

柯杰律师事务所
KEJIE LAW OFFICE



T 关于我们 he firm

我们专注于为领先的国内和国际公司、金融机构以及政府部门就其最具挑战性的交易提供中国法律服务。

我们的法律服务集中在兼并和收购、证券发行和资本市场、创业投资和私人股本投资、公司和外国直接投资以及金融规管等领域。

We are a dynamic PRC commercial law firm which specializes in advising domestic and international leading companies, financial institutions and governments on their most challenging transactions.

We have a thriving commercial law practice focused on the area of mergers and acquisitions, securities issuance and capital markets, venture capital and private equity, corporate and foreign direct investment and financial regulations.

O 律师团队 ur Team

我们是商业法律服务方面最富有经验的中国律师团队之一。我们曾代表众多国际和国内客户参与兼并和收购、证券发行和资本市场、创业投资和私人股本投资、公司和外国直接投资、金融规管、保险以及房地产等方面的法律事务。

我们的律师

- >> 毕业于中国著名大学的法学院；
- >> 拥有广泛的交易和项目法律经验；
- >> 对影响外国在华投资的法律框架有系统和深入的理解；
- >> 擅长以中、英文处理咨询和交易性工作并起草法律文件。

We are one of the most experienced teams in the PRC legal market and have represented numerous international and Chinese clients in matters involving mergers and acquisitions, securities issuance and capital market, venture capital and private equity, corporate and foreign direct investment, financial regulations, insurance and real estate.

Our Team of Attorneys

- >> have graduated from the most prestigious PRC law schools;
- >> have extensive experience in the PRC-related transactions;
- >> have in-depth knowledge of the regulatory framework affecting foreign investment in the PRC;
- >> are accustomed to handling advisory and transactional work and documentation in both English and Chinese;
- >> are fluent in Mandarin and English.



M 兼并与收购 Mergers & Acquisitions

我们向领先的国内和国际公司提供兼并和收购的全面法律服务，包括融资、税务、竞争和监管、养老金和雇佣、知识产权和信息技术以及房地产。我们处理的大部分兼并和收购交易属于跨境交易，我们与领先的国际法律顾问紧密合作为每一项交易提供最佳专业服务。

We deliver a full range of services which apply to an M&A transaction, including financing, taxation, competition and regulatory, pensions and employment, intellectual property and information technology, and real estate. Many of our M&A deals involve cross-border element and we work with leading international legal counsel to provide the best expertise for each transaction.

S 证券发行和资本市场 Securities Issuance & Capital Markets

我们的律师一直非常活跃地协助发行人、保荐人和主承销商参与中国企业的境外股票和债券融资，如H股、B股、红筹股、欧洲债券和可换股债券等各类证券。这些融资既有通过私募方式进行也有通过公募方式进行，涉及的金融市场有香港、新加坡、纽约和伦敦等。另外，我们在协助发行人、保荐人和主承销商在中国上海和深圳发行A股方面也积累了丰富的经验。

Our attorneys have been actively involved in advising sponsors, lead managers and PRC issuers or overseas issuers with PRC assets on the issuance of equity and debt securities in private placements and public offerings, including the issuance of H-share, B-share, red chip share, eurobond, convertible bond and other types of securities in Hong Kong, Singapore, New York, London and other international markets. We also have significant experience in advising sponsors, lead managers and PRC issuers on the issuance of A-share in the public offerings in Shanghai and Shenzhen.

V 创业投资和私人股本投资 Venture Capital & Private Equity

我们经常代表国际机构投资者和财务投资者参与其在中国的投资和收购项目。我们的律师在为投资者设计有效的投资和退出结构和战略方面积累了丰富的经验，特别是通过股份转让或离岸公司上市实现资本退出的境内和境外结构。另外，我们在代表各类公司与国际机构投资者和财务投资者之间的私募融资交易方面也积累了丰富的经验。

另外，我们也在活跃地参与人民币基金的组建。

We regularly represent international institutional and financial investors in targeted investment transactions and in devising new investment models for their corporate venturing, portfolio investment and private equity investments in the PRC. Our attorneys have significant experience in structuring on-shore and off-shore aspects of such investments and effective exit strategies for international investors in the PRC, through trade sales and off-shore public offerings. We are also experienced in representing corporate clients in similar transactions.

We are also actively involved in the formation of RMB private equity fund.

C 公司和外国直接投资 Corporate & Foreign Direct Investment

我们经常代表跨国公司以及中小型外国公司参与其在中国的直接投资项目。我们的律师在公司和外国直接投资的各个方面均有丰富的经验，比如直接投资结构、合资谈判、知识产权保护和技术转让、外汇、劳动和税务、环境保护、控股公司结构以及其他中国审批和监管事项。

We regularly represent large multinational corporations as well as small and medium-sized companies in respect of their direct investment activities in the PRC. Our attorneys have extensive experience in assisting clients in all areas of investment in the PRC, including direct investment structures, joint venture negotiations, intellectual property protection and technology transfer issues, foreign exchange control, relevant labor and tax law, environmental law, other PRC regulatory and approval matters and holding company structure.

F 金融规管 Financial Regulations

我们为商业银行、保险公司、证券公司、资产管理公司、信托公司、交易所和结算所（所有由中国银行业监督管理委员会、中国保险监督管理委员会和中国证券监督管理委员会监管的机构）提供金融规管方面的法律服务。我们的服务不仅包括简单的法规分析，还包括与商业交易（特别是上市公司收购兼并）有关的法规适用，金融产品创新的结构设计，代表处、分支机构和合资企业的设立，金融产品的分销和外包安排，应对监管机构的调查和纪律处分程序以及与金融服务有关的电子商务项目。

Our attorneys have represented a broad range of foreign and domestic financial institutions, including commercial banks, policy-oriented banks, insurance companies, securities firms, asset management firms, trust and investment firms, and other institutions. We advise on the supervision and regulation of commercial banks, insurance companies, securities firms, asset management firms, trust and investment firms and exchange and clearing houses (broadly, all of the areas regulated by the China Banking Regulatory Commission, China Insurance Regulatory Commission and China Securities Regulatory Commission). Our expertise extends beyond simply advising on the rules to the application of the rules in relation to commercial transaction (in particular takeovers, acquisitions and mergers), the structuring of new and innovative products, the establishment of representative office, branch office and joint venture entities, distribution and outsourcing arrangements in financial services business, regulatory investigation and disciplinary proceedings and e-commerce projects relating to financial services.

I 保险 Insurance

在中国保险法律服务方面，我们拥有丰富的执业经验。我们的服务包括协助外国保险公司收购国内保险公司股权，设立驻华代表机构和外资保险公司，以及保险产品的结构设计与与保险有关的诉讼等。另外，我们也向国内外保险公司就其在中国的日常经营活动提供法律服务。

Our attorneys have a broad range of experience in insurance-related matters in the PRC. Our service ranges from the acquisition of equity interests in the domestic insurance companies, the establishment of representative office and foreign-funded insurance companies in China by foreign insurance companies to the structuring of insurance product and insurance related litigation and etc. We have also provided support to foreign and domestic insurance companies in the operation of their offices, branches and projects in the PRC.

R 房地产 Real Estate

我们在房地产方面拥有丰富的执业经验。我们的服务既有传统的房地产法律服务，如房地产项目开发、土地使用权出让和转让、房地产购买与销售和房地产租赁等，也有专业性较强的法律服务，如国际投资者购买房地产企业股权、房地产企业发行股票和上市。另外，我们也在活跃地参与有关房地产投资信托（“REITS”）的开发以及私募房地产基金的组建。

We maintained an experienced and well-established real estate practice. Services are both conventional and specialist, ranging from project development, land use rights assignment and transfer, sale and purchase of residential, commercial and industrial property, property lease to acquisition of equity interest in domestic real estate company by international investors, and IPO of domestic real estate company. We are also actively involved in the development of real estate investment trusts (“REITS”) and formation of private equity real estate investment fund.

兼并和收购/私人股本投资



远洋地产有限公司

就其2亿美元私募提供意见, 主要投资者为摩根士丹利、渣打银行、美林和瑞士信贷。

维传凯普传播集团

就其向国际广告巨头阳狮集团出售部分股权提供意见。

张大中

就其以36亿元人民币向战圣投资有限公司出售其持有的北京大中电器100%股权提供意见。中国最大的电器零售商国美电器通过银行向战圣投资提供36亿元人民币贷款用于收购大中的全部股权, 并且战圣投资授予国美电器独家购股权以收购大中电器的全部股权。

远洋地产控股有限公司

就其以12亿元人民币收购大连乾豪房地产开发有限公司和宏多集团有限公司提供意见。

远洋地产控股有限公司

就其收购天津普利达房地产项目提供意见。

远洋地产有限公司

就其下属房地产公司向雷曼兄弟出售少数股权提供意见。

中国远洋运输总公司

就其持有的中远房地产开发有限公司(现为远洋地产有限公司)20%股权转让予中远国际控股有限公司提供意见。

北新建材股份有限公司

就其以超过1亿元人民币收购泰安市东联投资贸易有限公司100%股权提供咨询意见。

某香港上市公司

就其提议以4亿美元收购某大型经济连锁酒店提供意见。

汇富金融集团

就其以约2.3亿元人民币购买远洋新干线项目中的一栋住宅楼提供意见。

合资



山西证券股份有限公司

就其与德意志银行合资设立证券公司提供意见。

某境外金融机构

就其提议与一家中国证券公司合资设立基金管理公司提供意见。

远洋地产有限公司

就其与太古集团在北京合资开发商业地产项目提供意见。

某中国公司

就其提议与一家美国REITs在天津合资开发地产项目提供意见。

证券发行和资本市场



远洋地产控股有限公司

就其约17亿美元首次公开发行股票(IPO)并在香港联合交易所上市提供意见。高盛、摩根士丹利和中银国际为本次发行上市的联合主承销商。

远洋地产控股有限公司

就其发行15.75亿港元的可转换债券提供意见。

大亚科技股份有限公司

就其4.5亿元人民币非公开发行股票提供意见。

中国玻纤股份有限公司

就其股权分置改革方案提供意见。

M&A/Private Equity



W&K Communications Group

On its sale of majority equity interest to Publicis Group.

Mr. Zhang Dazhong

On the sale of 100% equity interest in Dazhong Electronics to Zhan Sheng Investment Co.(Gome, China's largest electronics retailer arranged a loan of RMB 3.6 billion to Zhan Sheng to acquire Dazhong Electronics, with an option for Gome to purchase Dazhong Electronics).

Sino-Ocean Land

On its RMB 1.2 billion acquisition of 100% equity interest of Dalian Tsanghao Real Estate Company Limited and Grand More Group Limited.

Sino-Ocean Land

On its acquisition of Tianjin Pulida real estate project.

Sino-Ocean Land

On its US \$200 million private equity financing (Investors include, among others, Morgan Stanley, Standard Chartered Bank, Merrill Lynch and Credit Suisse).

Sino-Ocean Land

On the sale of minority equity interest in one of its subsidiaries to Lehman Brothers.

COSCO

On its sale of 20% equity interest in Sino-Ocean Land to COSCO International Holdings Limited.

Beijing New Building Materials Company Ltd.

On its more than RMB 100 million acquisition of 100% equity interest in Tai'an Donglian Investment and Trade Company Ltd.

A Hong Kong Stock Exchange Listed Company

On its proposed US\$400 million acquisition of a large economic chain hotel.

SW Kingsway Capital Holdings Limited

On its RMB 230 million acquisition of a new residential property in the Ocean Express complex.

Joint Venture



Shanxi Securities Co., Ltd.

On its investment bank joint venture with Deutsche Bank AG.

An Overseas Financial Company

On its proposed fund management joint venture with a domestic securities company.

Sino-Ocean Land

On its commercial real estate joint venture with John Swire & Sons Group.

A Chinese Corporate

On its proposed real estate joint venture with an American REITs.

Securities Issuance & Capital Markets



Sino-Ocean Land Holdings Limited

On its US\$ 1.7 billion IPO and Hong Kong Stock Exchange listing. Goldman Sachs, Morgan Stanley and BOCI International are joint lead underwriters.

Sino-Ocean Land Holdings Limited

On its HK\$ 1,575 billion issuance of convertible bonds.

Dare Technologies Co., Ltd.

On its RMB 450 million private placement.

China Fiberglass Company Ltd.

On its share structure reform.

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KEJIE LAW OFFICE

北京市朝阳区建国路79号华贸中心2号
写字楼 2606 (100025)

Unit 2606, Tower 2, China Central Place, No.79 Jianguo
Road, Chaoyang District, Beijing 100025, PRC

总机 8610 5969 5336

传真 8610 5969 5339

邮箱 kejie@kejielaw.com

网址 www.kejielaw.com