



## Rong Fan

### Of Counsel

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## OVERVIEW

Rong Fan is an of counsel in the firm's Shanghai office. His practice areas include cross-border M&A and general corporate matters, foreign direct investment/PRC regulatory compliance, equity capital markets, mining and resources/outbound work, and the pharmaceutical industry.

## PROFESSIONAL BACKGROUND

Prior to joining the firm, Rong was a legal director in the Hong Kong office of an international corporate law firm. In addition, he worked for a multinational law firm headquartered in Sydney and Hong Kong for more than six years, where he worked as solicitor, associate, and senior associate. Before relocating from Australia to the greater China region, he also worked in the corporate advisory department of a leading Australian law firm and an international law firm in Melbourne, Australia, where he advised on mergers and acquisitions, initial public offerings (IPOs), rights issues, and product disclosure statements, as well as acted for leading Chinese state owned enterprises (SOEs) in regard to their investment in the mining and resources space in Australia.

## PROFESSIONAL / CIVIC ACTIVITIES

- Law Society of New South Wales
- Law Institute of Victoria

## SPEAKING ENGAGEMENTS

- *"Risk Prevention, Control and Exit Mechanism in Cross Border Transactions"* Sponsored by the Shanghai Commission of Commerce (January 2019);
- *"Hong Kong New Companies Ordinance"* Hong Kong (2014);
- Seminar entitled *"Investing in Australia - How to structure your investment vehicle and preparation for IPO in Australia"* (watch here) (December 2010);

- Seminar entitled “*Investment opportunities in Victoria Australia*” organized and invited by Wuxi (December 2010);
- Panelist at “*7th China Steel Conference*” (2009)

## EDUCATION

- LL.B., University of New England, 2005
- Graduate Diploma, Deakin University, 1994 (*Arts*)

## ADMISSIONS

- Supreme Court of Victoria

## LANGUAGES

- Chinese (Mandarin)
- Shanghainese
- English

## NEWS & EVENTS

- 11 July 2019, K&L Gates Advises on Acquisition of Montessori Academy Group (*Press Release*)
- 22 June 2017, K&L Gates Advises Chinese SOE COSCO Shipping and Lianyungang Port on Kazakhstan Investment, Part of Belt and Road Initiative (*Press Release*)

## AREAS OF FOCUS

- Mergers and Acquisitions
- Oil and Gas

## REPRESENTATIVE EXPERIENCE

### Cross-border M&A and General Corporate

- Representing a Hong Kong Stock Exchange (HKEX) listed company to acquire a majority stake in a leading early-learning education group which operates in 46 locations in Australia.
- Acting for a SOE as an EPC contractor to develop a 62-story apartment tower in Melbourne, Victoria that involved negotiations with the owner of the project and review and draft the project development and construction agreement and other related documents.

- Represented COOEC Subsea technology Co., Ltd regarding its Vessel Purchase from EMAS CHIYODA SUBSEA LIMITED and their creditors through U.S. Bankruptcy Proceedings.
- Represented COSCO Shipping and Lianyungang Port in regard to acquiring a 49% of the participating interests in the Khorgos Dry Port project owned by KTZ in the Republic of Kazakhstan in May 2017 that involved negotiating and drafting the relevant transaction documents. This deal was awarded "Deals of the Year 2017 – Winners" by Asian-mena Counsel.
- Represented Shenzhen Baoxin Investment Holdings, a Shenzhen-listed company, as EPC contractor in connection with its undertaking of the project in the Mornington Peninsular in Victoria, Australia which consists of golf courses, golf academy, 4-star hotels, luxury houses and up market serviced apartments in 2016.
- Represented Chinese Machinery Engineering Corporation in connection with providing finance for a power station project in Basra, Iraq in 2016.
- Represented a PRC-based private equity firm with regard to its investment in connection with the acquisition of an Italian orthopaedic equipment manufacturer by a Beijing-based medical equipment company in 2015.
- Represented Dutch buyers of a Chinese printing cartridge company in regard to the purchase of assets of a Hong Kong subsidiary of the Chinese printing cartridge company in 2015.
- Represented Shanghai Electric Financial Leasing Corporation in relation to the issuance of UK legal opinion to Standard Chartered Bank (China) Ltd Shanghai branch on enforceability of the Remarketing Agreement between Shanghai Electric Leasing Corporation, Standard Chartered Bank Shanghai branch and Goss International, as well as the master lease agreement between Shanghai Electric Leasing Corporation and an UK printing company in 2014.
- Represented Shanghai Electric Financial Leasing Corporation in relation to the leasing of a printing machine (cost AUD110 million) to a leading publisher in Australia in 2010.
- Advised an Australian bank's China JV with regard to preparing due diligence investigation materials in connection with a property financing project in the Chinese city of Dalian in 2007.
- Represented a Malaysian company on its acquisition of an Australian company in Melbourne in 2007.
- Advised a Japanese company on the supply of testing equipment to a company in Taiwan that involved preparing sales and agency documentation and providing legal advices in respect of contractual issues in 2007.
- Represented an Australian company in relation to the purchase of sporting equipment from China in 2006.
- Advised an Australian private fund with regard to preparing the Information Memorandum with a view to seeking expressions of interest from wholesale investors regarding their participation in a vehicle established with the purposes of acquiring a significant parcel of Southern Bluefin Tuna Statutory Fishing Rights that involved preparing a Statutory Rights Leasing Agreement and Fund Management Agreement in 2006.
- Advising a Chinese investor on the acquisition of 10% equity in an Australian company in 2007.

## Foreign Direct Investment / PRC Regulatory Compliance

- Represented a composite material manufacturer listed on the New York Stock Exchange to establish a number of foreign-invested enterprises in China, provided relevant legal advice and drafted a series of related documents.
- Acting for a former NED of a Hong Kong listed company in connection with the investigation being carried out by the Securities and Futures Commission (SFC).
- Acting for a US headquartered composite material company to form a number of FIEs in China and providing the related advice in 2018.
- Acting for a Dutch company to import used cartridge into China that involve applying for a number of regulatory approvals in the PRC in 2018.
- Represented a Dutch company to set up a manufacturing WFOE in Jiaxing City, Zhejiang Province in 2018.
- Acted for Johnson Controls to form a JV with a number of leading Chinese companies in Wuxi, China in 2017.
- Advised Rolls Royce with regard to the sale of its shares in Rolls Royce's PRC WFOE's parent company and related PRC regulatory filings in 2015.
- Represented a UK Statutory body which is a UK age care specialist organisation with a view to forming a partnership with a PRC health and age care provider in the PRC that involves drafting cooperation agreement and negotiations with counterparties in 2015 & 2016.
- Represented Off-Gird Electric with regard to PRC employment law related matters in China and its engagement of FESCO to provide labour dispatch services that involved amending and negotiating the employment contract and other related documents prepared by FESCO's counsels in 2015 & 2016.
- Advised PZ Cussons Australia on PRC regulatory related requirements with regard to approvals, certifications, testing, labelling for its proposed importing cosmetics and laundry detergents, as well as IPR related issue in 2015.
- Represented a UK investor with regard to setting up a WFOE in Hohhot in Inner Mongolia under complicated corporate and board structures in 2015.
- Represented Royal Mail Group in regard to forming an online storefront with Tmall.com in 2015.
- Advised Travelodge Hotels Limited with regard to a general distribution agreement between Ctrip and Travelodge Hotels Limited in 2015.
- Advised the National Nuclear Laboratory with regard to providing civil nuclear consultation services and sale of civil nuclear energy technologies to PRC entities in 2014.
- Advised National Australia Bank (NAB) in regard to setting up NAB's Shanghai branch in 2010.
- Advised Evans & Peck in conducting in respect of setting up Foreign-Invested Construction Enterprises for that company, which involved discussions and negotiations with provincial regulators regulating the construction industry and other relevant authorities, devising investment strategies and structures for its investment in China in 2009.

- Represented an Australian pastry maker with a view to obtaining food processing licence and operation licence in Shanghai in 2009.
- Advised Permasteelisa in regard to subcontracting of construction work to a third party in the PRC in 2009.
- Advised Iluka Resources Ltd on importation of radioactive materials into China in 2008.
- Acted for American investors with regard to conducting due diligence investigations for the purposes of acquiring a number of gold, nickel and iron ore mines in China that involved site investigation and inspection of the mines, discussions with mine management, negotiations with Chinese mine owners and regulators and preparing due diligence report and drafting transaction documentation in 2007.
- Represented an international mine operator and provided regulatory advice in respect of suspension of its business license in China in 2007.
- Advised a Queensland government agency on the supply of mining testing technologies to a company in China that involves preparing sales agreements and negotiating with the Chinese purchaser on behalf of the Queensland government in 2007.
- Represented an Australian private college on the proposed establishment of the Victorian Certificate of Education program in China in 2006.

### **Capital Markets**

- Advising a Hong Kong company from an Australian law perspective (it has an Australia operation) with regard to its listing on the HKEX.
- Advised a Hong Kong listed Chinese company on its dealing with regulatory compliance investigations being conducted by the Securities and Futures Commission and HKSE in 2013.
- Represented Chinese Machinery Engineering Corporation as the issuer's Hong Kong counsel on its US\$500 million IPO on the Hong Kong Stock Exchange in 2012.
- Acted as the sponsor's Hong Kong counsel in regard to the proposed listing on the HKSE that involved drafting prospectus, conducting due diligence investigations in relation to the issuer's businesses including its sales, purchases and supplies and providing regular advice to the client in respect of the issues arising during the listing process in 2012.
- Advised Yunnan Tin Company on its joint venture with an Australian mining company, as well as advised on the subsequent issuance of the prospectus, and related matters, and preparation for IPO in Australia in 2007.
- Advised Macathurcook Property Securities Fund with regard to its AUD15 million rights issues on the ASX in 2005.
- Advised an AIM and ASX dual-listed company to conduct rights issue in Australia in 2005.

### **Mining and Resources / Outbound Work**

- Represented a Shen Zhen Stock Exchange listed company to invest in lithium mines in Australia that involved reviewing due diligence Report, FIRB Application, Share Sales Subscription Agreement, Offtake Agreement, Mining Services Agreement, etc. in 2015.
- Represented a Chinese company with regard to its investment in a copper mine project in Mongolia in 2011.
- Represented Hanglong Mining Limited with regard to its investment in Moly Mines Limited in 2010.
- Advised Chinalco in regard to its acquisition of a 12% stake in Rio Tinto plc in Feb 2008; and the proposed joint venture and strategic partnership with Rio Tinto to deliver US\$19.5 billion in cash to Rio Tinto in February 2009.
- Acted for Sinosteel with a view to conducting due diligence investigations on behalf of Sinosteel in connection with its acquisition of a 60% stake in the Curnamona Province project owned by PepinNini Minerals Limited in 2006.

### Pharmaceutical Industry

- 2018年代表一家总部位于澳大利亚和新西兰的医疗器械公司在中国设立合资企业。
- Advised a Chinese private equity fund on its investment in a Beijing medical device company's acquisition of the research and development department of an Italian sports prosthetic device manufacturer in 2015.
- Represented a major Chinese pharmaceutical company which is listed on the SZSE with regard to synthesizing drugs for Neuroscience of Victoria and Howard Florey Institute in Australia in 2006.
- Advised a major Chinese pharmaceutical company on the proposed joint venture with an ASX and NASDAQ dual listed biotech company in Australia for the purposes of conducting clinical trials in China for drugs in relation to age-related neurodegenerative diseases in 2006.