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China Practice

Pryor Cashman is 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 in connection with:

- 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 that 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:

- Represented the Audit Committee of Jinhao Motor Company and the Independent Directors of Orient Paper, Inc., in internal investigations
- Served as underwriter's counsel to Global Hunter Securities, LLC and Knight Capital Markets LLC on \$22.5 million initial public offering of American Depositary Shares (ADSs) by Ossen Innovation Co., Ltd. (NasdaqGM: OSN), leading China-based manufacturer and seller of array of plain surface prestressed steel materials and rare earth- and zinc coated prestressed steel materials used in construction of bridges, highways and other infrastructure projects in 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. (NasdaqCM: 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 and 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
- Representing Kingtone Wirelessinfo Solution Holding Ltd. (NasdaqCM: 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. (NasdaqGS: HOGS), a meat processing and distribution company based in Henan province, and advised Zhongpin on a \$60 million underwritten public offering and various private investment in public equity (PIPEs) financing transactions involving proceeds of over \$75 million
- Represented lead investor in \$3.13 million equity investment in Shiner International Inc. (NasdaqCM: BEST), a Hainan province-based supplier of advanced packaging products
- Represented Agfeed Industries, Inc. (NasdaqGS: FEED), a manufacturer of animal feed products based in Jianxgi province, on its \$75 million public offering
- Assisted both Shiner International, Inc. (NasdaqCM: 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 counseling such companies on becoming U.S. public companies