

Will Cai

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Hong Kong
Palo AltoCapital Markets
Mergers and Acquisitions
Private Equity
Technology Transactions
Life Sciences
Asia
India
Spacotech and Satellite

Will Cai is co-chair of Cooley's China Corporate practice. He represents issuers and global investment banks in US and Hong Kong capital market transactions. He also advises private equity funds and multinationals in their investments in Asia region, as well as Asia companies in their cross-border M&A activities.

Will has worked on over 70 successful IPOs in the US and Hong Kong capital markets in the last decade, with a focus on technology and new economy companies. In addition, Will has represented a significant number of leading new economy companies in their M&A transactions, including a number of landmark deals. The deals he has worked on over the years have garnered a number of rankings and accolades including "M&A Deal of the Year - Premium" by *Asian Legal Business China Law Awards 2024*, "Equity Securities Deal of the Year 2022" by *China Law & Practice Awards*, "Best IPO of 2017" by *FinanceAsia Magazine*, "Equity Deal of the Year for 2017" by the *IFLR Asia Awards*, the largest technology IPO in Hong Kong in 2017, "Deal of the Year 2015, 2016 and 2023" by *China Business Law Journal*, and "Deal of the Year 2015" by *Asian-MENA Counsel magazine*.

From 1997 to 2003, Will worked for the Supreme People's Court of China, where he acquired extensive experience and knowledge of the Chinese judiciary.

Will received his JD from Stanford Law School and LLB from China University of Political Science and Law. Will is a native Mandarin speaker and is fluent in English. He is admitted to practice in California and Hong Kong.

Representative Matters:

US Capital Markets

- **Gracell Biotechnologies** in its US\$150 million private placement
- **Bitdeer Technologies Group** in its US\$1.18 billion merger with Blue Safari (SPAC) and deSPAC listing on Nasdaq
- **Summit Healthcare Acquisition Corporation** in its US\$849 million merger with **YS Biopharma** and the deSPAC listing of YS Biopharma on Nasdaq
- Underwriters in the initial public offering of American depositary shares of **LianBio**, a biotechnology company focused on bringing paradigm-shifting medicines to patients, and listing on Nasdaq
- **Freshworks**, an Indian SaaS startup and unicorn, in its initial public offering of American depositary shares and listing on Nasdaq. This is the first India-born software products startup to list on the US stock exchanges.

- Underwriters in the initial public offering of American depositary shares of **Smart Share Global (Energy Monster)**, a leading Chinese charging station provider, and listing on Nasdaq
- **Coupang**, one of Asia's largest ecommerce platforms, in its initial public offering of Class A common stock and listing on the NYSE
- Financial advisors in Grab's proposed \$39.6 billion merger with Altimeter Capital's SPAC. Grab is Southeast Asia's most valuable startup and leading superapp provider and this transaction marks the largest SPAC merger in history and the biggest US equity offering to date by a Southeast Asia-based company.
- Gracell Biotechnologies, a global clinical-stage biopharmaceutical company dedicated to discovering and developing breakthrough cell therapies, in its initial public offering of American depositary shares and listing on Nasdaq
- Underwriters in the initial public offering of American depositary shares of **Inhibrx, Inc.**, a clinical-stage biotechnology company focused on developing a pipeline of novel biologic therapeutic candidate, and listing on Nasdaq
- 21Vianet, the largest carrier-neutral and cloud-neutral data center service provider, in its follow-on offering of American depositary shares
- Legend Biotech, a leading global clinical-stage biopharmaceutical company engaged in the discovery and development of novel cell therapies for oncology and other indications and a subsidiary of GenScript Biotech Corporation (HK.1548) in its initial public offering of American depositary shares and listing on Nasdaq
- **Futu Holdings**, a leading online brokerage firm in its initial public offering of American depositary shares and listing on Nasdaq
- **EHang**, a world's leading autonomous aerial vehicle technology platform company, in its initial public offering of American depositary shares and listing on Nasdaq
- **Fangdd Network Technology**, a leading online real estate platform, in its initial public offering of American depositary shares and listing on Nasdaq
- Underwriters in the initial public offering of American depositary shares of **Avidity Biosciences Inc.**, a biotech company pioneering a new class of precision medicines, and listing on Nasdaq
- Underwriters in the initial public offering of American depositary shares of **Applied Molecular Transport Inc.**, a clinical-stage biopharmaceutical company targeting autoimmune, inflammatory and other diseases, and listing on Nasdaq
- Underwriters in the initial public offering of American depositary shares of **Phathom Pharmaceuticals, Inc.**, a late clinical-stage biopharmaceutical company focused on developing and commercializing novel treatments for gastrointestinal diseases, and listing on Nasdaq
- Underwriters in the IPO of **IGM Biosciences, Inc.**, a biotechnology company pioneering the development of engineered IgM antibodies for the treatment of cancer patients, on Nasdaq
- **360 Finance**, a leading digital consumer finance platform in China in its initial public offering of American depositary shares and listing on Nasdaq
- Morgan Stanley, Goldman Sachs, J.P. Morgan, Deutsche Bank Securities and BofA Merrill Lynch as joint bookrunners in **Tencent Music Entertainment's** initial public offering of American depositary shares and listing on the NYSE
- **NIO**, China's leading developer of high performance electric vehicles, in its initial public offering of American depositary shares and listing on the NYSE
- **Uxin**, a leading used car e-commerce platform in China, in its initial public offering of American depositary shares and listing on Nasdaq

- **iQIYI**, an innovative market-leading online entertainment service in China, in its initial public offering of American depositary shares and listing on Nasdaq
- **Huami**, a biometric and activity data-driven company with a significant focus in smart wearable technology, in its initial public offering of American depositary shares and listing on the NYSE
- **LexinFintech**, a leading online consumer finance platform for educated young adults in China, in its initial public offering of American depositary shares and listing on Nasdaq
- **Jianpu Technology**, a leading independent open platform for discovery and recommendation of financial products in China, in its initial public offering of American depositary shares and listing on the NYSE, and a concurrent placement
- **China Online Education**, a leading online education platform in China, in its initial public offering of American depositary shares and listing on the NYSE
- **Weibo**, an operator of an online microblogging service in China, in its initial public offering of American depositary shares and listing on Nasdaq and in the concurrent private placement to Alibaba Group by Weibo and its parent company SINA Corporation
- **Zhaopin**, a provider of online recruitment services, in its initial public offering of American depositary shares and listing on the NYSE
- **Cheetah Mobile**, a leading global mission critical mobile applications developer, in its initial public offering of American depositary shares and listing on the NYSE
- **Yirendai**, an online loan lending platform, in its initial public offering of American depositary shares and listing on the NYSE
- **Jupai**, a provider of wealth management services, in its initial public offering of American depositary shares and listing on the NYSE
- **Tuniu**, a leading online leisure travel company in China, in its initial public offering of American depositary shares and listing on the Nasdaq
- **Tarena International**, a provider of professional educational services in China, in its initial public offering of American depositary shares and listing on the Nasdaq
- **Vipshop**, China's leading online discount retailer for brands, in its initial public offering of American depositary shares and listing on the NYSE
- **Autohome**, a leading car sales website in China, in its initial public offering of American depositary shares and listing on the NYSE
- **Renren**, a leading real name social network in China, in its initial public offering of American depositary shares and listing on the NYSE
- **21Vianet**, the largest carrier neutral data center service provider, in its initial public offering of American depositary shares and listing on the Nasdaq
- Morgan Stanley, Deutsche Bank and Macquarie Capital in **Phoenix New Media's** initial public offering of American depositary shares and listing on the NYSE
- **Country Style Cooking Restaurant Chain**, a leading restaurant chain operator based in China in its initial public offering of American depositary shares and listing on the NYSE
- **TAL Education**, the largest K-12 after-school tutoring service provider in China in its initial public offering of American depositary shares and listing on the NYSE
- **ChinaCache International**, the leading CDN service provider in China, in its initial public offering of American depositary shares and listing on the Nasdaq
- **Daqo New Energy**, a leading polysilicon manufacturer based in China, in its initial public offering of American depositary shares and listing on the NYSE

- J.P. Morgan and Citigroup as the joint bookrunners in **7 Days Group's** initial public offering of American depositary shares and listing on the NYSE
- Citigroup and Merrill Lynch as the joint bookrunners in **China Distance Education's** initial public offering of American depositary shares and listing on the NYSE

Hong Kong Capital Markets

- **Haitong International** in the HK\$493 million IPO and listing of **Quna Group**, a leading provider of technology-driven, outdoor marketing service solutions, on the Hong Kong Stock Exchange
- **YH Entertainment, the largest artist management company in China**, in its HK\$490 million IPO and listing on the Hong Kong Stock Exchange
- Joint sponsors and underwriters **CICC, Citigroup** and **Merrill Lynch (Asia Pacific)** in the HK\$198 million IPO and listing of **Fenbi**, a leading online education company, on the Hong Kong Stock Exchange
- Joint sponsors and underwriters **Citi** and **Huatai International** in the HK\$210 million IPO and listing of **Cryofocus Medtech**, a leading medical device company, on the Hong Kong Stock Exchange
- **STAR CM**, a variety program intellectual property creator and operator, in its HK\$390 million IPO and listing on the Hong Kong Stock Exchange
- **TI Cloud**, a cloud-native customer contact solution provider, in its HK\$559.4 million IPO and listing on the Hong Kong Stock Exchange
- **GOGOX**, an online intracity logistics platform, in its HK\$670.8 million IPO and listing on the Hong Kong Stock Exchange
- **CICC, Citigroup** and **China Renaissance** as joint sponsors in the HK\$2.2 billion IPO and listing of H shares of **Huitongda Network Co., Ltd.**, a leading e-commerce company backed by Alibaba, on the Hong Kong Stock Exchange
- **Keymed Biosciences**, a China-based biotechnology company focused on in-house discovery and development of innovative biological therapies in the autoimmune and oncology therapeutic areas, in its US\$400 million IPO and listing on the Hong Kong Stock Exchange
- **Koolearn Technology** in its initial public offering and listing on the Hong Kong Stock Exchange
- **China Renaissance** in its initial public offering and listing on the Hong Kong Stock Exchange
- **Xiaomi** in its initial public offering on the Hong Kong Stock Exchange
- **Yixin** in its spin-off from Bitauto via an initial public offering of shares on the Hong Kong Stock Exchange
- **China Literature** in its initial public offering and listing on the Hong Kong Stock Exchange. This deal was named Best IPO for 2017 by *FinanceAsia* magazine and Equity Deal of the Year for 2017 at the *IFLR Asia Awards 2018*
- **ZhongAn Online P&C Insurance** in its initial public offering of H shares on the Hong Kong Stock Exchange. The listing is the world's first "insuretech" public offering and the largest technology IPO in Hong Kong in 2017
- **Meitu** in its initial public offering and listing on the Hong Kong Stock Exchange
- **China YuHua Education** in its initial public offering on the Hong Kong Stock Exchange
- BNP Paribas Securities (Asia), BOCI Asia, Citigroup Global Markets Asia, CLSA and CMB International Capital as joint global coordinators and joint bookrunners in the initial public offering and listing on the Hong Kong Stock Exchange of **Wisdom Education International Limited**
- **Guangdong Kanghua Healthcare** in its initial public offering and listing of H shares on the Hong Kong

Stock Exchange

- Deutsche Bank as sole sponsor on the initial public offering on the Hong Kong Stock Exchange of **Modern Dental Group**, a producer of dental prosthesis and associated products
- Morgan Stanley as sponsor on the listing of **China Hengshi Foundation Company**, a leading global supplier of fiberglass fabrics, on the Hong Kong Stock Exchange
- China Merchants Securities (HK) as sponsor in the initial public offering of **Sinco Pharmaceuticals (China)** on the Hong Kong Stock Exchange
- **3SBio**, a biopharmaceutical company in China, in its initial public offering of shares on the Hong Kong Stock Exchange
- Morgan Stanley Asia, Credit Suisse, CICC and China Renaissance as joint bookrunners in the initial public offering and listing on the Hong Kong Stock Exchange of **CAR**, China's largest car rental company
- **Ourgame International**, an online card games and board games developer and operator, in its initial public offering and listing on the Hong Kong Stock Exchange
- **Cogobuy Group**, an e-commerce platform for IC and other electronic components in China, in its initial public offering and listing on the Hong Kong Stock Exchange
- Citi, CICC and HSBC as underwriters in the initial public offering and listing of H shares on the Hong Kong Stock Exchange of **Qinhuangdao Port**
- **China Maple Leaf Education Systems**, the largest international school operator in China, in its initial public offering and listing on the Hong Kong Stock Exchange

M&A and Private Equity

- **Gracell Biotechnologies** in its acquisition by AstraZeneca for a transaction value of up to \$1.2 billion
- **PSI Group**, a long-established global logistics service provider specialized in cross-border air freight services, in its definitive agreement to merge with AIB Acquisition Corporation (SPAC)
- **TOYO Co., Ltd.**, a Vietnam solar solution company, in its business combination with **Blue World Acquisition Corporation (SPAC)** and listing on the Nasdaq
- **Daojia Limited** in its US\$410 million series A and series B preferred share financings
- **Genki Forest** in several of its overseas acquisitions
- **Flash Group** on its Series E financing and Convertible financing
- **SCI Ecommerce** in its Series A and Series B preferred share financings
- **SEED Therapeutics** in its Series A preferred share financing
- **Visionario** in its investment in Latin America
- **Meituan** in its US\$500 million investment in Li Auto
- **21Vianet** in its \$200 million convertible bond financing and \$150 million in preferred shares
- **58.com** in its strategic investment in Uxin
- **Beijing ByteDance Telecommunications** in its acquisition of Musical.ly; and its acquisition of News Republic from Cheetah Mobile
- **Didi Taxi** in its strategic merger with Kuaidi Taxi
- **Didi Chuxing** in its acquisition of UberChina from Uber Technologies. This transaction was named one of China Business Law Journal's 2016 Deals of the Year.
- **Dianping** in its strategic transaction with Meituan and the combined company Internet Plus' subsequent

financing

- **58.com** in its strategic transaction with Ganji.com and issuance and sale of ordinary shares to Tencent
- **Renren**, the owner of Kaixin Auto Group, in Kaixin's US\$454 million combination with CM Seven Star Acquisition Corporation
- **WeWork** in its investment by SoftBank Group and SoftBank Vision Fund
- **Shanghai Sanyu Education** in its US\$200 million acquisition by Hony Capital
- **JD.com** in the spin-off of its 68.6 percent stake in its finance business, JD Finance
- **Baidu** in the merger of its subsidiary Xiaodu Life Technology with Rajax Merger Sub, a wholly owned subsidiary of Rajax Holding, which operates the food delivery business under the ele.me brand in China
- **58.com** in the merger of its freight business, 58 Suyun (China) with GoGoVan
- **China Music** in the acquisition of a controlling stake by Tencent
- **Bitauto** in a strategic investment by JD.com and Tencent Holdings. This transaction was named one of China Business Law Journal's Deals of the Year and one of Asian-MENA Counsel magazine's Deals of the Year for 2015.
- **Meilishuo** in its acquisition by Mogujie
- **SINA** in connection with the sale of Weibo's shares to Alibaba Group
- **UCWeb**, a leading mobile Internet company in China, and its founders and management in a series of transactions that resulted in Alibaba Group acquiring 100 percent equity interest in UCWeb
- **58.com**, an online classified advertisement website, in the acquisition of a 20 percent stake by Tencent, an investment holding company with subsidiaries in the Internet and telecommunications industries
- **Tuniu**, a leading online leisure travel company in China, in an investment from a group of investors
- **ChinaCache International**, a provider of internet content and application delivery services, in an investment by certain institutional investors
- **Youku**, the largest online video company in China, in its merger, via a stock swap, with Tudou
- **UCWeb**, a leading provider of mobile Internet software technology and services, in its acquisition of an 80 percent equity interest in Teiron Network Technology
- **Warburg Pincus Asia** in its investment in China Auto Rental
- **China Auto Rental** in its acquisition of Hertz China and issuance and sale of shares to Hertz Global
- **Chengwei Capital** in several private equity investments and acquisitions
- **Ctrip.com** in several strategic investments and acquisitions
- **Baidu** in its strategic investment in Anjuke
- **21Vianet** in its acquisition of Fastweb, Aipu Group, Dermot Holdings and several other strategic investments and acquisitions; in an equity investment from Temasek, a Singapore-based investment company.

Education

Stanford Law School

JD, 2006

China University of Political Science and Law

LLB, 1997

Admissions & Credentials

California

Solicitor of Hong Kong