



Greater China Practice

*Pillsbury helps connect China's leading companies to the world ...
and the world's leading companies to China.*

pillsbury



Cross-Border Opportunities.

A HISTORY OF SUCCESS.

When it comes to selecting legal counsel for China-related matters, there is no need to reinvent the wheel. Whether you are a Western executive doing business in China, or a Chinese executive seeking to expand or raise capital overseas, you will benefit from selecting lawyers with proven track records and established credentials.

As a global law firm with nearly 150 years of history, a presence in the world's major economic centers, practice areas that cover the full spectrum of international transactions and a leading Greater China Practice, we are your law firm of choice.

We bring a deep understanding of the Chinese business and political landscapes that affect foreign businesses in China as well as the global business and legal environments that may impact Chinese companies when they expand into other parts of the world. Pillsbury's Greater China Practice is recognized as one of the region's leading legal teams. Many of our lawyers are former senior regulators, bankers and executives from the U.S., mainland China, Hong Kong, Japan and the UK with firsthand knowledge of how best to resolve international legal challenges—from financing and structuring cross-border transactions, to tax and foreign exchange requirements, to regulatory approvals and compliance.

AWARDS & RANKINGS

2011 *Chambers Asia Pacific* recognized Pillsbury as **one of the leading international Venture Capital Practices**.

2010–2011 *Legal 500 Asia* recognized Pillsbury's China Practice for **Corporate/M&A**.

In *Corporate Counsel's* 2011 annual survey of in-house counsel of the Fortune 500, we were designated as a **"go-to" firm in securities**.

Pillsbury is a **market leader in China-related APO and PIPE transactions**, and it represents more than 30 China companies publicly traded in the U.S.

2010 *Dealflow Media* ranked Pillsbury **fourth in the issuer counsel category for PIPE transactions**.

2010 *Top Capital* recognized Pillsbury's Private Equity & Venture Capital team in Shanghai as **"Best Investor Counsel of the Year."**

2010 and 2011 *IFLR 1000* recognized Pillsbury's China Practice for **Clean-Tech and Private Equity Work**.

Top Capital, the leading private equity journal in China, selected Pillsbury as the **"2009 Best Corporate Counsel of the Year"** for Chinese companies.

China Practice Capabilities

Foreign Direct Investment and Joint Ventures

Pillsbury's Greater China Practice acts as a bridge over the cultural gap to help clients set accurate expectations and avoid risks. We help our non-Chinese clients understand the regulatory and operational differences present in China, from the significance of a company shop to the need to register with the State Administration for Foreign Exchange all equity incentive plans in which Chinese employees participate. We have deep experience in counseling multinational corporations on their China strategies in view of China's industry policy. Our team consults with local and central regulators and assists clients in obtaining the necessary licenses and permits. After a client has established a presence in China, we assist with continuing corporate and regulatory compliance, including compliance with foreign exchange control, FCPA and Chinese anti-bribery laws, employment law, commercial contracts, intellectual property and other matters related to doing business in China. We are also well versed in helping clients design FCPA and anti-bribery training and assisting in internal investigations.

Capital Markets and Corporate Finance

Pillsbury is one of the leading law firms in the U.S. and international securities markets, participating in numerous public offerings and private placements each year. Our clients include all categories of market participants: issuers, underwriters, broker-dealers, investment advisors and investors. In recent years, our China Capital Markets practitioners have represented more than 30 China-based companies that have gone public in the U.S., and successfully moved more than 19 of them to national exchanges, including NASDAQ, NYSE and NYSE/Amex, and have participated in financings and other transactions for these clients valued at more than \$1.4 billion.

Venture Capital and Private Equity

Emerging companies, venture capital, leveraged buyout, hedge funds, and private equity general partners and limited partners benefit from our well-recognized practices and extensive network in these areas. We understand emerging growth companies and their investors' needs and constraints from working with numerous companies throughout their life cycle—from start-up to exit. Beyond legal services, one of our most important jobs is to connect the investors we know with the companies we represent. Our relationships with leading venture funds are a key part of our integrated service for emerging growth companies and their investors.

Cross-Border Mergers and Acquisitions

Our lawyers understand that different regulatory and business environments bring a variety of challenges. From sorting out compliance with pre-merger notification filings requirements under Chinese, U.S. and European law and compliance with U.S. and Chinese national security laws to tax and ERISA implications that may affect the structure of a deal, Pillsbury's lawyers provide detailed analysis and careful planning every step of the way to help clients achieve their long-term business objectives. Complementing our transactional services, we advise on establishing and maintaining corporate compliance programs, as well as internal control procedures and policies, including anti-corruption due diligence for cross-border transactions.

Chinese Going-Global Strategies

With \$1.5 trillion in foreign currency reserves, China's financial institutions and investment bodies are among the world's most active investors in areas as diverse as energy, real estate, infrastructure, transportation, consumer products and technology. Chinese investors enter global markets through an equally diverse range of transaction structures, including greenfielding, acquisitions, joint ventures, investment funds, and equity and debt financing.

A fully integrated global legal platform and a Greater China Practice that is an integral part of the firm make Pillsbury a leading law firm for advising on investments inbound into China and outbound from China. We represent major Chinese companies and financial institutions in their most complex and large-scale global projects in the U.S. and other parts of the world, providing value to our clients through our multijurisdictional advice to clients and highly commended value-added client services.

Banking and Finance

Pillsbury's finance lawyers represent corporations, banks, insurance companies, investment funds and other financial institutions in a wide variety of transactions, including commercial lending, derivatives, equipment finance, leveraged finance, project finance, trade finance, structured finance, debt restructuring, tax-exempt financing, and distressed investing and debt trading. We also offer a broad spectrum of corporate trust and agency services from initial issuance to defaulted obligations. Our clients rely on Pillsbury for experience with a multitude of deal structures in the major- and middle-market sectors, and our attorneys work with firm offices in Abu Dhabi, London, Tokyo and Shanghai, as well as with a worldwide network of local attorneys, to advise clients on cross-border credit facilities.

REPRESENTATIVE MATTERS

Represented one of the largest integrated construction/real estate companies from China in a \$1.5 billion infrastructure and real estate project in the United States.

Represented a large Chinese financial institution on complex matters in the United States.

Represented a Chinese water company in its \$625 million merger into an NYSE-listed special-purpose acquisition company.

Represented a major Chinese investor in commercial, retail and hospitality assets in the United States.

Represented a Chinese public security & systems company in its \$425 million going-private transaction.

Acted as 144A counsel to a China-based dairy company in its \$200 million IPO and listing on HKEx.

Represented a French arranger/lender in a \$300 million C-FSC leveraged lease financing of two 747-400 aircraft for a Chinese commercial airline.

Act as Asia counsel for a Fortune 15 company.

Represented a U.S. pet supplier in an FCPA-related internal investigation in China; also represent the China subsidiary in China legal matters.

Represent a major global energy company in employment matters and regulatory matters related to encryption in China.

THE PILLSBURY DIFFERENCE

Pillsbury's China Practice consists of lawyers based in Shanghai, Palo Alto, San Francisco, New York and Washington, DC. Many of our China Practice lawyers are bi-cultural and bilingual, and we take an integrated, multidisciplinary approach in assisting multinational clients with doing business in China as well as assisting China-based clients in outbound investments and international transactions. Our in-depth knowledge of local and global legal conditions and geographic reach mean we are ready to assist our clients whenever and wherever their business endeavors take them.

International Trade

Our International Trade practice handles all aspects of government regulation of imports, exports and foreign investment. We have extensive experience with export and technology transfer controls and embargoes, regulation of foreign investment, customs compliance and enforcement, Foreign Corrupt Practices Act compliance, the interpretation of international trade agreements and litigation or settlement of trade disputes, trade remedy proceedings, sanctions and trade issues that arise in transactions. We represent international clients across a range of industries in trade-related counseling, regulatory compliance and enforcement, transactions, litigation and arbitration.

Intellectual Property and Technology

On intellectual property matters like intellectual property litigation, technology transfers and export controls, Pillsbury's Intellectual Property practice helps protect, manage, assert, defend and leverage our clients' IP assets in markets around the world. We field a team of more than 100 IP attorneys, technical consultants and patent agents in our U.S., Tokyo, London and Shanghai offices. Our IP team has a wide range of advanced scientific and technical degrees in areas including electrical and mechanical engineering, chemistry, biology, physics and a number of other technical disciplines.

Energy

Pillsbury has advised on precedent-setting energy industry deals and projects in 75 countries worldwide, offering clients a combination of geographic reach, legal and regulatory depth, and energy-sector-specific experience that is unmatched among the world's leading law firms. We are one of the few law firms serving the industry across all fuel lines, from petroleum and natural gas to nuclear and renewables. More than half of our work is international, including assistance to inbound clients on U.S. regulatory requirements and on projects encompassing operations or investments around the world. In the civil nuclear arena, the team advises several governments in the development and implementation of nascent civil nuclear power programs, and was the advisor to the Emirates Nuclear Energy Corporation on nearly every aspect of the \$20 billion contract to construct up to four nuclear plants.

Global Sourcing

No other firm has a longer or more extensive track record with complex transactions involved in the outsourcing of information technology and business process functions. Our experience spans two decades and more than 500 transactions with an aggregate value exceeding \$500 billion. Clients in the retail, manufacturing, pharmaceutical, utility, telecommunications and financial services industries have envisioned and executed successful global sourcing strategies with the help of our team and our exclusive scoping and contracting approaches.

U.S. Securities Law and Litigation

In recent years, U.S.-listed Chinese companies have seen sharp increases in both shareholder class action lawsuits and investigations by the U.S. Securities and Exchange Commission (SEC). Pillsbury has decades of experience defending companies and their directors and officers in securities class actions, derivative suits and corporate governance disputes, often defusing disputes before trial through motions to dismiss or for summary judgment. For SEC investigations, a successful outcome requires representation by lawyers familiar with the workings of the SEC. Our team has a proven record of convincing the SEC's staff to conclude investigations without enforcement action.

U.S. Foreign Corrupt Practices Act

For more than 25 years, Pillsbury lawyers have represented companies of all sizes and individuals in FCPA investigations before the U.S. Department of Justice and the SEC. We offer front-end risk management services that provide resources for executives and corporate counsel to better understand the practical implications of the FCPA and all aspects of compliance and enforcement. If FCPA issues do arise, Pillsbury provides extensive experience in internal investigations and white-collar defense from lawyers who include a number of former government prosecutors and regulators.

Real Estate, Infrastructure and Construction

From residential and commercial real estate portfolio transactions to large-scale infrastructure financing and project development, Pillsbury lawyers have advised on real estate, infrastructure and construction deals in more than 80 countries. In the area of public-private partnerships, we have represented government agencies and private entities around the world in transactions ranging from infrastructure development projects to privatizations and outsourcing. For construction project disputes, our team has won some of the most complex construction cases to appear in state and federal courts, as well as in administrative bodies throughout the U.S. and in arbitral bodies in the U.S. and around the world.

Arbitration and Dispute Resolution

Pillsbury's International Arbitration practice includes lawyers from the U.S., UK, India and China who possess exceptional knowledge of international and local arbitration perspectives on resolving disputes in global markets. Our team's experience includes international energy and power projects, construction and infrastructure, defense industry procurements, intellectual property, environmental remediation, international supplier-distributor disputes, international trade, computer hardware and software, aerospace, financial products, agriculture, chemicals, commodities, automotive, and electronics. We also represent clients at arbitration hearings before the China International Economic and Trade Arbitration Commission (CIETAC).

ABOUT PILLSBURY

Pillsbury—a full-service law firm with 15 offices around the world—focuses on the energy and natural resources, financial services, real estate and construction, and technology sectors. Based in the world's major financial, technology and energy centers, Pillsbury counsels clients on global regulatory, litigation and corporate matters.

LEARN MORE

For more information about our China practice, please visit us at www.pillsburylaw.com/china.

Leader, China Practice

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