

# China Practice

Cozen O'Connor represents Chinese clients from a wide range of industries, including agriculture, pharmaceuticals, biotechnology, electronics, manufacturing, energy, transportation, and digital media. The firm's corporate clients are based in many of Greater China's most active commercial centers, such as Shanghai, Beijing, Heilongjiang, Liaoning, Fujian, Shanxi, Henan, Xi'an, and Hong Kong. Our attorneys provide sophisticated transactional, regulatory, and litigation counsel, primarily in the areas of securities, corporate compliance, international regulations, mergers and acquisitions, cross-border investing, technology transfers, intellectual property, and commercial litigation.

We are familiar with China's legal and regulatory regimes, although, of course, we do not practice Chinese law. In addition, Cozen O'Connor attorneys are also knowledgeable about Chinese language and cultural practices. The firm includes lawyers who speak Mandarin and have lived, traveled, studied, and worked in China, which greatly enhances their ability to communicate effectively with Chinese clients. We have a network of local counsel in a number of provinces throughout China and Hong Kong (as well as in Taiwan and other Asian countries) who provide regular assistance in business transactions and litigation. Our attorneys offer more than mere technical review of deals and documents; we act as true partners and advocates on behalf of our Chinese clients as they do business in the U.S. and around the world.

## SERVICE AREAS

**Securities.** We represent Chinese companies in international offerings of public and private equity and debt, high-yield debt, and rated securities. We also advise clients on securities regulations and compliance issues. Most recently, we have represented Chinese companies in IPOs, secondary offerings, shelf take-downs, ATM offerings, private placements, reverse mergers, spinoffs, special committee investigations, class actions, independent director inquiries, going private transactions, exchange listing and delisting proceedings, SEC enforcement defense, class action defense, and derivative suit defense. Our lawyers enjoy close relationships with senior officials in U.S. and Chinese regulatory agencies.

**Corporate Transactions.** Cozen O'Connor's corporate attorneys handle cross-border and domestic mergers and acquisitions, minority investments, secured and unsecured loan agreements, joint ventures, infrastructure projects, and greenfields projects. In addition to our mergers and acquisitions and investment experience, our international business attorneys handle technology transfers and licensing, complex financing, contracts and distributorships, and commercial agreements for companies of various sizes.

**International Regulation.** Our attorneys represent Chinese clients in customs, immigration, export control, economic sanction, Foreign Corrupt Practices Act, dumping and countervailing duty, and other international trade matters before the trade courts, international organizations, and U.S. departments of state, commerce, treasury, homeland security, and defense.

**Intellectual Property.** We help Chinese companies develop and implement protection and enforcement strategies for their intellectual property, including in the areas of patent, trademark, trade name, domain name, service mark, trade dress, and copyright.

**Litigation.** Cozen O'Connor represents global corporations and insurers in complex commercial litigation matters. We are frequently called upon to handle special committee investigations, securities class actions, director derivative suits, and SEC enforcement matters on behalf of Chinese



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## Related Practice Areas

- Business
- Corporate
- Corporate Governance
- Customs, Imports & Trade Remedies
- Intellectual Property
- International
- Mergers & Acquisitions
- Mergers & Acquisitions – Global

clients. Cozen O'Connor handles mass tort, product liability, and construction cases on behalf of clients based all over the world, and has extensive experience in pursuing subrogation and recovery claims arising from losses in Asia and/or involving Asian companies.

## Experience

Represented a Pennsylvania chemical industry group on its Chinese manufacturer facility expansion and greenfield development in Changsu, Jiangsu Province and Dongguan, Guangdong Province. Drafted, reviewed, and revised the EPC contracts and real estate agreements under bilingual structure, and assisted with other logistics matters and communications.

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Represented a California agricultural business in connection with establishing its East Coast manufacturer and sales headquarters for a total investment of \$110 million. Handled the corporate formation and transactional structure formation, reviewed and revised real estate purchase agreement and sales contracts, and assisted with corporate financing and mortgage.

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Represented a Chinese hospital group corporation in connection with establishing a medical treatment research and development center in the United States. Assisted with launching medical technology joint development programs with local university research centers and medical institutions.

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Represented a Chinese public plastic recovery and recycling company in connection with establishing recycling and recovery facilities in the United States for a total investment of \$55 million. Handled the corporate formation and transactional structure formation. Drafted and reviewed real estate purchase agreements and financing agreements.

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Served as issuer's counsel for China Digital Media Corporation in the \$3.1 million private placement of convertible notes.

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Served as placement agent's counsel for China Armco Metals, Inc. in the \$2.1 million private placement of common stock.

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Establishment of US-China online sourcing platform.

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Joint venture between leading online China media company and US internet company, including search engine, ecommerce, and lead generation divisions, and investment by Chinese company in US company.

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Joint venture between leading online China media company and US autostereoscopic 3D company and investment by Chinese company in US company

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Chinese traditional herbal medicine company acquisition of US vitamin company, abandoned.

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Structured and negotiating more than \$4 billion in financing for projects in China, Peru, Russia, Brazil and Saudi Arabia.

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Represented seller of apparel business with operations in U.S., Caribbean and China. Buyer is Hong-Kong-based strategic buyer. The transaction involved an extremely complicated pricing structure and a complex split-off of Caribbean and Chinese manufacturing facilities that were not sold and complex on-going contractual arrangements between those manufacturing facilities and the buyer.

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Represented Morphotek, Inc., a biotech company, from his introduction of the principals to the angel investors who invested \$2 million to over \$40 million of venture capital financings from a group of prominent venture funds, including S.R. One, Limited, Forward Ventures, China Development

Industrial Bank, Rock Maple Ventures, Burrill & Co., CB Health Ventures, and Flagship Ventures. Subsequently handled the \$350 million acquisition of Morphotek by Japanese health care research and development firm ESAI Corporation.

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Represented U.S. based tire and automobile parts importers in establishment of China-based manufacturing joint ventures.

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Represented several electronic product manufacturers in establishment of China-based manufacturing joint ventures.

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Represented Shandong Yongtai Tire and Rubber Company in a recall proceeding.

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Represented the Qingdao Qihang Tire and Rubber Company in ADD/CVD special rate matters on bias OTR tires.

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Represented the Shandong Hengyu Science and Technology Company before the U.S. Department of Transportation.

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Represented the Shandong Yongtai Tire and Rubber Company before the ITC in the Section 421 tariff (Obama Tariff) case.

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Represented the China Rubber Industry Association in lobbying, public relations, and matters before the ITC in the Section 421 tariff (Obama Tariff) case.

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Represented a private equity investor in \$12 million investment in holding company for Chinese luxury auto dealerships.

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Represented China-based steelmaker in private placement of convertible debentures.

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Represented China-based Shandong Tada Auto-Parking in private placement of convertible debentures.

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Represented U.S.-based distillers and beverage companies in the development of China distribution agreements/distribution network, and on export matters.

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Represented U.S.-based importers and distributors in exclusive distribution contracts with China manufacturers, and import/export matters in Mexico and Canada.

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Represented U.S.-based importers and distributors in exclusive distribution contracts with China and India based manufacturers.

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Advised the Ministry of Commerce (f.k.a Ministry of Foreign Trade and Economic Cooperation) of People's Republic of China on developments in M&A activities in western countries.

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Advised the National People's Congress of People's Republic of China on amendment to China's contract law.

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Represented a leading U.S. snacks manufacturer in a series of buy-out transactions in China.

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Represented several Fortune 500 consumer product companies in a series of acquisitions in Asia.

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Represented a Fortune 500 office supply company in a series of acquisitions in China, some through complicated offshore structures.

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Represented a global high-tech conglomerate headquartered in China in its multi-year distribution agreement for U.S. baby formula into China.

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Represented a leading Chinese state-owned electronics manufacturer in acquisition of a U.S. technology business.

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Represented a key Chinese state-owned company in purchase of certain equity interests from a global leading commercial real estate group headquartered in the U.S.

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