

## Tina Zhou

### Special Counsel

#### **Perth**

T +61 8 9429 7498

#### **Beijing**

[tina.zhou@squirepb.com](mailto:tina.zhou@squirepb.com)

#### **Languages spoken**

English | Chinese (Mandarin, also known as Putonghua)



## About Tina

Tina Zhou is a dual-qualified lawyer in the People's Republic of China (PRC) and Western Australia (WA), who advises Chinese clients across the full range of legal and regulatory issues that impact on their Australian business operations. With her first-hand experience of advising businesses in the PRC, Tina is our lead lawyer on Chinese legal matters.

Tina uses her cultural and language abilities to build relationships with existing Chinese clients, Chinese investors seeking opportunities in Australia and Australia-based clients looking to conduct business in China. In addition, she has kept close contact with firms, associations and governments in China and Australia to obtain first-hand commercial information and governmental policies.

## Experience

### Energy and Resources

- Acting for a major state-owned Chinese nickel group (the Group), the largest shareholder of a BVI company listed in Australian Securities Exchange (ASX), in relation to the acquisition of 100% of the BVI company by one of the Group's fully owned subsidiaries via statutory merger pursuant to the BVI Business Companies Act 2004. Strategic advice was provided to assist the Group to successfully delist the BVI company from ASX and convert it to a private company. We also helped the Group to ensure the BVI company honors its many significant obligations to a large range of stakeholders in a mine project in Zambia.
- Advising a top state-owned Chinese company on its Australian subsidiary's joint venture transaction in Zambia.
- Advising a company within a China-based group in relation to the due diligence for its proposed transfer of 90% shares in an Australian company from an associated entity within its group.
- Advising a company within a China-based group in relation to the due diligence and legal opinion for the group's listing proposal.
- Advising AVIC Australia Pty Ltd in relation to the development of a solar park in Australian Capital Territory. Our work includes preparing Joint Development Agreement and finance documents, reviewing the EPC contract, preparing Foreign Investment Review Board (FIRB) application and conducting due diligence.

- Assisting a private Chinese company in relation to its acquisition of shares in a South Australia-based mining company. Our work includes due diligence, application for FIRB approval and review of transaction documents.
- Advising the Australian subsidiary of a major Chinese mining SoE in relation to its proposed merger with a potential investor (including structuring the proposed transaction and reviewing the proposed HoA) and its proposed joint venture (JV) arrangement with a potential JV partner in respect of a magnetite project in New Zealand. Our work includes reviewing and amending the HoA and preparing the Chinese translation of the HoA.
- Advising a Henan-based mining company with its acquisition of iron ore mining interests in Australia, including drafting the Joint Venture and Farm-in Agreement, Royalty Agreement and Split Commodity Agreement, FIRB approval, and ongoing issues in relation to the JV management.
- Advising a major Chinese building materials group on various offtake arrangement and other related matters.
- Advising a Chinese steelmaking SoE in relation to its Offtake Agreement with an Australian resources company, including agreement review and legal advice on redefining the pricing mechanism of its existing Offtake Agreement.
- Acting for a Chinese construction SoE in relation to its unincorporated joint venture arrangements with a major EPCM contractor for a magnetite project in WA.
- Advising the Australian subsidiary of a major Chinese nuclear group in relation to its rights issue and the relevant FIRB approval.
- Acting for a Chinese SoE in respect to its investment in an iron sands project in Fiji.
- Advising a Singapore-based company in relation to a joint venture for a gold project in Western Australia, including drafting a joint venture agreement and preparing FIRB application.
- Conducting legal due diligence on two Australian subsidiaries of a China-based mining SoE for a potential listing of the ultimate holding company of the subsidiaries.
- Reviewing a farm-out and joint venture agreement for a China-based private mining company.
- Acting for a China-based private mining company in relation to its proposed acquisition of shares in an Australian company. Our work included legal due diligence, preparing terms of the binding offer and advising on FIRB application.
- Acting for a China-based private mining company in relation to its AU\$130 million investment in a joint venture with an ASX-listed mineral sands developer. Our work included legal due diligence, preparing and negotiating transaction documents, advising on and preparing FIRB application and establishing two local companies.
- Representing the wholly-owned Australian subsidiary of a Chinese company in court proceedings in relation to disputes over iron ore tenements.

### **Finance and Banking**

- Advising a state-owned Chinese bank on numerous financings, including its AU\$150 million loan to a private Chinese company in relation to its gold assets in WA.
- Acting for a Chinese bank in respect to the due diligence and financing of the acquisition of the five-star Pullman Sydney Airport Hotel by Chinese conglomerate, Nanshan Group, worth approximately AU\$80 million.
- Advising a major Chinese bank on its various finance transactions with Chinese investors, such as its AU\$35 million loan to a Chinese company in relation to a mining project in WA.
- Advising a Chinese bank in respect to project funding of a natural resource project in WA.

- Advising the Sydney and Brisbane branches of a major Chinese bank on its numerous financing matters with Chinese companies investing in Australia, such as reviewing agreements and providing advice on proposed transaction structures and the bank's legal risks under various financing documents.
- Acting for a major Chinese building materials group in respect to its investment in an iron ore project in the Northern Territory.
- Assisting a WA-based Chinese private wealth management company with its application for the Australian Financial Services License.
- Advising the Australian subsidiary of a Chinese mining SoE in relation to its intercompany loan, including advising on the feasibility of the loan, reviewing loan agreements and preparing English-Chinese bilingual company guarantee.

### **Construction and Infrastructure**

- Advising the Australian subsidiary of a Chinese SoE in relation to its proposed acquisition of an Australian engineering and construction company in Victoria. Our work includes advising on transaction structure, undertaking legal due diligence, assisting with application for FIRB approval, reviewing and commenting on the Share Sale Term Sheet and reviewing the final offer.
- Advising the Australian subsidiary of a major state-owned Chinese construction group in relation to its investment in a high-profile project to create education and innovation districts in Australia.
- Acting for a state-owned Chinese mining construction company in relation to its unincorporated joint venture arrangements with a major EPCM contractor for a magnetite project in WA.
- Advising a major state-owned Chinese construction group on its proposed transaction in relation to financing and construction of an iron ore project.
- Acting for Beijing Lansky Lighting Engineering Co. Ltd. in relation to its EPC contract, including contract review, negotiation with the counterparty, and building license advice and application.

### **Agribusiness**

- Assisting the Australian subsidiary of one of China's largest modern agricultural groups in respect to its grain sale contracts, its settlement with local farmers and its cooperation agreement with a local agricultural company.
- Assisting the Australian subsidiary of one of China's largest modern agricultural groups to prepare its farm lease precedent.
- Conducting legal due diligence on the financial position of an Australian agricultural company for the Australian subsidiary of a China-based agriculture group to assist with an investment decision.
- Acting for a Dalian-based SoE in its acquisition of farms in WA, including advice on risks associated with different transaction structures, preparing transaction documents and assisting with FIRB applications.
- Acting for Beijing Ximeng Real Estate Co. Ltd. in relation to its acquisition of a winery in Australia, including research on the winery and legal advice on the transaction structure.

### **Dispute Resolution**

- Acting for a Chinese SoE in relation to an arbitration in Singapore in respect of a dispute under a supply contract, with total claim and counterclaim amounts of more than AU\$250 million. The arbitration proceedings lasted more than three years and the arbitral tribunal made awards favourable to our client. We also assisted the client with the execution of the tribunal's awards.
- Successfully acting for a Chinese SoE in proceedings in the Supreme Court of Western Australia in relation to a dispute under a trust agreement.

- Acting for the Australian subsidiary of a Beijing-based investment company in the proceedings commenced by it against a local company in the Federal Court of Australia.
- Advising a major Chinese SoE in agribusiness in relation to the settlement of a dispute with local farms and a dispute with a local agricultural company.
- Acting for a Chinese mining investor in relation to its payment dispute with a WA-based company.

#### **Labor and Employment**

- Providing advice on standard business sponsorship for a Chinese SoE and obtaining 457 visa for its senior finance executive.
- Assisting a Chinese SoE to prepare the employment agreement with its senior executive.
- Advising a major Chinese mining SoE in relation to a consultancy agreement with an engineering and mining expert.
- Advising the Australian subsidiary of a Beijing-based investment company in relation to its proposed redundancy of a few employees.
- Advising the Australian subsidiary of one of China's largest modern groups in relation to employment issues, including standard business sponsorship for 457 working visas and the Federal Circuit Court wage claim brought by a former employee. With our advice and assistance, the claim was settled with a Deed of Settlement and Release executed by the parties.
- Advising an Australian leading manufacturer and supplier of home furnishing products in relation to the general employment strategy for its proposed restructure and redundancy.

#### **Other Industries**

- Reviewing a service agreement for the Australian subsidiary of a China-based logistics group.
- Providing strategic advice to a Dalian-based company in relation to its proposed investment project in Australia.
- Conducting legal due diligence on multiple Australian companies for the potential listing of their ultimate holding company, a leading healthcare product company based in China.
- Providing legal and strategic advice to a significant creditor in relation to the voluntary administration of an Australian company.

## **Credentials**

### **Education**

- Murdoch University, J.D., 2016
- Dalian Maritime University, LL.M., 2005
- Dalian Maritime University, LL.B., 2002

### **Admissions**

- Western Australia, 2016
- People's Republic of China, 2006

## **Expertise**

### **Services**

- Corporate

## Industries

- Energy & Natural Resources
- Infrastructure

## About our firm

One of the world's strongest integrated law firms, providing insight at the point where law, business and government meet. We deliver commercially focused business solutions by combining our legal, lobbying and political capabilities and invaluable connections on the ground to a diverse mix of clients, from long-established leading corporations to emerging businesses, startup visionaries and sovereign nations. More than 1,500 lawyers in over 40 offices across four continents provide unrivaled access to expertise.