



asia-pacific practice

INSIGHT INTO ASIA

On the surface, law firms are virtually indistinguishable from each other. Finding the right law firm for your business, however, can be a crucial choice given the stakes: in even the most routine legal matters, your company's success is on the line.

Your company's legal issues are – first and foremost – business issues. So your law firm must understand your business environment: your region, your industry, your customers, your market and your business goals.

Your legal team should make your life easier and reduce your managerial burden. Because we understand these basic tenets, over the past century successful companies around the world have come to rely on Dorsey to help meet their legal and business challenges.

Founded in 1912, Dorsey is an international firm with 550 lawyers in 20 offices worldwide. Our involvement in Asia began in 1995. With locations in Hong Kong, Shanghai and Beijing, we collaborate across practice areas and across our international and U.S. offices to assemble the best team for our clients.

Mergers & Acquisitions

Dorsey is a leader among law firms, year in and year out, in the number of M&A transactions completed. Dorsey M&A attorneys in Hong Kong, Beijing and Shanghai, many of whom are multilingual native or overseas Chinese with local and foreign qualifications, help both Asian and foreign clients navigate the legal and business landscape and complete a full range of M&A transactions, including:

- Global and regional mergers
- Strategic alliances and joint ventures
- "Going private" transactions
- Leveraged buyouts and other private equity transactions
- Technology licensing and distributor arrangements

Our extensive experience representing buyers, sellers, investment banks and other advisors gives Dorsey M&A lawyers an in-depth understanding of all aspects of complex cross-border and purely domestic transactions covering a broad range of industries, including:

- Health care
- Life sciences
- Financial services
- Energy
- Technology
- Hospitality
- Agriculture
- Food
- Beverage
- Mining
- Manufacturing
- Consumer goods

Longstanding clients, repeat deal activity and consistent referrals attest to the value that Dorsey M&A attorneys bring to transactions. In addition to high-level technical capabilities, Dorsey M&A attorneys are committed to understanding our clients' businesses, to providing top-notch client service and to helping our clients succeed, through an integrated team approach. Our relentless focus on client success is why clients of all sizes, whether new and emerging companies or Fortune 500 companies, count on Dorsey to complete their deals.

- Dorsey consistently ranks among the leading firms in the United States in completed M&A transactions.
- The volume of deals we complete gives us a level of knowledge that is second to none.
- As leaders in the practice, we stay abreast of the latest developing trends in M&A law and practice.

International Capital Markets

Issuers, investors and underwriters draw upon the hybrid set of skills and experiences of our international capital markets team. With our regional focus and international experience, we offer our clients enhanced value-added services in the capital raising process. Our one-firm approach makes us particularly adept at dealing with complex multi-jurisdictional and multi-lingual matters. Our international capital markets practice focuses on the following core areas:

IPOs and Private Placements

We advise PRC and Asian companies with respect to various equity raising activities in the international capital markets:

- Initial public offerings ("IPOs") and listings on the Hong Kong, New York and London stock exchanges
- U.S. and international private placements under Rule 144A/Regulation S
- PIPEs offerings
- Pre-IPO restructuring and financing

Secondary Offerings and Natural Resources Industry Focus

Apart from IPOs and private placements, we regularly assist overseas listed companies with respect to their secondary offerings in Hong Kong, London and North American markets.

Delisting, Deregistration and Relisting

While a U.S. listing can provide important benefits for many non-U.S. issuers, for some other companies the burden of U.S. public reporting requirements significantly outweighs the benefits. For those companies, we also advise on voluntary and involuntary delistings from U.S. stock exchanges and on SEC deregistration for China-based and other Asian companies who desire to exit the U.S. Securities and Exchange Act public reporting system, whether in anticipation of listing or relisting outside the United States or otherwise.

India Practice

Our India capital markets attorneys were among the first international lawyers to work on corporate finance transactions in India. We are a leading player among international law firms in the Indian capital markets and we advise international investment banks and Indian companies.

Intellectual Property

Businesses count on Dorsey to help select, protect and enforce key assets that distinguish them from the competition: intellectual property rights. Our Asia intellectual property team focuses primarily on intellectual property matters in Greater China. Equipped with the relevant technical expertise and industry knowledge, our lawyers provide tailored solutions to multinational corporations in a broad range of industries in relation to acquiring and maintaining intellectual property rights and to implementing intellectual property protection and licensing strategies in China and Hong Kong. In particular, we provide dedicated services in the following areas of intellectual property law:

- Trademarks
- Domain names
- Patents
- Copyright
- Licensing strategies
- Franchising
- Anti-counterfeiting and other intellectual property enforcement actions
- Trade secrets
- Trade names
- Due diligence

International Dispute Resolution

Cross-border commercial disputes are an inevitable and complex by-product of the burgeoning level of international trade and investment in a globalizing economy. Dorsey's international dispute resolution practice combines the firm's broad-based strengths in commercial litigation and arbitration with its decades of international experience. For example, Dorsey litigators in New York represent some of China's largest banks in a variety of disputes. These disputes often raise complicated cross-border issues, including the extraterritorial enforcement of subpoenas, asset restraints and judgments and the extraterritorial application of various U.S. statutes. Chambers USA, which publishes the world's leading guides to the legal profession, stated that "when complicated or high-risk [litigation] matters surface, Dorsey stands out." Clients interviewed by Chambers USA have described Dorsey's litigation group as "extremely intelligent and well organized - it focuses on the key issues and comes back with excellent results." Together, Dorsey litigators have experience, in particular, in the following matters:

- Planning for dispute resolution in connection with contract negotiations
- Drafting of customized, state-of-the-art choice of law, forum-selection and arbitration clauses for commercial contracts
- Development of global dispute-resolution strategies for disputes arising between or among parties in multiple jurisdictions
- International service of process and discovery in connection with cross-border litigation
- Litigating in U.S., UK and Hong Kong courts, including disputes involving foreign parties and/or cross-border conflicts
- Supervising and supporting litigation in other jurisdictions in close cooperation with local counsel
- Arbitration of disputes governed by the laws of common-law jurisdictions or by international law
- International enforcement of court judgments and arbitral awards

Private Equity and Emerging Companies

Private equity dealmakers face unique challenges in structuring and completing private equity transactions in Asia. Dorsey attorneys use their considerable knowledge of the local investment environment to take a practical approach in the context of the business deal at hand in order to help our clients accomplish their goals. To that end, we recognize the importance of "getting the deal done."

That is why financial sponsors (buyout funds, venture funds, hedge funds, banks, funds of funds and high net worth individuals), their portfolio companies, management groups, lenders, financial advisors, business brokers and other parties count on Dorsey for help with a broad variety of private equity investment transactions that take place in Asia, including:

- Early stage and venture capital financings
- Growth, mezzanine and other later stage financings
- Acquisition debt and leveraged buyouts
- PIPEs
- Pre-IPO investments

We also advise private equity sponsors on the formation of private investment funds, including RMB-denominated funds.

Biotech Practice

Biotechnology is rapidly advancing through innovation that is continually transforming and advancing the quality of human life and our planet. Correspondingly, Biotech clients are in a rapidly evolving industry with complex legal needs that require an integrative approach from lawyers who know the territory. Many of Dorsey's lawyers have biotech industry backgrounds and advanced degrees in various scientific and engineering disciplines. Moreover, Dorsey's lawyers bring practical experience in capital markets, M&A transactions, venture capital, private equity, intellectual property and regulatory compliance. To further maximize value for our clients in the biotech space in the Asia-Pacific region, many of our lawyers speak multiple languages that are needed for cross-border transactions, including structuring and negotiating international licensing agreements, joint venture agreements, IP commercialization and technology transfer, and distribution agreements.

Financial Services

Along with China being the second largest economy in the world, Hong Kong has risen to prominence as a key international financial services market and Shanghai continues to grow in prominence. The Chinese financial services sector is becoming an increasingly important aspect of China's, and indeed the global, economy. The Chinese government seeks to ensure that the rapid development of the Chinese financial services sector evolves within a framework of managed risk and strict regulation so as to protect the sector against fluctuating economic conditions. Global financial institutions face unique challenges in mitigating risks and adapting to regulatory and market conditions. Global financial institutions therefore require advisers who combine technical expertise with localised market knowledge and experience.

Our China financial services team guides asset managers, banks, insurers and brokers through the morass of Chinese financial services legislation and leverages our relationships of trust with market players and regulatory and industry bodies to help foreign financial institutions to achieve their business objectives in China.

National Security Law Practice

Dorsey attorneys offer in-depth experience and expertise in handling a wide range of business transactions that involve national security considerations under U.S., European Union and Hong Kong law. Our knowledge includes:

- Export controls on "dual use," military and nuclear end use items
- United Nations and national sanctions and embargoes, including the embargoes administered by the Office of Foreign Assets Control ("OFAC") within the U.S. Department of the Treasury
- Public disclosures about business dealings with embargoed countries, including those administered by the Office of Global Security Risk ("OGSR") at the U.S. Securities and Exchange Commission
- Equity investments in or acquisitions of U.S. defense contractors or other enterprises that may involve issues of national security or homeland security, including clearances through the Committee on Foreign Investments in the United States ("CFIUS") under the Exon-Florio law
- Security clearances and the use of or access to classified government information, including procedures administered by the Defense Security Service in the U.S. Department of Defense
- Defense contracting and military procurement

Antitrust, Competition & Anti-Monopoly

Our antitrust group includes attorneys located in the United States, Europe and Asia. Lawyers in the group provide counselling services on operational competition and antitrust issues, and on merger filing, as well as on private litigation, "dawn raids", and governmental criminal and civil cases.

We routinely file merger notifications in the U.S., and help clients in federal investigation defense of mergers and acquisitions in many sectors. In mainland China, our team of lawyers were pioneers in the area, and over the years have developed broad expertise in antitrust due diligence, merger filings, advising on operational antitrust such as horizontal and vertical restraints, joint ventures and standards development, issues related to market dominance, and on investigations related to antitrust and anti-unfair competition issues.

Dorsey's lawyers are organized into a number of sector groups, including:

- Agribusiness
- Cleantech
- Consumer and retail
- Energy
- Entertainment and media
- Financial services
- Food and beverage
- Health care
- Hospitality
- Industrial engineering
- International arbitration and litigation
- Life sciences
- Mining and resources
- Private equity
- Technology
- Venture capital and emerging companies

Please see specific sector group brochures for details.

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about dorsey

WELL-KNOWN MULTINATIONALS, GOVERNMENT ENTITIES, FINANCIAL INSTITUTIONS AND GROWTH COMPANIES TURN TO DORSEY FOR DEEP EXPERIENCE AND A TRACK RECORD OF DELIVERING VALUABLE RESULTS IN THE INCREASINGLY SMALL WORLD OF GLOBAL BUSINESS.

From Seattle to Shanghai and from Hong Kong to London and back throughout the United States and Canada, we deliver with a deep understanding of our clients' businesses, industries and the goals that drive them. This makes us a wise choice for smart, forward-looking businesses everywhere.