

[Header]: China Group

As China expands its economic influence on the global marketplace, China-based companies are actively seeking to conduct business in the United States, access U.S. capital markets and invest in U.S. entities. Going public in the U.S. is an expensive and time-consuming process that may require the foreign entity to reorganize its operations and comply with complex and unfamiliar corporate governance requirements. The enormous cultural differences and communication barriers add to the challenges and can impact how smoothly and efficiently deals are negotiated and disputes resolved.

Led by Partner Elizabeth Fei Chen, who was born and raised in China and is bilingual in Mandarin and English, Pryor Cashman's China Group combines legal acumen with cultural wisdom. Attorneys in the practice fully understand the challenges involved in cross-border transactions and possess a keen eye for business opportunities and a clear vision of how to reach the client's goals.

What We Do

Drawing on our extensive corporate and securities law experience, we support private businesses in China seeking to go public in the U.S., advise on their private placement financing transactions, including private placement in public equity (PIPEs), and handle SEC registration statements and periodic reports. For example, we represented Kingtone Wirelesinfo Solution Holding Ltd., a software and wireless solutions provider based in Xi'an, China, in its initial public offering. We executed this matter efficiently, communicating with the SEC staff and facilitating the SEC comment process and NASDAQ listing procedures. As a result, we enabled the client to raise \$16 million before the market windows closed.

We also help China-based companies evaluate inbound investment opportunities, comply with complex U.S. regulations and laws, and negotiate mergers and acquisitions.

For China-based clients listed on U.S. stock markets, we provide ongoing support with securities regulatory compliance and capital raising. We also strategize and execute "going private" and "going dark" transactions and prepare companies choosing to re-enter U.S. markets.

Additionally, we advise on joint ventures and licensing agreements, assist with patent portfolio valuation and optimization, conduct due diligence and offer regulatory compliance guidance, as well as connect clients with advisors adept at meeting the needs of China-based companies, including accounting firms, investor relations firms, bankers and placement agents.

Financing and Transactions

Financially strong Chinese companies are expanding their inbound investments, seeking to acquire targets in a wide range of U.S. enterprises. Supporting them in these acquisitions, we enable our clients to gain valuable assets and technologies, as well as leverage the industry knowledge, market access and goodwill of their deal partners. For instance, we advised Zhongpin Inc. (NASDAQ: HOGS) on a \$60 million underwritten public offering and various PIPEs financing transactions with proceeds of over \$75 million. We also advised China Green Agriculture, Inc. (NYSE: CGA) on a \$25 million registered direct public offering and its listing on the NYSE. More recently, we advised Kandi Technologies Group, Inc. (NASDAQ: KNDI) in its \$71 million registered direct offering.

Combining transactional and regulatory experience with M&A skill and IP savvy, Pryor Cashman lawyers strategically negotiate, structure and execute complex cross-border transactions involving public and private mergers, stock and asset acquisitions, investments and real estate. We represented China Medicine Corporation, a China-based manufacturer and leading distributor of prescription and traditional Chinese medicines, in the acquisition of a controlling interest by One Equity Partners, the global private equity investment arm of J.P. Morgan Chase & Co., for an aggregate \$69.6 million. We also advised ChinaSoft International Limited, a large China-based comprehensive software and information service corporation listed in Hong Kong, on its

acquisition of Catapult Systems, LLC, a premier Microsoft-focused consulting company headquartered in Austin, Texas, for an aggregate of \$41 million.

Publicly Traded Companies

For our clients that are publicly traded in the U.S., we often act as SEC and corporate counsel, offering guidance on corporate governance, board and committee representation, SEC reporting and compliance, and foreign private issuer representation. We are experienced in counseling China-based business in a wide variety of industries, including pharmaceuticals, software, construction, manufacturing, agribusiness, food and beverage, technology and telecom.

We also provide logistical support regarding such practical matters as tax, immigration and executive compensation. For example, when energy giant Sinopec USA (NYSE: SNP) wanted to expand its U.S. operations, we helped it purchase corporate offices in midtown Manhattan and handled U.S. visa applications for key employees.

Investigations and Disputes

Highly regarded for our Litigation practice, we regularly represent clients in SEC, FINRA and internal investigations, defend clients in securities class action litigation, and protect our clients businesses, livelihood, property and creations.