

Partner, Hong Kong

Mergers and Acquisitions; Capital Markets



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Education

Legal Practice Course, College of Law,
London, 1995

LL.M., University College,
London University, 1994

LL.B., University College,
London University, 1993

Bar Admissions

Solicitor, England & Wales
Hong Kong SAR
New York

Edward Lam's primary focus is on mergers and acquisitions, as well as corporate finance and international finance transactions in Asia, particularly those in Chinese-speaking countries and regions. He is qualified to practice New York, English and Hong Kong law.

Mr. Lam advises issuers and underwriters on U.S. federal securities law issues in connection with SEC-registered and Rule 144A/Regulation S debt and equity offerings as well as Hong Kong law issues associated with listings on the Main Board of the Hong Kong Stock Exchange.

He has been consistently recognized as a leading lawyer for capital markets high-yield products by *Chambers Global*, *Chambers Asia Pacific* and *The Legal 500 Asia Pacific*.

His notable experience includes representing the following:

Mergers & Acquisitions

- **SSG Capital Holdings Limited**, a leading Asian alternative asset management firm, in the sale of its controlling interest to Ares Management Corporation, a global alternative investment manager;
- **Waldencast Acquisition Corp**, a special purpose acquisition company listed on Nasdaq, in its proposed US\$1.2 billion three-way merger with leading skin care brands Obagi and Milk Makeup;
- **MassMutual International LLC** in its US\$1.7 billion sale of MassMutual Asia Ltd. (Hong Kong) to an investor group led by Yunfeng Financial Group Limited (Hong Kong). This was named as one of the Overseas M&A Deals of the Year for 2017 by *China Business Law Journal*;
- **XIO Group**, a global alternative investments firm, in its US\$1.1 billion acquisition of J.D. Power and Associates, a leading provider of marketing data and analytics for businesses, and related financings associated with the acquisition;
- **Tumi Holdings Inc.**, a NYSE-listed company, in its US\$1.8 billion cash purchase by **Samsonite International**, a Hong Kong-listed company;
- **Citic Securities**, a Hong Kong-listed securities firm, in its proposed purchase of Russell Investments, an asset management firm, from the London Stock Exchange Group Plc for US\$1.8 billion;
- **Yahoo! Inc.** in its US\$7.1 billion sale of a 20 percent stake in Alibaba Group Holding Ltd. and in its role as a substantial shareholder in connection with Alibaba's dealings with the Hong Kong Stock Exchange;
- **Mascotte Holdings Limited**, a Hong Kong-listed company, in its sale of 75 percent of its equity to **Evergrande Real Estate Group Limited** and **Tencent Holdings Limited**, both Hong Kong-listed companies, for HK\$750 million;
- **Kingsoft Corporation**, a Hong Kong-listed company, and **Cheetah Mobile**, a Nasdaq-listed company, in their proposed purchase of a listed company; and
- **Delta Networks, Inc.** in an approximately US\$142 million going-private acquisition by Delta Electronics, Inc. Both companies are manufacturers of telecommunications equipment in Taiwan.

Capital Markets - Equity

- the issuers or underwriters in the following IPOs on the Hong Kong Stock Exchange (most of which are Rule 144A/Reg S transactions): **Fast Retailing Co., Ltd.**; **econtext Asia Limited**; **Melco Crown Holdings Limited**; **SBI Holdings, Inc.**; **Elec & Eltek International Company Limited**; **Hebei CoalChem Holdings Limited**; **China Liansu Group Holdings Limited**; **BYD Electronic (International) Company Limited**; **Pacific Textiles Holdings Limited**; **Delta Networks, Inc.**; **Kingboard Laminates Holdings Limited**; **Stella International Holdings Limited**; **Computime Group Limited**; and **China Properties Group Limited**;
- the underwriters in the US\$1.3 billion SEC-registered offering of American depository shares and concurrent listing on NASDAQ and the US\$581 million follow-on registered ADR offering (as well as subsequent offerings) by **Melco PBL Entertainment (Macau) Limited**, a gaming company that focuses exclusively in Macau; and
- **Digital Garage**, a Tokyo-listed company, in its acquisition of all of the outstanding shares of econtext Asia Limited and the delisting of its shares on the Hong Kong Stock Exchange.

Capital Markets - Debt and Convertible/Exchangeable Debt

- **Xiaomi Corporation (China)** in the US\$1.2 billion Rule 144A/Regulation S offering of bonds by its subsidiary, Xiaomi Best Time International Limited (Hong Kong), in two tranches: US\$400 million of 4.10% senior green bonds due 2051 and US\$800 million of 2.875% senior bonds due 2031. The bonds were listed on the Hong Kong Stock Exchange;
- **China Petrochemical Corporation** in its US\$3 billion bond issues;
- the underwriters in high yield bond offerings by **Zoomlion Heavy Industry Science and Technology Co., Shougang Holding (Hong Kong) Limited, Zhongsheng Group Holdings Limited, Melco Crown Entertainment Limited, Powerlong Real Estate Holdings Limited, Yanlord Land Group Limited, Yuzhou Properties Company Limited, Agile Property Holdings Limited, Mingfa Group (International) Company Limited, 361 Degrees International Limited, Wuzhou International Holdings Limited** and **Ronshine China Holdings Limited**;
- **Honghua Group Limited** in its issuance of US\$200 million of 7.45% senior notes due 2019;
- **Sunshine 100 China Holdings Limited** in its issuance of US\$115 million of 12.75% senior notes due 2017 and its issuance of US\$200 million of 6.5% convertible notes due 2021;

- **SRE Group Limited**, a real estate company, in three related transactions: its tender offer and consent solicitation to the holders of its US\$200 million of high-yield 8.625% guaranteed senior notes due 2013, a US\$65 million offering of 6% convertible bonds due 2014 and a HK\$500 million follow-on offering of shares via a top-up placement in Hong Kong (named the Best Liability Management Deal for 2009 by *The Asset* magazine);
- the dealer manager in the high-yield bonds consent solicitation launched by **Shanghai Industrial Urban Development Group Limited** (formerly known as Neo-China Group Limited); and
- Merrill Lynch as sole dealer manager in the high-yield bonds tender offer by **Galaxy Entertainment Finance Company Limited**, a company whose parent company engages in the operation of casinos in Macau.

Debt Restructuring

- represented the debtor, creditors or the Chapter 11 trustee in the debt restructurings of **Titan Petrochemicals, Hidili Industry** and **Pacific Andes International Holdings**.

Born in Hong Kong, Mr. Lam is able to read and write Chinese and speaks Cantonese and Mandarin.

Publications

“Strategies for Going Public: A Step-by-Step Guide to the IPO Process,” *Skadden, Arps, Slate, Meagher & Flom LLP*, 2020

“Acquisitions of Controlling Interests in Hong Kong-Listed Companies Through Primary Issuances,” *Skadden’s 2016 Insights - Capital Markets*, January 2016

“HKEx Will Proceed With Formal Consultation on Weighted Voting Rights,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 24, 2015

“Corporate Finance Alert: Are You a Foreign Private Issuer?” *Skadden, Arps, Slate, Meagher & Flom LLP*, January 2014

“HKEx and SFC Release New Joint Policy Statement on Listing of Overseas Companies in Hong Kong,” *Skadden, Arps, Slate, Meagher & Flom LLP*, October 17, 2013

“Corporate Finance Alert: Financial Statement Requirements for a Business Acquired or to Be Acquired — What You Need to Know,” *Skadden, Arps, Slate, Meagher & Flom LLP*, September 2013

“HKEx Issues New Guidance on Pre-IPO Investments,” *Skadden, Arps, Slate, Meagher & Flom LLP*, October 30, 2012

“Legal and Regulatory Issues in Hong Kong PIPE Transactions,” *Skadden, Arps, Slate, Meagher & Flom LLP*, August 8, 2012