

**LeeZhao**  
**里兆律师事务所**  
**Leezhao Law Office**

11B, New Shanghai International Tower, 360 Pudongnanlu, Shanghai, P.R.C.

Tel: (86-21) 68863585 Fax: (86-21) 68862070 Postal Code: 200120

[leezhao@leezhao.com](mailto:leezhao@leezhao.com) [www.leezhao.com](http://www.leezhao.com)

## Brief Introduction of Leezhao Law Office

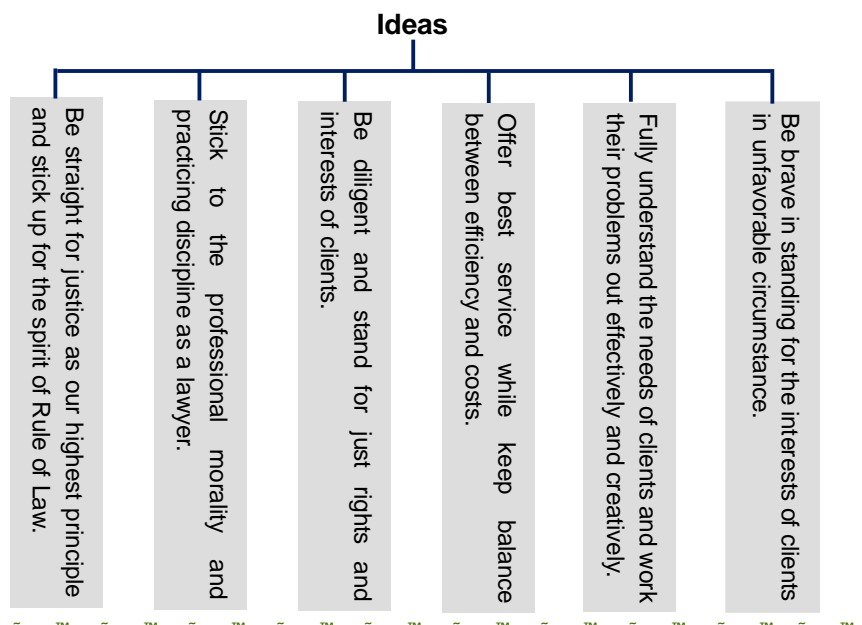
( January 2008 Edition )

### Over view

- I Leezhao Law Office was established in 2005.
- I Leezhao's initiate partners and the staff are all well experienced who had been working for famous law offices for years. On the basis of credit standing and practice experience accumulated in many years, we offer professional legal services for the clients with international background, which brings Leezhao great trust from clients at home and abroad.
- I Our lawyers have been active in many fields such as Corporation, Commerce, Mergers & Acquisitions ( M&A ) , Assets Reorganization, Foreign Direct Investment ( FDI ) , Banking, Real Estate, Foreign Exchange, Intellectual Property ( IP ) , Products Liability ( PL ) , Liquidation, Bankruptcy, Laboring, Civil and Commercial Litigation, Arbitration and so on. By good communicating and working together with our clients, we have effectively helped clients overcome numerous problems and realize their business goals.
- I With professional skill and loyalty to laws, we are standing shoulder by shoulder and willing to share success with our clients in the era with fierce competition.

### Ideas

To be a lawyer is a royal and serious career. We expect to focus on and stick to the following ideas during our practicing:



## Aims

Due to different development status, faced with different business situation, each law office has its own judgement, watches and expectations which lead to its proper aims.

At the present time, our aims mainly include as follows:

To win affirmation and trust from clients by our outstanding service.

To promote our competence by expanding the areas of practice and training the professional talents.

To prepare for challenges and achieve stable development.



## Culture

The culture in a law office means the attitudes to the lawyers, to the backup team, to the clients, to the rivals as well as to anyone else we should have. We hope we could create a kind of culture in which people feel optimistic, creative, free and appropriately balanced between formal-and-informal atmospheres.

According to our understanding, such kind of culture includes as follows:

- I Close to the society with just moral ideas;
- I Neutral respect, open-minded and easy-going;
- I Team-working, collective, coordinative and responsible;
- I Making job more challengeable and fruitful by better planning and diligence;
- I Enjoying your career as well as your life.

## Qualifications

Authorized to run business by the Judicial Administrative Department of China, Leezhao Law Office and the lawyers in Leezhao may offer general and professional legal services in mainland China (Taiwan, Hong Kong and Macao not included) without any territorial limitation according to the Law of the PRC on Lawyers and other regulations.

Authorization Number of Leezhao:

091205107691

The lawyers in Leezhao Law Office are well experienced and professional in many fields as follows:

- I FDI ( Foreign Direct Investment ) and Home Investment
- I Mergers & Acquisitions ( M&A ) , Business Reorganization & Restructuring, Capital Increasing and Shares Transferring
- I Dealing with various legal affairs concerning about corporation and commercial activities such as regular documents, various contracts, regulations ,business arrangement and other issues
- I PL, Consumer's Right Protection, Anti-Unfair Competition
- I Interior Trade, International Trade, Trade Agent, E-business, Transportation, Import and Export, Custom's Issue, Commodity Inspection, Foreign Exchange, Taxation, Letter of Credit, International Factoring
- I Due Diligence Investigation
- I A variety of assurance arrangement such as guaranty, mortgage, impawn
- I Dealing and renting of the real estate ( land use rights and buildings )
- I Bid for and contract in the construction projects, infrastructure construction project, real estate development project
- I Stockholder Loan Arrangement and Banking Financing Arrangement
- I Laboring Contracts, Laboring Bylaws, Social Security Policy, Training System, Secrecy System, Competition Forbidden System, Disputes Arising between Employers and Employees
- I Registration application, searches, transferring, licensing, fighting against the infringement, intellectual rights protection for patents, trade marks, know-how, copyrights, software, domain name of website
- I Banking, Financing, Security and Insurance
- I Reclamation of bad creditor's right
- I General Liquidation, Special Liquidation and Bankruptcy
- I Civil and Commercial Litigation, Administrative Litigation
- I Interior Arbitration, International Commercial Arbitration and Laboring Arbitration
- I Capital and properties' Escrow
- I Dealing with various law procedures, conducting various legal researches, engaging in various negotiation and bargaining activities
- I Lawyer's Testimony
- I Translation of Legal Documents

TM TM TM TM TM TM TM TM TM TM TM TM TM TM TM

Lawyers in Leezhao Law Office have greatly well performed in many fields in their careers as following:

#### I Corporation and Commercial Activities

Acted as the legal counsels for the general legal issues and specific engagements for years, Leezhao's lawyers have successfully and effectively serviced, in corporation and commercial activities, many enterprises based in Japan, Europe, the United States, South Korea and other countries or territories, among of which are Top 500s worldly or holding prevailing status to their rivals or set headquarters in China. Such services comprehensively cover many fields and the regular issues, comprehensive issues and specific issues. As multi-typed and numerous, these services include regular documents, contracts, bylaws, business arrangements, investments, shares, PL, consumer's right protection, anti-unfair competition, trade, internet, Custom's issues, foreign exchange, taxation, finance, assurance, real estate, construction project, financing, laboring, intellectual property, escrowing.

The following are some of accomplishments achieved by Leezhao's lawyers:

- Helped clients plot power and obligation regulations, fiscal regulations and stocking regulations;
- Helped clients investigate and analyze policies on some hot fields, such as trading modes in free trade zone, Bond Logistics Park, storage & distribution, commercial fields and so on;
- Helped clients deal with the procedures in delaying contribution or increasing contribution;
- Helped clients change the registered business scope, the address and the name of company;
- Helped clients response to customers` claims and anti-unfair competition, cope with the legal affairs arising out of a variety of tort;
- Helped clients establish the after-sale service system;
- Helped clients build up basic contract system concerning about purchase and sale and draft various trading contracts;
- Helped clients enact assurances such as guaranty, mortgage and impawn;
- Helped clients negotiate dealing items in house trading and renting;
- Helped clients arrange transferring and offsetting the creditor's rights and liabilities;
- Helped clients prepare a variety of secrecy agreements;

- Helped clients deal with issues concerning about equipment import and Custom’s monitoring;
- Helped clients plan the modes of manufacturing trade;
- Helped clients accomplish the dealings of technique licensing;
- Helped clients plan and conduct the corporation reorganization arrangements throughout China;
- Helped clients plot creditor’s rights reclamation plan, realize the rights of assurance, engage in various negotiations;
- Helped clients increase the capital and transfer the shares to the investment company by its shares;
- Helped clients conduct complicated due diligence or business credit investigation to the targets throughout the country ;
- Helped clients communicate with the ICAB, the Custom, the Foreign Exchange Bureau, the Public Security Bureau, the Taxation Bureau and other governmental departments to deal with kinds of possible monitoring, preferential policies and other procedures.

#### I Foreign Direct Investment

- Acted for Japanese multinational corporation to independently invest and establish a system integration corporation for banking clearing-up products in Shanghai;
- Acted for a Japanese electronic corporation to establish, with a Chinese investor, a Joint-venture which engages in the LCDs’ manufacturing with a total investment amount of tens of million in US dollar in Shanghai;
- Acted as the counsel for a Japanese multinational enterprise to establish a Joint-venture in Shanghai which engages in the bio-medical hi-tech with a total investment amount of tens of million in US dollar;
- Offered long-term specific legal services for a paper-pulp integrated manufacturing program with a total investment amount of a billion US dollars in Jiangsu Province which is invested by a Japanese multinational enterprise;
- Acted for a Netherlandish corporation which holds prevailing status to its rivals throughout the world to establish a wholly-foreign-owned-enterprise in Jiangsu Province which engages in manufacturing the airplane security facility;
- Offered specific legal services on the establishment of a joint-venture engaging in petrol-chemical manufacturing with tens of million US dollars in total investment amount in Shanghai, which is invested by a Japanese multinational corporation and a Chinese group enterprise;

- Offered specific legal services on the establishment of a Joint-venture engaging in aluminum die-casting manufacturing invested by a Chinese group corporation and an American multinational corporation in Shanghai;
- Offered specific legal services for many foreign companies on the following issues and activities: to establish manufacturing projects / service projects / investment companies / regional headquarters of multinational enterprises / commercial enterprises in China, or to establish international trade companies / storage & distribution companies / logistics companies in free trade zones or to establish representative offices throughout China.

#### I M&A and Assets Reorganization

- Offered professional legal services through the whole process of a M&A project of a big poultry products enterprise between a Japanese multinational business corporation and a Chinese private enterprise;
- Offered professional legal services ( including the package due diligence investigation ) on several business related to China, during the process of which two Japanese multinational corporations merged their global steel branches;
- Offered professional legal services throughout the whole process of the business that two Japanese multinational corporations combined the metal manufacturing business in China;
- Offered professional legal services for a big Chinese medicine group corporation reorganizing its several subsidiaries in a city of Zhejiang province;
- Offered professional legal services throughout the whole process of the business of M&A in a real estate developing project in Zhejiang Province conducted by two southeastern Asian corporations;
- Helped several multinational corporations lay out the scheme and offer overall professional legal services in the process of reorganizing their businesses in China by utilizing their respective managing headquarter ( i.e. investment company ) located in China;
- Offered professional legal services for many multinational enterprises engaging in automobile, electronics, trade and other fields to merge the companies in free trade zone;
- Offered professional legal services for several Chinese state-owned enterprises in the process of their restructuring and

reorganizing.

#### I Banking and Foreign Exchange

- Offered professional legal services for several foreign banks' Shanghai branches on a variety of financial businesses such as financing arrangement, new finance products, assurance arrangement, loan reclamation, policy investigation and so on;
- Helped a Chinese financial institution design credit business system during the process of managing the following procedures: settling credit line, issuing letter of credit, import negotiating, creating assurance right notarizing, financing in some located areas;
- Helped numerous international corporations design the scheme, offer legal advice and get through necessary foreign exchange procedures in the process of arranging international commercial loan with their Chinese counterparts.

#### I Real Estate

- Offered the related professional legal services for several Japanese real estate corporations in the process of developing real estate and project managing in Shanghai, Zhejiang Province and Jiangsu Province;
- Helped a number of Chinese corporations, foreign invested enterprises and foreign corporations deal with the following legal affairs throughout China: remising and transferring the right of land use; trading and renting houses, handling any matter related to assurance on real estate and any other similar disputes arising out of real estate;
- On behalf of residents or constructors, offered professional legal services for several construction projects in Shanghai and Jiangsu Province on general construction contract, price and cash balance, construction quality, disputes settlement;
- Offered professional legal services throughout the whole process of the business of M&A in a real estate developing project in Zhejiang Province conducted by two southeastern Asian corporations;
- Acted for a foreign invested enterprise with Singaporean background to cope with a series of contract disputes in Shanghai which arose from the pre-sale / resale the office buildings with an amount of tens of million in US dollar;
- On behalf of several clients to lay out the schemes aimed at disposal of such properties as unqualified undergoing

construction projects and unmarketable real estates in Shanghai, Zhejiang Province and Jiangsu Province and offer various related professional legal services.

#### I Intellectual Property Rights

- Acted for several Japanese invested enterprises to response to the charges in connection with the infringement of software and copyright in China;
- Helped numerous foreign companies based in Japan, South Korea, Europe and America handle the legal affairs arising from exclusive or non-exclusive patent license, know-how license, trade-mark license, software license and get through any and all necessary governmental procedures;
- Acted for a Japanese invested tools-made enterprise in Zhejiang province to successfully dispose the tort by administrative relief method in which involved many companies from China and the Middle East;
- Helped a Japanese corporation successfully fight against a Chinese corporation who manufactured and exported to sell the food products which infringed the right of trade-mark in Jiangsu Province;
- Offers professional legal services for many foreign corporations in dealing with the registration and searching of trade mark and patent in China.

#### I Products Liability

- Helped a famous multinational automobile corporation handle legal affairs arising from the automobiles' unqualified products and communicate and negotiate with Chinese consumers throughout China, some of which are important cases with powerful influence in China;
- In Jiangsu Province, acted for a famous Japanese electronic multinational corporation in a millions of US Dollar action against a listed company arising out of the product liabilities of the DVD exported to the United States;
- Offered professional legal services for a Japanese famous multinational corporation to handle a case, in Canton Province, which arose out of product liability and involved amount of tens of million in RMB;
- Helped many foreign invested enterprises frame and successfully establish a series of interior policies related to product liability which covers extensive areas such as product

quality blemish, product quality defect, maintaining measures and procedures.

#### I Liquidation and Bankruptcy

- Handled a number of legal affairs related to foreign invested enterprises' withdraw from China with various considerations ( for example, bad business performance, strategical close in the process of M&A or Reorganization ) ; finished the whole liquidation process according to the general liquidation procedure or offered specific legal services for those enterprises; and acted as the commissioner of liquidation committee in several general liquidation processes. For example, the liquidation of a Sino-Japanese Joint-venture food corporation, the liquidation of a Japan independently invested mattress-made corporation, the liquidation of an Italy independently invested glass-made corporation, the liquidation of a Sino-Japanese Joint-venture metalwork corporation, the liquidation of several trading companies of a foreign automobile group during their whole withdraw from China, the liquidation of several bowling companies of a foreign multinational company during their whole withdraw from China;
- Acted for seven foreign financial institutions in the case of filing bankruptcy against the Pacific Renting Corporation. Ltd. ( a joint-venture company engaging in equipments renting ) , took the position of chairman of the creditor's meeting. After several years` efforts, helped our clients successfully obtain nearly 100 million RMB from the debtor ( s ) , which has profound and important effect on judicial practice in China.

#### I Laboring

- Help many foreign invested enterprises and representative offices of foreign corporations design and successfully establish their interior laboring policy systems, including laboring contracts, laboring rules, wages system, secrecy arrangement, competition forbidden arrangement and training arrangement, etc.;
- Offer consultant services for foreign invested enterprises with respect to the laboring policies, social security policies and other issues in different areas in China; Help many companies handle daily laboring disputes with employees by negotiating, laboring arbitration, litigation and other ways;
- Help replan and establish a valid and comprehensive interior

- laboring security system when three Japanese banks merged and reorganized their Shanghai branches, and then offer continually services to complete this system;
- In the process of managing many complicated projects, such as M&A, assets reorganization, liquidation and so on, offer advisable and skillful arrangement to many laboring issues, such as employee's compensation, transfer, dismissal or other issues.

#### I Civil and Commercial Litigation, Arbitration

- Acted for many companies to successfully reclaim the payment-for-goods or other rights by litigations. For example, in Shanghai, acted for a subsidiary of a Japanese multinational corporation to successfully reclaim a large amount of payment-for-goods from a subsidiary of a famous Taiwan IT company; in Shanghai, acted for a famous Japanese independently invested cosmetic enterprise to effectively reclaim a large amount of payment-for-goods from a trade company; in Jiangsu Province, acted for a big Japanese independently invested enterprise to successfully coped with in the action brought by a Chinese company for reclaiming a large amount of payment-for-goods; in Zhejiang Province, Shanghai, Anhui Province and other areas in China, acted for a Wenzhou private enterprise group to response to several cases in a proper manner (by litigating or arbitrating) arising out of payment-for-goods / investment / loan; acted for a wholly foreign owned enterprise engaged in real estate developing to appropriately coped with several cases related to the contract disputes in connection with pre-sale / resale of office buildings with amount of tens of million in US Dollar in the intermediate people's court/ the province supreme people's court / the Supreme People's Court; acted for clients to handle many cases arising from encumbrance at airport/ tort and so on;
- Acted for many companies to successfully deal with several investment disputes, trade deal disputes by arbitration (especially foreign concerned arbitration). For example, in Shanghai, acted for a foreign joint-venture enterprise engaged in real estate developing in an arbitration related to the dispute with its Chinese investor arising from the contribution to the joint-venture by real estate; In Shanghai, acted for a multinational construction contractor to cope with several cases by arbitration / litigation in connection with international construction projects; In Beijing, acted for a big Japanese

## Achievements ( cont. )

joint-venture corporation to deal with the investment dispute with its Chinese investor ( by arbitration ) arising out of the contribution by cash; In Shanghai, acted for a Japanese investor to successfully deal with the investment dispute with its Chinese counterparty ( Yunnan ) ( by arbitration ) arising out of the contribution and management; In Shanghai, acted for a big foreign invested trade company to cope with the international goods trading disputes ( by arbitration ) arising between such company and its foreign trader ( s ) .

## Service Flow

With aims at maintaining and continuously promoting its service quality, Leezhao Law Office will spare no efforts to frame and better its working procedures and strengthen its controlling on documentation, record, interior supervision, faults service and analytical amelioration, which perfectly embody the feasibility, sufficiency and effectivity enrooted in the service flow.

When Leezhao Law Office offers its service for clients, Leezhao always follows its service flow, organized as a firm, in the following different stages:

- I Clients contact with Leezhao by phone, email or fax for necessary communication in order to nail down their needs;
- I Clients and Leezhao work together to evaluate the factors which will affect the fees, and accordingly discuss and make consent of a rational and effective payment arrangement with reference to the basic fees policy and charging standard of Leezhao Law Office;
- I Clients may establish the business relationship with Leezhao only after signing some kind of contract, such as, Agreement for Long-term Legal Counseling, Engagement Agreement, Simple Form for Non-litigation Engagement and so on,, in which the rights and obligations between the parties involved should be made clear;
- I Clients are invited to discuss the issues and exchange ideas with Leezhao frequently. Work team in Leezhao conducts business analysis, makes out the working plan and implements the business procedures while partners finish the process of interior supervision of concerning documents;
- I Clients and Leezhao work together to evaluate the accomplishment and result, discuss the possible measurements subsequent to the accomplishment;
- I After the confirmation of the accomplishment of the business, clients and Leezhao come to the payment of fees, and accordingly Leezhao finish the process of filing the related documents.

## Service Flow ( cont. )

For clients who need the long-term regular legal services, it could promote the efficiency and lower the cost to establish a long-term cooperation relationship with Leezhao by signing Agreement for Long-term Legal Counseling.

## Team Working

In a single business, each lawyer or other staff in Leezhao perhaps shows their own personality or specific skills. However, as an important working rule, Leezhao Law Office also implements team working rule in accordance with the spirit of coordination in order to meet various requirements from our clients, to promote the efficiency of our service and to maintain a scientific and stable organizational structure.

The rules of team working in Leezhao Law Office are as follows:

- I Implement the management mode , wages system and operation procedures as a firm;
- I Follow the rule of transparency in interior management, pay attention to collective interests and implement the rule of democracy in policy –making;
- I Aiming at the key business, push the work division on specialization between lawyers and the staff;
- I Nail down the function and responsibility of each position, enact the working procedures and aim to promote the efficiency;
- I Group professional work teams, in which partners or team leader coordinate the real working process and time node to promote the efficiency;
- I Offer continuous legal services to clients with a structure-integrated work team as a window, in which partners / team leaders may assign, instruct, look-through and supervise each particular work in order to ensure the service quality;
- I Make full use of technical facilities to promote communication of the latest information and to actualize sharing of the business resources and other necessary materials;
- I Implement the interior coordination mechanism to solve the complicated and challengeable problems with collective wits and experience.

## Public Relationships

- I As a law office who has taken root in China, Leezhao has profound understanding of the situation of the country. We are familiar with the administrative, judicial, social and civil surroundings and stick to cultivating and accumulating the precious public relationship

resources.

- I Leezhao permanently keeps in touch and communicates with experts and specialists from governmental departments, judicial departments, arbitrate organizations, educational organizations and policy researching institutes in order to acquire appropriate instructions on business as soon as possible.
- I Leezhao keeps cooperation relationship with our counterparts, accountant offices, the media and press, financial institutions, agency institutions at home and abroad in order to solve the problems of the clients as soon as possible by expansible cooperation.
- I With dependence on the capacity of information collecting and abstracting, Leezhao is willing to deliver the latest legal information in Chinese and foreign languages to the clients in a timely manner by email, network release, the publications, speeches and other appropriate ways.

----- TM ----- TM ----- TM ----- TM ----- TM ----- TM ----- TM ----- TM ----- TM -----

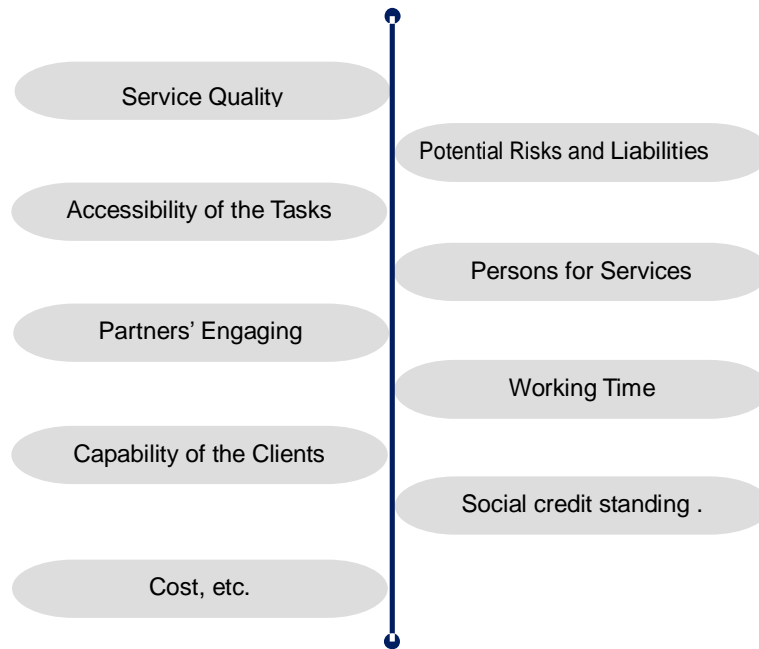
## Clients

Leezhao hopes to establish permanent cooperation relationship with the clients and realize some kind of dynamic bilateral communication. With collective efforts between the clients and Leezhao, we could settle disputes, lower risks and control cost at a rational level. Leezhao hopes to be a trustful partner for the clients by focusing on their interests and rights.

According to our understanding, we should spare no efforts to meet the needs from clients, including:







The basic charges mode ( Hourly Charge ) in Leezhao Law Office complies with the international usual practice, namely, the amount of charges for each specific legal services depending on the charging hours ( valid working hours ) and fee rate. Certainly, in consideration of that some clients would incline to other charge methods ( for example, comparatively fixed charges, contingency fees etc. ) , accordingly, we also would like to negotiate separately with clients on the particular legal affairs, trying hard to make other reasonable and available arrangements applicable to the particular situation.

According to the usual practice of law office, the charging hour refers to reasonable working time ( valid working hour ) of carrying out the legal affairs. Usually, taking personal actual working time as the basis, law office would fix the hours for charging according to the effective, reasonable practical working hours necessary to accomplish the assignment after appropriate adjustment. Charging hour usually includes the time spent on the following work: meeting, giving advice by phone, reviewing/ drafting documents, conducting various investigation, legal researching, engaging in negotiation, acting for dealing with the procedures, appearing in court, necessary information exchanging, necessary traffic hours and so on.

Leezhao would establish reasonable and explicit charges standard for regular legal affairs, comprehensive/specific legal affairs, litigation / arbitration, translation service and other services.

--- TM --- TM --- TM --- TM --- TM --- TM --- TM --- TM --- TM --- TM ---

Except the traditional office equipments and facilities, we are pleased to promote our working efficiency and value by IT, network, telecommunication and other new scientific technologies. At present, we are trying to make full use of the following technical office facilities:

- I Utilize the office software to manage kinds of daily works including documents, tables, pictures, graphics, film and sounds, email, schedule arrangement, task assignment and so on;
- I Make full use of internet to accomplish searching and inquiring various information and build up dynamic interior information exchange system to interactively exchange information in time;
- I Build up and maintain the interior management software system and apply database to manage daily data such as clients, business, records of work, documentation, inner regulations, finance and other resources to effectively control the latest working approach, establish various supervision mechanism and analyze statistic data;
- I Continuously substantiate the electronic operation to support information database and legal documents database in order to avoid overlapping work and create a sharing intellectual resources system in which everyone could share collective wits and experience to enhance working skills rapidly. We emphasize and spare no efforts to take good advantage of creative technology to achieve the goals of sharing resources, which is our preferential policy.

— — — TM — — — TM — — — TM — — — TM — — — TM — — — TM — — — TM — — — TM — — — TM — — — TM — — —