



WINTER 2011 NEWSLETTER

### Seminar on Going Private, Share Buyback and China Re-listing

On December 8, 2011, **Goodwin Procter, Jun He Law Offices, CBLA** and **China General Chamber of Commerce -USA** co-hosted a seminar on the topic of U.S.-listed Chinese companies going private in the U.S. and seeking re-listing in China. In light of the challenges many U.S.-listed Chinese companies face under the current regulatory, accounting and capital markets environment in the United States, and the open-up of Chinese A-share stock markets to privately-owned growth companies, an increasing number of Chinese companies are considering a new option: going private in the U.S. and re-listing in China.



Left to right: Christopher Croft (Houlihan Lokey), Catherine Pan (Goodwin Procter), Dennis Galgano (Morgan Joseph TriArtisan), Stephen Davis (Goodwin Procter), Anthony Tomaro (UHY Advisors)

Going private is a complex process that involves many business, legal and valuation issues. If not handled with care, it may invite litigations and SEC probes. Re-listing in China also involves problems that require innovative business and legal solutions. An expert panel consisting of senior investment bankers, lawyers and accountants with deep and real case experience in this area discussed the topic with the audience.



Panel I, "Going Private and Delisting in the U.S.," featured **Christopher Croft** (Managing Director and Co-Head of Fairness Opinion Group at Houlihan Lokey), **Stephen Davis** (Partner at Goodwin Procter), **Dennis Galgano** (Vice Chairman, Head of International Investment Banking at Morgan Joseph TriArtisan LLC), and **Anthony Tomaro** (CPA and Managing Director of Audit at UHY Advisors NY, Inc.). The panel was moderated by **Catherine Pan** of Goodwin Procter, who is also a co-founder and director of CBLA. Panel II,

“Re-listing in China,” featured **John Du** (Partner at Jun He Law Offices), **Catherine Pan** (Attorney at Goodwin Procter), and **Xudong Tao** (Partner at Jun He Law Offices). The panel was moderated by **Alex Hao**, Partner at Jun He Law Offices.



About 200 guests attended the event. The event also received media attention from Bloomberg, Law360, SinoTV, Chinese American Voice Radio, etc.

### **From Private Practice to In-House: Joint Career Seminar with CLECSS**

On October 15, 2011, CBLA and CLECSS co-hosted a panel discussion on “From Private Practice to In-house” at the conference room of **Dacheng Law Offices** in Shanghai, with a secondary venue in Beijing connected via live-cam. More than one hundred lawyers and in-house counsels attended the panel discussion, which was sponsored by Dacheng Law Offices. **Steve Chen**, our director, started the event by introducing the background and history of CBLA to the audience. **Simon Mui**, founder of CLECSS as well as our director, served as the MC of the event.

The in-house panelists included **Sunny Yi** (Legal Director of Tesco), **Brian Chen** (General Counsel of Kone), **Yongyi Li** (Legal Counsel of Otis), **Julie He** (General Counsel of DT capital) and **Yao Xu** (Legal Director of Fosun). All five panelists had extensive experience of private practice with international law firms such as

Latham Watkins, Jones Day and Morrison & Foerster before moving in-house.



*Left to right: Simon Mui (Debevoise & Plimpton), Yongyi Li (Otis), Brian Chen (Kone), Sunny Yi (Tesco), Julie He (DT Capital) and Yao Xu (Fosun)*



Led by Sunny Yi, the panelists shared their experience on shifting career tracks and provided tips on different skill sets of private practice lawyers and in-house counsels. The panel discussion received overwhelmingly positive response both in terms of turnout and feedback.



*Left to right: Yongyi Li (Otis), Simon Mui (Debevoise & Plimpton), Sunny Yi (Tesco), Julie He (DT Capital) and Yao Xu (Fosun)*

Capital), Yao Xu (Fosun), Brian Chen (Kone), and Steve Chen (Jones Day)

CLECSS is an acronym for “China Legal Education & Career Seminar Series.” Traced back to 2007, CLECSS has a long track record of providing pro bono legal education seminars to young law students and lawyers in China. Interested parties may visit CLECSS website at <http://www.clecss.com> for further information. Please write to [info@clecsc.com](mailto:info@clecsc.com) if you wish to join the CLECSS program and/or register with the CLECSS BBS.

### Greater China Kickoff Party in Beijing

On December 17, 2011, CBLA held the Beijing Kickoff Party at China World Hotel, following up the Shanghai kickoff party in June 2011 and the Hong Kong kickoff party in November 2010. The kickoff party attracted approximately sixty lawyers from international law firms, top PRC firms and in-house counsels from multinational companies. The event was generously sponsored by **Fangda Partners**, **Kaye Scholer** and **Lateral Link**.



Left to right: Simon Mui (Debevoise & Plimpton), Zhe Yu (Kaye Scholer), Jun Hu (Fangda Partners), Justin Flowers (Lateral Link) and Lei Shi (Clifford Chance)

The topic of the kickoff party was “U.S. Legal and Life Experience.” The panelists shared their interesting education, work and life experience in United States, and discussed professional and personal rewards as well as risks (actual or perceived) of studying law abroad.



The Beijing kickoff party signifies the continued growth of CBLA, its commitment to members and friends, and its determination to achieve greater and wider success.

### Development of PRC Law Firms and Opportunities for Young PRC Lawyers: Face-to-Face with Jonathan Zhou

On November 2, 2011, CBLA and **Central Lex Oasis** jointly hosted a presentation on Development of PRC Law Firms and Opportunities for Young PRC Lawyers. The event was held at the Clubhouse of the **Law Society of Hong Kong**. Jonathan Zhou, a partner and founder of **Fangda Partners**, gave the talk to around thirty attendees.



Jonathan Zhou (Fangda Partners)

Jonathan shared his observations on the rise of PRC law firms since the 1990s, talked about different models for their further growth, and analyzed the consequent opportunities for young lawyers.

with PRC backgrounds. The presentation was well received by the attendees and followed by an active Q&A session.

The event was generously sponsored by Fangda Partners. CBLA's **Simon Mui, Lei Shi, Joyce Xiang, Lawrence Zhang** and Central Lex Oasis's **Corey Zhang** contributed to the organization of this event.

### **CBLA Fall Mixer in New York City**

On November 3, 2011, CBLA hosted the Fall Mixer at Amity Hall down by NYU. Over fifty CBLA members and friends came out to enjoy a fun-filled evening which concluded with raffle prizes sponsored by **Shearman & Sterling**. Attendees shared with each other their experiences and discussed news in the legal and financial industries. At the Fall Mixer, CBLA officially announced its new directors and officers for the 2011-12 term. The Fall Mixer was the first event organized by the new CBLA team and was led by **Esther Chiang, Shiu-Kay Hung, Xiaoyan Zhang, Pearl Hou, Jun Ge** and **Rachel Chen**.

### **Fireside Chat**

On December 1, 2011, **Kevin Chen**, founding partner and CIO of Anji Global Macro Fund, hosted a chat on "Review of Global Hedge Fund Industry and Outlook of China's Hedge Fund Industry" at S. Dynasty. Prior to founding his own asset management firm, Kevin was co-head of alternative portfolio management and senior portfolio manager at Amundi alternative investment. Kevin is also a founding council member of Absolute Return Investment Association of China and a member of Société Académique Vaudoise. Kevin shared with our members his experience and observations on trends in the hedge fund industry globally and in China, and his thoughts on how business lawyers could participate in this global trend.

On November 10, 2011, **Joseph Armbrust**, partner at Sidley Austin, hosted a chat entitled "Foreign Corrupt Practices Act Issues" at S. Dynasty. Mr. Armbrust has extensive experience in corporate governance and various areas of corporate finance, including mergers and acqui-

sitions and public offerings of debt and equity securities. He has lectured on securities laws and corporate governance at the University of Virginia School of Law, the University of Texas Law School, the University of Florida and the University of Maryland. He has been a regular participant in the KPMG Audit Committee Institutes and a frequent speaker at PLI and ABA seminars. Mr. Armbrust shared with our members his experience and observation on Foreign Corrupt Practices Act issues in doing business overseas, including particularly in China.

On October 20, 2011, **Larry Freeman**, chairman and CEO of Global Investment Business Advisors, hosted a chat on "Life After Law" at Evergreen Shanghai. Larry was the Chairman of Petrotrade SA, a petroleum shipping company as well as the president of Carolina Corp., a real property development firm in Puerto Rico. For many years, he was a named partner in a law firm in Miami. A lawyer turned business entrepreneur, Larry shared with fourteen lawyers and other professionals his interesting career as a pilot, a lawyer and an entrepreneur, as well as his experience with China. Inspiring and thought provoking, Larry's presentation was greatly appreciated by the young professionals. This chat was organized by CBLA's **Meng Ru, Esther Chiang** and **Jianwei Fang**.

On October 5, 2011, **Larry Leighton**, managing director of Bentley Associates, L.P., hosted a chat on "Public Chinese Companies - The Beautiful and The Ugly" at S. Dynasty. Larry is a Board Director of China XD Plastics and China Natural Gas and is on the Board of Trustees of the Waterford Institute. Larry reviewed recent trends that he had seen in the market involving U.S. - China inbound/outbound investments and shared with our members his experience in China related investment deals. Guests discussed various aspects of Chinese public companies, from the general quality of the management teams to Chinese culture. "The conversation was informative and the company was charming," observed one attendee. This chat was organized by CBLA's **Jun Ge** and **Esther Chiang**.

## Our Institutional Members

**Akin Gump**  
Strauss Hauer & Feld LLP  
美國艾金·崗波律師事務所

Through our global network of offices, **Akin Gump** advises leading enterprises in a wide variety of industries on matters involving policy, trade, dispute resolution, transactions and project development activities. We have a long history of advising an array of clients doing business in China. In 1977, founding partner Robert Strauss took a temporary leave from the firm to head the Office of the Special Trade Representative (STR) for President Jimmy Carter, where he negotiated the first trade agreement in history between the U.S. and China. Today, the firm's Beijing office is home to a multidisciplinary team comprising U.S. lawyers, U.S.-trained Chinese lawyers and Chinese legal counsel. We frequently advise Chinese companies in a variety of transactional activities, including global investments and business combinations, as well as companies and investment vehicles doing business in China.

**BINGHAM**  
賓漢麥卡勤律師事務所

**Bingham McCutchen** has over 100 years of history and 13 offices in the U.S., Asia and Europe with over 1,100 lawyers advising clients on transactions throughout the Asia-Pacific region, including China, India, Indonesia, Australia, Japan, Korea, Malaysia, the Philippines and Vietnam. In Asia, our Hong Kong and Tokyo offices provide a full range of business law services including cross-border financial restructurings, corporate, M&A, investment funds, finance, financial regulatory, litigation, arbitration, intellectual property, antitrust, employment, real estate and international trade. Bingham has a long history of practice relating to China. Our lawyers include Hong Kong, English, U.S., Japanese, and Australian-qualified lawyers who are fluent in English, Mandarin and Cantonese.



德恒律師事務所  
DeHeng Law Offices

Founded in 1993 and formerly known as China Law Office, **DeHeng Law Offices** is one of the largest full-service international law firms headquartered in China. Over the years, it has developed a service network with offices in all major cities in China and over 1,000 professionals worldwide. DeHeng is specialized in practice areas such as domestic and overseas issuance, underwriting, stocks and bonds listings, investment funds, spin-offs and M&A of domestic and foreign enterprises, company and assets restructuring, bankruptcy liquidation, equity transaction, cross-border investment, financing, international bidding, information communication, real estate development and operation, and key infrastructure projects. Its professional teams have received numerous awards including "Best IPO of the year," "Equity Market Deal of the Year" and "The Best Equity Transaction."



霍金路偉律師行

**Hogan Lovells** is a global legal practice that helps corporations, financial institutions, and governmental entities across the spectrum of their critical business and legal issues. We have over 2,300 lawyers operating out of more than 40 global offices. We are one of the largest full-service international law firms in China, and have an established relationship with many government agencies in China, including SA-SAC and MOFCOM. Our Corporate, IP, Litigation, Arbitration and Employment, and Regulatory practices in China are considered outstanding in a range of independent surveys. We are one of the few international law firms in China with genuine multi-disciplinary industry skills in the financial institutions, infrastructure, life sciences, real estate, technology, media, and telecommunications sectors, in each of which we are recognized leaders in the field.



**Jun He** is widely recognized as a leading full-service law firm headquartered in China. As one of China's first privately owned law firms, we are renowned as a pioneer in the re-establishment and continued development of the legal profession in contemporary China. Since our inception in 1989, we have evolved into one of China's largest and most established law firms with offices in Beijing, Shanghai, Shenzhen, Guangzhou, Dalian, Haikou, Hong Kong, New York and Silicon Valley, with over 400 attorneys. All of our offices worldwide operate under a fully integrated system to provide seamless professional services of the highest standard. Our New York office, established in 1993, is the first overseas office of any Chinese law firm and, with its recent expansion, is uniquely positioned to serve the increasing needs of Chinese investors going overseas.



**Kaye Scholer** provides strategic counsel and legal services to Fortune 500, middle-market companies and government entities on a full range of U.S. and international matters. In 1998, we became the first New York law firm to obtain approval to establish an office in Shanghai. Today, our China practice is distinguished by our unparalleled ability to provide excellent around-the-clock, China-focused advice and counseling to clients from our offices in China and the United States. We counsel major U.S., Asian, European and Latin American companies, financial institutions and individuals on inbound China matters, representing clients in mergers and acquisitions, corporate, operations and compliance, foreign direct investment, technology and outsourcing, renewable and alternative energy, intellectual property and other litigation issues. In addition, we advise a number of Chinese companies with respect to their outbound investments and activities.



Established in 1993 and headquartered in Beijing, **King & Wood** is one of the largest law firms in China, with over 830 lawyers and 16 offices. The firm has wide-ranging international reach through offices in Tokyo, Silicon Valley and New York. Believing that the professional qualifications of lawyers are key to its success, the firm recruits from prestigious law schools around the world, and has a training and mentoring system dedicated to providing all lawyers with the best opportunities for professional development. King & Wood's extensive experience and knowledge of international and local laws allows us to deliver high-quality, comprehensive legal service, meet diverse client needs worldwide, and earn an outstanding professional reputation both within and outside of China.



**Lateral Link** is a full-service legal recruitment firm devoted to assisting our network of top attorney candidates and employer clients in making the right choices. Our diverse and talented team includes former practicing attorneys, recruiting directors and legal search professionals who share a commitment to high-quality, efficient service. Because our recruiting consultants have been in the shoes of our candidates and clients, Lateral Link understands the issues that attorneys and recruiting personnel face when making employment decisions. Lateral Link has successfully placed hundreds of attorneys throughout the United States, Europe and Asia. We leverage our status as one of a very few true "go-to" recruiting firms for non-public positions with major U.S.-based and international firms and companies with the localized on-the-ground connections necessary to get our candidate members expedited attention during their job search.

MORRISON | FOERSTER

## 美富律师事务所

**Morrison & Foerster** is a leading international law firm with a diversified presence in Beijing, Shanghai, and Hong Kong. Having been handling major matters in greater China for more than 27 years, with nearly 80 multilingual U.S., PRC and HK qualified legal professionals, coupled with approximately 1,000 international lawyers in sixteen locations around the world, MoFo provides comprehensive coverage for investment, finance and regulatory matters to a wide spectrum of clients, including many of the world's largest multinationals, the most active institutional PRC companies as well as promising startups in telecoms, cleantech and life sciences industries. Key areas of the firm's practice in China are capital markets, mergers and acquisitions, private equity and venture capital, real estate, foreign direct investment, technology and sourcing, and litigation.



## O'MELVENY & MYERS LLP 美国美迈斯律师事务所

**O'Melveny & Myers** was one of the first U.S. law firms to establish an office or become locally qualified to practice in Hong Kong, Shanghai and Beijing. The Firm's China practice covers the full spectrum of business, commercial matters, and adversarial proceedings, from providing advice on complex acquisition, investment, commercial, financial, and capital markets transactions; to establishing joint ventures; to international trade matters and cross-border disputes. O'Melveny is an acknowledged market leader in China, with more than 100 professionals on the ground representing clients on cross-border matters. The Firm also has strong China practice teams in the United States, Japan, and the United Kingdom that work closely with the firm's China offices. The Firm's China practice group is comprised of lawyers with U.S., PRC, Hong Kong, and U.K. legal training.

SHEARMAN & STERLING LLP

## 谢尔曼·思特灵律师事务所

Founded in 1873, **Shearman & Sterling** is one of the world's leading global law firms with approximately 900 lawyers based in 20 major financial and commercial centers in Asia, Europe, Latin America and North America. In China, Shearman has offices in Beijing, Hong Kong and Shanghai. We have been on the forefront of the region's most dynamic and innovative transactions for over 30 years. Many of our attorneys in China are from the region, or are long-time practitioners in China, and speak Mandarin and various Chinese dialects. Attorneys in Shearman's China practice are qualified in U.S., UK and Hong Kong law and have expertise in a wide range of practice areas. In 2010, Shearman expanded our pan-Asia capabilities further with the launch of a dedicated Hong Kong law practice.



**Sidley Austin** has an established presence in the Greater China region and with offices and professionals in Beijing, Hong Kong and Shanghai, we are well placed to offer a full range of services to all those involved in doing business in China. Sidley's professionals in China are capable of handling a broad range of corporate, finance, litigation, regulatory and industry-specific matters and are qualified to advise on U.S., Hong Kong and English law. The firm represents global, U.S. and European companies, financial institutions, funds, life science companies and others establishing business operations in China, as well as many Chinese companies establishing operations and dealing with regulatory schemes in the EU, the U.S. and elsewhere. The firm's Asia-Pacific practice has received numerous honors, including "Most Innovative U.S. Law Firm" by IFLR earlier this year.

## SULLIVAN & CROMWELL LLP 苏利文·克伦威尔律师事务所

Sullivan & Cromwell has been committed to clients and transactions in Asia since the 1920s. We are a recognized leader in the region's capital markets, M&A, private equity, privatization and project finance work. With more than 35 lawyers in our Hong Kong, Beijing and Tokyo offices, we provide the highest quality legal services to a wide spectrum of clients, including many of the world's largest financial institutions, multinational companies, governmental and sovereign entities and private equity firms. We have consistently been cited by regional and international publications for our service to clients in Asia, including "M&A Law Firm of the Year in Asia" by IFLR and "Capital Markets Law Firm of the Year in Asia" by AsiaLaw. On November 1, 2011, S&C expanded its dedication to the Asian market by launching its Hong Kong law practice.

### Career Focus

## TOGNI ■ ZHAO

*Kathy Togni and Laura Zhao are co-founders of Togni & Zhao Limited, a Hong Kong based executive search and selection firm serving the Asia Pacific region's international law firms, investment banks and financial institutions. With the "Enquire Asia" column below, we answer your questions about building legal careers in Asia.*

### ENQUIRE ASIA

Question: Mid-level Chinese-speaking lawyer in New York with Big Law and 5+ years of corporate transactional experience. I am interested in moving to Asia with my family and I am also at a stage of my career when I feel ready to make a move in-house. What are my options for going in-house in Asia in the current market?

#### Our Answer:

Congratulations on your achievements. You have reached that stage in your career where you are confident in your legal skills and eager

to apply them in a real world situation where you can have more involvement with the business and more predictable hours. Your profile ticks all of the boxes so finding an in-house position in Asia should be a breeze. But hold on... changing industry and location at the same time could prove to be a difficult move to make for a number of reasons.

Legal hiring managers here in Asia have a very strong local talent pool to choose from and prefer to hire locally whenever possible. Interview logistics are straightforward, there is no relocation package involved, and the length of time between acceptance of an offer and start date can be shorter, all of which add up to less time and money spent on making the hire.

In-house legal teams here are relatively small and for the "choice" roles in leading international and regional institutions, there will be many lawyers competing for the same role. Asia's robust economic recovery and growth projections have enticed many bilingual/trilingual lawyers to return, creating a highly competitive on-the-ground talent pool.

When would a prospective employer look overseas? When they cannot find anyone locally. For example, for some sought-after specialities (funds and employment come to mind), the local talent pool is small and unable to keep pace with demand. For senior level hires, the need for management expertise or institutional knowledge often trumps language and other requirements. In such cases, and particularly in recent years when recovery in the London and U.S. market has been "softer" than the Asian market, the banks have favored internal transfers whenever possible or have hired lawyers from nearby jurisdictions such as Australia and New Zealand.

If you are keen on developing a long-term career in Asia, we recommend moving to Asia at the junior- to mid-level (3-4 years' experience). Lawyers who are serious about developing a long term career in Asia should relocate while still fairly junior to give themselves time to gain the regional experience prized by legal hiring managers.

## **Our Advice and Conclusions**

*Please visit <http://www.tognizhao.com/advice-info/> for the full content of this article and our advice.*

## **About CBLA**

**Chinese Business Lawyers Association, Inc.** ([www.cblalaw.org](http://www.cblalaw.org)) is a New York non-profit organization founded in early 2009. CBLA is a unique global forum of professional and social exchanges for legal, finance and other professionals with an interest in law and business in U.S. and China, without regard to location, ethnicity and language. If you have information to contribute to our quarterly newsletters, including the "Movers and Shakers" and "Community Bulletin Board" sections, please email [media@cblalaw.org](mailto:media@cblalaw.org). Please note that CBLA has not verified and cannot be responsible for third-party statements contained in this newsletter.