Jia Yan | Partner
严嘉 | 合伙人

jia.yan@pillsburylaw.com

Shanghai
Suite 1115, 11th Floor, Bund Center
222 Yan An Road East
Huangpu District, Shanghai 200002
China
Ph. +86.21.6137.7980
Fax +86.21.6137.7900

- Corporate 公司事务
- Mergers & Acquisitions 并购
- Capital Markets 证券与资本市场
- Investment Funds 私人投资基金
- International Arbitration 国际仲裁
- China 中国事务

Jia Yan is a partner in Pillsbury's Corporate practice and co-leader of our China practice.

严嘉律师是美国普盈律师事务所公司业务部合伙人，中国业务联席主席。

Jia primarily represents clients in mergers and acquisitions and financing, Hong Kong and U.S. IPOs, corporate restructuring, fund formation and private equity investments. He also has significant experience in international dispute resolutions and real estate transactions.

严律师的主要业务领域是跨境并购与融资、香港和美国上市、公司重组、基金设立和私募股权投资。他在国际争议解决和房地产投资业务方面亦拥有相当丰富的经验。

Prior to joining Pillsbury, Jia was the co-chair of Paul Hastings's Beijing and Shanghai offices. He previously served as the chief operating officer of iSinoLaw Limited, the general counsel of Tai Kong Tung, as well as the associate director and research fellow of Hong Kong WTO Research Institute. Jia began his career as an associate at a prominent Wall Street firm's New York office.

在加入普盈前，严律师是美国普衡律师事务所北京及上海办公室的联席管理合伙人。他曾任中华法律网首席运营官，大江东投资有限公司首席法律顾问和香港世界贸易组织研究中心研究员兼副主任。严律师的执业生涯从一家华尔街顶级律所纽约办公室起步。

Mr. Yan is admitted to practice law in New York. He also passed the PRC bar in 1994 but does not hold a current practicing certificate.

严律师获准在纽约州执业。他亦于 1994 年取得中国律师执业资格，但目前未持有律师执业证。

Representative Experience

代表性经验

M&A, Investment, Financing and Fund Formation

并购、投资、融资和基金设立

- Advised a Chinese sovereign wealth fund in its various asset management and hedge fund/PE fund formation and investment transactions, which grossed hundreds of billions of U.S. dollars in investment value.

  代表一家中国主权财富基金总额上千亿美元的各类资产管理和对冲/私募股权基金设立与投资交易。

- Advised Fosun Group in the following transactions:

  代表复星集团就以下交易提供法律咨询，包括：

  - participation as a major shareholder in the de-SPAC transaction of the Delaware company Butterfly Network, Inc. on the NASDAQ; the total transaction value exceeded $3 billion;

  作为主要股东参与超过 30 亿美元的特拉华州公司 Butterfly Network 公司注入纳斯达克上市 SPAC 公司的 de-SPAC 交易；

  - equity investment for approximately 1.58 million ordinary shares issued by the NASDAQ-listed German company BioNTech, distribution of BioNTech's COVID-19 vaccine BNT162 in Hong Kong, Macau and Taiwan, and cooperation with BioNTec to develop and commercialize a vaccine that prevents COVID-19 infections using BioNTech's mRNA vaccine candidate BNT162;

  认购纳斯达克上市的德国 BioNTech 公司增发的约 158 万股普通股，并在香港、澳门和台湾独家承销其新冠疫苗 BNT162，同时拟在中国内地利用 mRNA 候选疫苗 BNT162 开发并商业化预防新冠肺炎感染等疾病的疫苗产品

  - $1.44 billion de-SPAC transaction of merging United Family Healthcare, along with TPG to New Frontier Corporation, a NASDAQ-listed SPAC and concurrent to the Fosun Group's equity acquisition of New Frontier Corporation to become its second-largest equity holder. This deal was awarded "Deal of the Year 2019" by *China Business Law Journal*;

  连同 TPG 以 14.4 亿美元向纳斯达克上市 SPAC 公司新风天域注入和睦家医疗的股份的 de-SPAC 交易，并通过认购新风天域增发股份成为其第二大股东。该交易被《商法》月刊评为"2019 年度交易"；

  - participation in the proposed restructuring of Thomas Cook, a tourism service company with the longest operating history in the world;

pillsbury

参与世界历史最悠久旅游服务公司 Thomas Cook 的破产重组；

- acquisition of a medical official building located in St. Louis, Missouri and the related financing;

收购位于密苏里州圣路易斯市的一栋医疗办公楼及相关融资

- $40 million acquisition of a majority stake in the Vienna-listed luxury textiles maker and lingerie brand Wolford;

以 4000 万美元收购奥地利维也纳上市公司、世界高端针织品制造商 Wolford 的多数股权；

- acquisition of a majority stake in Guide Investimentos, a Brazilian brokerage and wealth management company;

收购巴西经纪及财富管理公司 Guide Investimentos 多数股权；

- financing of a $103 million acquisition of the City of London office building, Lloyds Chambers;

为 1.03 亿美元收购伦敦市写字楼物业劳合社大厦进行融资；

- acquisition of a majority stake in Resolution Property Investment Management, a London-based private equity real estate fund manager;

收购一家总部位于伦敦的私募股权房地产基金管理公司 Resolution Property Investment Management 的多数股权；

- acquisition of a large parcel of land in Clearwater Bay of Hong Kong, intended for the development of a low-density residential project;

收购香港清水湾一片土地，并发展低密度住宅；

- management and lease of an office building formerly known as One Chase Manhattan Plaza, which it acquired from JPMorgan Chase at $725 million; and

对 7.25 亿美元从摩根大通收购的 One Chase Manhattan Plaza（原名）进行管理与租赁；及

- participation in the acquisition of Cirque du Soleil, as a member of the buyer consortium backed by TPG.

参与对太阳马戏的收购。复星是 TPG 牵头买方财团成员之一。

- Advised Ping An Group in the following transactions:

代表平安集团就以下交易提供法律服务：

- $1.6 billion acquisition of a 47.4% interest in NASDAQ-listed AutoHome, a leading automobile trading and information website, from Telstra. (This deal was awarded "Deal of the Year 2016" by *China Business Law Journal*) as well as Ping An's subsequently acquisition of the remaining shares of Autohome from Telstra for approximately $200 million; and later, its participation in AutoHome's secondary listing in Hong Kong;

以 16 亿美元收购澳大利亚电信持有的纳斯达克上市公司汽车之家的 47.4%股份。汽车之家是一间领先的汽车交易和信息网站。该交易被《商法》月刊评为"2016 年度交易"。后续平安以约 2 亿美元从同一卖方收购其在汽车之家的剩余股份。亦代表平安集团参与汽车之家在香港的第二地上市；

- $60 million investment in ANE, a leading logistics company;

超过 6,000 万美元投资于一家领先的物流公司安能物流；

- $85 million pre-Hong Kong IPO investment in Guodong Group, the largest private-owned tower company in China, in the forms of convertible bond and exchangeable bond;

约 8,500 万美元以可转换债券和可交换债券形式对中国最大的民营铁塔公司国动集团进行香港上市前投资；

- $50 million investment in an offshore subsidiary of JD Logistics, a leading Chinese logistics company; and

约 5,000 万美元对一家中国顶级物流企业京东物流境外平台进行私募股权投资；及

- divestment from MOGU, a NYSE-listed company.

从美国纽交所上市公司蘑菇街中退出。

- Advised China Media Capital in the following transactions, including its:

代表华人文化基金就以下交易提供法律服务，包括：

- joint venture with Merlin Entertainment in relation to the development of the LEGOLAND theme park in China;

与英国默林公司合资，拟在中国开设第一家乐高乐园；

- joint venture with Warner Brothers to establish a new movie studio in Hong Kong, Flagship Entertainment; this deal was awarded "Deal of the Year 2015" by *China Business Law Journal*;

与华纳兄弟进行合资，从而在香港设立一家新的电影公司旗舰影业。此交易被《商法》月刊评为"2015 年度交易"；

- landmark joint venture with DreamWorks Animation to create original Chinese animations for distribution in China and around the world. This transaction was awarded "Joint Venture Deal of the Year 2012" by *China Business Law Journal*, as well as CMC's cooperation with DreamWorks and Shanghai Xuhui District Government with respect to the establishment of the Dream Center, a proposed $314 million landmark culture development project;

通过与美国梦工厂动画公司具有里程碑意义的重大合资项目，制作可在中国和世界各地发行的原创中文动画作品。该项目被《商法》月刊评为“2012 年最佳合资项目”；还为华人文化就拟议 3.14 亿美元的文化地标开发项目“梦中心”与梦工厂及上海徐汇区政府合作提供法律服务；

- acquisition of approximately 47% stake in Star China TV, the controller of the producer of the popular music TV show Voice of China, from 21st Century Fox;

向 21 世纪福克斯收购星空传媒约 47%的股权。星空传媒是流行音乐节目《中国好声音》制作方控制人；

- establishment of a joint venture with Hong Kong's Television Broadcasts Limited in Shanghai. The joint venture, with TVB China Limited, focuses on the business of agency of various advertisements and television programs and film copyrights;

与香港电视广播有限公司在上海设立一家合资企业翡翠东方。该合资企业主营业务是代理各种广告业务以及电视节目及电影的版权；

- establishment of a holding structure with its LPs and a leading Chinese PE fund to acquire 20% shares of iMAX China; and

通过与其有限合伙人及一家领先的中国私募股权基金设立的股权平台，收购 iMAX 中国约 20%的股份；及

- investments in NextVR and iMax VR Fund.

对 NextVR 和 iMax VR 基金进行投资。

- Advised De Well, an international logistics company, on:

代表德威集团，一家国际物流企业。

- the subscription of its equity interest by an investing vehicle of Cainiao, a global logistics service provider under Alibaba Group;

获菜鸟网络旗下的投资平台认购其股份。菜鸟网络是阿里巴巴集团旗下一家全球物流服务提供商；

- its acquisition of 100% shares of a logistics company operating in the United States, Mexico etc., for $28 million.

以 2,800 万美元收购一家在美国、墨西哥等地运营的物流公司。

- Advised GenScript Biotech, a U.S.-based biotechnology company focused on gene synthesis technology and its indirect wholly-owned subsidiary Probio Technology in:

  代表金斯瑞生物科技，一家专注于基因合成技术的美国生物科技公司，及其间接全资附属公司蓬勃生物。

  - a Series A financing transaction from a private equity firm Hillhouse Capital, who subscribed minority equity interest in Probio Technology for $150 million, with a $125 million warrant to purchase additional shares;

    与私募股权投资基金高瓴资本的 A 轮融资交易。高瓴资本以 1.5 亿美元认购蓬勃生物的少数股权，并获得总价 1.25 亿美元的额外认股权证；

  - its $37 million Series B financing from Zhenjiang High-Tech Venture Capital; and

    与镇江高新创投的 3700 万美元的 B 轮融资交易；及

  - its Series C financing with investments from Legend Capital, Highlight Capital, Hillhouse Capital and other institutional investors. Probio Technology raised approximately $224 million from the Series C investors.

    与君联资本、弘晖基金、高瓴资本以及其他机构投资者的 C 轮融资交易。蓬勃生物向 C 轮投资人共募集约 2.24 亿美元。

- Advised MultiMetaVerse, an animation and entertainment company devoted to establishing an open community for its global users by providing high-quality entertainment experiences, in its $ 300 million de-SPAC transaction and subsequent listing on the NASDAQ.

  代表 MultiMetaVerse，一家致力于通过提供高质量的娱乐体验为其全球用户建立一个开放社区的动画和娱乐公司，完成其 3 亿美元的 de-SPAC 交易以及后续的纳斯达克上市。

- Advised Apex Group's founding team in its equity sales transaction as part of the Swiss publicly listed company Kuehe and Nagel International AG's acquisition of the Apex Group, a leading logistics company, at a market capital of $1.5 billion.

  代表艾派克斯集团的创始团队在瑞士上市公司德迅以约 15 亿美元估值收购艾派克斯集团（一家领先的物流公司）的交易中出售其股份。

- Advised NRL Investment Holdings Ptd. Ltd. for its establishment as an investment group engaged in fund of funds investment, private equity investment and direct investment activities in Asia.

  代表纽尔利资本，一家在亚洲从事母基金投资、私募股权投资和直接投资的综合性投资集团的设立。

- Advised YF Capital, a leading private equity firm in China, in its RMB100 million investment in a semiconductor manufacturer, which was 100% owned by a JASDAQ-listed company.

代表云锋基金，一家领先的中国私募股权投资基金，以 1 亿元人民币参与收购一家日本二板市场上市公司全资拥有的半导体制造商。

- Advised American International Group to dispose its equity interest in a Chinese-foreign cooperative joint venture established in the mid-1980s, which owns Shanghai Center, a landmark building in downtown Shanghai.

  代表美国国际集团处置其在一家 1980 年代中期设立的中外合作企业中的权益。该中外合作企业持有上海市中心地标建筑上海商城。

- Advised Zhonghong Zhuoye Group in its $448 million acquisition of 21% equity interest in the NYSE-listed SeaWorld from Blackstone.

  代表中弘卓业集团以 4.48 亿美元从黑石收购纽交所上市公司海洋世界约 21%的股权。

- Advised a leading Chinese investment bank in its formation of "funds of funds" exceeding $1 billion in total value, and its subsequent FoFs investments in various PE funds.

  代表一家中国顶级投资银行所发起设立的超过 10 亿美元的母基金，及该等母基金对多家私募股权基金的投资。

- Advised Hashglobal in its formation of a U.S.-dollar PE fund, focusing on investment in blockchain technologies, one of the pioneers in market.

  代表 Hashglobal 发起设立一家专注于区块链技术投资的美元私募股权基金。该基金是市场上最早设立的同类基金之一。

- Advised Binance, one of the leading cryptocurrency exchange platforms in the world, on its acquisition of CoinMarketCap, one of the most referenced price-tracking websites for crypto assets and based in the United States.

  代表币安，全球最大的加密货币交易平台之一，收购 CoinMarketCap，一家位于美国的知名加密货币资讯追踪网站。

- Advised an A share-listed company in the proposed acquisition of the photonics business from a German technology company for approximately €200 million.

  代表一家 A 股上市公司拟以约 2 亿欧元收购德国某科技公司光电研发业务。

- Advised Shanghai Electric Group in the sale of all its shares in Goss International Corporation to American Industrial Partners.

  代表上海电气将美国高斯国际有限公司股权全数出售给 American Industrial Partners。

- Advised Rudong Ritai in its $230 million acquisition of certain equity interest in Rudong Yangkou Port Investment & Development Co., Ltd. from a subsidiary of PYI Corporation Limited, a Hong Kong Stock Exchange-listed company.

pillsbury

代表如东日泰以 2.3 亿美元向香港交易所上市公司保华集团的子公司收购如东县洋口港投资开发有限公司的部分股权。

- Advised Bus Online in its $30 million Series B financing from China Renaissance Capital and in its $30 million convertible note financing from Most Dragon Management Ltd.

  代表巴士在线获得(i)崇德资本 3000 万美元 B 系列优先股融资和(ii)Most Dragon Management Ltd. 3000 万美元可转换票据融资。

- Advised Blackstone in its sale of shares and shareholders loan in a company that indirectly owns real property in Ningbo, China.

  代表黑石出售一家间接拥有中国宁波不动产的公司的股份和股东贷款。

- Advised Merrill Lynch in its $70 million investment, and the subsequent sale of such investment, in a West Samoan company, which indirectly owns a project company that later developed a mixed-use office and retail building located at 1788 Nanjing West Road in Jing'an, Shanghai.

  代表美林对一家西萨摩亚群岛公司进行 7000 万美元的投资，并随后出售该项投资。该目标公司通过其间接拥有的一家项目公司在上海静安区开发了南京西路 1788 号办公商用零售综合写字楼项目。

- Advised Wing Lung Bank, in a combined onshore/offshore real estate refinancing facility of approximately $100 million.

  代表永隆银行为一个房地产收购项目提供约 1 亿美元境内外组合融资贷款。

- Advised CalVal in its sale of the shares of a Barbados company, which indirectly owns Yu Fashion Garden in Shanghai to Guang Yao Dong Fang for more than $100 million.

  代表嘉沃以超过 1 亿美元向光耀东方出售间接持有上海豫城时尚广场的一家巴巴多斯公司的股份。

- Advised Aetos Capital in its joint venture investment with Longfor etc. in a $600 million mixed-use real estate development in Chengdu, China.

  代表艾拓思资本与龙湖地产等在中国成都市开发一个约 6 亿美元的综合地产合资项目。

Hong Kong and U.S. IPOs

香港和美国 IPO

- Advised Huatai Financial Holdings (Hong Kong) Limited for SinoSynergy Hydrogen Energy Technology (Jiaxing) Co., Ltd.'s HK$1.56 billion global offering and IPO on the main board of the Hong Kong Stock Exchange. Huatai Financial Holdings (Hong Kong) Limited acted as the sole sponsor for this offering. Sino-Synergy Hydrogen Energy is a leading Chinese technology and hydrogen fuel cell company focused on the research, development, production and sales of hydrogen fuel cell stacks and hydrogen fuel cell systems.

代表华泰金融控股（香港）有限公司为国鸿氢能科技（嘉兴）股份有限公司完成 15.6 亿港元在香港联交所主板的全球发行和首次公开发行。华泰金融控股（香港）有限公司担任本次发行的独家保荐人。国鸿氢能是一家中国专注于研究、开发、生产及销售氢燃料电池电堆及氢燃料电池系统的领先技术型氢燃料电池公司。

- Advised Mega Genomics Limited, the largest consumer genetic testing platform in China, in terms of the cumulative number of tests administered, on its $27.56 million global offering and IPO on the main board of the Hong Kong Stock Exchange. China Securities International acted as the sole sponsor for this transaction.

  代表美因基因有限公司，一家按累计已进行检测量计中国最大的消费级基因检测平台，在香港联交所主板完成 2,756 万美元的全球发行和首次公开发行。中信建投国际担任本次发行的独家保荐人。

- Advised SinoMab BioScience Limited, a biopharmaceutical company dedicated to R&D of therapeutics for the treatment of immunological diseases, in its $176.5 million global offering and IPO on the main board of the Hong Kong Stock Exchange as a Chapter 18A biotech company.

  代表中国抗体制药有限公司，一家专注于研发免疫性疾病治疗药物的生物制药公司，作为上市规则第十八 A 章下的生物科技公司完成 1.765 亿美元的全球发行以及在香港交易所主板的首次公开发行。

- Advised Fosun Tourism Group in its $428 million global offering and IPO on the main board of the Hong Kong Stock Exchange. This deal was awarded “Deal of the Year 2019” by *China Business Law Journal*.

  代表复星旅游文化集团完成其 4.28 亿美元的全球发售和在香港交易所主板的首次公开发行。该交易被《商法》月刊评为“2019 年度交易”。

- Advised SIIC Environment Holdings Limited, a Singapore-listed company engaging in water treatment, solid waste treatment and other environment-related businesses, in its milestone dual primary listing of ordinary shares on the main board of the Hong Kong Stock Exchange by way of introduction.

  代表上实环境，一家从事水处理、固废处理和其它环保业务的公司，在新加坡挂牌交易的同时以介绍上市方式实现里程碑式的香港交易所主板第二地主要上市。

- Advised Citigroup, UBS and CIMB in the $214 million IPO of Fu Shou Yuan on the main board of the Hong Kong Stock Exchange.

  代表花旗集团、瑞银和联昌证券作为承销商为福寿园完成 2.14 亿美元在香港交易所主板的首次公开发行。

- Advised Hunan Yongxiong Asset Management, one of the largest Chinese debt recovery companies, in its three rounds of PE financing and the proposed IPO in the U.S. capital market.

  代表湖南永雄资产管理集团，中国最大的债务催收企业之一，三轮私募股权融资，及拟议的纳斯达克首次公开发行。

pillsbury

- Advised Jiayuan.com in its $80 million IPO on the NASDAQ and its subsequent privatization.

  代表世纪佳缘以 8,000 万美元在纳斯达克首次公开发行，并在数年后实现私有化。

Bond/Note Issuance

- Advised Wuxi Nengda Thermoelectricity Co., Ltd., a state-owned enterprise in Wuxi City, China, as the guarantor, on the issuance of RMB750 million 4.2% credit enhanced guaranteed bonds due 2025 by Hongkong Yunlin International Co., Limited in Shanghai Free Trade Zone and listed on the Chongwa (Macao) Financial Asset Exchange.

  代表无锡能达热电有限公司，一家位于中国无锡市的国有企业，作为担保人、为香港云林国际有限公司发行将于 2025 年到期、利率为 2%的 7.5 亿人民币的信用增强债券。

- Advised Wuxi Xixi Industrial Development Group Co., Ltd., a Chinese state-owned infrastructure construction enterprise in Wuxi City, on its $100 million 2% credit enhanced bonds, due 2025, backed by an irrevocable standby letter of credit issued by Bank of Ningbo.

  代表无锡市锡西新城产业发展集团有限公司，一家位于中国江苏省无锡市的国有基础设施建设企业，发行将于 2025 年到期、利率为 2%的 1 亿美元信用增强债券 。该交易以宁波银行发出的不可撤销备用信用证为增信措施。

- Advised Wuxi Xixi Industrial Development Group Co., Ltd., a Chinese stated-owned infrastructure construction enterprise in Wuxi City, on its $100 million 2% credit enhanced bonds, due 2025, backed by an irrevocable standby letter of credit issued by Bank of Shanghai.

  代表无锡市锡西新城产业发展集团有限公司，一家位于中国江苏省无锡市的国有基础设施建设企业，发行将于 2025 年到期、利率为 2%的 1 亿美元信用增强债券。该交易以上海银行发出的不可撤销备用信用证为增信措施。

- Advised Jiangsu Dieshiqiao Home Textile Industry Group Co., Ltd., a Chinese state-owned property leasing, infrastructure and resettlement housing construction enterprise in Nantong City:

  代表江苏叠石桥家纺产业集团有限公司，一家位于中国江苏省南通市的国有房地产租赁、基础设施和安置房建设企业。

  - in its issuance of $100 million 2.2% credit enhanced bonds, due 2024; and

    发行将于 2024 年到期、利率为 2.2%的 1 亿美元信用增强债券；

  - on its $35 million 3% credit enhanced bonds, due 2025. backed by an irrevocable standby letter of credit issued by China Bohai Bank.

    发行将于 2025 年到期、利率为 3%的 3,500 万美元信用增强债券。该交易以中国渤海银行发出的不可撤销备用信用证为增信措施。

pillsbury

- Advised Jiangsu Ruihai Investment Holding Group Co., Ltd., a Chinese state-owned real estate, property management, investment management and tourism development enterprise in Nantong City, on its $100 million 1.9% credit enhanced bonds, due 2023, backed by an irrevocable standby letter of credit issued by Bank of Shanghai.

  代表江苏瑞海投资控股集团有限公司，一家位于中国江苏省南通市的国有房地产、物业管理、金融投资及文旅产业综合企业，发行将于 2023 年到期、利率为 1.9%的 1 亿美元信用增强债券 。该交易以上海银行发出的不可撤销备用信用证为增信措施。

- Advised Rudong County Mintai Urban and Rural Construction Engineering Co., Ltd., a Chinese state-owned infrastructure construction enterprise in Rudong County, Nantong City, on its $100 million 2.9% credit enhanced bonds, due 2025, backed by an irrevocable standby letter of credit issued by Bank of Shanghai.

  代表如东县民泰城乡建设工程有限公司，一家位于中国江苏省南通市如东县的国有基础设施建设企业，发行将于 2025 年到期、利率为 2.9%的 1 亿美元信用增强债券。该交易以上海银行发出的不可撤销备用信用证为增信措施。

- Advised Jiangru Tenghai Investment Holding Group Co., Ltd., a Chinese state-owned real estate and agricultural development enterprise in Nantong City, on its $100 million 3.4% credit enhanced bonds, due 2023, backed by an irrevocable standby letter of credit issued by Bank of Jiangsu.

  代表江苏腾海投资控股集团有限公司，一家位于中国江苏省南通市的国有房地产及农业发展企业，发行将于 2023 年到期、利率为 3.4%的 1 亿美元信用增强债券。该交易以江苏银行发出的不可撤销备用信用证为增信措施。

- Advised Yan'an New Area Investment Development (Group) Co., Ltd., a leading Chinese financial services provider for municipal public work construction, land development, infrastructure and affordable housing construction, in its issuance of $100 million 5% bonds, due 2022.

  代表延安新区投资发展(集团)有限公司，一家针对市政府公共工程、土地开发、基建及经济适用房工程的中国领先金融服务提供商，发行利率为 5%、将于 2022 年到期的 1 亿美元债券。

- Advised AMC Wanhai Securities, China Galaxy International, Vision Capital International, Soochow Securities and Central Wealth Securities Investment as the joint lead managers in the issuance of $50 million 5.5% bonds, due 2022, by Rudong County Tongtai Investment Group, a Chinese state-owned investment, financing and operating platform for urban infrastructure construction.

  代表万海证券、中国银河国际、万盛金融控股、东吴证券及中达证券作为联席牵头经办人为如东县通泰投资集团有限公司，一家专注于城市基础设施建设的中国国有投融资和运营平台，发行将于 2022 年到期、利率为 5.5%的 5,000 万美元债券。

- Advised AMC Wanhai Securities, Haitong International, Shanghai Pudong Development Bank, China Galaxy International Securities, CMBC Securities, Industrial Bank and Guoyuan Capital as the joint lead managers in the issuance of $150 million 2.8% credit enhanced bonds, due 2024, by Rudong County Jinxin Transportation Engineering Construction Investment Co., Ltd., a Chinese state-owned infrastructure investment company.

代表万海证券、海通国际、上海浦东发展银行、中国银河国际证券、民银证券、兴业银行及国元融资作为联席牵头经办人为如东县金鑫交通工程建设投资有限公司，一家中国国有基础建设投资企业，发行将于 2024 年到期、利率为 2.8%的 1.5 亿美元增信债券。

- Advised UBS, Barclays, ICBC International, and other underwriters in the $300 million guaranteed bonds issued by Shanghai Electric Group Global Investment Limited. The bonds were guaranteed by Shanghai Electric (Group) Corporation.

  代表瑞银、巴克莱银行、工银国际以及其他承销商协助 Shanghai Electric Group Global Investment Limited 发行 3 亿美元担保债券。上海电气集团股份有限公司为此交易的担保人。

- Advised Goldman Sachs, Deutsche Bank, J.P. Morgan, and other underwriters in the $500 million guaranteed bonds issued by Shanghai Electric Group Global Investment Limited. The bonds were guaranteed by Shanghai Electric (Group) Corporation.

  代表高盛、德意志银行、摩根大通以及其他承销商协助 Shanghai Electric Group Global Investment Limited 发行 5 亿美元担保债券。上海电气集团股份有限公司为此交易的担保人。

- Advised Mei Nian Investment and Meinian Onehealth as the issuer and parent guarantor respectively on Mei Nian Investment's issuance of $200 million guaranteed senior notes due 2021. Meinian Onehealth is one of the largest private health checkup services providers in China.

  代表 Mei Nian Investment 及美年大健康分别作为发行人及母公司担保人发行于 2021 年到期的 2 亿美元担保优先票据。美年大健康是中国最大的私营专业健康体检和医疗服务供应商之一。

- Advised Morgan Stanley, J.P. Morgan, Deutsche Bank, Société Générale and other underwriters in the issuance by Shanghai Electric Newage Company Limited of its €600 million guaranteed bonds guaranteed by Shanghai Electric Group Company Limited and listed on the Irish Stock Exchange.

  代表摩根士丹利、摩根大通、德意志银行、Société Générale 以及其他承销商为上海电气新时代有限公司在爱尔兰证券交易所发行 6 亿欧元担保债券。上海电气集团股份有限公司为此交易的担保人。

Dispute Resolution and Compliance

争议解决与合规

- Advised a leading Chinese e-commerce company in its dispute resolution with its U.S. shareholders in connection with issues related to the shareholders' redemption of shares.

  代表一家中国领先的电子商务公司就其与美国股东的股份赎回相关问题进行争议解决。

- Advised a leading Chinese public manufacturing company in its dispute resolution with an Indian company in connection with a multimillion U.S. dollar damage payment related to their joint venture.

  代表一家中国领先的制造业上市公司与一家印度公司就与其合资企业相关的数亿美元损害赔偿纠纷进行争议解决。

pillsbury

- Advised a Hong Kong listed pharmaceutical company in arbitration against an asset management company for its disputes arising from certain asset management agreements before the Hong Kong International Arbitration Center.

  代表一家香港上市制药公司就若干资产管理协议引起的争议与一家资产管理公司在香港国际仲裁中心进行仲裁。

- Advised a leading Chinese entertainment industry investor in its dispute with the founder of a California studio company and its shareholders in connection with issues related to the investor's redemption of shares and the studio management's breach of fiduciary duty.

  代表一家中国领先的娱乐业投资方，在其与加州一家制片公司创始人及其股东的纠纷中，就该投资方赎回股份及制片公司管理层违反信托责任等相关问题进行争议解决。

- Advised a leading Chinese pharmaceutical company in its dispute resolution with a U.S. dollar PE fund in connection with a joint venture established in Cayman Islands.

  代表一家中国顶级医药公司与一家美元私募基金股东就其一家开曼群岛合资公司进行该合资相关争议解决。

- Advised a Hong Kong Chinese Internet company in its internal compliance investigation, as well as coordination with the relevant regulatory authorities and the subsequent arbitration against an asset manager before the Hong Kong International Arbitration Center.

  代表一家香港上市的中国互联网公司进行各项合规事宜内部调查及与相关监管机构进行协调，并随后在香港国际仲裁中心对资产管理方进行仲裁。

- Advised a leading international pharmaceutical company and one of a its affiliates as sellers under an asset purchase agreement in its dispute resolution, which is related to a HK $100 million HKIAC arbitration commenced by a third party against the purchaser for wrongful termination of a distribution agreement.

  代表一家国际领先的医药公司及其关联公司作为一项资产收购协议的卖方进行争议解决，该争议涉及第三方与买方就有过错地终止一项分销协议而由第三方提起的 1 亿港币香港国际仲裁中心仲裁。

- Advised a Chinese private equity fund against a NYSE-listed Fortune 500 company in the arbitration arising from the dispute over the purchase price of equity of a Chinese financial software service company before the Hong Kong International Arbitration Center. After more than two years of arbitration, this case was successfully settled.

  代表一家中国私募股权基金就一家中国金融软件服务企业股权款争议与一家纽交所上市的世界 500 强公司在香港国际仲裁中心进行仲裁。该争议在长达两年多的仲裁后成功和解。

- Advised a leading Chinese media production company against a Netherland company in the arbitration arising from the dispute over the format of a popular music television show before the Hong Kong International Arbitration Centre.

代表一家顶级中国传媒制作公司在香港国际仲裁中心就某荷兰公司关于一档流行音乐节目模式提起的诉求进行仲裁。

- Advised Fortune Star Media Limited in the defense and settlement of an action in California state court arising from the film series Teenage Mutant Ninja Turtles.

  代表 Fortune Star Media Limited 就原告关于系列电影《忍者神龟》在美国加州提起的诉讼进行应诉及和解。

- Advised a leading Chinese internet company and a leading mobile phone design and manufacturing company in their U.S. and European national security review, export control, anti-money laundering, data privacy and other compliance work.

  代表中国最大的互联网公司之一和中国最大的手机设计制造公司之一在美国和欧洲国家安全审查、出口管制及数据隐私方面进行合规工作。

Professional Highlights

职业荣誉

- Consecutively recognized as one of the Leading Lawyers in Corporate and M&A (Foreign Firms) by *The Legal 500*

  连续被《法律 500 强》评为公司和并购（国际律所）领域的"杰出律师"

- Consecutively recognized as one of the Top 15 M&A Lawyers by *Asian Legal Business*

  连续被《亚洲法律杂志》评为"中国十五佳并购律师"

Jia co-authored *The Financial Law of Hong Kong* and *The Banking Law of the People's Republic of China*. He also co-authored the best-selling book titled, *Debating in Singapore*. In addition to his role at Pillsbury, Jia currently serves as:

严律师是《香港金融法》（中文）和《中华人民共和国银行法》两书的合著者。还参与写作过中文畅销书《狮城舌战》。除普盈工作外，他还担任

- chair of the Committee of the Specially-Invited Members of the Shanghai Bar Association; 上海律师协会特邀委员会主任;

- arbitrator of Shanghai International Economic and Trade Arbitration Commission/Shanghai International Arbitration Center; 上海国际经济贸易仲裁委员会/上海国际仲裁中心仲裁员；

- arbitrator of Hong Kong International Arbitration Center; 香港国际仲裁中心仲裁员；

- foreign legal consultant of the Shanghai Pudong New Area Government and China (Shanghai) Pilot Free Trade Zone Administration; 浦东新区人民政府、中国（上海）自由贸易试验区管理委员会境外法律咨询专家；

- external part-time master's tutor for professional degree (economics major) and instructor for master students of the faculty of law at Fudan University; 复旦大学专业学位（经济学）校外兼职硕士生指导老师和法学院法律硕士研究生实务导师；

- research fellow at the Institute of International Strategies and Law at Zhejiang University; 浙江大学国际战略与法律研究院特邀研究员；

- executive director of the China Venture Capital & Private Equity Association; 中国投资协会股权和创业投资专业委员会常务理事；

- advisor of the Law and Compliance Committee of the Insurance Asset Management Association of China; and 中国保险资产管理业协会法律合规专业委员会顾问；及

- director and member of the Investment Committee of the management company of Suzhou Fund. 苏州基金管理公司董事及投委会委员。

Education

教育

Ph.D., City University of Hong Kong, 2003

香港城市大学国际金融法专业博士学位，2003 年

LL.M., Yale Law School, 1999

耶鲁大学法学院硕士学位，1999 年

LL.M., Fudan University Law School, 1996

中国上海复旦大学法学硕士学位，1996 年

LL.B., Fudan University Law School, 1993

中国上海复旦大学法学学士学位，1993 年

Admissions

律师资格

New York

纽约州

Languages

语言

Chinese (Cantonese)

中文 (广东话)

Chinese (Mandarin)

中文 (普通话)

English

英语