OF MOLY MINES

Corrs advised Hanlong Mining Investment on its acquisition of a controlling interest in Moly Mines Limited, including providing financing for the Moly Mines projects, for a consideration of US\$200 million.

METALLURGICAL CORPORATION OF CHINA'S US\$5.1 BILLION IPO

Corrs handled the Australian component of MCC's US\$5.1 billion IPO, comprising about 20% of the float. This included all the tax aspects such as a complex pre-IPO restructure, tax due diligence and the tax opinion for the investment bankers.

SINOSTEEL CORPORATION

Corrs has advised Sinosteel Corporation on several proposed uranium investments in Australia and overseas.

YANZHOU COAL MINING COMPANY'S A\$3.3 BILLION ACQUISITION OF FELIX RESOURCES

Yanzhou Coal became the first Chinese state-owned enterprise to acquire 100% of an Australian listed company through the A\$3.3 billion acquisition of Felix Resources – the biggest ever Chinese deal in the Australian coal sector at the time.

YANZHOU COAL'S ACQUISITION AND SALE OF INTERESTS IN THE ASHTON COAL JOINT VENTURE (NSW) AND MINERVA COAL JOINT VENTURE (QLD)

Corrs assisted Yanzhou Coal on its US\$250 million acquisition of a 30% interest in the Ashton Coal Joint Venture. In addition, Corrs also assisted Yanzhou Coal with the sale of its 51% interest in the Minerva Coal Joint Venture located near Queensland's Bowen Basin for A\$201 million.

ENGAGING WITH CHINA

**OUR AIM IS TO HELP CHINESE INVESTORS
ACHIEVE THEIR BUSINESS OBJECTIVES,
WHILE ENSURING COMPLIANCE WITH
AUSTRALIAN LAWS AND REGULATIONS.**

We have fluent Mandarin speaking and Chinese and Australian trained lawyers. Our understanding of the differences between the Chinese and Australian legal systems helps us advise on key differences between the laws of our two countries, and enables our clients to invest in Australia with confidence.

We have key connections with the Federal, State & Territory Governments, demonstrated by the appointment of Dr Geoff Raby as Co-Chair of our China Business Group. Dr. Raby was Australia's Ambassador to China until August 2011.

Our partners are also actively involved in China-Australia business organisations such as the Australia China Business Council. Our CEO John W.H. Denton sits on various governmental and international boards and advisory councils and is one of Australia's most highly respected business leaders.

We have advised on some of the most significant Sino-Australian transactions of the past decade. Members of our dedicated China Business Group spend significant portions of their time in China, working from our clients' offices when required.

**“[John Denton is] a doyen of
Australian policy in China.”**
– *The Australian*

FOR FURTHER INFORMATION ABOUT
CORRS PLEASE VISIT OUR WEBSITE AT:
WWW.CORRS.COM.AU

OR VISIT OUR CHINESE WEBSITE AT:
WWW.CORRS.COM.AU/CN/HOME/

RECOGNITION

LAW FIRM OF THE YEAR 2012 – AUSTRALIA

Corrs was recognised in Banking and Finance, Competition and Regulatory and Dispute Resolution at the Lawyers World Global Awards.

LAW FIRM OF THE YEAR 2012 – AUSTRALIA

Corrs was recognised in Corporate Governance, Mergers and Acquisitions, Mining and Oil and Gas at the Dealmakers Global Awards.

MERGERS AND ACQUISITIONS DEAL OF THE YEAR 2012

Corrs was recognised at the Insto 2012 Distinction Awards for work on the SAB Miller/Foster's deal.

ASIAN-MENA COUNSEL DEALS OF THE YEAR 2011

Corrs received an honourable mention for its work on an agreement between NBN Co and Telstra, and the Alinta Finance Australia Pty Limited Restructuring.

BEST LAWYERS IN AUSTRALIA 2012

72 Corrs lawyers were recognised in the 2012 Best Lawyers peer review survey, published in the Australian Financial Review.

CHAMBERS GLOBAL 2012

Highly ranked in 20 key areas, including Corporate / Mergers and Acquisitions; Dispute Resolution; Energy & Resources; and Projects. 58 partners and two special counsel were listed as 'Leaders in their field'.

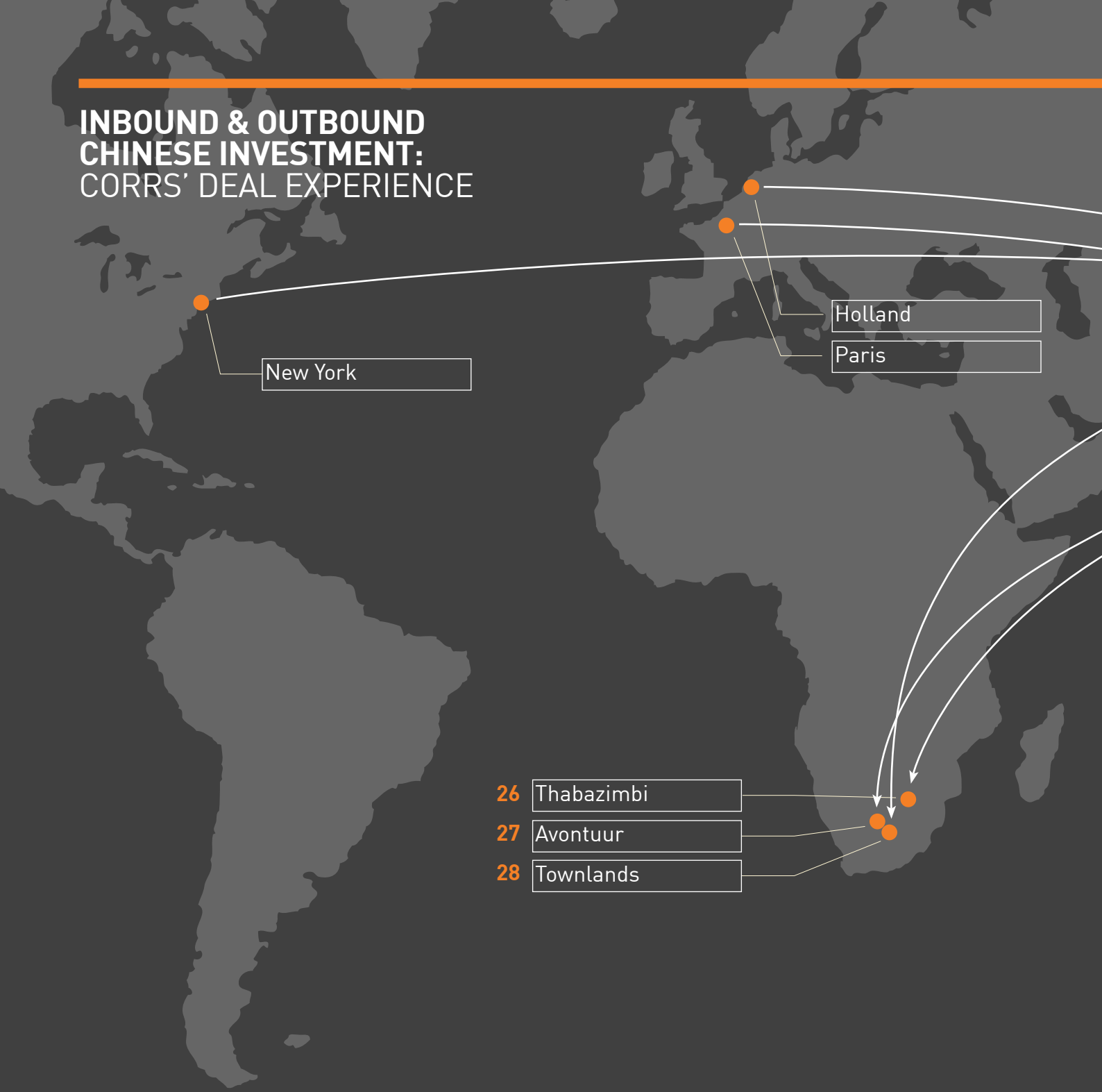
APL 500 2011

More leading individuals in the Energy and Resources sector than any other Australian law firm.

"Corrs has been providing MCC with advice on all aspects of the acquisition and development of this complex project since we acquired the project in 2008. The Corrs team demonstrates a real depth of understanding of the WA mining sector and how to develop complex and capital intensive projects. Their connections with key stakeholders involved in our project are second to none. Their advice is always practical and results oriented with 24/7 service whenever we need it. As a new comer to the Australian mining sector, we have taken great comfort in having Corrs as our partner in the development of our project"

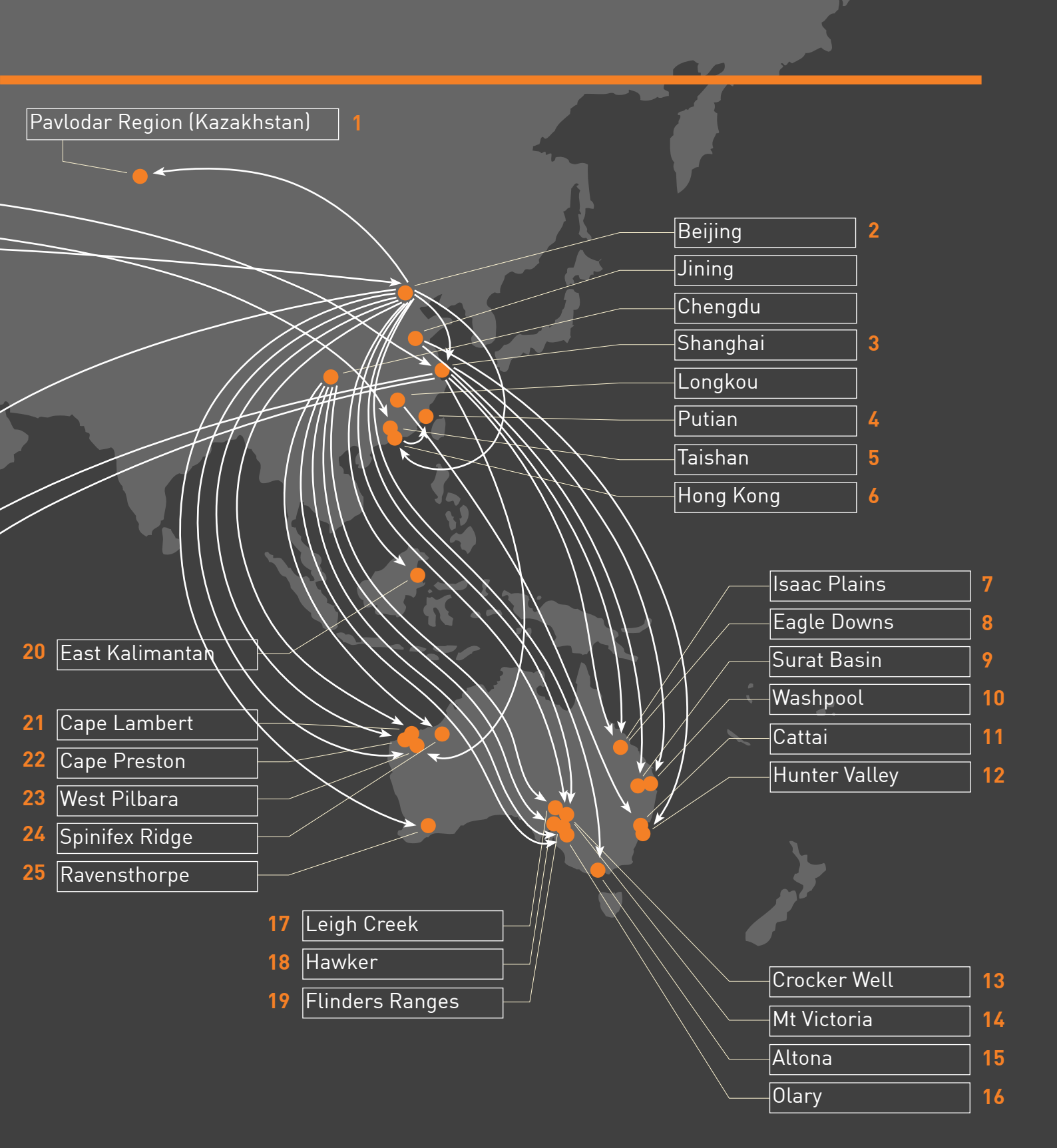
– Mr Wang Gemin, Deputy General Manager, MCC Australia Holdings.

INBOUND & OUTBOUND CHINESE INVESTMENT: CORRS' DEAL EXPERIENCE



- 26 Thabazimbi
- 27 Avontuur
- 28 Townlands

- | | | |
|---|---|--|
| <ul style="list-style-type: none"> 1 China Exim Bank financing of ENRC aluminium smelters 2 Blackstone investment in China National Bluestar (Group) Corporation (subsidiary of ChemChina) 3 China Metallurgical Group Corporation's SHEX IPO 4 China Light & Power acquire Meizhou Wan power station 5 EDF Group Development and operation of nuclear plants with CGNPC 6 China Metallurgical Group Corporation's HKEX IPO | <ul style="list-style-type: none"> 7 BaoSteel Group Corporation – Isaac Plains Project (Aquila Resources Ltd) 8 BaoSteel Group Corporation – Eagle Downs Coal Project (Aquila Resources Ltd) 9 Yanzhou Coal Mining Company acquisition of Syntech Holdings 10 BaoSteel Group Corporation – Washpool Hard Coking Coal Project (Aquila Resources Ltd) 11 Nanshan Group Australia Pty Ltd acquisition of Riverside Oaks Golf and Country Club | <ul style="list-style-type: none"> 12 Yanzhou Coal Mining Company acquisition of Austar coal mine; Felix resources; Ashton Coal 13 SinoSteel Corporation acquisition of uranium assets 14 SinoSteel Corporation acquisition of uranium assets 15 China National Chemical Corporation (ChemChina) acquisition of Qenos Holdings Ltd 16 Chengdu Di'ao Mining Industry Energy Resources acquisition of exploration license |
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Pavlodar Region (Kazakhstan) 1

Beijing 2

Jining

Chengdu

Shanghai 3

Longkou

Putian 4

Taishan 5

Hong Kong 6

Isaac Plains 7

Eagle Downs 8

Surat Basin 9

Washpool 10

Cattai 11

Hunter Valley 12

20 East Kalimantan

21 Cape Lambert

22 Cape Preston

23 West Pilbara

24 Spinifex Ridge

25 Ravensthorpe

17 Leigh Creek

18 Hawker

19 Flinders Ranges

Crocker Well 13

Mt Victoria 14

Altona 15

Olary 16

- 17 Chengdu Di'ao Mining Industry Energy Resources acquisition of exploration license
- 18 Chengdu Di'ao Mining Industry Energy Resources acquisition of exploration license
- 19 Chengdu Di'ao Mining Industry Energy Resources acquisition of exploration license
- 20 Confidential Chinese investment fund on proposed acquisition of an Indonesian coal project.

- 21 China Metallurgical Group Corporation (MCC) acquisition of Cape Lambert Iron Ore Project & JV
- 22 China Metallurgical Group Corporation (MCC) construction of Sino Iron Mining Project
- 23 Baosteel Group Corporation – West Pilbara Iron Ore Project (Aquila Resources Ltd)
- 24 Hanlong (Australia) Resources Ltd acquisition of majority interest in Moly Mines Ltd

- 25 Creat Group Corporation formation of strategic alliance with Galaxy Resources Ltd
- 26 BaoSteel Group Corporation – Thabazimbi Project (Aquila Resources Ltd)
- 27 BaoSteel Group Corporation – Avontuur Project (Aquila Resources Ltd)
- 28 China National Minerals Co Ltd (Minmetals) acquisition of Chromium mine acquisition

CHINA BUSINESS TEAM

A DEDICATED NATIONAL TEAM OF EXPERTS WITH EXTENSIVE SKILLS, KNOWLEDGE AND LEGAL EXPERIENCE.



JOHN W.H. DENTON

Partner & CEO
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John W.H. Denton is a legal expert in government, workplace relations, and international trade; a national business leader and an international adviser on global policy. He is one of three Prime Ministerial representatives on the APEC Business Advisory Council (ABAC) and Chair of ABAC's Finance and Economics Working Group. John is a board member of the Business Council of Australia, Commonwealth Business Council, Asia Society Australasia Centre BCA Global Engagement Taskforce Chair.



DR GEOFF RABY

Co-Chair – China Business Group
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Dr Raby is a specialist in Sino-Australian relations and business affairs. Dr Raby was Australia's Ambassador to the People's Republic of China from February 2007 to August 2011 and has been Australian Ambassador to APEC and Ambassador and Permanent Representative to the WTO. He has also served as Deputy Secretary of the Department of Foreign Affairs and Trade (DFAT), and as First Assistant Secretary of both the International Organisations and Legal Division and Trade Negotiations Division.



STEPHANIE DAVESON

Partner & Co-Chair – China Business Group
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Stephanie's clients describe her as pragmatic, inventive and always on the ball with quality evident at all times – traits that serve her well in the fast-paced world of M&A and equity capital markets. Stephanie is also an expert on securities industry law and corporate governance. She was lead partner for Straits Asia Resources' demerger and was there for the takeover of Straits' coal business by a Thai-government controlled company – advising bidders for companies based in Australia and overseas.



ROBERT REGAN

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For more than 20 years, Robert has been at the forefront of construction law, testing and shaping its evolution through landmark cases for clients. The Australian Financial Review lists Robert as one of Australia's 'Best Lawyers' for Infrastructure and Construction. Specialising in all aspects of construction law from project documents to arbitration, Robert's clients include some of Australia's major construction companies and government departments.



ANDREW LUMSDEN

Partner & Co-Chair – China Business Group

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Andrew advises in all aspects of mergers and acquisitions and corporate governance. He regularly advises Australian and overseas corporate clients on contested and negotiated takeovers, as well as corporate and securities law matters generally. Andrew is an acknowledged expert on corporate governance and is frequently sought out for his views on a variety of governance issues. Andrew is a member of the Takeovers Panel.



BRUCE ADKINS

Partner

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Widely regarded as a close and trusted advisor, Bruce has gained acknowledgment by establishing strong client relationships on high profile matters in the areas of energy, resources and projects. Bruce gains a detailed understanding of his clients' businesses and uses this unique insight to meet their needs. If you can mine it and move it, he can advise on it. Bruce's expertise spans mining, oil and gas, rail, road, port, electricity and water related matters.



ANDREW CHEW

Partner

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Andrew specialises in major infrastructure, energy and resources projects. He has a particular interest in the development of project documentation for construction, building, infrastructure and process plant projects as well as alliancing and mining services and supply chain procurement projects. Andrew has experience across various infrastructure fields including PPPs, transport, hospitals, ICT and property development.



JUSTIN FOX

Partner

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Justin is a senior mergers and acquisitions lawyer. He advises on all aspects of corporate law and major transactions. Justin was named as one of Australia's leading mergers and acquisitions lawyers by "Best Lawyers", in each of 2010, 2011 and 2012. Justin has particular expertise advising on inbound foreign investment into Australia, including for sovereign wealth funds and state owned entities. He maintains a regional practice, having lived and worked in Asia for many years.



ROBERT FRANKLYN

Partner

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Regarded as one of the best in the business, Robert specialises in high profile M&A deals. When it comes to M&A, acquisition strategies and defences, corporate reconstructions, equity fundraising, schemes of arrangement, venture capital investment and general corporate compliance, Robert is both a veteran and a vanguard. He draws from 20 years' plus experience to devise solutions that are smart, customised and innovative.



MICHAEL MacGINLEY

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Michael is a specialist adviser on all aspects of the mining, electricity and gas industries. His areas of practice include project structuring and development, mergers and acquisitions, infrastructure development, and complex commercial agreements. Michael is also an expert in the area of climate change law and leads the firm's national climate change group.



SANDY MAK

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Sandy's career has focused on international corporate transactions. Sandy has six years' experience at top magic circle firms in London and Hong Kong and two secondments to global investment banks. She is an adviser on M&A in India and China and has a strong background in regulated M&A. Sandy also advises on private M&A transactions, equity raisings, corporate restructures, buy-backs, ASIC and ASX regulatory work and foreign investment regulation.



CHRISTIAN OWEN

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Christian specialises in providing advice encompassing all aspects of M&A, fundraising and other forms of financing, private equity and venture capital investments, managed investment schemes, corporate 'head office' and capital management, corporate governance and regulatory compliance. Christian advises both public and private companies in a range of industries including mining, mining services, agribusiness, property investment and financial services.



RUSSELL PHILIP

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Russell understands the complexities of corporate transactions. With multiple degrees in law, finance and investment, and experience gained from working on various complex domestic and international dealings, Russell brings a wealth of knowledge and expertise to large scale corporate transactions. In addition to large scale mining and natural resources mergers and acquisitions, he has particular expertise in transactions in the technology, financial services and property industries.



REYNAH TANG

Partner
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Reynah has won his clients' trust by consistently delivering under pressure as a lead tax adviser on many significant mergers, acquisitions and infrastructure projects. His commercial sensibility, government insight and extensive experience have been invaluable to clients in the manufacturing, infrastructure, energy and resource sectors through the complex tax issues surrounding multi-billion dollar deals and projects such as Foster's demerger and the Victorian Desalination Plant.



LIMING HUANG

Special Counsel
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Liming practises in cross-border mergers and acquisitions, IPO, corporate advisory, project finance, banking and corporate dispute resolutions by Chinese companies and banks. Liming has acted for Chinese energy and resource SOEs, banks and private companies in Australia. Liming has extensive experience in providing legal advice and documentation in both English and Chinese languages.



LIZZIE KNIGHT

Special Counsel
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Lizzie specialises in cross-border mergers and acquisitions with a focus on foreign inbound investment by Chinese companies in Australia. Lizzie has acted for a number of Chinese clients in some of the largest investments in the energy and resources sector in Australia. Having worked in Shanghai, coupled with her experience in Australia, Lizzie understands the requirements of Chinese clients (including the PRC regulatory approvals process) and key elements of successful deal execution.



SIMON MORRIS

Special Counsel
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Simon has extensive local and international experience, including eight years of practice in Hong Kong where he advised on inbound investment into China and the Initial Public Offer of a number of China-related companies. Simon's practice includes public and private company acquisitions and disposals and corporate finance including equity and debt issuance of regional issuers and debt restructures. He also has extensive practice in advising companies on capital markets.



TONY CHENG

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Tony brings to the team both a deep knowledge of the Australian business landscape and a strong understanding of China. As a Senior China Consultant, Tony assists Corrs to ensure that its services are delivered in a way which carries with it appropriate insight into cross cultural and business issues so that the outcome is maximised for our Chinese clients who wish to operate in Australia. Tony speaks both Mandarin and Cantonese.



LINDA HUAN

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Linda's in-depth understanding of Chinese policy and business culture, coupled with knowledge of Australia's legal landscape, makes her an invaluable asset for clients navigating this cultural terrain. Linda focuses on M&A, corporate finance, corporate governance and foreign investment. She advises Chinese SOEs and private companies in relation to general corporate and commercial matters, prepares bilingual documents and liaises with Chinese clients.

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