



CBLA

Chinese Business Lawyers Association
旅美中國律師協會

SPRING 2011 NEWSLETTER

Seminar on China-U.S.-Europe: Three Steps on the Road to Global Business

On January 25, 2011, CBLA and the Luxembourg Trade and Investment Office in New York jointly hosted a seminar entitled “China-U.S.-Europe: Three Steps on the Road to Global Business” at the historical Luxembourg House near the East River. Moderated by François Knaff, Consul General of Luxembourg in New York, the seminar featured a panel including Carine Feipel, partner of Arendt & Medernach, Axel Motte, International Tax Director at Deloitte and Xiaolin Zhou, partner of Jun He Law Offices. Over fifty lawyers and finance professionals attended the seminar.



François Knaff (Consul General of Luxembourg in New York)

The panel kicked off with an overview of the typical issues involving investments in China that U.S. businesses and lawyers often face, citing the divergent understandings of legal

concepts as a main culprit. The panel continued the discussion with common investment vehicles in Luxembourg and emphasized unique structures that provide marked benefits for U.S. and Chinese investors. The discussion concluded with in-depth case studies of investment structures with an examination of their respective tax advantages.



Left to right: Xiaolin Zhou (Jun He), Axel Motte (Deloitte) and Carine Feipel (Arendt & Medernach)

Following the panel discussion, guests were invited to a special network reception downstairs where cocktails and hors d'oeuvres were served. Guests appreciated the beautiful paintings on the wall created by artists from Luxembourg and enjoyed learning about the history of the Luxembourg House, designed by architect Harold Sterner and once residence of celebrated songwriter Irving Berlin. CBLA's Xiaoyan Zhang and George Hang organized the event.

Lunar New Year Dinner Banquet

On January 20, 2011, guests of CBLA and The Chinese Finance Association gathered to celebrate the Lunar New Year. More than sixty guests, including business leaders and senior lawyers, mingled over cocktail and a five-course meal prepared by Chef Ng at Chinatown Brasserie of Manhattan.



CBLA's Xiaoyan Zhang gave the welcome speech. Entertainment for the night included a two-piece erhu performance by Gang Zhao, a former first chair of the Shanghai Theater Academy, and singing performance by Qinyu Xiang, a recent graduate from Washington University School of Law. CBLA's Catherine Pan presented the Outstanding Achievement Award in Recognition to Joyce Xu, partner at Simpson Thacher & Bartlett.



Winter Holiday Party

On December 10, 2011, CBLA celebrated the 2010 holiday season with our members and friends at BINY, a karaoke restaurant in Manhattan's SoHo. Despite the snow storm, more than forty guests enjoyed a Japanese-style buffet dinner and drinks and a heated karaoke match. Highlights of the evening included Fei Wong classics along with Kei\$ha and Lady Gaga hits. CBLA's Xiaoyan Zhang, Stephanie Wang, Amy Hsiao and Esther Chiang organized the event.



Fireside Chat

On February 17, 2011, Sujuan He, Chief Representative of Sinopec USA, hosted a chat entitled "At the Forefront of 'Going Out'" in Manhattan. Ms. He shared her experience in pioneering Chinese companies' outbound investments with a group of twelve, including lawyers, bankers, investors, consultants and students. The lively discussion covered various topics including corporate strategy, trading, public relations, oil sands and shale gas. Sinopec is China's largest oil refiner, largest producer and distributor of chemical products, and second largest producer of crude oil and natural gas. Over the past couple of years, Sinopec consummated China's largest cross-border acquisition in history (\$7.2 billion acquisition of Canada's Addax Petroleum, with assets in West Africa and the Middle East) and second largest cross-border acquisition (\$7.1 billion acquisition of 40% of the Brazilian assets of Repsol SA of Spain). This chat was organized by CBLA's George Hang and Alex Hao.



Front row from left: Rebecca Chu (Dragon Gate Investment Partners), Irene Shih (Shearman & Sterling), George Hang (NYU School of Law), Sujuan He (Sinopec USA), Alex Hao (Vinson & Elkins) and Yanjun Wang (Skadden, Arps); Back row from left: Patrick Valentino (Société Générale), Michael Conti (Deutsche Bank), Maral Ryzakuliyeva (IHS Herold), Melany Vargas (Medley Advisors), Steve Gudovic (Highstar Capital), Lawrence Freeman (Global Business Consultants) and Leonard Goldberger (Stevens & Lee).

Movers and Shakers

CBLA congratulates Ke Geng on his election to partnership of O'Melveny & Myers. Ke has recently joined O'Melveny's Capital Markets Practice in its Beijing office. Ke possesses considerable experience representing major international corporate clients in cross-border corporate finance transactions, with a particular focus on public offerings. He has steered companies through public offerings, strategic investments, stock listings, bonds and securities sales, and loan portfolio sales. Among his most recent high-profile engagements, Ke represented Youku.com, a leading online video company in China, in its US\$233 million IPO and listing on the NYSE in December 2010. He also represented China CITIC Bank in its US\$5.4 billion IPO and dual listing in Hong Kong and Shanghai, one of the world's largest IPOs in 2007. Ke received his B.S. from Peking University in 1994, Ph.D. in Biology from NYU in 2001 and J.D. from Northwestern University in 2003.

CBLA congratulates Elizabeth Fei Chen on her election to the partnership of Pryor Cashman. Pryor Cashman is a premier, mid-sized law firm

founded in 1963 with over 120 attorneys based in New York City. Elizabeth is a member of the firm's Corporate and China Practice Groups. She specializes in the areas of general corporate law and securities and working with private Chinese companies that wish to go public in the U.S. Elizabeth works on a wide variety of transactions, including initial public offerings, reverse mergers, secondary offerings, registered direct offerings, private placements including private investments in public equities (PIPEs), and mergers and acquisitions. Most of Elizabeth's clients are based in China and cover a wide range of industries, including manufacturing, pharmaceuticals, software and technology.

China Legal Education & Career Seminar Series (CLECSS)

On February 20, 2011, CLECSS held a pro bono seminar on "Growth of Young Lawyers" at Bund in Shanghai. The seminar was conducted in the format of panel discussion among several experienced lawyers working in international law firms. The panelists shared their experience on the early career in law firms such as client interactions, research skills and time management.



Left to right: Hunter Shen (Fosun) and Simon Mui (Debevoise & Plimpton)

CLECSS is currently one of the "forerunners" in pro bono seminar programs in China, and has a long track record of providing pro bono seminars to young Chinese law students and junior lawyers in China since 2007. CLECSS has been conducting a career seminar tour since 2007

around leading law schools in China, including China University of Political Science and Law, University of Hong Kong, Peking University, Chinese University of Hong Kong, East China University of Political Science and Law, Zhongshan University, Zhejiang University, Wuhan University, Peking University Translational School of Law, Jilin University and Xiamen University. The aim of CLECSS seminars is to inspire the young Chinese law students and junior lawyers to pursue their dream and fully realize their potential. Audience is encouraged to consider the option of pursuing law degrees abroad and becoming international lawyers. CLECSS has also been conducting bi-weekly seminars on hot legal topics in China. Experienced lawyers are invited to share their experiences and perspectives with junior lawyers. The most recent ones include seminars on *Introduction to Private Equity Investments* and *Fundamentals of Fund Formation* held in January 2011. Interested parties may write to clecss.education@gmail.com for more information of the CLECSS seminar program.

Community Bulletin Board

On December 22, 2010, Peking University Alumni Association Greater New York and Columbia University Chinese Students and Scholars Association co-hosted a social mixer in the Uris Hall of Columbia University in celebration of the New Year. The event aims to connect young professionals with current students at Columbia, and to cultivate mentorship and community bonding. CBLA's Jerry Fang and Lawrence Zhang attended the event to mingle with Peking University alumni and Columbia students and to share information about legal industry and practice.

On January 21, 2011, Sidley Austin hosted a seminar, "Exploring Opportunities in China: Present and Future," in New York for a Harvard University student delegation. The students were part of Harvard's Global China Connection chapter. Topics covered the philosophical and historical underpinnings of doing business in China, and potential opportunities and challenges in China's economic transition. Presenters included Sidley Austin partners Bob Pietrzak, Scott Bass and Joel Mitnick, all of whom have

had experience of working with Chinese clients. Presenters also included Ying Wang, legal counsel of the Industrial and Commercial Bank of China, New York Branch. Also participating in the discussion were Sidley Austin associates Mingzhang Zeng and Esther Chiang, Sidley Austin partner Xiaowen Qiu, and legal counsel from China Life, Jian Jiang.

As all of China celebrated the lunar new year, overseas Chinese and Chinese Americans fashioned their own version of the holiday far from home. On January 28, 2011, a group of 19 Chinese university alumni associations hosted the fourth annual Chinese New Year Winter Ball at Manhattan's Prince George Ballroom. Among the universities represented were Fudan University, Shanghai Medical University and Shanghai Jiao Tong University. The event featured dancing, music and performances by Chinese singers and musicians. It was a celebration of Chinese heritage that for many overseas Chinese also provided an opportunity to network. CBLA's Catherine Pan co-organized the event.

On February 24, 2011, Fordham Law School and Leitner Center for International Law and Justice held a one-day conference, "Civil Society and Legal Activism in China: The Public Health Challenge." Topics addressed included the legal environment facing both domestic and international organizations, their operations and practices, recent developments, and prospects for change. Panelists included Jerome Cohen, professor at NYU School of Law, Benjamin Liebman, professor at Columbia Law School, Carl Minzner, visiting professor at Fordham Law School, and Timothy Webster, senior fellow at Yale Law School's China Law Center.

Global China Connection will hold its third annual U.S. conference, "China on the Global Stage," at Roone Arledge Auditorium, Alfred Lerner Hall, Columbia University (West 115th Street & Broadway) on Sunday, March 20, 2011, 9 a.m. to 6 p.m. The forum will analyze China's development from a global perspective, and will have James Li, Managing Director at Goldman Sachs and Committee of 100 Executive Member, and John Veihmeyer, Chairman of KPMG Americas, as keynote speakers.

Greater China Society at Columbia Business School cordially invites you to attend the fourth annual China Business Conference on Saturday, April 2, 2011 at Low Memorial Library of Columbia University. The Conference, with a theme of “Growing Like China,” will encompass a series of keynote speeches, six specialist panels, numerous mentoring coffee chats and social events. Approximately 400 attendees are expected. Attendees will include students and faculty from Columbia University and other major universities in the New York City area, young professionals, and senior business and legal professionals engaged with the economic future of China. Early registration is now open at <http://www.columbiachinaconference.org> till March 18, 2011 for early-bird prices.

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德恒律师事务所
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 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.”

君合律師事務所
JUN HE LAW OFFICES



Jun He is widely recognized as a leading full-service law firm in China. As one of the first privately owned PRC law firms, we are renowned as a pioneer in the reestablishment and continued development of the legal profession in contemporary China. Since our inception in 1989, we have evolved into one of the largest and most established PRC law firms with offices in Beijing, Shanghai, Shenzhen, Hong Kong, New York and Silicon Valley, employing over 400 attorneys. Operating under a fully integrated system and aided by state-of-the-art communications technology, we are fully equipped to provide seamless professional services of the highest standard. Our New York office, established in 1993 and currently located at Rockefeller Center, is the first overseas branch office of any PRC law firm.



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.

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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.

Vinson & Elkins LLP 文森·艾尔斯律师事务所

Vinson & Elkins' offices in Beijing, Shanghai, and Hong Kong work cohesively as a single integrated Greater China practice group, offering high-quality legal services with a significant presence on the ground in all three of China's key financial and business centers. The lawyers in our Greater China offices represent clients doing business in China - particularly in the areas of mergers and acquisitions, joint ventures, finance, private equity and venture capital, and other complex foreign investment transactions - as well as Chinese multinational clients on their China-outbound investments. Our lawyers are qualified in the U.S., England & Wales, Singapore, Australia, and China and are fluent in English, Mandarin, and other Chinese dialects. Lawyers in our Greater China Practice are able to call upon lawyers from our global network creating a truly global practice.

Career Opportunities



Cypress Recruiting Group was launched in 2001 by a Harvard Law School graduate to guide U.S. and China based attorneys on their lateral moves in China. Unlike other large U.S. based recruiting firms that assign just one recruiter to the Asian region, the entire Cypress team focuses exclusively on the Asian legal markets and consists of research associates, marketing and HR specialists and ex-practicing attorneys from top-tier law firms. We hear stories about unresponsive recruiters in this market who are overwhelmed and taking on too many Asia candidates at one time. We pride ourselves on being responsive and honest. With our full staff and offices in New York and Asia, we have the resources and support that allow our recruiters to focus on one thing—their candidates' professional and personal well-being. Cypress recruiters are highly selective and it's our policy that we only work with a handful of candidates at any given time. We have recently had candidates interview at top firms such as Simpson Thacher, Sullivan & Cromwell, Weil Gotshal, Morrison & Foerster, Orrick, Herbert Smith, Debevoise, and Shearman Sterling. Given our history and unparalleled relationships in China, we have placed more attorneys in China than any other Asia focused U.S. recruiting firm. Cypress is known for the regional expertise, full staff and long lasting relationships that simply no other recruiting firm can offer. For information on job opportunities, visit www.cypressrecruiting.com or contact us at info@cypressrecruiting.com or 212.979.5900. Our blog www.asialegalblog.com provides lifestyle information, hiring trends and substantive legal and financial updates.

"Cypress Recruiting is a superb recruiting team. Frankly, they are our #1 recruiter - and we will look at candidates Cypress sources more positively than others because, frankly, they have some ability to get the good ones." - Ken Siegel, Managing Partner, Morrison & Foerster.

About CBLA

Chinese Business Lawyers Association, Inc. 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. Photos from our past events can be found at <http://picasaweb.google.com/vivacbla>. If you are interested in becoming an individual or institutional member of CBLA, please visit <http://www.cblalaw.org/enrollment> or email membership@cblalaw.org. 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. Please note that CBLA has not verified and cannot be responsible for third-party statements contained in this newsletter.