

Z. Julie Gao

Skadden

Partner, Hong Kong

Corporate



T: 852.3740.4863
F: 852.3910.4863
julie.gao@skadden.com

Education

J.D., University of California, Los Angeles

M.A., University of Alabama

LL.B., Peking University

Bar Admissions

California

Z. Julie Gao is widely recognized as one of Asia's pre-eminent corporate attorneys. She has advised companies in mergers and acquisitions; capital markets transactions involving IPOs as well as other equity, convertible bonds and debt securities; private placements; PIPE transactions; strategic investments; MBOs and regulatory compliance. She also has advised recognized private equity funds in their investment and LBO transactions.

Ms. Gao is a member of Skadden's Policy Committee, which is the firm's highest governing body, and also is head of the firm's China practice.

She has been recognized by various prestigious legal publications, including *The American Lawyer*, which in 2010 named Ms. Gao as one of the 45 under 45 outstanding women lawyers globally. In recent years, Ms. Gao was named as an International Dealmaker of the Year, an All-Star lawyer in TMT and Asia M&A Lawyer of the Year, among other accolades. She also repeatedly has been selected for inclusion as the Band 1 lawyer in *Chambers Global: The World's Leading Lawyers for Business*.

Ms. Gao has advised on the IPOs and other capital markets transactions of over 60 China-based companies in a variety of industries, including the following:

- **Internet:** 111, Inc., 58.com, Aurora Mobile, Autohome, Baidu, Bilibili, Bitauto, Cheetah Mobile, China Literature, Cootek, Ctrip, Dangdang, iQiyi, JD.com, Jianpu, Jumei, Huya, Leju, LAIX, LexinFintech, MOGU, Meitu, Meituan Dianping, Momo, Perfect World, Pinduoduo, PPDai, Renren, Sina, Tuniu, Uxin, VCredit, Vipshop, Weibo, Xiaomi, Yirendai, Yixin, Youku, YY, Zhaopin, ZhongAn Online Insurance and Tencent Music (representing the underwriters).
- **Technology and Media:** Aurora Mobile, AutoNavi, AirMedia, Bilibili, Cootek, Huami, iQIYI, LAIX, RDA Microelectronics, Sina, Viomi, Weibo, Xiaomi, Bona Film (representing the underwriters), Phoenix New Media (representing the underwriters) and Tencent Music (representing the underwriters).
- **Consumer, Fintech and Other Services:** China Renaissance, Ctrip, Country Style Cooking, Dangdang, E-House, JD.com, Jumei, Jupai, Huami, Homeinns, Leju, LexinFintech, MOGU, Nio, Pinduoduo, PPDai, Secoo, Tuniu, Uxin, VCredit, Viomi, Vipshop, Xiaomi, Yirendai, Yixin, Zhaopin, ZhongAn Online Insurance and ZTO Express.
- **Education:** China Online Education, LAIX, New Oriental Education, OneSmart Education, TAL Education, Tarena, China Distance Education (representing the underwriters) and Four Seasons Education (representing the underwriters).
- **Health Care:** 111, Inc., BeiGene, Innovent Biologics, ShangPharma, and China Cord Blood Corporation (representing the underwriters).
- **Renewable Energy:** Nio, Inc., Daqo New Energy, Gushan Environmental Energy Ltd. (representing the underwriters) and China Hydroelectric Corporation (representing the underwriters).

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Ms. Gao's representative M&A and private equity experience includes:

- **Baidu, Inc.** in many transactions, including its investment in Uber and iQIYI, acquisition of Nuomi, sale of Baidu Waimai, and \$1.9 billion private equity financing of its finance service group, as well as the formation of Baidu Ventures and Baidu Capital;
- **Bytedance Ltd.** in its acquisition of Musical.ly and private equity financings, valued at multiple billions of dollars;
- **Ctrip.com International, Ltd.** in its acquisition of shares of Qunar, acquisition of shares of eLong from Expedia and strategic partnership with and issuance of convertible bonds to Priceline, valued at over \$10 billion in total;
- **Didi Chuxing** in its acquisition of Uber China, merger with Kuaidi Taxi and over \$5.5 billion private placement to Softbank;
- **JD.com** in its acquisition of e-commerce businesses and assets from Tencent, spin-off of JD Finance, investment in Vipshop and PIPE issuance of shares to Google, valued at over \$10 billion in total;
- **Meituan-Dianping** in the strategic transaction between Meituan and Dianping and its subsequent \$3.3 billion series B and \$4 billion series C preferred shares financings, and \$3.7 billion acquisition of Mobike, valued at over \$30 billion in total;
- **58.com Inc.** and other purchasers in their acquisition of Ganji.com, and 58.com in its PIPE issuance of shares and convertible bonds to Tencent, valued at over \$10 billion in total;
- **Youku Tudou Inc.** in its \$5.6 billion change of control all-cash transaction with Alibaba, \$1.1 billion merger with Tudou and \$1.22 billion PIPE issuance of shares to Alibaba and Yunfeng Capital;
- the special committee of the board of directors of **Perfect World Co., Ltd.** and **Qihoo 360 Technology Co. Ltd.** in Perfect World's \$1.1 billion and Qihoo's \$9.3 billion going-private transactions, respectively;
- **BTG Hotels** and the buyer consortium in their \$1.1 billion taking-private transaction involving Homeinns Group;
- **Bitauto Holdings Limited** in its \$1.55 billion equity issuance to JD.com and Tencent, and its strategic transaction with AutoTrader;
- **Yixin Group** in its over \$1 billion equity and strategic transactions with a consortium including Baidu, JD.com and Tencent;
- **SINA Corporation** and **Weibo Corporation** in connection with the sale of certain Weibo shares to Alibaba, and SINA's proxy contest in 2017;
- **ZTO Express** in connection with its \$1.38 billion private equity financing and strategic cooperation with Alibaba and Cainiao;
- **UCWeb Inc., AdChina Ltd.** and their respective shareholders in their trade sale transactions with Alibaba, valued at several billion dollars in total;
- **China Music Corporation** in its merger with QQ Music;
- **Meilishuo** in its merger with Mogujie;
- **CAR Inc.** in its acquisition of Hertz China and issuance and sale of shares to Hertz Global;
- late-stage private equity financings of a number of companies, including **Bytedance, China Renaissance, Dada, Didi Chuxing, Fanli, InnoLight, JD.com, Leju, LAIX, Meituan-Dianping, New Oriental Online, Nio, Tarena, TalkingData** and **Yixin**, etc.;
- the **management** of Bitauto, E-House, SINA, Tarena and Tuniu in their respective MBO transactions; and
- recognized private equity funds, including **Capital Group, Hillhouse Capital** and **Sequoia Capital China**, in their investment and disposition transactions.

Ms. Gao practiced in the Los Angeles office of another major global law firm from 1998 to 2004. Prior to her law firm career, Ms. Gao served as an extern law clerk to the Hon. A. Wallace Tashima of the U.S. Court of Appeals for the Ninth Circuit in 1998.