

Hannah C. L. Ha

Partner

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Extremely professional and wise, with great commercial sense and a wonderful personality. What else can a client ask for?

IFLR1000

Hannah is the Commercial Managing Partner of JSM. Hannah is based in Hong Kong and leads the Corporate & Securities and Banking & Finance practices. Clients turn to Hannah for advice on mergers and acquisitions, leveraging her extensive experience in foreign direct investment in China, cross-border mergers and acquisitions, private equity transactions and general corporate and commercial matters. Hannah's practice also covers competition law, and she co-heads the firm's award winning Antitrust & Competition Team.

Hannah advises a wide range of clients, including sovereign wealth funds, blue-chip companies, multi-national corporations and mainland Chinese companies. Her industry experience is wide-ranging, including aviation, chemicals, construction, insurance, pharmaceuticals, transport, financial services, technology and hospitality.

Hannah is a China-Appointed Attesting Officer (appointed by the Ministry of Justice of PRC) and a Notary Public in Hong Kong. She speaks English, Cantonese and Mandarin.

Experience

M&A Experience

Advised:

- A French ecological transformation company on its takeover of a French utility company which operates largely in the water and waste management sectors. More than 150 lawyers in various jurisdictions globally assisted the transaction.
- Alpargatas S.A., a Brazil-based, global footwear company creator of the famous flip flop "Havaianas" in its $475 million Series B investment in Rothy's, Inc., a San Francisco-based online retailer of eco-friendly footwear, bags and accessories. The team included lawyers across multiple practices and offices in the US, Brazil and Asia.
- A leading operator in the courier express parcel market in Europe on the regulatory aspects of the acquisition of a United Arab Emirates-based multinational logistics, courier and package delivery company. The team included lawyers across multiple practices and offices in Europe and Asia.
- Sinotrans Shipping (Holdings) Limited on their mandatory general offer and privatisation of Creative Enterprise Holdings Limited.

- A leading global bank on its acquisition of an insurance broker in Hong Kong, which in turn acquired another insurance broker in Mainland China under the Mainland and Hong Kong Closer Economic Partnership Arrangement (CEPA).
- A leading Chinese shipping company on the formation of a joint venture company with a leading private petrochemical industry player in the PRC.
- A Chinese conglomerate on the sale of its global IT outsourcing and consulting business to a Hong Kong-based unit of another Chinese SOE.
- An international alternative asset fund management group on its indirect acquisition of a distribution business in China.
- A leading Japanese trading company on the purchase of a 25% stake in a US coking coal mine located in West Virginia. A six-practice, seven-office team assisted the transaction.
- An American multinational automotive manufacturing company on the formation of a 50-50 joint venture with a Korean entity in the US. The joint venture will produce lithium-ion battery cells for electric vehicles.
- An Hong Kong apparel manufacturer on the sale of its houseware trading business to one of its shareholders.
- A US Fortune 100 corporation listed on the New York Stock Exchange on an acquisition of a global oil & gas division of a FTSE 250 Index constituent company. The deal is valued at US$405 million and involved target assets across multiple jurisdictions. A six-practice, eight-office team assisted the transaction.
- A world leading biotech company, which was a member of a Chinese SoE, on the establishment of a JV with a Shenzhen listed company under the same parent group, and another Shanghai listed company under its parent group's peer group. This matter also involves comprehensive structuring and compliance issues.
- A prominent airline based in Asia on the restructuring of a joint venture with a prominent PRC airline. The JV was put in place with a very novel structure for compliance and business reasons under some specific circumstances, which

brought challenges to the restructuring work. We also advised on the establishment of the JV.

- The investment arms of a world-class Japanese conglomerate on its investments in a Vietnamese financial institution that operates a highly regulated business, the transaction includes both a primary and a secondary tranche and our work includes merger control, M&A and other aspects. This is our client's first direct investment in Vietnam and one of the largest investments ever in Vietnam's burgeoning fintech space.
- A conglomerate listed group in Hong Kong with substantial PRC background to acquire several port businesses in various provinces of Australia from a prominent Australian listed company.
- A conglomerate listed group in Hong Kong with substantial PRC background together with a fund in China focusing on investments in Africa for investing into Nigeria.
- A PRC national in acquiring a landmark hotel in San Francisco.
- A Chinese leasing company on its subscription of shares, loan arrangements and joint venture in a special purpose vehicle holding three vessels with a total value of approximately US$276 million.
- A leading global consumer goods manufacturer on the disposal of the China manufacturing and distribution business of one of its internationally renowned food brands. This disposal is part of a global transaction with total cash consideration of $700 million. We advised on corporate and competition law matters of the deal.
- Ascott Holdings Limited, the subsidiary of CapitaLand Limited, on the acquisition of the entire issued share capital of Excel Chinese International Limited which owns a piece of land in Sheung Wan and operates a boutique hotel in Sheung Wan, The Mercer.
- China Resources Group on acquiring the distribution network of an Italian fashion brand "LIUJO" in the PRC and obtaining a license for the LIUJO brand in the PRC.
- A consortium led by a worldwide prominent hotel/serviced residences operator for investing into an online apartment sharing platform in China.
- The worldwide prominent hotel/serviced residences operator for forming a joint venture with an entity operating an online apartment sharing platform in China for managing a portfolio of serviced residences in China.
- A world renowned financial institution in its acquisition of a minority interest in a prominent bank in Shanghai.
- A leading PRC real estate developer in the establishment of a joint venture with a private equity fund (targeted with a total capital contribution of up to US$2 billion) to invest in and develop mixed-used commercial real estate projects in the PRC with a total construction area of approximately 2 to 4 million square metres.
- China Resources Cement Holdings Limited in respect of its acquisition of 50% interest in several entities (indirectly held by Yue Xiu Enterprises (Holdings) Limited) that engage in the clinker, cement and concrete operations in Guangzhou and Hong Kong, for an aggregate consideration of HK$1.24 billion.
- A major Hong Kong utilities company in connection with its joint venture to develop their utility meter business. The joint venture partner, an international utilities meter provider, has injected its existing utility meter business in China, Hong Kong and the US by two stages to the newly established joint venture in China, Hong Kong and the US

respectively. Our client is the majority shareholder in the joint venture.

- Cathay Pacific Airways Limited on a proposed multi-party ground handling joint venture in Shanghai. The 4-party joint venture involves 3 public listed entities and 3 PRC state-owned companies.
- Cathay Pacific Group in the establishment of a cargo airline joint venture with Air China Limited (Air China). The Cathay Pacific Group will subscribe for 25% equity interest directly in Air China Cargo Co., Ltd. (ACC) for a consideration of approximately RMB851 million and obtain 24% economic interest in ACC through the returns on the loan in the sum of approximately RMB 817 million provided by Cathay Pacific Group. Air China will retain 51% equity interest in ACC. Four Boeing 747-400 converted freighters and two spare engines will also be sold by the Cathay Pacific Group to ACC as part of the transaction.
- EUROFER (the association of European steel producers) in the filing of submissions to various international competition regulators, including China's Ministry of Commerce, opposing the contemplated Australian iron ore joint venture between BHP Billiton and Rio Tinto. The team's representation of EUROFER on this matter was recognised via Global Competition Review's the 2011 "M&A Transaction of the Year, Asia-Pacific, Middle East & Africa" award.
- Hong Kong Aviation Engineering Co, Ltd. (HAECO) on its acquisition and the related merger control issues of an aircraft engine maintenance, repair, overhaul and testing facility in Xiamen, PRC from leading aircraft engine manufacturer, GE. The transaction involves the acquisition by HAECO and its affiliates of a PRC subsidiary of GE and a "branded service arrangement" between GE and the required facility. The total transaction value amounts to over US$100 million. We advised the client on both corporate and competition law aspects of this transaction.
- Modern Terminals Limited to form a joint venture with China Merchants Holdings (International) Company Limited for the purposes of rationalizing and consolidating their respective interests in 3 container terminal companies in Shekou, Shenzhen, China. Total value of the transaction is approximately US$1.7 billion.
- Americold Realty in the establishment of a joint venture to develop cold chain logistics services in China and Asia with China Merchants Holdings (International) Co. Ltd. (China Merchants), a large dock operator in China. China Merchants will take a 51% controlling stake in the joint venture with Americold Realty, a large provider of temperature-controlled food distribution services in the US, taking the remaining stake. The parties will jointly invest RMB 70 million in the joint venture.
- Agilysys, Inc., a NASDAQ-listed company in its acquisition of a Shanghai company, and the assets and business of a Hong Kong company, which are both engaged in providing computer hardware and software- related technology and solutions. Handled the acquisition in Hong Kong and the PRC, and also negotiated and arranged the signing of novation contracts with suppliers and customers.
- Various private equity funds in US on pre-merger control filings in China in respect of their respective acquisitions in various industry sectors.
- A leading marketer of apparel and consumer soft goods, a NYSE listed company to conduct a corporate restructuring of its subsidiaries in Hong Kong and a few Asian countries before selling those subsidiaries to a listed group in China.

- A prominent bank in Hong Kong on the formation of a joint venture in relation to a credit card business in China, with one of the largest banks in China.
- HSBC in establishing HSBC ZhongHua Insurance Brokers Co., Ltd. in China.
- HSBC on its sale of a 27 percent stake in Ping An Bank Limited to Shenzhen Commercial Bank Company Limited (SZCB, a subsidiary of Ping An Group). The transaction was part of Ping An Group's consolidation of its banking businesses within SZCB.
- Hang Seng Bank on its US$210 million acquisition of a 15.98% stake in Industrial Bank.

Antitrust & Competition Experience

Advised:

- A blue-chip real estate company on complying with Hong Kong Competition Commission's requirements.
- An Italian insurance company and a German insurance company on submitting the merger control filing documents to the China antitrust authority State Administration for Market Regulation (SAMR) in the matter of the German insurance company's acquisition of 50% in total of the shares of a Dutch real estate investment company from 6 wholly controlled subsidiaries of the Italian insurance company.
- A major American multinational conglomerate active in energy, healthcare and transportation industries, and a major Japanese company engaging in the domestic and international trading business on assessing the potential antitrust / merger control issues relating to mainland China in the matter of the clients' respective subsidiaries' proposed investment in the target company.
- A major German automotive manufacturer on assessing the competition law issues relating to mainland China arising from its conceived formation of a joint venture with another major German automotive manufacturer to engage in the electric vehicle business.
- A major Chinese company engaging in the oil and gas business on handling merger control filing in China for its proposed acquisition of another company in engaging in gas business.
- A major European multinational conglomerate active in the metal manufacturing and trading industry on assessing whether the conceived transaction (the client's 100% acquisition of the target company in China) should be subject to national security review in China.
- A leading Hong Kong agricultural product manufacturer on the exclusivity provision issue arising from is B-to-C digital platform to suppliers.
- An American global investment and insurance company on competition law in relation to their sales of business to its competitor.
- A German-based global chemical company on its merger control filings in relation to the formation of a joint venture in the mainland China.

Recognition

- Woman Lawyer of the Year – *Asian Legal Business Hong Kong Law Awards*
- Highly Regarded Lawyer – Mergers and Acquisitions, Hong Kong – *IFLR1000*
- Leading Individual – Corporate/M&A: Hong Kong-based (International Firms), China – *Chambers Global*
- Leading Individual – Corporate/M&A : Highly Regarded, China (International Firms) – *Chambers Global*
- Leading Individual – Corporate/M&A : Highly Regarded, China (International Firms) – *Chambers Asia Pacific*

- Leading Individual – Corporate/M&A: Independent Hong Kong Firms – *Chambers Greater China Region*
- Leading Individual – Corporate/M&A : Highly Regarded, China (International Firms) – *Chambers Greater China Region*
- Leading Partner – Antitrust & Competition, Hong Kong – *The Legal 500 Asia Pacific*
- Recommended – Private Equity: Foreign Firms, China – *The Legal 500 Asia Pacific*
- Recommended – Corporate (Including M&A), Hong Kong – *The Legal 500 Asia Pacific*
- Recommended – Corporate and M&A: Foreign Firms, China – *The Legal 500 Asia Pacific*
- Leading Lawyer – Mergers and Acquisitions – *Expert Guides: Women in Business Law*
- Expert – Mergers and Acquisitions – *Expert Guides: Women in Business Law*
- Women Leaders – *IFLR1000*
- Leading Individual – Competition/Antitrust, China (International Firms) – *Chambers Global*
- Leading Individual – Competition/Antitrust, China (International Firms) – *Chambers Asia Pacific*
- Leading Individual – Competition/Antitrust, China (International Firms) – *Chambers Greater China Region*
- Leading Individual – Antitrust & Competition, Hong Kong – *The Legal 500 Asia Pacific*
- Highly Regarded Lawyer and Leading Lawyer – Competition, Hong Kong – *IFLR1000*
- Top 10 Pioneers in China's 2023 Antitrust Law, *Business Today Lawyer Awards*
- Expert, Competition and Antitrust – *Expert Guides: Women in Business Law*
- Asia Women in Business Law Awards – Best in Competition and Antitrust award – *Euromoney LMG*
- Leading Practitioners China – Competition and Antitrust: Greater China International Firms – *Expert Guides*
- Acritas Star – *Acritas Stars Report*
- "Leveraging her expertise in antitrust, Hannah is able to advise on cross-border transactions and international investments." – *Chambers Greater China Region*
- "She follows through on the matter in a timely way. If there is a complicated issue, we always go to her directly and she is someone we can rely on." – *Chambers Greater China Region*
- "Hannah's practice combines M&A and merger control, and she is always a solution provider."– *Chambers Greater China Region*
- "Hannah Ha is professional, experienced and enthusiastic, with good communication skills." – *The Legal 500 Asia Pacific*

- "Very practical and approachable mindset," adding: "Hannah is an expert in terms of Chinese antitrust law and really makes an effort to understand a complex regime." – *Chambers Global*
- "Well-positioned to guide local clients through investigations initiated by the Competition Commission, while on the non-contentious side, as well as her regular involvement in merger clearance work, Ha also assists multinational corporations to implement compliance programmes for antitrust and anti-corruption in Asia". – *The Legal 500 Asia Pacific*
- "The partner, Ms Hannah Ha, who we've worked very closely with for years is exceptionally professional, she is always able to provide extremely commercially sensible legal advice to the group topped with great wisdom. We are thankful to have wise and helpful lawyers like her to work hand-in-hand with us." – *IFLR1000*
- "The way they understand client needs is a notch above others. They know how to solve problems and not escalate them." – *Chambers Asia Pacific*
- "She was devoted to the project, took care of all the details and worked within deadlines" – *Chambers Asia Pacific*
- "an all-rounder who interacts well with clients and gives good advice on competition transactions." – *Chambers Asia Pacific*
- "Interviewees respect her 'level of commitment and accommodating nature that suits client schedules and timetables.'" – *Chambers Asia Pacific*

Qualifications

Education

- The University of Warwick, MBA
- The University of Hong Kong, PCLL
- The University of Hong Kong, LLB

Admissions

- New York
- New Zealand
- Australia, Queensland
- Australia, New South Wales
- Australia, Victoria
- Australia, Tasmania
- England and Wales
- Hong Kong

Languages

- Cantonese
- English
- Mandarin

Professional & community involvement

- Member, China Committee, Hong Kong General Chamber of Commerce
- Standards and Development Committee, Hong Kong Society of Notaries
- Council Member, Hong Kong Society of Notaries
- Member, Competition Law Working Group, Association of China-Appointed Attesting Officers & Society of Notaries
- Member, Council Member of Association of China-Appointed Attesting Officers

- Member, Chartered Institute of Arbitrators
- Member, Executive Committee of the Hong Kong Competition Association

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