



Katten

Katten Muchin Rosenman LLP

CHINA

Our Clients

Our China team represents US and European companies and investors doing business in China, as well as Chinese companies in their investments and other business in the United States. Team members also serve as regular counsel to a number of prominent US and Chinese private equity and venture capital firms in China. We increasingly assist Chinese companies in their fundraisings, securities offerings, investments and acquisitions in the United States and Europe.

Our Services

Katten's team of experienced attorneys permanently based in Shanghai work seamlessly with our team in the United States to serve our China- and US-based clients on a 24/7 basis. The insights of our bilingual and bicultural attorneys help Western investors overcome cultural differences to succeed in China and Chinese clients to thrive in the United States.

Our knowledge of Chinese local law and practices, language and communication skills, and relationships with central, regional and local governments and businesses in China allow us to assist clients in every aspect of their business activities in China. Our Shanghai lawyers have extensive experience in structuring and establishing foreign investment vehicles throughout China, including forming wholly foreign-owned enterprises (WFOEs) and negotiating joint ventures. Conversant in the tax, regulatory and other issues common to mergers and acquisitions in China, our Shanghai team provides clients with a full range of services, including drafting term sheets, letters of intent and confidentiality agreements; performing due

diligence; formulating and implementing transaction plans, strategies and tactics; negotiating and drafting sale and purchase agreements and other transaction documentation; and preparing applications for and securing necessary Chinese government approvals. We also advise clients with respect to strategic alliances, supply and outsourcing relationships, financings, restructurings, exit strategies and dispositions, commercial contracts, and employment and regulatory matters.

Our Shanghai team includes pioneers of private equity/venture capital (PE/VC) practice in China. Our attorneys participated in the design of the early-stage "Sina mode" and variable interest entity (VIE) structures and the localization of the traditional offshore preference rights terms in China. We counsel prominent PE/VC firms in the United States and China and represent growth companies and start-ups in many high-profile investment transactions. Clients seek our assistance in structuring foreign investments in all sectors of China's economy. We create innovative structures and techniques in areas and industries including value-added telecoms, retail and franchising, publishing, financial services, consulting, media, education and public relations, aviation and logistics, and clean and renewable energy, many of which are still restricted for foreign investment in China. With years of legislative service and a robust network of contacts in China, we are regarded as an authority on cutting-edge techniques for structuring foreign investments in these areas.

Katten attorneys provide comprehensive guidance on cross-border technology transfer and licensing transactions, as well as acquisition and management of

patents, trademarks, copyrights and other intellectual property portfolios in China. We offer litigation and other enforcement strategies to victims of intellectual property infringement and work with trial lawyers and Chinese agents to obtain relief from the local courts and agency enforcement authorities, including the Chinese Copyright Office, Intellectual Property Office, Trademark Administration, Industry and Commerce Bureau, Technology Supervision Bureau and Food and Drug Administration. Our team facilitates the remittance of royalties in foreign currency and the minimization of withholding and business taxes, and structures legal and practical schemes for the protection of intellectual property and confidential information. Whether serving Chinese or American clients, our China practice attorneys develop and implement innovative solutions to difficult problems in intellectual property licensing, franchising and protection and rights in Asia.

For Chinese companies expanding into Western markets, we provide a full range of legal services relating to incorporation, financing, investment, merger, acquisition and legal compliance. We regularly represent Chinese companies in M&A transactions overseas and have won the reputation of being a "must-go-to" team in the market. Our Shanghai lawyers also represent Chinese companies in US IPOs, Rule 144A offerings, Regulation S offerings and other forms of public and private financing offerings in the United States.

We also regularly handle arbitration and litigation matters for Chinese clients in the United States. We advocate our Chinese clients' interests in customs and trade remedies proceedings before numerous government agencies, including US Customs and Border Protection, the US Department of Commerce, the Committee for the Implementation of Textile Agreements, the US International Trade Commission and the Office of the US Trade Representative. Our attorneys advise on tariff classification, value, country-of-origin determination and marking, enforcement actions, antidumping and countervailing duties, relief from surging imports (Section 482 proceedings), hindrance to foreign market access and US retaliatory measures (Section 301 proceedings), and intellectual property infringing imports (Section 337 proceedings).

Our Experience

- Representation of a global leader in the manufacture and sale of wafers and related products in the

establishment of several Sino-foreign joint ventures in China with a total investment of several hundred million US dollars.

- Representation of a Chicago-based specialty auto part company in establishing a joint venture in Shanghai, China.
- Representation of a large Italian industrial conglomerate in a \$15 million buyout of its Chinese state-owned partner in a Chinese equity joint venture in Nanjing, Jiangsu Province; representation of the same client in negotiating another large industrial joint venture in Jiangsu; and counsel to the client on consolidation and restructuring of its various portfolio companies in China.
- Representation of a US airplane financing company in two airplane financing leases to China Eastern Airlines and China Southern Airlines.
- Representation of a Texas oil exploration and service company in establishing a cooperative joint venture with a Chinese oil company, and in negotiating the licensing of its technology and drafting relevant documentation.
- Representation of a major midwestern US private equity fund in its acquisition of an automobile filtering system manufacturing company established by a multinational enterprise in China.
- Representation of a large US educational fund in its establishment of an international school in Chengdu.
- Representation of Chengwei Capital in more than 30 new investment and acquisition transactions in China.
- Representation of Matrix Partners China in dozens of investment transactions in China.
- Representation of a group of New York investors and entrepreneurs in a series of investments in the Chinese telecom, media and consumer product distribution sectors with total expected investments of more than \$200 million.
- Representation of a group of Chinese investors in purchasing several commercial real estate properties in New York and California.
- Representation of one of the world's largest heavy-duty truck and engine manufacturers in negotiating two large joint ventures in China with total investment exceeding \$100 million.

- Representation of a Chinese-listed commercial vehicle manufacturer in its proposed acquisition of a Southern US special vehicle manufacturer.
- Representation of affiliates of Wanxiang Corporation in US acquisitions and investments.
- Representation of Shenhua Group, one of the largest state-owned Chinese companies, in setting up its US operations.
- Representation of a Chinese bank in connection with its proposed financing of a major international hotel project in Chicago.
- Representation of the shareholders of a large Shanghai-based modern logistics company in selling 100% of its ownership interest to a NYSE-listed US company.
- Representation of a group of US private equity investors in a \$60 million acquisition of a Chinese biotech conglomerate headquartered in Shanghai.
- Representation of a US logistics company in setting up its operations throughout China.
- Representation of a major US refuse truck manufacturer in various sourcing and joint venture transactions throughout China.
- Representation of a Beijing-based utility truck manufacturer in negotiating several acquisition and joint venture projects in the United States.
- Representation of a Beijing-based specialty industrial film manufacturer in negotiating an acquisition in the United States and in establishing its US operations.
- Representation of a Shanghai-based specialty pharmaceutical company in the sale of all its ownership interest to a NASDAQ-listed US company.
- Representation of a Foshan-based ceramic tile manufacturer in the sale of a minority interest to one of the largest US tile distributors.
- Representation of a Shanghai-based leading provider of Internet-based extended ERP solutions in the sale of all its assets to a US public company.
- Representation of an investment company affiliated with the Beijing municipal government and a Chinese private enterprise in the acquisition of a major GM spare part-manufacturing subsidiary.
- Representation of a Shanghai medical device manufacturer in its acquisition of a Pennsylvania-based distributor, and in the establishment of an R&D and sales center in the United States.
- Representation of Liugong Group, one of the largest construction machinery manufacturers in China, in setting up a subsidiary and establishing its financing and leasing operations in the United States and Canada.
- Representation of COFCO Capital Corporation in its investments and dispositions in the United States.
- Representation of a Shanghai-based telecom-billing software company (with primary operations in China) in the sale of substantially all of its assets to a NYSE-listed US company.
- Representation of Ford Automotive Finance (China) in a \$130 million loan securitization. This was the first securitization transaction originated by a wholly foreign-owned company in China, the first retail auto mortgage loan securitization transaction under the third-round credit assets securitization pilot program and Ford Automotive Finance (China)'s first retail auto mortgage loan securitization deal in China.