

K&L | GATES



Asia Corporate Practice

Kirkpatrick & Lockhart Preston Gates Ellis LLP





Representative Financial Institution Clients

Asia Pacific Genesis Venture Capital Fund

Asset Managers (China) Fund Co. Ltd.

Bank of America

Bank of Taiwan

Cazenove Asia Limited

China Development Industrial Bank

China Tender Ltd.

China Trust Commercial Bank

Citibank, N.A.

Credit Suisse

CSC Asia Securities (Hong Kong) Ltd.

Fidelity National Financial

First Shanghai Capital Ltd.

First Taisec Securities Inc.

Goldman, Sachs & Co.

HSBC

JP Morgan Partners

KGI Securities Co. Ltd.

Lone Star Asset Management Co. Ltd.

Macquarie Securities (USA) Inc.

Morgan Stanley

Pearl Oriental Innovation Limited

Sinopac Securities (Asia) Ltd.

Ta Chong Securities Co. Ltd

U.S. Bank

UBS

Wajax Income Fund

Washington Mutual, Inc.

Wasserstein & Co.

Wells Fargo Bank, National Association

Xinhua Finance Ltd.



Asia Corporate Practice

K&L Gates has one of the largest international practices in Asia with comprehensive coverage in Greater China. Our commitment to the region began more than a decade ago with the opening of our Hong Kong Office. Our lawyers in Asia are noted for their seamless service to clients across multiple jurisdictions and innovative solutions to achieve results. Key attributes of our Asia Practice Group include:

- **Strategic Locations** – Established offices in Beijing, Hong Kong and Taipei
- **Critical Mass** – Knowledge base of more than 60 lawyers permanently based in Asia, the majority of whom have Western legal training
- **Experience** – We have represented both international and local clients in a range of industries including banking, financial services, manufacturing, telecom, industrial chemicals, insurance, technology and heavy industries
- **Local Knowledge** – Our lawyers are fluent in local languages and business customs. They have strong working relationships with local authorities, giving clients invaluable insight into local policies and regulations
- **Global Network** – Full integration into K&L Gates' network of over 1400 lawyers in nineteen other offices in Europe and the U.S.

On either side of the Pacific, our lawyers have established close ties to government and industry gained through extensive collaboration with ministry and agency officials, trade group directors, and Asian- and U.S.-based multinational executives. Our fluency in the law, cultures, languages and business practices of Greater China, Asia and North America allows us to understand both sides of a deal and achieve transactional efficiencies.

Corporate Securities/Mergers and Acquisitions

K&L Gates Asia offices have extensive capabilities in all areas of corporate law. We work with our clients on matters spanning the complete spectrum of corporate transactions including:

- Mergers and acquisitions
- Public offerings in Hong Kong, Taiwan, U.K. and the U.S.
- Hong Kong, Taiwan, U.S. and U.K. filings and compliance
- Venture capital and private equity financings
- Private placements
- Debt financings and workouts
- Joint ventures / strategic alliances
- Corporate reorganizations, re-incorporations and restructurings

We are experienced in cross-border mergers and acquisitions, private equity transactions, securities offerings and related issues in the major markets in Asia as well as those in London and the U.S.



Securities

The flow of capital has few boundaries. Companies have global reach and are tapping capital markets across the globe. In the complex and increasingly borderless world of corporate finance and securities law, K&L Gates has the capability and experience to handle a range of transactions in major financial markets around the world. We regularly act for public companies, sponsors and underwriters in listings and ongoing securities issues in the major markets in Asia as well as in the U.S. and London.

Our securities practice is marked by its leadership and its use of innovative structures and transactions to complete listings for businesses with diverse backgrounds and objectives. Our Asia offices have substantial experience in listings and securities compliance issues in the Asian markets. From this base, the Asia, U.S. and London offices work closely together to help companies in Greater China tap U.S. and European private equity and public capital markets around the world including AIM, NASDAQ, NYSE and the Tokyo Stock Exchange. As one of our many recent "firsts," we acted for the first foreign company to have a primary listing on the Tokyo Stock Exchange and the first Japanese company to list on the AIM in London.

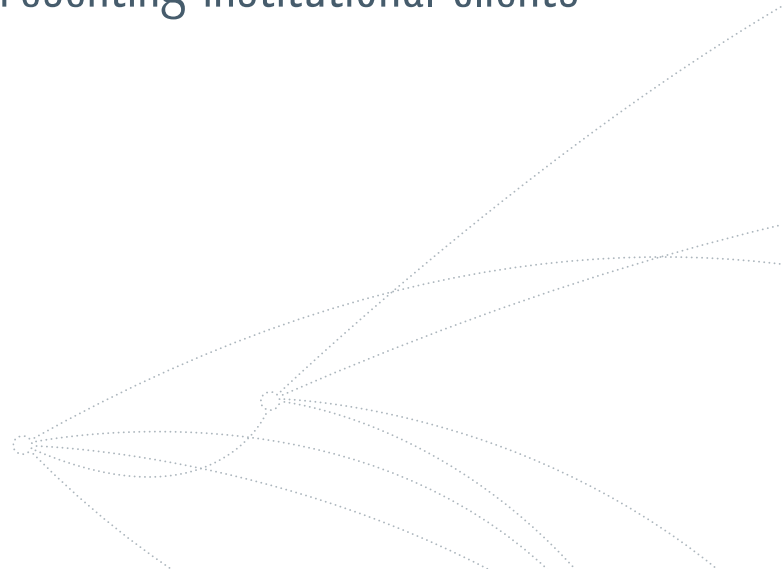
Mergers & Acquisitions

Laws governing mergers and acquisitions in Asia are constantly changing to meet the demands of fast-growing economies. Our M&A practice is noted for its role in leading complex cross-border transactions in this dynamic landscape. We help our clients devise and execute structures to facilitate inbound and outbound investments and exits in a wide array of sectors. Our depth in Hong Kong, Taiwan and China combined with our network of contacts in North and South Asia provide comprehensive coverage for a coordinated approach to deals across the region.

Compliance

With more U.S. companies making significant investments in Asia, and Asian companies coming under the jurisdiction of U.S. laws, compliance with rigorous U.S. laws is often a challenge for foreign investors and domestic companies alike. K&L Gates lawyers in Asia have substantial hands-on experience advising clients on issues involving the U.S. Foreign Corrupt Practices Act and Sarbanes-Oxley, performing compliance reviews, preparing comprehensive compliance policies, rectification plans and representing clients in related government investigations.

Our lawyers have
extensive experience
representing institutional clients



Private Equity, Venture Capital and Investment Funds

Cross-border investments into and within Greater China have reached unprecedented levels. K&L Gates' Asia offices are at the forefront of this development representing private equity and venture capital funds, strategic investors and exiting founders and investors. Our transactional experience includes:

- Structuring and executing private equity investments in China
- Establishing investment vehicles, authorised and unauthorised funds
- Developing new financial products

Our lawyers have extensive experience representing institutional clients including government agencies, pension funds, universities and other endowments, as well as some of Asia's leading private investors in their investments. We also represent fund managers in the formation of funds and structuring of management entities and the funds' portfolio investments and the full range of legal issues facing fund managers.



Financial Institution Representation

K&L Gates serves as general or special counsel to a wide range of financial institutions and related companies. Our clients include local and international banks and their holding companies, thrift institutions, credit unions and consumer loan companies. Our work is typically transactional, including loan documentation, mergers and acquisitions, and specialized financing transactions.

We also counsel foreign and domestic banks that issue financial investments to support tax-exempt and taxable bond issues, and those that act as trustees for such issues. In addition, we counsel trust companies, and international and local banks. We also represent organizations related to financial institutions. We are proud of our ability to meet the legal needs of financial institutions, and we work hard to continually broaden and improve our client services in this area.

Breadth of Experience

Representation of a financial institution is rarely confined to one legal area. We offer counsel in several areas that affect financial institutions, such as regulatory compliance (including consumer regulations), credit transactions, e-commerce transactions, commenting to regulators, corporate powers and formation of holding companies or special-purpose subsidiaries.

We can also meet the broader legal needs of financial institutions by offering experience in related fields such as tax, securities, employee benefit and pension plans, real estate finance, antitrust, major collection litigation and bankruptcy.

K&L Gates Asia

Representative Transactions

Mergers and Acquisitions

- **AMD Inc.** – Acted for AMDL in the acquisition of Jade Pharmaceuticals, Ltd. and its two subsidiaries in China which are engaged in the manufacture and sale of pharmaceuticals in China.
- **Amperex Technology Limited** – Acted for Amperex Technology in its sale to TDK Corporation.
- **Apex–Multizen** – Acted for sellers in sale of Apex–Multizen to Cyrk funded by Sun Capital.
- **China Strategic Holdings Limited** – Acted for the company in the group's restructuring, privatization and capital restructuring.
- **China Tender Limited** – Acted for China Tender Limited in the acquisition, re–development, sub–division and sale of Metro Shum Shui Mall in Hong Kong.
- **DVN (Holdings) Limited** – Acted for DVN in its strategic cooperation with CITIC Group in digital TV network in China which is valued at over HK\$360 million.
- **Hong Kong Pharmaceutical Holdings Limited** – Represented the company in its restructuring involving capital restructuring, debt restructuring, scheme of arrangement and issuance of new shares.
- **Many Wealth Group Limited** – Acted for the buyer in its HK\$500 million acquisition of Waldorf Holding Limited which owns and operates the Waldo Hotel in Macau.
- **Nippon Express** – Acted for Nippon Express, a warehousing and freight forwarding business in Taiwan, in its acquisition of Southbound Freight and Beacon International.
- **Pacific Millennium Corporation** – Acted for Pacific Millennium in the restructuring of its joint venture interest in China with Smurfit–Stone Container Enterprises, Inc.
- **Rosetti Handbags & Accessories** – Acted for the sellers of Rosetti Handbags & Accessories in its US\$162 Million sale to Li & Fung Ltd.
- **Stone Group Holdings Limited** – Acted for Stone in its US\$150 million acquisition of Shanghai GoldPartner, a bestselling consumer healthcare products provider in China.
- **Sun Media Group Holdings Limited** – Acted for Sun in its HK\$440 million acquisition of Tidetime Future Optical Media Technology Limited.
- **Sun Motor International, Inc.** – Advised Sun Motor International, a major Taiwanese corporation, on its acquisition of Wyoming Oil.

- **Xinhua Finance** – Represented Xinhua Finance on its US\$70 million acquisition of Chinese advertising group Ming Shing International Ltd.
- **Yahoo Inc.** – Acted for Yahoo in its US\$120 million acquisition of 3721, a Chinese internet portal.

Hong Kong Capital Markets

- **Ajisen(China) Holdings Limited** – Represented the sponsor and underwriters as to U.S. laws on the global IPO of Ajisen (China) Holdings Limited, including a Rule 144A offering in the U.S.



- **CSC Asia Securities (Hong Kong) Limited** – Represented the underwriters in the Hong Kong IPO of Alltronics Holdings Limited.
- **Dynasty Fine Wines Group Limited** – Represented Dynasty Fine Wines Group on its US\$100 million placing and IPO in Hong Kong.
- **Fufeng Group Limited** – Represented Fufeng on its HK\$960 million global IPO, including a Rule 144A offering in the U.S.
- **Sinochem Hong Kong Holdings Limited** – Represented the company on its structuring and the HK\$5.05 billion reverse takeover by Sinochem Hong Kong Holdings Ltd. of China–based fertilizer business previously owned by its substantial shareholder, Sinochem Corporation.
- **HJ Meyers & Co and Cohig & Associates** – Represented underwriters in follow–on U.S. public offering of China–based manufacturer of electronic scales and weighing instruments.
- **HJ Meyers & Co., Inc** – Represented underwriters in U.S. IPO of China–based manufacturer of metal parts, cameras and clocks for international and U.S. OEMs.
- **Inotera Memories, Inc.** – Represented the issuer, a Taiwan company, in the offering of its Global Depository Shares under Rule 144A and Regulation S, and in their quotation on the NASDAQ PORTAL Market.
- **Nam Tai Electronics, Inc.** – Represented Nam Tai on its listing on NASDAQ and subsequently on the NYSE (NTE). Served as issuer's counsel in two SEC–registered rights offerings conducted in the U.S. Handle all U.S. securities law public company compliance and reporting matters, including assistance in drafting material press releases, and provide general advice and assistance as U.S. securities and corporate counsel.

US Capital Markets

- **China Fire and Security Group, Inc.** – Represented the company in its US\$12 million financing and SEC reporting and corporate governance.
- **Deswell Industries, Inc.** – Served as issuer's counsel in Deswell's IPO on NASDAQ (DSWL). Since then have handled and handle all U.S. securities law public company compliance and reporting matters and provide general advice and assistance as U.S. securities and corporate counsel.
- **Fufeng Group Limited** – Represented the company on its HK\$960 million global IPO including a Rule 144A offering in the US.

- **Roth Capital Partners** – Represented underwriters in U.S. IPO of China-based manufacturer of die-cast collectibles.
- **ShengdaTech, Inc.** – Represented the company in its US\$15 million financing and SEC reporting and corporate governance.
- **Silicon Motion Technology Corp.** – Acted as counsel to Silicon Motion Technology (NASDAQ: SIMO) in connection with its U.S. IPO of 6,700,000 American Depositary Shares.
- **Sinochem Hong Kong Holdings Limited** – Represented the company on its structuring and the US\$650 million reverse takeover by Sinochem Hong Kong Holdings Ltd. of China-based fertilizer business previously owned by its substantial shareholder, Sinochem Corporation, including a strategic placing, a preferential offering and an institutional placing pursuant to Rule 144A.
- **Stonepath Group, Inc.** – Represented the company in the group restructuring of subsidiaries in Asia and provided general legal advice to the company.
- **Telestone Technologies Corporation** – Completed private placement for NASDAQ listed leading provider of wireless communication coverage solutions in China.

U.K. Capital Markets

- **IB Daiwa Corporation** – Acted for IB Daiwa Corporation (IB Daiwa), a JASDAQ listed company, on its groundbreaking £109 million share for share exchange and takeover of an AIM-listed company.
- **Nomura Code Securities** – Acted for Nomura Code Securities Limited as sponsor to Napo Pharmaceuticals, Inc. on its listing on the London Stock Exchange.

Financing Transactions

- **Bank of Taiwan** – Acted for the Bank of Taiwan in connection to a syndicated loan to a major Taiwanese corporation.
- **China Evergreen Environmental Corp.** – Acted for China Evergreen in connection with a private placement of shares and warrants.
- **China Great Wall Industry Corporation** – Acted for China Great Wall Industry Corporation in connection with the sale of NIGCOMSAT-1 Satellite System with in-orbit delivery to the Nigerian National Space Research and Development Agency.
- **KGI Securities Co. Ltd.** – Represented KGI Securities in connection with the placement of US\$30 million convertible notes of Jenn Feng Industries.

- **Major U.S. Foundation QFII Status in China** – Working through our Seattle and Beijing offices, assisted the foundation in successfully obtaining Qualified Foreign Institutional Investor status in China. It was the first time the status was granted to a non-financial institution and approvals were required from various governmental bodies in China at the national level. The qualification allows the foundation to own “A” shares otherwise reserved for Chinese nationals.
- **Telestone Technologies Corporation** – Completed private placement for NASDAQ listed leading provider of wireless communication coverage solutions in China.
- Represented underwriters in a US\$50 million zero coupon convertible bonds offering by a Taiwan Stock Exchange listed provider of broadband wireless solutions.

Overseas Representation for Asia Listed Companies

- **China Biotics, Inc. (CHBT)** – Represents the company in the reverse takeover and its SEC filing and reporting matters.
- **China Digital Wireless, Inc. (CHDW)** – Represents the company in its SEC filing and reporting matters.
- **China Evergreen Environmental Corporation (CEEC)** – Represents the company in the reverse takeover and in its SEC filing and reporting matters.
- **Financial Telecom Ltd. USA (FTLU)** – Represents the company in its SEC filing and reporting and general corporate matters.
- **Harcourt Companies Inc. (HRCT)** – Represents the company in its SEC filing and reporting and general corporate matters.
- **I-Basis Inc. (IBAS)** – Provides regulatory and licensing advice to the company on telecommunications matters.
- **IB Daiwa Corporation** – Acted for IB Daiwa Corporation (IB Daiwa), a JASDAQ listed company, on its groundbreaking £109 million share for share exchange and takeover of an AIM-listed company.
- **Kid Castle Education Corporation (KDCE)** – Represents the company in its SEC filing and reporting matters.

- **Kiwa Bio-Tech Products Group Corporation (KWBT)** – Represents the company in its SEC filing and reporting matters.
- **Xinhua Finance Limited** – Represented the company in its public offering of common stock on the Tokyo Stock Exchange, the first Chinese company to have a primary listing on the Tokyo Stock Exchange.

Recent Private Equity Transactions

Our Hong Kong based team acts on transactions throughout Greater China for both strategic and institutional investors and sellers. The total value of transactions we have acted on through September 2006 is over US\$550 million.

- **Carlyle Group** – Acted for Carlyle in its sale of equity interests in Enorbus Technologies Limited.
- **Carlyle Group** – Acted for Carlyle in its sale of equity interest in Awaken Limited.
- **FiMax Technology Limited** – Acted for FiMax in its issue of Series A Preferred Shares to investors.
- **Nippon Venture Capital Corp.** – Acted for NVCC and other shareholders in their Series A Preferred Shares investment in Bitauto, an online advertising company in China.
- **Orchid Asia III, L.P.** – Acted for Orchid in its Series A Preferred Shares investment in KML Company Limited.
- **Orchid Asia III, L.P.** – Acted for Orchid in its Series A Preferred Shares investment in Lifetech China Corporation.
- **Orchid Asia III, L.P.** – Acted for Orchid in its Series B Preferred Shares investment in Sweetmart Development Limited.
- **Orchid Asia III, L.P.** – Acted for Orchid in its Series A Preferred Shares investment in Sport100 International Limited.
- **Orchid Asia III, L.P.** – Acted for Orchid in its Series A Preferred Shares investment in United Information Technologies Limited.
- **Staples, Inc.** – Joint venture in Taiwan between investment arm of Staples, Inc. and UB Office Systems.
- **Warburg Pincus Ventures International, L.P. and Carlyle Asia Venture Partners I, L.P.** – Acted for investors in their sale of equity interests in AsiaEC.com Limited.
- **Wing On Travel (Holdings) Limited** – Acted for Wing On in the sale of the equity interest in Guangzhou Travel Information Systems Network Limited.

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For more information about our Asia Corporate Practice, please contact one of the lawyers listed below:

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K&L Gates comprises approximately 1,400 lawyers in 22 offices located in North America, Europe and Asia, and represents capital markets participants, entrepreneurs, growth and middle market companies, leading FORTUNE 100 and FTSE 100 global corporations and public sector entities. For more information, please visit www.klgates.com

K&L Gates comprises multiple affiliated partnerships: a limited liability partnership with the full name Kirkpatrick & Lockhart Preston Gates Ellis LLP qualified in Delaware and maintaining offices throughout the U.S., in Berlin, and in Beijing (Kirkpatrick & Lockhart Preston Gates Ellis LLP Beijing Representative Office); a limited liability partnership (also named Kirkpatrick & Lockhart Preston Gates Ellis LLP) incorporated in England and maintaining our London office; a Taiwan general partnership (Kirkpatrick & Lockhart Preston Gates Ellis) which practices from our Taipei office; and a Hong Kong general partnership (Kirkpatrick & Lockhart Preston Gates Ellis, Solicitors) which practices from our Hong Kong office. K&L Gates maintains appropriate registrations in the jurisdictions in which its offices are located. A list of the partners in each entity is available for inspection at any K&L Gates office.

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