



China Practice Global Vision



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China SAIC Released Further Policies to Encourage Foreign Investment (Author: Yeting CAI)

To implement the provisions of the *Several Opinions of the State Council on Further Utilizing Foreign Capital (Guo Fa [2010] No. 9)* issued by the State Council this April, one month later, i.e., on May 7, 2010, the State Administration for Industry and Commerce (SAIC) promulgated the *Several Opinions on Giving Full Play to the Management Role of AICs and Further Improving the Work of Servicing the Development of Foreign-invested Enterprises (Gong Shang Wai Qi Zi [2010] No. 94)* (the “**Opinions**”). The Opinions provide, inter alia, certain FIEs in modern service and high-tech industries with a registered capital of not less than RMB30 million may use the wording “(China)” in their company names. Set forth below is a brief summary of the main content of the Opinions.

Further Encourage Foreign Investors to Increase Investment

The Opinions put forward the following measures for encouraging foreign investors to increase investment: 1) encouraging foreign-invested investment companies to incorporate enterprise groups; 2) actively supporting investors of foreign-invested enterprises (FIEs) to use their creditors’ rights in the FIEs as capital contribution to increase the registered capital of the FIEs, subject to registration with and approval by local departments of foreign exchange administration; 3) encouraging foreign companies or individuals owning advanced technology and rich managerial experience to establish partnership enterprises within China; 4) local AICs will allow FIEs encountered with temporary financial difficulties to extend their capital contribution schedule and assist the same in registering the extended schedule on a timely manner, provided that such extended schedule obtains prior approval from the approval authorities (usually local bureau of commerce).

Optimize Foreign Investment Utilization Structure

The Opinions specify that wholly foreign owned enterprises and FIEs controlled by foreign investors which are engaged in modern service industries and high-tech industries and use the names of their parent companies incorporated in a foreign country (region) may use the word “(China)” in their company names, if their registered capital is not less than RMB30 million. Before this, enterprises which are allowed to use the word “(China)” in their company names shall have a registered capital of not less than RMB50 million.

In addition, for the purpose of supporting the establishment of R&D centers, settlement centers and any other functional organizations by multinational corporations and the foreign-invested outsourcing industry in China, the Opinions specify that FIEs can use wordings reflecting their functional characteristics in their company names and business scope; for the purpose of

promoting the construction of border economic cooperation zones (the “Zones”), the Opinions point out that the investors shall be encouraged to establish various kinds of FIEs in the Zones and domestic and foreign natural persons shall be actively guided to establish foreign-invested partnership enterprises in the Zones as well; and for the purpose of encouraging diversification in foreign capital utilization forms, the Opinions urge local AICs to actively take part in the joint inspection on M&A by foreign investor, support foreign capital to take part in the reorganization and transformation of domestic companies by means of equity participation, M&A, etc., and provide premium services in the registration process.

Improve FIE Management Efficiency

The Opinions set forth that the local AICs shall simplify the approval procedures and improve the registration mode of “authorized registration + remote approval + on-line application” so as to improve the efficiency of foreign capital registration. Besides, the Opinions stipulate that foreign-invested projects under the “restricted” category shall be strictly examined and the relevant permits must be obtained prior to getting the business license. Registration for foreign-invested projects under the “prohibited” category is prohibited. The relevant departments shall correct the foreign investment in the restricted category without approval according to laws and regulations and shut down any FIEs engaging in business of the “prohibited” category. The Opinions also calls for the establishment of a system to remind FIEs or investors to pay up registered capital on a timely manner per their capital contribution schedule and requires local AIC to simply the annual inspection procedures of FIEs with sound operating records.

Create a Healthy Market Environment

For the purpose of creating a healthy market environment for the development of FIEs, the Opinions stipulate a series of new measures in respect of unfair competition, trademark protection, administrative permission, including: 1) to clamp down upon unfair competition activities of using famous brand names without authorization; 2) to hear in advance trademark appraisal cases which are good for promoting the development of technology innovation and industry upgrade, where necessary; 3) to delegate the approval power of foreign-invested advertising enterprises to the AICs at provincial level; 4) to urge the relevant departments to cooperate with each other to enhance the relevant examination work of foreign-invested automobile sales companies and support the development of foreign-invested automobile sales companies.

Finally, the Opinions call in to further delegate the registration and administration powers of FIEs to lower-level AICs. In particular, the Opinions support to delegate approval powers of FIEs to the AICs located in the central and western regions and the AICs located in national economic and technological development zones and high and new technology industrial development zones where FIEs are relatively concentrated.

Legal Updates

1. China's State Council Promulgated Document to Encourage Private Investment Development (Author: Li ZHANG)

Background

In 2005, the State Council promulgated the *Opinions of the State Council on Encouraging, Supporting and Guiding the Development of Individual Economy, Private Economy and Other Non-Public Economies* (the "**Non-Public Economy Opinions**"), which provide fundamental and comprehensive rules and measures to encourage and support the development and growth of private capital and private investment. Following the issuance of the aforesaid opinions, the proportion of private investment in the total investment in fixed assets of the whole society increases every year. However, the private capital and private investment in China still face a lot of difficulties and problems in reality, such as: 1) the obstacle in market access to certain industries, especially in the traditionally monopolized industries and sectors; 2) the unresolved difficulties of financing; 3) the essentiality in acceleration of transforming and upgrading private enterprises and in improving the innovation ability and management ability of private investment; 4) the necessity in improving and optimizing the policy environment and service system of private investment.

Key Issues of the New Opinions

For the purpose of dealing with the foregoing difficulties and problems in the development of private investment, the State Council promulgated the *Opinions of the State Council on Encouraging and Guiding the Healthy Development of Private Investment* (the "**New opinions**") on May 7, 2010. The New Opinions provide for 36 policies and measures.

To address the difficulties in market access to certain industries and sectors faced by private investment, the New Opinions further specify the relevant policies and measures to liberalize market access as provided in the Non-Public Economy Opinions and other regulations. In particular, the New Opinions provide for the following policies and measures regarding the specific scope, approach and supporting rules to encourage the entry of private investment into certain industries and sectors: 1) to further expand the economic sectors and scope for private investment and to encourage and lead the entry of private capital into basic industries, infrastructure construction, municipal public utilities, policy-housing construction, social undertakings, financial services, business circulation industry and national defense related science and technology industry etc.; 2) to encourage and guide the restructuring and consolidation of private capital and its participation in the reform and restructuring of state-owned enterprises by equity participate, holding majority interests and asset acquisition; and to support qualified private enterprises to develop and grow through consolidation and

restructuring; 3) to stimulate private enterprises to strengthen independent innovation and promote transformation and upgrading; to encourage private enterprises to participate in major national scientific and technological projects and technological research and help private enterprises establish engineering research centers and R&D centers to improve their technological level and R&D capabilities; and to encourage private enterprises to enhance new products R&D efforts, to develop new strategic industries and to participate actively in international competition; 4) to improve and optimize the service system for private investment and relevant service and guidance to create a sound environment for private investment; to clean up and amend the laws and regulations which are not in favor of the development of private investment and to streamline the matters under administrative examination and approval regarding the administration of private investment; and to support the products and services furnished by private enterprises to be listed in the government procurement catalog. Pursuant to the foregoing policies and measures, it is not hard to see that the New Opinions encourage and guide private investment to enter into the industries and sectors which are not expressly prohibited by laws and regulations and also break the routine practice of state-owned capital holding major equity interests in the relevant industries and sectors.

Additionally, to deal with the financing difficulties of private investment, the New Opinions provide that the restrictions on the equity interest percentage of financial institutions held by private capital shall be loosened up and private capital shall be encouraged to promote or participate in the establishment of small and medium-sized financial institutions which will provide financial and financing services to small and medium-sized enterprises. Such measures are important to expand the scope of market access for private investment and also effective to resolve the financing difficulties of private investment.

For the purposes of encouraging and promoting the structural adjustment of private investment and improving its investment capability, the New Opinions provide for the following principles: 1) to optimize the organizational structure of private enterprises; to guide and encourage private enterprises to consolidate private capital through property rights markets, to conduct inter-industrial and cross-regional merger and restructuring; and to encourage and guide private enterprises to participate in the reform and restructuring of state-owned enterprises by equity participate, holding majority interests and asset acquisition; 2) to promote the technological innovation and utilization capabilities of private enterprises; to encourage private enterprises to increase R&D expenditures to improve their independent innovation capabilities and master key technologies; to implement preferential policies to promote the transformation of scientific and technological achievements and facilitate the transfer and purchase of advanced technologies by private enterprises; 3) to strengthen structural adjustment of the products of private enterprises; to encourage private enterprises to enhance new products R&D efforts to realize the upgrading of the products; to provide

relevant tax incentives for R&D expenditures of new products; 4) to encourage and guide private enterprises to develop strategic new industries and to rebuild and upgrade traditional industries through the intensified utilization of high-tech (i.e. Information Technology); to encourage private enterprises to develop cyclic economy and environment-friendly economy and to invest in new industries with growth potentials.

The New Opinions provide further measures to improve the investment environment of private capital, including improving administration levels, giving fair treatments to private investment and enhancing service guidance to create a healthy investment environment for private enterprises.

Summary

The New Opinions further open economic sectors to private capital and indicate the Chinese government attitude in supporting private capital development. Meanwhile, whether the general provisions of the New Opinions will be fully implemented is of primary concern to all private capital holders. It is reported that National Development and Reform Commission is taking the lead to formulate the implementing rules of the New Opinions to provide detailed measures in all aspects. We will update you on further legal developments in this regard going forward, if any.

2. Shanghai Pudong Allows Domestic Natural Persons to Invest in EJV and CJV (Author: Luji CHEN)

At the beginning of May 2010, Shanghai Administration of Industry Commerce (SHAIC) , the Government of Pudong New Area of Shanghai, and other relevant authorities jointly issued the *Trial Measures for the Investment and Establishment of Sino-foreign Equity Joint Ventures and Sino-foreign Cooperative Joint Ventures by Domestic Natural Persons in Pudong New Area* (the "**Measures**"). The Measures became effective on May 1, 2010 and has a trial implementation period of 2 years.

The main significance of the Measures lies in the fact that during a specified period in a specified area it loosens the restrictions on domestic natural persons becoming Chinese partners to Sino-foreign Equity Joint Ventures (the "**EJVs**") and Sino-foreign Cooperative Joint Ventures (the "**CJVs**") under the *Law of the People Republic of China on Sino-foreign Equity Joint Ventures* (the "**EJV Law**") and the *Law of the People Republic of China on Sino-foreign Cooperative Joint Ventures* (the "**CJV Law**"). In accordance of relevant provisions of the EJV Law and CJV Law, domestic natural persons shall not be the shareholder of EJVs and CJVs. However, the Measures prescribe that during the 2-year period of trial implementation, domestic residents are allowed to establish EJVs or CJVs in

Pudong New Area jointly with foreign companies, enterprises, other economic organizations or individuals (collectively "**foreign investors**"). To be qualified, the domestic residents shall satisfy the following conditions: holding resident identity cards of the People's Republic of China; having full capacity for civil conduct and being in compliance with other provisions of the national laws and regulations on natural persons to become shareholders.

Besides, the Measures allow domestic natural persons to make investment or provide cooperation conditions in the form of non-currency property. The Measures stipulated that domestic natural persons can make investment or provide cooperation conditions in the form of currency, or in kind, intellectual property rights, or other non-currency property which can be evaluated in currency and can be transferred in accordance with the law. This provision is beneficial for the cooperation between the domestic achievements of scientific research and foreign capital and speeds up to convert the achievements into material wealth.

The Measures provided the relevant authorities for handling the related approval and registration matters. The Measures stipulated that during the period of trial implementation, the examination and approval, and registration of EJV or CJV funded and established by domestic natural persons in Pudong New Area shall be handled by the Commerce Commission of Pudong New Area and the Shanghai Administration of Industry and Commerce Pudong Branch within their respective authority limit of examination and approval, and registration.

Last but not least, the Measures set forth that the investments by EJV or CJV funded and established by domestic natural persons shall be restricted to the encouraged or permitted projects prescribed in the Industry Catalogue for Guiding Foreign Investments. Meanwhile, where the alterations of foreign-funded enterprises result in domestic natural persons becoming shareholders of EJV or CJV, the relevant matters shall be handled in accordance with the Measures. With regard to the examination and approval, and registration of enterprises jointly funded and established in Pudong New Area by domestic natural persons and companies, enterprises, other economic organizations or individuals from Hong Kong, Macau or Taiwan Region, the Trial Measures shall apply as a reference.

3. SAIC Measures on Administration of Network Commodity Trading (Author: Lulu HAN)

On May 31, 2010, the State Administration for Industry & Commerce of the People's Republic of China ("**SAIC**") issued *Interim Measures for the Administration of Network Commodity Trading and Relevant Services* (the "**Measures**"), which shall come into force on July 1, 2010. The Measures regulate on-line trading and related services from aspects of basic principles, market entities, trading and service activities, the duties of trading platform providers,

supervision and legal liabilities. It also addresses such issues as the real name system of on-line trading, rights and duties of parties, liabilities for trading platforms, information protection and effective regulation.

“Real Name” System for Opening On-line Shops

According to the Measures, where legal persons, other economic organizations and privately or individually-owned business already registered with the competent administration of industry and commerce (“AIC”) intend to carry out commodity trading transactions and relevant services through internet, they shall disclose, on the main page of their websites, the information recorded on their business licenses or the E-link logos of their business licenses. As to individuals who carry out commodity trading transactions and relevant services through internet, they shall make applications to the operators who provide services of internet trading platforms, and submit their true identity information like names and addresses. Those individuals who meet with the requirements for business registrations shall register with the competent AIC according to laws.

The Measures also require that the operators who provide services of internet trading platforms shall review and register the true identity information of individuals who are not qualified for AIC registration but would like to provide commodity and services on-line, establish registration files for them and verify updates regularly, whereas the operator shall approve the applications made by those individuals who are already qualified for AIC registration. Records of true personal identity information, transaction and other information records back-ups shall be preserved for no less than two years. Operators who provide services of internet trading platforms shall ensure the integrity and security of on-line trading data by data backup, recovery and other technical means and guarantee the authenticity of the original data.

Customer Information Protection

The Measures pay attention to the protection of customer privacy and information security, providing that operators of network commodity and network services owe duties of safe custody, reasonable use, possession with due date and proper destruction with regard to customer information they have collected, and shall not improperly use, disclose, rent or sell personal information of customers

Operators who provide services of internet trading platforms shall take necessary measures to protect the security of data information of commercial secrets of operators and personal information of customers; without consents of parties of the transaction, they shall not disclose, transfer, use or sell the list of parties to the transaction, transaction records and other data involving commercial secrets of operators and personal information of customers to any third party.

For anyone who has infringed the personal information of customers, it shall be warned and ordered to make rectification within a prescribed time limit by the industry and commerce authorities; where rectifications are not made upon expiry of the prescribed time limit, a fine of less than RMB 10,000 will be imposed on the infringer.

Customer Rights Protections-electronic purchase certificates can be used as basis for complaints

Regarding the issue of customer rights protection, the Measures provide that operators of network commodity and services shall advise customers of such information as commodity and services' names, types, quantity, quality, prices, freights, delivery methods, payments, ways of returning or changing products, etc., and shall provide commodity or services as promised. Meanwhile, they shall ensure the integrity of the commodity and services, and may not unreasonably split commodity and services for sale, fix minimum consumption standards or charge unreasonable fees separately.

Where operators of network commodity and services adopt electronic standard form contract terms, they shall remind customers to notice terms effecting material interests of customers through reasonable and conspicuous means and explain such terms to customers as per their requests. Operators shall not stipulate unfair or unreasonable provisions against customers, provisions reducing or relieving duties or obligations of operators or provisions limiting major rights of customers by using electronic standard form contract terms.

Where customers require operators of network commodity and services to issue purchase certificates or service documents, operators shall do so as required. The issuance of purchase certificates or service documents shall be in accordance with relevant provisions of state law or business practice; purchase certificates or service documents can be issued in electronic format with the consents of customers. Electronic purchase certificates or service documents can be used as basis for solving consumer complaints

Main Duties of Operators Providing Internet Trading Platform Services

The Measures provide that operators providing internet trading platform services owe significant administrations duties for maintenance of the order of internet trading. Such duties include duties of review, register and publicity of operation qualification of subjects of trading, stipulating contractual liabilities, formulating and implementing administration systems, trading commodity or services, inspecting and monitoring trading information, protecting exclusive rights of registered trademarks, rights of enterprise names and other rights, protecting commercial secrets of operators and personal information of customers, protecting consumer's interests, preventing offenses, reporting offense, assisting to investigate and punish offenses, preserving trading information, submitting statistics, etc.

AIC's Regulatory Role

According to the provisions of the Measures, AICs will mainly implement the following regulatory measures in supervising network commodity trading and relevant services.

◆ Credit Supervision

Article 33 of the Measures provides that the AICs at the level of county or above shall establish credit files to record daily supervision and inspection results, investigation and punishment of offenses, etc; according to records of credit files, the AICs will supervise operators of network commodity and services based on their credit categories.

◆ Network Informatization Supervision

The Measures provide where the trading of network commodity and relevant services violate industrial and commercial administrative laws and regulations, the circumstance is serious, and measures needed to be taken to stop the infringing website from engaging in illegal activities, the competent AIC shall request the competent communication administration to order a temporary shielding of the website or cut down the access service of the illegal website according to relevant provisions. After the AIC imposes administrative punishments on the illegal website, it shall request the competent communication administration to close such illegal website according to laws where necessary.

◆ National Integrated Supervision

Illegal acts arising from trading of network commodity and relevant services shall be under the jurisdiction of the AIC at the county level or above in the place where the operator who operates the illegal website is located. Where the AIC at the county level or above in the place where the website operator is located has difficulties in dealing with the violator in a different place, it can transfer cases of illegality of the violator to the AIC at the county level or above in the place where the violator is located.

4. CIRC Released New Rules on Administration of the Equity Interests of Insurance Companies (Author: Kaiying WU)

On May 4, 2010, the China Insurance Regulatory Commission ("**CIRC**") promulgated the *Provisions on Administration of the Equity Interests of Insurance Companies* (the "**Provisions**"). The Provisions shall come into effect on June 10, 2010, and at the same time supersede the *Interim Provisions on Equity Investment to Insurance Companies* promulgated by CIRC on April 1, 2000 (Bao Jian Fa No.49 (2000)) and the *Circular on Chinese Insurance Companies Absorbing Foreign Equity Investment* promulgated by CIRC on June 19, 2001 (Bao Jian Fa No.126 (2001)). The Provisions, upon coming into force, will

provide new guidelines for the administration of the equity interests of insurance companies. Set forth below is a brief summary of key changes brought about by the Provisions.

Clarify Shareholder Qualification and Impose More Strict Supervision on Main Shareholders

The Provisions clarify entities which are qualified to hold equity interests of insurance companies. It stipulates that other than purchasing shares of a listed insurance company through public securities exchanges, domestic enterprises with legal person status and foreign financial institutions are permitted to invest on the equity of insurance companies, subject to satisfaction of certain requirements set forth in the Provisions.

In addition, the Provisions enhance its supervision on main shareholders. The Provisions defines “main shareholder” as “a shareholder who holds more than 15% equity interest of or less than 15% of an insurance company but directly or indirectly controls the insurance company”. With respect to particular conditions on main shareholders of an insurance company, the Provisions refine Article 68 of the Insurance Law, which stipulates that a main shareholder shall have sustainable profit-making capability and good credit worthiness, be clear of any substantial record of violations of laws and regulations in the latest three years, and shall have, at minimum, net assets of RMB200 million. Article 15 of the Provisions provides clarifications to the foregoing Article 68 and stipulates that, a main shareholder shall satisfy the following conditions: 1) having the ability of making capital contribution on a continuous basis, being profitable for recent three years continuously; 2) owning relatively strong capital strength and net assets for a minimum of 200 million; 3) having good credit worthiness and taking the lead in its own industry.

Relax Shareholding Percentage Limit of A Single Shareholder and Prohibit Horizontal Competition

According to the *Regulations on Administration of Insurance Company* promulgated by the CIRC in 2004, the maximum shareholding percentage of a single shareholder (affiliated parties included) in an insurance company shall not exceed 20%. The new Provisions makes a relaxation to this 20% upper limit by specifying that “the ratio of capital investment or shareholding percentage of a single shareholder (affiliated parties included) of an insurance company shall not exceed 20% of the registered capital of the insurance company, but according to the principles of strategic investment, the governance structure perfection, horizontal competition avoidance and stable development, main shareholders satisfying the requirements set forth in Article 15 hereof (see above), upon approval, may be exempted from the aforesaid limitation.”

In view of the more and more complicated equity relationships in insurance companies, and

the consequent risk conveyance, horizontal competition and improper interest transportation among insurance companies, the Provisions stipulates “two or more insurance companies which are controlled by the same entity or has control relations, shall be prohibited from operating insurance business of the same kind, in which interest conflicts or competition relationship exists, except as otherwise provided by the CIRC.”

Strengthen Shareholder’s Responsibility and Regulate Equity Changes

For the purpose of further strengthening shareholder’s responsibility, the Provisions sets forth the following requirements: 1) form of capital contribution: a shareholder shall contribute by using cash lawfully owned by itself; 2) method of holding: a shareholder shall hold the equity directly, and holding through entrustment shall be strictly restricted; 3) activities of shareholders: shareholders and de facto controllers shall be prohibited from infringing the company’s interest through related transactions; 4) obligation of notification: a shareholder shall honestly disclose the de facto controller and any changes thereof, and notify the insurance company of such information as equity pledge, name alteration, etc.

The Provisions stipulates the following three requirements to regulate change in shareholders: 1) change of a shareholder holding more than 5% equity interest of an insurance company (a shareholder subscribing 5% shares of a listed insurance company included), is subject to approval from the CIRC; 2) where an insurance company intends to change a shareholder holding less than 5% of its equity interest, it shall file such change with the CIRC (excluding listed insurance companies); 3) share transfer of an insurance company through such non-contractual arrangements as action and pledge, etc., shall be in compliance with the conditions and procedures set forth in the Provisions. In addition, the Provisions point out that where an insurance company intends to launch an initial public offering or follow-on offerings, it shall obtain an opinion from the CIRC.

Finally, Chapter 4 of the Provisions sets forth detailed provisions on the procedures and documentation requirements of handling the following matters: establishment of an insurance company, change in registered capital, share transfers and IPO and follow-on offerings of an insurance company.

5. Yunnan Province Issued Tentative Measures to Regulate Private Equity Funds (Author: Kun MA)

On May 28, 2010, the Yunnan Development and Reform Commission issued the *Tentative Measures for Filing Management of Private Equity Funds in Yunnan Province* (the “**Measures**”), which shall become effective on August 1, 2010. The Measures contains 19 articles, which mainly address such issues as management organization, fundraising and establishment of, and filing management of private equity funds.

According to the Measures, the registration authority of private equity funds is the Administration of Industry and Commerce, and shall take the form of a company or partnership. Upon the establishment of the fund, a filing shall be conducted at provincial development and reform commission. The Measures sets forth in detail the documents and materials required for such filing.

The Measures sets forth requirement on PE's fundraising targets, methods and the number investors a fund may have. Subject to the Measures, the fund shall raise capital from specific object in the way of private placement. The fund's fundraising targets and procedures shall comply with the relevant provisions in the *PRC Securities Law* in relation to "securities issued by non-public offerings". Placements in the way of advertisement, public solicitation or public offering in disguised form are not allowed. The investors of a private equity fund established in the form of a limited liability company and limited partnership shall not exceed 50; the investors of private equity fund established in the form of a joint stock company shall not exceed 200.

The last chapter of the Measures focuses on filing management, which specifically deals with such issues as filing formalities, the report obligations of private equity fund to provincial development and reform commission, and post-filing supervision and management conducted by the development and reform commission. These include that the equity fund shall submit an annual business report, financial report audited by registered accountants, and the legal opinion issued by a law firm within 4 months following the end of each fiscal year.

Important Announcement

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