



PRACTICES

Corporate
Securities and Capital Markets
Funds and Investment Management
International Services

EDUCATION

Peking University, LL.M., 2009

Brigham Young University, J. Reuben
Clark Law School, J.D., 2007

Brigham Young University, B.A., 2005

BAR ADMISSIONS

Utah

Dane Johansen

Partner

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Dane counsels companies from startups to global enterprises on complex securities offerings, fund formation, and innovative financing solutions.

Dane brings sophisticated capital markets and securities expertise developed through nearly two decades of global financial market experience, including IPOs, debt and convertible note offerings, with listings on Nasdaq and the major exchanges in Hong Kong, Singapore, Europe, Malaysia and the Philippines.

During his decade in Hong Kong, Dane advised major global investment banks and institutional clients on multi-billion-dollar transactions across Asia-Pacific markets, including work on IPOs exceeding \$3 billion and debt offerings ranging from \$100 million to \$500 million. He guides emerging companies through their path to becoming public companies, including IPO preparation and listing, and counsels boards and general counsels on SEC reporting obligations. He also advises investment banks and other financial institutions on public offerings. Additionally, he serves as an expert witness on securities law matters.

Dane advises fund managers, investors, and sponsors, from strategic discussions on fund structuring through the ongoing operation and regulation of private funds. Dane previously seconded with the asset management division of a major U.S. investment bank (JP Morgan) focused on fund formation and investment matters for infrastructure and real estate funds with investments across the Asia-Pacific region.

Dane structures complex debt financing arrangements that are integral to M&A and other strategic transactions. He negotiates sophisticated credit facilities and handles corporate restructuring matters, providing clients with innovative financing solutions that support their broader business objectives. His experience includes multi-layered debt structures, cross-border financing arrangements, and complex recapitalizations.

Dane is fluent in Mandarin Chinese.

Before joining Holland & Hart, Dane was a shareholder at Parr Brown Gee & Loveless. In Hong Kong, he practiced at Paul Hastings, Allen & Overy and Dorsey & Whitney.

EXPERIENCE

Securities and Capital Markets

SEC compliance and reporting guidance for public companies
Board and general counsel advisory on disclosure obligations
Initial public offerings and Nasdaq listings
Private placements and PIPE transactions
Debt offerings and convertible securities
Cross-border securities transactions
Expert witness services on securities law matters
Public company governance and disclosure
Follow-on offerings and shelf registrations
International bond offerings and note issuances

Fund Formation and Investment Management

Private equity and hedge fund formation
Venture capital fund establishment
Investment adviser registration and compliance
Fund governance and operational matters
Regulatory compliance for investment managers
Infrastructure and real estate funds
Investment Company Act and Investment Advisers Act compliance
Fund documentation and side letter negotiations
Institutional investor representation

Corporate Finance and Transactions

Complex financing structures for M&A transactions
Complex debt financing arrangements
Credit facility negotiations and structuring
Innovative debt and equity financing solutions
Cross-border transaction support
International regulatory matters
Corporate restructuring and reorganization

CLIENT RESULTS

Advised Merit Medical Systems, Inc. in connection with its Rule 144A offering of an aggregate principal amount of \$747.5 million of its 3.00% convertible notes due 2029, as well as associated capped call transactions.

Advised BranchOut Food Inc. on its US\$7.1 million Nasdaq initial public offering.

Advised Expion360 Inc. on its US\$17 million NASDAQ initial public offering.

Advised Morgan Stanley, BNP Paribas, CICC, Standard Chartered, HSBC and CCBI with respect to the US\$400 million initial public offering and the listing on the Hong Kong Stock Exchange of the shares of Chinalco Mining Corporation. Chinalco Mining is a subsidiary of the Aluminum Corporation of China, one of the largest aluminum producers in the world, and is focused on developing and operating a pre-production copper project

(Toromocho) in Peru.

Advised WH Group with respect to its approximately US\$3.0 billion initial public offering and the listing of its shares on the Hong Kong Stock Exchange. WH Group is the world's largest pork company and the parent of Smithfield Foods.

Advised HSBC, JP Morgan and Morgan Stanley with respect to the Development Bank of Mongolia's offering of US\$500 million 7.25% senior notes due 2023.

Advised China Galaxy International, Nomura, CCB International, DBS, BOCOM International and ABCI as the placing agents in the reverse takeover by Green View Holding Company of Hong Kong Stock Exchange-listed Lvgem (China) Real Estate.

Advised Goldman Sachs, JP Morgan, Morgan Stanley and UBS with respect to Country Garden's offerings of US\$425 million 7.125% senior notes due 2023 and US\$500 million 9.00% senior notes due 2025 as well as various other publicly and privately placed senior note issuances. Country Garden is one of the largest private property developers in China.

Advised JP Morgan Asian Infrastructure & Related Resources Opportunity Fund on the US\$109 million sale of Goldtrust Water Holdings Limited, a Shenzhen-based water supply and wastewater treatment firm, to the Hong Kong-listed China Water Affairs Group Limited.

Advised Deutsche Bank and Standard Chartered Bank with respect to the offering by Global Cloud Xchange of US\$350 million 7.0% senior notes due 2019. Global Cloud Xchange operates the world's largest private undersea cable network and is a subsidiary of Reliance Communications.

Advised Sino-Ocean Land Holdings Limited in relation to its guarantees and the issuances by its subsidiary of US\$500 million 4.625% guaranteed notes due 2019 and US\$700 million 6.0% guaranteed notes due 2024. Sino-Ocean Land is one of the largest property developers in China and a subsidiary of the state-owned Sino-Ocean Group.

Advised China Vanke in converting its B-shares, with a total market value of approximately US\$2.1 billion, into H-shares and listing the H-shares on the Hong Kong Stock Exchange. China Vanke is one of the largest private property developers in China.

Advised Yadea Group Holdings Ltd. on its US\$166 million initial public offering and the listing of its shares on the Main Board of the Hong Kong Stock Exchange. The Yadea Group is one of the largest manufacturers of electronic two-wheeled vehicles in the world.

Advised UBS, Merrill Lynch, DBS, ICBC and Macquarie with respect to the international offering of US\$400 million 5.125% notes due 2019 by China Overseas Grand Oceans Finance II guaranteed by China Overseas Grand Oceans Group Ltd. China Overseas Oceans Group is one of the largest state-owned property developers in China.

Advised J.P. Morgan, Credit Suisse, UBS, BNP Paribas and China Merchants Securities in relation to the international offering of US\$350 million 10.25% senior notes due 2019 by Future Land Holdings Limited. Future Land is one of the largest property developers in the Yangtze River Delta.

Advised Citigroup, UBS and CIMB with respect to the US\$214 million initial public offering and the listing on the Hong Kong Stock Exchange of the shares of Fu Shou Yuan International Group Limited. Fu Shou Yuan provides funeral and burial services in China.

Advised Mingfa Group with respect to its international offering of US\$100 million 13.25% senior notes due 2018. The Mingfa Group focuses on commercial and residential property development and hotel operations in southern China.

Advised Future Land Holdings with respect to its international offering of US\$200 million 10.25% notes due 2018.

Advised China SCE Properties with respect to its international offering of US\$350 million 11.5% senior notes due 2017 and its five-year RMB982 million RMB-denominated, U.S. dollar settled, bonds (ranked the deal of the year by Finance Asia). China SCE is a large property developer focused on the Western Taiwanese Strait region of China.

Advised Yuzhou Properties Company Limited with respect to its international offering of US\$250 million 11.75% senior notes due 2017. Yuzhou develops and operates properties in the Yangtze River Delta, Bohai Rim, West Strait Economic Zone, Central China and other regions, including in China's southwest.

Advised Goldman Sachs, JP Morgan and UBS with respect to the US\$326 million top-up placement of shares in Ayala Land, Inc. Ayala is a leading Philippines real estate developer.

Advised CIMB Investment Bank, Maybank Investment Bank, Hong Leong Investment Bank and UOB Kay Hian Securities on the US\$580 million initial public offering and listing on the Main Market of Bursa Malaysia. Eco World develops real estate properties in the United Kingdom and Australia.

Advised Goldman Sachs and Deutsche Bank with respect to the US\$336 million initial public offering and listing on the Hong Kong Stock Exchange of the shares of Sunac China Holdings, Ltd.

Advised Rongsheng Heavy Industries Group Holdings Limited in relation to its US\$1.8 billion initial public offering and the listing of its shares on the Hong Kong Stock Exchange. Rongsheng is a leading heavy industries company with a focus on shipbuilding and offshore engineering.

Advised HSBC, Macquarie, and Nomura with respect to the US\$200 million initial public offering by, and the listing on the Hong Kong Stock Exchange of the shares of, Top Spring International Holdings Limited. Topspring is a large property developer focused on the Shenzhen and

southern China markets.

Advised Credit Suisse and RBS with respect to China Power International Development's RMB982 million international offering of RMB-denominated, U.S. dollar-settled, convertible bonds. China Power is one of the five largest state-owned electricity producers in China.

Advised Morgan Stanley as placing agent in the US\$214 million sell down of shares in Zhongsheng Group Holdings Ltd. The Zhongsheng Group is one of the leading national automobile dealership groups in China.

Advised Far East Horizon Ltd. on its US\$371 million international share placement. Far East Horizon is a leading PRC financial services company and a subsidiary of the Sinochem Group.

Advised CynergisTek with respect to negotiation of its US\$17 million credit facility with BMO Harris Bank. CynergisTek is listed on the New York Stock Exchange and is focused on healthcare cybersecurity, privacy, and compliance.

Advised Rimports, Inc. with respect to its US\$170 million acquisition by Sterno Products. Rimports is based in Provo, Utah and manufactures and distributes wickless candle products.