SQUIRE PATTON BOGGS

Changshun (Ryan) Chen



Partner

Shanghai
T +86 21 6103 6358

ryan.chen@squirepb.com

Languages spoken
Chinese (Mandarin, also known as Putonghua) | Chinese (Shanghainese) | English

About Changshun (Ryan)

Changshun (Ryan) Chen advises clients on mergers and acquisitions, foreign direct investments, commercial contracts, employment issues, competition compliance and other legal areas in relation to business operations of foreign-invested enterprises in China. Ryan has extensive experience in conducting legal research, providing analysis and advice and drafting legal documentation for clients in various industries, including chemicals, automotives, life science, food and beverage and business consulting. He is currently serving as the acting Deputy Asia Pacific General Counsel for a leading chemical sector client.

Ryan has been counseling multinational corporations on cross-border M&A transactions in China and elsewhere in the Asia Pacific region for more than 15 years, advising on alternative transaction structures, conducting due diligence investigations, drafting, reviewing and negotiating transaction agreements, securing competition and other government approvals and managing closing of transactions. Ryan assisted in the drafting of various chapters of a book focusing on primary types of cross-border mergers and acquisitions in China.

Ryan is also experienced in advising foreign clients on the formation of joint ventures with Chinese partners and preparing and negotiating joint venture contracts and ancillary agreements, including technology license agreements, trademark license agreements, lease agreements and supply agreements.

Ryan has counseled clients on various competition issues under PRC law, including merger control filings with the PRC Ministry of Commerce, horizontal and vertical monopolistic agreements and abuse of dominant market position. Ryan authored various competition-related articles and client alerts.

Ryan has also provided advice to clients with respect to protection of intellectual property, licenses and permits required for particular business operations, foreign exchange issues and anti-corruption compliance.

Experience

- Representing a premier specialty ingredients company in connection with its potential acquisition of a cosmetics ingredients business from another world-leading group. We conducted certain competition research and reviewed a few office leases in China. Leading the Shanghai corporate lawyers to coordinate with colleagues in Singapore and the local counsel in Korea on the review of lease contracts in their jurisdictions.
- Working with the global M&A team to counsel a UK-based special chemical product company on its agreement to acquire the adhesive resins business of a US chemical company for US$1 billion in cash. Our China team assisted with the review, revision and negotiation of global purchase agreement and disclosure schedules and advice on the deal structure related to China.
- Advising a UK-based emission control systems manufacturer on the sale of its equity in a joint venture established in China in Kunshan, Jiangsu province, including assisting with the termination of a know-how license agreement between the client and the JV and the waiver of receivables due from the JV to both shareholders.
- Assisting a well-known Japan-based enterprise on the PRC merger control filing in connection with acquiring 20% of shares of an Australian company engaging in off-grid energy and water infrastructure businesses.
- Assisting a Japanese glass manufacturing company with its sale of the equity of subsidiary in China through auction. Our service included advising clients on potential competition and IP issues, conducting vendor due diligence and advising on employee retention bonus arrangements.
- Advising a worldwide electrical, hydraulic and mechanical power management company on a number of issues in relation to its acquisitions in China in the last five years as set out below, including reviewing its share transfer agreement, asset transfer agreement and land-use transfer agreement.
    - Assisting with acquiring a 50% stake in a company in Jiangsu province that manufactures and markets busway products in China.
    - Assisting with the acquisition of a 50% stake in a company that manufactures and markets low-voltage circuit breakers and contactors in China and throughout the Asia-Pacific region. The acquisition transaction involved a number of issues.
    - Assisting with its acquisition of 50% stake in a company that manufactures and markets low-voltage circuit breakers in China, with a total transaction value of US$25 million.
    - Acting as the China counsel for its global acquisition of a global data center management solution provider. Our work mainly focused on the China part of this global transaction: 1) conducting legal due diligence in relation to constitutional documents, operational documents, corporate structure, and administrative and judicial proceedings for the acquisition of a foreign invested information technology company in China, and drafted a red flag due diligence report identifying material legal issues; 2) reviewing a software development agreement in connection with such acquisition and advising on applicable requirements and restrictions under PRC law; 3) reviewing the global stock and asset purchase agreement in relation to the transactions in China and preparing a local equity transfer agreement for mainland China and other documentation required for the consummation of the transactions in mainland China; and 4) coordinating the completion of the registrations required for the consummation of the transactions in China.
    - Advising on the completion of sale of its lighting business to a world-leading lighting business headquartered in the Netherlands.

- In connection with the firm's work as lead global counsel to a Japan-based client in its US$1.68 billion acquisition of certain foods businesses of a US company, coordinating legal due diligences in more than 15 countries throughout the Asia Pacific region and the Middle East, leading legal due diligence in China, reviewing transaction agreements and disclosure schedules, and counseling on competition, foreign exchange, employment matters, and other related regulatory issues.
- Representing a leading manufacturer of chemical specialty and performance products in the sales of its water treatment businesses to a private equity investment firm at the price of around US$1.8 billion, a transaction involving stock transfers and asset transfers in more than 30 jurisdictions worldwide, including the preparation and negotiation of local equity transfer and asset transfer agreements for China, advising on governmental approvals and registrations required for the transactions in China, coordinating for the closing of the transactions, and advising on post-closing regulatory issues.
- Counseling a Japan-based specialty chemical, fiber and resin manufacturer on the acquisition of the polyvinyl alcohol businesses from a US based chemicals manufacturer at the price of around US$540 million, including the review and revision of local asset purchase agreement for China, the preparation and negotiation of employee transfer documentation, and advise on legal issues in connection with such transactions in China.
- Representing a worldwide electrical, hydraulic and mechanical power management company in the establishment of an equity joint venture with a Chinese partner, including the preparation and negotiation of the joint venture contract and its ancillary agreements including the technology license agreement, trademark license agreement, asset transfer agreement, supply agreement, service agreement, and lease contract.
- Representing a global chemical company headquartered in the UK to deal with general corporate work of their subsidiaries in Changzhou.
- Advising a global developer and manufacturer of specialized chemicals on compliance issues related to hazardous chemicals imported into China. Our work included advice on the regulatory requirements in connection with imported hazardous chemicals, the licenses and registrations required for distribution of imported hazardous chemicals in China, counselling the client on the remedies available and the legal implications thereof.
- Counseling an infusion therapy and clinical nutrition company on China's rules and requirements in connection with (i) the drug registration process, (ii) drug manufacturing licensing, (iii) GMP certification, (iv) drug distribution licensing, (v) drug technology transfer, (vi) drug packaging materials and containers, and (vii) other issues related to mergers, equity acquisitions, asset acquisitions, relocation of existing drug manufacturers or production lines and branch formation.
- Assisting an EU-based client in an asset acquisition of a Taiwan-based company's garden tools manufacturing subsidiary in China.
- Counseling a Japan-based client on an equity acquisition of a Korea-based company's steel cord manufacturing subsidiary in China.
- Representing an Israel-based client in fragrance industries in an equity acquisition of a PRC-based manufacturer.
- Counseling a leading US-based outsourcing consultancy company on the formation of subsidiaries in Beijing and Hangzhou and advising on various operational issues in connection with such subsidiaries.

Credentials

Education

- Shanghai Jiaotong University, LL.M., 2009
- Shanghai Jiaotong University, LL.B., with honors, 2006

Admissions

- People's Republic of China, 2007

Expertise

Services

- Corporate

Industries

- Chemicals
- Life Sciences

About our firm

One of the world’s strongest integrated law firms, providing insight at the point where law, business and government meet. We deliver commercially focused business solutions by combining our legal, lobbying and political capabilities and invaluable connections on the ground to a diverse mix of clients, from long-established leading corporations to emerging businesses, startup visionaries and sovereign nations. More than 1,500 lawyers in over 40 offices across four continents provide unrivaled access to expertise.