



Legal Service For Corporate Affair

北京明航律师事务所 | BEIJING MINGHANG LAW FIRM

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About Us | Founder : Lawyer Qi Lianfeng



Guest of CCTV *Economy & Law* Program

Founder of Beijing Minghang Law Firm

Member of American Chamber of Commerce

Member of European Chamber of Commerce

Member of Australian Chamber of Commerce

Media Commentator / Famous Lawyer

Expert Lawyer on International Marriage & Family Practice

Introduction of Legal Service Package for SME

Legal Service Package for JV

Legal Service Package for WFOE

**Legal Service Package for
Production Enterprise**

**Legal Service Package for Service
Enterprise**

**Legal Service Package for IT/
Internet Enterprise**

Generally speaking, the establishment and operation of a company will involve corporate legal affairs, contractual legal affairs, labor legal affairs, investment and M&A legal affairs, litigation & arbitration affairs, etc. The circumstances of each entrepreneur or company is different, so the legal problems they encounter are different.

We have listed the company's general needs in every legal field, and entrepreneurs or companies can choose part of each legal field according to their own needs. We will provide the relevant legal services according to the specific needs of our customers. The customer can also resolve the legal problems even though they does not hire long-term legal counsel, which will greatly save the cost!

At the same time, we have designed and made some legal service packages for several types of enterprises, which can help client understand the legal affairs of an enterprise and is very convenient to use for resolution of problem. For example, a start-ups needs to solve the problem of equity structure design, how to sign an agreement for establishing a company, the legal risk of renting the office and so on.

Corporate Legal Affairs

WFOE Establishment

JV Establishment

Legal Affairs of Capital Contribution

Board of Directors of a FIE

Investor's Equity

Merge/Division of a FIE

Litigation Involving a FIE

WFOE is an investment vehicle in China to be adopted by many foreign investors and its establishment process is simpler than that of a JV. However, the foreign investors still need to understand clearly of the procedures of government registration and the required documents. In this regard, we can provide the following support and help:

Legal Research of WFOE Establishment

Draft & negotiate the initiator agreement of FIE

Draft Articles of Association for WFOE

Assist client with office leasing

Arrange decoration, fire control and so on

Arrange to build the board of directors

Prepare documents for WFOE Establishment

arrange foreign investors' contributions

Other documents and work

Corporate Legal Affairs

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Board of Directors of a FIE

Investor's Equity

Merge/Division of a FIE

Litigation Involving a FIE

The establishment of an EJV involves many legal and practical problems, and it applies to different laws from the establishment of a domestic company. The hardest part is to explain the procedures of Chinese government's registration and the required documents to foreign investors. For this, we can provide client with the following support, help and documents:

Legal Research & Study of JV Establishment

Draft & negotiate the FIE contract

Draft & negotiate the FIE articles of association

Represent China/foreign parties to negotiate

Arrange decoration, fire control and so on

Arrange to build the board of directors

Prepare documents for JV Establishment

arrange China/foreign investors' contribution

Other documents and work

Corporate Legal Affairs

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Legal Affairs of Capital Contribution

Board of Directors of a FIE

Investor's Equity

Merge/Division of a FIE

Litigation Involving a FIE

Laws and regulations on foreign investment have special provisions on the proportion of foreign investors' shareholding, and also have the special provisions on capital contribution. The capital contribution of foreign investors should be reflected not only in the articles of association, but also strictly follow the laws, regulations and rules in practice. We can provide the following help and support to the client:

Legal opinions and suggestions on the capital-contributing methods of foreign investors

Legal opinions and suggestions on the capital-contributing proportion of foreign investors

Legal opinions and suggestions on capital-contributing time of foreign investors

Legal opinions and suggestions on the capital-contributing procedure of foreign investors

Legal opinions and suggestions on the ownership transfer of asset as capital contribution

Corporate Legal Affairs

WFOE Establishment

JV Establishment

Legal Affairs of Capital Contribution

Board of Directors of a FIE

Investor's Equity

Merge/Division of a FIE

Litigation Involving a FIE

The board of directors of a FIE decides all major matters of the FIE. How does the board of directors form and which side shall delegate the chairman or vice chairman, and what rights should be delegated to the management department? In this regard, we can provide the following support and help to the client:

Form the board of directors of a FIE

Determine the functions and power of the board of directors of a FIE

Formulate the rules of procedure for the board of directors of a FIE

Guide the convening, deliberation and voting of the board of directors of a FIE

Draft legal documents for the board of directors of a FIE

Corporate Legal Affairs

WFOE Establishment

JV Establishment

Legal Affairs of Capital Contribution

Board of Directors of a FIE

Investor's Equity

Merge/Division of a FIE

Litigation Involving a FIE

The issue of capital contribution/equity of a FIE is more complicated than that of a domestic enterprises. For this, we can provide the following support and help:

Equity transfer agreement of a FIE

Internal procedures for equity transfer in a FIE

Change of government registration for equity transfer of a FIE

Legal affairs concerning the silent partner's equity of a FIE

Other legal issues concerning the equity of a FIE

Corporate Legal Affairs

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JV Establishment

Legal Affairs of Capital Contribution

Board of Directors of a FIE

Investor's Equity

Merge/Division of a FIE

Litigation Involving a FIE

The merger or division of a FIE is different from that of a domestic enterprise. In this regard, we can provide support and help including (but not limited to):

Formulate plans for the merger or division of a FIE

Draft merger or division agreements for a FIE

Formulate plans for succession of debt and creditor's right of a FIE to be divided or merged

Assist the client to liquidate the assets, coordinate and arrange with the audit, evaluation and other institutions

Preparation of government documents for review and approval

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Litigation Involving a FIE

The Supreme People's Court has issued a special judicial interpretation on disputes involving in a FIE, but it is still insufficient to settle all disputes concerning a FIE. We have deep research in this area and can handle litigation or arbitration cases for the clients concerned, which include (but not limited to) :

Disputes over equity transfer contracts of a FIE

Disputes over equity ownership claimed by actual investor

Dispute over a fundamental breach of contract by a nominal shareholder

Disputes over malicious collusion between the two parties of the undisclosed investment agreement

Dispute arising from false application for approval

Media Interview

CCTV

Phoenix TV

China People's Daily

News.cn

China Daily

China Legal Daily

Global Times

Washington Post

New York Times

CNN

The Globe and Mail

BTV *Face to Face* Program

BTV *Entertainment Daily* Program

BTV Education *Society & Law* Program

Sina.com

Sohu.com

Legal Evening Newspaper

Beijing Evening Newspaper

Qi Lianfeng was also interviewed by many other domestic and international media and has commented on many hot topics, but it can't be listed in details here.

Representative Cases

International IP License Agreement with 10 Million Dollars: We helped a client reach an international Intellectual Property License Agreement with 10 Million Dollars and participated in the whole process of negotiation on this project. Qi was in charge of all the legal works himself after the project launch.

Provide legal services to Top 500 enterprises on IP issues: We provided legal services to Fortune 500 enterprises like Apple Corporation, McDonald Corporation.

Real Estate Equity M&A Project: We once participated in a real estate M&A project that was conducted by the way of acquiring the equity of the targeted company. Qi participated in all the work of negotiation and contract drafting in this project. During the process, Qi negotiated with different parties and designed legal framework in order to successfully complete this project and prevent legal risks.

Representative Cases

Joint Venture Establishment: Qi ever helped the client negotiate with a company coming from South Korean and then set up a Sino-Korea Game Development Joint Venture Company. In the process, We was involved in all negotiations, drafted all the legal documents and participated in the whole process of company establishment.

Solve Legal Disputes on Construction Projects: In a dispute of construction project, We helped the client comb and analyze very complicated legal relations involved in the case and made practical strategies for the client.

Acted as the Legal Counsel for a Large Real Estate Development Group, in the meantime, We handled a lot of daily legal affairs for this real estate development group and this development groups' subsidiaries, such as: Construction Company, Decoration Company and Property Service Company and handed a lot of litigation cases for these companies.

Resources and Strength

International Business Resource: We have long-term and stable relationship with the chamber of commerce of America, EU, Australia, Hong Kong and so on. As a result, we can help clients to develop international cooperation. Meanwhile, we have relationship with law firms and accounting firms in EU, US, Australia, Japan, Korea, Hong Kong etc., so we can help clients and governments to solve overseas.

Domestic Business Resource: We have board connection and cooperation with many enterprises in mainland China so that we can fully facilitate these resources to provide help and support to some companies and governments.

International Media Resource: We have long-term communication and cooperation with lots of top tier international media agencies, as is a strength that other organization may not have. When a company or government needs to get in touch with international media, we can certainly help on this.

Resources and Strength

Domestic Media Resource: We have long-term communication and cooperation with over a hundred of domestic media agencies, including traditional media, new media and social media. With these resources, we can help companies to improve their brand and to do marketing and PR and so on.

International Government Resource: We often communicate with HK government, embassies of some foreign countries and other international government authorities. We can provide support when Chinese companies need to cooperate with foreign governments.

Domestic Government Resources: We have connections with lots of governments in mainland China and we can help Chinese companies, western companies or western governments to get in touch with Chinese government so as to achieve win-win outcome.

Contact Us

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Thank You Very Much!