

## practice chair

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Building on a strong foundation of more than 160 years of legal service, Carter Ledyard & Milburn LLP offers its domestic and international clients sophisticated legal advice. We have a long history of providing legal services to foreign clients entering the U.S. market and our China Cross-Border Practice group attorneys have been assisting clients on China-related legal matters for over 20 years. Our China Cross-Border Practice regularly counsels U.S. and Chinese clients on a wide variety of inbound and outbound legal matters involving China, including mergers and acquisitions, securities offerings, securities regulations, corporate finance, intellectual property, litigation, corporate governance, compliance, taxation, broker-dealer, investment adviser, investment funds, CFIUS, real estate, labor and employment, trusts and estates and charitable foundations. Our Chinese clients range from global conglomerates to new start-ups and high net worth individuals.

The China Cross-Border Practice is led by Pang Zhang-Whitaker, an experienced lawyer with law degrees and practice experience from both the U.S. and China. Ms. Zhang-Whitaker represents Fortune 500 companies, middle market enterprises and start-up firms from different industry sectors as well as high net worth individual clients in cross-border and domestic transactions and legal matters.

### Recent Representative Matters

Carter Ledyard & Milburn LLP's China Cross – Border Practice group lawyers have acted in a variety of roles in many transactions and matters involving Chinese clients, including the following:

#### Securities

- Represented a Chinese client in executing a change of control of a NASDAQ traded company by changing the composition of its Board of Directors, by the rarely-used mechanism of obtaining the written consent of a majority of the company's shareholders.
- Represented the underwriter in a Chinese agriculture company's IPO on the NASDAQ.
- Represented a \$321.6 million mortgage loan investment fund in all its U.S. securities matters.

- Represented a Malaysian stock exchange (Bursa Malaysia) traded company in listing its American Depositary Receipts on OTCQB.
- Represented several U.S. public companies with principal operations in China in their ongoing public disclosure and compliance matters.

## Public company transactions

- Represented a Chinese public company in its majority investment in a NYSE listed U.S. electronic car manufacturer.
- Represented a top financial investment conglomerate headquartered in China in an attempted acquisition of a NASDAQ listed mutual fund investment adviser.
- Represented a NASDAQ listed company in completing a private placement transaction with two U.S. institutional investors.
- Represented a NASDAQ listed company in a resale offering of 7 million shares of its common stock.
- Represented a NASDAQ listed company in acquisition of five hospitals in China.
- Represented a NASDAQ listed company in acquisition of two medical device and drug wholesalers in China.
- Represented a NASDAQ listed company in acquisition of pharmacy chain stores in China.
- Represented a NASDAQ listed company in acquisition of equity interests of a hotel located in China.

## Mergers & Acquisitions

- Represented a leading HKSE listed biotechnology company in its acquisition of a U.S. firm specializing in diagnostic testing for inherited genetic disorders.
- Represented a Chinese public network technology company in its acquisition of a U.S. leading private equity portfolio company engaged in network technology services.
- Represented a leading Chinese public media equipment and service company in a majority investment in a U.S. media design firm.
- Represented a HKSE company in the acquisition of a U.S. company owning cutting edge technologies and related patents and trademarks.
- Represented a leading Chinese educational group in a series of acquisitions of U.S. educational consulting firms located on the east and west coasts of the U.S., as well as an acquisition of majority ownership interest in an Australian educational firm via a U.S. subsidiary.
- Represented China's leading private equity and venture capital firm in the acquisition of a U.S. educational institution.
- Represented a leading Chinese state-owned electronics manufacturer in the acquisition of a U.S. technology business.
- Represented a Chinese industry group in the structuring and negotiation of the acquisition of a vineyard.
- Represented a U.S. company specialized in investments and services in the movie industry, in the investments in and subsequent disposition of its holdings in various portfolio companies.

## The Committee on Foreign Investment in the United States (CFIUS)

- Represented the largest dairy producer in Asia (as measured by overall turnover) in CFIUS review matters.
- Represented the 5G technology leader in China also known for its leading role in developing the Chinese TD-SCDMA 3G mobile telecommunications standard, in CFIUS review matters.
- Represented the first company in China to provide transportation automation and information system solutions to the rail and aviation sectors, in CFIUS review analysis.

## Joint Venture

- Represented China's most influential state-owned media corporate group in forming a joint venture with a U.S. awarding-winning media company.

- Represented a top Chinese public dietary supplements manufacturer and distributor in forming a joint venture covering multiple jurisdictions with a dietary supplements global leader.
- Represented a developer and producer of mechanical pipe joining systems in connection with its production joint venture in China.

#### Litigation

- Represented a Chinese investor against property developers in the Superior Court of New Jersey, Law Division, Bergen County.
- Secured the complete dismissal of all claims against firm client Dengrong Zhou for allegedly aiding and abetting breaches of fiduciary duty by the officers and directors of iFresh, Inc.
- Represented the Chinese leading immersive technology company against copyright claims by a Japanese competitor in the U.S. District Court for the Central District of California.
- Represented several US and international companies and their principal in defending breach of investment contract claims in the U.S. District Court for the Southern District of New York.
- Represented a substantial shareholder of a NSADAQ company seeking a declaratory judgment and defending counter-claims in connection with a shareholders' written consent in the Court of Chancery of the State of Delaware.
- Represented an investor in breach of contract claims involving a NASDAQ company's significant shares in the Supreme Court of the State of New York.
- Represented a leading Chinese baby product brand in trademark and related claims against a \$20 billion valuation online sale platform in the U.S. District Court for the Southern District of New York.
- Represented a U.S. company and its executive in a motion to quash four subpoenas issued under a U.S. federal court order in connection with 28 U.S. Code § 1782, with respect to assistance to foreign and international tribunals and to litigants before such tribunals.
- Represented a global high-tech conglomerate headquartered in China in its global re-organization and dispute settlement involving two dozen overseas subsidiaries.
- Represented one of the world's largest insurance companies in its successful recovery on a subrogation claim against one of China's largest insurance companies, where the client won a favorable judgment in a Chinese court.

#### Financing

- Represented a global leasing company in its acquisition and a concurrent bond offering to help fund the acquisition of a leading lessor of shipping containers which also owns a group of container lessors (all subsidiaries of a famous Chinese conglomerate), and integration to create one of the largest container leasing companies in the world.
- Represented one of the world's leading marine container leasing companies, whose parent company is headquartered in China, in consummating a series of major financing transactions.
- Represented a developer of chiral catalysts to close its Series B preferred stock round with a number of Chinese venture capital funds.

#### Intellectual Property

- Represented clients Museum of Dream Space LLC and Dahooo American as defendants in a groundbreaking copyright action in the United States District Court in Los Angeles, California.
- Represented a Chinese client in U.S. patent prosecution and provisional patent prosecution and strategy relating to a declarative syntax and related methods, interface, algorithms and procedures for building and running systems of complex analytics.
- Represented a Chinese client in U.S. patent prosecution and strategy relating to a three-dimensional image formation and color correction system and method.

- Represented a Chinese high tech company in U.S. trademark prosecution and maintenance relating to augmented reality and virtual reality technologies.
- Represented a Chinese medical device company in a series of U.S. and EU trademark prosecutions and maintenance relating to surgical apparatus and instruments for use in ultrasonic procedures.
- Represented a Chinese client in U.S. copyright registration for original artwork.

## Financial Services

- Represented China's top private wealth management and Fintech company and several of its subsidiaries and affiliates with respect to a U.S. registered investment adviser license, robo-adviser license and broker-dealer license, and various private fund offerings.
- Represented a prominent Chinese private wealth management firm with respect to a U.S. broker-dealer license.

## Trusts & Estates

- Represented a large number of Chinese high net worth individual clients in estate and tax planning and creating trusts.

## Real Estate

- Represented a Chinese conglomerate in its investment in multiple commercial real estate projects in the U.S.
- Represented a well-known Chinese real estate developer in investment in U.S. commercial real estate.
- Represented a key Chinese state-owned company in purchase of certain equity interests from a global leading commercial real estate group headquartered in the U.S.

## General Outside Counsel Services

- Represented a global blockchain technology company with substantial China assets in corporate, securities and labor and employment matters.
- Represented a renowned global restaurant chain headquartered in China in commercial contracts, real estate, labor and employment and general corporate matters.
- Represented a China-based food ingredient supplier in distribution arrangements, corporate and compliance matters.
- Represented a Chinese company in negotiation of complex commercial agreements with a U.S. design firm with respect to theme park projects in China.

## China Inbound

- Represented a global high-tech conglomerate headquartered in China in its multi-year distribution agreement for U.S. baby formula into China.
- Represented a Barbadian company in its sale to a purchaser in China for \$2.5 billion.
- Represented a leading global metals producer in the sale of a 100% stake in a production and mining facility to a Chinese industrial group for approximately \$300 million.
- Represented a Fortune 500 office supply company in a series of acquisitions in China, some through complicated offshore structures.
- Represented a leading U.S. snacks manufacturer in a series of buy-out transactions in China.
- Represented a Global 100 pharmaceutical company in its merger and spin-off transactions involving Chinese assets.

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