

**CHINA**

## China legislation guide



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China's economy continued to grow from the second half of 2009 through the first half of 2010, with the growth rate waning during the latter period. In response, China is in the midst of adjusting its laws and regulations to affect changes in a number of fields and industries. Highlighted below are some major changes in certain areas.

**Civil law:** Being one of the basis and foundations of Chinese law, the *PRC Tort Liability Law* came into effect on July 1 2010. One of its major highlights is that it expressly provides for compensation of mental injury.

**Foreign direct investment:** The State Council, the National Development and Reform Commission (NDRC) and the Ministry of Commerce (MOFCOM) have promulgated a series of regulations aimed at shifting policies regarding foreign investment, decentralising foreign investment examination and approval power, and enhancing foreign investment approval procedures. Meanwhile, China continues to encourage foreign investment in Middle-and-West China and to move labour intensive industries from coastal provinces to inland ones. With the promulgation of the *Measures for the Administration of the Establishment of Partnerships in China by Foreign Enterprises or Individuals* and its relevant registration rules, the establishment of foreign-invested partnership enterprises has been permitted in China for the first time and provides a new form of foreign-invested enterprise.

**Overseas investment:** China is also encouraging outbound investment by Chinese entities. Following MOFCOM's promulgation of the *Measures for the Administration of Outbound Investment, the State Administration of Foreign Exchange (SAFE)* issued the *Provisions on Foreign Exchange Administration in Connection with Overseas Direct Investment by Entities in China* and the Circular on Issues Concerning the Administration of the Provision of Security to Foreign Parties by Entities in China to simplify the administrative auditing process, boost administrative efficiency, and ensure that enterprises engaged in overseas direct investment can obtain financing.

**RMB cross-border settlement:** The People's Bank of China, the Ministry of Finance, MOFCOM, the General Customs House, the State General Office of Taxation and other governmental authorities successfully promulgated the *Measures for the Administration of Pilot Projects for Cross-border Trade Settlement in Renminbi*. The Measures, which represent a milestone piece of legislation for payment settlement in international trade, were promulgated in order to meet

the increasing demands of cross-border settlement in international trade.

**Investment administration:** In 2010, the various PRC government authorities continued to issue regulations regarding private equity funds and industrial investment funds. Also, the Pudong New Area in Shanghai and the Binhai New Area in Tianjin are competing to issue progressive regulations, including the concept of the QFLP (Qualified Foreign Limited Partner), which will garner particular attention if it becomes implemented. However, foreign capital participation in private equity funds is still subject to new regulations.

**Tax:** Following its promulgation of the *Circular on Several Issues Concerning the Enterprise Income Tax Treatment of Enterprise Re-organisations* and the *Circular on Strengthening the Administration of*

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*Enterprise Income Tax on Income Derived from the Transfer of Equity of Non-tax-resident Enterprises*, the State General Office of Taxation issued the *Measures for Administration of the Levy of Income Tax on Non-tax-resident Enterprises by Assessment* in 2010. This is designed to further bolster the administration of income tax collection.

**Capital markets:** After the establishment of the Growth Enterprise Board (ChiNext), the China Securities Regulatory Commission (CSRC) issued the *Guiding Opinions on Pilot Engagement in Margin Trading and Short Sale of Securities by Securities Companies* and other regulations to serve as a pilot for margin trading, permitting short sale mechanisms in the Chinese securities market for the first time.

**Judicial interpretation:** The Supreme People's Court issued many important interpretations in 2010. Among which, the *Interpretation on Several Issues Concerning the Application of the PRC Contract Law (2)* and the *Interpretation on Several Issues Concerning the Adjudication of Disputes Involving Foreign-Invested Enterprises (1)* provides additional guidance to disputes of foreign-invested enterprises in China.

China will most likely continue its economic reform in 2011 and further amend, adjust and improve its laws and regulations.

## Banking & Finance

### RECOMMENDED DOMESTIC FIRMS

#### Tier 1

Commerce & Finance Law Offices

Fangda Partners

Jun He Law Offices

King & Wood

Zhong Lun Law Firm

#### Tier 2

AllBright Law Offices

Global Law Office

Grandall Legal Group

Guantao Law Firm

Haiwen & Partners

Llinks Law Offices

#### Tier 3

Boss & Young

Jingtian & Gongcheng

Run Ming Law Office

### Commerce & Finance Law Offices

A fixture in the capital markets space, Commerce & Finance is highly-regarded as one of the country's go-to counsels for securities offerings. Foreign counterparts often express a preference to work with the firm.

Its crucial role assisting Chinese clients in their Hong Kong and overseas listings is highlighted by the team securing issuer mandates in the HK\$2 billion (US\$257 million) Hong Kong IPO by Fantasia Holdings, Ctrip.com International's US\$205 million Nasdaq IPO and another US\$285 million offering in Hong Kong by Yuzhou Properties.

The firm was underwriter's counsel in Powerlong Real Estate's HK\$2.2 billion (US\$282 million) IPO in Hong Kong, Yingli Green Energy's US\$203 million public offering of American depository shares, and Canada-based Sino-Forest Corporation's US\$296.2 million IPO.

On the debt side, JPMorgan Securities engaged the firm for the US\$300 million senior notes offerings by Country Garden. In the US\$300 million senior notes issuance by Agile Property Holdings, the firm advised Merrill Lynch and HSBC.

Gang Liu is the core leader of the firm, and he is supported by Xiaofei Xu, Hui Li and Qiwei Zhang.

### Fangda Partners

Clients visit Fangda & Partners for its consistent high-

quality advice. It obtained roles in some of the year's most noteworthy deals. For example, it acted for China Real Estate Information Corporation on its IPO of 18 million American depository shares on the Nasdaq, valued at US\$216 million.

The firm has worked with numerous issuers, such as advising China Minzhong Food Corporation on its US\$170 million IPO in Singapore and acting for Silver Base Group on its US\$133 million Hong Kong debut. Yingli Green Energy Holding also engaged the firm for its US\$241.8 million offering in Hong Kong.

CapitaLand hired the firm for the restructuring of 4% senior secured redeemable convertible bonds due 2012 issued by Heng Yue Holdings, valued at Rmb1.2 billion (US\$176 million).

Founding partner Jonathan Zhou is very active in the market. Other notable lawyers include Shanghai-based Yang Gao, Jeffery Shen and Jeffery Ding.

### Jun He Law Offices

Jun He's visibility in the capital markets and its renowned banking practice firmly keep it up in the top tier.

The firm shone in real estate IPOs this year, acting for the underwriters in China South City's HK\$3.15 billion (US\$404.7 million) offering of 150 million shares in Hong Kong. China Lodging Group mandated the firm for its US\$100 million Nasdaq IPO. Other offerings in Hong Kong that the Jun He team was active on include China Metal Recycling Holding's HK\$1.55 billion IPO and ZTE Corporation's HK\$2.59 billion placing of new H-shares.

David Liu, a highly-recognised banking lawyer, led the deal on the facility loans to Shanghai Rainbow City for the refinancing of real estate projects. In this transaction, the bank lenders included Standard Chartered Bank, BEA and HSBC, and they provided the Rmb561 million and HK\$616 million (US\$79.1 million) loans. The team also advised Citic International Corporation on the US\$600 million loan from China Exim Bank to build three cement plants in Belarus.

Leaders of the capital markets group include Wei Xiao, who is described by peers as a "fantastic lawyer", together with Adam Li, Chunyang Shao and Jiangxiang Ding.

### King & Wood

With its incomparable network and manpower across the country, King & Wood has always been privy to the country's most important and large-scale transactions.

The firm acted for China Pacific Insurance in its HK\$24 billion (US\$3.08 billion) Hong Kong IPO in December 2009. Another high-value deal saw UBS mandate the firm on China Minsheng Bank's US\$3.1 billion IPO of 3.3 billion H-shares.

The firm scored leading roles on some of the top projects this year, such as representing Sinopec Sabic Petrochemical Company on the US\$2.8 billion financing advanced by domestic banks CDB, ICBC and Bank of China, to fund a petrochemical complex in Tianjin. In a wind farm project, the firm worked on a Rmb1.89 billion (US\$278 million) syndicated loan financing for Shanghai East Ocean Wind Power, acting for the lenders and sponsors that included Shanghai Pudong Development Bank, China Construction Bank and China Datang Corporation.

Managing partner and head of the finance practice Ling Wang is highly-regarded in the market. Shanghai-based Jack Wang has extensive experience in international finance, and Xiaolei Yang, Zheng Su and Yongliang Zhang frequently lead capital markets deals.

### **Zhong Lun Law Firm**

Zhong Lun Law Firm has completed a solid year, with excellent market exposure in both capital markets and finance. "We are very impressed with its sound grasp of legal issues, and its highly responsible and efficient work attitude," says a Chinese counsel.

Its renowned real estate transactions include its counsel to 7 Days Group on its US\$128 million IPO in New York, and advising the underwriters in China Lodging Group's US\$126 million Nasdaq IPO. It also advised Huiyin Household Appliance on its HK\$600 million (US\$77 million) Hong Kong IPO in March 2010. Debt work included its advice to State Grid Corporation of China on its Rmb200 million (US\$24.4 million) corporate bond issuance.

A representative project highlight saw a Zhong Lun team advising East Hope Aluminium in its Rmb9 billion (US\$1.33 billion) financing facility from lenders including Calyon and Bank of China for the procurement of bauxite and plant optimisation. The team was also instrumental to a syndicate of lenders, assisting it on the Rmb4 billion financing for Asia Aluminum for rolled products projects.

Limin Chen and Anthony Zhao starred on a number of capital markets deals. Shanghai-based Anthony Qiao is highly recognised for projects and financing work.

### **AllBright Law Offices**

AllBright Law Offices has had another strong performance in domestic listings and often assists Chinese companies in overseas transfers of boards. The Shanghai-headquartered firm also worked on the city's most important infrastructure projects.

It helped textile companies Thomas Bryson and Shaoxin Shenhua Textile on their Australian IPOs, valued at US\$8 million and US\$16.3 million respectively.

The firm assisted China Yida Holding and China Jo Jo Drugstores in transferring from the Over the counter bulletin board (Otcbb) to Nasdaq, and their new shares offering of US\$28.9 million and US\$17.5 million respectively.

The firm completed a number of domestic IPOs for Chinese companies on the SME (Small and Medium Enterprise) board and the newly-launched ChiNext. Here, it counts Narada Power Source and Ningbo Shuanglin Auto Parts as esteemed clients.

AllBright featured prominently in a Rmb36.3 billion (US\$5.35 billion) financing provided by state-owned banks to Shangdong Nuclear Power, and in the Rmb20 billion second-phase expansion of Shanghai Pudong International Airport.

The firm's capital markets team added David Tang to its roster from Pillsbury Winthrop. Other leaders include Victor Wang, Steve Zhu and Xiaohong Zhang. Key banking and projects lawyers include Chen Ke, Perry Li, James Miao and Fanny Yi.

### **Global Law Office**

Global Law Office has long been recognised for its solid banking and finance practice. Representative experiences include its work for China Huadian Power Hong Kong Company in a US\$230 million investment in and financing of a Cambodia hydropower plant, and its advice to Citic Trust in its Rmb4 billion (US\$588 million) trust loan financing to Tianjin City Investment Corporation. Issuer Harbin Jiuzhou Electric Appliance and Huayu Expressway Group enlisted the firm's securities team for their IPOs on the China stock market. Other recent clients of the firm include Morgan Stanley, Société Générale and China Development Bank.

The firm recently hired a number of lateral partners, including Huawei Lin, who was previously with Paul Hastings Janofsky & Walker, David Fu, formerly of Shearman & Sterling and real estate projects specialist Minghao Xu, who hailed from Zhong Lun Law Firm. Other core practitioners include Lawrence Lin, Xin Zhang, Jinrong Liu and Jun Li.

### **Grandall Legal Group**

Grandall's expansion in the market has been witnessed by peers and clients, and its developing status was further proved by its exposure on a handful of the year's leading transactions. In China Minsheng Banking Corporation's US\$3.9 billion IPO in Hong Kong, the firm secured a role acting for the issuer. In a rights issuance by the Bank of Communications, Liu Wei led a team that represented 13 underwriters on the US\$4.9 billion deal, including UBS, Haitong Securities, CICC, Goldman Sachs and HSBC.

Headquartered in Beijing, the firm saw its headcount grow to a total of 600 lawyers, 120 of which are partners. Its network has expanded to nine cities in China, including Shanghai, Shenzhen, Guangzhou, Tianjin, Chengdu, and Ningbo. It also has an associated partnership firm in Hong Kong.

### **Guantao Law Firm**

Guantao Law Firm has a strong presence in the debt space, for instance acting for Financial Street Holdings on its Rmb5.6 billion (US\$825 million) corporate bond issuance. An additional mandate includes the Rmb2.4 billion offering of medium term notes by Datang Telecom Science and Technology Research Institute, and it was found playing an integral role on the Rmb1.7 billion subordinated bonds issuance by Bank of Dalian.

The firm was busy working on projects in the real estate sector, acting for Financial Street Huizhou Real Estate on the Rmb10 billion development of the Golden Gulf Project in southern China.

### **Haiwen & Partners**

Haiwen & Partners is another solid player with a strong volume of capital markets deals on its sheets, and great exposure working with international lawyers.

The firm maintains close relationships with many investment banks. For instance, it was appointed by underwriters Credit Suisse and Boci on Kaisa Group's US\$440 million Hong Kong IPO. This year, the Haiwen team scored roles acting for issuers such as BBMG on its US\$884 million Hong Kong IPO and Rule 144A/Reg S offerings. In a large domestic IPO, the firm advised China State Construction Engineering Corporation on its US\$6.2 billion A-share offering in Shanghai.

The Ministry of Finance turned to the firm on a debt transaction, instructing it on an institutional placement and public offering of a three-tranche Rmb-denominated bond, valued at US\$878 million. A finance highlight of the firm was its advice to a syndicate of bank lenders on a US\$1.8 billion loan financing to a Sino-foreign joint venture based in Shanghai.

Jiping Zhang is said to be "a pleasure to work with". Ma Chen leads the banking and finance group.

### **Llinks Law Offices**

Shanghai-based Llinks Law Offices has excelled on a flow of pioneering banking and finance deals across the region, and benefits from a steady capital markets practice.

On notable deals, the Llinks team acted for Shanghai Electric Group in its Rmb3.56 billion (US\$524 million) private placement of 700 million shares, and advised China Enterprise on its Rmb1.2 billion issuance of

corporate bonds. A domestic offering saw the firm acting for Shanghai Kaibo on its Rmb1 billion IPO on the newly-launched Chinext board in December 2009.

A ground-breaking highlight for the firm was its role on the launch of the country's first consumer finance company by Bank of Beijing in February 2010. The Bank had a registered capital of Rmb300 million, and was one of the first Trust-QDIIs (Qualified Domestic Institutional Investor) to obtain an investment quota of US\$200 million by Shanghai International Trust.

Christophe Han heads up the capital markets team. Charles Qin and Michael Mei are leading banking lawyers.

### **Boss & Young**

Boss & Young this year poached Hubert Tse from Yuan Tai PRC Lawyers, who is hailed as a "very good communicator". The firm worked for GF Securities on a back-door listing and reverse takeover. GF Securities is one of only six securities firms in the country engaging in the margin lending and short-selling business. On domestic listings, a Boss & Young team advised Shanghai Ken Tool on its IPO on the Gem board and represented Xingfu Pharmaceutical on its secondary offering in Shenzhen. David Zou and Jun Xu lead the capital markets team.

### **Jingtian & Gongcheng**

Jingtian & Gongcheng's leading position in capital markets can be seen with its number of issuer representations on their Hong Kong IPOs. These include Powerlong Real Estate Holdings' HK\$2.75 billion (US\$353.3 million) debut, China Lilang's HK\$1 billion offering, and Sany Heavy Equipment International Holding's US\$308 million IPO. It also assisted Concord Medial Services Holdings on its US\$132 million IPO in New York.

Piper Jaffray mandated the firm for two offerings including Sijia Group Company's HK\$565 million IPO and another HK\$553 million offering by Lansan Pharmaceutical Holdings. The highly-recognised capital markets specialist Hongjiu Zhang heads up the firm.

### **Run Ming Law Office**

Run Ming Law Office was founded in 2007 by lawyers from Jun He Law Offices. The team, headed up by Yi Liu, features a strong practice in aviation financing. It advised China Exim Bank on the US\$230 million lease financing of six A320 aircrafts to China Airlines. ICBC Leasing Company employed the firm on the Rmb500 million lease of two ERJ190 aircraft to Tianjin Airlines.

The firm also landed leading roles on significant power projects, such as advising GNPowder Mariveles

in the US\$1 billion financing of a coal-fired project in the Philippines, and representing the Japanese sponsors of Datang Sino-Japan Renewable Power on a term loan facility by CDB for a wind farm project in Inner Mongolia.

### Other active firms

#### Chen & Co

The Shanghai-based Chen & Co houses eight partners who have a strong track record in securities work. It assisted Jinkosolar Holdings on its US\$100 million offering of ADSs in New York, and acted for Sinopharm on its HK\$8.73 billion (US\$1.1 billion) H-share IPO. The firm also represented Canadian Solar on its US\$103.3 million follow-on offering. Leading lawyers include Zhong Lin, John Jiang and Frank Chen.

#### Concord & Partners

Headquartered in Beijing, Concord & Partners was established in 1995 and has branch offices in Shanghai and Shenzhen. The firm assisted Beijing Enterprises Group Company on the registration of Rmb6 billion (US\$882.8 million) medium term notes, and then its subsequent Rmb2 billion issuance and second-phase Rmb4 billion issuance in March 2010. Dongming Li heads up the team.

#### Duan & Duan Law Firm

Clients select Duan & Duan for its "reasonable rates compared to many firms operating in China". This year, the firm turned in a good performance in the capital markets space, representing China Engine Group on its Krw6 billion (US\$5 million) IPO in Korea, which was the first successful offering by a mainland China company since the financial crisis. Gary Gao led the deal. Joining forces with Charles Duan, Gao also acted for a Hong Kong company in a bankruptcy revival. One client recommended Gao for his contentious work: "He consistently produced exceptional results, even when the political influences associated with our litigation have been stacked against us." Headquartered in Shanghai, the firm is one of the few domestic law firms that is qualified to practice in Hong Kong, which it has been doing since 2006. The firm has over 50 members with offices in Beijing, Hong Kong and Seattle.

#### HHP Attorneys-At-Law

HHP Attorneys-At-Law recently formed an international alliance with Marccus Partners, a European law firm with a combined practice of lawyers and tax advisors. HHP recently fortified its group with the hiring of two partners, Andy Liao from Linklaters and Min Ding, the former

head of the legal department at Shanghai Industrial Pharmaceutical Investment. Founded in 2003, the Shanghai-based firm this year advised on loans advanced to a domestic paper company and a battery company by foreign lenders, each valued at US\$38 million and €2 million (US\$2.6 million) respectively.

#### MWE China Law Offices

In a high-profile deal, MWE China Law Offices represented Sands China on its US\$2.5 billion IPO in Hong Kong. The Shanghai-headquartered firm has a strategic association with US firm McDermott Will & Emery. It assisted state-owned Shanghai Tong Sheng Investment Group, which is developing the Yanshang deep water project, on the Rmb3 billion (US\$385 million) first tranche of short term financing bonds.

#### V&T Law Firm

Housing over 200 members, V&T Law Firm has been active this year in capital markets and financing work. Lawyers based in its Beijing, Shanghai and Shenzhen offices have been mandated for a number of domestic IPOs. Very recently, Gang Hu and Dongsong Sun assisted Yunnan Lincang Xinyuan Germanium Industry on the issuance of 32 million shares in its IPO on the SME board in Shenzhen, raising Rmb960 million (US\$140.9 million). For long-standing client Shandong Weigao Group Medical Polymer Company, the pair worked on its IPO and refinancing. In a further Shenzhen listing, the firm advised Hainan Kang Chi Pharmaceutical, which had issued 25 million shares on the GEM worth Rmb1.5 billion. Practitioners leading the offering included Ye Wen, Guan Wang and Wei Jiang.

#### Zhong Yin Law Firm

Founded in 1993, Zhong Yin Law Firm is traditionally strong in capital markets. This year, it advised Sichuan Expressway on its Rmb2 billion IPO in Shanghai, and on another Rmb280.7 million (US\$295 million) offering on the ChiNext board in Shenzhen. The firm operates a broad network with nine offices across China. It hired three partners from competitors last year.

## Banking & Finance

### RECOMMENDED INTERNATIONAL FIRMS

#### Tier 1

Allen & Overy  
 Baker & McKenzie  
 Clifford Chance  
 Freshfields Bruckhaus Deringer  
 Herbert Smith  
 Linklaters  
 Shearman & Sterling

#### Tier 2

Davis Polk & Wardwell  
 Latham & Watkins  
 Norton Rose  
 Paul Hastings Janofsky & Walker  
 Simpson Thacher & Bartlett  
 Skadden Arps Slate Meagher & Flom

#### Tier 3

DLA Piper  
 Hogan Lovells  
 Mallesons Stephen Jaques  
 Morrison & Foerster  
 O'Melveny & Myers  
 Orrick Herrington & Sutcliffe  
 Sidley Austin  
 Slaughter and May  
 Sullivan & Cromwell  
 White & Case

#### Tier 4

Cleary Gottlieb Steen & Hamilton  
 Jones Day  
 JSM  
 Milbank Tweed Hadley & McCloy  
 Richards Butler in association with Reed Smith  
 Woo Kwan Lee & Lo

### Allen & Overy

Allen & Overy's solid reputation in banking, finance and capital markets has attracted a flow of clients, one who says, "the lawyers are able to provide strategic input on key issues and suggest possible structures for the deal".

Noteworthy financings include its role acting for Noble Group on a US\$2.4 billion revolving credit facility

advanced by bank lenders such as DBS, HSBC and ING. In the real estate sector, it worked on the US\$2 billion financing of a proposed joint venture with a state-owned developer for the acquisition of a real estate project in China.

Pre-initial public offering (IPO) financings saw DE Shaw turn to the firm on the restructuring of its US\$500 million investment in Glorious Property Holdings, and the firm counselled global investors in the US\$1.5 billion restructuring of their exposure to Evergrande prior to its Hong Kong IPO.

At the time of writing, the firm is assisting a state-owned company on a multi-billion US dollar IPO in Hong Kong and a concurrent listing in Shanghai.

Clients go to Matthias Voss, Beijing-based Yvonne Ho, Joseph Tse and Thomas Brown for banking and projects advice. Andrew Harrow heads up the international capital markets practice in Asia. Other leaders on the team include Jeremy Hunt, David Johnson, Mark Roppel and Walter Son.

### Baker & McKenzie

Baker & McKenzie has shown its capacity with a flow of issuer appointments in capital markets transactions and demonstrated its long-standing strength in aviation and real estate financing. "Baker & McKenzie is for sure a top tier firm in this area," says one client.

The firm's track record of experiences as issuer's counsel includes its assistance to Sinopharm in raising US\$1.13 billion in its Hong Kong IPO, and working on the US\$406 million offering by China South City. Energy and resource IPOs the firm has worked on includes China Corn Oil Company's US\$630 million listing in Hong Kong and the US\$327 million offering by Mining Machinery Holdings. In Shenli Oil & Gas Pipe Holdings' US\$204 million offering, it acted for global coordinator and bookrunner Macquarie Capital Securities.

Financing highlights saw Bank of China re-visit the firm for transactions. These include the US\$600 million term loan facility for Huawei Technology Investment Company, and the US\$233 million financing to Costa Rica in Central America for the acquisition of the 3G wireless telecommunications equipment of Huawei Technologies for a Universal Mobile Telecommunications System (UMTS) network project.

A notable real estate highlight was advising project companies owned by investors from Macau in an Rmb1.2 billion (US\$176.9 million) and Rmb1.8 billion syndicated loan by ICBC for property projects in Shanghai and Changzhou.

The team promoted Allen Ng to partnership this

year. Ng is an aircraft leasing and finance specialist. Sally Hung, a real estate projects and debt restructuring lawyer, was named special counsel. Andrew Lockhart, Barry Cheng and Harvey Lau are preferred counsels for banks. Projects leaders include Bee Chun Boo, Stanely Jia and Barbara Li. Beijing-based Scott Cemenns, PH Chik, Jackie Lo, Elsa Chan and CY Leung are often called upon for their strengths in capital markets work.

### **Clifford Chance**

Clifford Chance affirmed its top-tier capability by winning an outstanding market share in the country's most important security deals, financings and energy projects. "It has competent and responsive lawyers who are dedicated to the job," says a client.

A few deals to showcase its strength include the team securing issuer mandates in China Minsheng Bank's US\$4 billion Hong Kong IPO and in the US\$2.5 billion offering by China Longyuan Power. In two IPOs by energy and resources companies, China Resources Cement's US\$870 million offering in Hong Kong and the US\$467 million listing by Yingde Gases, the firm acted for the underwriters.

The firm's banking and projects deal list sparkles with some of the year's most sought-after deals, such as its work for China Development Bank (CDB) in the US\$25 billion loan to Roseneft and Transneft for a pre-export financing of an oil supply agreement and a pipeline project from Russia to China. Further mandates from the bank saw a team involved in the US\$4 billion financing to Turkmenistan's national gas company for a gas project in Central Asia.

Shanghai-based Stephen Harder and Bruce Schulberg head up the team. They both impress clients with their "strong bilingual capacity" and "expertise in banking and finance". The firm promoted Tim Wang to the partnership in Beijing, and relocated Crawford Brickley from Singapore to Hong Kong to lead the capital markets practice in Asia. Other leaders in this space include Connie Heng, Amy Lo and Cherry Chan.

### **Freshfields Bruckhaus Deringer**

It is hard to deny Freshfields Bruckhaus Deringer's top-tier status in the capital markets and finance arena. A client says: "It comes as our first choice of counsel".

The firm scored a number of juicy roles on the year's leading transactions. For example, it was involved in Metallurgical Corporation of China's US\$5.2 billion dual listings in Shanghai and Hong Kong, Mingsheng Bank's US\$3.9 billion Hong Kong IPO, and another US\$2.5 billion offering by Sands China. The firm assisted the underwriters in the three offerings. China Pacific

Insurance also mandated the firm on its US\$3.1 billion global offering and IPO in Hong Kong.

The firm fostered its banking team with the relocation of Perry Sayles and David Winfield from London to Hong Kong after the retirement of Bruce Cooper and Clive Rough. It also welcomed Royce Miller from Citigroup in January 2010 to lead its financial services practice in Asia. The team advised Johnson Electric on the US\$400 million term loan facility provided by a syndication of banks such as Bank of China, HSBC and Standard Chartered Bank.

Head of the Asia corporate team Robert Ashworth and China managing partner Teresa Ko are highly-regarded in the market. Other top practitioners on the team include Grace Huang, Calvin Lai and Kay Ian Ng.

### **Herbert Smith**

Clients turn to Herbert Smith for its "first-class client service and expertise". Its leading position in the capital markets and strong performance in financing and projects work in the energy sector help keep it buoyed in the top tier.

China Merchants Bank mandated the firm on the HK\$4.5 billion (US\$579.7 million) H-share rights issuance and the concurrent Rmb17.7 billion (US\$2.6 billion) A-share rights issue. The firm also assisted the underwriters in First Pacific's US\$282 million rights issuance in October 2009.

Notable projects work includes its counsel to CNOOC on the 20-year oil purchase agreement from BG Group's Queensland Curtis LNG project, valued from US\$40-US\$80 billion. Another high-value financing saw CDB engage the firm on a US\$1 billion loan to a Venezuelan state-owned mining company.

Capital markets leaders include Beijing-based Tom Chau, China veteran Gary Lock, greater China managing partner Andrew Tortoishell, John Moore and Kevin Roy.

### **Linklaters**

Linklaters is widely revered as being top-class across the capital markets, banking and projects boards. Clients describe the team as "very technical and reliable". "The firm has a whole bunch of lawyers on the ground who know the international mindset," says one.

It showed a strong performance in debt offerings such as its role acting for the underwriters in the Rmb6 billion (US\$884 million) Rmb bond issuance by the Ministry of Finance. HSBC Bank (China) also mandated the firm on a Rmb3 billion bond offering in September 2009.

Headlining banking deals include the team advising ICBC as arranger and agent in a US\$2.5 billion term loan facility for the Republic of Angola. Linklaters also

advised Baha Mar and BML Properties on the US\$3.5 billion facility advanced by China Exim Bank for a hotel and casino resort in The Bahamas.

The magic circle firm's banking practice is headed up by Beijing-based Thomas Ng and Trevor Clark. Joint managing partner Celia Lam, Shanghai-based William Liu and Betty Yap in Hong Kong lead the capital markets deals.

### **Shearman & Sterling**

Shearman & Sterling is expected to see a growing number of representations in Greater China capital markets deals after its launch of a Hong Kong law capacity with the hiring of Colin Law and Peter Chen from O'Melveny & Myers. The recent joining of China capital markets specialist Shuang Zhao from Simpson Thacher & Bartlett reinforces the firm's aspirations. Clients go to Shearman & Sterling for its "in-depth understanding of the market", and "strong bilingual capacity".

A key transaction for the team this year was counselling the underwriters Morgan Stanley, CICC and CITIC Securities in Metallurgical Corporation of China's US\$2.35 billion IPO in Hong Kong. For follow-on offerings, the team advised the bookrunners in Ctrip.com International's US\$236 million offering of American Depository Shares (ADSs). The underwriters in Lumena Resources Corporation's US\$250 million high yield bond offering turned to the firm. Key partners include Matthew Bersani, Alan Seem and Kyungwon Lee.

Shanghai managing partner Andrew Ruff heads up the project finance team. China Exim Bank engaged the firm on the financing for CIC Energy and International Power of a US\$5.5 billion Mmamabula coal-fired power and mining project in Africa. Shearman works with clients such as Asian Development Bank, Sinosure, CDB and Bank of China on wind farm projects and natural gas generating plants.

### **Davis Polk & Wardwell**

Davis Polk & Wardwell enjoys an enviable status in capital markets. It has a recognised reputation among clients for its "consistency of high-quality advice".

The Wall Street firm's outstanding deals sheet includes advising Metallurgical Corporation of China in its A- and H-share listing and global offering that raised US\$5.3 billion. It additionally acted for Longfor Properties in its US\$912 million IPO in Hong Kong. One more deal saw the respected team assist China Merchants Bank on its US\$3.2 billion global rights offering.

The firm closed a number of leading debt offerings by Chinese property developers including Renhe Commercial Holdings' US\$300 million high yield notes

offering and the US\$300 million high yield offering by Yanlord Land. Clients frequently recommend Hong Kong-based William Barron, James Lin, and Show-Mao Chen in Beijing for securities work.

### **Latham & Watkins**

Latham & Watkins is praised for its "solid legal advice" and "in-depth knowledge of listing rules and relevant laws".

This year, it worked for long-standing client Trina Solar on its US\$183 million follow-on offering in New York, and assisted Frashion Properties on its US\$250 million top-up placing of 768.9 million shares and subscription of new shares.

Debt transactions starring the team include its advice to the underwriters in the US\$300 million issuance of 11.75% senior notes by Renhe Commercial Holdings, and the representation for Yanlord Land Group on the S\$275 million (US\$196.7 million) issuance of 5.85% convertible bonds due 2014.

Joseph Bevash heads up the finance team. Shanghai managing partner Rowland Cheng has advised on the mammoth Papa New Guinea Liquefied Natural Gas Project. Capital markets leaders include Stanley Chow, Eugene Lee, Allen Wang, David Zhang and debt expert John Otoshi.

### **Norton Rose**

Clients appreciate Norton Rose's "deep knowledge of market trends", and mandated the firm on some of the largest outbound financings in the country. In particular, these transactions were in the natural resources and renewable energy sectors.

It worked for a Brazilian state-owned company on the US\$10 billion bilateral loan provided by CDB. The bank also engaged the firm on transactions including the US\$700 million loan facility for acquisition and project financings in Australia for Chinese mining companies, and a US\$200 million financing to LDK Solar for a solar project in Italy.

The firm is strong in export credit financings in the telecom and shipping sectors. It has assisted China Exim Bank, ICBC and China Construction Bank on facilities backing the exports of telecoms equipment from Huawei Technology and ZTE Corporation.

Nigel Ward, an asset finance partner, was transferred from Paris to Beijing this year. Tom Luckock is a preferred counsel for resources and renewable energy projects. Other core lawyers include Peter Burrows and Yi Wang.

### **Paul Hastings Janofsky & Walker**

Paul Hastings Janofsky & Walker captured roles on most

of the year's real estate IPOs. Clients praise its "good balance with legal risk and commercial considerations" and "quick turn-around time".

The firm was called upon by Chinese property developers in global offerings and Hong Kong IPOs, such as BBMG's US\$844 million offering and Glorious Property Holdings' US\$1.28 billion debut. The firm also assisted the bookrunners in Longfor Properties Company's US\$1.05 billion Hong Kong IPO.

Wing Lung Bank engaged the firm on the US\$100 million refinancing facility to CarVal Investors for a retail property in Shanghai. Zhuhai Municipal Government employed the firm for its Rmb3.11 billion (US\$455 million) debt restructuring deal.

Raymond Li and Neil Torpey lead the capital markets practice, and the team welcomed Sammy Li from Morgan Stanley and of counsel Chris Betts from McKinsey & Company.

### **Simpson Thacher & Bartlett**

Simpson Thacher has carved out an outstanding market share for its top tier capital markets work. Clients are impressed with its "profound understanding of the financial market", and "top-class advice in all aspects of the transactions".

It assisted the underwriters on a number of leading IPOs such as Shanda Games' US\$1.04 billion Nasdaq IPO and the US\$461.4 million global offering and Hong Kong IPO by China South City Holdings. Fantasia Holdings Group additionally mandated the firm for its US\$410.1 million Hong Kong listing.

The Simpson Thacher team acted for Yingli Green Energy in its US\$278 million follow-on offering and advised Suntech Power Holdings in its US\$287.5 million follow-on offering. Credit Suisse relied on the firm to deliver in United Microelectronics Corporation's US\$207.2 million exchangeable bond offering due 2014. Leiming Chen and Chris Lin are highly-regarded for their capital markets prowess.

### **Skadden Arps Slate Meagher & Flom**

Skadden Arps Slate Meagher & Flom firmly sits at the top of league tables for both equity and debt transactions. It enjoys client compliments such as having "competent and knowledgeable counsel with an excellent commercial approach".

Skadden advised China Real Estate Information Corporation on its US\$248 million carve-out IPO on the Nasdaq, which was a pre-condition for its M&A transaction with Sina corporation. Acting for the underwriters, it provided advice on Yuzhou Property Company's US\$209 million Hong Kong IPO and on the

US\$128 million debut by 7 Days Group Holdings.

A key mandate in the debt space saw the team represent the underwriters in the US\$300 million high yield offering of 10% senior notes due 2016 by Agile Property Holdings.

The firm poached partner Julie Gao from Latham & Watkins last year. Clients frequently recommend Beijing-based John Christianson and Peter Huang, and Jonathan Stone and Edward Lam in Hong Kong.

### **Other active firms**

#### **DLA Piper**

DLA Piper has been actively building up its profile in capital markets, and scored an increasing number of roles in Hong Kong and US listings.

The firm was US counsel to Mingfa Group on its US\$278 million IPO in Hong Kong. A Fujian-based sportswear maker mandated the firm for its listings in Hong Kong and Rule144A/Reg S offering, raising HK\$1.7 billion (US\$219 million). The firm acted for Macquarie Capital Securities and China Merchants Securities in Shenguan Holdings' HK\$1.24 billion Hong Kong IPO.

Wei Liu, managing partner of the Beijing office, chairs the China team. Steven Liu was promoted as the head of the corporate practice in Beijing. Capital markets experts also include Gene Buttrill, Esther Leung and Jeffrey Mak.

#### **Hogan Lovells**

Hogan Lovells was established through the merger between Washington-based Hogan Hartson and London firm Lovells in May 2010. A combination of their representative work in the past year includes highlights like its advising the bookrunners in BBMG's US\$855 million IPO in Hong Kong and global offering.

In a notable banking deal, Owen Chan and Gary Hamp advised a syndicate of banks including Standard Chartered Bank, DBC, ICBC Asia and Bank of East Asia on a HK\$2.8 billion (US\$360 million) onshore and offshore loan.

Jamie Barr heads up the Asia corporate practice. Other key capital markets practitioners include Terence Lau, Man Lee and the newly-appointed partner James Fong.

#### **Mallesons Stephen Jaques**

Clients find the advice of Mallesons to be "practical and solutions-oriented". Representative capital markets work include its counsel for Ausnutria Dairy Corporation on its HK\$1.4 billion (US\$180 million) offering, and Lumena Resources' HK\$1.3 billion listings, where the team acted for the sponsors and coordinators.

A banking highlight saw the firm represent CDB and Bank of China on the US\$1.2 billion financing to Karara for an iron ore mine in Australia. Another was in advising China Exim Bank on the restructuring of Australian security arrangements for a US\$1.26 billion loan to Sinosteel.

Managing partner Larry Kwok helms the China practice. Other top practitioners include David Olsson, Richard Mazzochi and Dieter Yih.

### **Morrison & Foerster**

Morrison & Foerster retains clients with its “high level of professionalism”. Its impressive capital markets work includes its counsel to the underwriters and bookrunners in a number of high-profile offerings in Hong Kong, such as on Sinopharm’s US\$1.1 billion IPO, China South City’s US\$404 million offering, and the US\$242 million Hong Kong IPO by Man Wah, a Chinese reclining sofa maker.

The firm was further strengthened by the transfer of Christopher Forrester from San Diego to Hong Kong, and by the arrival of Gregory Wang as of counsel from Davis Polk & Wardwell. Notable partners include Hong Kong-based managing partner Ven Tan, Tien-yo Chao, Xiaohu Ma and Stephen Birkett.

### **O’Melveny & Myers**

O’Melveny & Myers obtained significant exposure this year by starring in several leading capital markets deals. The firm was sought by the bookrunners in China Real Estate Information Corporation’s (CRIC) US\$248.4 million Nasdaq IPO, which involved a carve-out listing of CRIC’s parent company E-House Holdings.

It acted for the bookrunners, including Piper Jaffray, on Duoyuan Global Water’s US\$101.2 million IPO in New York, and its US\$105 million follow-on offering. Other examples include the team’s representation of Morgan Stanley, JP Morgan Securities and CICC in the US\$132 million IPO by Concord Medical Services in New York.

Shanghai-based Kurt Berney and David Roberts are praised as “excellent securities lawyers who understand Chinese clients well”, and are often called upon by Chinese companies for US listings.

### **Orrick Herrington & Sutcliffe**

Orrick Herrington & Sutcliffe boasts a strong track record advising Chinese issuers in their Hong Kong IPOs. This year, it appeared on 361 Degree International’s HK\$1.8 billion (US\$233 million) offering, Shengli Oil and Gas Pipe Holdings’ US\$204 million debut, and China Forestry Holding’s US\$203 million listing.

In a representative financing, the team advised Piraeus Containers Terminal and Cosco Pacific on a

€339.4 million (US\$414.6 million) term loan facility by CDB. Clients appreciate the team’s “bilingual skills” and “great working attitude”.

The team was enhanced by the arrival of Phoebus Chu from Paul Hastings Janofsky & Walker and welcomed Allen Shyu from Baker & McKenzie. Orrick’s banking and finance leaders are Christopher Stephens and Michelle Taylor.

### **Sidley Austin**

Sidley Austin is said to be “very strategic and tactical”. Its strong capital markets practice featured on an award winning deal this year, acting as issuer’s counsel in Sands China’s US\$2.5 billion Hong Kong IPO. Evergrande also mandated the firm for its US\$724.7 million Hong Kong IPO. In a debt deal, China’s Ministry of Finance appointed the firm for its three-tranche bonds issuance totalling Rmb6 billion (US\$884 million).

Nine Dragons Paper Group relied on the firm for its US\$500 million syndicated facility by Bank of China and CDB.

The firm hired leveraged and syndicate financing lawyer Robert Mason as counsel in April 2010. Capital markets leaders include Constance Choy, Henry Ding, Timothy Li and Matthew Sheridan.

### **Slaughter and May**

Slaughter and May is a preferred counsel for high quality and complex deals. Recently, it advised Metallurgical Corporation of China on its US\$5.2 billion dual listing in Shanghai and Hong Kong, and assisted the underwriters in China Pacific Insurance’s US\$3.1 billion Hong Kong IPO.

China Investment Corporation additionally mandated the firm on a US\$1.9 billion secured senior loan facility investment to Indonesia’s Bumi Resources. Partner Peter Lake led this deal.

The firm launched its Beijing office last year, led by George Goulding. Benita Yu and Laurence Rudge are highly-recognised in the market.

### **Sullivan & Cromwell**

Sullivan & Cromwell’s widely-recognised status in capital markets can be seen in the roles it scores in top transactions. For example, a Sullivan team acted for underwriters led by UBS on the US\$3.1 billion Hong Kong IPO by China Pacific Insurance. Its debt performance included acting for Tata Motors on its US\$375 million issuance of 4% convertible notes due 2014 and the US\$700 million offering of 29.9 million global depositary shares. Chun Wei and William Chua are the firm’s key leaders in the China market.

**White & Case**

White & Case is renowned for its project finance practice. The firm advised on the joint venture between Saudi Basic Industries Corporation (Sabic) and Sinopec for the development of a US\$3.28 billion petrochemical complex in northern China. It assisted China Development Bank (CDB) in transactions including its loan of US\$700 Sinosure-backed term facilities to India's Aircel Group, and in the lender's US\$1.5 billion agreement with the Republic of Angola for the development of infrastructure projects.

Key practitioners on the team include Xiaoming Li, Steve Payne and newly-appointed partner Sean Wang.

**Cleary Gottlieb Steen & Hamilton**

Cleary Gottlieb Steen & Hamilton has stamped its footprint on security transactions. Hong Kong-based Clay Johnson advised the underwriters in the US\$68.7 million follow-on primary and secondary offerings of American depository shares by VanceInfo. The firm's clients include Citigroup Global Markets, JP Morgan Securities, Cowen and Company and Oppenheimer & Co. TPG Capital also mandated the firm on a couple transactions such as its sale of 160 million H-shares in Ping An Insurance by way of a share placement, and the sale of part of its investment in Lenovo Group. Other leading lawyers of the group include Filip Moerman and Megan Tang.

**JSM**

JSM is strong in asset backed lending, structured asset finance and construction and real estate finance. BNP Paribas instructed the firm on the US\$264 million loan facility for the refinancing of debt of Lafarge Shui On Cement in China. In the real estate sector, JSM represented ICBC on the US\$256 million acquisition finance of shares in a Beijing real estate developer. It also assisted HSBC on a US\$55 million loan facility for a residential and hotel project in Shanghai. The head of the banking and projects team Alastair MacAulay is well-regarded in the market.

**Milbank Tweed Hadley & McCloy**

Milbank Tweed Hadley & McCloy was highly visible in the energy sector this year. It acted for GCL-Poly on the US\$325 million offering of high yield secured notes. Lumena Resources turned to the firm for its high yield bond issuance due 2014, valued at US\$250 million. Notable projects work include its representation of GNPowr Marveles Project in the financing of a coal-fired power project in the Philippines. Tokyo-based Gary Wigmore and of counsel Desiree Woo advised CDB and Sinosure on the US\$850 million financing. Hong Kong-

based Anthony Root heads up the corporate practice across Asia.

**Woo Kwan Lee & Lo**

Woo Kwan Lee & Lo is engaged by numerous clients for capital markets transactions. It acted for Shenzhen Investment on its HK\$1.11 billion (US\$141 million) placing and subscription of 300 million shares. It also assisted Sundart International Holdings in raising HK\$600 million from its Hong Kong IPO. Media China Corporation instructed the firm on its HK\$433 million open offer and the placing of two billion new shares. Key practitioners include Carmelo Lee, Brian Leung, Agnes Lau and Jackson Yip.

**Corporate/M&A****RECOMMENDED DOMESTIC FIRMS****Tier 1**

Commerce & Finance Law Offices

Fangda Partners

Haiwen Partners

Jun He Law Offices

King & Wood

Zhong Lun Law Firm

**Tier 2**

AllBright Law Offices

Grandall Legal Group

Jingtian & Gongcheng

Llinks Law Offices

**Tier 3**

Boss & Young

Global Law Offices

**Commerce & Finance Law Offices**

In addition to its well-known securities practice, Commerce & Finance has also earned a top-tier reputation for M&A work. The firm advised China Eastern Airlines on its acquisition of Shanghai Airlines in a deal valued at Rmb8.9 billion (US\$1.31 billion), which created one of the nation's largest airline businesses.

A more recent transaction saw the firm advise medical device R&D outsourcing company Wuxi Pharma Tech on its US\$1.6 billion sale to Charles River Laboratories International, a research models preclinical drug development services provider. It also represented

SearchMedia International, an outdoor billboard and advertising network operator, on the US\$176.7 million acquisition by Ideation Acquisition Corporation, a New York-listed special purpose acquisition company.

Partner Gang Liu is a well-known veteran in the market and a key figure at the firm.

### **Fangda Partners**

Fangda Partners has carved out a solid reputation as one of the finest boutique operations in the market with consistent high quality on cross-border transactions.

Though smaller in size, the firm always captures roles on large and complicated deals, such as the high-profile merger between Shanghai Airlines and China Eastern Airlines which was valued at Rmb8.9 billion (US\$1.31 billion). Another domestic transaction saw its advice for Rizhao Steel Group on the Rmb60 billion (US\$8.8 billion) joint venture with Shandong Steel Group.

One of the market's more familiar faces is partner Jonathan Zhou, who advised Hewlett Packard on its US\$2.7 billion acquisition of 3Com, which operates a manufacturing base in Hangzhou.

Notable private equity experience includes its work for Newbridge Capital on the sale of 17.76% of the shares in Shenzhen Development Bank to Ping An Life Insurance. Goldman Sachs also mandated the firm on its US\$243 million investment in Geely Automobile, which facilitated its acquisition of Ford Motor's Volvo.

The firm's Shanghai office recruited Victor Yu from Hogan & Hartson, as well as Norman Zhong from Sullivan & Cromwell and Andrew Zhang from Linklaters. Team leaders also include Shanghai-based partners Yang Gao and Kenneth Lu.

### **Haiwen & Partners**

Haiwen & Partners has won great exposure on some of this year's most sought-after transactions. For example, the firm represented Geely Automobiles on its US\$1.8 billion purchase of a 100% equity interest in Volvo in March 2010.

Diageo turned to the firm to advise on its acquisition of a 4% equity interest in Sichuan Chengdu Quangxi Group, the controlling share holder of the Chinese spirit maker Sichuan Shuijingfang, and the subsequent mandatory tender offer for shares of Shuijingfang, totalling Rmb6.3 billion (US\$928.2 million).

More high-profile work saw Haiwen represent Shenzhen Development Bank on the Rmb10.68 billion strategic investment by China Ping An Insurance. It also advised China Mobile on its Rmb39.8 billion (US\$5.83 billion) acquisition of a 20% stake in Pudong Development Bank through its subsidiary Guangdong Mobile.

Lead partners include Jiping Zhang, Weibo Jiang and Jie Lan.

### **Jun He Law Offices**

Jun He Law Offices is often called upon on large and complex deals. This year, the firm has been highly visible in the power and energy sector. For example, it represented ADB and IFC Investment on their Rmb2 billion (US\$294.9 million) investments in Yunan Hydropower Station through the subscription of 22.5% of the newly issued shares.

Fortune Oil Group engaged the firm on its investment in Fortune Liulin Gas Company and the PSC (Production Sharing Contract) for the exploitation of coal bed methane resources in China. This involved the buyout of shares by the existing shareholders of Fortune Oil and a capital raising from new investors.

Jiang Du led a deal for Nasdaq-listed company NeoStem on a PIPE financing that was underwritten by Roth Capital Partners and raised US\$6.9 million. Olympus Capital also mandated the firm on its US\$47.5 million investment in Zhaoheng Hydropower Holding.

Wei Xiao is frequently recommended by peers and clients. Other leading individuals include Theresa De, David Liu, Natasha Xie, Danqi Wang and He Zhu.

### **King & Wood**

The capacity and capability at King & Wood ensures that the firm is frequently found on the country's most important deals. Recent outbound investment experience into Australia includes advising China Minmetals Non-ferrous Metals on its US\$492 million equity acquisition of 11 subsidiaries of OZ Minerals. The firm also advised Yanzhou Coal Mining on its merger with Felix Resources, which was valued at A\$3.4 billion (US\$2.9 billion).

Recent FDI mandates include Fiat engaging the firm on its €400 million (US\$488.6 million) investment in, and formation of a joint venture with, Guangzhou Automobile Group. King & Wood also assisted foreign investors with anti-monopoly issues on Pfizer's US\$68 billion acquisition of Wyeth Pharmaceuticals and Mitsubishi Chemical's US\$2.45 billion acquisition of Mitsubishi Rayon.

Private equity related work saw it represent International Mining Machinery, which is controlled by Resolute Fund, on the exit of Resolute through a US\$327 million Hong Kong IPO.

One headlining hire was the arrival of Rupert Li, a former partner at Clifford Chance, who took on the role of international managing partner.

Last year, the firm also became the first PRC law firm to roll out a Hong Kong law capability following its merger with Arculli Fong & Ng. A group of team leaders

include Yingmei Cai, Xiaolei Yang, Lizi Tang, Ping Xu and Zhigang Liu.

### **Zhong Lun Law Firm**

The expertise and network of relationships in the real estate sector has ensured Zhong Lun Law Firm a steady deal flow. In the research for this publication, the firm received a growing number of recommendations as preferred local counsel from foreign law firms. "Zhong Lun is one of the most trustworthy advisers for us," says one client.

The firm represented Forte Land on its acquisition of Garden Plaza in Shanghai by way of an offshore transaction with Goldman Sachs valued at Rmb3.5 billion (US\$515.7 million). Another Shanghai project saw it counsel Chengtou Yuecheng Property, a joint venture controlled by Hines, on a property development project totalling Rmb2 billion.

Shui On China Central Properties (SOCCP) sought the firm's advice on a US\$118 million offshore share acquisition for luxury residential and retail units in central Beijing.

Shanghai-based partner Anthony Qiao comes highly recommended.

### **AllBright Law Offices**

As one of the largest full-service law firms in Shanghai, AllBright Law Offices is a favourite for many clients.

Shanghai Industrial Holdings, a Hong Kong-listed conglomerate with real estate, infrastructure, medicine and consumer businesses, mandated the firm on a number of transactions over the past year. These included its HK\$2.7 billion (US\$346.8 million) acquisition of 45% equity interest in Neo China, a HK\$1.38 billion land bank acquisition, and a HK\$1.39 billion toll road injection.

Other deal highlights include its advice for Five Star Electronics on the US\$185 million sale of its remaining 25% outstanding shares to Best Buy, and its representation of Sharp Group on its US\$90 million investment and acquisition of Pioneer's subsidiaries in southern China.

The firm has recently made a number of senior hires including partner Robert Lewis from Hogan Lovells, Louis Meng from K&L Gates, and Richard Lee from Simmons & Simmons. In February 2010, it also expanded its office network to the neighbouring city of Suzhou.

Group leaders include Lawrence Zhu, Donna Li, Julia Zhu and James Lin. Victor Wang heads up the private equity practice.

### **Grandall Legal Group**

Grandall Legal Group has grown into a wide-spread network with nine offices across the country. Housing 120

partners and over 600 lawyers, the firm has established itself as a solid corporate and commercial business.

In a leading energy transaction, the firm worked for GCL-Poly Energy on the acquisition of a 100% equity interest in Jiangsu Zhongneng Polysilicon Technology Development valued at US\$3.4 billion. The firm's team, led by managing partner Weidong Wang, also assisted GCL-Poly on the allotment and issuance of new shares worth US\$350 million, the placement of new shares totalling HK\$3.5 billion (US\$450 million), together with a US\$300 million loan facility. A few months later, GCL-Poly re-visited the firm to engage it on its US\$125 million acquisition of 70% of the shares in Konca Solar Cell.

In the media sector, the firm was instructed by Nasdaq-listed VisionChina Media on its acquisition of shares in Digital Media Group by way of exchange for cash stock worth US\$160 million. The merged company, which is a combination of an outdoor digital network and a subway TV network business, creates the largest domestic mobile television network.

### **Jingtian & Gongcheng**

Jingtian & Gongcheng has secured number of roles in the natural resources, energy and clothing sectors. It provided advice to Chinese sportswear brand Exceed on its acquisition of the outstanding shares in Windrace International Company and its merger with 2020 ChinaCap Acquireco.

The firm also advised Asia Coal on the HK\$1 billion (US\$128.6 million) acquisition of 90% of the shares in a coal mine from Wonder Champion Investment. And in March 2010, it represented Konca Solar Cell on the US\$125 million sale of 70% of its shares to GCL-Poly Energy.

The firm further bolstered its practice through the promotion of 17 junior equity partners in its Shanghai and Beijing offices giving it a total partner headcount of 60. It has also hired Xiaotan Si, a former counsel with King & Wood, to its Beijing team.

### **Llinks Law Offices**

Shanghai-based Llinks Law Offices has been a pioneer for high-end, innovative fund formation work in China's financial hub, and maintains a solid practice on M&A transactions.

This year was a particularly good one for the firm on real estate deals. For example, it represented Tian An China on its Rmb990 million (US\$145.9 million) purchase of 261 units of Shanghai Racquet Club & Apartment, and it advised state-owned Shanghai Yidian Holding on its acquisition of two listed companies from the SVA Group totalling Rmb4 billion.

Charles Qin and Sandra Lu have led teams on a number of fund formations, such as Bank of Communications Schroder Fund Management's establishment of a Rmb1 billion ETF (exchange-traded fund) and Rmb7 billion feeder fund. They also assisted AEGON-Industrial Fund Management on its launch of the Industrial Herun Classified Equity Fund totalling Rmb3.3 billion.

The firm hired partners Clare Lu and Le Chen from local firms, while David Yu heads up the practice in Shanghai.

### **Boss & Young**

Boss & Young recently hired Hubert Tse from Yuan Tai PRC Attorneys. Tse is a private equity and QFII (Qualified Foreign Institutional Investor) specialist who has experience with onshore Rmb funds formation under the proposed QFLP (Qualified Foreign Limited Partnership) scheme by the Shanghai government. For example, he recently acted for DBS Bank Private Equity on a US\$100 million onshore Rmb fund formation in Shanghai Pudong new area. "He is able to give clear explanations in grey areas and offers the right approach for investors," says one client.

The firm recently assisted US and European auto part suppliers and a German stationery provider on their acquisitions in China. It also helped Chinese real estate developer DD International on its property acquisitions in California.

Leading practitioners include founding partner Guojian Xu and private equity and M&A specialist David Zou.

### **Other active firms**

#### **Chen & Co**

Recent transactional achievements by the Shanghai-based Chen & Co include advising Harbin Pharmaceutical Group on its purchase of Pfizer's swine mycoplasmal pneumonia vaccine business, and representing Lotte Shopping Holding on its acquisition of Chinese retail store operator Times. The firm is building up a name for anti-trust reviews with Mofcom on deals.

#### **Guantao Law Firm**

Guantao Law Firm has led a number of large deals for state-owned companies. For example, it advised on the Rmb820 million (US\$120.9 million) acquisition and restructuring of Changling Group by two electronics information companies in Shanxi province. It also represented China Petroleum & Chemical Corporation on its acquisition of assets from five of its affiliates.

#### **Han Kun Law Offices**

Although a relatively young firm, Han Kun Law Offices is

gradually building up a solid reputation on leading deals, such as representing AsiaInfo on its merger with Linkage Technologies and advising Ku6 Holding on its acquisition of Hurray!. Charles Li comes highly recommended while the firm also recently hired Joseph Huang from Clifford Chance.

#### **Jin Ding Partners**

Headquartered in China's ancient city in Nanjing, Jin Ding Partners has established a solid leading position in Jiangsu province. The firm is often sought by small and mid-sized companies in the region for corporate financings, equity share transfers, risk management, transfer of state-owned land-use rights and tax issues. It acted for Eastern China Exploration on the subscription of 50.1% of the interests in London AIM-listed Weatherly International. Nanjing Securities also mandated the firm on two collective asset management plans valued at Rmb2.2 billion (US\$323.6 million). Leading lawyers include director of the firm Jason Che, who is also deputy director of the Civil and Commercial Council of the Jiangsu Bar Association, and Walter Chen, who specialises in international trade and investment, WTO and EU law and who chairs the international law and practice section of the Jiangsu Bar Association.

#### **Jin Mao Partners**

Jin Mao Partners was founded in 2007 when a group of nine lawyers left rival firm Jin Mao PRC Lawyers. With offices in Shanghai and Beijing, the firm has 50 members offering services in banking, finance, M&A, real estate, private equity and antitrust. It is also a member of China Inter-bank Market Dealers Association.

Former corporate counsel, Beijing-based Ben Qi, has previously led in-house teams at IBM China Investment Fund, Siemens China and Peak Pacific Investment Company. Other key practitioners include managing partner Changdao Li, who is vice chairman of the Shanghai Law Society, vice director of the Shanghai Arbitration Commission, and a consultant of the Shanghai Bar Association. Meanwhile, founding partner Yong Xie is a specialist in FDI, real estate – in particular land-use rights and industrial premises – M&A and private equity, and was previously with Siemens China.

#### **MWE China Law Offices**

MWE China Law Offices enjoys a strategic alliance with US firm McDermott Will & Emery. It acted for US technology company PerkinElmer on the US\$63.7 million acquisition of diagnostics manufacturer and wholesaler Shanghai Sym-Bio LifeScience. Another example saw the firm advise MTS Systems Corporation on the US\$41.8

million asset acquisition of three local testing machine companies. Kelvin Qian and John Huang, who were previously with AllBright Law Offices, are founders of the firm.

#### **Richard Wang & Co**

Shanghai-based Richard Wang & Co recently advised Vopak China on its US\$30 million acquisition of the equity interest in Dongguan Sealink, which operates a bulk liquid tank farm. It also acted on the US\$30 million purchase of 35% of the shares in a jetty joint venture from a state-owned company. In the real estate sector, the firm assisted Lujiazui Corporation on its US\$250 million acquisition of the entire equity interest in Shanghai POSCO E&C Real Estate Development, and on its Rmb 1.35 billion (US\$199 million) acquisition of five real estate companies. Andy Liu heads up the team in Shanghai.

#### **R&P China Lawyers**

“I find Maarten Roos and his team as very professional and pragmatic,” says a legal counsel at a Belgian multinational. “He thinks along with the company, is proactive and offers concrete solutions.” Upstart boutique R&P China Lawyers was established in April 2010 with its four founding principals hailing from several of China’s leading domestic firms. Maarten Roos joins from Wang Jing & Co, employment specialist Luo Ai from Jun He Law Offices, Zhu Ye from Lehman Lee & Xu and Lu Zhiqian from Shanghai Talent Law Firm.

With a unique focus on supporting foreign small-to medium-sized businesses in China, R&P China Lawyers boasts a raft of European and North American clients in niche industries. These include Belgium-based OTN Systems, Italy’s Targetti Group, and Zanini (Taicang). The team offers tailored counsel on a broad range of services, from corporate and investment work to intellectual property, tax and employment. A highlight of the young firm saw Roos and Chen Yun assisting a European investor on the sale of two subsidiaries for Rmb45.5 million (US\$6.7 million). This included a trade mark licensing agreement and was conditional on securing approvals in China, along with the completion of onshore and offshore restructuring. A Belgian company and its bank relied on Roos and Cao Xin to deliver in its negotiations with PRC authorities for the release of pledges on the equity of subsidiaries across China.

#### **Tian Yuan Law Firm**

Founded in 1992, Tian Yuan Law Firm has picked up a mandate for China Yangtze Power on its acquisition of the hydro power assets of China Three Gorges Corporation, valued at Rmb140.3 billion (US\$20.6 billion). Chinese

diary products maker San Yuan Group instructed the firm on its Rmb100 million acquisition of San Lu Group. The firm also advised Shanghai Yan Tang Group on its Rmb121.2 million acquisition of Chinese sugar refiner and distributor Yinmore Sugar.

#### **V&T Law Firm**

Headquartered in Beijing, V&T Law Firm has developed into a full-service firm with over 200 staff, its Shanghai and Shenzhen offices working closely together. The firm is active in M&A, FDI, restructuring, bankruptcy, liquidation and corporate governance, with a range of specialisms in finance, tax, real estate and intellectual property. This year, it was appointed by the Ministry of Commerce in a WTO case for China’s export restrictions to US and European countries in relation to raw materials such as coke, fluorspar, bauxite and silicon. Jihong Wang and Jie Shi led the team that worked on China’s environmental protection system, and energy-saving and emission reductions.

## Corporate/M&A

### RECOMMENDED INTERNATIONAL FIRMS

#### Tier 1

Clifford Chance  
 Freshfields Bruckhaus Deringer  
 Linklaters  
 Shearman & Sterling  
 Simpson Thacher & Bartlett  
 Skadden Arps Slate Meagher & Flom  
 Sullivan & Cromwell

#### Tier 2

Allen & Overy  
 Baker & McKenzie  
 Herbert Smith  
 Latham & Watkins  
 O'Melveny & Myers  
 Paul Weiss Rifkind Wharton & Garrison  
 Slaughter and May

#### Tier 3

Cleary Gottlieb Steen & Hamilton  
 Davis Polk & Wardwell  
 DLA Piper  
 Hogan Lovells  
 Mallesons Stephen Jaques  
 Morrison & Foerster  
 Norton Rose  
 Paul Hastings Janofsky & Walker  
 Sidley Austin  
 White & Case

#### Tier 4

Gide Loyrette Nouel  
 Jones Day  
 JSM  
 Millbank Tweed Hadley & McCloy  
 Minter Ellison  
 Orrick Herrington & Sutcliffe  
 Richards Butler in association with Reed Smith  
 Weil Gotshal & Manges  
 Woo Kwan Lee & Lo

### Clifford Chance

Clifford Chance has been extremely active in the energy, infrastructure, aviation, pharmaceutical and healthcare sectors over the last year. "They are extremely professional and have a good network of oil and energy companies," says one client.

The magic circle firm represented NWS Holdings, a subsidiary of New World Development Company, on its HK\$1.82 billion (US\$233.8 million) sale of 52.86% of the shares in Taifood Securities Group to Hai Tong Financial Holdings.

The firm also advised Airbus on a US\$300 million joint venture formation of an aircraft parts manufacturing centre with a group of industrial partners. Another highlight saw it counsel Svenska Cellulosa Aktiebolaget on the sale of its Asian packaging business to International Paper. The US\$200 million deal involved anti-monopoly issues.

For private equity transactions, partner Mark Shipman advised Prax Capital on the establishment of an Rmb1.5 billion (US\$221.5 million) fund, which made it one of the first foreign firms to set up a local private equity fund in Shanghai's Pudong new area.

Affinity Equity Partners appointed partner Terence Foo on its US\$200 million acquisition of a 94.2% stake in Beijing Leader & Harvest Electric Technologies, a manufacturer of energy efficiency drives for electric motors.

Clients look to Roger Denny, head of the Asia corporate practice, who is "always ready to take on M&A challenges with commercial and elegant solutions". Shanghai-based Emma Davis and Beijing-based Terence Foo also received numerous recommendations.

### Freshfields Bruckhaus Deringer

Freshfields Bruckhaus Deringer has had an outstanding year, attracting much of the spotlight on this year's leading transactions. Clients appreciate its "depth of knowledge and network in the China market".

In one successful outbound acquisition, the firm acted for Chinese automaker Geely Holding Group on its purchase of Volvo Car Corporation from Ford Motor for a total of US\$1.8 billion. Head of China practice Teresa Ko, together with Beijing-based partners Jack Wang and Chris Bown, led the deal and enjoy high regard among clients.

Freshfields head of corporate for Asia Robert Ashworth led the firm's team advising China Strategic Holdings on its US\$2.15 billion acquisition of Nan Shan Life Insurance from AIG, as well as on the US\$1 billion placing of convertible notes for funding the acquisition.

Other notable deals saw the firm advise GCL-Poly

Energy on the takeover of 100% interest in Jiangsu Zhongneng Polysilicon Technology Development, totaling HK\$26.35 billion (US\$3.3 billion). Meanwhile, a high profile private equity transaction saw Newbridge Capital engage the firm on the US\$1.68 billion sale of its 16.67% stake in Shenzhen Development Bank to Ping An Insurance.

Other leading lawyers included Heiner Braun and Carl Cheng in Shanghai, and Beijing-based Chris Wong.

### **Linklaters**

The excellent reputation enjoyed by Linklaters ensures that the firm continues to receive a flow of mandates. Clients and peers expressed their appreciation working with the firm, rating it as “one of the go-to firms for tricky and complicated regulatory issues”. One client said: “Linklaters has good institutional knowledge and is able to come up with real solutions.”

Beijing-based Paul Chow and Thomas Ng acted for China’s largest food manufacturer COFCO, together with HOPU Investment Management, on its acquisition and subscription of shares in China Mengniu Dairy Company, valued at HK\$6.1 billion (US\$783.6 million).

The firm also represented Warren Buffet-owned MidAmerican Energy Holdings on its subscription of 225 million H shares and its acquisition of 10% interest in BYD Company, totalling US\$1.21 billion.

One more recent deal saw it represent ICBC on its HK\$4.2 billion acquisition of Thailand’s ACL Bank, which is pending approval.

The firm relocated Teresa Ma from Hong Kong to Shanghai to head up the office. In Hong Kong, Celia Lam and Marc Harvey co-lead the greater China practice.

### **Shearman & Sterling**

Shearman & Sterling has reinforced its position in greater China with the launch of a Hong Kong law practice in January 2010. This is led by partners Colin Law and Peter Chen, who were formerly with O’Melveny & Myers.

The firm continued to capture roles on a number of the leading transactions. For example, it assisted SINA Corporation on the US\$755 million sale of its 66% equity interest in China Online Housing Technology Corporation in exchange for newly issued shares of China Real Estate Information Corporation.

PetroChina sought the firm’s counsel on its US\$1.02 billion acquisition of Keppel Oil’s shareholding in Singapore Petroleum Company. The firm also acted for Xi’an Aircraft Industry Corporation of China (AVIC) on its acquisition of 91.25% of the shares in FACC, a European aircraft component producer.

China Investment Corporation (CIC), the country’s

sovereign wealth fund, mandated the firm on its acquisition of a 40% stake in CITIC Capital Holdings. The firm also represented Ctrip.com International on the US\$50 million acquisition of a 10% stock in Home Inns & Hotels Management through a private placement.

Managing partner Lee Edwards heads up the China practice. Other leading lawyers include Ling Huang and Paul Strecker.

### **Simpson Thacher & Bartlett**

Simpson Thacher & Bartlett is well-recognised as one of the leading firms for corporate transactions. Clients rate the firm’s service as “first-class” and appreciate its “dedication and accessibility of partners”.

China Railway Materials Commercial Corporation, one of the country’s largest steel trading companies, engaged the firm on its acquisition of a 12.5% equity interest in African Minerals and the negotiation of a 20-year sales agency agreement and iron ore of-take agreement with the African mineral exploration and developer.

The firm acted for a consortium, led by Primus Financial Holdings, on the US\$2.15 billion acquisition of a 97.57% stake in Nan Shan Life Insurance Company from AIG. Also in the insurance sector, China Life Insurance Company worked with the firm on its acquisition of 16.57% of the shares in Sino-Ocean Land Holdings.

Other highlights saw the firm advise TripAdvisor on its acquisition of Kuxun.com, one of the largest consumer travel websites in China, and represent Silver Lake on its acquisition of a 12.7% equity interest in Spreadtrum Communications, a fables semiconductor provider listed on the Nasdaq.

Douglas Markel heads up the Beijing office while other highly-recommended lawyers include Shaolin Luo and Patrick Naughton.

### **Skadden Arps Slate Meagher & Flom**

Skadden has turned in an outstanding performance this year, supported by a number of the market’s most highly-regarded lawyers.

Sinopec called on the firm for its US\$2.5 billion acquisition of a 55% stake in Sonangol Sinopec International, a Cayman Islands oil and gas producer. The firm also advised China Real Estate Information Corporation on the US\$775 million merger with SINA Corporation, which was on condition of the success of its concurrent Nasdaq IPO in October 2009.

Clients point to Nicholas Norris for his “capability to structure and manage complicated transactions”. Jonathan Stone is described as “meticulous and careful with commercial approaches”. The two co-led the deal

for Meadville Holdings on the sale of its US\$521 printed circuit board business to TTM Technologies from North American, and a US\$359 million laminate and prepreg manufacturing business to the controlling shareholder of Meadville.

Norris is also prominent on private equity deals. Recent examples include advising Wumart Stores on the proposed US\$213 million strategic investment by TPG Capital, Hony Capital and Legend Holdings, and advising Bain Capital on its subscription of US\$233 million US dollar-settled convertible bonds and on an additional US\$199 million open offer to be launched by Gome, fully underwritten by Bain Capital.

Jonathan Stone, Nicholas Norris and Dominic Tsun have been appointed co-heads of the firm's corporate practice in Asia. Gregory Miao has taken the role as head of the China M&A practice.

### **Sullivan & Cromwell**

Sullivan & Cromwell's excellent reputation is due to its stable of well-recognised practitioners, including Chun Wei, William Chua and Michael DeSombre.

The team represented BGP, a subsidiary of the state-owned oil and gas supplier CNPC, in transactions including the acquisition of a controlling interest in an exploration equipment joint venture with ION Geophysical Corporation, and the 19.9% share acquisition of ION's listed common stock plus the arrangement for recapitalisation of its debt.

Alibaba.com mandated the firm on its Rmb435.4 million (US\$67.3 million) acquisition of 85% of the shares in China Civilink from the New York-listed Synnex Corporation and founding shareholders of HiChina Web Solution.

One more highlight included Michael DeSombre's counsel for Goldman Sachs as financial adviser to Satyam Computer Services on its acquisition by Tech Mahindar, an IT service provider in India.

### **Allen & Overy**

Lawyers at Allen & Overy have attracted an accolade of praise for their "commitment and high-quality service" for clients. "The team that worked on our deal was among the best teams that I have worked with in the past 20 years," said one counsel.

Clients point to Beijing-based Victor Ho for his "outstanding work". Shanghai-based Ji Zou is recommended for her execution skills while Richard Kim is praised for his "critical skills in helping clients closing a fair deal" as well as his "creative and strategic solutions". Other notable lawyers include Mark Roppel and Peter Thorp.

The team acted for Sinopec on its S\$2.5 billion

(US\$1.8 billion) acquisition of 55% of the shares in Sonangol Sinopec International from Sinopec Overseas Oil & Gas (SOOGL). Another deal saw it advise United Business Media on transactions including the acquisition of MBC Hong Kong, the organiser of China International Optoelectronic Expo (CIOE), and the subsequent sale of the CIOE business to Emdia Asia for €5 million (US\$6.1 million).

Private equity clients included Baring Private Equity Partners, Carlyle, Warburg Pincus, Limitless, Goldman Sachs, RBS and Och Ziff.

### **Baker & McKenzie**

Clients turn to Baker & McKenzie for its "sound knowledge and network in the local market".

This year, it assisted industry heavyweightssuch as CNOOC on its US\$3.1 billion joint venture with Bridas Energy Holdings, and Chinalco on its US\$2.15 billion purchase of a 47% stake in the joint venture with Rio Tinto for the development of the Simandou iron ore project in Guinea on an earn-in basis.

Outbound deals saw it advise Yanzhou Coal Mining Company on the A\$3.33 billion (US\$2.8 billion) takeover of 100% of the shares in Felix Resources in Australia. The firm also advised Shanghai Jin Jiang International Hotel on its US\$307 million acquisition of Interstate Hotels & Resorts.

Private equity highlights include the firm's counsel for CIC on its US\$300 million investment in Russian oil company Noble Holdings Investments, and the representation of Primus Financial Holdings on the formation of a consortium with China Strategic Holdings for the US\$2.15 billion acquisition of Nan Shan Life Insurance.

Leading lawyers include Boo Bee Chun and Howard Wu in Shanghai and Beijing-based Andrew Lucas, Jackie Lo and Stanley Jia. Hong Kong-based Cheung Yuk Tong and Nancy Leigh co-head the team.

### **Herbert Smith**

Herbert Smith works with long-standing clients that are particularly active in the power and energy sectors. It continues to assist Sinopec in transactions and structural issues, and these include its Rmb1.8 billion (US\$265.2 million) acquisition of eight oil product pipelines and the concurrent Rmb157.5 million disposal of assets owned by China Chemical to Sinopec's Asset Management Company.

The firm advised Huaneng Power International on the issuance of new A and H shares by way of placement to 10 designated investors, which has raised Rmb8.56 billion and HK\$1.99 billion (US\$255.9 million) respectively.

It also advised Norske Skog, a newspaper and magazine paper producer, on the divestment of Rmb1.3 billion of assets in China, including the sale of two paper mills, settlement of syndicated loans and related regulatory approvals.

Leading lawyers include Gary Lock, Beijing-based Tom Chau and Karen Ip, and Betty Tam and Simon Meng in Shanghai.

### **Latham & Watkins**

With the intake and promotion of a number of individuals, Latham & Watkins has been active in the technology, insurance, energy, real estate and food industries over the last year. Chinese clients express “long standing trust” working with the team.

China Life Insurance Company instructed the firm on its HK\$8.5 billion (US\$1.1 billion) subscription and transfer of shares in Sino-Ocean Land Holdings, accounting for 24% of the property developer’s enlarged share capital. Cathy Yeung and Stanley Chow, together with Michael Liu who were promoted as Hong Kong managing partner, co-led the deal.

Shanghai managing partner Rowland Cheng led the firm’s team advising state-owned Bright Foods Group on its acquisition of a 60% equity stake in Yunan Yinmore Sugar, as well as its recent proposed A\$1.7 billion (US\$1.4 billion) bid for the sugar and renewable energies business of the Australian sugar company CSR.

Other notable deals include the representation of Linkage Technologies International Holdings on its US\$1.8 merger with AsiaInfo Holdings, and its advice for Ming An Holdings on its HK\$3.67 billion (US\$475 million) privatisation through a scheme of arrangement by China Taiping Insurance Holdings.

### **O’Melveny & Myers**

Rivals and clients recognise the impressive growth of O’Melveny & Myers in the China market. Clients in particular note its strength in investment financing and onshore Rmb fund formation.

Shanghai-based Walker Wallace and Qiang Li are said to have “good connections in China” that can help with negotiations. Lawrence Sussman, head of the firm’s investment fund practice, is regarded as very sophisticated with a “result-oriented approach”.

The O’Melveny team represented ASSA Abloy, a foreign door and lock manufacturer, on the Rmb445 million (US\$65.7 million) acquisition of Chinese rival Pan Pan Door, which involved anti-monopoly regulatory approvals.

Doll Capital sought the firm’s counsel on a Rmb fund formation. Recent clients also include CIC, SBV Capital, The Carlyle Group, FountainVest and Mt. Kellett.

Howard Chao, who splits his time between Silicon Valley and Beijing, heads up the firm’s Asia practice.

### **Paul Weiss Rifkind Wharton & Garrison**

Paul Weiss is highly-recognised in the telecommunications and media sectors and this year turned in an active performance in the natural resources and pharmaceutical sectors including a growing exposure on private equity transactions.

Clients expressed “high confidence and trust” in Jeanette Chan, head of the firm’s China practice. Meanwhile, Hong Kong-based John Lange led a deal for China Pharma, a subsidiary of Morgan Stanley Private Equity, on the S\$458 million (US\$318 million) cash offer for the acquisition of Singapore-listed Sihuan Pharmaceutical.

Ericsson mandated the firm on its US\$1.13 billion acquisition of the CDMA and LET business of Nortel Networks, which was awarded to Ericsson in a bankruptcy auction.

Notable private equity deals saw partners David Blumenfeld and Alex Wang co-lead the firm’s team advising Prax Capital Management on a Rmb-denominated real estate investment fund.

### **Slaughter and May**

Slaughter and May finally launched on the ground in China when it opened its Beijing office in mid-2009, headed up by George Goulding.

The firm’s expansion in China has led the firm onto some leading transactions, including acting for Diageo on its proposed acquisition of Chinese white spirits maker Sichuan Shui Jing Fang.

Other instructions include advising Orient Overseas on its US\$2.2 billion disposal of a property investment holding company to CapitalLand, and advising China Power International Development on the Rmb4.5 billion (US\$662.9 million) acquisition of 63% of the shares in Wu Ling Power from controlling shareholder China Power Investment Corporation.

Notable private equity deals saw Slaughters assist GS Capital Partners VI Fund on the subscription of HK\$1.89 billion (US\$243 million) convertible bonds from Geely Automobile Holdings, and TPG Capital on its proposed HK\$930 million acquisition of H shares in Wumart Stores.

Leading lawyers include Hong Kong-based Benita Yu and Neil Hyman.

### **Cleary Gottlieb Steen & Hamilton**

Cleary Gottlieb Steen & Hamilton recently advised TPG Capital on the sale of its equity investment in Shenzhen

Development Bank to Ping An Insurance in May 2010. Partner Filip Moerman led a firm team advising CIC on its US\$1.58 billion investment in AES Corporation. The firm also assisted Precision Castparts Corporation on its acquisition of 49% of indirect equity interest in Yangzhou Chengde Steel Tube. Other leading lawyers include Clayton Johnson and Megan Tang.

### **Davis Polk & Wardwell**

Davis Polk & Wardwell has gained growing exposure in assisting Chinese companies in the pharmaceutical, natural resources, entertainment and hospitality industries. It acted for Charles River Laboratories International, a Massachusetts-based research provider, on the acquisition of Wuxi PharmaTech in a deal valued at US\$1.6 billion. Hong Kong-based partner William Barron led a firm team advising CIC on its US\$1.9 billion investment in Indonesia's Bumi Resources. And Beijing-based Howard Zhang advised Tianwei New Energy on its US\$100 million investment in Hoku Scientific. More recent deals saw the firm advise China lodging Group on its sale of 18.8 million shares to Ctrip.com International. Other leading lawyers include Show-Mao Chen and Mark Lehmkuhler.

### **DLA Piper**

DLA Piper has been actively building up its profile in China this year. It hired Wan Li from Minter Ellison as its Shanghai managing partner while June 2010 saw the promotion of Steven Liu as head of the corporate practice in Beijing. The team acted for AsiaInfor Holdings on its acquisition of Linkage Technologies, and represented Ku6 on its US\$44 million acquisition by Hurray! Holdings. Examples of private equity deals saw the firm advise Tiger Global Management in the US\$71 million subscription of ordinary shares in Star Wave Investment Holdings and counsel a Chinese sportswear manufacturer on a US\$60 million private equity investment by Sequoia Capital China, CCB International Asset Management and Lenovo. Beijing-based Wei Liu heads up the China practice while other leading lawyers include Chris Terry and Mabel Lui.

### **Hogan Lovells**

Hogan Lovells was created in May 2010 as a result of the merger between Hogan Hartson and Lovells. Representative deals noted are based on the work of both firms. One leading transaction saw the firm advise US automaker Ford Motor on its US\$1.8 billion sale of Volvo to Chinese counterpart Geely Automobiles. In the real estate sector, it acted for Thayer Lodging Group on the US\$307 million acquisition of US hotel management

group Interstate Hotels & Resorts, through its joint venture with Shanghai Jin Jiang International Hotels. It also assisted Greentown China on numerous acquisitions and disposal of equity interests. Leading individuals include Michael Aldrich and Thomas Man in Beijing, and Shanghai-based Andrew McGinty.

### **Mallesons Stephen Jaques**

Mallesons Stephen Jaques has captured leading roles on Australia-related investment. Clients like to work with the firm for its "understanding of key commercial drivers" and the "accessibility of its partners". The firm advised Shell Electric MFG Holdings on numerous transactions including the HK\$1.6 billion capital restructuring and distribution of its property business, and the 30% share acquisition of a group of Chinese real estate companies. One more highlight saw it represent Fushan International Energy Group on its HK\$1.19 billion acquisition of 14.34% of the issued share capital of Mount Gibson Iron Shougang Concord International Enterprises. Partner Stuart Valentine assisted ING on the sale of its 50% interest in Pacific Antai Life Insurance Company to China Construction Bank. Beijing-based John Shi and Nicolas Groffman work closely with Shanghai-based Martyn Huckerby.

### **Morrison & Foerster**

Morrison & Foerster has attracted praise from peers and clients this year. Thomas Chou, who is singled out for his "outstanding expertise", led a transaction for Draper Fisher Jurvetson on the sale of its preferred shares in Ku6 Holdings to Hurray! Holding, a subsidiary of Shanda Interactive Entertainment. Partner Tien-yo Chao advised Intelli-Media Group on a proposed US\$730 million acquisition of a controlling interest in a Philippines mining company, and also assisted TCC International Holdings on its US\$487 million acquisition of an AIM-listed clinker and cement production company from Prosperity Minerals Holdings. Clients find Beijing managing partner Paul McKenzie's "good experience on China deals" helpful, while Shanghai-based Gregory Tan was said to provide "practical and solutions-oriented" advice. Charles Comey, who heads up the Shanghai office and co-chairs the firm's private equity practice in China, worked with Carlyle on the US\$29.4 million acquisition of secured convertible notes by iTour International Holdings. Other leading individuals include Beijing-based Sherry Yin and Chinese lawyer Xiaohu Ma.

### **Norton Rose**

Norton Rose has a presence working with Chinese investors on cross-border transactions in the oil

and mining sectors. For example, it advised China-Africa Development Fund, which is owned by China Development Bank and Zijing Mining Group, on the US\$281 million acquisition of Platmin Congo from Copperbelt Mineral. Sinopec International Petroleum Exploration and Production Corporation (SIPC), a subsidiary of Sinopec, turned to the firm for its proposed acquisition of 40% of the shares in Peregrino Field from New York-listed Norwegian energy company Statoil. Beijing-based partner Peter Burrow heads up the China practice, with the support from Justin Wilson and Yi Wang.

### **Paul Hastings Janofsky & Walker**

Paul Hastings Janofsky & Walker has completed an excellent year, with clients complementing its lawyers for both M&A and private equity advice. Shanghai-based David Wang advised Balderton Capital and Trust Bridge as preferred shareholder sellers in the acquisition of Jiangsu Zhongneng PV Technology Development by the Hong Kong-listed GCL-Poly Energy Holdings. Representative private equity deals saw partners David Blumenfeld and Alex Wang co-lead a deal for Prax Capital Management on its Rmb-denominated real estate investment fund in December 2009. Clients include Calyon, Hana Bank, HSBC, ING, JP Morgan, Standard Chartered Bank and DBS. Shanghai-based Lesli Ligorner provides advice on the Foreign Corrupt Practices Act (FCPA) to multinational companies with operations in China.

### **Sidley Austin**

Sidley Austin's China practice is led by Zhengyu Tang in Shanghai and Beijing-based Chen Yang, who pharmaceutical and healthcare clients describe as "impeccable in quality" and "achieves targets" for clients. The US firm recently transferred Thomas Albrecht from Chicago to Hong Kong to head up its Asia Pacific practice. In the past year, the firm advised US clients on the US\$1.1 billion merger and listing of an offshore company with chemical assets in China. Other examples of its work include a US\$200 million joint venture formation with Chinese auto-makers and the establishment of an R&C centre for a US cosmetics company.

### **JSM**

JSM is said to provide clients with a "high quality of work and deep knowledge of the China market", and is able to achieve goals for clients with its "extensive resources". Hannah Ha, who is praised for her "sound analytical skills" that help clients overcome difficulties, led a firm team advising Cathay Pacific Group on the formation

of a cargo airline joint venture with Air China, and the Rmb851 million (US\$125 million) subscription of a 25% interest in Air China Cargo. The firm also represented ION Geophysical Corporation on the US\$400 million establishment of a joint venture with BGP, a subsidiary of CNPC. Other leading lawyers include Jeckle Chiu, Elaine Lo and Patrick Wong.

### **Milbank Tweed Hadley & McCloy**

Milbank Tweed Hadley & McCloy increased its exposure in the natural resources and environment sector over the past year, assisting solar polysilicon wafers manufacturer Jiangsu Zhongneng on its US\$3.4 billion acquisition by Hong Kong-listed GCL-Poly Energy. The team also acted for Waster Management on the acquisition of 40% of the shares in Shanghai Environment Group from a state-owned infrastructure developer and its conversion into a sino-foreign equity joint venture. Leading individuals include Ed Sun and Joshua Zimmerman.

### **Minter Ellison**

Minter Ellison has been called upon for inbound and outbound transactions with Australia. Example work includes advice for Chinese coal mining company Yankuang Group on its strategic investment in the country and acting as counsel to China Nonferrous on its proposed acquisition of a listed Australian mining company. This year, the firm has hired Yiyi Wu, a former counsel of Intercontinental Group who was appointed head of the firm's Shanghai office in June 2010.

### **Orrick Herrington & Sutcliffe**

Orrick Herrington & Sutcliffe advised SK Telecom on the 3.7% share repurchase by China Unicom, valued at US\$1.3 billion. Meanwhile, TPG Capital engaged the firm on its US\$265 million investment in Guanghui Automobile Services. Maurice Hoo, who joined the firm in Hong Kong in April to head up its private equity practice, led a firm team advising Olympus Capital on its US\$57.5 million investment in Zhaoheng Hydropower and advised PrimeBridge Investment on the sale of shares in a software developer. Orrick transferred Thomas Tobiason from Silicon Valley to Shanghai in August 2009, and hired Niping Wu from Cleary Gottlieb for its Beijing office. Elizabeth Cole heads up the Shanghai office and Neal Stender splits his time between Beijing and Hong Kong.

### **Weil Gotshal & Manges**

Weil Gotshal & Manges focuses on M&A and private equity. Shanghai-based Steve Xiang advised General Electric on its joint venture with state-owned Aviations

Industry Corporation, and led a team advising Providence Equity on its US\$50 million investment in online search engine Baidu for the development of its online video business. The firm also acted for new client MBK Partners on its investment in Golden State Environment Group. Recent hires include two senior ones from Simmons & Simmons: partner Henry Ong, who specialises in TMT and financial services, and senior consultant Jasson Han.

### **Woo Kwan Lee & Lo**

Woo Kwan Lee & Lo recently represented long-standing client Shanghai Industrial on two transactions - the Rmb5 billion (US\$738.1 million) merger between Shanghai Industrial Pharmaceutical Investment and Shanghai Pharmaceutical, and the Rmb1.2 billion acquisition of 100% of the share capital of SI Shen-Yu Development, which operates the Shanghai section of the Hu-Yu Expressway. China Insurance International also engaged the firm on its 47.08% acquisition of the issued shares in Ming Ah Holdings and its proposed HK\$3.8 billion (US\$488.8 million) privatisation by way of a scheme of arrangement. Leading individuals include Agnes Lau, Carmelo Lee, Sandy Lee, Brian Leung and Jackson Yip.

### **Other active firms**

#### **Bird & Bird**

Bird & Bird is active in the technology, communications, energy and infrastructure sectors. It worked on the restructuring of Huayu Expressway Group, assisting Mizuho Securities, which subsequently mandated the firm as sole sponsor and lead manager on the Chinese infrastructure company's HK\$123 million (US\$15.8 million) Hong Kong IPO. Deal highlights in other sectors include Beijing-based Grace Chen, who is experienced in technology-related transactions, leading a team for Dun & Bradstreet on its offshore acquisition of Roadway International, the shareholder of Shanghai Roadway Direct Marketing Services. Marcus Vass, who splits his time between Hong Kong and Beijing, also acted for long-standing client Sonepar, an electrical and electronic equipment distributor, on a number of technology-related acquisitions and disposals in China.

#### **Cadwalader Wickersham & Taft**

With over two centuries of experience, Cadwalader Wickersham & Taft enjoys a solid reputation as a financial services law firm. Its Beijing office established in 2005, the on-the-ground team helps clients in capital markets, securitisation, banking and regulatory, corporate finance and international trade issues. This year the firm hired Rocky Lee from DLA Piper to head up its Asia Pacific

practice. Lee specialises in the banking, e-commerce, energy, healthcare, financial services, broadcasting, media and entertainment industries.

#### **CMS China**

Originated in Europe, CMS is a global organisation consisting of nine independent law firms. It has further expanded its China presence with an office in Shanghai set up by CMS Cameron McKenna and alliance firms CMS Bureau Francis Lefebvre and CMS Hasche Sigle. Steven Shone, a real estate specialist who focuses on emerging markets, relocated from the Moscow office to Shanghai to become managing partner of CMS China. Another addition saw the arrival of Steven Yu, who specialises in corporate transactions and intellectual property, from Eversheds.

#### **De Brauw Blackstone Westbroek**

De Brauw Blackstone Westbroek recently opened in Beijing and was retained by CIC on the restructuring of its six-year loan to Bumi Resources. The firm has completed a number of leading transactions in Europe including Telefónica's acquisition of Brazilian mobile phone operator Vivo, totalling the €7.5 billion (US\$9.5 billion), and the €2.2 billion acquisition of the Tommy Hilfiger Group by Philips-Van Heusen Corporation. Other deal highlights saw its advise AkzoNobel on its €1.3 billion divestment of National Starch and counsel Dutch copier and printer maker Océ on a public cash offer valued at €1.5 billion.

Partner Geert Potjewijd, who is experienced in M&A-related financings and the structuring of investments through the Netherlands, heads up the Beijing office with the support of senior associate Rogier van Bijne.

#### **Garrigues**

Garrigues first set foot in Shanghai in 2005, though it has been assisting Spanish clients with their investments in China since 1992. Francisco Soler heads up the firm's team, which consists of 18 professionals. It recently acted for Urquima, one of the largest pharmaceutical companies in Spain, on its acquisition of the equity interest in two Chinese counterparts. It also advised Acciona, a renewable energy company, on the sale of shares to its Chinese partner. Recent clients include Saveria, an elevator company, Gestamp and Mango.

#### **Simmons & Simmons**

Simmons & Simmons opened its Beijing office in June 2010, recruiting Davis Wang from King & Wood to head up the operation. The firm is particularly strong in the TMT, energy, infrastructure and life sciences sectors.

**Squire Sanders & Dempsey**

Squire Sanders & Dempsey acted for an international mineral products provider on its Rmb250 million (US\$36.9 million) acquisition and joint venture in north China's Hebei province. Partner Daniel Roules represented a US-based technology company on the formation of a global procurement centre in southwest China.

**UB & Co**

With offices in Shanghai and Chile, international firm UB & Co has a geographical emphasis on Greater China and Latin America. The firm is a strong pick for companies for multi-jurisdictional transactions and some recent highlights saw it advise various clients on entry into the Chinese market. Some of its representative clients include Zigor Corporation, IICC Group and Chengtai Investment Group.

**Vinson & Elkins**

Vinson & Elkins advised Sinopec International Petroleum Exploration and Production on its US\$9 billion takeover of Addax Petroleum, which is listed in London and Toronto. Beijing-based Paul Deemer and David Blumental led the deal. The firm also represented state-owned Capital Iron & Steel Company, and its subsequent joint venture company BeijingWestIndustries, on its US\$90 million acquisition of Delphi Corporation's suspension and brakes business. Yet another mandate was the representation of Cameron International on the acquisition of a 51% interest in Newco Valves, which operates a large manufacturing base in China.

**WongPartnership**

WongPartnership was called upon by China Investment Corporation for its acquisition of a 14.91% stake in Noble Group. This was completed through the subscription of newly issued shares in Noble and the purchase of shares from Noble Temple Trading, totalling US\$858 million. Another deal saw the firm advise China International Marine Containers on the US\$180 million acquisition of shares in Yantai Raffles Shipyard by Bright Day.

**Construction & Real Estate****RECOMMENDED DOMESTIC FIRMS****Tier 1**

Jun He Law Offices

King &amp; Wood

Zhong Lun Law Firm

**Tier 2**

AllBright Law Offices

Fangda Partners

Commerce &amp; Finance

**Jun He Law Offices**

Jun He Law Offices enjoys a consistent presence in commercial transactions and financing projects in the real estate sector.

In China South City's Hong Kong IPO and global offering, the firm assisted the underwriters, which included Bank of America Merrill Lynch and Bank of China International, in the HK\$3.15 billion (US\$404.7 million) debut. China Lodging Group also mandated the firm on its US\$110 million Nasdaq listing in March 2010.

The firm was called upon by banking clients for their real estate projects. Examples include its representation of a syndication of lenders in the HK\$616 million (US\$79.1 million) loan facility for Shanghai Rainbow City, a subsidiary of Shui On Land. The bank lenders included Standard Chartered Bank, Hang Seng Bank, BEA, HSBC and Wing Lung Bank.

Leading lawyers on the team are David Liu, Wei Xiao, Adam Li, Chunyang Shao and Jiangxiang Ding.

**King & Wood**

As China's largest local law firm, King & Wood is prominent on a large number of the country's top real estate transactions. For example, it acted for the Shenzhen-based property developer Kaisa Group in its US\$440 million Hong Kong IPO, which was underwritten by Credit Suisse and BOCI. In the November 2009 US\$724.7 million Hong Kong IPO by Evergrande Real Estate Group, a team counselled the underwriters.

Shanghai Jin Jiang Hotels relied on the firm's representation in a successful outbound investment, its acquisition of Interstate Hotels & Resorts for US\$370 million. Another a real estate project had the team advising a syndication of banks on the loan financing advanced to two foreign-invested property companies for the development of a real estate project in Shanghai that cost Rmb2.7 billion (US\$397.9 million). Jack Wang

assisted the lenders, which included Bank of China, ICBC, China Merchants Bank and China Construction Bank.

Harry Du has long-standing experience in real estate projects, transactions and international arbitrations. Shenzhen-based Zhangqi Tao specialises in finance, real estate and litigation.

### **Zhong Lun Law Firm**

Regarded as one of the ideal players for real estate work, Zhong Lun Law Firm has led a number of high profile transactions and projects across the country.

In June 2010, the firm acted for Forte Land on the Rmb3.5 billion (US\$515.8 million) acquisition of Garden Plaza in Shanghai through an offshore transaction with Goldman Sachs. ING hired the firm on its asset transfer of Shanghai Racquet Club and Apartment.

In a notable transaction, a Zhong Lun team advised Shanghai Chengtou Yuecheng Property, which is controlled by Hines, on the Rmb2 billion New Jiangwan Development Project in Shanghai. In another, the firm represented Gold Ridge, a Prudential real estate vehicle, on a Rmb400 million divestiture of an office building.

In a Rmb700 million acquisition, the firm was essential to Ajia on its purchase of the New Age Shopping Centre, a commercial property in Chongqing.

Shanghai-based Anthony Qiao heads up the team. Other key practitioners include Yun Zhou, John Sheng and Michael Cheng.

### **AllBright Law Offices**

As one of the largest firms in Shanghai, AllBright Law Offices has led on the city's most important projects. Shanghai Airport Authority employed the firm on its second-phase expansion of Shanghai Pudong International Airport, a deal worth Rmb20 billion (US\$2.9 billion).

The firm advised HKR International on the DaZhongLi project, a 3.5 million square foot commercial and entertainment complex in Shanghai that is being jointly developed by Swire Properties. In an infrastructure project, the firm represented Huida Speedway on its financing of a Rmb3.2 billion syndicated loan from a group of lenders. Yi Huang and Jianrong Luo co-lead the team.

### **Fangda & Partners**

Fangda & Partners enjoys a successful track record in commercial real estate transactions and contentious work involving construction disputes.

One leading transaction saw the firm advising China Real Estate Information Corporation on its IPO and Nasdaq listings which raised US\$216 million. Soho China engaged the firm on its acquisition of The Exchange,

an office and retail complex in Shanghai, through the purchase of the entire shared capital of Morgan Stanley Real Estate Funds Anderson. This deal was valued at Rmb2.45 billion (US\$361 million).

On the litigation front, it assisted China Construction Third Engineering Bureau on its disputes with the government of an African country over the termination of a road construction contract. The Dispute Adjudication Board upheld the Chinese claimant. Another successful highlight was its representation for Pacific Andes Food in a construction consultancy service dispute with Parsons Brinckerhoff.

Yingying Wang and Nuo Ji head up the construction and real estate team.

### **Commerce & Finance Law Offices**

Drawing from its strength in capital markets, Commerce & Finance has captured many roles on security offerings by real estate developers. In Powerlong Real Estate's HK\$2.2 billion (US\$282 million) Hong Kong IPO, it acted for the underwriters, which included Macquarie Capital Securities, Goldman Sachs and ICBC International Capital. Yuzhou Properties also mandated the firm for its US\$285 million IPO in Hong Kong.

In debt transactions, JP Morgan Securities sought the firm's advice on Country Garden's US\$300 million senior notes offering and a supplementary issuance of US\$75 million senior notes. In a US\$300 million senior notes offering by Agile Properties Holdings, the firm was engaged by Merrill Lynch International and HSBC.

Gang Liu, who is highly-recognised in the market, is the core leader of the firm. He is ably supported by Xiafei Xu, Xiaoman Zhang and Yanhui Sheng.

### **Other active firms**

#### **Guantao Law Firm**

Guantao Law Firm has worked on a number of high-value projects across the country. For example, it acted for Financial Street Huizhou Real Estate on the construction and development of the Golden Gulf Project in southern China's Guangdong province, valued at Rmb10 billion (US\$1.4 billion). Other achievements include its representation for Beijing China Exhibition Investment Company on the Rmb3 billion exhibition centre, New Venue Project, and acting as counsel for Financial Street Jinmen Property on the Rmb6 billion development of Tianjin Global Financial Centre. Lei Meng heads up the team in Beijing.

#### **Richard Wang & Co**

Shanghai-based Richard Wang & Co has worked on some of the city's foremost property projects. It assisted Lujiazui

Finance & Trade One on its US\$250 million acquisition of the entire equity interests in Shanghai Posco E&C Real Estate Development, and another Rmb1.35 billion (US\$199 million) takeover of five real estate companies. Judith Yang and John Liu led the two deals. One further highlight saw the firm advise Shanghai WGQ Real Estate Development on the Rmb1 billion development of a residential complex in the city.

## Construction & Real Estate

### RECOMMENDED INTERNATIONAL FIRMS

#### Tier 1

Allen & Overy

Baker & McKenzie

JSM

Morrison & Foerster

Orrick Herrington & Sutcliffe

Paul Hastings Janofsky & Walker

Skadden Arps Slate Meagher & Flom

### Allen & Overy

Allen & Overy works across the full spectrum of commercial real estate work and provides blue chip property advice. Clients find the team “professional, fast and practical”. “The team was devoted to the mandate and helped complete the deal in a timely manner,” says one. The firm’s expertise is in pre-initial public offering (IPO) structuring, fund structuring, M&As and Real Estate Investment Trust (Reits).

In September 2009, the team assisted a group of international investors on the US\$1.5 billion restructuring of their exposure to Chinese real estate developer Evergrande, which completed its IPO the following month.

DE Shaw sought the firm’s counsel on its US\$500 million restructuring of its pre-IPO investment in Glorious Property Holdings. Other highlights saw it advise an international real estate fund on the US\$200 million acquisition of a residential property in Shanghai, which is held by a Hong Kong special purpose vehicle (SPV), and its assistance of a foreign fund on the US\$400 million acquisition of a serviced apartment in Beijing.

Shanghai-based Richard Kim took over from Simon Black, who relocated to the Tokyo office in May 2010, to develop the China real estate practice. Key practitioners also include China-based Matthias Voss and Joseph Tse, a senior Greater China financing partner.

### Baker & McKenzie

When it comes to real estate, clients often rate Baker & McKenzie as “outstanding, experienced and knowledgeable in this field”, “It has a great legal team and is able to deliver results,” notes one.

Representative work this year includes acting for MTR Corporation on the new Line 4 of Shenzhen Metro, which is a US\$725 million Build, Operate and Transfer (BOT) project with a 30-year term. It also provided advice on its public private partnership (PPP) investment in the Beijing Metro Line 4 project, totalling US\$1.8 billion.

On the infrastructure side, it represented Shanghai Oriental Pearl Group on the US\$100 million formation of a joint venture with Hong Kong Anschutz Entertainment Group for the operation of the Shanghai World Expo Performing Arts Centre. It additionally assisted China Road and Bridge Corporation on its bid for a road and bridge project in Belgrade, Serbia.

Hong Kong-based David Smith, who specialises in construction and infrastructure, heads up the team. Barbara Li in Beijing also leads construction and infrastructure projects.

### JSM

JSM enjoys a well-established real estate practice with a dedicated team providing a wide range of expertise from property development, real estate finance, and private equity to construction and engineering.

“They provide in-depth advice and cover what you do not think of,” says a real state developer. Another says: “The confidence and reliability underlying their services is always impressive.”

An example of its recent achievements is its advice to MTR Corporation on the tendering issues for the Chinese and Hong Kong contractors of the Guangzhou-Shenzhen-Hong Kong section of the Express Rail Link project and World Trade Organization (WTO) tendering requirements.

Keith Cheung leads the real estate finance and acquisition team, and Andrew MacGeoch heads up the development and commercial practices. The construction and engineering team is helmed by Kevin Owen.

### Morrison & Foerster

Morrison & Foerster is a firm of choice for foreign real estate funds and developers. The team features “strong, in-depth knowledge”, and is able to address “valuable insights and deal judgements”.

This year, it represented Carval Investors on the sale of a commercial and retail complex in Beijing to Soho China. The US\$345 million deal also involved the assumption of a bank loan.

ING Real Estate Investment Management employed the firm on the takeover of a US\$772 million pan-Asia real estate fund, which has investments in China, from New City Corporation.

The team is assisting New York-listed AMB Investment on a number of real estate acquisitions and investments in China. Other recent clients included CB Richard Ellis Investors and Citigroup Property Investors.

Paul McKenzie, the managing partner of the Beijing office, works closely with Shanghai-based Gregory Tan and Mark Brooks in Hong Kong. Eric Piesner is the Asia real estate practice head.

### **Orrick Herrington & Sutcliffe**

Orrick Herrington & Sutcliffe this year has worked on a number of real estate financing deals. Morgan Stanley Real Estate Funds engaged the firm for advice on its role as borrower on the US\$90 million financing of a luxury residential complex in Shanghai.

Other transactions saw its assist Aareal Bank and Standard Chartered Bank on a US dollar and Rmb real estate loan facility secured by commercial properties in China, and represent a syndication of banks on the non-recourse structured real estate financing of multiple commercial properties.

Real estate partner Michael Haworth, who relocated from Tokyo to Hong Kong, is said to be "particularly good". "He is very thorough, committed and pleasant to work with," a client says. Michelle Taylor, with a wealth of structured finance experience, heads up its Asia-Pacific financial markets practice.

### **Paul Hastings Janofsky & Walker**

A fixture in the real estate market, Paul Hastings is named by clients as "one of the best international firms in the real estate sector". Clients point to Shanghai-based team leader David Blumenfeld. "He is very responsive and detailed. I think he is one of the best lawyers in the region for real estate," one says. Beijing-based Joel Rothstein, who co-heads the team, also enjoys wide recognition.

Reflecting its global reputation for real estate prowess, the firm is strong in a full range of these transactions. For example, it counselled Prax Capital Management on one of the first formations of Rmb-denominated real estate investment funds in September 2009. Glorious Property Holdings mandated the firm on its restructuring and subsequent US\$1.28 billion Hong Kong IPO and global offering.

Other notable work saw Wing Lung Bank engage the firm on a US\$100 million real estate refinancing facility for the renovation of a retail property in Shanghai, and saw the team's assistance to Mapletree India China Fund

on its acquisition of Gateway Plaza in Beijing in February 2010.

### **Skadden Arps Slate Meagher & Flom**

Benefiting from its top-tier capacity in capital markets work, Skadden Arps's real estate practice has solid experience in equity and debt offerings by property developers. "They have competent lawyers with good commercial sense," says a counsel.

The firm provided advice to SRE Group, a Chinese real estate company, on a number of transactions. These included a tender offer and consent solicitation of its US\$200 million high-yield 8.625% senior notes due 2010, a US\$65 million convertible bonds issuance and a US\$64 million follow-on offering of shares through a top-up placement in Hong Kong.

Investment banks often employ the firm for debt issuances by Chinese real estate developers, such as Country Garden's US\$550 million high-yield offering, where Skadden acted for lead arrangers Goldman Sachs. In another highlight, the firm was active on the US\$300 million Rule144A/Reg S senior notes offering by Agile Property Holdings, underwritten by Bank of America Merrill Lynch and HSBC.

Ed Shreremeta leads the real estate and investment finance team in China and Hong Kong. Audrey Sokoloff heads up the practice across the Asia-Pacific region. The team also provides a range of corporate advice for real estate clients.

### **Other active firms**

#### **DLA Piper**

Susheela Rivers and Joe Christian co-lead DLA Piper's real estate, hospitality and leisure group. The team advised China Central Properties on the purchase of three development properties in Chongqing from Shenzhen Venture Capital and on the acquisition of two properties in Guangzhou. Other examples saw it advise RDM, an Italian developer and retail operator, on the acquisition and development of land in Wuqing for the construction of luxury retail outlet stores. The team was additionally instrumental in the purchase of property in Shanghai and the negotiation of a hotel management agreement with a hotel operator. At the time of writing, the firm is working on a number of confidential deals. The team is also led by head of corporate practice Mabel Lui and Shanghai-based Kit Kwok.

#### **Garrigues**

Having established its Shanghai office in 2005, today Garrigues is a 17 fee-earner strong firm led by Francisco Soler. The Spanish firm provides advice to clients from

Spain, Portugal and Latin America on their investments in China. In a recent highlight, the team assisted Madrid Expo, Madrid Municipality, Sociedad Estatal para Exposiciones Internacionales (SEEI) and the Spanish government on Spain's participation in the Shanghai 2010 Expo.

#### **Malleons Stephen Jaques**

Malleons Stephen Jaques acted for Evans & Peck on the formation of its China construction advisory platform. It additionally assisted clients on contentious work such as disputes over land and properties in coastal northern and southwestern China. Nicolas Groffman and Hayden Flinn lead the firm's China construction and real estate practice.

#### **Minter Ellison**

Minter Ellison represented a US construction design company in CIETAC arbitrations in Shanghai and Shenyang relating to its claims against a Chinese property owner over construction design consulting services contracts. A former counsel at Intercontinental Group, Yiyi Wu joined the firm this year to head its Shanghai office. Hong Kong-based Steven Yip leads the construction and real estate practice.

## Dispute Resolution

### RECOMMENDED DOMESTIC FIRMS

#### Tier 1

AllBright Law Offices

Fangda Partners

Jun He Law Offices

King & Wood

Zhong Lun Law Firm

#### **AllBright Law Offices**

As the largest firm in Shanghai, Allbright Law Offices has worked on a number of cross-border commercial disputes, and is notably active in antitrust, anti-dumping and intellectual property litigation and white collar criminal defence.

The firm has won a number of anti-dumping cases for clients and secured zero-tariff treatment in Europe and the US. For example, its Beijing team acted for a Guangzhou company in winning the first anti-dumping case in the European Court of Justice.

It also boasts an expertise in Article 47 of the new

Securities Law, which prohibits the flipping of shares by directors and other corporate insiders, winning cases for Chinese online game operators involving the ownership and treatment of virtual items and currencies in online games.

At the time of writing the firm is working on a joint venture litigation in Beijing and an arbitration in Hong Kong. These cases involve a Beijing luxury department store and three leading retailer chains in Taiwan, Japan and China. In the domestic market, it helped Bank of Shanghai on the foreclosure of XingLiPu mansion, with the final auction priced at Rmb2.52 billion (US\$371.9 million).

Team leaders consist of Lawrence Zhu, Wei Bao and Guowei Mao.

#### **Fangda Partners**

Fangda Partners is a firm of choice for corporate and commercial litigation. Its areas of expertise are joint venture disputes, international trading, construction, securities, banking and intellectual property.

In one of the year's top cases, the team worked for The9, a Nasdaq-listed online gaming operator in unfair competition and pre-contractual liability claims against Blizzard Entertainment, the copyright owner of 'The War of Warcraft'. In another highlight case, the team worked for Chinese beverage maker Wahaha Group in a trade mark licence dispute with Danone before CIETAC. This case was settled for €300 million (US\$392.6 million) case.

In an aviation dispute, which was governed by UK law, the firm worked hard in making Chinese judges comprehend foreign legal principles and obtained a favourable judgement from a Beijing court for an aircraft leasing company against a local airline. The lessor repossessed the aircraft and the parties secured a revised leasing contract of more aircraft.

Key lawyers include Ming Kang, who led the Wahaha case, Helen Shi, the leading litigator in the aviation case, Daniel Huang and Richard Lin. This year, the firm further bolstered its capacity by adding Benjamin Miao from Clifford Chance and associate Arthur Ma from Freshfields Bruckhaus Deringer.

#### **Jun He Law Offices**

The litigation team at Jun He Law Offices possesses a wealth of experience in complex commercial disputes involving foreign parties. A number of its litigators are qualified arbitrators and former judges.

This year, it boosted its dispute resolution practice with the hire of Jeffrey Wilson, a former Baker & McKenzie lawyer who is experienced in employment issues relating to restructuring, M&A and liquidations. It

additionally poached Rongnan Huang from a local firm in Shanghai. He is a disputes, corporate and contract law specialist.

An example of its highly-regarded practice was its win in a trade mark case for plaintiff Rousemount, a division of Emerson, and its obtaining of an injunction and damages of Rmb400 million (US\$50 million). The infringer was ordered to change the name of the trade mark.

Dispute resolution practitioners at the firm include real estate disputes lawyer Honghuan Liu, Changyu Fu, a securities and capital markets disputes specialist, and litigators with corporate backgrounds such as Shanghai-based Yuexin Pan, Jun Gong, Weining Zou and Xiaoli Zhou in the New York office.

### **King & Wood**

The golden reputation and capability of King & Wood allows it to participate on the nation's most important cross-border cases. For example, in the global legal battle between Wahaha Group and Danone, the firm defended the Chinese food and beverages maker in the joint venture disputes, which sparked a number of lawsuits across the US, Europe and Hong Kong. The matter required a range of expertise such as intellectual property, labour law, contract law and foreign direct investment, all of which King & Wood amply supplied to its client.

In another case of significance, the firm assisted Hubei Pinghu Cruise in suing a US helicopter maker for negligence and breach of warranty after its helicopter crashed on a tour flight and killed three. The team successfully helped the company obtain a decision from a US court to enforce a PRC monetary judgment.

Other leading cases the firm started in include the first dispute over a financial derivatives product. Here, a team acted for a foreign bank against a Chinese company. Recently, the team is busy advising a South Korean electronics company on a commodities futures contract dispute, and is active on cases concerning aircraft leasing and ship building contracts.

Leaders on the team include Ariel Ye, Wei Wu, Yaozhi Qian and bankruptcy lawyer Yanling Liu.

### **Zhong Lun Law Firm**

Litigators at Zhong Lun Law Firm are most often called upon in real estate cases. Its strong expertise on the corporate side has also drummed up a high volume of work in securities and bankruptcy proceedings. Decai Zhang heads up the disputes team.

In an appeal case before the Supreme People's Court, GL Asia, a subsidiary of Avenue Capital, worked with the firm on the Rmb60 million (US\$8.8 million)

loan contract dispute against Liaoning Baocheng Real Estate Development. Also in China's highest court, the firm assisted China Grand Enterprises over an import-export contract dispute against Shanghai Hongsheng Technology and Shanghai Hongput Industrial Investment, which involved US\$28.5 million and Rmb44 million interest.

In a Rmb400 million dispute, the firm acted for R&F Properties Beijing Real Estate Development in a cooperative land development contract dispute against a district government in Qingdao before a court in northern China's Shandong province.

Other highlights saw the team go to battle in a bankruptcy case for Minfa Securities, which involved 200 creditors and over Rmb100 million in claims. The liquidation helped Minfa in reducing its financial risks and protected the legitimate rights and interests of creditors, rights-holders and employees. The team additionally assisted Guangdong Sunrise Holdings in a bankruptcy restructuring to resolve its debt crisis and avoid liquidation under the Enterprise Bankruptcy Law.

### **Other active firms**

#### **Global Law Office**

Dispute resolution partners Li Haifeng and Gu Weiwei have had a busy year acting on a steady flow of cases. Representing both domestic and international clients, the disputes team at Global Law Office enjoys a mix of litigation and arbitration work. Haifeng starred for PRC companies in no less than five completed arbitrations, and is presently engaged by China Sinochem group in an arbitration proceeding with Singapore-based company, South PEC. Gao Yifeng is representing Portuguese company EFACEC Capital in disputes arising from a joint venture valued at over US\$7 million. A success for the team was in a case involving a series of contracts of international sale of goods led by Lei Ting for client Hua Li Hang (Tianjin) International Trade Company. The courts decreed to set aside claims against Hua Li Hang and the company was not held liable for the loss and damages suffered by the buyer.

#### **Llinks Law Offices**

Llinks Law Offices draws from its strengths in the finance and investment sectors, working on the first case that underwent formal dispute resolution proceedings that related to dividends distribution of funds. It assisted China Southern Fund Management in the CIETAC arbitration against a unit holder of China Southern Stable Growth Fund, who claimed for financial loss during the economic crisis. Charles Qin and Sandra Lu led the case.

**MWE China Law Offices**

MWE China Law Office has a strong intellectual property litigation team led by John Huang. This year it helped win a favourable settlement in a patent infringement case for Syngenta Participations, an international agri-business company, against local infringers over an invention patent of its most popular pesticide product.

**Richard Wang & Co**

Shanghai-based Richard Wang & Co has worked on a number of commercial disputes this year, such as its representation of Panasonic in the US\$1.2 million consumer contract dispute caused by an electrical malfunction in Zhejiang province. It also acted for Japanese retailer Ito Yokado in a re-trial of the Rmb70 million (US\$10.3 million) commercial lease dispute against a Chinese real estate developer. Other examples of the firm's breadth of expertise include a series of financing disputes it worked on for Aisin, which amounted to Rmb150 million, and a real estate ownership dispute for Wuhu ShanShan before a court in Guangzhou. Judith Yang and Wenwei Chen co-lead the team.

**Run Ming Law Office**

Founding partner Yadong Wang steers the litigation team of Run Ming Law Office. This year, it successfully defended Johnson & Johnson in a high-profile case relating to a product liability claim from a consumer who said the multinational failed to label certain chemical substances in its baby lotion product. The team is also assisting Ericsson in a patent infringement case against local technology companies with a claim of Rmb5 million (US\$738,000).

**Shanghai HR&L Law Firm**

Shanghai HR&L Law Firm is a boutique which specialises in labour and employment law. It has tackled a number of matters such as the unfair dismissal and misconduct of senior executives for companies like Shanghai Manpower Human Resources, TDK China, Ningbo Tech-bank and Shanghai Lincoln Electric. George Lu heads up the team.

**Zhonglun W&D Law Firm**

Headquartered in Beijing, Zhonglun W&D Law Firm operates a broad network in Shanghai, Chengdu, Tianjin and Shijiazhuang, and has overseas branches in London, Paris and Lyon. The firm defended a software manufacturer in a copyright infringement case against Microsoft and Siemens Production lifecycle Management Software, which filed an evidence preservation, claiming damages of Rmb4 million (US\$590,000). In a construction

case, it represented Construction and Development of Tianjin Lin Gang Industrial District in a Rmb240 million cost and debt offset dispute.

**Dispute Resolution****RECOMMENDED INTERNATIONAL FIRMS****Tier 1**

Allen &amp; Overy

Baker &amp; McKenzie

Clifford Chance

Freshfields Bruckhaus Deringer

Herbert Smith

Orrick Herrington &amp; Sutcliffe

**Allen & Overy**

"They are the first team we call," sums up a client of his firm of choice. Benefiting from its strength in the finance and banking sector, Allen & Overy is frequently engaged in disputes relating to derivatives, distressed debt, restructuring and insolvency, and complicated contractual and commercial cases. It is also experienced in investment treaty arbitration and has experienced a growth of International Centre for Settlement of Investment Disputes(ICSID) arbitrations in China.

Managing partner of A&O's Beijing and Shanghai offices, Peter Thorp, assisted an international insurance company on the enforcement of China International Economic and Trade Arbitration Commission (CIETAC) arbitral awards in China, in connection with its investment in a Chinese hospital joint venture through an offshore entity. Other cases it has worked on include an intellectual property dispute under CIETAC rules, and an International Chamber of Commerce (ICC) arbitration, representing an international pharmaceuticals company in a distribution agreement dispute.

In the past year, the firm hired Simon Clarke, who is expected to enhance its capacity in regulatory, white-collar defence and criminal prosecution. The firm additionally promoted Hong Kong-based Fai Hung to the partnership.

**Baker & McKenzie**

Baker & McKenzie is always "highly recommended" by clients, who rate it as "one of the best" in the market. "They are reliable and able to give concise advice to the point and meet our business needs," one notes.

The firm has dedicated lawyers who are experienced

in restructuring and insolvency, corporate compliance, construction, commercial arbitration, employment and intellectual property. Recently, the team expanded its contentious insurance practice, with the addition of new insurance clients.

This year it assisted a foreign lessor in successfully repossessing a B737-800 aircraft from a Chinese airline and claiming overdue payments. It is also defending Avery Dennison Corporation in trade secret and unfair competition claims against a Taiwan company in various courts in China. The proceedings have lasted over 10 years and involved an appeal with the Supreme People's Court, which ruled in favour of Avery Dennison. The firm has worked in CIETAC cases involving disputes over construction arbitrations, international sales and purchases of goods, enforcement of securities over shares, and distributorship issues.

Gary Seib heads up the practice group. Clients name Susan Kendall and Beijing-based Beatrice Schaffrath for their "high quality advice". Other recognised practitioners include Andrew Aglionby, who specialises in technology and construction disputes, Anthony Poon, an expert in insurance, insolvency and defamation liability, and Kareena Teh, who often leads indemnity, trust and contentious probates.

### **Clifford Chance**

Clifford Chance's arbitration team experienced strong growth last year, particularly in the energy, infrastructure, private equity, banking and finance sectors, and has obtained new clients in the telecommunications and arbitration sectors. Clients appreciate the way it approaches cases: "They have the ability to see the overall picture, but not lose track of the details. They are also able to anticipate the forthcoming issues, which is unique," one comments.

The firm is assisting the liquidators of Moulin Group in claiming damages against KPMG for audit negligence, seeking recoveries of dividends and taxes paid out by the claimant and other costs, totalling HK\$470 million (US\$60.5 million). The team is also working on confidential investment disputes, including joint venture and shareholder claims prompted by liquidity or insolvency concerns or by institutional investors seeking exit or compensation from underperforming investments.

Martin Rogers steers the firm's litigation and dispute resolution practice across Asia. Cameron Hassall, who was promoted to partner this year, heads up the Hong Kong and China arbitration practice. Another partnership appointment was that of Donna Wacker, who specialises in financial services regulatory, insolvency and

commercial litigation. Other notable lawyers on the team include Ling Ho, the head of the China dispute resolution and Asia IP team, Elaine Chen, a tax controversies specialist, and James Wadham, a specialist in financial services negligence and shareholder litigation.

Recent clients include Chinachem, Sun Hung Kai Properties, Bank of China and HSBC.

### **Freshfields Bruckhaus Deringer**

Litigators at Freshfields enjoy a leading reputation in commercial disputes, particularly in areas such as financial services, employment, insolvency, intellectual property and information technology. Recently, the firm has experienced a thriving practice in Foreign Corrupt Practices Act (FCPA) and anti-corruption investigations.

"They are very professional and are a fact-oriented crew trying to get the best for the client," says one. "They focus on cases at hand, being very flexible in adjusting their schedule and working around the clock." Another client notes: "They are well-connected globally, and offer a complete range of services."

Hong Kong based Peter Yuen receives recommendations. "He has a quick grasp of facts and is able to provide good overview, and is creative in the case and straightforward about shortcomings," comments a client. Yuen assisted Danone in eight Stockholm arbitrations against Wahaha, and worked on satellite proceedings in China, the British Virgin Islands, Samoa and Hong Kong.

The firm is also providing counsel in the US\$5 billion arbitration for expropriation of a client's investment in an iron ore mine. The case, which is the first investor-state arbitration brought by a Chinese party, if proceeding to a final award would resolve open questions relating to investor-state arbitration involving the PRC.

Richard Chalk heads up the practice in Asia. In September 2009, the team added banking and financial services specialist Georgia Dawson, who is experienced in the government, energy and telecommunications sectors.

### **Herbert Smith**

Herbert Smith's renowned dispute resolution practice has long been held by clients as providing "superior class service" in the region. "I would always make them my first port of call in the Far East and China. They are excellent," says one client, who appreciates its "good links with local Chinese firms".

Head of the team Justin D'Agostino, who is working on a high-value CEITAC arbitration, is said to have "exceptional client service". "Justin is at the top of the profession," says a client. Another points to Shanghai-based Graeme Johnston: "He has a strong analytical mind and the ability to work

through the minutia of details while picking out key issues that really matter, and developing strong defences to build our case. In proceedings, his calm and steady demeanor without being aggressive works very well”

The firm's newly-appointed partner May Tai also attracts praise too. “She has proved herself to be very knowledgeable, conscientious and extremely hard working,” a client comments.

The team has worked on a number of highly confidential cases and arbitrations at CETIAC, the Singapore International Arbitration Center (SAIC), and the International Court of Arbitration.

### **Orrick Herrington & Sutcliffe**

Orrick draws strength from its broad global platform that enables it to navigate large cross-border disputes. A client comments: “They are more than able to determine considerations for specific clauses and find good arguments and strategies.” Another adds: “They are able to clarify lots of misunderstandings and help us to get straight to the real crucial topics.”

This year, the team worked on a high-profile intellectual property case, defending BYD Company against claims over confidential information. It is assisting a Hong Kong-listed Chinese manufacturer of rechargeable batteries, mobile phone handset components and automobiles in pursuing counterclaims relating to alleged misconduct. Additionally, the team is involved in several confidential cases in the real estate sector and in FCPA investigations.

Robert Pe, who is experienced in international arbitrations in Hong Kong, London and Singapore under United Nations Commission on International Trade Law (UNCITRAL) Rules and ICC Rules, helms the Asia litigation practice. Hong Kong-based litigation specialist Andrew Dale was appointed partner in January 2010.

### **Other active firms**

#### **Bryan Cave**

With over 10 years of experience in the China market, Bryan Cave's Shanghai office launched its dispute resolution practice in 2008. It is led by Peter Chow, who is the vice president of the Hong Kong Institute of Arbitrators. Working closely with its teams in Hong Kong and Singapore, the firm serves US-based and other international companies on their investments in China. This year, Peter Chow spearheaded the team working on a breach of sales contracts case in the metal recycling industry. It assisted US and European companies in resolving issues that involved the detention of 30 containers at Chinese ports, with a value of US\$10 million. The firm additionally worked in the CIETAC

arbitration for a Chinese state-owned company in a technology licensing dispute against UK parties. In an ongoing intellectual property battle, it is acting for a German automotive company on a patents, copyright and trade secrets dispute which will have potential actions in China and the US.

#### **De Brauw Blackstone Westbroek**

Headquartered in Amsterdam, De Brauw Blackstone Westbroek (DBBW) launched its Beijing office this year. Geert Potjewijd heads up the new office, supported by senior associate Rogier van Bijnen. The team is working closely with Amsterdam-based Marnix Leijten to build up international arbitration as one of its key practice areas. Leijten is a Dutch member of the ICC International Court of Arbitration in Paris.

The firm's recent track record includes advising Johnson & Johnson in proceedings under New York law with a value of US\$1.2 billion, and defending Royal Dutch Shell against Air Liquide in a dispute involving an agreement for the development of a co-generation plant. DBBW is very active in ICC arbitrations, representing Telefónica against Portugal Telecom on joint venture disputes involving €7.5 billion (US\$9.5 billion), and assisting Royal Philips Electronics and NXP Semiconductors in London and Paris respectively.

#### **DLA Piper**

This year, DLA Piper has been active in contentious investigations and product liability cases. Head of the disputes team, Satpal Gobindpuri, acted for a European manufacturer in a joint venture dispute relating to the director's liability and misappropriation of funds and technologies. Beijing-based Sammy Fang assisted a New York listed agri-business company in a white collar crime investigation involving its operations in China. In another notable matter, Shanghai-based Roy Chan advised a state-owned shipping company in a Rmb500 (US\$73 million) million dispute against long term charter parties.

#### **JSM**

JSM this year successfully assisted an airline company to enforce its trade mark rights against a restaurant in China, which was using its corporate logo for business purposes. The firm helped the client obtain favourable judgments such as an injunctive relief, public apologies, and monetary compensation. Rosita Li and Eugene Low led the case. Hong Kong-based Thomas So heads up the dispute resolution practice.

#### **Morrison & Foerster**

Morrison & Foerster's litigation strength lies in its

intellectual property practice. The firm won a trade mark defence case for Beijing Tong Ren Tang, a renowned traditional Chinese medicine maker against its distributor which sold fake medicine bearing its trade mark. The firm also successfully acted for Advanced Micro Fabrication Equipment, a Shanghai-based company, in a case brought by Applied Materials over the misappropriation of trade secrets. The firm recently helped TPO Displays, an LCD panel maker, and Macronix America, a semiconductor manufacturer, in patent infringement cases.

### Skadden Arps Slate Meagher & Flom

Hong Kong-based Paul Mitchard guides the dispute resolution practice at Skadden, which features expertise in different systems of national law, private and public international law, and commercial and investor-state arbitrations. This year, it acted for a Chinese energy company in an arbitration against its investor, which is governed by New York law. It also worked on an ICC arbitration in a high-value energy supply contract dispute.

## Energy & Natural Resources

### RECOMMENDED DOMESTIC FIRMS

#### Tier 1

Commerce & Finance Law Offices

Jun He Law Offices

King & Wood

### Commerce & Finance Law Offices

Commerce & Finance's capability in security and corporate transactions has attracted roles in energy-related deals. For example, in Yingli Green Energy's US\$203 million offering of American depositary shares, the firm assisted underwriters including Deutsche Bank Securities, Credit Suisse Securities and Citigroup Global Markets.

China International Corporation sought the firm's counsel on the restructuring of material assets of SDIC Huajing Power Holdings, totalling Rmb5 billion (US\$734.7 million). It also worked on a medium term note (MTN) programme issued by Hong Kong and China Gas Company (HKCG). Xiaofei Xu led the US\$1 billion programme for the arrangers consisting of HSBC, Morgan Stanley and the Royal Bank of Scotland.

Firm leader Gang Liu is highly recommended by peers and clients, and he is supported by Xiaojing Han and Xiaoman Zhang.

### Jun He Law Offices

With the upsurge of investment in the energy sector Jun He Law Offices has profited, working on all aspects of energy transactions.

The firm assisted China Metal Recycling Holding in raising HK\$1.55 billion (US\$199.6 million) in its IPO in Hong Kong. In Trina Solar's US\$175.6 million follow-on offering, the firm acted for underwriters including Credit Suisse Securities, Goldman Sachs and Barclays Capital.

Corporate transactions saw the firm working for Asian Development Bank and IFC Investment in its Rmb2 billion (US\$294 million) investment in Yunan Hydropower Station, which operates 18 power stations in the country, by way of subscription of 22.5% newly issuance shares in Yunan. A financing highlight for the team was its counsel of Citic International Corporation on the US\$600 million loan provided by China Exim Bank for the development of three cement plants in Belarus.

David Liu is a recognised banking and finance lawyer. Other leading individuals who recently worked on energy deals include He Zhu, Danqi Wang and Qin Yu.

### King & Wood

King & Wood is always present on the country's largest and most important energy projects and transactions.

In two outbound investments in Australia, China Minmetals Non-ferrous Metals engaged the firm on the US\$492 million equity acquisition of 11 subsidiaries of Oz Minerals, the third largest producer of minerals in Australia. The team also assisted Yanzhou Cola Mining on its A\$3.4 billion (US\$2.9 billion) merger with Felix Resources.

Sinopec Sabic Petrochemical Company turned to the firm for the financing of a petrochemical complex in northern China's Tianjin. The US\$2.8 billion financing was advanced by Chinese banks such as CDB, ICBC, China Construction Bank and Bank of China.

The firm additionally worked for the borrowers and sponsors on a Rmb1.89 billion (US\$278 million) syndicated loan financing to Shanghai East Ocean Wind Power for the construction of a 100MW wind farm project. The lenders were Shanghai Pudong Development Bank, China Construction Bank and Bank of Communications. Sponsors included China Datang Corporation, China Guangdong Nuclear Energy Power and China Power International New Energy Holding.

Leading finance lawyers include Ling Wang and Yongmei Cai. Notable corporate partners include Zaichi Hu and Carolyn Dong.

## Other active firms

### AllBright Law Offices

The Shanghai-headquartered AllBright Law Offices has provided advice to Shangdong Nuclear Power on a Rmb36.3 billion (US\$5.35 billion) loan financing, which was advanced by a syndication of state-owned banks. Chundao Dong heads up the energy practice.

### Global Law Office

Key practitioners in Global Law Office's energy group include Liu Jinrong, Zhang Xin, Larry Li and Kevin Wang. The firm's high-profile in banking and finance, and corporate matters buoys its activity in the energy and natural resources sector. A favourite of domestic power and resource players, the team's recent achievements include assisting China Resources Gas Group in an acquisition of a controlling interest in Zhengzhou Gas Company and its Rmb1.16 billion (US\$171 million) investment in Chongqing Gas, as well as advising Yunnan Tin Group on its joint venture in Indonesia for a tin refinery. Sasol is working with partner Zhang Xin in two sizable transactions. In one, Sasol is in the process of acquiring two mega coal mines in China with Shenhua Ningxia Coal Group for US\$4 billion, and in the other, it is entering into a coal-to-liquid joint venture with China Shenhua Group worth US\$5 billion.

### Guantao Law Firm

Guantao Law Firm secured roles in high-value energy-related domestic transactions this year. For example, it acted for Shaanxi Non-ferrous Metal Holding Group on the registration of short-term financing bonds, totalling Rmb9 billion (US\$1.32 billion). The state-owned China Petroleum & Chemical Corporation instructed the firm for its acquisition, from China Petroleum and Chemical Group Asset Management, of all of its assets in five of its affiliates and 100% equity interests in its subsidiaries. A further example saw Guantao act for Hong Kong-listed Winbox International on its US\$275.6 million acquisition of two coal mines in Inner Mongolia. Hongming Xiao heads up team.

## Energy & Natural Resources

### RECOMMENDED INTERNATIONAL FIRMS

#### Tier 1

Baker & McKenzie

Clifford Chance

DLA Piper

Herbert Smith

Milbank Tweed Hadley & McCloy

Norton Rose

Shearman & Sterling

### Baker & McKenzie

The strength of Baker & McKenzie's energy practice draws from its well-established transactional practice and projects works. Clients all recognised its "solid network and rich experiences of the China market".

In capital markets, the firm acted for China Corn Oil Company on its US\$630 million initial public offering (IPO) in Hong Kong. International Mining Machinery Holdings also employed the firm on its US\$327 million IPO on the Hong Kong Stock Exchange (HKSE). One more mandate saw Macquarie Capital Securities working with the firm on the US\$204 million IPO by Shengli Oil & Gas Pipe Holdings in Hong Kong.

Its strong network with state-owned companies is reflected in its representation for CNOOC on its joint venture with Bidas Energy Holdings, totalling US\$3.1 billion, and in counselling China Investment Corporation on its US\$300 million investment in Russian Oil company Nobel Holdings. It also acted for Yanzhou Coal Mining Company on the acquisition of 100% issued share capital of Australia-based Felix Resources, valued at A\$3.33 billion (US\$2.8 billion).

Leaders of the team include head of projects David Smith, Beijing-based Stanley Jia, and Barbara Li and Danian Zhang in Shanghai.

### Clifford Chance

Clifford Chance's top-tier capability is well-proven in some of the region's largest and most complicated energy projects and transactions. Clients appreciate the "high professionalism" and the bilingual capacity of its lawyers. "They have deep experiences in the industry and act very quickly," says a banking counsel. "Their guidance was a great help to the project."

China Longyuan Power Group employed the firm for its US\$2.5 billion IPO on the HKSE. In the US\$870 million Hong Kong IPO by China Resources Cement, a subsidiary

of the state-owned China Resources Holdings, the firm assisted underwriters Credit Suisse and Morgan Stanley.

The firm starred in many mega-deals across the region, such as serving as counsel for China Development Bank (CDB) on a US\$25 billion loan, consisting of a US\$15 billion loan to Rosneft for a pre-export financing of a long-term oil supply agreement with China, and another US\$10 billion to Transneft for the construction of a pipeline spanning from Russia to China.

CDB also called upon the firm on a \$10 billion loan facility for the state-owned Brazilian company Petrobras, and a Rmb4 billion (US\$587.5 million) syndicated financing to Turkmenistan's national company for a gas project.

One more award-winning project included its advice to ICBC on the US\$825 million financing for a coal-fired power plant in Botswana.

Managing partner Stephen Harder and Beijing-based Bruce Schulberg are highly recognised in the market.

### **DLA Piper**

DLA Piper has been active in boosting its profile in the energy sector. In January 2010, Hong Kong-based Gene Buttrill represented China Hydroelectric Corporation on its US\$100 million IPO in New York. China Natural Gas also mandated the firm on its US\$50 million public offering on the Nasdaq Global Market.

Notable M&A work saw it advise Wits Basin on the US\$100 million acquisition of Chinese iron ore mining companies. The firm provided timely advice on policy changes and assisted clients to successfully obtain necessary approvals.

In January 2010, the firm hired Wan Li from Minter Ellison, an expert in energy and infrastructure, to head up its corporate team in Shanghai. Li led the team that advised Parkson as investor in Yunan Tin Group's purchase of 60% of Metals X's Tasmanian assets, valued at US\$49 million.

### **Herbert Smith**

Herbert Smith boasts a most sought-after client base consisting of major industry leaders in the energy sector, which has brought it an unending, steady deal flow. "They are very experienced and worked very hard. We really appreciated their good effort," a client notes.

In one of China's largest export transactions with Australia, the firm assisted China National Offshore Oil Corporation (CNOOC) on its purchase of 3.6 million tonnes per annum (mtpa) in BG Group's Queensland Curtis Liquefied Natural Gas (LNG) project. The 20-year agreement ranges from US\$40-US\$80 million depending on fluctuating oil prices and consumption.

China Shenhua Energy Company mandated the firm on projects in Indonesia which included a thermal coal mine and two coal-fired power plants. The US\$232 million project facility was provided by China Citic Bank and China Investment and Finance.

One more high-value financing includes its advising of CDB on a US\$1 billion facility which was advanced to a Venezuelan state-owned mining company. The Herbert Smith team also worked on concession issues for long-standing client French Investment Guangxi Laibin Electric Power Company (Figlec), an EDF Energy subsidiary, involving a US\$600 million flue gas desulphurisation plant in southern China.

Alexander Aitken heads the greater China banking and finance team. Hong Kong-based Asia energy leader Anna Howell is an expert on all levels of the value chain in the oil, gas, LNG, mining and renewable sectors.

### **Milbank Tweed Hadley & McCloy**

Milbank Tweed Hadley & McCloy has seen a growing client base of Chinese energy companies. In the capital markets space, a team acted for GCL-Poly Energy on the issuance of high yield secured notes valued at US\$325 million. Lumena Resources employed the firm again for its US\$250 million offering of Rule144A/Reg S-registered high yield bonds due 2014.

The firm additionally worked on corporate transactions in the solar, energy and environmental sectors. For example, it advised Jiangsu Zhongneng, a solar polysilicon wafers manufacturer, on its US\$3.4 billion acquisition by GCL-Poly Energy.

Hong Kong-based Desiree Woo and of counsel Gary Wigmore in Tokyo co-led a large US\$850 million project in the Philippines – the financing and development of a coal-fired power project which was designed and constructed by China National Electric Equipment Corporation.

Anthony Root, managing partner of Milbank's Hong Kong and Beijing offices, heads up the firm's corporate practice across Asia. Other leading individuals include Ed Sun and Joshua Zimmerman.

### **Norton Rose**

Norton Rose has enjoyed a growing visibility in the oil, mining and renewable energy sectors, assisting Chinese banks, investors and developers in cross-border transactions and projects.

Two representative M&A transactions saw it represent China-Africa Development Fund, a private equity fund owned by CDB and Zijin Mining Group, on the US\$281 million acquisition of Platmin Congo from its parent company Copperbelt Mineral. Sinopec International Petroleum Exploration and Production (SIPC) sought

the firm's counsel on the proposed acquisition of a 40% interest in the Norwegian energy company Peregrino Field from Statoil.

Notable financing deals include the bilateral loan provided by CDB to Brazil, totalling US\$10 billion. The firm advised the state-owned Brazilian oil company. Another highlight was working for CDB on the US\$700 million loan facility to Chinese mining companies which included US\$200 million to Sichuan Hanlong Group for its acquisition of a 51% interest in the Australian company Moly Mines and US\$500 million for the development of the molybdenum and copper mine in western Australia.

In a renewable energy project, Norton Rose advised the Asian Development Bank on the Rmb164 million financing (US\$24 million) to the consortium led by China Datang Corporation and Sumitomo Corporation for a wind farm in Inner Mongolia.

Beijing-based Tom Luckock, who specialises in renewable energy, emissions and climate change, is a favourite choice for many energy clients. Other leaders on the team include Yi Wang, Shanghai-based Justin Wilson and Nigel Ward, a structured asset finance partner who had relocated from Paris to Beijing.

### Shearman & Sterling

Clients found Shearman & Sterling "extremely professional, dependable and capable." "They are knowledgeable and able to provide accurate guidance," says a banking counsel.

The firm captured roles in sizable securities offerings by Chinese energy companies, such as advising the underwriters in Metallurgical Corporation of China's dual listings in Hong Kong and Shanghai. In the US\$250 million high-yield bond issuance by Lumena Resources, the firm also worked for the underwriters which included Boci Asia, Credit Suisse Securities and Deutsche Bank Securities.

In a leading outbound investment, PetroChina Company employed the firm for its US\$1.02 billion acquisition of Keppel Oil's entire shareholding in Singapore Petroleum Company.

Shanghai managing partner Andrew Ruff, a highly recognised projects lawyer, has led a number of premier projects and financings in power, oil, gas and renewable energy. For example, the Export-Import Bank of China (China Exim Bank) hired his team for the financing of CIC Energy and International Power for its coal-fired power and mining project in Africa, totalling US\$5.5 billion.

Other notable projects included its advice for BASF-YPC company on the US\$800 million expansion of a US\$3 billion petrochemical project in Nanjing, and its assistance to Asian Development Bank and International

Finance Corporation on the proposed financing of 17 hydropower projects in China.

Leaders on the team include China managing partner Lee Edwards, Beijing capital markets lawyer Alan Seem and Hong Kong based M&A partner Paul Strecker.

### Other active firms

#### Allen & Overy

Allen & Overy boasts a valuable talent pool which includes Matthias Voss, who is experienced in petrochemicals, refinery, coal-to-liquids and renewable energy projects, Beijing-based Yvonne Ho, a finance lawyer and Thomas Brown, a project finance specialist in Asia. This year, the firm advised Sinopec on its acquisition of 55% shares in Sonangol Sinopec International from Sinopec Overseas Oil & Gas (SOOGL), which amounted to S\$2.5 billion (US\$1.8 billion). It additionally worked on refinery and petrochemicals projects in southern China, acting for Kuwait Petroleum International.

#### Latham & Watkins

Lawyers at Latham & Watkins work closely from its Beijing, Hong Kong, Singapore and Tokyo offices in cross-border projects across the region. Representative work saw the firm advise on the senior and mezzanine debt financings of the bridge loan facility for the acquisition of Senoko Power from Temasek Holdings. An able team acted for the borrowers and sponsors including Senoko Power, GDF Suez, Marubeni Corporation and Kansai Electric Power. Shanghai managing partner Rowland Cheng led a team on the Papa New Guinea Liquefied Natural Gas Project, that involved a US\$14 billion debt requirement, bank loans from 17 commercial banks and a debt funding from ExxonMobile. Other leading individuals at the firm include finance practitioners Joseph Bevash and David Miles.

#### Malleons Stephen Jaques

Malleons Stephen Jaques this year worked on Australian competition consumer issues, advising Fushan International Energy Group on the HK\$1.19 billion (US\$153 million) acquisition of 14.34% issued share capital of Mount Gibson Iron. A high-value financing deal saw it counsel CDB and Bank of China on the US\$1.2 billion syndicated financing facility to Karara Mining for the development of iron ore mines and infrastructure in western Australia. Nicolas Groffman, who was this year promoted to the partnership, has worked with clients Electrabel and CSIRO. Other leading lawyers at the firm include Beijing head John Shi, Shanghai-based Martyn Huckerby and Stuart Valentine in Hong Kong.

**JSM**

JSM announced the appointment of its new China head of projects in July 2010, Beijing-based Xiangyang Ge, an oil and gas, mining and renewable energy specialist. An earlier achievement this year saw Jack Su act for Scitus Cement Holdings on the US\$100 million fund formation by JPMorgan, which will invest in cement and concrete projects. Other highlights include its counsel for a convertible bond investor in its US\$30 million portfolio of waste-to-energy projects in Chinese cities such as Beijing, Shanghai and Shenzhen.

**Orrick Herrington & Sutcliffe**

A client says of Orrick's advice: "They provided excellent service and top notch quality of legal work which has exceeded my expectations." This year, the firm acted for two Chinese companies on their Hong Kong IPOs and global offerings, including the US\$204 million debut by Shengli Oil & Gas Pipe Holdings and Comtec Solar Systems Group's US\$67 million offering. It also acted for Jaks Resources Berhad of Malaysia on the Engineering, Procurement and Construction (EPC) contract with China. And it advised Huadian Engineering for the development of the US\$1.8 billion thermal power project in Vietnam.

**Intellectual Property****RECOMMENDED DOMESTIC FIRMS****Tier 1**

CCPIT

Liu Shen &amp; Associates

**Tier 2**

Beijing Sanyou Intellectual Property Agency

China Patent Agent (HK)

China Science Patent &amp; Trademark Agent

China Sinda

Fangda Partners

Hylands Law Firm

Kangxin Partners

King &amp; Wood

Wan Hui Da Law Firm &amp; Intellectual Property Agency

Zhongzi Law Office

**Tier 3**

An Tian Zhang &amp; Partners

Chang Tsi &amp; Partners

Jeekai &amp; Partners

Watson &amp; Band Law Firm

**CCPIT**

Being the very first IP agency in the country authorised to do international business, CCPIT enjoys a profound history of prosecution work, with trade marks dating back to 1957 and patents starting 1984. The former state-owned institution, which houses over 450 staff, including 170 patent and trade mark attorneys, enjoys substantial market influence and serves a large number of long-standing clients.

A precedent-setting example of its contentious work saw the firm represent a Japanese cycling and fishing equipment distributor in a patent infringement case before the Supreme People's Court, which had revoked the previous judgements of the intermediate and high courts.

Leaders of the firm are prominent figures in the market, including president Hao Ma, a standing council member of China Intellectual Property Society (CIPS) and a council member of the All China Patent Agency Association (ACPAA). Tianan Zhang is also a council member of ACPAA, Zhongqi Zhou is the vice president of the China Trademark Association, and Qingfa Meng is an arbitrator and conciliator for the World Intellectual Property Office (Wipo) Arbitration and Medication Centre.

### **Beijing Sanyou Intellectual Property Agency**

Beijing Sanyou Intellectual Property Agency has been an active presence in the market since 1986. The firm distinguishes itself with a solid Japanese client base with names such as Panasonic, Olympus, Honda and Seiko Epson. Last year a team worked on the patent invalidation proceedings for a US software and telecommunications company in an infringement claim brought on by a Chinese rival. The firm has grown to a 215 members, and is led by founding partner Qiang Li, the vice chairman of the All China Patent Agency Associations (ACPAA). It also recently hired Xuefeng Wu, a former counsel with a Japanese company to further expand its business in Japan. It boasts specialties in biology, chemistry, computer science, electronics, physics, mechanics, pharmaceutical, and telecommunications.

### **Liu Shen & Associates**

Liu Shen & Associates is one of the few private IP boutiques that enjoys a renowned market presence and has the capacity to handle a large number of prosecution work. Founded in 1993, the 26-partner firm houses 140 patent attorneys and has a total of 365 members. A number of global premier companies often call upon the firm, such as Siemens, Samsung, Black & Decker, Sony, Schneider, Carl Zeiss and Procter & Gamble.

The firm lured over Yuan Zhuang from Perkins Coie, and his joining will better serve its US clients. Leading partners include Michelle Ma, Yang Wu, a vice president of the ACPAA, Jianyang Yu, who participated in the drafting of the Trade Secrets Law, and Xiaonan Wu, on the board of directors for CIPS.

### **China Patent Agent (HK)**

Headquartered in Hong Kong, China Patent Agent (HK) has domestic and international networks across Beijing, Shanghai, Shenzhen, New York, Tokyo and Munich. The firm is often sought by international industry leaders such as GM, Philips, GE, Merck, Ericsson and Dupont. A noteworthy case saw it launch an administrative lawsuit for client Shimano before an intermediate court in Beijing against the PRB's decision which had invalidated one of its client's patents. The firm managed to obtain a favourable judgement for Shimano. General manager Yong Li heads up the team.

### **China Science Patent & Trademark Agent**

China Science Patent & Trademark Agent has expanded its team to a total of 240 to serve its growing client demand. For example, it recently added Danfoss and Tyco Electronics to its illustrious client list. The firm, which is particularly strong in the computer technology and

electronics sectors, is led by president Nongfan Zhu, who is said to have a "very sharp commercial sense combined in his litigation strategy".

Demonstrating its forté, the firm was mandated by a computer technology research institution for a multi-faceted technology licence negotiation. Part of this matter included an outbound licence transaction with a European semiconductor company for the production and sale of central processing units (CPU), and an inbound licence from a US company that helped to facilitate more applications running on the new CPU architecture. The team also helped a Japanese client in settling a patent invalidation claim against a Chinese trade association.

### **China Sinda**

The renowned Gary Zhang helms China Sinda, which operates in Beijing, Washington DC and Tokyo. With the growing awareness of IP protection in the country, this year the firm has experienced an increase in IP infringement cases and invalidation proceedings. It continued to work on a patent infringement case for Motorola before the Supreme People's Court. On the prosecution side, the firm shines with a strong track record of successful applications for well-know trade marks, like haircare brand Head & Shoulders.

### **Fangda Partners**

Intellectual property is another area of excellence for Fangda Partners. The firm has a high profile in litigations concerning technology licensing disputes, patent infringement, and antitrust.

A leading case saw Fangda practitioners acting for The9, a Nasdaq-listed online game operator, in filing a lawsuit of unfair competition and pre-contractual liability against Blizzard Entertainment, the copyright owner of the online game "The War of Warcraft".

The team achieved two triumphs for clients Clantex and Sara Lee. For Clantex, it won a patent infringement case involving a crease retention technology against Guangdong Kai Li Lai Garment Industrial, which was ordered to pay Rmb1 million (US\$147,600) in damages. The team assisted Sarah Lee file a design patent and trade mark case in a Shanghai court, which upheld its claim and ordered the infringer award Sarah Lee Rmb1 million in compensation. Fangda helped Amec settle an unfair competition case against Applied Materials before an intermediate court in Shanghai.

Leaders of the team include Dixon Zhang, Gordon Gao, Richard Lin, James Hu, Chaoyang Wang and a former judge of the IPR Tribunal of the Supreme People's Court, Zhipei Jiang.

## Hylands Law Firm

Intellectual property is a major area of focus for Hylands Law Firm, which has over 300 people in its patent and trade mark agency, and 120 in its full IP service group. The firm has dedicated teams of specialists across all spectrums of IP protection and is particularly strong in domain name disputes, copyright enforcement, anti-counterfeiting, and franchising and licensing.

It acted for Deckers Outdoor Corporation on the investigation of 40 domain names registered by Chinese infringers that use marks resembling its client's trade marks, and conducted a successful seizure of over 7,000 pairs of fake products and 4,000 pieces of infringing packages in a raid with the local Administration for Industry & Commerce (AIC).

In the China International Economic and Trade Arbitration Commission's (Cietac's) Domain Name Dispute Resolution Centre, the firm obtained a favourable decision for Consitex against the infringer who registered 14 domain names consisting of the company's trade mark. The disputed domain names were transferred to its client.

One more interesting case saw the firm help Guala Dispensing in a patent invalidation proceeding before the PRB. The board upheld its client's claim for the infringement of a design patent of a spray head that resembles the Italian spray maker.

Yunze Lian heads up the IP group. Xiaoang Ma, a founding partner and a former officer of the China Copyright Office leads the copyright team. Other specialists who featured in recent cases include Qun Xiao, Yungui Liu, Zhiyong Xu and Zhiyong Duan. This past year, the firm welcomed Hao Yan from Freshfields Bruckhaus Deringer, and a number of associates.

## Kangxin Partners

Kangxin Partners has a stellar team of specialists who enjoy solid technical backgrounds. These include managing partner Samson Yu, senior partner Yangling Zhou, and other leading patent attorneys such as Gary Wu, Forrest Li, Tracy Wu and Mike Chen.

The firm has undergone steady expansion in the last few years, and its momentum has not slowed down. To its roster this year it added European patent attorney Xiaolei Shi, who specialises in communication technology from a patent law firm in Munich, US-qualified counsel Aaron Hurvitz, John Wang, who previously worked at Supreme People's Court, and Hironari Takano from Watson & Band Law Firm.

In one notable case, the firm acted for Bio-Medical Research on the seizure of a large quantity of counterfeit products. The trade mark infringement case could amount to a criminal litigation and deter other infringers.

## King & Wood

King & Wood has been appointed by industry leaders in some of the nation's most important and complicated cases in all areas of intellectual property.

Siemens Energy & Automation engaged the firm to fight for its invention patent that was infringed on by a local company in Shenzhen. The matter involved a technical agent, test report cross-examination and evidence preservation. The first instance confirmed the infringement and the final judgement is pending at the time of writing.

Another tricky case saw a King & Wood team defend Stadtbauatelier in an unfair competition dispute in Germany and China for the unauthorised use of corporate name against the claimant, whose shareholder was a former employee of the German company. The case, which is pending appeal, has raised the issue of whether a registered name of a foreign company's representative office in China constitutes prior right.

The firm is also assisting Nikon Corporation in a trade mark case before the Trademark Review and Adjudication Board (Trab), which affirmed the cancellation of a Chinese trade mark by Zhejiang Nicom Electric Vehicle under Class 12. The case was brought to a court in Beijing and parties are awaiting the final ruling.

Spearheading recent cases include litigation expert Zhongsheng Li, patent lawyer Yong Li, trade mark specialist Xiaoli Yang and transactional IP practitioner Yuesheng Shi.

## Wan Hui Da Law Firm & Intellectual Property Agency

Traditionally strong in trade marks, Wan Hui Da has been heavily involved in contentious matters and court proceedings. It acted for Southwest Pharmaceutical in the re-trial of a trade mark dispute before the Supreme People's Court, which has specified the standards to recognise the generic name of the goods.

Additionally, the firm assisted Futabasha Publishers in the application for a re-trial of a case in front of the Supreme People's Court, which confirmed the litigation to be lodged in China by the copyright owner against the trade mark infringer.

Other successful trade mark litigation saw the court award Rmb150,000 (US\$22,100) compensation to its client Lacoste against a local clothing company, and the firm's representation for Michelin against the distributors of parallel imports, which was the first verdict of parallel importation issued by a Chinese court.

Hui Huang, Yibiao Huang and Zhize Xia have frequently led team in litigation and advisory work.

### **Zhongzi Law Office**

With over half of its practice dedicated to intellectual property, Zhongzi Law Office is widely praised by clients and peers in the market. The team built up its reputation through some of the year's landmark cases. For example, it helped German bus maker Neoplan to win an award of Rmb21.16 million (US\$3 million) compensation from its Chinese competitor Zonda Industrial Group, which was accused of infringing the design patent of its 'Starliner' bus. Key practitioners such as Xiaogang Yang, Gesheng Huang and Bonan Lin are recommended by clients.

### **Chang Tsi & Partners**

Chang Tsi & Partners has been active in the trade mark contentious space and has achieved favourable results for clients in administrative proceedings. For example, it assisted its client, a Japanese apparel maker to apply for a review appeal to Trademark Office for the refusal of a trade mark registration. It also helped a foreign dessert maker recover a trade mark in the review application before Trademark Office under Class 30 and Class 43.

A further trade mark-related mandate saw it fight for a world leading fashion brand in the cancellation of the Chinese version of its trade mark registered by a local company. It also featured on the seizure of counterfeit goods for foreign companies in the electronics, telecoms and jewellery industries. Name partner Spring Chang heads up the boutique.

### **Jeekai & Partners**

Managing partner Robin Zhao heads up Jeekai & Partners, which is notably strong in patent prosecution. He is supported by dedicated teams specialising in pharmaceuticals, biotechnology, electronics, mechanics, chemistry and material sciences. Established in 1998, the seven-partner boutique has 60 patent attorneys and over 10 trade mark professionals.

### **Watson & Band Law Firm**

Shanghai-based Watson & Band has a substantial investment in its intellectual property practice, led by managing partner George Fu. The three-partner firm is staffed with 150 members, serving international brand names such as Nokia, Caterpillar and Starbucks. It assisted Nike in a sportswear sponsorship dispute against Adidas concerning the use of an image of Chinese football player Zhi Zheng. The firm was appointed to provide legal services for the 2010 Shanghai World Expo.

### **Other active firms**

#### **China Trademark & Patent Law Office**

Originally named China Trademark Service, the firm

changed its name to China Trademark & Patent Law Office in 1999. Home to 50 patent and trade mark attorneys, the firm has worked for a number of eminent industry leaders such as Honda Motors, Coca Cola, Carrefour, Mars, Discovery Communications, Uni-President Enterprises Corp and Wang Wang Group. Trade mark attorney Yanzhang Li chairs the firm, which is also led by Pengxiao Yin, Tianxiang Wang and Zheng Li.

#### **Creatop & Co**

The Shanghai-based Creatop & Co is working for over 200 clients in a full range of IP services, which includes patent and trade mark prosecution, trade secrets, unfair competition, customs protection, commercial investigations and IP litigation. The firm has maintained a close relationship with law firms in more than 100 countries around the world, and is a member of the International Trademark Association (Inta). Executive partner Bin Sha heads up the boutique.

#### **GE Cheng & Co**

Housing 15 partners and over 80 members, GE Cheng & Co is active in the IP community. Chairman and founding partner Bo Ge, who was previously with NTD Patent & Trademark Agency and Jeekai & Partners before setting up the firm, was once the senior councillor of Wipo, and the deputy commissioner of the former China Patent Office in the 1980s. Ge currently serves as the president of China Patent Attorneys Assessment Committee, and is the president of Ficpi's China Section. Clients also recommend managing partner David Cheng, who is highly experienced in biochemistry, biotechnology and pharmaceuticals. The firm serves domestic and foreign companies, and research institutes across sectors such as electronics, biochemistry, engineering, entertainment and education.

#### **Globe-Law Law Firm**

Headquartered in Beijing, general service firm Globe-Law Law Firm has a robust intellectual property practice. With full capacity in this practice area, the firm is able to act on a wide range of patent, trade mark, copyright and domain name matters. Of note saw its representation of Beijing Yingtelai Morgan Thermal Ceramics Textiles in its suing of a Beijing company for patent infringement and the case was recognised as one of the top 50 intellectual property cases by the Supreme People's Court in 2009.

#### **Lehman Lee & Xu**

Intellectual property is a core area for full-service firm Lehman Lee & Xu. Managing partner Edward Lehman helms the firm, which recently secured a favourable settlement for Newegg. The infringer agreed to transfer

the domain name to the US online retailer. The IP team assisted an international food company in recovering its trade mark before Trademark Office's (CTMO) decision, which had refused its application. One more successful case saw the team defend a US software company in a patent infringement claim filed by a Chinese company in Shanghai.

### Xiang Kun Law Firm

Founded in 1998, Xiang Kun Law Firm formed a strategic alliance with Bird & Bird in July 2009. The four-partner firm, led by managing partner James Luo, is highly capable in the electronics, luxury goods and services, IT, telecommunications, sports and pharmaceutical sectors. It has a robust contentious practice, for example assisting LVMH to win an award of Rmb500,000 (US\$73,000) in an anti-counterfeiting action. Other notable clients of the firm include Sony Ericsson, LeSportsac, Motorola and Abercrombie & Fitch.

In other areas of expertise, the firm won a copyright infringement and unfair competition case for an international fashion brand against counterfeit shops in China, and successfully recovered its trade mark from the infringer. Another anti-counterfeiting victory saw it obtain Rmb500,000 (US\$73,800), the maximum statutory damage amount, for Louis Vuitton Malletier (LVM) in a trade mark infringement case in Shanghai.

The team has worked for a number of industry leaders in advisory and IP portfolio management matters such as AEG, SC Johnson, Helen of Troy, GNC, Electrolux and Universal Music.

Managing partner Matthew Laight, who has a strong record of experience in the electronics and life sciences sectors, heads up the team. Other IP specialists include Alison Wong, whose practice focuses on patent litigation in the life sciences and banking sectors, Shirley Kwok, an arbitrator of the China International Economic and Trade Arbitration Commission (CIETAC), and Ai-Leen Lim, an IP portfolio and brand management specialist.

## Intellectual Property

### RECOMMENDED INTERNATIONAL FIRMS

#### Tier 1

Baker & McKenzie

Bird & Bird

Hogan Lovells

Rouse

#### Tier 2

Clifford Chance

Jones Day

JSM

Orrick Herrington & Sutcliffe

Wilkinson & Grist

### Bird & Bird

Bird & Bird provides leading strategies in a full range of intellectual property (IP) protection issues. For example, it managed to convince a PRC court on jurisdictional issues in a patent infringement case for a semiconductor technology provider, and was able to help its client reach a favourable settlement in the US and China. It also assisted international pharmaceutical companies in multi-jurisdictional patent litigations, and worked with Vesuvius Group and Honeywell on the enforcement of patent rights and invalidation proceedings before China's Patent Re-examination Board (PRB).

### Baker & McKenzie

Baker & McKenzie always turns in excellent results for clients. One sums up: "Bakers' China office has done high quality and timely legal work for us over 10 years." Others are also pleased with its "timeliness, effective communications and legal analysis."

Beijing-based Chris Smith is praised for his "prompt assessments, practical and effective guidance." "He is responsive and pragmatic, and very knowledgeable about local Chinese procedures," says a client. "He also has a good team working for him."

Head of the practice Loke-Khoo Tan led the team that won two trade mark cases in Chinese courts. In one instance, his team assisted Hasbro International against local toy makers that infringed its core brand 'Transformers', and the culprits were ordered to pay damages of Rmb190,000 (US\$28,000). The other victory saw the Beijing Higher People's Court upholding the judgement ruling a compensation of Rmb165,000 against Chrome Horse, which used the unauthorised trade marks and corporate logos of Harley-Davidson, a motorcycle manufacturer.

Beijing-based Scott Palmer achieved a victory for Porsche in an infringement of copyright in architectural designs case – the first that established the parameters of protection for three-dimensional architectural works and the first time a Chinese court issued an order to substantially change the design elements of a completed building.

Other winning cases included a criminal prosecution for Cisco Systems against an internet trader selling

counterfeit goods valued at US\$1.3 million, a successful seizure of fake Nokia goods and an order of Rmb100,000 million damages, as well as a favourable judgement in a trade mark infringement case it obtained for Hyatt against a business hotel in Beijing.

IP specialists at the firm include Shanghai-based Clement Ngai, Shih Yann Loo, Winston Zee and Joseph Simone, who worked for recent clients such as Avery Dennison Corporation, Sony Corporation, Bausch & Lomb and Dumex.

### Hogan Lovells

Upon the combination of the US firm Hogan Hartson and the London-based Lovells in May 2010, Hogan Lovells now boasts 2,500 lawyers in over 40 locations around the globe. Its renowned IP practice continues to “achieve commercial objectives” for clients, who had “satisfactory experiences” working with the firm.

Co-headed by Shanghai-based Douglas Clark, and Horace Lam in Beijing, the team has been busy with court proceedings. In addition to the investigations in the sale of counterfeit products, civil actions in Beijing, and cross-border criminal prosecutions for automation and power technologies group ABB, it is assisting Mattel in the appeal of a patent infringement and invalidation case, which has been listed for a leave hearing by the Supreme People’s Court. An example of the team’s activity saw it advise TRW on a number of trade mark and unfair competition cases against the infringer, and in a domain name litigation that is still pending. In a copyright infringement dispute, it assisted Nintendo in China and Hong Kong against its game copiers.

The firm’s solid reputation in the pharmaceuticals sector is reflected in a high-profile criminal prosecution in China where it represented Johnson & Johnson in a case involving the shipment of counterfeit medical test strips to the US. One seller was convicted in Shanghai. Other highlights include trade mark licence issues, the seizure of fake products for Otsuka Pharmaceutical, and the prosecution of five infringers for the sale of counterfeit pharmaceutical products of Bristol-Myer Squibb. Motorola, Alere, Rich Products and Exxon Mobil recently mandated the firm for their trade mark portfolio and brand management matters. Contentious representations saw leading clients such as Bang & Olufsen, Sony Computer, Costa, Alibaba.com and new client Halo Asia rely on the firm’s strengths.

Go-to IP practitioners include Shanghai-based Geoffrey Lin and Deanna Wong, who splits her time between Hong Kong and Beijing. Clifford Borg-Marks, who was previously with Baker & McKenzie, joined the

firm as of counsel after an eight-year hiatus from private practice.

### Rouse

Rouse managed to attract attention in the China market, winning some of the year’s landmark cases. “We are informed regularly about new developments in the legal system as well as about new tendencies in the behaviour of the trade mark infringer,” a client recalls.

The “outstanding” Elliot Papageorgiou is lauded by a client “because he understands the demands of his European clients and knows how to transfer these into the Chinese law system. We received a proposal for the further steps which can be adjusted to our needs.”

The team obtained favourable judgements for Beiersdorf in a trade mark infringement and unfair competition case. Two courts ordered the defendant to pay a compensation of Rmb162,000 (US\$23,900) for infringing its Nivea trade mark.

It also achieved a victory for an international medicine manufacturer in an administrative procedure, which issued a settlement of Rmb330,000 damages against a state-owned drug maker in northern China.

At the time of writing, the firm is working on a patent infringement case for an iron ore industry leader against a Chinese battery manufacturer that launched a lawsuit against subsidiaries of the company in a Chinese court.

Linda Chang heads up the team, which has an extensive network in Beijing, Shanghai, Guangzhou and Hong Kong. IP leaders at the firm include Rachel Tan, Jin Ling, and August Zhang.

### Clifford Chance

Clifford Chance is a firm of choice for complicated IP portfolio management matters, transactional IP work, enforcements and litigation. “They are always able to take the lead in the case, and adopt thorough approaches, some of which we cannot think of,” says a client.

Hong Kong-based Ling Ho helms the team, which features a strong expertise in key sectors such as media and technology, healthcare and pharmaceuticals, fast moving consumer goods (FMCG), financial institutions and manufacturing.

The firm has worked on a number of highly confidential cases, assisting clients in unfair competition battles, trade mark infringements, and patent litigations. Active clients include Blizzard, Richemont International, Airbus, Goldman Sachs and ExxonMobil.

### Jones Day

Clients have had an “excellent experience” working with Jones Day’s IP team, which is led by Shanghai-based

Benjamin Bai and Anthony Chen. Bai is recommended for his “speed and clarity of response” and “practical solutions”.

Very recently, the firm further bolstered its China practice with the arrival of Michael Vella from Morrison & Foerster, who has rich experiences with IP litigations, particularly for consumer electronics, semiconductor and biotechnology clients.

Another senior hire saw the addition of Mark Cohen as of counsel, who co-chairs the Legal Committee and IPR Forum of AmCham in Beijing. Cohen has been involved in reviewing the amendments to China’s Patent Law, Trademark Law, and provided legislative research support to the Copyright Law.

The firm is working for a number of renowned industry leaders on cross-border patent litigation, which remain confidential. Recent experiences included its assistance for GlaxoSmithKline on IP strategies and trade secrets, as well as the preparation of patent litigation for international pharmaceutical companies. It also helped Chinese companies in the US ITC 337 investigations and patent infringement actions in the US district courts.

### **JSM**

JSM has an accomplished track record of IP enforcement in China, and has been involved in a number of litigation and transactional work across Hong Kong and the Mainland. The team boasts expertise in the information technology and entertainment industries, and a solid client base including Making Film Production, Milkyway, Warner Brothers and Universal Music.

Hong Kong-based Kenny Wong, who leads the IP and information technology practice across Asia, was singled out by a client who says: “He is extremely bright and has a sharp legal and business mind. He thinks strategically, which is not always easy to find.”

An example of its commercial IP record saw it assisting China Star Entertainment successfully completing the sale of 103 movies to Star TV group. It also won a trade mark infringement case for an airline company against a restaurant in China, which used its corporate logo without authorisation. Another example included the due diligence work for Swire Properties on a trade mark portfolio involving 700 marks.

### **Orrick Herrington & Sutcliffe**

Orrick enjoys a strong presence in China’s intellectual property market, particularly in the contentious spaces of the electronics, high-tech and mechanical sectors where it has won a number of high-profile cases for international and domestic clients.

For example, in a computer abuse case, it successfully

assisted Microsoft in obtaining an emergency temporary restraining order on 276 domains that controlled a network of infected computers and sent out billions of spam emails containing a virus.

Another interesting case saw TPK Touch Solutions, a touch display and system supplier for leading mobile phone brands, mandate the firm to defend one of its most crucial patents of touch-screen technology in a patent invalidation proceeding before the PRB in September 2009.

In November 2009, the firm achieved a favourable settlement for On Trace Innovations, a contact-less microprocessor-based smart card solutions provider, after two years of cross-border litigation that involved patent invalidations, customs actions and patent infringement lawsuits against Smartrac, a radio-frequency identification (Reid) transponders manufacturer.

Beijing-based Xiang Wang, a specialist with solid technical background in mechanics and electronics, heads up the China team. Recent clients include Disney Enterprises, Apple, Intel Corporation, Fujitsu, Facebook and eBay.

### **Wilkinson & Grist**

Wilkinson & Grist handled a high volume of contentious trade mark cases this year. In one win, it obtained the maximum statutory damages for its client in an unfair competition dispute against the infringer which incorporated a shadow company in Hong Kong bearing the name ‘Mobil’ in Chinese on goods supplied to China. The clients in this matter were ExxonMobil Corporation, Mobil Petroleum and ExxonMobil Holdings.

The firm triumphed for Japanese audio product maker Audio-Technica in a trade mark infringement case against Enping Dexun Tie San Jiap, which used unauthorised marks in Hong Kong and Hangzhou. It also assisted Panasonic Corporation in a customs action, obtaining a court order to restrain the infringing goods with the unauthorised mark ‘Inter National’ from release by the Ningbo Customs.

Beijing-based Howard Tsang heads up the China practice together with Yvonne Chua in Hong Kong. The firm continues to work for long-standing clients such as Wyeth, Heinz, Sony Ericsson, Ikea, and CK Life Sciences International.

### **Other active firms**

#### **DLA Piper**

Justin Davidson and Gigi Cheah of DLA Piper’s Hong Kong office head up the firm’s China IP practice. The DLA team assisted St Jude Medical on data protection in China for its medical device business. The firm

additionally featured in confidential cases related to trade mark protection and franchising issues. Recent clients include Bright Valley, GE, Krispy Kreme Doughnuts, Pfizer and Legg Mason.

### Morrison & Foerster

Morrison & Foerster's IP practice is co-led by Nigel Stamp and Gordon Milner in Hong Kong. The firm is experienced in the biotechnology and electronic industries. This year, it successfully defended Shanghai-based Advanced Micro-Fabrication Equipment (Amec) in a trade secret case against Applied Materials. The case involved emergency orders for expedited discovery, and Amec obtained a dismissal of its unfair competition charge. Other examples saw Mofo assisting well-known traditional Chinese medicine manufacturer Beijing Tong Ren Tang in the enforcement of its trade marks in the US, and its representation for NetEase.com in the licensing and operation of the World of Warcraft online game from Blizzard in China. The latter matter included tackling Chinese telecoms regulatory restrictions and the outsourcing of US\$100 million data centre arrangements to local providers.

### S&F Intellectual Property

Originated in Spain, S&F Intellectual property enjoys a broad presence in China, with offices in Beijing, Shanghai, Guangzhou, Shenzhen, Hong Kong and Taiwan. The firm was founded by partner Michele Ferrante, who previously worked in London, Lyon and Milan and has assisted numerous European clients. Edouard Schmitt zur Hohe has extensive experience advising on comprehensive IP strategies in Asia and he has worked on a wide range of contentious and non-contentious matters.

## IT, Telco & Media

### RECOMMENDED DOMESTIC FIRMS

#### Tier 1

Fangda Partners
King & Wood
Han Kun Law Offices
Zhong Lun Law Firm

### Fangda Partners

Based on a solid relationship with clients in corporate and transactional work, Fangda Partners has been very visible in the TMT sector. In two high profile M&A deals,

founder partner Jonathan Zhou led a deal for Hewlett Packard in its US\$2.7 billion acquisition of 3Com, which has a manufacturing base in Hangzhou. Alibaba.com also appointed the firm in its acquisition of an 86% equity interest in China Civilink, and a further purchase of 14.67% shares, totalling US\$79 million.

In a capital markets highlight, the firm assisted CLSA on its role as sole sponsor and global coordinator in the US\$72 million Hong Kong IPO of O-Net Communications, a Chinese optical technology supplier. In a contentious representation, a team battled for The9, a Nasdaq-listed online game operator, on the unfair competition and pre-contractual liability claims against Blizzard Entertainment in connection with one of its most popular games.

### King & Wood

Peter Waters, who is based in King & Wood's Hong Kong office, is experienced in communications and technology sector matters such as regulatory, interconnection, wholesale contracting and spectrum licences. He led the team that helped deploy a large scale HFC local broadband network and 3G network in Australia and Europe. This year, the firm synthesised tax, legal and operational issues for a leading telecommunications manufacturer in the re-examination of its operational structure. Other specialists on the team include corporate partner Yang Cha, capital markets expert Xiaolei Yang, intellectual property lawyer Gabriella Liu and Maohua Wang.

### Han Kun Law Offices

Led by Charles Li and Joseph Wang, Han Kun Law Offices has been active in M&A and private equity transactions in the TMT sector. It represented AsiaInfo Holdings, an internet and telecom software solutions provider, on its merger with Linkage Technologies International Holdings, valued at US\$60 million plus 26,800 shares of the Nasdaq-listed AsiaInfo. Ku6 Holding, an online video website in China, engaged the firm on its recent merger with Hurray!. The team additionally advised TeamSun, a Shanghai-listed IT product and service provider, in its acquisition of Hong Kong-listed Automated Systems Holdings. The firm has been frequently called upon in Series A, B and C financings for clients such as ChinaCache, Kaixin001, motion picture production company Polybona, and automobile media company BitAuto.

### Zhong Lun Law Firm

Zhong Lun Law Firm boasts an in-depth expertise in the TMT sector. Led by Anthony Zhao and Limin Chen, the firm has been heavily involved in a wide range of

transactions such as M&A, security offerings, financings and projects for TMT clients. Involving Shenzhen's newly-launched ChiNext board, the team worked on IPOs that included its counsel to CICC as underwriter in the Rmb1.4 billion (US\$206.6 million) offering by Eastmoney.com, and advised issuer Shenzhen Zhongqing Baowang Network's Rmb750 million (US\$110 million) listing. In the private equity market, Phoenix New Media mandated the firm on its US\$25 million Series A financing. A Zhong Lun team provided advice on the establishment of an international theme park and its media projects in Shanghai. Recent clients include CCTV.com, Microsoft and MSN China. For the latter client, the firm advised it on commercial strategies, legal compliance and intellectual property issues.

### Other active firms

#### Llinks Law Offices

Led by corporate partner David Liu, this year Llinks Law Offices was appointed as lead counsel for Minghe Media in its share swap with Cosmos Media, which will transfer a 100% equity interest to Minghe as capital contribution. After the merger, Minghe Media will be the vehicle for an A-share IPO in China.

## IT, Telco & Media

### RECOMMENDED INTERNATIONAL FIRMS

#### Tier 1

Baker & McKenzie

Bird & Bird

Herbert Smith

Paul Weiss Rifkind Wharton & Garrison

Simmons & Simmons

#### Baker & McKenzie

Baker & McKenzie retains clients in the telecommunications, media and technology (TMT) sector for its expertise and in-depth knowledge of the China market. "It can provide the best combination of global legal sophistication with local knowledge of the China market," says one, who further notes: "There are less expensive alternatives, but their work is first-rate and efficient."

Head of the team Nancy Leigh has impressed clients with her "excellent experiences in the M&A area". "In addition to legal support, she has provided excellent general business advice," says a corporate in-

house counsel. Shanghai-based Howard Wu is also recommended: "He is extremely responsive and has consistently produced excellent results in corporate matters relating to business licensing."

The firm was appointed in the high-profile privatisation of PCCW, advising China Network Communications Group Corporation in the HK\$14.9 billion (US\$191.8 million) transaction. It also acted for Metro AG on its US\$200 million retail consumer electronics joint venture with Foxconn Technology in Shanghai, where Metro holds 75% of the stakes.

Other transactional work saw it advise a communications cable manufacturer on the sale of its subsidiary's equity interest in a joint venture in Shenzhen, and its representation of a management consulting, technology services and outsourcing company on a proposed sino-foreign equity joint venture with China Communications Services Corporation. The joint venture will provide telecommunications network and support services.

TMT specialists at the firm include Hong Kong-based Poh Lee Tan, and special counsel Anna Gamvros.

#### Bird & Bird

Bird & Bird differentiates itself with a standalone team of TMT experts dedicated to the Greater China region. The firm is appointed by a number of industry leaders such as UBS for its innovative PRC business process outsourcing. It handled the licensing agreement and localisation of inter-group resellers for StepSone, an internet solutions provider of human resources, and also assisted the company in the registration and distribution of software products in China. An example of transactional work saw the team representing Dun & Bradstreet (D&B) in its offshore acquisition of Roadway International, a shareholder of Shanghai Roadway Direct Marketing Services, a sales and database marketing service provider in China.

In the media and publishing industry, the team was kept active, continuing to provide publishing, advertising and distribution advice to Condé Nast and Reader's Digest. Its expertise in the telecom sector can be seen from its counsel to T-Systems International on the interconnection with incumbent licensed operators, licence and procurement agreements, and the overall regulatory framework in China.

Marcus Vass, who splits his time between Hong Kong and Beijing, heads up the team. He is a member of the IT and Telecoms Committee of the Beijing EU Chamber of Commerce. Focusing on commercial work that relates to technology transfer and licensing, Beijing-based Grace Chen has acted for clients in cross-border transactions, and specialises in IP strategies.

## Herbert Smith

Although a latecomer to the TMT sector, Herbert Smith's dedicated team of specialists has obtained a significant market share across Asia. Clients are "very impressed with its service". "They are very professional and explained complex issues clearly," says an in-house counsel.

The team is co-led by Hong Kong-based Michelle Chan, a telecommunication expert, and Beijing-based corporate partner Karen Ip. Clients additionally singled out the "very organised and proactive" associate Catherine Shen. "She is very patient when having to explain issues to a person whose experiences of doing business in China may have been simple," comments one.

The firm tackled regulatory challenges for Pearson in its joint venture with Nokia relating to the expansion of English language education services through Nokia's 'MobiEdu' mobile service. It also dealt with a number of complex and sensitive issues in the formation of joint ventures for technology and telecom clients.

Supported by lawyers in Tokyo, Bangkok, Hong Kong and China, the team feature strong contentious capabilities. This is led by Justin D'Agostino, an arbitration partner who relocated to Hong Kong last year, and Stephen Crosswell, a senior consultant who is experienced in contentious media and telecommunications, and monopoly infrastructure matters.

## Paul Weiss Rifkind Wharton & Garrison

Telecom and media clients prefer to work with Paul Weiss for its "practical and useful advice". "The firm integrates with our other advisers well," says a client. Head of the China practice Jeanette Chan is widely recommended in this sector, and is regarded as a "critical" counsel for client's transactions.

The Carlyle Group mandated the firm in a US\$1.8 billion share swap transaction between Taiwan Mobile (TWM) and kBro, a cable TV operator which is held by Carlyle Asia Partners (CAP). CAP would exchange its shares in kBro for a 15.5% stake in TWM, creating the largest pay TV operator in Taiwan with over 1.5 million subscribers.

The firm's Beijing, Hong Kong and New York teams joined forces to assist Ericsson in its acquisition of CDMA and LET businesses from Nortel Network through a bankruptcy auction, totalling US\$1.13 billion.

A number of industry leaders continue to engage the firm, which has assisted Microsoft in its investment program and its first antitrust filing in China, and advised long-term client Motorola on its acquisition of a cable set-top business from a domestic company.

The firm has helped leading media companies in producing renowned productions such as Kite Runner,

Mummy III and Kung Fu Kid. Paramount, Universal Studios and Columbia Pictures Industries are valued clients. Paul Weiss' key Asia practitioners include Beijing-based Greg Liu and John Lange in Hong Kong.

## Simmons & Simmons

Simmons & Simmons is one of a few firms that offers a specialised team of lawyers for TMT clients. Damien Bailey, who leads the information, communications and technology practice, is praised as "intelligent, polite and responsive". "To work with Damien is a wonderful experience. He is helpful in making helpful and creative suggestions to move the deal forward. His judgment is excellent," says a client. "I would not hesitate to use Damien again."

A highlight deal saw a Simmons & Simmons team working on the co-location and landing party arrangements for China Telecom. The transaction involved a US\$400 million subsea cable system that spans 8,300 kilometres across Asia, including Singapore, Indonesia and Hong Kong.

China Mobile further mandated the firm on contractual arrangements for the supply of technical services to telecom operators for the development of an application clearinghouse to run an 'apps' store. It also worked for Hitachi Data Systems on its global hardware and maintenance agreement, and implementation of Asian distribution centres.

## Other active firms

### Clifford Chance

Clifford Chance was called upon for high-value transactional work in the telecom sector. It acted for Mitsui & Co, the Japanese industrial conglomerate, on the 10% Private Investment in Public Equity (PIPE) investment and takeover bid for Hong Kong-listed TPV Technology. The US\$1 billion deal also involved a block trade for the purchase of a further 9.75% stake by TPV's shareholder China Electronics Corporation, and a mandatory takeover offer on an agreed consortium basis with Mitsui. In September 2009, the firm represented Telefonica on the mutual subscription of shares with China Unicom which amounted to US\$2 billion.

Lawyers who frequently lead deals in this sector include head of the Asia M&A team Roger Denny, Hong Kong-based Cherry Chan, intellectual property practice head Ling Ho, Shanghai-based Emma Davies and Peiji Gao in Beijing.

### Orrick Herrington & Sutcliffe

Orrick Herrington & Sutcliffe has assisted media and telecommunication clients in a broad range of

commercial transactions, such as its advice to SK Telecom in its US\$1.3 billion sale of a 3.7% stake in China Unicom (Hong Kong) back to the company. In two intellectual property cases, Beijing-based Xiang Wang led a case for Microsoft in taking down 276 domains which transmitted a computer virus, and his team also achieved a settlement agreement for On Track Innovations in a long-lasting patent infringement and invalidation case against Smartrac.

Further transactional work saw the firm working on an initial public offering (IPO) for Perception Digital Holdings in Hong Kong's Growth Enterprise Market, and on the US\$160 million sale of Digital Media Group to VisionChinaMedia, an out-of-home digital television advertising network. Lead partners on the team include David Choo, Edwin Luk, Mark Lee and Shanghai-based Elizabeth Cole and Thomas Tobiason.

### Skadden Arps Slate Meagher & Flom

Skadden has featured for several TMT clients in a number of leading M&A and capital markets deals. For instance, it advised TPV Technology on the US\$150 million share subscription by Mitsui & Co, and in the subsequent US\$1.4 billion mandatory offer for the remaining shares in TPV. Meadville Holdings mandated the firm on transactions including the US\$521 million sale of printed circuit board business to TTM Technologies, and the US\$358 million sale of its laminate and prepreg manufacturing businesses to the controlling shareholder of Meadville. Jonathan Stone, Nicholas Norris and Dominic Tsun were appointed as co-heads of its corporate practice in Asia last year.

## Labour & Employment

### RECOMMENDED DOMESTIC FIRMS

#### Tier 1

Fangda Partners

King & Wood

Shanghai HR&L Law Firm

TransAsia Lawyers

### Fangda Partners

Based on its sound reputation for commercial and corporate work, Fangda Partners has a dedicated team of counsels helping clients resolve labour and employment disputes and compliance issues. It built up a highly-efficient and customer-oriented human

resources strategy and action plan for AstraZeneca after working on its labour dispute with employees. Disney Japan sought the firm's counsel in a litigation in Japan against a licensee and a manufacturer in China for failure of compliance with the International Labour Standards (ILS) as set out in the licence agreement. After the promulgation of China's new labour contract law, the firm was employed by a number of multinationals to assist in the amendment of internal employment structures to bring it in line with the new statutory regulations. These clients include KPMG, Baxter, Ingersoll Rand, Bayer, SMIC, Honeywell, Teleflex, Danaher and Roche Pharmaceuticals. James Hu heads up the team that includes Daniel Huang and Bo Zhou who frequently work on employment issues.

### King & Wood

King & Wood's team of specialists works out effective employment strategies, culturally aware labour management policies and regulatory compliance standards to meet clients' business goals. Labour, social security and real estate star Junlu Jiang helms the team. The firm enjoys close relationships with government authorities, human resource research agencies, and legal research institutions. The team frequently contributes to China's legislation, enforcement and judicial practice s in the area of labour law. Another key partner is Linda Liang.

### Shanghai HR&L Law Firm

Established in 2007, Shanghai HR&L Law Firm provides legal services exclusively in Chinese labour and employment law. The boutique started with a small office set up by professor Baohua Dong, and was later joined by George Lu. The team, which is led by six lawyers, serves multinationals in human resources management, corporate restructuring, labour relations, and is particularly strong in contentious work. It has resolved disputes of wrongful dismissal and termination of contract involving senior executives.

For example, it recently assisted Shanghai Lincoln Electric in reaching a favourable settlement with its chief sales officer over a dispute relating to double salary and compensation for wrongful termination. It also helped Ningbo Tech-bank in winning a case brought by its chief operation officer who claimed for compensation worth Rmb4.8 million (US\$707,000). Lawyers on the team for Ningbo Tech-bank managed to obtain an unbreakable evidence chain to successfully prove the facts and discredit false claims against the company. Other recent clients include Shanghai Manpower Human Resources and TDK China.

### TransAsia Lawyers

Beijing-based TransAsia Lawyers has been providing legal support on inbound and outbound investments since 1994, focusing on market entry, corporate restructuring, intellectual property, M&A and litigation. Labour and employment is one of its most renewed areas of expertise. Housing 80 professionals, the firm operates in Shanghai, Hong Kong and has an alliance office in Tokyo. Responding to growing client needs, last year the firm expanded its presence to Australia by setting up a strategic alliance with Freehills.

Its team of labour specialists includes practice head Isabelle Wan. She has worked closely with the Ministry of Human Resources & Social Security (MOHRSS) over a number of years and was invited to advise on the drafting of China's labour contract law. Other leaders on the team are Xinmin Xin, a former counsel of MOHRSS, employment and IP specialist Helen Li, Joon Ho Tan, an expatriate employment and secondment, stock options and trade unions specialist, and of counsel Bin Feng Guan, who was previously a director of the legislation department and a deputy inspector of All-China Federation of Trade Unions (ACFTU).

### Other active firms

#### AllBright Law Offices

The labour and employment team at AllBright Law Offices is led by Chundao Dong. The Shanghai-based firm has helped a number of leading companies in the region to resolve their labour issues. For example, it recently worked on employee resettlement plans in the bankruptcy and liquidation procedures for Taibo Shutian. During the financial crisis, it assisted KPMG on staff redundancy plans for cost reduction. The team has also provided advice to China Life Insurance and Chery Automobile Corporation on human resources management training programs, and the recruitment of foreign experts.

#### MWE China Law Offices

Founding partner John Huang and Molly Qin head up the labour and employment practice of MWE China Law Offices. Headquartered in Shanghai, the firm has formed a close strategic tie with the US-based player McDermott Will & Emery. This year the MWE employment team designed an internal employee restructuring plan for Mars after its acquisition of Wrigley Incorporated. The team also worked on pension plans, internal corporate policies and growth incentive plans for the senior managers of the company.

### R&P Shanghai Lawyers

The newly-established R&P Shanghai Lawyers boasts a leading PRC employment specialist as one of its founding principals. Previously at Jun He Law Offices, Luo Ai delivers in employment-related disputes with her many years of experience in the Chinese market. Recently, she advised and represented a Shanghai subsidiary of Electrolux in an employment contract termination dispute. The firm's core focus is working with small to medium-sized foreign and foreign-invested companies operating in China and it features the right to represent clients in arbitration and litigation in China. Clients seeking Ai and her team's expertise include Hella Corporate Centre, Zanini (Taicang), Belgium-based OTN Systems, the Italian Targetti Group and the subsidiaries of Sterigenics in Shanghai.

## Labour & Employment

### RECOMMENDED INTERNATIONAL FIRMS

#### Tier 1

Baker & McKenzie

Paul Hastings Janofsky & Walker

Simmons & Simmons

### Baker & McKenzie

"Baker & McKenzie's quality of service has been extremely high," says a client. Another notes that "they are very responsive and have the most current information about developments in the foreign investment area".

The firm's long-established labour and employment practice enjoys a solid reputation of being "thorough, commercial and solution-oriented", and accommodating to clients. "We found the firm to be sensitive to cost and to use associates for work when appropriate," says one.

With the growing campaign by China All Federation of Trade Unions to improve collective contracts, the firm assisted multinationals tackle their labour union issues, cost reductions and employee welfare committees. The firm is also working on Foreign Corrupt Practices Act (FCPA) investigations, and providing advice on PRC anti-bribery and anti-corruption laws to clients from the technology, medical devices, pharmaceutical, chemical and energy sectors.

Deriving from its corporate practice, the team is often sought for its expertise in employment contract, and restrictive covenants relating to M&A and foreign direct investment in China. It also handles wage and hour issues,

contentious employee terminations of senior executives, and the structuring of expatriate employment relationships.

The widely-acclaimed team leader Andreas Lauffs has over 20 years of experience specialising in Chinese labour law. Other key practitioners include FCPA specialists Shanghai-based Beatrice Schaffrath and Michelle Gon, newly-appointed partner Joseph Deng and tax expert Brendan Kelly.

### **Paul Hastings Janofsky & Walker**

“For employment matters, this firm is the best in this area,” says a client of Paul Hastings Janofsky & Walker. Head of the team Lesli Ligorner is singled for her “timely delivery of consistently excellent advice which is practical and up to date”. “We also appreciate the firm’s proactiveness in advising new developments as well as presenting matters in-house or for roundtables,” a client adds.

A noteworthy example of the firm’s work had it defend AIG’s position in testimony before the Banks Committee of the Connecticut legislature for executive bonuses issued in Hong Kong, Japan, the UK and France.

Other highlights include it advising a software developer and telecommunications company on the enforceability of non-compete agreements, its assistance to multinational financial service providers in the suspension of their operations in China, investigations of misconduct and separation packages. The firm assists clients in a wide range of industries.

The firm has a specialist team of lawyers focused on FCPA investigations and data privacy concerns, and provides training on anti-harassment and the applicability of the FCPA to operations in China.

### **Simmons & Simmons**

With a growing demand for employment legal advice triggered by the financial crisis, Simmons & Simmons has impressed with its full capacity in a broad range of employment issues.

Clients expressed preference working with its “very competent lawyers”. Head of the team Fiona Loughrey receives particular praise: “She is an excellent communicator and extremely efficient,” notes a client.

The firm won an arbitration case related to the termination of an employment contract, and tackled challenges on detailed analyses required for certain restrictive covenant issues in the context of overseas listings. Other interesting areas the firm touched on this past year was social security payments in China and the establishment of trade unions.

Its clients come from a variety of industries such as finance, hospitality, aviation, insurance, media and entertainment, and luxury products.

### **Other active firms**

#### **Clifford Chance**

Clifford Chance is particularly strong in serving multinationals in the finance sector such as hedge funds and private equity houses on structuring and implementing share-based compensation schemes, regional pension arrangements, outsourcing projects, post-employment restraints and discrimination and data privacy issues. This year, it worked for a multinational recruitment company on a share bonus scheme and recovery of shares from a former senior employee, and assisted on data privacy issues for clients in Asia. Hong Kong-based Brian Gilchrist, who specialises in civil litigation on employment, banking, tax and contentious probate, and Emma Davies in Shanghai co-lead the team with the support of consultant Kenneth Leung.

#### **DLA Piper**

Star hire Pattie Walsh arrived at DLA Piper in August 2009 to lead its employment practice in Asia. Walsh is highly experienced in all aspects of employer protection issues such as confidential information, employee misconduct, post-employment rights and privacy obligations. Last year, the firm was called upon to advise on the transfer of employees in divestitures and after-acquisitions, structuring benefits, market entry of workforce and labour disputes. In addition to Walsh the team is led by Shanghai-based of counsel Kevin Jones who has spent 15 years exclusively working on employment issues in Greater China.

#### **Hogan Lovells**

Upon the merger of Hogan Hartson and Lovells, the labour and employment team of Hogan Lovells is led by Shanghai-based of counsel Philip Cheng, along with Andrew McGinty and Roy Zou. The team has been active in providing solutions to multinationals under China’s labour law and regulatory compliance. It has been called upon in a variety of issues. For example, it advised Yale University on social benefits, terminations and severance payments, and assisted a tobacco company on the potential liabilities of the unilateral reduction of employee benefits.

In contentious representations, the Hogan Lovells team worked on an employee injuries dispute for Corning. It is also involved in FCPA investigations, and assists clients like KPMG on matters of employee misconduct, and the misappropriation of assets. Client Masimo relied on the firm for its termination of employees, stock option plans and bonus schemes. At the time of writing, the firm is engaged in a number of confidential issues such as post-employment covenants, cross-office rotation

programs, employee transfers, internal restructurings and equity incentive plans. Recent clients include Colfax Corporation, BBG-BBGM, The Brooking Institution, Bunzl Distribution and Evergreen Solar.

#### Mallesons Stephen Jaques

In addition to transactional advice, clients of Mallesons Stephen Jaques have received comprehensive legal services in the area of labour and employment issues. Martyn Huckerby was appointed by the Australian Consulate in Shanghai on redundancy and staff entitlement issues. He also led a team assisting NSW Department of Industry and Investment in reviewing an employment service agreement with Shanghai and Guangzhou Fesco, and on visa issues for its expatriate employees. Other recent clients of the firm include Thomson Reuters, International Venue Group and GHF Investing Consulting.

## Shipping Maritime & Aviation

### RECOMMENDED DOMESTIC FIRMS

#### Tier 1

King & Wood

Richard Wang & Co

Run Ming Law Office

Wang Jing & Co

Yao Liang Law Offices

#### King & Wood

With a solid reputation in the banking sector, King & Wood has featured in some of the country's largest aircraft leasing and financing transactions.

Managing partner and financing team head Ling Wang is a favourite of banks and airlines for aircraft purchase work. For example, China Everbright Bank sought him out in its financing to Shenzhen Airlines, and Pembroke relied on his team for its purchase from GE Commercial Aviation Services (GECAS) and novation of the aircraft leases.

China Minsheng Bank worked with the firm on its term loan financings consisting of US\$50 million and US\$46.8 million for the purchase of two capsized bulk carrier vessels by purchasers incorporated in the British Virgin Islands. A team advised China Exim Bank in its financing for the importation of business jet to Hainan Airlines.

A further highlight centred on a bankruptcy proceeding of East Star Airlines, the first bankruptcy petition involving a Chinese airline in the PRC courts.

Here, the firm assisted GECAS in its participation in the proceeding.

#### Richard Wang & Co

Shanghai-based Richard Wang & Co has captured significant exposure in contentious representations for shipping clients. It enjoys a strong track record of defending clients in disputes involving the loss of cargo. For example, it acted for CMA CGM in a recovery claim filed by the American Home Assurance for overboard cargo valued at US\$610,000. In two triumphs, it assisted Dingheng Shipping Industry Corporation against Zhejiang Materials Industry Chemical Group in a case involving the loss of cargo due to chemical pollution, totalling Rmb3.1 million (US\$457,000). A team defended Cosco Container Lines in a case filed by Transpac Container System for a claim of €73,700 (US\$94,900) over a loss during the shipment of air-conditioner equipment. The claim was rejected by the court. In a final highlight win, the firm battled for Logwin China in a dispute of a tax refund loss that arose from a freight forwarding contract against Benzhou Vehicle. Sam Ren heads up the shipping practice.

#### Run Ming Law Office

Run Ming Law Office was founded by Yi Liu and Yadong Wang, who were both previously with Jun He Law Offices. Enjoying comfortable relationships with banks and airlines, the firm is renowned in the aviation sector, particularly for transactional work such as aircraft leasing and financing. In one instance, China Exim Bank appointed the firm as lead counsel in its US\$230 million term loan facilities advanced to AerDragon Aviation Partners for the purchase of six Airbus 320 aircraft. Assembled in China, the aircraft will be leased to Sichuan Airlines, Juneyao Airlines and a Turkish airline. A Run Ming team also represented SF Airlines Company, China's first private express delivery cargo airline, on the purchase and subsequent passenger-to-freighter conversion of a Boeing 757-200 aircraft, valued at US\$16 million.

#### Wang Jing & Co

Founded in 1994, Wang Jing & Co is led by name partner Jing Wang, who has advised on shipping and insurance law since the 1980s. Headquartered in Guangzhou, the firm has expanded into a full-service firm with a presence in seven cities across China including Shanghai, Qindao, Xiamen and Shenzhen. Wang Jing & Co is particularly noted for its contentious work such as charter-parties, maritime security, collision and salvage, coastal transport, maritime fraud and water pollution. It is also increasingly called upon for commercial transactions such as bank

loans and mortgages, ship building contracts, sales, purchases and leases of vessels, insurance, securities and project financings. For example, Jingliang Sun was consulted by the government on bunker oil pollution liability under PRC law. Recent clients include Nipponkoa Insurance Company.

### **Yao Liang Law Offices**

Headquartered in Shanghai, Yao Liang Law Offices is a highly specialised boutique in the shipping and maritime market. In the finance and transactional sphere, the firm featured in the issuance of Rmb2.5 billion (US\$368.5 million) convertible bonds and Rmb600 million financing for the lease of three vessels. China International Maritime Containers mandated the firm in an equity transfer transaction. A Yao Liang team also provided legal support to Bohai Bank in relation to effectively structuring its regulatory compliance risk management system.

The team has appeared on transactions involving the construction of vessels. For example, it featured in the construction of a 115,000 dwt oil tanker, two Panamax bulk carriers contracted for Stena Company, two 61, 500 dwt vessels built for a ship owner in Greece and three Ro-Ro vessels constructed for a Switzerland company.

The firm revels in nabbing a large market share of contentious maritime work, and frequently sits in arbitrations in London, Singapore and Stockholm, serving clients from Germany, Greece, Canada, Italy and the US. It recently acted for a UK container company, helping it successfully chase back 200 containers from various Chinese ports after it filed an application of injunction in Qingdao against a domestic shipping company.

### **Other active firms**

#### **Global Law Office**

Lei Ting and Gao Yifeng are the firm's stars in the niche sectors of shipping, maritime and aviation. Indonesian shipping company JSK Shipping relied on Ting's expertise while seeking the release of one of its vessels that was arrested by the Guangzhou Maritime Court at the application of the charterer of the vessel. A reconciliation agreement was reached between JSK and the charterer, and the vessel was released with JSK receiving payment for the loss it suffered. At present, Yifeng is working with ESM Group against a cargo insurer on a US\$1 million claim arising from the loss of cargo due to fire and explosions that occurred during a trans-ocean shipment. Yifeng helped its client win in the first instance proceeding at the Tianjin Maritime Court. The cargo insurer has filed an appeal with the Tianjin High People's Court and the appeal proceeding is underway.

## **Shipping Maritime & Aviation**

### **RECOMMENDED INTERNATIONAL FIRMS**

#### **Tier 1**

Baker & McKenzie
Clyde & Co
Holman Fenwick & Willan
Ince & Co
JSM
Norton Rose

### **Baker & McKenzie**

Benefiting from its solid relationships with banks and airlines, Baker & McKenzie is often engaged in aircraft financing deals. Examples include its representation of Air China Cargo on the purchase of four B747-400 aircrafts from Cathy Pacific and Dragonair, and on the acquisition of four Sikorsky Model S-76C helicopters from Sikorsky. It also assisted ICBC and Shandong Airlines Company on a loan facility and financing for aircraft leaseings of B737-800 and B757-200SF aircrafts. In relation to its acquisition by Eastern Airlines, Shanghai Airlines worked with the firm on the transfer of aircraft leases by way of novation. Andrew Lockhart and Harvey Lau are highly-recognised in the aviation sector.

### **Clyde & Co**

Clyde & Co set foot in Shanghai in 2006. Although relatively younger in the China market, the office works closely with its team in Hong Kong that has over 25 years of experiences in the region. Since Clyde & Co's merger with aviation boutique Beaumont & Son, the firm has further expanded its capabilities in Asia, serving clients in carriage of cargo, coverage disputes, hull, liability claims, operational and regulatory issues. On the shipping front, the firm is best known for marine casualties, and has two Asia-based master mariners. It is frequently called upon in litigation brought on by ship owners, hull underwriters, cargo interests, yards, charters and P&I clubs. A range of cases it has handled includes collision of vessels, pollution liabilities, charter party disputes, purchase of vessels, pilotage and insurance issues. Head of the Shanghai office Ik Wei is a prominent figure in shipping, insurance and dispute resolution in China.

### **Holman Fenwick & Willan**

Established in the 19th century, Holman Fenwick & Willan enjoys a rich history in the shipping sector. Its Shanghai office was founded in 1999 and it provides

unparalleled expertise in international commercial maritime matters. The firm is known for its solid understanding of the shipping world, working on maritime collisions, and it has experience in aviation disasters and in emergency incidents in the energy sector. Its commercial and transactional capacity include its strengths in shipbuilding contracts, charter-parties, bills of lading, and sale and purchase agreements. Its team consists of its Shanghai office head Paul Aston, Nicholas Poynder, Patrick Yeung, senior maritime consultant Peter Rees Smith, and Hong Kong-based Henry Fung.

### **Ince & Co**

Founded in 1870, the core practices of Ince & Co includes aviation, energy & offshore, insurance, international trade and shipping. It is known for its contentious ability and triumphs in commercial disputes. The firm's shipping specialists often tackle issues such as charter-parties, shipbuilding, cargo claims, piracy cases and a number of maritime casualties. Its finance lawyers provide counsel in asset financing for shipping and offshore industries, such as ship sales and purchases, syndicated financings and work-outs. The firm's aviation practice has expertise in insurance and reinsurance liability, subrogation work and converge.

During the financial crisis, the firm worked on charter-party disputes such as defending Charterer Beijing Shourong Forwarding Services in a suit filed by Transfield ER Cape for breach of a five-year voyage charter from Brazil to China. The seven-partner team, led by Andrew Chan, has recently been engaged in disputes and arbitrations involving collisions into terminal cranes, vessels running aground, damages to submarine cables and unsafe ports. Headed up by David Beaves, the shipping finance team has been mandated in a number of important deals, which are kept confidential at the time of writing. Max Cross, Rosita Lau, Harry Hirst and Kelvin Lee are also recommended.

### **JSM**

Apart from straightforward financing work, JSM works on a full spectrum of shipping and aviation transactions and cases, which is driven by its strong practice in Hong Kong.

Shipping expert Alastair MacAulay acted for Mitsui OSK Lines in a multi-ship contract with Exxon Mobil, consisting of six vessels built in South Korea and China. The ships, each valued at US\$230 million, will be used for the transportation of liquefied natural gas (LNG) from Papua New Guinea and Australia. In a contentious spat, the firm advised DVB Bank on the arrest and mortgage enforcement of six vessels through courts in Hong Kong.

Richard Stock heads up the aviation team, which recently provided aircraft trading advice in the repossession of two aircraft from a private Chinese airline for Cathay Pacific Airways. It further assisted ICBC Financial Leasing in the acquisition of an A330-300 aircraft from LCI aviation which was leased to Singapore Airlines.

### **Norton Rose**

An outgrowth of its rapidly developing banking practice, Norton Rose has carved out fair market exposure in shipping finance. The team is led by Beijing-based Nigel Ward and Yi Wang, who are working closely with teams in Hong Kong and Singapore. Clients have "great experiences" working with the firm and appreciate its "detailed-oriented advice and quick turnaround time".

The team assisted China Construction Bank and China Development Bank in documenting their first international ship finance facilities. At the time of writing, the firm is being engaged in a number of confidential deals in connection with financings for constructions, purchases and investments in the shipping sector.

### **Other active firms**

#### **DLA Piper**

Managing partner of DLA Piper's Shanghai office Roy Chan has witnessed the team's growth since its establishment in 2002. The firm's shipping highlights include China International Marine Container recruiting Chan to advise on its acquisition of a 29.9% equity interest of Yantai Raffles Shipyard through offshore investments. It recently represented a state-owned shipping company in a Rmb500 million (US\$73.7 million) charter party dispute. Hong Kong-based Kevin Chan led a team dealing with cargo interests and indemnity claims for the owners of the 'Golden Cloud', which lost 150 containers during a typhoon in Taiwan, totalling US\$8 million. In a London Maritime Arbitrators Association (LMAA) arbitration, the firm acted for a leading Chinese charterer in a US\$60 million dispute over the cargo delivery and the right of cancelling the charterparty.

## Tax

### RECOMMENDED DOMESTIC FIRMS

#### Tier 1

Jun He Law Offices

King & Wood

#### Tier 2

Llinks Law Offices

Richard Wang & Co

Run Ming Law Office

### Jun He Law Offices

The tax team of Jun He Law Offices is led by Dingfa Liu, who previously worked at the State Administration of Taxation on income tax policies affecting foreign investment in the 1980s. With a solid corporate background, Liu is a highly-recognised tax and bilateral tax treaty expert, and a frequent speaker on China's tax legal issues. The team has assisted clients in a broad range of industries such as semi-conductor, high-tech, pharmaceutical, chemical, logistics, precious metals, and automotive. Its expertises included tax efficient structuring for foreign investment in China, tax implications in inbound M&A and overseas transactions, and customs investigations over a wide range of tax issues.

### King & Wood

King & Wood's tax specialists have solved a variety of issues in both transactional and contentious work. For example, Alice Zhang led a team working on the restructuring of supply chain tax structure for a listed home appliances manufacturer that had invested over US\$250 million in China.

Rhouna Li was engaged in tax planning projects including an offshore holding structure for a Chinese multinational, involving an investment of US\$1.3 billion, and the re-examination of the operational structure for a telecommunications manufacturer.

In an M&A deal, the team advised Rio Tinto Alcan in resolving an improper tax assessment and other tax issues for its US\$125 million sale of interest in an aluminium smelter in Ningxia. It additionally provided tax structuring advice to a number of Chinese investment funds such as domestic trusts and Renminbi funds. The firm was instrumental to a European multinational in its legal defence and negotiations in a tax-saving dispute worth over US\$100 million.

Tax lawyers include corporate and foreign direct investment specialist Stephen Nelson, and Tony Dong, who joined the firm from Ernst & Young in Beijing.

### Run Ming Law Office

With its solid reputation in the aviation industry and a growing transactional practice, Run Ming Law Office has provided tax advice to airline companies and foreign investors. The tax team, which is led by Ron Ma, has worked out an analysis of corporate and personal taxes from the domestic law and international treaty perspectives for BAA. The UK-based airport operator had different operation models of pilot secondment in China. Other highlights saw it represent Goldman Sachs Asset Management International on the Chinese tax treatment of Foreign Qualified Institutional Investor (QFII) transactions, and its counsel to Orix Corporation on the tax implications of the formation of a shipping joint venture in China.

### Richard Wang & Co

Founded by a group of returned overseas Chinese students, Richard Wang & Co is one of the oldest law firms in Shanghai. With over 40 lawyers, many of its leaders were former judges in China. The privately-owned partnership firm has a network of offices in Shanghai, Beijing, Tianjin and New York. Tax is one of its new practice area focuses, featuring a strong Japanese client basis. Led by Wenwei Chen and Well Tong, this year the firm was particularly active in contentious work. It defended Tokuyama in a dispute against the customs over a tax exemption treatment of Rmb5 million (US\$737,500) imported machinery. In another case against the local tax authority, the firm acted for Daicel over a dispute about a tax exemption refund valued at around Rmb35 million. It also assisted Ricoh in a dispute against Shanghai customs over the duty rate of an imported product.

### Llinks Law Offices

Llinks Law Offices has enjoyed a growing reputation in tax. Its practice consists of experienced corporate lawyers and tax experts from major accounting firms. Last year it welcomed tax specialist Clare Lu who is a lawyer, a certified public accountant (CPA) and a tax agent. She is now head of Llinks' tax team, which recently has provided advice to clients on tax planning strategies, customs investigations and foreign exchange control issues. It advised a leading sportswear manufacturer and an A-share listed company in Shanghai's Waigaoqiao free trade zone on tax solutions to optimise business models. In dealing with customs authorities, the firm represented a Japan-based multinational on the import valuation on the management fee of imported electronic products paid to its parent company. For a Europe-based wholly foreign-owned enterprise in Shanghai, it negotiated with a customs office in the investigation

of export classification of large equipment. A further highlight had the team working out feasible solutions for a Hong Kong-based financial institution so that it would be able to make foreign exchange outbound payments effectively.

### Other active firms

#### MWE China Law Offices

Shanghai-based MWE China Law Offices has a strategic alliance with US firm McDermott Will & Emery, which was established in 1934 with an initial specialty in tax. MWE founding partner John Huang brings his long-standing experience in foreign direct investment, venture capital, private equity and international arbitration to his tax team leadership role. Recently his team assisted an international retailer in resolving tax liabilities arising from the former owner of its newly-acquired Chinese subsidiaries, which operates over 100 stores in 29 cities in China. The team helped in the negotiation with tax authorities for the accurate filing of tax returns to protect its client from potential criminal exposures relating to tax evasion under China's criminal code.

## Tax

### RECOMMENDED INTERNATIONAL FIRMS

#### Tier 1

Deloitte

Ernst & Young

KPMG

PricewaterhouseCoopers

#### Tier 2

Baker & McKenzie

JSM

O'Melveny & Myers

### Ernst & Young

The award-winning tax practice of Ernst & Young enjoys a firmly-rooted leading position in the market. Its 1,200 tax professionals in Greater China region offer an all-around tax strategy including business tax compliance, corporate tax advisory, transfer pricing, transaction tax, indirect tax, tax accounting and risk advisory services (Taras).

The firm is committed to seizing the opportunities found in China's growing outbound trend. It has a dedicated overseas investment network, assisting

investors with its global presence that expands to over 40 countries and regions. Last year, the tax team worked on over 50 outbound transactions with a total value of more than US\$40 billion. It is experienced in the oil and gas, mining, banking and insurance, chemical, technology, automotive, real estate, consumer and industrial products industries.

The most sought-after specialists in the market include Philip Anderson, renowned for innovative transfer pricing, Henry Chan, an expert in financial products and capital markets, and Sisi Xing, who is praised for her capacity in tax controversy work.

### Baker & McKenzie

Baker & McKenzie's renowned tax practice is led by a few of the market's most highly-recognised specialists, attracting accolades from clients who rate the firm's tax work as "incomparable". "All associates have shown great professionalism, and consistently displays exceptional customer focus even under tight deadlines," comments one client.

The firm's transfer pricing group, which is led by Glenn DeSouza, has developed innovative databases in econometrics and benchmarking. "Glenn has extensive experience in transfer pricing specific to China's context," a client says. "At the same time he also possesses a strong practical sense, which enabled him to understand our complex organisation in a short time in order to deliver the finished product according to the established schedule."

Shanghai-based Brendan Kelly has been singled out by a client: "He is responsive, practical, flexible with scheduling and easy to work with." Clients additionally point to special counsel Jinghua Liu as "most outstanding", impressed with her "excellent spoken English and Mandarin which briefed everyone with the same message". "She has high technical knowledge, was open-minded to listen to our requests and had good presentation skills," says one.

Under the leadership of Jon Eichelberger, the team advised on China's new Notice 698 for a number of multinationals on an analysis of minimising its reporting and re-characterisation exposure. Other matters it dealt with include addressing issues of US anti-deferral rules within a PRC context, royalty structure models and global transfer of pricing concerns.

### JSM

JSM's tax team is often called upon to assist in FDI, M&As, supply chain management models and private equity investment. Beijing-based tax head Julie Zhang, has created a tax-efficient structure for Hon Hai Precision

Industry during its formation of a joint venture with Metro for the development of consumer electronics market in China. The team also handled tax implications for Cathy Pacific Airways on its Rmb1.67 billion (US\$246 million) cargo airline joint venture with Air China.

### **O'Melveny & Myers**

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O'Melveny & Myers is one of the few international firms enjoying growing credentials in the tax market. Clients rate its quality of service as "excellent". Managing partner Lawrence Sussman is frequently named as the key practitioner leading the team. It is often engaged in emerging tax issues such as fund-raising in new markets, secondary transactions, M&As, and liquidations and other divestitures. Generating work from its integrated base in London, over 40 of its specialists are highly experienced in business tax, cross-border tax, executive compensation, employee benefits, and contentious tax matters, where it is particularly noted. The firm is often employed by financial institutions, private equity houses, and state and local agencies.

### **Other active firms**

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#### **DLA Piper**

DLA Piper's tax practice is headed up by Daniel Chan and Patrice Marceau, working as an integrated team out of Hong Kong, Beijing and Shanghai. This year the group of 19 professionals has been mandated in a number of highly confidential transactions that relate to corporate restructuring, transfer pricing, estate planning, formation of trust and structures, executive compensation, and dispute resolutions. It often serves investment funds, start ups, state-owned enterprises and multinationals from a wide spectrum of industries such as manufacturing, retail, banking and technology.