

EXPERIENCE WITH CHINESE COMPANIES

Going Private—Chinese Companies

- » Represented Piper Jaffray as financial advisor to the independent special committee of China Mass Media Corp, a China based Cayman Islands corporation in connection with its going private purchase by its controlling shareholder.
- » Represented China.com, a Hong Kong GEM listed company, in connection with the sale and liquidation in U.S. Bankruptcy Court of the assets of its parent CDC Corp, a former NASDAQ listed China based company.
- » Represented the Audit Committee of a formerly NYSE Amex listed Chinese coal company in a proposed going private transaction.
- » Representing a Chinese industrial and manufacturing company traded on OTCBB in a going private transaction.
- » Advising a Chinese apparel company (OTC) on going private options.

Going Private—Other Companies

- » Represented Special Committee of the Board of Directors of Direct General Corp (NASDAQ) in \$628 million going private sale to private equity group for cash consideration.
- » Represented Convera Corporation (NASDAQ) in its going private transaction and its sale of business operations to Firstlight Limited.
- » Represented Special Committee of the Board of Directors of Viatel (OTC) in connection with a going private transaction reverse stock split with its controlling shareholder Morgan Stanley & Co. Incorporated.
- » Represented the Special Committee of the Board of Directors of PDS Gaming Corporation in a \$7.5 million going private sale to a management group.
- » Represented the buyer, a management-led investor group, in the \$24 million going private acquisition of Eagle Point Software corporation (NASDAQ).
- » Represented ENStar Inc. (NASDAQ) in a \$13 million going private buyout of minority shareholders by a management group.
- » Represented SoftBrands, Inc. (NYSE) in sale of company for \$80 million in sale to private equity investors through a cash merger.
- » Represented Lifecore Biomedical, Inc. (NASDAQ) in its \$239 million sale to a private equity firm through a tender offer followed by a merger.
- » Represented Secure Computing Corporation (NASDAQ) in its sale to McAfee, Inc. through a \$465 million cash merger.
- » Represented HireRight, Inc. (NASDAQ) in its going private sale to a private company through a \$249 million cash merger.
- » Represented A.S.V., Inc. (NASDAQ) in its \$488 million sale through a tender offer followed by a merger.
- » Represented counsel for buyer's financial advisor in the Manor Care, Inc. (NYSE) \$6.3 billion going private transaction for cash consideration.
- » Represented private equity firm in the \$120 million going private cash merger acquisition of Transport Corporation of America, Inc. (NASDAQ).
- » Represented a NASDAQ traded US digital publication company in "going dark/private"

Going Dark—Chinese/Asian Companies

- » CDC Software Corporation, Cayman company based in China - advised on its announcement that it was considering "going dark."
- » Represented an OTCBB traded Chinese manufacturing company in "going dark."
- » Pacific Bepure Industry Inc. (Delaware organized, China-based footwear company), advised on its deregistration under the Exchange Act.
- » Advised large Korean industrial company on possible U.S. delisting and Exchange Act reporting system exit.

Going Dark—Other Companies

- » WP Stewart & Co., Inc. (Bermuda foreign private issuer), advised on its deregistration under the US Securities Exchange Act of 1934 ("Exchange Act") and relisting on Bermuda Stock Exchange.
- » Airspan Networks Inc. (Delaware), advised on NASDAQ delisting and deregistration under Exchange Act.
- » Viatel Inc. (Bermuda - foreign private issuer), advised on its deregistration under the Exchange Act.
- » Dual listed Indian software company, informal advice on US delisting and deregistration and migration to Indian stock market.
- » US neutraceutical manufacturer, advised Board of Directors on going dark alternatives.
- » Northern Lion Gold Corporation (Canadian company) is subject to an SEC Section 12(j) Exchange Act deregistration proceeding; Dorsey advised on filing a Form 15 and is negotiating termination of the Section 12(j) proceeding.
- » Sharon Energy Ltd. (Canadian company) which deregistered voluntarily under the Exchange Act by filing a Form 15 following an SEC action to deregister the Company under Section 12(j).

- » Represented Prodigy Gold, acquirer of Golden Goose, in negotiating a voluntary 12(j) order in favor of Golden Goose prior to an acquisition.
- » OSI Geospatial (Canadian company), advised on exit from the US reporting system of this Toronto Stock Exchange listed company.
- » Anthony Clark (Canadian Company), advised on exit from the US reporting system of this Toronto Stock Exchange listed company.
- » Blue Zone (Nevada), advised on its deregistration under the Exchange Act.

List of Other China Deals

- » Advising Coca-Cola and Beverage Partners Worldwide (a JV between Nestle and Coca-Cola to sell tea and coffee) as their counsel in China on the proposed acquisition of a carbonated and bottled water manufacturer in Shanghai and the acquisition and restructuring of a non-carbonated beverage manufacturing facility in Dongguan.
- » Represented a global private equity firm, DST Global Limited, in its significant investments in Alibaba Group, 360buy.com and Xiaomi Corporation.
- » Advising China National Petroleum Corporation on a significant offshore oil & gas acquisition in the Middle East
- » Advising Citigroup on the Citigroup-led consortium's acquisition of a stake in Guangdong Development Bank.
- » Advised Intel on the merger of Intel China and Trillium (two entities in Shanghai).
- » Represented largest private Chinese printing company, Duoyuan Printing, Inc. (formerly NYSE), in its \$24 million PIPE offering in the United States.
- » Advised a Hong Kong client on the acquisition of a printer and manufacturer of hand made books, speciality packaging and other paper products.
- » Represented a Missouri-based manufacturer of packaging equipment with its negotiated acquisition of interest in privately-owned PRC-based packaging company.
- » Represented significant stockholders of China Biologic Products, Inc. (NASDAQ) in sale of approximately \$40 million worth of shares to Warburg Pincus.
- » Represented audit committees and executives of various Chinese public companies (including Puda Coal, Inc. and China Biologic Products, Inc.) in internal and SEC investigations, securities class actions and derivative lawsuits.
- » Advised CITIC Securities Corporate Finance (HK) Limited as special US counsel in the Regulation S placement of PAX Global Technology Limited (US\$118 million).
- » Advised SouthGobi Energy Resources Ltd. as special U.S. counsel with respect to its Rule 144A offering (US\$438 million).
- » Advised Xiao Nan Guo Restaurants Holdings Limited, the largest self-owned mid-to high-end Chinese cuisine full service restaurant chain headquartered in the PRC, as special U.S. counsel in its Hong Kong IPO and concurrent Rule 144A / Reg S offering (US\$65 million).
- » Advising BNP Paribas Capital (Asia Pacific) Limited as special U.S. Counsel in the proposed Rule 144A offering of a PRC steel pipe manufacturer.
- » Advised Solargiga Energy Holdings Limited, a PRC-based silicon wafer manufacturer, as special U.S. counsel with respect to its Rule 144A offering (US\$125 million).
- » Advised Sino Gold Mining Limited, an Australian-based PRC gold mining company, in its secondary listing and initial public offering in Hong Kong (US\$114 million).
- » Advised Computime Group Limited, a Hong Kong-based automation controls and device provider, as special US counsel in its Rule 144A offering (US\$58 million).
- » Represented a large PRC state-owned alumina producer in the friendly take-over bid for a Canadian mining company.
- » Represented a leading PRC-based lighting systems manufacturer in its acquisition of a foreign-invested PRC company engaged in the manufacture of lighting tubes for energy-saving lamps.
- » Represented a PRC- and US-based molecular diagnostics company with the sale of its PRC-based business unit to a PRC buyer.
- » Represented a Hong Kong-based supplier of electronic control systems in the purchase of assets from an Ohio-based electronics company.
- » Represented a Hong Kong-based toy products company in the purchase of a distressed California-based seller of famous-brand recreational products from a private equity group and a lender.
- » Represented a Hong Kong-based hygienic services company in the sale of its assets to a subsidiary of a Denmark-based multinational provider of facility cleaning and related services.
- » Assisting a Hong Kong listed catering company in the acquisition of primary product suppliers.
- » Represented a Michigan-based manufacturer of automotive parts in its purchase of a majority interest in one of the world's largest automotive brake drum and rotor manufacturing companies based in PRC, and joint venture strategic alliance with PRC partner to develop its automotive filter business.
- » Represented a NASDAQ-listed, Minnesota-based global logistics services company in multiple acquisitions of PRC-based freight-forwarding and related companies.
- » Represented an Ohio-based supplier of handling equipment for very low-temperature industrial gases in its purchase of the entire equity in a well-known PRC domestic liquid-nitrogen container company.
- » Represented an Oklahoma-based provider of power generation equipment in the auction sale of its Nanjing-based heat-recovery boiler business unit to a European buyer.
- » Represented a South Korean manufacturer of heavy industrial products in connection with its investment in a Hong Kong company providing shipping and logistics services.

- » Represented a NYSE-listed, Minnesota-based supplier of data storage media in its acquisition of the global data storage business of a large Japanese manufacturer, including a PRC business unit.
- » Represented a NYSE-listed Minnesota-based meat-processing company regarding its negotiated acquisition of privately-held meat-processing company based in Qingdao.
- » Represented ASX- and HKSE-listed Australian company with gold mining operations in China with the acquisition of its shares by a major Canadian gold mining company.
- » Represented a Minnesota-based supplier of rubber products to plumbing-fixtured and automobile manufacturers with its acquisition of minority interest in Hong Kong joint venture company with subsidiary operations in PRC.
- » Represented a Danish company in its acquisition of a global business segment, including operations in Hong Kong, China, Thailand, Malaysia and Australia, from a Swedish-based multinational manufacturer of home appliances.
- » Advised and represented a United States company in the acquisition of a controlling interest in an industrial-gas equipment manufacturing joint venture company in China.
- » Advised and represented a large United States manufacturer in the acquisition of a majority share in a Chinese joint venture, including negotiation of the acquisition agreement with the selling shareholder and a new joint venture contract with the Chinese shareholder.
- » Represented a San Francisco-based investment fund in its acquisition of interests in multiple entities in mainland China, including a software company, a reefer factory, a fiberglass manufacturer, a medical device company, a financial software and e-commerce provider and a semiconductor foundry.
- » Represented another San Francisco-based investment fund in its acquisition of a steel mill, a soy milk factory and a candy company, all in mainland China.
- » Assisted Storopak in the acquisition of a majority interest in two foreign invested enterprises in Suzhou and Dongguan.
- » Assisted BOC Edwards on the acquisition of a facility manufacturing vacuum pumps and cryogenic refrigerators in Beijing.
- » Advised Horiba Limited on its acquisition of the assets of Carl Schenck in relation to the auto part testing business in China.
- » Advised BTR (now Invensys) on its aborted acquisition of a manufacturer of auto sealings in Shanghai.
- » Advised TOTAL on the acquisition and restructuring of several Chinese building-adhesive plants and chemical manufacturers
- » Advised one of the global oil and gas giants on IP related work in its acquisition of several PRC chemical companies.
- » Assisted Geologistics in their investment and acquisitions activity in China.
- » Advised a UK media company on acquisition and restructuring of a Chinese magazine publisher.
- » Advised Elkem SA on its acquisition of a State-owned carbon factory in Ningxia and its conversion into a micro-silica facility.
- » Advised Helveot Pharma in aborted acquisitions of pharmaceutical equipment facilities in Shekou, Ninghai and in Beijing.
- » Advised Glitnir Banki hf on the acquisition of a 25% equity interest in a PRC incorporated property developer Shenyang Mingchi Real Estate Development Co. Ltd.
- » Advised Flextronics on its acquisition of mobile phone contract manufacturing facilities in each of bonded zones in Shanghai and in Tianjin.
- » Advised Flextronics on its acquisition, and restructuring of, a distressed USD 49 million mobile phone manufacturing facility from Microcell in Nanjing.
- » Advised Toshiba on the acquisition of a facility in Shenzhen from a Hong Kong supplier.
- » Advised Toshiba on the acquisition of a controlling stake in a Hong Kong invested telecom equipment manufacturer in Shenzhen.
- » Advised Alcatel on its acquisition on the first wholly foreign owned after-sales service and maintenance company in China, including the acquisition of the assets and the business from its former agent.
- » Advised and documenting a true merger of Tata Consultancy Services China with Tata Information and Technology Services Shanghai Limited, which was one of the first cross-provincial mergers of foreign invested enterprises in China.
- » Assisted Creative Food Holdings Limited in signing an equity transfer agreement with another Hong Kong company, Dawson Limited to acquire all of Dawson Limited's equity interest in the wholly foreign-owned PRC company called Guangzhou Riweijian Nutriment Co. Ltd.
- » Acted for Tata on investment by Microsoft in their Chinese outsourcing services joint venture. Microsoft paid RMB 9.6 million to subscribe to a share issue of 8.69% stake in TATA Consultancy Services (China) Co., Ltd.
- » Assisted Betts UK on transferring 100% equity of Betts SH (WFOE) to Rego HK by drafting equity transfer agreement and other transaction documents, coordinating with the handover and documents exchange, and engaging local agent to complete the approval and registration formalities.

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