



CHINA SUNBOW LAW FIRM
PRC Lawyers, Trademark & Patent Attorneys
上海尚寶律師事務所



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■ The Firm

China Sunbow Law Firm, duly approved by the competent Chinese justice bureau, is one of the leading Chinese full-service national law firms, which is located in Shanghai – the commercial heart of China and also one of the most vibrant financial markets in the world. With many years of legal practice experience, the firm offers high quality one-stop legal services in all major areas of Chinese commercial laws and intellectual property laws to worldwide clients in various industries, including many Fortune 500 companies, large, medium and also small-sized companies, major corporations and institutions, partnerships and industry groups. The firm is widely known for its premier practice in the areas of intellectual property and technology protection, foreign direct investment, mergers and acquisitions, corporate and finance, and disputes resolution through litigation and arbitration. Other premier practice areas of the firm include banking and capital market, private equity and venture capital, labor and employment, international trade, corporate governance, compliance and restructuring, construction and real estate, tax and governmental relations, custom and insurance, outbound investment, general legal and regulatory counseling.



From incorporation, the firm has already represented many multinational companies to have successfully entered into China's market, established and operated their business in the country through Greenfield investment, M&A, licensing and other complex commercial arrangements, and resolved their China related commercial disputes; as well as registered, prosecuted and enforced various trademarks, patents and designs in China, Hong Kong and worldwide. Thanks for the outstanding legal representation and anonymous-based investigation to worldwide clients, the firm has been consecutively awarded the "Law Firm of the Year in China" for the Global Awards Winner by the UK-based famous legal magazine – "Corporate INTL".

Since the firm mainly provides various legal services to foreign clients around the world for their legal projects in China, English is our working language for communication and legal advice purpose. In order to meet our clients' dynamic legal needs in various jurisdictions, the firm has already established closely associated working relationships with several hundreds of foreign law firms, intellectual property firms and other professional firms and experts from more than thirty countries and regions around the world. To this end, foreign clients can expect to receive peerless, high quality legal services from us pertaining to their M&A, investment activities, intellectual property protection as well as other legal matters in China and around the world.

Diversity is the firm's important culture and essential to our success. The firm respects and values different legal perspectives of our attorneys and opens communications with our clients. We continue to reflect diversity of our clients and their business. In this sense, no matter you are individuals, or small, medium-sized or large international enterprises, we attach an equal importance to your economic interests in China since our success and expansion rely on our clients' success of their business operation in China.





■ Our Clients

Due to our consistent tailor-made high quality legal services, we are serving and representing many of the large and most recognized companies, enterprises and institutions from the United States, Canada, United Kingdom, Germany, France, Sweden, Switzerland, Italy, Poland, Spain, Netherlands, Russia, Ukraine, Israel, Brazil, Chile, Argentina, Japan, Korea, Singapore, Malaysia, Hong Kong, Taiwan, Australia, New Zealand, South Africa and other countries and regions in world in the fields of

- Banking and Investment Banking
- Private Equity and Venture Capital
- Media and Entertainment
- Chemical and Biochemical Industry
- Pharmaceutical Industry
- Electrical and Telecommunication
- Mechanical and Engineering
- High-tech and Information Technology
- Optics and Optoelectronic Industry
- Material Engineering
- Computer and Software
- Automobile
- Semiconductors
- Real Estate, Construction and Leasing Sector
- Holding Company
- Insurance
- International Trade
- Power and Water Sector
- Transportation and Logistics
- Hotel Management
- E-Commerce
- Wholesale and Retail
- Sport

We keep a close eye on the development of technologies and the changes made to the Chinese laws and regulations concerning the above industries and sectors of our clients so as to provide the most up-to-date legal services to our expanding clients. Due to confidentiality, the name list and logos of the firm's clients are not disclosed here.

■ Our Attorneys

The firm has housed dozens of Chinese lawyers, trademark and patent attorneys, legal translators, technical and supporting staffs with a mix of different legal experience, skills, resources and cultures, who adhere to the firm's founding values - "high-quality, innovation, international standards, reliability, solution-orientation, prompt service and vision". The firm is led by partners with more than ten years' Chinese legal practice experience who are very active and recognized leaders in their practice areas, and is backed by highly-skilled Chinese attorneys, legal and technical staffs. Most of the firm's legal team, including its supportive paralegals, are graduates from top Chinese law schools with honors, such as Peking University and Tsinghua University, or have received education from overseas law schools. Before joining the firm, most of our professionals had already practised Chinese laws in other top-tier well-known Chinese and international law firms and have accumulated extensive experience in various legal practices, and some attorneys were once judges and law school professors who are very familiar with Chinese legal practice. So the firm is capable of offering high-quality legal services to foreign clients in the same standard and practice as international law firms with local resources and billing policy in order to achieve success for our clients, and to protect their economic interests in China to the utmost by expanding our know-how, as well as improving the efficiency of our attorneys. The rich experience of our attorneys allows us to creatively develop entry and exit strategies for our clients doing business in China, which ultimately result in solid investments and strong returns.

Thanks to our attorney's practical, hands-on and results-oriented approach to resolving client's legal problems and requests in China rapidly and correctly, taking care of clients' business in the same way as they do their own business, the firm has sustained and nurtured long-term client relationships. We are proud that our clients rely on us to be their legal counselors for their business entry and expansion in the exciting and rapidly changing Chinese market.



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CHINA SUNBOW LAW FIRM

■ Our Practice Areas

As a full-service law firm, we counsel and advise our client on almost every aspect in relation to Chinese commercial laws and intellectual property laws, and provide the full spectrum of legal services concerning China-related business transactions in the practice areas of

- Intellectual Property Registration, Prosecution and Protection concerning Trademark, Patent, Design, Copyrights, Software and Domain Names
- Foreign Direct Investment and Share Transfer
- Corporate and Business Transactions
- Mergers and Acquisitions
- Banking and Finance
- Private Equity and Venture Capital
- Corporate Compliance, Governance and Restructuring
- Real Estate and Construction
- Labor and Employment
- International Trade
- Distressed Debt and Insolvency
- Custom and Insurance
- Disputes Resolution through Litigation or Arbitration
- Tax and Governmental Relations
- Anti-trust and Unfair Competition
- Technology Import, Export, License and Transfer
- Employment of Foreigners and Immigration
- Outbound Investment
- International Joint Ventures
- Environmental Protection
- General Legal and Regulatory Counseling

We are continuously expanding our know-how and practice in these areas so as to fully meet the expanding legal business needs of our clients.



■ Intellectual Property Practice

Intellectual property (“IP”) practice is the firm’s most traditional and strongest business. The Firm is worldwide highly noted for its excellent IP practice for long. In order to take care of our client’s IP matters in China and Hong Kong, apart from this law firm, we have also maintained an IP agent company in both mainland China and Hong Kong which has further housed trademark and patent attorneys, technical staffs so as to provide one stop IP full services to our clients. Our IP attorneys have substantive experience in handling client’s IP matters and the firm has established a high reputation in administratively and juridically enforcing and protecting client’s IP in China. We provide a full range of services in relation to trademarks, patents, designs, copyrights, software, domain names, trade names, trade secrets and unfair competition, specifically for

- Trademark Search and Application (Chinese, Hong Kong and Madrid Registration), Opposition, Cancellation, Provisional Refusal Appealing, Watch and Supervision, etc.
- Patent (Invention, Utility Model and Design) Search and Application (Chinese, PCT and Hong Kong Application), Substantive Examination and Expediting Examination, Request for Re-examination or Invalidation
- Patent Annuity Payment, Trademark Renewal and Deadlines Reminder
- Trademark and Patent License or Transfer Agreement and Recordal thereof
- Registration of Computer Software, Copyrights and Domain Names
- Administrative litigation against Trademark Review and Adjudication Board for its review decision and Patent Re-examination Board for its reexamination decision
- IP Consultation and Strategic Planning
- IP Due Diligence and Audit
- IP Protection and Disputes Resolution
- IP Administrative and Juridical Enforcement and Custom Protection
- Unfair Competition
- IP Infringement Investigation, Anti-counterfeit and Raiding
- IC Layout Design



■ Banking and Finance Transaction Practice

Along with the booming of Chinese economy, entrepreneurs and financiers are involved in banking and financial transactions more frequently than before. We help them to capture commercial opportunities in China and in order to satisfy our client's legal needs in these sectors, the firm has maintained the Banking and Finance Practice which has become one of the firm's most important practices.

Our Banking and Finance Transaction Practice provides legal representation and expert counsel to well-established domestic and foreign public and private companies and to emerging growth companies at all stages of their development, as well as to investment banks, venture capitalists, and other financial institutions and funding sources on a wide range of domestic and international banking business, finance and capital market transactions in China.

➤ *Banking Business and Finance*

Our services concerning banking business and finance practice division include but not limit to

- Advice on banking regulations and compliance review
- Advice on international commercial credit, letter of credit and negotiable instruments
- Advice and representation in syndicated loans
- Advice and attorney witness for bank loans with house, equipment, land and factory mortgaged
- Advice on bank and financial derivative products

- Advice on trust, credit or mortgage loan
- Advice on restructuring and disposal of the debts of financial institutions
- Advice on foreign exchange control and foreign debts registration
- Advice on disposal of non-performance assets
- Project development, financing and financial leasing
- Disposal of packaged non-performance debts by assets management companies
- Import and export credit and other trade finance
- Accounts receivable financing pledge and short-term financing bonds

➤ *Capital Market*

Our services concerning capital market practice division include but not limit to advice on

- Private equity and venture capital
- Investment fund and investment management
- IPO and equity offering
- Issuance of bonds and securities
- RMB fund formation and operation
- Trust fund formation and operation
- Industry investment fund formation and operation
- Securitization of credit assets
- Futures and financial derivatives
- Public and private offering of securities

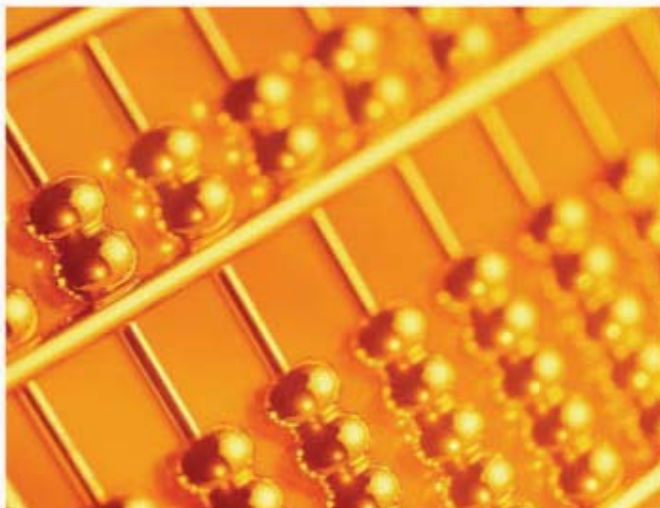
■ Corporate and Business Transaction Practice

Globalization and the booming of Chinese economy which increasingly integrates into the world economy have made China an important center for world trade and recognized as one of the current investment hot spots. In addition, China has favorable laws for company incorporation, private interest foundations and trusts as well as incentive laws to promote investment. Many foreign investors do business in China, resulting many cross-border corporate transactions between China and the world. To satisfy our clients' such needs, the firm has maintained the Corporate and Business Transaction Practice which has become one of the firm's strongest practices with experienced attorneys. Our Corporate and Business Transaction Practice mainly focuses on foreign direct investment, mergers and acquisitions, corporate governance, compliance and restructuring as well as labor and employment, import and export based international trade, tax planning and commercial contracts.

➤ Foreign Direct Investment

Our services concerning foreign direct investment practice division include but not limit to

- Advice on laws and industrial policies for investment by foreign investors
- Advice on choice of investment vehicles, such as joint ventures, wholly-foreign owned enterprises, representative offices, etc.
- Due diligence, initiation investment planning and exit strategies
- Advice and preparation for feasibility study report and environmental impact assessment
- Governmental approval and registration of foreign invested enterprises till obtaining certificate of approval and business license
- Negotiation and drafting memorandum of understanding, framework and investment agreements, joint venture contracts, articles of association, land use rights granting contract, premises lease agreement, trademark/technology/name license agreement, etc.
- Advice on foreign exchange control, custom formalities, labor and employment
- Tax planning and structuring
- Attorney witness for shareholders and Board meeting and resolutions
- Restructuring, bankruptcy and liquidation of foreign invested enterprises



➤ Mergers and Acquisitions (M&A)

Our services concerning M&A practice division include but not limit to

- Provision on M&A transaction information and clues
- Legal analysis on M&A backgrounds, feasibility and potential risks
- Advice and designing deal structure for M&A in equity or assets transfer
- Due diligence on target company on behalf of purchaser, including drafting legal due diligence report and legal opinions
- Advice, negotiation and drafting memorandum of understanding, letter of intent, framework agreement, merger agreement, share transfer agreement, equity and assets agreement, assets and liability transfer agreement, spin-off and split-up agreements and other related agreements
- Going through governmental approval and registration formalities and procedures, including advice and filing of anti-trust review for M&A transactions
- Settlement of related debts and creditor rights, as well as labor and employment during M&A transactions
- Advice and representation on M&A to Chinese private and state-owned enterprises by foreign investors
- Litigation and arbitration arising from M&A transactions

➤ Labor and Employment

Our services concerning labor and employment practice division include but not limit to

- Structure and establish human resource management systems in compliance with laws and regulations
- Advice and draft various rules and regulations, including employees manual and handbook for enterprises
- Advice, negotiation and drafting individual and collective labor contracts, confidentiality and non-competition agreement
- Reference check and investigation to executives, directors, supervisors and other senior management
- Design and draft employees stock options and incentive schemes
- Advice and handle recruitment, layoffs, dismissal of staffs as well as termination of labor contract
- Advice on pension, housing funds and other social security contribution, work-related injuries and occupational diseases
- Coordination with work unions, labor and social security authorities and employer's associations
- Representation for arbitration and litigation arising from labor disputes
- Advice and handling labor and employment issues arising from restructuring and M&A
- Foreigner's employment and residence permit in China
- Advice on immigration to or from China and review the related immigration legal documents



➤ International Trade

Our services concerning international trade practice division include but not limit to

- Advice on Chinese Foreign Trade Law and relevant regulations and policies
- Advice on import and export control for goods, services and technologies, free trade zone and regulation compliance
- Counseling and assisting foreign enterprises in responding to anti-dumping, countervailing duty and safeguard mechanism investigations and review by Chinese government against foreign enterprise's products imported to China, and application for administrative review and hearings thereof
- Contracts of International Sales of Goods
- WTO dispute settlement proceedings
- Advice on custom measures and import/export business

➤ Corporate Governance, Compliance and Restructuring

Our services concerning corporate governance, compliance and restructuring practice division include but not limit to

- Advice on various regulatory compliance matters relating to foreign invested enterprises, particularly, on their internal rules and regulations for labor and employment, finance, foreign exchange, tax, environmental protection, fire control, corporate governance structure and system, as well as Board meetings and resolutions, etc.
- Advice and draft various rules for Board of Directors and shareholders' meeting and prepare for minutes and resolutions of Board of Directors and shareholders' meetings
- Advice and assist foreign invested enterprises in change of directors, legal representatives, supervisors and other senior managements and equity transfer or exchange, and draft respective legal documents for going through governmental approval and registration formalities
- Capita increase and decrease and governmental approval hereof
- Advice and review of mandatory disclosure of company information
- Advice on formation and management of strategic alliance among companies of the same or similar kinds
- Advice, negotiate, draft and review various restructuring agreements, employees settlement plan and other related legal documents

■ Disputes Resolution Practice

Business opportunities and cooperation might possibly lead to disputes if the business partners do not fully perform their obligations to their counterparts. So disputes are not definitively avoidable but often arise. To satisfy client's such legal needs, the firm has maintained the Dispute Resolution Practice which is one of our most experienced and strongest practices. We have established a high reputation for excellence in complex litigation and arbitration. We have guided many international leading corporations and financial institutions in litigation and arbitration risk analysis and planning, advised them on the strategic use of litigation and arbitration, enforcing their rights against those who harmed them and defending them from attacks by their business partners or competitors, and further represented them in many important litigation and arbitration proceedings before Chinese courts and arbitration tribunals, such as the China International Economic and Trade Arbitration Commission (CIETAC). A number of our attorneys were once judges and law professors and such experience brings them substantive advantages in legal proceedings. So we are proud that our clients rely on us to navigate the complex and constantly changing waters of litigation and arbitration in China.

Our services concerning disputes resolution practice include but not limit to

- Advice on litigation and arbitration strategies, including risks analysis and management
- Investigation and evidence collection before litigation and arbitration
- Advice on notarization and consularization of evidence formed overseas
- Evidence and property preservation before litigation and arbitration
- Draft civil complaint, defense paper, petition for arbitration, and list of evidence
- Attend court and arbitration hearing and mediation
- Appeal to the second instance legal proceedings
- Enforcement of court judgment and arbitration award
- Application for recognition and enforcement of foreign judgment and award in China and Chinese judgment and award overseas
- White collar crime

Our litigation and arbitration practice mainly involves

- Disputes relating to intellectual property rights such as trademarks, patents, designs, copyrights and domain names
- Disputes arising from Sino-foreign joint ventures or M&A activities
- Disputes relating to international trade, letter of credits, products liabilities, labor and employment, bank loans and security issues, personal injuries, traffic accidents, marriage and family, construction and real estate, etc.



Construction and Real Estate Practice

China's explosive growth has created one of the world's most active construction and real estate markets. So many high buildings and infrastructures are increasingly constructed in China. In addition, when doing business in China, foreign investors will have to consider their real estate requirements. So the firm has maintained the Construction and Real Estate Practice which represents clients to deal with all types of construction projects, from initiation of projects to preparation for contract documents. With experienced attorney, the firm has capabilities and depths to handle any types of construction and real estate projects in China.

Our services concerning construction and real estate practice include but not limit to

- Advice on relevant construction, real estate and land laws and regulations, market entry requirements as well as legal risks analysis and management
- Advice on investment in real estate by foreign investors
- Legal due diligence on proposed real estate projects and the creditability of the developer
- Going through governmental approval formalities on real estate development and construction
- Advice, negotiate and draft state-owned land use rights granting contract
- Advice and go through the registration formalities for certificate of land use rights and real estate ownership
- Real estate and land mortgaged loans
- Real estate leasing and financing
- Transfer and acquisition of real estate projects
- Tender and bid for real estate projects, including infrastructure projects
- Real estate cooperative developments
- Purchasing and leasing construction materials and equipments



Outbound Investment Practice

Recently Chinese enterprises grow and develop explosively and are increasingly expanding their business worldwide either through establishing local presence in foreign countries or cooperating with foreign enterprises. Some of the firm's well-established Chinese clients are seeking overseas investment. The firm has already established close work relationship with hundreds of foreign law firms from more than thirty countries and regions in the world, so our Chinese clients can benefit from our worldwide associated networks for their outbound investment. The firm's Outbound Investment Practice has represented many Chinese clients for their investment and acquisition projects or intellectual property matters in foreign countries in Asia, Europe and North America through assistance of our worldwide associated foreign lawyers.

Our services concerning outbound investment practice include but not limit to

- Assistance in applying for and obtaining overseas investment approval and foreign exchange registration from Chinese competent governmental authorities
- Advice on local investment laws and regulations as well as market entry requirements through assistance of our associated foreign lawyers
- Negotiating and reviewing various investment agreements and other legal documents prepared by foreign lawyers
- Structuring investment plans and exiting strategies
- Investment risk evaluation and management
- Immigration from China to foreign countries





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