

## **Introduction of Practice Areas of Leezhao—Investment, restructuring, M&A, withdrawal**

### **Scope of Practices:**

Investment, restructuring, M&A, withdrawal are Leezhao's main practices. Leezhao has rich experience in main industries and key areas where foreign investments are often involved, as well as in communication and negotiation with government departments. Leezhao provides professional services for many global top 500 multinational companies with Japanese, European and American background, as well as Chinese state-owned enterprises and large and medium-sized private enterprises.

The professional services of Leezhao in this area mainly include:

1. The design of investment structure and plan and lawyer's due diligence
2. Comparison and selection of investment place, negotiations on investment preferences, land and other conditions
3. Assisting to establish new foreign-invested enterprises and new domestic-funded enterprises of various types (production and processing type, business type, consulting service type, investment type, management type, headquarters type, etc.) and various industries (electronics, chemicals, road transport, etc.)
4. Providing legal services for various construction phases such as planning, survey, design, construction, environmental assessment, fire protection, and acceptance
5. Providing legal services during the establishment, change, and management of the company, which relates to the pre-approval of company name (including assisting to obtain or to change into uncommon names), joint venture contract and articles of association, business scope (including changes occur afterwards), method and term of contribution, total investment and registered capital, voting rights of shareholders and voting procedure, shareholder distribution, the board of directors and board of supervisors (supervisors)
6. Drafting and negotiating various government application documents, agreements between relevant parties.
7. Handling various government procedures, and related communication and coordination
8. Establishment of various branches
9. Establishment of representative offices of foreign enterprises in China
10. Domestic reinvestment of foreign-invested enterprises
11. Assisting the company to be upgraded into investment company or management company, and assisting to obtain the recognition of regional headquarters, operation center, etc.
12. Overseas investment (including Hong Kong, offshore region)

13. M&A of Equity, M&A of assets, corporate reconstruction, corporate reorganization
14. Capital increase, capital reduction, equity transfer
15. Dormant investment and share-holding entrustment
16. Transfer and separation of business, function, and transfer of operation rights
17. Departments and employees cut, relocation, liquidation, bankruptcy
18. Procedures and disputes during the withdrawal process (especially mass events of labor disputes, and tax audit cases)

**Achievements (typical cases):**

**Leezhao's achievements in the areas of investment, restructuring, M&A and withdrawal**

In recent years, the typical cases of Leezhao as entrusted by the clients in the areas of investment, restructuring, M&A and withdrawals are as follows:

**The areas of investment:**

1. Representing a Japanese multinational company to establish a wholly foreign-owned enterprise in Shanghai that engages in system integration and bank settlement system product;
2. Representing a Japanese electronics company to set up a joint-venture project with Chinese investors on LCD production in Shanghai, with a total investment of tens of millions of USD;
3. Representing a Japanese multinational company to establish a Sino-foreign joint venture project of biomedical high-tech in Shanghai, with a total investment of tens of millions of USD;
4. Providing long-term special legal services for an integrated massive production project of pulp invested by a Japanese multinational company in Jiangsu with a total investment of 2 billion USD;
5. Representing a leading Dutch company to establish a wholly foreign-owned enterprise in Jiangsu on aircraft safety equipments production;
6. Providing special legal services for a petrochemical products project in Shanghai jointly invested by a Japanese multinational company and a Chinese group company with a total investment of tens of millions of USD;
7. Providing special legal services for a joint-venture project of aluminum die-casting products production in Shanghai as jointly invested by a Chinese group company and a US multinational company;
8. Representing a famous cosmetics Japanese company in successfully completing the simultaneous equity contribution at three places of China (involving three equity companies);
9. Representing a famous Japanese entertainment company, and successfully providing the finance & tax services and legal services involved in equity contribution projects in Shanghai, Hong Kong and other regions of China;
10. Providing professional legal service for considerable foreign companies to establish

production projects/service projects/ investment companies/management companies/ multinational corporations' regional headquarters/commercial enterprises in China, and establish international trading companies/warehouse distribution companies/logistics companies in bonded areas, and establish representative offices all over China.

**The area of restructuring, M&A:**

1. Providing full professional legal services for M&A of large poultry products companies between a Japanese multinational trading company and a Chinese private enterprise group;
2. Providing various professional legal services including overall due diligence for several Chinese businesses related in the merger of global steel sectors of two Japanese multinational corporations;
3. Providing professional legal services for the M&A between two paper industry companies, which includes merger scheme design, special taxation treatment, staff replacement;
4. Providing full service (including due diligence, plan discussion, taxation and labor planning, and arrangements of government procedures and materials, government communication and coordination) for the M&A of two Japanese investment companies in China (involving not only two investment companies, but also their hundreds of factories, trading companies in China);
5. Providing comprehensive professional legal services for several multinational companies in planning business reorganization in China by using their management headquarters in China;
6. Providing full professional legal services for two Japanese multinational companies in integrating their metal processing business in China;
7. Providing professional legal services for a large Chinese pharmaceutical group in reorganizing its multiple companies in pharmaceutical industry in Zhejiang;
8. Providing professional legal services for two Southeast Asia companies in the overall M&A of real estate development projects in a place in Zhejiang;
9. Providing professional legal services such as lawyer due diligence and merger design for a foreign-invested architectural design company to acquire a domestic design institute;
10. Providing professional legal services such as due diligence and acquisition plan design for a Japanese company in the equity acquisition of a plant of another Japanese company in Suzhou;
11. Providing professional legal services for several multinational companies in the automotive, the electronics, and the trading industries in integrating their companies in bonded area;
12. Providing professional services for a Japanese semiconductor multinational company to acquire and reconstruct another multinational company of the same industry, including services related to the M&A plan, the risk of operator concentration review, and the integration of regulations and rules after M&A;
13. Providing professional legal services such as lawyers' due diligence and M&A plan

design for a Japanese multinational company to acquire a private family enterprise (with nationwide production sites and sales sites);

14. Providing professional legal services such as plan design and risk assessment for a Japanese multinational company in integrating and restructuring its sales business in China;
15. Providing professional legal services related to asset valuation, listing in equity exchanges and its auction, plan design and governmental procedures for a Sino-foreign joint venture enterprise (with government background) in withdrawing the state-owned assets;
16. Providing professional legal services related to plan design and equity transfer procedures for a Japanese multinational company in withdrawing from a Sino-foreign joint venture project;
17. Providing professional legal services for restructuring several domestic state-owned enterprises.

**The area of withdrawal:**

1. Providing professional legal services related to “mass events” and debt collection for a production company in its department cut project;
2. Providing professional legal services related to “mass events”, customs compliance, environmental compliance for a famous electronic company in its department cut project;
3. Providing professional legal services related to “mass events” for a famous electronics company in its nationwide cut of sales division;
4. Providing professional legal services related to “mass events”, employee transfer, and government procedures for a famous electric appliance company in its relocation;
5. Providing professional legal services related to the deregistration of some companies, employee transfer, and government procedures for a Japanese multinational company in its integration (merger) project in China;
6. Providing professional legal services related to deregistration of some companies, land and real estate disposal, and government procedures for the merger of a famous packaging company;
7. Providing professional legal services related to withdrawal plan design, document draft, negotiation for the withdrawal of foreign investors from a Sino-foreign joint venture enterprise;
8. Providing professional legal services related to program design, employee replacement, tax and customs compliance, and government procedures for a Japanese multinational company in withdrawing from China;
9. Providing professional legal services related to tax compliance, and government procedures for a logistics company's liquidation project;
10. Providing professional legal services related to “mass events” and tax compliance for a famous clothing company in its liquidation;
11. Providing professional legal services such as land disposal, taxation and customs compliance for a famous motor company in its liquidation (bankruptcy);
12. Providing professional legal services for considerable foreign-invested enterprises in

the department (employee) cut, relocation, business reduction, business transfer, liquidation and withdrawal.