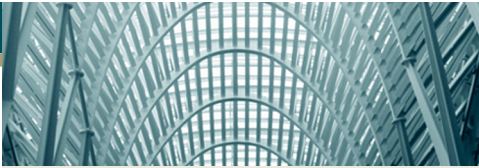


## CHINA PRACTICE



## Recognition for our work

**Thomson Reuters and Mergermarket**

#1 in Thomson Reuters and Mergermarket (2010) rankings by number of Canadian M&A deals

**Thomson Reuters**

#1 Canadian legal advisor by value of M&A emanating from the Asia-Pacific region (ex. Japan) (2010)

**Corpin**

#1 Canadian legal advisor by value and volume of North American M&A (2010)

**Bloomberg**

#1 Canadian legal advisor to issuers and underwriters combined for global equity offerings (2010)

**Lexpert®**

#1 in Canada for M&A, Corporate Finance and Corporate-Commercial law

**The Best Lawyers in Canada®**

#1 in Canada for M&A, Corporate Law and Securities



With an outstanding reputation in Canadian business law and a longstanding on-the-ground presence in the Asia-Pacific region, Stikeman Elliott provides the two essential elements required to advise Chinese clients - professional expertise and an understanding of the commercial and cultural context of our clients' expectations.

We have acted on the majority of large acquisitions by Chinese companies of Canadian assets in recent years, including the largest-ever overseas acquisition by a Chinese company. For 2009 and 2010, Stikeman Elliott was the #1 ranked Canadian firm by value of M&A emanating from the Asia-Pacific region in Thomson Reuters league tables. Our experience includes acting for some of China's most prominent companies and state-owned enterprises, including Sinopec International Petroleum Exploration and Production Corporation, China National Petroleum Corporation, China National Nuclear Corporation, CITIC Group and the Cheung Kong Group.

Our extensive regulatory and government relations practices – notably in international trade and antitrust – are another key to success for Stikeman Elliott's Chinese clients, who turn to the firm regularly for advice on the full range of legal issues related to acquisitions within Canada by foreign entities. The firm has also acted on the vast majority of private placements undertaken by large PRC (including HK) companies into Canada in conjunction with IPOs on the HKSE or Rule 144A offerings into the United States. As well, the firm's extensive natural resources practices including energy and mining in Toronto, Calgary, Vancouver, London and Sydney provide clients with expertise and knowledge in key financial and capital market locations for the sector.

**Specific recent experience includes acting for:**

- **Hutchison Whampoa Luxembourg Holdings S.à.r.l. and L.F. Investments (Barbados) Limited**, the two principal shareholders of Husky Energy Inc. in their \$707M private placement purchase of additional common shares of Husky.
- **PetroChina International Investment Company Limited** in its \$1.9B investment in Athabasca Oil Sands Corp.
- **Sinopec International Petroleum Exploration and Production Corporation** in its \$10.3B acquisition of Addax Petroleum Corp., the largest-ever overseas acquisition by a Chinese company.
- **Teck Resources Limited** in the \$1.74B private placement of Class B subordinate voting shares to China Investment Corporation.
- **CNNC International**, a subsidiary of CNNC Overseas Uranium Holding Ltd., in its \$31M acquisition of Western Prospector Group Ltd.
- **CNPC International Ltd.**, a wholly-owned subsidiary of China National Petroleum Corporation, in its \$499M offer to acquire Verenex Energy Inc.
- **Sinopec International Petroleum Exploration and Production Corporation** in its \$2B acquisition of Tanganyika Oil Company Ltd.
- **SinoCanada Petroleum Corporation** in its acquisition of an additional interest in the Northern Lights Partnership from Total Canada E&P Ltd.
- **Stanley Power**, a subsidiary of Cheung Kong Infrastructure Holdings Limited and Hong Kong Electric Holdings Limited in connection with term loan financing with Canadian banks.
- **Cheung Kong Infrastructure Holdings Limited and HongKong Electric Holdings Limited** in their NZ\$785M acquisition of Vector Wellington Electricity Network Limited.

- **Cheung Kong Infrastructure Holdings Ltd.** in its \$629M acquisition of TransAlta Power LP.
- **CITIC Canada Energy Limited** and the **CITIC Group** in the sale of 50% of CITIC Canada Energy Limited to KazMunai Gas EP.
- **CITIC Group** in its US\$1.9B acquisition of the Kazakhstan assets of Canada-based Nations Energy Co. Ltd.
- **Lenovo Group** as Canadian counsel in its \$1.75B acquisition of IBM's PC business.
- **Sino Gold Limited** in its acquisition of Golden China Resources Corporation.

## TOP LEGAL ADVISER ON GLOBAL M&A DEALS 2010

	RANK (among Canadian firms)	RANK (among worldwide firms)	VOLUME (US\$ billion)	DEAL COUNT
<b>STIKEMAN ELLIOTT</b>	<b>1</b>	14	\$100,547	105

Bloomberg 2010 League Tables

### Around the World

Stikeman Elliott is recognized nationally and internationally for the sophistication of its business law practice. The firm is a Canadian leader in each of its core practice areas, with particular focus on M&A and other corporate transactions, and has developed in-depth knowledge of a wide range of industries including banking, insurance, energy, mining, infrastructure, retail, telecommunications and technology. Located in Toronto, Montréal, Ottawa, Calgary and Vancouver, its Canadian offices are among the leading practices in their respective jurisdictions.

Stikeman Elliott is also prominent internationally, as the first Canadian firm to open offices in London, New York and Sydney. We are the Canadian counsel of choice in transactions in every corner of the world, with extensive experience in China, India, the Middle East and Southeast Asia, as well as in central and eastern Europe, Latin America, the Caribbean and Africa. In the globalized world of modern business, who better to turn to than Canada's first global law firm.

### Our Presence in Asia and the Pacific Rim

For over twenty years, Stikeman Elliott has been the dominant Canadian legal presence in Asia and the Pacific Rim, including China, Hong Kong, Japan, South Korea, India, Australia, New Zealand, Thailand and Singapore. Historically, Stikeman Elliott focused on Canadian investment into the region and built up a substantial practice through offices in Hong Kong and Singapore. Today, reflecting the position of Canada as a target for rapidly expanding Asian economies and significant sources of capital, the firm, through its Canadian and Sydney offices, provides advice on a large number of significant transactions from Asia and the Pacific Rim into Canada.

Practice leaders of the firm regularly travel throughout the Asia-Pacific region, in addition to making quarterly or more frequent visits to China, Hong Kong, South Korea and India. Our expertise extends to virtually every area of Canadian business law, particularly mergers and acquisitions, corporate finance, competition/antitrust, foreign investment/regulatory, banking, energy (including oil and gas and electricity), renewable energy (including solar, wind, hydro and biomass), taxation, technology, real estate, mining and forestry.

### Facts

**Number of Lawyers:** over 500

**Offices:** 8 (3 international)

**Major practice areas:** M&A, Corporate Finance & Securities, Banking, Corporate/Commercial, Business Litigation, (including class action defence), Real Estate, Tax, Insolvency, Structured Finance, Mining, Energy, Project Finance, Competition & Antitrust, Intellectual Property, Technology & Outsourcing, Insurance, Employment & Labour, Communications

For further information, please contact your Stikeman Elliott representative or any of the following:

#### TORONTO

**William Braithwaite**

+1 416 869-5654

wbraithwaite@stikeman.com

**Jay Kellerman**

+1 416 869-5201

jkellerman@stikeman.com

#### MONTRÉAL

**Pierre Raymond**

+1 514 397-3061

praymond@stikeman.com

#### CALGARY

**Harry Anderson**

+1 403 266-9063

handerson@stikeman.com

**Keith Chatwin**

+1 403 266-9088

kchatwin@stikeman.com

**Christopher W. Nixon**

+1 403 266-9017

cnixon@stikeman.com

#### VANCOUVER

**Michael Allen**

+1 604 631-1346

mallen@stikeman.com

#### OTTAWA

**Stuart McCormack**

+1 613 566-0526

smccormack@stikeman.com

#### NEW YORK

**Ken Ottenbreit**

+1 212 845-7460

kottenbreit@stikeman.com

#### LONDON

**Derek N. Linfield**

+44 20 7367 0185

dlinfield@stikeman.com

#### SYDNEY

**Brian Hansen**

+61 2 9232 7199

bhansen@stikeman.com