

OVERVIEW

As a premier, mid-sized law firm founded in 1963 with over 120 attorneys in our New York City and Los Angeles offices, we have assembled the finest legal minds and business acumen in 16 different practice groups encompassing 90 different practice areas. We are a full-service law firm focused on delivering prompt, concrete and expert advice cost-effectively and efficiently. We begin by deriving a thorough understanding of each client's business, its stage of development and its short and long-term objectives. In addition, an experienced senior attorney actively oversees each client's affairs because fostering and maintaining client confidence is one of our highest priorities.

We represent institutional and entrepreneurial clients, from start-ups to Fortune 500 companies, with special focus on middle-market companies. Our clients span a wide variety of industries, including apparel/fashion/textile, entertainment and media, food and beverage (including food processing and distribution), publishing, pharmaceutical and biotechnology, financial services and management, healthcare, manufacturing, real estate, software and technology, energy and natural resources and telecommunications, among many others.

Pryor Cashman is also a member of Interlaw, an international network of select, independent, business-oriented, full-service law firms. We routinely work with the member firms in 120 cities worldwide in numerous countries throughout North and South America, Europe, Asia and Africa in order to protect our clients' overseas interests. We also work with ECOVIS International, an association providing tax consulting, auditing and management consultancy services outside the U.S.

CHINA PRACTICE

We are a full-service firm uniquely equipped to provide legal advice and offer practical solutions to China-based companies seeking to conduct business in the U.S. or to access the U.S. capital markets. In order to serve the legal needs of our China-based clients, our China Practice brings together the expertise and capabilities of various practice groups, such as Corporate, Litigation, Real Estate, Tax and Banking, and includes attorneys versed in Chinese culture and language.

Some key areas of our China Practice include legal representation of China-based companies on:

- SEC Reporting and Compliance
- Initial Public Offerings
- Reverse Mergers
- Secondary or Follow-on Offerings
- Registered Direct Offerings
- Private Investments in Public Equity (PIPEs)
- U.S. Stock Exchange Listings

- Corporate Governance
- Securities Litigation Defense
- Mergers, Acquisitions, Joint Ventures and Licensing
- Board and Committee Representation
- Foreign Private Issuer Representation
- Immigration/VISA matters

In our representation of our China-based clients, we strive to contribute significant value by providing high-quality, personalized and cost-effective legal services. In transactional matters, we add further value by making available our key relationships with non-legal advisors who focus on meeting the needs of China-based companies, including accounting firms, investor relations firms, bankers and placement agents.

Representative matters handled by our China Practice include:

- Served as underwriter's counsel to Global Hunter Securities, LLC and Knight Capital Markets, LLC on a \$22.5 million initial public offering of American Depositary Shares (ADSs) by Ossen Innovation Co., Ltd. (NASDAQ GM: OSN), a leading China-based manufacturer and seller of an array of plain surface prestressed steel materials and rare earth coated and zinc coated prestressed steel materials that are used in the construction of bridges, highways and other infrastructure projects in the PRC and internationally
- Served as underwriter's counsel to Rodman & Renshaw, LLC on a \$25.9 million follow-on public offering by SkyPeople Fruit Juice, Inc. (NASDAQ GM: SPU) and serving as underwriter's counsel or placement agent's counsel on other public offerings and PIPE transactions
- Serving as SEC and corporate counsel to China Green Agriculture, Inc. (NYSE: CGA), a maker of fertilizer and other agricultural products based in Shaanxi province; advised China Green on a \$25 million registered direct public offering and its listing on the NYSE
- Represented Sinopec USA in its acquisition of corporate offices in midtown Manhattan, and ongoing representation in various U.S. related visa applications for key employees
- Represented Kingtone Wirelessinfo Solution Holding, Ltd. (NASDAQ CM: KONE) on its initial public offering and NASDAQ listing
- Serving as SEC and corporate counsel to China Pharma Holdings, Inc. (NYSE AMEX: CPHI), a maker of pharmaceuticals and nutritional supplements based in Hainan province
- Serving as SEC and corporate counsel to China Medicine Corporation (OTCBB: CHME), a maker of prescription and over-the-counter pharmaceuticals, traditional Chinese medicines and other products based in Guangzhou province, and advising China Medicine on a \$70 million private equity financing
- Represented National Securities Corp. as the sole placement agent for GHN Agrispan Holding Company (OTCBB: GHNA), a China-based prepared foods and catering company, in a PIPE (private placement in public equity) transaction involving the sale of Series A convertible preferred stock and warrants

- Serving as SEC and corporate counsel for BEFUT International Co., Ltd. (OTCBB: BFTI), a maker of electrical and specialty wire and cable products based in Dalian City, Liaoning province
- Serving as SEC and corporate counsel to China Shenghuo Pharmaceutical Holdings, Inc. (NYSE AMEX: KUN), a maker of pharmaceutical, nutritional supplement and cosmetic products based in Yunnan province
- Serving as corporate counsel to Zhongpin Inc. (NASDAQ GS: HOGS), a meat processing and distribution company based in Henan province; advised Zhongpin on various private investment in public equity (PIPEs) financing transactions involving proceeds of over \$75 million
- Represented the lead investor in a \$3.13 million equity investment in Shiner International, Inc. (NASDAQ CM: BEST), a Hainan province-based supplier of advanced packaging products
- Represented Agfeed Industries, Inc. (NASDAQ GS: FEED), a manufacturer of animal feed products based in Jianxgi province, on its \$75 million public offering
- Assisted both Shiner International, Inc. (NASDAQ CM: BEST), a manufacturer of packaging materials based in Hainan province, and Zhongpin Inc. with their listing applications for the NASDAQ Global Select or Capital Markets and the preparation and filing with the SEC of their resale registration statements
- Representing a publicly-traded, China-based company in a complex securities class action lawsuit instituted in the U.S.
- Advising several privately-held China-based companies on their private placement financing transactions and are currently counseling such companies on becoming U.S. public companies

SECURITIES AND CORPORATE FINANCE

As demonstrated above, many of the services we provide to our China-based clients draw upon our attorneys' expertise in the area of securities and corporate finance. We represent a wide variety of clients, both issuers and investors, in U.S. federal and state securities laws matters. For early-stage and other private issuers, we not only offer legal advice on the offering process (including state "blue sky" requirements), but also provide access to long-standing relationships with funding sources, such as clients in our Private Investment Funds practice and our Banking and Finance Group. We provide guidance regarding the type and terms of the security to be offered, the negotiation of any placement agent agreements, and the preparation of private placement memoranda and the various subscription and other agreements needed.

For issuers ready to enter the public securities markets, we assist in the negotiation of underwriting agreements, preparation of the registration statement, and the completion and filing of listing applications with the New York Stock Exchange, the NYSE Amex (formerly known as the American Stock Exchange) and NASDAQ. In addition to representing companies listed on the major exchanges, we also represent emerging growth companies that trade over-the-counter or on the NASDAQ small cap market. These companies engage in many alternative public offering transactions, such as reverse mergers, PIPEs, SPACs and others.

For companies that are already publicly traded, we frequently give advice regarding compliance with Regulation FD under the U.S. Securities Act of 1933, which requires widespread public dissemination of certain disclosures, including the timing, form and content of proposed press releases and other public communications, and we review and comment (and, if requested, prepare) all periodic and other filings with the SEC, such as Forms 10-K, 10-Q and 8-K, as well as proxy statements and scripts for annual stockholders meetings. We also evaluate requests by stockholders for inclusion of their proposals in proxy materials and counsel clients with respect to appropriate responses to unsolicited purchase offers and proxy contests.

We assist public clients in designing and implementing corporate governance policies, stock repurchase programs, employee stock option plans and other equity incentive plans, and help them in keeping the required records of plan documents used as the "prospectus" required to be provided to employees regarding employee benefit plans.

We counsel directors and officers regularly on their fiduciary responsibilities to public stockholders. We also advise them on their liabilities under short-swing profit rules (§16), providing periodic reminders of their obligations to file forms relating to their sale and purchase of company stock and their dispositions of restricted shares in the public markets (Rule 144).

To learn more about our Securities and Corporate Finance experience and capabilities, please visit our firm's website at www.pryorcashman.com.

ADDITIONAL INFORMATION

If you would like additional information about Pryor Cashman LLP and its China Practice, please contact:

Eric M. Hellige, Esq., Senior Partner, Chairman of the Corporate Group and Co-Chair of the China Practice; (212) 326-0846; ehellige@pryorcashman.com

Selig D. Sacks, Esq., Senior Partner, Corporate Group, and Co-Chair of the China Practice; (212) 326-0879; ssacks@pryorcashman.com

Elizabeth Fei Chen, Esq., Partner, Corporate Group and member of the China Practice; (212) 326-0199; echen@pryorcashman.com

Edward C. Normandin, Esq., Partner, Corporate Group, and member of the China Practice; (212) 326-0892; enormandin@pryorcashman.com

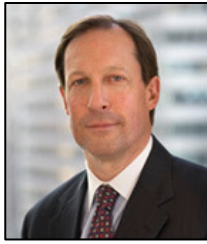
Michael T. Campoli, Esq., Of Counsel, Corporate Group, and member of the China Practice; (212) 326-0468; mcampoli@pryorcashman.com

Ying Cao, Esq., Associate, Corporate Group, and member of the China Practice; (212) 326-0243; ycao@pryorcashman.com

David E. Parsly, Esq., Associate, Corporate Group, and member of the China Practice; (212) 326-0859; dparsly@pryorcashman.com

Michael Peng, Esq., Associate, Corporate Group, and member of the China Practice; (212) 326-0141; mpeng@pryorcashman.com

Dina Zhang, Contract Paralegal, Corporate Group, and member of the China Practice; (212) 326-0532; dzhang@pryorcashman.com



ERIC M. HELLIGE

Senior Partner
ehellige@pryorcashman.com

7 Times Square
New York, NY 10036-6569
Direct Tel: 212-326-0846
Direct Fax: 212-798-6380

Eric Hellige is Chairman of Pryor Cashman's Corporate Group and Co-Chair of the China Practice. Mr. Hellige is a Senior Partner with over 25 years' experience in general corporate representation, with an emphasis on transactional work. His practice concentrates on a wide range of corporate, securities and commercial matters, including federal and state securities law, venture capital, mergers and acquisitions, joint ventures, corporate trust and general corporate counseling. He works extensively with both public and private clients and a number of the largest financial institutions in the U.S.

Mr. Hellige serves as corporate counsel to public and private companies in connection with their general corporate and securities compliance matters. In these engagements, he provides ongoing advice to corporations, partnerships and other entities in connection with operational matters, including venture capital and corporate finance, employment contracts and incentive compensation, transitional planning, shareholder or partnerships arrangements, banking and investor relationships and general business planning and counseling. He has represented clients in all stages of the corporate growth cycle, including emerging growth and later-stage companies in start-up, early stage and other venture capital financings, private placements and bridge financings, mergers and acquisitions, exchange offers, strategic alliances and other joint venture formations. Mr. Hellige's background also include the negotiation of technology licensing, consulting, shareholder, executive compensation, confidentiality and non-competition agreements and corporate governance matters.

Mr. Hellige advises public companies, both domestic and international, on a wide variety of issues under the federal and state securities laws, including SEC periodic reporting and proxy requirements, dealing with analysts and the press, Section 16 reporting (short swing profits), Rule 144 sales, and the rules and regulations of the national stock exchanges. Mr. Hellige also has represented numerous issuers, selling stockholders, and underwriters in connection with a variety of public debt and equity financings, including initial public offerings, secondary offerings and selling stockholder shelf registrations.

Mr. Hellige has represented purchasers and sellers of businesses in many different industries, including both public and private (including family-owned) companies. These transactions have involved the use of secured and unsecured debt as well as public or private equity securities with the attendant tax, corporate and securities considerations.

Mr. Hellige served as senior securities counsel on Zhongpin Inc.'s \$75 million public offering and oversees Pryor Cashman's corporate and securities legal services to Zhongpin as well as to several other public and private China-based companies.



SELIG D. SACKS

Senior Partner
ssacks @pryorcashman.com

7 Times Square
New York, NY 10036-6569
Direct Tel: 212-326-0879
Direct Fax: 212-798-6391

Selig Sacks is the Senior Partner of the Corporate Group and Co-Head of the China Practice. He regularly acts as legal counsel to Rodman & Renshaw on initial and follow-on public offerings, and private placements (PIPEs). In addition, he represents China-based companies in their accessing the U.S. capital markets and ongoing SEC compliance obligations. Recent transactions include representing Sinopec USA in its acquisition of its corporate offices in midtown Manhattan, representing Rodman & Renshaw in follow-on public offerings and PIPEs for China based companies engaged in the pharmaceutical, consumer products, green technology, new media, and infrastructure industries. For China Shenghou Pharmaceutical Holdings, Inc. (Ticker: KUN), Mr. Sacks helped guide them to a successful conclusion of an SEC investigation and settlement of a class action lawsuit on highly favorable terms. Mr. Sacks has also successfully completed legal projects for AgFeed Industries, Inc. (Ticker: FEED) (PIPE and public offering), Shiner International, Inc. (Ticker: BEST) (resale registration and NASDAQ Listing), and other assignments for China-based companies.

Mr. Sacks is a frequent speaker in China on the public offering and private placement legal process in the United States. He was a member of the Rockefeller Mission to China (March, 2010), NASDAQ Delegation to Inner Mongolia (May 2010) and speaker at the 12th Annual Private Equity and Venture Capital Forum (June 2010) held in Shenzhen. Mr. Sacks is also Co-Chair of the International Awards and Summit of The M&A Advisor to be held in New York (December 2010).

On December 2, 2010, Pryor Cashman became the first law firm in the world to sign a Memorandum of Understanding with the International Cooperation Center of the National Development and Reform Commission of the People's Republic of China to assist Chinese companies to access the capital markets in the United States. Mr. Sacks leads this effort.

In furtherance of this initiative, with NASDAQ OMX in March 2011 Mr. Sacks conducted seminars for Government and business leaders in the Haidian District of Beijing (China's Silicon Valley) and the Guanghua School of Management, Shijiazhuang and Hangzhou. Mr. Sacks also spoke in Shanghai at the China IPO Bootcamp 2011 hosted by CCG Investor Relations on "Building a Great Board of Directors and World-Class Governance Standards". He will be a featured speaker on May 6 in New York City at the "Wall Street China Forum: Assessing U.S. Listed China Companies" sponsored by China Entrepreneurs.

Mr. Sacks is a Graduate of Stanford Law School, where he was Executive Editor of the Stanford Journal of International Studies. He serves on the Board of Visitors of Stanford Law School, Regional Chair. He served for 6 years on Pryor Cashman's Executive Committee and as Co-Chair of its Lateral Recruitment Committee.



ELIZABETH FEI CHEN

Partner
echen@pryorcashman.com

7 Times Square
New York, NY 10036-6569
Direct Tel: 212-326-0199
Direct Fax: 212-798-6366

Elizabeth Fei Chen is a member of Pryor Cashman's Corporate Group and China Practice. She does work in general corporate law and securities as well as with private Chinese companies that wish to go public in the U.S.

Elizabeth works on all phases of transactions, from legal analysis in connection with restructuring private companies for purposes of going public to advising public companies regarding compliance requirements under U.S. securities laws and regulations. Most of Elizabeth's clients are based in China and cover a wide range of industries, including manufacturing, pharmaceuticals, software and technology.

Elizabeth's experience has involved a wide variety of matters, including:

- Origination and completion of reverse mergers and simultaneous private placements
- Several cross-border transactions involving public and private mergers, stock and asset acquisitions, investments, real estate
- Initial and secondary public offerings, as well as private placements of debts and equity securities
- Drafting and negotiating a variety of forms of corporate financings and transaction agreements, including share exchanges and acquisitions
- Preparation and filing with the SEC of registration statements under the Securities Act of 1933 and other disclosure documents and reports, including annual reports, quarterly reports, proxy statements, information statements, Section 16 reports and Section 13 reports under the Securities Exchange Act of 1934

Prior to joining Pryor Cashman, Elizabeth was a senior associate at Guzov Ofsink, LLC in New York, where she was one of the founding members of that firm's China practice. Between 2002 and 2003, she worked in Shanghai, first at one of the leading Chinese law firms, Fangda Partners, and then at the Shanghai offices of an international U.S. firm.

Elizabeth is a native Chinese speaker. She was educated in China (LL.B. in International Economic Law from Fudan University School of Law), the U.K. (LL.M. in Commercial Law from the University of Cambridge) and the U.S. (LL.M. in International Legal Studies from New York University School of Law).



EDWARD C. NORMANDIN

Partner
enormandin@pryorcashman.com

7 Times Square
New York, NY 10036-6569
Direct Tel: 212-326-0892
Direct Fax: 212-798-6383

Edward Normandin is a Partner in Pryor Cashman’s Corporate Group and a member of the China Practice. He devotes his practice to counseling clients on general corporate matters, including mergers and acquisitions, public and private debt and equity financing transactions, joint ventures, securities law compliance, venture capital financing, corporate formation and governance. He has handled complex domestic and international transactions for Pryor Cashman’s diverse client base.

Mr. Normandin has represented clients at every stage of development, with such clients ranging from start-up ventures to publicly traded corporations engaged in a wide range of industries, including pharmaceutical, advertising and media, entertainment, energy, manufacturing software and health services, among many others. Before he became an attorney, Mr. Normandin served as an active-duty officer in the United States Army and held finance-related positions at several large corporations. Mr. Normandin is a 1998 graduate of the State University of New York at Buffalo Law School, where he also earned a Certificate of Concentration in Financing Transactions. Mr. Normandin has a B.S. in Economics from Siena College and an M.B.A. from Bryant University, where he had a concentration in finance.



MICHAEL T. CAMPOLI

Of Counsel
mcampoli@pryorcashman.com

7 Times Square
New York, NY 10036-6569
Direct Tel: 212-326-0468
Direct Fax: 212-798-6361

Michael Campoli is a member of Pryor Cashman’s Corporate Group and China Practice. Michael devotes his practice to counseling public and private companies on a broad range of corporate matters, including securities law compliance, corporate formation and governance, mergers and acquisitions, public and private debt and equity financing transactions, and limited liability company and partnership counseling.

Mr. Campoli’s work at Pryor Cashman has included the representation of:

- Rodman & Renshaw LLC as underwriter’s and placement agent’s counsel on various public offerings and PIPE transactions

- Marina Biotech, Inc. (NASDAQ: MRNA) as outside general counsel in connection with its equity and debt financings, M&A initiatives and compliance with Securities and Exchange Commission (SEC) reporting requirements
- Javelin Pharmaceuticals, Inc. (Amex: JAV) as outside general counsel in connection with its equity financings and compliance with the reporting requirements of the SEC and other regulatory agencies
- Representation of Henry Schein, Inc. (NASDAQ: HSIC) in connection with the acquisition of various private companies in the medical equipment and software industries
- Briad Restaurant Group in its prevailing tender offer for Main Street Restaurant Group, Inc., the largest T.G.I. Friday's franchisee
- The Kushner Companies in connection with its acquisition of the office building located at 666 Fifth Avenue, New York, New York
- A private telecommunications company in connection with the issuance of a \$260 million secured note to the Rural Utilities Service of the U.S. Department of Agriculture and the concurrent placement of \$110 million of preferred stock to venture capital investors



YING CAO

Associate
ycao@pryorcashman.com

7 Times Square
New York, NY 10036-6569
Direct Tel: 212-326-0243
Direct Fax: 212-798-6947

Ying Cao is a member of Pryor Cashman's Corporate Group and China Practice. Ying's practice focuses on representing foreign (primarily Chinese) and domestic companies on transactional, regulatory and compliance matters, such as initial public offerings, mergers and acquisitions, reverse mergers, registered direct public offerings, private placements, U.S. stock exchange listings and general U.S. securities reporting and compliance matters. She also advises U.S. investment banks and institutional investors on their China-related transactions.

Prior to joining Pryor Cashman, Ying was a corporate associate at Sullivan & Cromwell LLP in New York between 2006 and 2009. Ying is a native Chinese (mandarin) speaker. She obtained her J.D., with honors, from Rutgers University School of Law in 2006, her M.S. from University of Michigan and her B.A. from Beijing Foreign Studies University. Ying is also an Executive Vice President of the U.S.-China Legal Exchange Foundation.



DAVID E. PARSLY

Associate
dparsly@pryorcashman.com

7 Times Square
New York, NY 10036-6569
Direct Tel: 212-326-0859
Direct Fax: 212-798-6378

David Parsly is an associate in the Corporate Group and represents public and private companies in a variety of general corporate matters, including corporate formation and governance, mergers and acquisitions, corporate finance, and securities issuance and compliance.

David is a 2007 graduate of the Benjamin N. Cardozo School of Law, and earned a B.A. from the University of Michigan in 2004. While in law school, David served as a judicial intern for the Honorable Richard B. Lowe III in the Commercial Division of the New York State Supreme Court, New York County.



MICHAEL PENG

Associate
mpeng@pryorcashman.com

7 Times Square
New York, NY 10036-6569
Direct Tel: 212-326-0141
Direct Fax: 212-798-6318

Michael Peng is an associate in Pryor Cashman's Corporate Group and a member of the China Practice. He represents private equity investment firms and private companies in mergers and acquisitions, venture capital investments, secured transactions, joint ventures, private placements and general corporate matters. He also represents borrowers in secured credit facilities to finance operations and acquisitions.

Mr. Peng is a 2003 graduate of Brooklyn Law School, where he was awarded an International Business Law Fellowship from the Center for the Study of International Business Law, and was also part of the Minority Fellowship Program sponsored by The Association of the Bar of the City of New York. Mr. Peng speaks both Chinese (Mandarin) and Taiwanese-Hakka Dialect.