



**DOING BUSINESS IN
CHINA THE RIGHT WAY**



*ATTORNEYS WHO KNOW HOW TO NAVIGATE
THE COMPLEX LEGAL ISSUES OF INVESTING,
RESTRUCTURING OR STARTING A BUSINESS IN CHINA*

www.ipopang.com

SERVING CLIENTS GLOBALLY

IPO Pang is a China (Shanghai) based law firm with international reach. We pride ourselves in being the go-to firm for resolving legal issues in China for multinationals.



**We do not sell time;
we sell solutions™**

When our domestic clients desire to go beyond the Chinese border or when our multinational clients desire to use China as a legal hub for their Asian expansion, **IPO Pang** is called on to provide superior quality legal services, on time, on budget, in nearly all disciplines of the law so that our clients can minimize legal risks and maximize economic advantage.

Our international team in over **90 countries** are not merely our affiliates, but our long-term partners, with whom we have worked together on projects that helped us make our mark and put us on the map.



GLOBAL VISION

CLIENT FOCUSED

OUR LAW FIRM

IPO Pang has been in China since the early 1990s and over the last 30 years, multinationals and entrepreneurs have come to our firm when they need their legal matters in China handled efficiently and with practical wisdom that comes only from years of experience.

Based in Shanghai, the firm has associates throughout China and affiliate partners in over 90 countries. **IPO Pang** is one of the top international boutique firms with operations and executional capabilities in China.

As each client matter is personally handled by a shareholder of the firm, we take pride in this method of client service as it enables each partner to take individual responsibility for delivering outstanding quality and value for each assignment.

IPO Pang treats every endeavor with integrity and dignity and greets every problem with innovation and imagination. **We do not sell time, we sell solutions™**. Zealous representation, innovative legal solutions, creative business structures and aggressive court room tactics are marks of the firm that has earned it a reputation for quality, value and service.

For these reasons and more, clients come to the Firm **“When Being Right Matters”®**

OUR PRACTICE AREAS

- ▶ Foreign Direct Investment
- ▶ Franchise & Distribution
- ▶ Litigation & Arbitration
- ▶ Employment & Labor Law
- ▶ Intellectual Property Law & Counterfeit Enforcement
- ▶ Merger & Acquisition
- ▶ Corporate Governance, Compliance & Investigations



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When Being
Right Matters®

OUR PRACTICE AREAS

Foreign Direct Investment

Foreign businesses interested in entering the Chinese market will be faced with a plethora of regulatory and legal requirements, including ensuring the intellectual property of the foreign party is well protected and registered.

At **IPO Pang**, we advise clients through three phases when considering entry into China:

- 1 Pre-entry and the registration of rights prior to embarking on investment in an entry vehicle
- 2 Entry and the list of items that are needed to fully establish a presence in China, including the selection of a legal representative if it is a formation of a WFOE
- 3 Post-entry and the kinds of filings and maintenance items that will be necessary to ensure your enterprise or investment stay compliant

Chinese regulatory requirements are often unforgiving and demanding. **IPO Pang** offers a one-stop professional services program that assists the foreign investor in entering the Chinese market and stay in the market without the worries of keeping up with all the local laws, rules and regulations.

We can also advise and assist clients with:

- ▶ Representative office or wholly-owned foreign enterprise formation
- ▶ Intellectual property protection
- ▶ Expansion of business scope for the local enterprise
- ▶ Tax accounting and reporting
- ▶ Leasing
- ▶ Annual audits
- ▶ Procurement of environmental permits where necessary





Franchise & Distribution

OUR PRACTICE AREAS

Franchise & Distribution

IPO Pang regularly assists with franchise registrations in China for world-famous brands, and supports some of the highest performing franchise businesses in the country in dozens of industries.

However, we represent exclusively **FRANCHISORS**.

It is what we do; it is our passion; it is our expertise that clients will receive that beats the competition.

We assist clients with the following areas:

- ▶ Master franchise agreements
- ▶ Territory franchise agreements
- ▶ Unit development agreements and related documentation
- ▶ Negotiation, drafting (bilingual), recording
- ▶ Intellectual Property Rights Registration.

We also assist clients with structuring their Cross-Border Franchising Activities, including Confidentiality, Distribution, Employment, Indemnification, License, Lease, Management, Purchase and Sale, and Service Agreements.

We assist our foreign franchisors with legal strategies on management of the brand to ensure minimal dilution of the brand, full compliance with corporate or brand rules and simplification of operations to save costs while remaining fully compliant.

OUR PRACTICE AREAS

Litigation & Arbitration

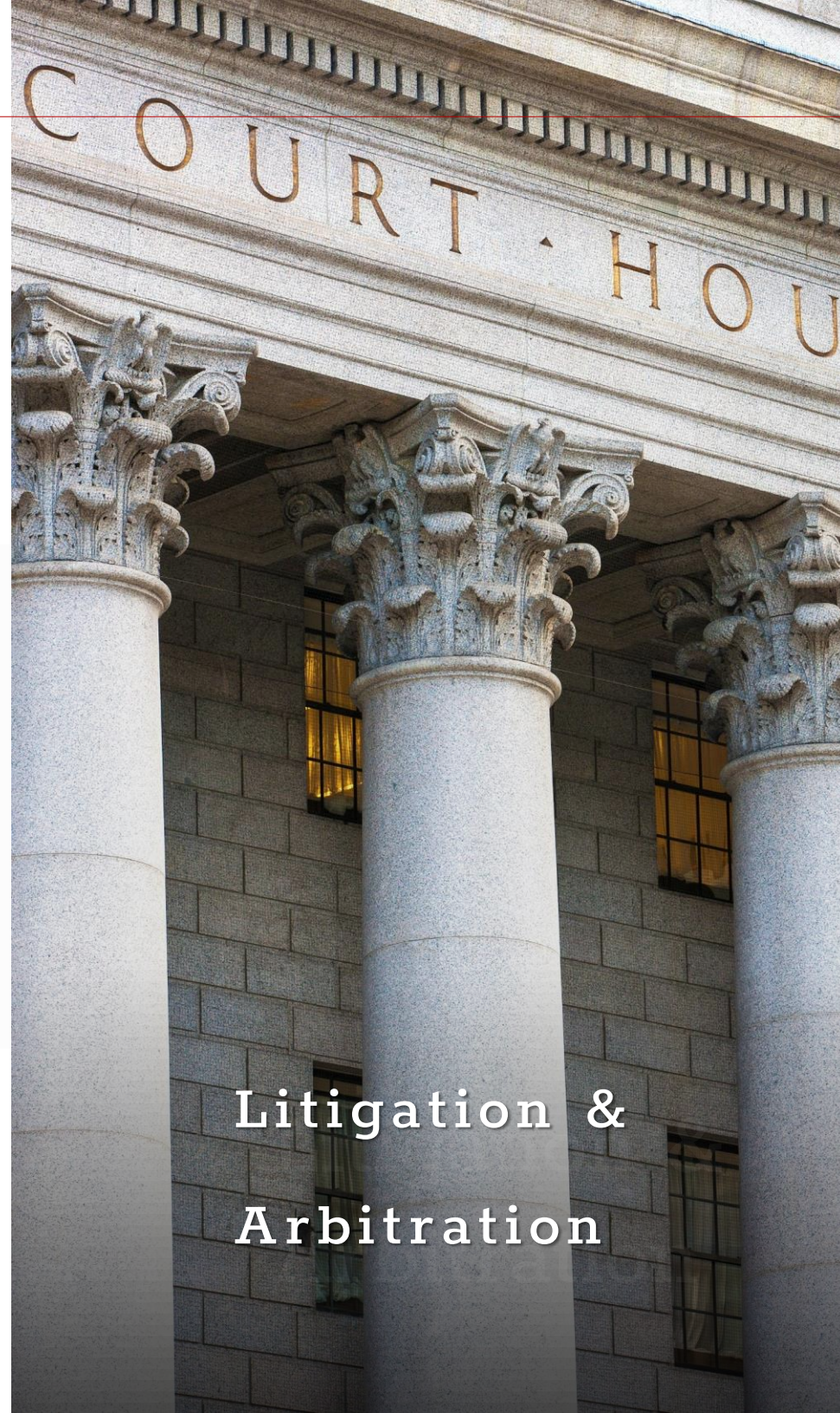
Whether you are bringing a lawsuit or being sued, **IPO Pang** practices all aspects of commercial law litigation. We are never afraid to go to court and are always well prepared with our evidentiary offerings. We conduct thorough due diligence on the opposing party before we embark on bringing or defending a lawsuit, and, where appropriate, we try to settle the case at the highest value.

Our litigation experience includes cases involving:

- Unfair competition, all aspects of IP litigation
- Commercial disputes, partner and shareholder disputes
- Trademark civil cases, appeals
- Bribery, corruption, white collar crimes, corporate theft
- Lease/real estate, land disputes, landlord/tenant
- Divestiture and bankruptcy, including bankruptcy of WFOE and Foreign Parent
- Priority rights
- Breach of contract, with particular emphasis on force majeure
- Distribution disputes, sales and territorial disputes, licensing disputes
- Import/export trade disputes

We represent our clients aggressively during any mediation process and in court, zealously by leveraging our years of experience, hours of backroom research and tons of know how that only comes from practical first chair learning.

For these reasons and more, clients come to the Firm “**When Being Right Matters**”[®]



Litigation &
Arbitration



Employment & Labor Law

OUR PRACTICE AREAS

Employment & Labor Law

IPO Pang advises numerous multinationals on proper handling of employee terminations, proper procedures during the handover of confidential company materials, non-compete clauses, and dealing with use and preservation of company trade secrets.

We have years of experience negotiating and drafting employment agreements and documents for employees at all levels in English and Chinese, as well as the following matters – all in conformity with Chinese Labor laws:

- **Employee assignment agreements** | Employees can be asked to assign the intellectual property they create while under the employment of the company. Our team drafts such clauses to frame the transfer of rights.
- **Non-disclosure agreements** | Doing business suggests the establishment of new relationships and sensitive information sharing. IPO Pang can draft NDAs to strongly protect all the confidential information exchanged between two parties.
- **Non-compete agreements** | We believe it is important to limit employees from competing with the firm's business by performing similar work for another employer after termination of employment. Our team drafts non-compete agreements valid for a specific period of time and within a certain geographical area.
- **Employee handbooks and Manuals** | Preparing an employee handbook that compiles all the policies and working conditions expected from the employee is essential as it leads to a better working atmosphere and provides employees with a reliable reference resource. IPO Pang has helped write handbooks and manuals to help our clients avoid litigation related to workplace actions and expectations.
- **Employee code of conduct** | An employee code of conduct, ideally couple with an employee handbook, can effectively protect the brand and reputation of a business and informs employees of behavior expectations. It also helps to maintain a standard of conduct inside the company. IPO Pang knows how to leverage such code of conduct as an effective tool to reduce infractions in compliance with Chinese laws.

IPO Pang is not limited to the areas mentioned above and can give advice on various other matters such as ethical compliance or employee benefit policies.

OUR PRACTICE AREAS

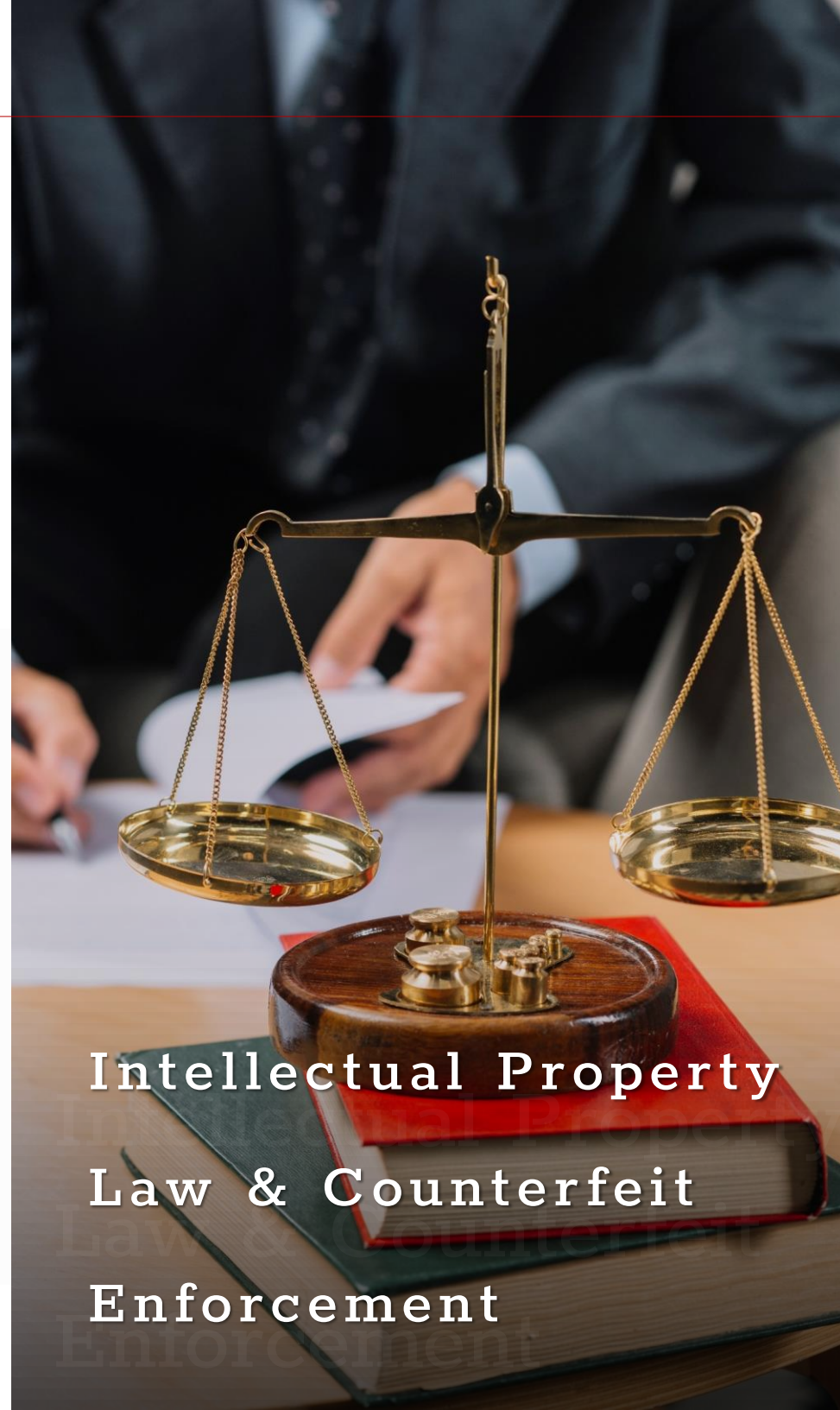
Intellectual Property Law & Counterfeit Enforcement

IP protection is the number one priority when doing business in China. China believes in the rule of law, but this falls apart quickly when faced with the massive implementation infrastructure needed to complete this promise.

We assist clients with registration of IP rights, oppositions, cancellation, appeals, appearance before TRAB, administrative litigation, and related civil suits. We monitor infringement activities at local markets and online.

Our practice areas include:

- All facets of IP registration, maintenance and protection
- Copyright registration and defense
- Domain name disputes
- False advertising
- IP audits and due diligence, in connection with acquisitions and divestures
- IP litigation and arbitration
- License, franchise, distribution and related commercial agreements
- Anti-squatter programs, infringements and parallel imports
- Packaging and labeling problems, design and approvals
- Patent
- Technology transfer
- Trade secrets
- Trademarks, designs and branding



Intellectual Property
Law & Counterfeit
Enforcement

OUR PRACTICE AREAS

Merger & Acquisition

Often entry into China is accomplished through an acquisition or merger with a local company. Laws governing the acquisition of a Chinese registered company are complex and often require the insertion of an intermediary subsidiary to maximize flexibility and tax benefits.

A domestic company acquired by a foreign party renders the resultant entity being a “foreign or foreign invested domestic legal entity” which operates on slightly different and often confusing rules.

- ▶ At **IPO Pang**, we have handled the negotiation, drafting and closing of hundreds of mergers and acquisitions, representing either the sell side or the buy side, giving our firm a solid grip on the customs and practices in this area of the law.
- ▶ At **IPO Pang**, we often represent the foreign party on an acquisition or divestiture on a hybrid fee structure where we share the risk with our clients to ensure the transaction is consummated to our client's satisfaction. On the sell side, we often work with our clients to maximize value and minimize legal exposure post sale. On the buy side, we help reduce acquisition costs and risks by identifying potential problem areas through thorough due diligence and investigative work.
- ▶ At **IPO Pang**, we assist our clients from inception of the deal through final closing, including post-closing integration and purchase price adjustments where warranted.

Corporate Governance, Compliance & Investigations

IPO Pang is a leader in providing general corporate governance and compliance advice to our multinational corporate clients.

We often work hand in hand with local management to ensure liability and exposure of corporate officers in the home/parent country is eliminated.

IPO Pang has substantial experience in:

- ▶ Identifying the issues, forensically investigating the problem areas
- ▶ Protecting the confidentiality of employee data
- ▶ Seeking assistance and partnership from authorities when needed
- ▶ Assisting with transition to a new management team when “cleaning house” is necessary.

We help design, draft and implement corporate policies, codes of conduct, and ethical behavior programs that enrich employee experience, motivate their work efforts and incentivize their long-term commitment and loyalty to the company

When Being
Right Matters®



DIFFERENT IN WAYS THAT MATTER

China born, globally educated

Our heritage is Chinese, but our education is international. Many of our professional staff have received continuing legal education in countries outside of China, from the UK, US, Canada, Australia, Norway, and other countries.

Problem solvers, solution finders

We add value when we find solutions to puzzling problems. A rational, practical and legally supportable outcome to a complex legal and business challenge is the foundation to every successful advisory. We don't sell time; we sell solutions™.

Innovative, imaginative, unabashed, unafraid

Knowing the law is what law school teaches us. But dealing with the law with imagination, innovation and passion is how this firm treats every case and every matter. We approach client representation unabashed and unafraid, knowing making a positive difference for the client is our duty and job.

We not only know,
we know how™



For these reasons, clients come to us
“When Being Right Matters”®

OUR VISION

Our vision for the future is really based on a motto of the past: quality, value and service. The future of law firms in China must be technology based, people oriented, service focused and value assured.

Where clients have choices and prices can be compared, we strive to deliver the most bang for the dollar in a setting where zealous advocacy is never forgotten, representation is never lax and integrity is never compromised.

Investment in systems and processes to deliver efficient and prompt service is what is expected of a 21st century law firm, but delivering such service with heart, understanding and care enables this firm to be at the forefront of the next generation of lawyers and service providers who will set the benchmark for exemplary service and social responsibility that will last a lifetime.

At **IPO Pang**, we believe innovation starts by asking not why, but why not.



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When Being
Right Matters®

WHAT OUR CLIENTS SAY?

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Mr. Pang and his firm has been our IP attorney and partner for nearly 20 years before I sold the business. His legal acumen in protecting my rights has been instrumental in adding value to our enterprise. Peter is amongst the best of the best and I trust him like a brother personally and professionally.

Former CEO, 303 Products

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IPO Pang has helped us on cross border initiatives while I was Port Attorney at the Port of Oakland and demonstrated their knowledge of not only China but how to close a deal where language, culture, geography and local biases are variables that needed proper marshaling and the right level of sensitivity. IPO Pang was fast, efficient and reasonable in helping us achieve our goals.

**General Counsel, ERS Inc.,
former General Counsel / Port Attorney, Port of Oakland**

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IPO Pang helped our company in our initial entry into China and has since served as our local counsel. Our business grew from the first flagship store to now over 150 stores in China. Our company relies on the firm to keep us out of trouble in China. The founder, Mr. Pang is a seasoned attorney and an experienced entrepreneur. We highly think of him and his firm.

**Former Senior Vice President and General Counsel,
Williamson Dickie Manufacturing Company**

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IPO PANG is our firm's designated attorneys for assisting us in our entry into China for our healthcare business. The firm is generous with its time, knowledgeable about the legal and business landscape and more importantly, the firm is nearly 24/7 in its dedication to our work and business. The firm knows its business and flexible in its revenue model. We trust them with our business. The firm has become a partner of our business


President, Jack Nathan Health Medical, Inc.

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It's not the size of your business that matters,
but the quality of your entry business plan.



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