

CORPORATE DIGEST: NOTABLE DEALS AND TRANSACTIONS

FINANCE | CAPITAL MARKETS | M&A

equity list<u>i</u>ng international

INTRODUCTION

This digest highlights some of the significant legal work carried out by Conyers' lawyers in the past financial year for corporate clients around the globe across economic markets and industry sectors and at all stages of the business life cycle. These deals include significant IPOs, M&A, securitizations, financings and corporate restructuring transactions in a wide range of industry sectors including insurance, banking, investment funds, aviation, shipping, offshore energy and more.

Bermuda has seen a substantial amount of M&A activity, with one of the most significant deals – LVMH's acquisition of Belmond Ltd. - concluding in December 2018. We also review the largest and most significant transactions in the insurance/reinsurance sector, which saw continued consolidation last year.

BVI corporate and finance deal flow has been strong, much of it focused on mergers and acquisitions, including Luxoft's proposed acquisition by DXC Technology, the largest-ever takeover of a BVI company.

In Cayman, transactions included M&A, corporate finance, and debt and equity capital markets listings. A notable highlight was the series of acquisitions by IFM Global Infrastructure including M6 Toll Road for US\$2.57 billion, OHL Concessions for US\$2.37 billion and 49% of Aqualia for US\$1.2 billion.

We continue to see significant deal flow in Asia, particularly with regard to capital markets. Recent changes to Listing Rules for the Stock Exchange of Hong Kong, including allowing dual class entities, have prompted an upsurge of activity in various sectors, particularly the technology, biotech and medical sectors.

In London we have advised on real estate finance transactions totalling approximately US\$500 million, capital market transactions raising over US\$4 billion, corporate loan facilities amounting to over US\$2.3 billion and credit and capital call facilities totalling almost US\$3 billion.

We hope this digest will be of interest to our legal colleagues, clients and market followers.

CAPITAL MARKETS

Conyers has advised on many significant IPOs and equity and debt issuances for Bermuda, BVI and Cayman companies throughout global markets.

There were a total of 248 IPOs launched by Bermuda, BVI and Cayman Islands companies in 2018, an increase from 184 in 2017, raising US\$40 billion.

Major US exchanges experienced an increase in IPO activity with 241 in total for the year, a 27% increase in volume. Standout sectors included healthcare and financial services, with 77 and 72 IPOs respectively, raising US\$2.3 billion.

IPO activity in Asia displayed a positive outlook with an appetite for small-cap listings and high-tech listings.





STANDOUT SECTORS	Healthcare	77 IPOs
	Financial	72 IPOs

US\$2.3

- Motable transactions for the Bermuda market included the LVMH Moët Hennessy Louis Vuitton acquisition of Bermuda incorporated Belmond Ltd. for US\$2.6 billion. Conyers was involved throughout the competitive bid process that ultimately led to LVMH's selection as the winning bidder".
 - Marcello Ausenda,
 Director, Bermuda
- subsequent secondary offering represented the largest offer by a Brazilian company since 2011 and the largest equity offering on the NYSE since Snap Inc in March 2017. It has since been shortlisted for Latin Lawyer's Deal of the Year".

Richard Fear,
 Partner, Cayman Islands

DEALS



Informa plc US\$370 million notes issuance and £2.5 billion EMTN programme. (Sheba Raza, Counsel, London)



Country Garden Holdings Company Ltd's spin-off and subsequent SEHK listing of Country Garden Services Holdings Company Ltd for US\$3.1 billion. (Teresa Tsai, Partner, Hong Kong)



PagSeguro Digital's IPO and FPO for US\$2.3 billion and US\$1.1 billion respectively. (Richard Fear, Partner, Cayman Islands, and Ryan McConvey, Associate, Hong Kong)

shortlisted for Latin Lawyer's 13th Annual Deal of the Year Awards



Sirius International Insurance Group's US\$2.2 billion IPO. (Bermuda: Chris Garrod, Director, and Jacqueline King, Associate)



Haidilao International Holding's US\$963 million IPO. (Lillian Woo, Partner, Hong Kong)



Nabors Industries Ltd. Senior Notes Issuance of US\$800 million. (Bermuda: Chiara Nannini, Director, and David Stubbs, Associate)



Hudson Ltd.'s US\$748.9 million IPO. (Guy Cooper, Director, Bermuda)



Smurfit Kappa Acquisitions Unlimited Company Notes Issuance of US\$600 million. (Sheba Raza, Counsel, London)



Star Energy Geothermal (Wayang Windu) Limited Notes Issuance of US\$676.2 million (€600 million). (Hong Kong: Anna Chong, Partner, and Alexander Doyle, Associate)



Agile Group Holdings US\$522 million (HK\$4.1 billion) IPO. (Paul Lim, Partner, Hong Kong)

MERGERS & ACQUISITIONS

Historically low interest rates and growing pressure to consolidate led to a very active year for M&A. Global M&A deal value reached US\$3.53 trillion in 2018 (up 11.5%), with 36 mega-deals valued at over US\$10 billion each. This increase came in spite of an overall dip in deal volume, which fell for the first time in 10 years. The most notable decline was seen in Chinese acquisitions of US companies, down a full 94% from 2017 as tensions between China and the US shift the focus toward European deal-making.

- Luxoft's proposed US\$2 billion
 acquisition by DXC Technology is the
 largest ever takeover of a publicly-listed
 BVI company by transaction value".
 - Anton Goldstein,
 Partner, BVI
- transactions. Mining in particular was a standout sector as evidenced by Central Asia Metal's acquisition of Lynx for US\$402.5 million".

Linda Martin,
 Director & Head of London Office

M&A activity remains buoyant in the
Cayman Islands. In particular, there is a
trend toward the use of Cayman vehicles
for large infrastructure acquisitions".

Craig Fulton,Partner, Cayman



36 megadeals

VALUED OVER

US\$10 billion each

DEALS



AXA's US\$15.3 billion acquisition of XL Group.
(Bermuda: Chris Garrod, Director, and Jacqueline King, Associate)



LVMH Moët Hennessy Louis Vuitton US\$2.6 billion acquisition of the Belmond Hotel Group. (Bermuda: Marcello Ausenda, Director, and Edward Rance, Associate. BVI: Robert Briant, Partner and Head of BVI Corporate Practice)



Cinven's US\$2.2 billion (€2 billion) sale of Ufinet Group. (Anton Goldstein, Partner, BVI)



Luxoft's proposed US\$2 billion acquisition by DXC Technology.

(BVI: Anton Goldstein, Partner, and Audrey Robertson, Counsel)



Apollo Global Management's acquisition of Aspen Insurance for US\$2.6 billion. (Bermuda: Charles Collis, Director, and Jacqueline King, Associate)



IFM Global Infrastructure's US\$1.36 billion acquisition of stake in Spanish water company FCC Aqualia. (Craig Fulton, Partner, Cayman Islands)



IFM Global Infrastructure's US\$2.37 billion acquisition of OHL Concesiones. (Craig Fulton, Partner, Cayman Islands)



IFM Global Infrastructure's US\$1.2 billion acquisition of 49% of Aqualia, a water management subsidiary of FCC, one of Europe's leading citizen services companies. (Cayman Islands: Craig Fulton, Partner, Hong Kong; Ryan McConvey, Associate)



IFM Global Infrastructure's US\$1.2 billion sale of 20% of German high-voltage energy network operator 50Hertz. (Cayman Islands: Craig Fulton, Partner. Hong Kong: Ryan McConvey, Associate)



Foxconn Interconnect Technology Limited's US\$866 million acquisition of Belkin International by way of merger. (Richard Hall, Partner, Hong Kong)



Hanwha Q Cells Co., Ltd.'s US\$825 million take private by way of merger. (David Lamb, Partner, Hong Kong)



Wafra's US\$700 million joint venture. (Bermuda: Neil Henderson, Director, and Alexandra Macdonald, Associate)



Central Asia Metals plc's US\$402.5 million acquisition of Lynx. (Linda Martin, Director and Head of London Office)



Philips International's US\$537 million takeover of EPD Solutions. (Robert Briant, Partner and Head of BVI Corporate Practice)



JA Solar Holdings Co., Ltd.'s US\$362.1 million privatisation by way of merger. (Hong Kong: Partners David Lamb and Flora Wong, Hanifa Ramjahn, Counsel, and Angie Chu. Associate)



VINCI Airports US\$343 million acquisition of Airports Worldwide airport management portfolio.

(BVI: Anton Goldstein, Partner, and Marcus Hallan, Associate)



Deltatre's US\$127 million acquisition of software company Massive Interactive. (BVI: Anton Goldstein, Partner, and Rachael Pape, Associate)



Liberty Latin America Ltd.'s split off from Liberty Global plc, launch and US listing. (Bermuda: Marcello Ausenda, Director, and Edward Rance, Associate)



Inotek Pharmaceuticals acquisition by way of merger with Rocket Pharmaceuticals. (Matthew Stocker, Partner, Cayman Islands)



Crown Bioscience International's acquisition by way of merger by JSR Corporation. (Matthew Stocker, Partner, Cayman Islands)

ASIAN CAPITAL MARKETS

Demand for offshore legal counsel in Asia has remained strong for capital markets work. 176 Cayman companies launched IPOs on the SEHK in 2018 (up from 133 in 2017), with offerings totalling approximately US\$20 billion (up from US\$6.8 billion in 2017).

Standout sectors included Consumer Goods and Industrials, with a combined market share of 60%.

176 Cayman company IPOs

LAUNCHED ON SEHK

offerings US\$20 totalling billion

133 - IN 2017 -US\$6.8 billion

Consumer Goods Industrials

60% combined market share

Asia remains a capital markets
powerhouse. For the first half of
2018 the Stock Exchange of Hong
Kong represented 76% of the deal
flow in our jurisdictions".

Anna Chong,Partner, Hong Kong

Agile Group Holdings' US\$2.6 billion
IPO was one of many to come out of the region, driven by reforms to the Stock
Exchange of Hong Kong designed to attract investor appetite".

Paul Lim,
 Partner, Hong Kong

DEALS



State Grid Overseas Investment (2016) Limited's multiple Senior Guaranteed Notes offerings.
(Wynne Lau, Counsel, Hong Kong)



Agile Group's US\$2.6 billion IPO and secondary offerings. (Hong Kong: Paul Lim, Partner, and Hollia Lam, Associate)



Jiayuan International Group Limited's U\$\$875 million combined Senior Notes offerings. (Wynne Lau, Counsel, Hong Kong)



BOSC International Company Limited's Notes and Bond issuances. (Hong Kong: Anna Chong, Partner, and Wynne Lau, Counsel)



Central China Real Estate Limited's four Notes issuances. (Hong Kong: Anna Chong, Partner, and Alexander Doyle, Associate)



China Aoyuan Group Limited's four Senior Notes offerings. (Hong Kong: Paul Lim, Partner, and Hollia Lam, Associate)



Fantasia Holdings Group Co., Limited's four Senior Notes offerings. (Hong Kong: Anna Chong, Partner, and Alexander Doyle, Associate)



Shangri-La Asia Limited's US\$609 Million EMTN programme and issuance of Senior Notes. (Hong Kong: Paul Lim, Partner, and Hollia Lam, Associate)



Yingde Gases Investment Limited US\$500 Million Senior Notes issuance. (Hong Kong: Anna Chong, Partner, and Charissa Ball, Associate)

INSURANCE

In addition to further mergers and acquisitions, Bermuda insurance companies were active throughout 2018 raising funds from global financial institutions. Funding structures incorporating Bermuda insurance-backed capital call facilities for Cayman funds or special purpose vehicles gained in popularity and a number of new Bermuda life reinsurance entities were set up.

DEALS



In keeping with its recognition as the world's insurance capital, Bermuda was the jurisdiction of choice for the first-ever catastrophe bond sponsored by FEMA, the US Federal Emergency Management Agency. Conyers advised on the FloodSmart Re 2018-1 catastrophe bond sponsored by FEMA to provide reinsurance protection to the National Flood Insurance Program (NFIP). The first catastrophe bond issuance by FloodSmart Re Ltd, a newly-created Bermuda-based special purpose vehicle, was successfully completed at US\$500 million. (Bermuda: Charles Collis, Director, and Alexandra Macdonald, Associate)



Advised Bermuda reinsurer Enstar Group Limited on various debt facilities totalling US\$1.5 billion and a US\$400 million public offering of Series D Preference Shares. Also advised lenders on Bermuda law aspects of US\$1 billion loan facilities granted to the Hiscox group of companies. (Sheba Raza, Counsel, London)



Advised Limestone Re Ltd. on a US\$278 million issuance of 2018-1 Class A notes. Limestone Re is the reinsurance sidecar vehicle of US primary insurance giant Liberty Mutual. The issuance enabled Liberty Mutual to top up its collateralized sources of reinsurance capital. (Bermuda: Michael Frith, Director, and Jacqueline King, Associate)



Advised Munich Re on the creation of a new Bermuda Class C entity, Munich Re of Bermuda, whose main purpose is to place Munich Re's related US life insurance business. Munich Re injected US\$330 million into the new entity. (Bermuda: Michael Frith, Director, and Jacqueline King, Associate)

2018 saw a number of new Bermuda life reinsurance entities set up as a result of changes affecting the industry in the December 2017 US tax reform".

Charles Collis,
 Director and Head of
 Bermuda Insurance Practice

In London we advised key clients as borrowers and lenders on a suite of revolving credit, term loan, letters of credit and capital call facilities totalling almost US\$3 billion".

Sheba Raza,
 Counsel, London

INVESTMENT FUNDS, BANKING & FINANCE

The market continued to see a number of insurance-linked fund formations as well as growing interest by funds investing in areas such as insurtech products and blockchain technologies. The opening of the Bermuda market to investment in cannabis-related industries has also generated interest.

INVESTMENT FUNDS



Advised Tangency Capital Ltd., a newly-formed Bermuda investment management company, on the launch of Select Market Access Fund Ltd., a new Class B exempt fund which will invest in insurance-linked securities. (Elizabeth Denman, Director, Bermuda)



Advised on proposed structure and registration of Alpha Innovations Ltd., a new global asset management firm using blockchain technology, which launched in Bermuda in October 2018. (Bermuda: Directors Dawn Griffiths and Chris Garrod, and William Cooper, Associate)



Acted as BVI counsel to privately-owned investment manager Taurus Funds Management Pty Ltd. in connection with its secured development finance facility agreement for US\$190 million with Teranga Gold Corporation. (Cora Miller, Counsel, BVI)



Advised Bermuda-based Nephila Holdings Limited, the pre-eminent insurance-linked securities manager in the world, on its acquisition by Markel Corporation. The combined assets under management of Nephila and Markel CATCo stand at approximately US\$19 billion. (Bermuda: Dawn Griffiths, Director, and William Cooper, Associate)

BANKING & FINANCE



Advised Informa plc on the Bermuda law aspects of its £2.5 billion EMTN Programme and also advised the financial institutions on the Bermuda law aspects of Informa plc's US\$1.6 billion term loan facilities. (Sheba Raza, Counsel, London)



Advised Global Brands Group Holding Limited on its US\$1.38 billion asset disposal. (Hong Kong: Richard Hall, Partner, and Cathryn Minors, Associate)



Advised Hudbay Minerals Inc. on its US\$550 million credit facility. (Cora Miller, Counsel, BVI)



Advised Interserve Plc on its combined US\$382 million lender and bond arrangements. (Bermuda: Jason Piney, Director, and Edward Rance, Associate. Cayman Islands: Matthew Stocker, Partner)

In 2019, we expect to see Bermuda continue to capitalise on its leading position in the alternative capital insurance industry as ILS activity continues apace. The Bermuda Monetary Authority has indicated it will be conducting a comprehensive review of Bermuda's investment funds legislation over the course of 2019 and we look forward to advising clients on anticipated amendments in the coming months".

Dawn Griffiths,
 Director & Head of Bermuda Funds Practice

Debt and equity issuances by international companies along with general lending to strong corporate credits saw an uptick in 2018 in the London market, despite some challenging conditions".

Sheba Raza,
 Counsel, London

Looking to set up an investment fund in the BVI or Cayman?

Check out our Funds eTools to help you get started.





https://www.conyers.com/legal-services/investment-funds/

CORPORATE RESTRUCTURING

Conyers has seen a rise in significant corporate restructuring work over the last few years.



In December 2018, Asian commodity trader Noble Group completed its US\$3.5 billion restructuring, which spanned Bermuda, Hong Kong, London, Singapore and the United States. Conyers advised Noble Group in connection with all aspects of the cross-border restructuring, including:

- a COMI shift and parallel creditor schemes of arrangement in England and Bermuda
- recognition proceedings under Chapter 15 of the U.S. Bankruptcy Code in the Bankruptcy Court of the Southern District of New York
- the appointment of a provisional liquidator in Bermuda to transfer the assets of Noble Group Limited to Noble Group Holdings Limited (New Noble)
- other litigation in Singapore and Bermuda.

Under the reorganization, 70% of shares of Noble Group Holdings will be held by a special purpose vehicle representing the previous company's creditors, with 20% held by the shareholders of the previous company and 10% by the management.

(Hong Kong: Partners David Lamb, Flora Wong and Nigel Meeson QC, Associates Charissa Ball, Beverley Cheung, Angie Chu, Hollia Lam, Felicity Lee, Rita Leung, Ryan McConvey, Cathryn Minors, Rowan Wu. Bermuda: Directors Christian Luthi and Jeffrey Elkinson, Associate Rhys Williams and Company Secretary Marina Yu)



July 2018 saw the successful completion of the Seadrill Limited plan of reorganisation, and the company's emergence from chapter 11 bankruptcy. Since 2016, Conyers had advised Seadrill as lead Bermuda counsel on all aspects of the restructuring and related judicial proceedings in Bermuda.

(Bermuda: David Cooke, Director, and Associates Jennifer Panchaud, David Stubbs and Sarah Lusher)

The Noble Group restructuring was a highly complex, cross-border reorganisation involving Bermuda, Hong Kong, London, Singapore and the United States. We are pleased to have been awarded IFLR1000 Asia Pacific's restructuring deal of the year for this work".

– David Lamb,Partner, Hong Kong

ASSET FINANCE & SECURITISATION

The securitisation and structured finance sectors have been active, with a number of significant and innovative transactions again being domiciled in our jurisdictions.

BERMUDA has long been established as one of the largest and most developed offshore jurisdictions for asset-backed securitisation transactions, most notably in the aviation sector, and also increasingly in shipping container leases, insurance securitisations through cat bonds and transformation transactions.

In CAYMAN, there is a growing trend among aircraft operating lessors eager to access the capital markets to securitise portfolios of aircraft in asset-backed securitisation transactions using Cayman-Islands incorporated special purpose vehicles.

The BVI is a well-established and respected domicile for finance transactions and is becoming an increasingly attractive aviation finance jurisdiction for commercial aircraft lessors, as well as for private and corporate jet financing. The use of special purpose vehicles in these transactions provides a particular advantage.

- ABS deal flow has been healthy in
 Cayman, and we've seen a significant
 increase in listings on the CSX as a result".
 - Matthew Stocker,
 Partner, Cayman Islands
- We have seen a steady acceleration in the number of new international debt listings, both through ABS and intercompany loan note transactions listing on the Bermuda Stock Exchange, a member of the World Federation of Exchanges, with aircraft operating lessors and other issuers keen to take advantage of the BSX's favourable disclosure requirements and listing fee structure".

Jason Piney,Director, Bermuda

TRANSACTIONS

Advised START Ltd. and START Holding Ltd., in respect of an asset backed securitisation comprising three tranches of notes secured on a portfolio of 24 in-production aircraft on lease to 16 global airlines in 15 countries, with an appraised value of approximately US\$700 million. START Ltd. is notable as the first aircraft portfolio purchase vehicle structure to include a dedicated asset manager for equity investors. (Bermuda: Neil Henderson, Director, and Angela Atherden, Associate. Cayman Islands: Matthew Stocker, Partner)

Advised Avolon Holdings Limited, the international aircraft leasing company, in connection with the repricing and extension of its senior secured US\$4.45 billion Term Loan B facility. (Bermuda: Jason Piney, Director, and Angela Atherden, Associate)

Acted for MAPS 2018-1 Limited, in respect of Merx Aviation's inaugural aviation asset backed securitisation comprising of US\$506.5 million in three tranches of notes secured on a portfolio of 25 aircraft. The proceeds from the notes were used to refinance the original AABS Limited Asset Backed Secured Term Loan aircraft ABS transaction, which was renamed MAPS 2018-1 Limited. Of the 25 aircraft in this portfolio, 19 were also securitized in the AABS portfolio. (Bermuda: Neil Henderson, Director, and Associates Angela Atherden, and Edward Rance)

Acted for Aircastle Funding (Ireland) DAC, a wholly-owned subsidiary of Aircastle Limited (NYSE: AYR) on the admission of its US\$1.28 billion Unsecured Senior A and Senior B Notes to the Official List of the Bermuda Stock Exchange. (Bermuda: Jason Piney, Director, and Alexandra Macdonald, Associate)

Acted for CAL Funding III Limited in respect of an offering consisting of US\$331.5 million of 4.34% Series 2018-2 Fixed Rate Asset-Backed Notes, Class A and US\$12 million of 5.22% Series 2018-2 Fixed Rate Asset-Backed Notes, Class B. (Bermuda: Sophia Greaves, Director, and Jennifer Panchaud, Associate)

MARITIME

Our work in the offshore energy and shipping sectors continues to center on Norway, Asia, and North America. In the Norwegian market, with its historically strong relationship with the maritime sector, there are still plenty of investors willing to commit their equity, based on a solid understanding of the industry and individual companies' potential.

DEALS



Advised Odfjell Drilling Ltd on a private placement of 38,000,000 new common shares at a subscription price of NOK 36.00 per share, raising gross proceeds equivalent to approximately US\$175 million. Odfjell subsequently carried out a repair offering, in light of the Norwegian principle of equal treatment of shareholders, directed towards shareholders not participating in the private placement. (Guy Cooper, Director, Bermuda)



Advised Ocean Line Port Development Limited in connection with its HK\$76 million initial public offering of 200,000,000 Shares on the GEM Board of The Stock Exchange of Hong Kong Limited. (Hong Kong: Lillian Woo, Partner, and Beverly Cheung, Legal Manager)



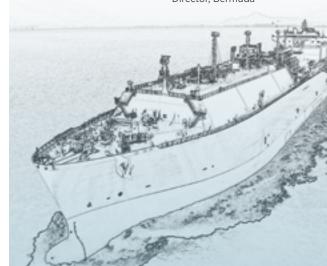
Advised Tsakos Energy Navigation Limited ("TEN") on its public offering of up to US\$135 million of Series F Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Shares. TEN intends to list the Preferred Shares on the New York Stock Exchange. (Elizabeth Denman, Director, Bermuda)



Advised Stolt-Nielsen on the closing of its LNG joint venture, Avenir LNG Limited, with Golar LNG Limited and Höegh LNG joining as shareholders of Avenir. Avenir will use the funds to invest in small-scale LNG carriers, a small-scale storage terminal and regasification facilities. (Bermuda: Guy Cooper, Director, and William Cooper, Associate)



Guy Cooper,
 Director, Bermuda



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Watch for our upcoming digest in fall 2019