

Introduction of Practice Areas of Leezhao —Securities and Capital Market

Practices:

Securities and Capital Market is the newly-developed practice of Leezhao Law Office. Recent years has witnessed Leezhao getting experienced in the field of Security, New Third Board, Private Equity and Investment Fund, by providing various professional services in this field for well-known Listed Companies as well as some Capital Management Companies, etc.

The professional practices provided by Leezhao mainly include:

1. Securities
 - 1) Providing the legal services on refinancing (including securities issued in public and non-public manner) for the listed companies, which include performing compliance inspections and providing legal opinions for the issuance of bonds and liquidity of the capital market; and
 - 2) Providing legal services on the issuance of the Private Placement Bond for middle and small-sized enterprises and on the issuance of Corporate Bond for enterprises, which include assisting the cooperation with standard operation, inspecting the issuance process for compliance, and providing legal advice.
2. The National Business on Small and Medium-sized Enterprises Listing and Transferring (The New Third Board)
 - 1) Assisting the enterprise with its system reform to establish a joint-equity company and regulating the legal affairs of the company, which include reviewing qualification of the company for system reform and tailoring the share reform scheme for the enterprise;
 - 2) Assisting the enterprises in drafting the "three congress" system, articles of association, documents for listing and transferring of the joint-equity enterprises, relevant proposals, and in helping the enterprise to go through registration formalities to obtain the business license from the registration department of industrial and commercial;
 - 3) Implementing due diligence investigations and providing legal opinions, as well as making files for record for enterprises listing;
 - 4) Providing legal opinions, verification opinions and testimonial comments, etc. for the entry of enterprise stocks into the Agency Share Transfer System;

- 5) Providing trainings on relevant knowledge to the senior management personnel;
- 6) Providing legal service for the enterprises on the subsequent designated placement and refinancing;
- 7) Providing relevant legal advice for the enterprises and other intermediary agencies.

3. Private Equity and Investment Funds

- 1) Providing various legal services for the equity funds management company at the establishment stage, which include drafting the article of the company and the corporation agreements among the shareholders, drafting the rules of investment decision-making, rules of procedure of the board of shareholders, the board of directors and the board of supervisors, acting as an agent for going through the industrial and commercial registration, compliance review and providing relevant legal advices.
- 2) Providing various legal services for enterprises at the stage of the establishment and raise of equity investment funds, which include drafting the partnership agreements and article of the company, drawing up rules of procedures for various agencies and investment decision-making, assisting in negotiating with interested LP, providing opinions on selecting interested LPs, drafting the agent management agreements, going through the business registration on behalf of the company, implementing compliance review at the stage of establishment and raise, and providing relevant legal advice.
- 3) Providing legal services for the Private Equity Investment Funds at the stage of record-filing, which include completing the relevant materials needed for record, providing legal opinions, and going through the record-filing procedure as an agent.
- 4) Providing the perennial legal counseling service for the equity investment funds, which includes providing opinions on selecting projects, as well as compliance review, assisting to carry out management and service to the targeted enterprises and providing compliance consultation, etc.
- 5) Providing various special legal services for the external investment of the equity investment funds, which include designing the construction and capital exit arrangement, trade procedure, proceeding due diligence investigation on the targeted company and providing legal opinions, attending the commercial negotiation of projects, drafting and reviewing the legal documents related to projects, providing counseling opinions concerning the government relationship, and assisting to go through relevant government formalities, and assisting to complete the delivery of transaction, etc.
- 6) Providing various legal services for various private equity funds on investment withdrawal, which include demonstration, selection and design of the withdrawal modes, providing relevant legal opinions, tax planning, relevant commercial negotiation, offering legal settlement solution of related legal affairs, giving legal guides and services on IPO, acquisition and reorganization of project corporation, , providing legal services for delivery of the related assets, drawing up relevant legal documents and attending to other relevant affairs related to procedure of withdrawal.

Achievements (representative cases)

Achievements of Leezhao on the Field of Security and Capital Market

In recent years, with the authorization of the clients, partial representative cases of Leezhao in the field of security and capital market include:

Securities Field

- As the legal counsel on issuance of the corporate bonds in a non-public manner of Geo-Jade Petroleum Corporation of the largest market value in A share market over all private companies on petroleum exploration and development, Leezhao has provided legal opinions for this issuance and obtained the “No Action Letter” from Shanghai Stock Exchange as the approval of listing and transferring. Concurrently, it fully completed the issuance of the bond in the 2nd stage. Especially, the bonds issued in the 1st stage, as the first corporate bond successfully issued in a non-public manner after the reformation of the corporate bonds policy, are of milestone significance.

The New Third Board Field

- Providing professional legal services for the Jiang Su Petro Hose & Piping Stock Co. Ltd. in the whole process for the New Third Board listing project, which include assisting with its system reform to establish share-holding companies, regulating its legal affairs, providing legal opinions, verification opinions, testimonial comments for the entrance of the stock of the enterprises into the Agency Share Transfer System. The project has obtained the listing letter, and successfully listed on the National Middle and Small-sized Enterprises Listing and Transferring system.

Private Equity and Investment Funds:

- Providing legal services on foreign investment in the whole process for one well-known capital management company, which include due diligence investigation of the target company and concurrent legal opinions, drafting and review of the investment agreement, the investment structure design, drafting and review of relevant documents concerning the project, etc.