



DOWWAY 嘉潤道和律師事務所  
DOWWAY & PARTNERS PARTNERS



**嘉言懿行**：有益的言論，高尚的行為。語出《尚書·大禹謨》、《朱子全書·學五》

《尚書·大禹謨》、《朱子全書·學五》

**潤之以風雨**：有事物變革之意。語出《易·系辭》：在天成象，在地成形，變化見矣。

《易·系辭》：在天成象，在地成形，變化見矣。

是故剛柔相摩，八卦相薄，鼓之以雷霆，潤之以風雨，日月運行，一寒一暑，乾道成

男，坤道成女，乾知大始，坤作成物

男，坤道成女，乾知大始，坤作成物

**道高益安**：道德越高尚，為人處事越好，就越安全，語出《史記·日者列傳》

《史記·日者列傳》

**和衷共濟**：大家一條心，共同渡過江河，比喻同心協力，克服困難，語出《尚書·皋陶謨》、《國語·魯語下》

《尚書·皋陶謨》、《國語·魯語下》

《國語·魯語下》

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## 嘉润道和律师事务所概览 OVERVIEW OF DOWWAY & PARTNERS

北京市嘉润道和律师事务所（以下简称“嘉润道和”）创立于1996年。目前，嘉润道和在北京和上海设有办公室。

无论是传统法律服务领域，还是在新兴的业务领域，嘉润道和都在同行业中具有足够的影响力。特别在房地产、公司证券、国际贸易与反倾销、资源与环境业务以及政府采购、服务大中型国企、日本业务、俄罗斯及前苏东国家业务等专业领域，嘉润道和有着深厚的理论基础和丰富的实践经验，处于业内领先地位。

嘉润道和始终注重与国内各大中型城市及美国、英国、前苏联国家、德国、日本、香港等国家和地区的法律服务机构建立密切的业务协作关系，籍以保障嘉润道和的客户可以在全世界范围内享受及时、高效、专业的法律服务。

嘉润道和拥有一支高素质的执业律师团队。嘉润道和的律师团队均接受过正规、严格的法律教育，并在法律及商业领域具有丰富的实务经验。大部分合伙人及律师还曾留学



欧美、日本，熟悉现行西方民商法律制度和俄罗斯及前苏东国家法律环境，可熟练使用英语、俄语、德语、日语等外语为客户提供服务。嘉润道和是北京市律师协会指定的国内多所知名法学院校（北京大学、清华大学、中国人民大学、中国政法大学）的学生实习基地之一。

嘉润道和凭借现代网络与通讯科技，先进的办公自动化及智能化律师管理系统，实现了对嘉润道和资源的有效整合及科学管理。在先进硬件设备和管理措施的保障、规范下，嘉润道和将为国内外客户提供全方位、深层次的专业法律服务。

嘉润道和秉承“客户至上、高效优质”的服务宗旨，以坚实的合伙人团队为基础，以优秀的执业律师团队为依托，积极探寻前沿法律问题，努力开拓新的业务领域，不断提高人员专业素养，以适应快速发展、变化的经济形势与市场需求，为满足客户的需求而不懈努力。



Dowway & Partners is a well-recognized law firm with a history going back to the early days of private Chinese law firms in the 1990s. We provide integrated legal services for clients domestically and worldwide.

As a full-service law firm, we have a diversified legal practice in the areas of international trade remedies, corporate & securities, M&A, banking & insurance, real estate, public utilities, mineral resources & environment, tax, intellectual property, litigation and arbitration, representing a wide range of commercial, industrial and financial enterprises, both privately and publicly held.

For the purpose of offering efficient and professional legal service to our clients across China and around the world, we have built up a strong and productive relationship with legislative and judicial authorities as well as well-known research institutes. Moreover, we have established very close and efficient cooperation with top legal organizations across mainland China, Hong Kong, the United States, Canada, Australia, Japan, European Countries and Former Soviet Union Countries. We are always guided by the principle of excellence to serve clients and we are fully equipped to provide clients with professional services of the highest caliber. Over the years, Dowway & Partners has won a solid reputation through our services to our extensive client base.

## 公司证券业务 Corporate and Securities

公司业务是嘉润道和引以为自豪的核心业务之一。嘉润道和向客户提供如下法律服务：尽职调查、方案论证、出具法律意见、协助制定法律文件、协助完成各项法定程序、协助其他中介机构开展工作。通过提供法律服务，嘉润道和确信：我们促成了一项对当事各方都安全且有益的交易；我们明确本项交易将经过何等审核，并且确信交易将顺利获得所有这些必需的审核、批准和登记、备案；本项交易将会按预期实际执行，如果不能执行，我们确信有足够、可行的补救措施，而这些补救措施将不会不利于我们的委托人；本项交易不存在被裁判为无效或可撤销的风险，也不存在阻碍或限制其执行力的客观障碍。

Corporation and securities is one of the core practice areas in which Dowway & Partners takes pride. Our team is made up of seasoned legal professionals with the experience, relationships, insight and industry knowledge required to lead clients through a broad range of conventional and innovative financings, including equity, debt, IPO and M&A.

The Corporation and Securities team of Dowway & Partners is always ready to provide clients with various services including due diligence, structure design and evaluation, rendering legal opinions, preparing and reviewing legal documents and cooperating with other intermediary organs and help them to draft legal instrument and complete statutory procedures. Our legal professionals are considerate and capable to meet the needs of clients. Dowway & Partners is among the earliest law firms in China who help Chinese companies get listed on overseas stock markets and also provides legal services to Chinese companies in the private placement area.

嘉润道和在证券法律服务领域，致力于提供的具体服务包括但不限于：

- 境内外直接或间接投资
- 公司发展战略筹划
- 公司治理结构建立与完善
- 企业改制、重组、并购
- 公司风险防范与控制
- 管理层激励与制约
- 公司资产、债务重整
- 企业境内外证券发行上市
- 私募股权融资

Main legal services offered by Corporation and Securities team are:

- Direct or indirect investment domestically and overseas
- Design and improvement of corporate governance structure
- Corporate restructuring, reorganization and M&A
- Design of corporate strategies and internal risk control
- Reorganization of corporate assets and liabilities
- Listing of enterprise securities at home and abroad
- Financing through private placement
- Merger and acquisition
- Corporate bankruptcy and liquidation
- Assets management, asset trust and asset-backed securitization



## 大中型国有企业及企业集团业务 Legal Service for Large and Medium-size State-owned Enterprise and Enterprise Group

嘉润道和拥有一支为大中型国有企业及企业集团提供常年法律顾问服务和专项法律服务的专业团队。律师团队不仅深谙国有资产监管工作的相关流程及相关法律法规、政策等，而且还对国资监督、管理、审批、报备等各类法律服务事项精通熟练。

Dowway & Partners has a professional team providing regular and specific legal services for large and medium-size state-owned enterprises and enterprise groups. The lawyers of our firm has good knowledge not only in the procedures and regulations on administration of state assets, but also master legal services in supervision, administration, approval and filing proceedings of state assets.

嘉润道和在为大中型国有企业及企业集团提供法律服务包括但不限于：

- 国有企业风险防控，包括协助完善管理程序、制订完善制度、职责分工及风险防控手册、规范审批报备流程
- 国有资产评估，包括协助办理国有资产评估核准或备案事宜
- 国有资产投资，为国有企业设置投资方案，完善投资程序，规避投资法律风险
- 国有产权转让，包括起草交易类法律文件，出具进场交易法律意见书，完成进场交易的手续
- 国有产权登记，包括设立登记、变更登记、注销登记
- 国有企业改制重组，包括方案设计、国有产权变更登记、工商注册
- 国有企业解散和清算，包括自行清算、强制清算中出具法律报告，职工安置、债权债务处理、起草清算报告、参加强制清算的法院诉讼程序等
- 国有企业重大资产处置
- 国有企业对外担保、托管事项
- 国有企业的发展战略筹划

The legal services of our firm for large and medium-size state-owned enterprise and enterprise groups includes, but not limited to:

- Risk control for the state-owned enterprises, including developing the administration procedure, system, responsibilities, risk control manual and regulation on procedures for application and approval
- State-owned assets evaluation, including application for approval of state-owned assets evaluation
- State-owned assets investment, investment plan design for state-owned enterprise, improvement of investment procedure and legal risk control
- Transfer of state-owned assets, including drafting transaction legal documents, issuing in legal opinion for market transaction and improvement of transaction proceeding
- State-owned assets registration, including establishment, change and annulment registration
- State-owned enterprise reform and restructure, including plan design, property right registration and business registration
- Dissolution and liquidation of state-owned enterprise, including issuing legal report for self-liquidation, compelling liquidation, employee management, disposal of right and liability, drafting liquidation report and participating in litigation involved incompelling liquidation
- Disposal of important state-owned assets
- Guarantee and trusteeship of state-owned enterprise
- Development strategy plan for state-owned enterprise



## 国际贸易与投资业务 International Trade and Investment

嘉润道和拥有一支非常专业处理国际贸易争端的律师团队。该团队律师从二十世纪九十年代末起，就开始代理中国企业参加了在美国、欧盟、加拿大等国家的数十起反倾销、反补贴应诉，也多次代理美国、韩国和台湾等企业应诉了中国发起的反倾销调查，均为客户取得了良好的结果。基于嘉润道和的良好业绩，中国机电产品进出口商会特聘嘉润道和为其法律顾问律师事务所，为商会会员企业在反倾销、反补贴等国际贸易救济事务方面提供专业的法律咨询和法律协助。嘉润道和于2008年正式被欧盟驻华代表团特聘为法律顾问单位，处理其在华相关的涉外法律事务。

嘉润道和律师在代理客户应诉美国337调查方面颇有建树，在记号笔等案件中成功为客户达成和解，为企业在保住市场的情况下节省了巨额费用。

嘉润道和是中国第一家代理中国产业应诉美国332调查的律师事务所。在木地板332调查中，为中国木地板产业获得了美国国际贸易委员会较为公正的报告，打消或延缓了美国政府启动对华木地板反倾销、反补贴调查。

嘉润道和同时为外国投资者在中国、以及国内企业在境外进行投资、收购和兼并提供全程法律服务。如帮助投资企业搭建法律构架，起草和审阅国际投资相关的法律文件，包括认股协议、股东协议、登记协议和过桥贷款协议等，并为客户提供公司合并、分立、重组、资产置换转让、合作等法律服务。

此外，嘉润道和的律师还曾参与中国商务部作为第三方参加WTO多起反倾销贸易争端解决案件；同时在中美、中欧纺织品特保案件中，嘉润道和的律师作为商务部的法律顾问提供了优质高效的法律协助。



Dowway & Partners has a strong International Trade and Investment Team which is widely recognized for the depth of experience that its members possess in the practice of international trade remedies. The Team has represented Chinese enterprises in dozens of anti-dumping and anti-subsidy (countervailing) procedures initiated by the United States, the European Union, Australia and Canada since the late 1990s. The Team has also represented the clients from the United States, Korea and Taiwan in anti-dumping cases initiated by the Chinese government. In all of its cases the Team has achieved good results for our clients. The China Chamber of Commerce for Import and Export of Machinery and Electronic Products (CCCME) has retained Dowway & Partners to be its legal counsel for international trade matters. In 2008, Dowway & Partners was also recognized by the Delegation of the European Commission to China as its legal counsel to advice on its legal affairs within China. Due to the outstanding performance and achievements of the Team, Dowway & Partners has been ranked as a leading firm in International Trade/WTO in China by Chambers Asia-Pacific.

Dowway & Partners is also known for its representation of Chinese clients in the Section 337 investigations initiated by the United States. In the Ink Marker case, the attorneys of the firm successfully negotiated the settlement for the client, which helped the client maintain its market in the United States while saving huge amount of legal costs.

Dowway & Partners also is the first Chinese law firm that has ever represented a Chinese industry in the Section 332 investigation initiated by the United States. In the recent Section 332 investigation on wood flooring and hardwood plywood, the attorneys of Dowway & Partners, teamed with its partner US law firm, helped the Chinese wood flooring industry to be fairly evaluated by the U.S. International Trade Commission in its case report and thus, at the very least, delayed the initiation of anti-dumping or anti-subsidy (countervailing) programs against China.

Dowway & Partners is also experienced in providing professional legal advisory and counseling services not only for the foreign clients in their investment in China, but also for Chinese clients to invest overseas. Our service includes advising on the legal structure of the investment, drafting and reviewing the legal documents relating to the transaction and assisting the clients in merger & acquisition, re-structuring, assets swap and transfer and joint ventures, etc.

Furthermore, the attorneys of Dowway & Partners acted in several cases the members of the legal team retained by the Ministry of Commerce (MOFCOM) to represent the Chinese government in WTO dispute settlement procedures. In the special safeguard cases against Chinese textile products initiated by the United States and the European Union, the attorneys of Dowway & Partners also acted as the legal counsel of the MOFCOM and provided high-quality legal service.

多年的实践经验以及对国际贸易与投资的深刻认识，确保了嘉润道和律师能够为中外客户在如下领域提供最佳的解决方案：

- WTO争端解决
- 反倾销/反补贴/保障措施调查
- 美国337/332调查
- 海关事务
- 国际投资

Dowway & Partner's rich experience gained from years of practice and in-depth knowledge in the fields of international trade and investment enables the attorneys of Dowway & Partners to tailor the best solutions to meet the needs of the clients in following areas:

- Anti-dumping/anti-subsidy/special safeguard measures
- U.S. Section 332/337 investigation
- Customs affairs
- International investment
- WTO disputes settlement





## 日本业务 Japan-Related Legal Service

嘉润道和在中日经贸及投资法律服务领域具有丰富的执业经验，多年从事日本企业来华投资以及日中间商事法律服务业务。嘉润道和凭借事务所综合性的平台，整合事务所内多方面的资源，在以投资为中心的公司法律事务、诉讼仲裁、国际贸易及反倾销等多个领域为日本客户提供法律服务。

嘉润道和拥有一支从事涉日法律业务的律师团队，团队中绝大多数合伙人和专职律师均能够熟练使用日语与客户交流及出具法律文件。团队中各位律师均在日本或中国接受过正规的法学教育，部分律师还具有日本律师事务所的工作经验，有数名律师获得日本的法学博士学位，有的律师还曾经具有日本外国法事务律师资格。

Dowday & Partners has very rich experience in legal service of Japan-China economic trade & investment and has been engaged in legal service for Japanese enterprises investment in China and Japan-China commerce. Based on the comprehensive platform and integrating a wide range of resources, Dowday & Partners provides legal service to Japanese clients in many areas, such as corporate legal affairs oriented to investment, litigation and arbitration, international trade etc. Dowday & Partners has a professional team engaged in Japan-related legal service. The legal professionals in the team can use Japanese to communicate with the clients and prepare legal documents. All of the legal professionals in the team have obtained university degrees in Japan or China and some of them possess Japanese J.D. degree. Some members of the team also have substantial international practice experience by working with Japanese law firms and have Japan's qualification for foreign legal affairs.

嘉润道和在日本专业服务领域，致力于提供的具体服务包括但不限于：

- 企业的设立、运营和重组清算等外商投资业务
- 企业收购与兼并及有关的反垄断业务
- 技术转让以及知识产权保护的法律事务
- 包括劳动争议问题的解决及日常企业法律问题的咨询等，为日资企业提供多方位常年法律顾问服务
- 国际贸易业务、保税区贸易等特定经贸法律业务
- 涉及日本企业的纠纷解决以及诉讼仲裁业务
- 反倾销及反补贴业务

In respect of Japan-related legal service, Dowday & Partners is dedicated to providing the services as follows:

- Service in relation to foreign investment such as the establishment, operation, reorganization and liquidation of enterprises
- Enterprise acquisition and merger and related anti-monopoly advices
- Legal affairs of technology transfer and intellectual property right protection
- Providing all-round perennial legal consultation service for Japanese-funded enterprises, including the labor dispute settlement and the enterprise's day-to-day legal issues consultancy
- Specific economic and trade legal service such as international trade business and the trade in bonded zone
- Dispute resolution, litigation and arbitration involving Japanese enterprises



## 俄罗斯及前苏联国家业务简介 Legal Services in Russia and Former Soviet Countries

嘉润道和是中国极少数能提供与俄罗斯及前苏联国家有关的法律服务的律师事务所之一。嘉润道和拥有从事涉俄罗斯及前苏联国家有关的法律服务业务的律师团队，其中绝大多数合伙人和专职律师能够熟练使用俄语与客户交流，提供各种法律服务。

Dowday & Partners is one of a few law firms which can provide legal services about Russia and former Soviet countries. Our firm has lawyers specialized in legal services in Russia and former Soviet countries, most of partners and lawyers can communicate with clients in fluent Russian for providing legal services.

嘉润道和致力于中俄及前苏联国家客户提供法律服务包括但不限于：

- 企业的设立、运营和重组清算等投资业务
- 企业收购与兼并及有关的反垄断业务
- 反倾销及反补贴业务
- 国际贸易业务、保税区贸易等特定经贸法律业务
- 技术转让以及知识产权保护的法律事务
- 包括劳动争议问题的解决及日常企业法律问题的咨询等，为企业提供多方位常年法律顾问服务
- 涉及企业的纠纷解决以及诉讼仲裁业务

The legal services for China and Russia and former Soviet countries provided by our firm includes but not limited to:

- Investment business of Enterprise establishment, operation and reorganization
- M&A with relevant anti-trust business
- Anti-dumping and countervailing
- Legal service for international trade and trade in bonded zone
- Legal service for technology transfer and IPR protection
- Providing comprehensive legal service for the business, including labor dispute resolution and daily legal inquiry
- Litigation and arbitration related to business operation



## 不动产业务 Real Estate

嘉润道和的不动产业务不仅包括传统的房地产业务，还包括与之相关的投融资领域。嘉润道和通晓房地产建设和不动产投融资法律、法规和惯例，熟悉这些领域的实际通行之商业规则，与这个领域相关的单位、机构和组织保持良好关系和经常性的联络。嘉润道和律师曾成功处理大量不动产法律事务，具有丰富的执业经验，促成许多交易的顺利完成。嘉润道和能够提供从项目公司设立、立项、建设、融资、再投资直至销售、租赁和物业管理等全过程的法律服务，服务对象包括但不限于银行、非银行金融机构、投资开发商、销售代理商、承建商、供应商、设计单位、物业公司、政府机构和物业买卖、租赁、担保的机构以及个人等。

Real estate is a major practice area of Dowway & Partners. The scope of legal service not only covers the traditional real estate service, but also covers the field of investment and financing in relation thereto. Dowway & Partners has an experienced legal team which have a good knowledge of the laws, regulations and practices in relation to real estate construction and real estate investment and financing. Our team are also familiar with the commercial rules in common use in each field. Our lawyers maintain an excellent relation and regular contact with the relevant authorities and organizations. The practice of years shows that Dowway lawyers are capable of providing legal service throughout the whole process from the establishment of a project company, project initiation, construction, financing and re-investment to the sales, lease and property management. Our real estate clients come from a number of trades, including banks, non-banking financial institutions, investor developers, sales agencies, constructors, suppliers, design organizations, property companies, governmental authorities and the organizations and individuals dealing with property purchase and sale, lease, and surety.

嘉润道和在不动产法律服务领域，致力于提供的具体服务包括但不限于：

- 国有土地使用权出让、转让、出租、抵押
- 土地征用、拆迁补偿
- 工程项目招投标
- 建设工程承包合同草拟和谈判
- 房地产项目收购、融资和信托
- 境内外房地产贷款、担保、抵押和租赁
- 商品房销售、租赁与物业管理
- 物业交付与产权办理
- 房地产开发与经营纠纷的争议解决
- 环境保护咨询及法律意见
- 能源、交通、市政设施建设
- BOT项目

In respect of real estate, Dowway & Partners is dedicated to providing the specific legal services as follows:

- Grant, transfer, lease and mortgage of state-owned land use right
- Land requisition and compensation for demolition and resettlement
- Project bidding and invitation for bid
- Drafting and negotiation of construction project contract
- Purchase, financing and trust of real estate project
- Domestic and overseas loan, surety, mortgage and lease of real estate
- Commodity housing sale and lease and property management
- Delivery of properties and acquisition of ownership
- Settlement of the dispute arising out of real estate development and operation
- Consultancy and legal opinions about environmental protection
- Construction of source of energy, traffic and public facilities
- BOT project



## 公用事业业务 Public Utilities

嘉润道和的律师长期活跃于中国市政公用事业、基础设施、政府采购等公用事业的法律服务领域，并已经形成一个非常专业且稳定的律师团队，在该律师团队的引领下，嘉润道和建立了一整套系统、成熟、适用的市政公用事业、基础设施、政府采购运作模式，善于根据客户的不同背景和项目需求提供创新型法律服务，并因此在诸如水务、固废处理、政府采购、文化教育等法律服务领域拥有良好的业绩和口碑。

Dowway & Partners has been active in public utilities legal practice areas such as municipal utilities, infrastructure and government procurement. Dowway & Partners has built a whole set of systematic, mature and applicable operation mode for municipal utilities, infrastructure and government procurement and is well-known at providing creative legal services in accordance with the different background and needs of clients. Dowway & Partners has obtained good achievements and reputation in the area of water treatment, solid wastes treatment, government procurement, and culture education.

嘉润道和的律师是中国政府采购法律服务领域的开拓者和实践者，自2004年起一直为中国地质调查局“地质队伍‘野战军’地质装备建设项目”涉及的船舶、汽车、网络、实验室设备等货物和服务的招投标、竞争性谈判、单一来源采购，为中国地质调查局及其27个直属事业单位提供全方位、一体化的政府采购法律服务。嘉润道和已有3位合伙人以法律专家身份入选财政部“中央政府采购评审专家库”。

Dowway & Partners lawyers are the pioneers in the legal area of Chinese government procurement. Since 2004, Dowway & Partners has been providing all-round and integrated government procurement legal services for China Geological Survey and its 27 institutions with respect to the bidding, competitive negotiation, single-source procurement of the goods and services of ships, vehicles, networks and laboratory facilities involved in "Geological Equipment Building Project of Field Army of Geological Team" of China Geological Survey. Three of our partners have been selected as the legal experts listed in the Central Government Procurement Accreditation Experts Database of the Ministry of Finance.

The typical cases of Dowway & Partners in respect of the public utilities legal services are as follows:

嘉润道和在公用事业法律服务领域，致力于提供的具体服务包括但不限于：

- 基础设施招投标法律咨询、见证、法律文件审核
- 政府采购方案设计、政府采购内部风险控制制度建设、招标文件审核、政府采购合同法律架构设计、采购谈判、投诉及异议处理等
- 基础设施建设融资方案设计（含BT、ABS、PFI、PPP）
- 基础设施投资法律咨询、政策环境评价、法律方案设计
- 收购基础设施资产、股权
- 基础设施特许经营（BOT、TOT、PFI、PPP）
- 公用事业改制、合资、运营合作、股权融资、股权转让、资产转让、资产重组
- 基础设施建设合同（含FIDIC合同条件）设计、制作、谈判、履约指导及履行监管

In respect of public utilities, Dowway & Partners is dedicated to providing the specific services as follows:

- Legal consultation, witness and legal document review in relation to infrastructure bidding and invitation for tendering
- Government procurement program design, construction of internal risk control system of government procurement, review of bidding documents, legal frame design of government procurement contract, procurement negotiation, complaints and dispute settlement and so on
- Design of infrastructure construction financing program (including BT, ABS, PFI, PPP)
- Legal consultation on infrastructure investment, policy environment appraisal, and design of legal program
- Legal consultation on purchase of assets or equity of infrastructure
- Legal consultation on infrastructure franchising (BOT, TOT, PFI, PPP)
- Legal consultation on public utilities restructuring, joint-venture, cooperative operation, equity financing, equity transfer, asset transfer, asset reorganization
- Design, drafting, negotiation, performance guidance and performance supervision of infrastructure construction contracts (including FIDIC contract conditions)





## 矿产资源与环境业务 Mineral Resources and Environment

嘉润道和是中国为数不多可以同时为石油、天然气、有色金属矿产、煤炭矿产领域提供广泛而深入法律服务的律师事务所之一。嘉润道和从事矿产资源与环境法律服务的核心律师，均具有持续执业12年至20年以上的丰富经验，善于根据客户的要求，并立足于客户的投资、融资的目的，就公益性或商业性地质勘查、矿产开采中的矿业权融资、矿业权招拍挂、矿业公司重组、并购、资产组合等专业法律事项，向客户提供具有开创性、前瞻性的专业法律服务，服务的对象包括政府机构、国有地勘单位、资源类公司、国内外矿业风险投资机构等。

基于多年执业经历，嘉润道和与国土资源部、中国地质调查局及相关省级地质矿产勘查开发局、国内外知名矿业企业（如中国石油天然气总公司、壳牌、雪佛龙、招金、中铁等）及风险投资机构、矿业权评估审计机构保持着良好、畅通的沟通渠道。嘉润道和能够同时用英语、日语、俄语为不同需求、不同背景的客户为矿产资源与环境方面的法律服务。

Dowway & Partners is one of rare law firms in China that provide extensive and in-depth legal services in the fields of petroleum, natural gas, non-ferrous metals minerals, and coal minerals. Our key partners and lawyers engaged in the mineral resources and environment legal service have the practicing history of 15 to 20 years who are experienced in providing the clients with creative and prospective professional legal service with respect to the legal issues including public welfare or commercial geological survey, financing with mineral rights for minerals mining, the invitation for bidding, auction and quotation of mineral rights, the reorganization, merger and portfolio according to the clients' requirement and aiming at the clients' purpose of investment and financing. Our clients include governmental authorities, state-owned geological survey institutions, resources companies and domestic and foreign mineral venture capital investors, etc.

On the strength of practicing experience, Dowway & Partners maintains an excellent and unobstructed channel of communication with the Ministry of Land and Resources, China Geological Survey and the provincial development and exploring bureaus of geology and mineral as well as domestic and foreign well-known mineral enterprises (such as China National Petroleum Corporation, Royal Dutch Shell, Chevron, Zhaojin Mining Industry Co. Ltd. and China Railway Group Ltd. and so on), venture capital investors and mineral rights appraisal and auditing agencies. Dowway & Partners is capable of providing legal service with respect to mineral resources and environment for the clients with different requirements or different background in English, Japanese and Russian.

嘉润道和在矿产资源法律服务方面，致力于为客户提供以下具体服务：

- 油气矿产资源、固体矿产资源风险勘查领域中各种形式的中外合作、合资方案的法律论证、商业谈判、实施及相关合资、合作公司的设立、公司治理
- 油气矿产领域产品分成合同（PSC）的起草、设计
- 矿业权整合、融资、作价、收购领域的政策、法律方案设计、商业谈判及相关法律文件的制作
- 矿业权招拍挂领域的方案设计及相关法律文件制作
- 境内外矿业公司在中国境内从事IPO、并购、置换、清算等重组法律方案设计、谈判、实施及相关法律文件的制作
- 中国企业境外并购矿业公司的法律方案论证、谈判、实施及相关法律文件的制作
- 矿业风险投资中法律风险的识别、防范、控制机制
- 矿业公司法人治理结构设计；对赌条款、反稀释条款、优先股设置等中小股东利益及利益相关者的保护方案设计

In the mineral resources field, Dowway & Partners is dedicated to providing the following specific legal services:

- Evaluation, negotiation and performance of the plans for all kinds of China-foreign equity joint venture and contractual joint venture in the field of risk exploration of oil gas mineral resources and solid mineral resources; the establishment of equity joint venture and contractual joint venture and corporate governance
- Drafting and design of the production share contract (PSC) in the oil gas mineral field
- Policies, legal plan design, commercial negotiation and making of related legal documents in the fields of mineral rights integration, financing, pricing and acquisition;
- Design of plans and making of related legal documents for invitation for bid, auction and quotation of mineral rights
- Design, negotiation and performance of the legal plans for domestic and foreign mineral companies' IPO, acquisition, swap and liquidation in China and making of related legal documents
- Demonstration, negotiation, performance of the legal plans for Chinese enterprises' acquisition of mineral companies abroad and making of related legal documents
- Legal risk identification, prevention and control mechanism in risk investment in mining industry



- 受托出任矿业公司董事、监事并行使相关表决权；受托办理矿业权取得、转让、延续、变更等领域涉及的相关行政审批事项
- 矿产资源开发与环境保护的法律方案论证和实施；矿产资源开发与土地使用权处置的法律方案论证和实施



## 知识产权业务 Intellectual Property Rights



知识产权法律业务是嘉润道和主要的业务领域之一，由数名颇具知识产权领域实践操作经验的专职律师组成专业团队，他们熟悉美国、日本、东西欧国家的知识产权法律，对国际技术转让和版权贸易有丰富的实践经验，参与过很多技术引进和技术出口项目的合同审查和谈判，对WTO（世界贸易组织）框架下的知识产权保护体系也有相当的研究。

嘉润道和主要就知识产权管理、专利、商标、著作权、软件保护、网络知识产权、电子商务、商业秘密保护和反不正当竞争等客户提供相关的法律服务。国际国内知名企业、高新技术产业公司、技术产品品质认证机构以及消费者保护协会等是嘉润道和知识产权法律业务领域的主要服务对象。

嘉润道和在知识产权法律服务领域，致力于提供的具体服务包括但不限于：

- 接受客户委托，协助客户制定品牌、知识产权及其他无形资产创立、维护、扩展、利用、维权的战略，协助客户建立和完善相关内部管理制度与管理流程
- 担任以知识创新、科技创新、品牌战略为导向的高新科技企业、文化传播企业、特许经营企业及知识产权权利人的知识产权法律顾问，就知识产权的取得、保护、管理和利用等活动提供具体法律咨询顾问服务
- 作为专项代理人，对于客户进行的知识产权贸易及管理活动，为客户制定、审查或修改包括但不限于合作创作合同、委托创作合同、改编合同、出版合同、表演合同、拍摄合同、软件合同、商标许可合同、广告合同、特许经营协议、OEM协议、独家经销协议、保密协议、竞业禁止协议、技术合同、进出口合同等各类合同，或者出具法律意见书
- 为客户策划知识产权投资方案，制定、审查或修改以知识产权投资的合资合同、合作合同、章程、股东协议、技术许可协议、设备购买协议、技术人员聘任协议、知识产权归属与分享协议等
- 为客户策划商标战略、专利战略，办理企业名称预登记、

Intellectual property Rights (IPR) protection has been one of the major practice areas of Dowway & Partners since its establishment, whose professional is composed of many lawyers with rich experience and practice in this area. The partners and lawyers of the IPR team specialize in the U.S., Japan and the E.U. IPR laws. They have plentiful practice experience about the international technology transfer and copyright trade and participated in the review and negotiation of contracts in a number of technology introduction and export transactions. Our IPR lawyers have also a quite good knowledge of the IPR protection system under the WTO framework.

At present, the IPR team of Dowway & Partners provides the clients with the legal services in IPR management, patent, trademark, copyright, software protection, network IPR, e-commerce, business secret protection, and anti-unfair competition. International and domestic well-known enterprises, new technology industrial companies, technology and product quality authentication entities and consumer protection organizations are the major clients of Dowway & Partners in the field of IPR legal service.

In respect of IPR, Dowway & Partners is dedicated to providing services as follows:

- Being entrusted by the client to provide assistance in developing strategies for establishment, maintenance, development, exploitation and protection of the brand, IP and other intangible assets, and in developing the internal administration and procedures
- Serving as the IPR legal adviser to the hi-tech enterprises oriented to knowledge innovation, scientific innovation and brand strategy, the cultural communication enterprises, the franchised enterprises and the IPR holders, providing legal consultation service with respect to specific IPR acquisition, protection, management and utilization, etc.
- Acting as the attorney to work out, review and amend the IPR management system, co-working contracts, commission contracts, adaption contracts, publication contracts, performance contracts, shooting contracts, software contracts, trademark license contracts, advertisement contracts, franchise agreements, OEM agreements, exclusive distribution agreements, confidentiality agreements, non-compete agreements, technology contracts, import and export contracts, and also to provide a letter of legal opinions for the clients' IPR trade and management activities
- Making IPR investment plans and working out or revising joint venture contracts for IPR investment, cooperation contracts, articles of association, shareholders agreement, technology license agreements, equipment purchase agreements, technology personal engagement agreements, also IPR attribution and sharing agreements for the clients
- Making trademark strategies and patent strategies and dealing with such procedures for the clients as pre-registration of enterprise name, trademark inquiry, commissioned application for

- 商标查询、委托中外注册申请、商标申请被驳回的复审、商标的异议、商标的争议、专利文献查新、委托中外专利申请、专利权的撤销或无效宣告、软件著作权登记等手续
- 接受客户委托，进行侵权调查取证、发送侵权警告信、签发律师函、发表律师声明、出具侵权对比法律意见、进行诉前调解等
- 接受当事人委托，担任商标权（含商品商标、服务商标、驰名商标、厂商名称、原产地标记等）、专利权（含发明、实用新型、外观设计）、著作权（作品著作权、软件著作权、邻接权）、防止不正当竞争权（商业秘密权、竞业限制、知名商品特有包装装潢权）之权属纠纷、合同纠纷、侵权纠纷、或行政案件的诉讼代理人，代为起诉、应诉、反诉、出庭、和解、上诉等
- 接受当事人委托，对于涉及集成电路布图设计权、植物新品种权、科学发现权、发明权、作品原物所有权、姓名权、肖像权、名誉权、商誉权、无形资产股权等纠纷案件，担任其诉讼代理人
- 代为办理知识产权海关保护备案申请事宜

- domestic or overseas registration, review of refused trademark application, trademark objection, trademark disputes, inquiry about new patent literature, commissioned application for domestic or overseas patents, revoking of patent or announcement of patent invalidation, software copyright registration, etc.
- Collecting evidences of infringement, sending warning letters on infringement, signing lawyer's letters, publishing lawyer's statement, providing legal opinions of infringement and mediating before lawsuit as instructed by the clients
- Acting as the attorney appointed by the clients in the litigation of the disputes concerning the ownership of trademarks (including commodity trademarks, service marks, well-known trademarks, business titles and country of origin marks, etc.), patents (including inventions, utility models and designs), copyright (works copyright, software copyright and neighboring right) and concerning unfair competition (business secret right, non-competition and decoration right of packing peculiar to well-known commodities), contract disputes, infringement disputes or administrative cases to file a suit, respond to a suit, lodge a counterclaim, participate a court hearing, reach reconciliation or appeal to a higher court, etc.
- Acting as the attorney as appointed by the clients in the litigations of the disputes over topography right, the right to new varieties of plants, the right to scientific discovery, the right of invention, the ownership to the origin of works, the right of name, the right to portrait, the right of reputation, the right of goodwill, the intangible assets and equity, etc.
- Dealing with the issues in relation to application for recording of IPR for customs protection



## 金融保险法律业务 Banking and Insurance

金融法律业务是嘉润道和的传统和主要业务领域之一。近20多年来，中国的金融业经历了一个快速发展的巨变时期，这不仅仅体现在国家控股银行业的快速转型和蜕变、大批商业银行的新设以及国外银行业的渗入，也体现在一大批非银行金融机构的不断产生和迅速发展壮大，更体现在新的金融工具、金融产品的引入和创设，与之相对应的是，新的金融风险不断出现，新的金融法律业务领域和内容也在不断产生。



嘉润道和所是国家银行间债券交易市场的会员单位。如今，嘉润道和所不仅为多家银行、非银行性金融机构、两家金融资产资产管理公司等数家中外金融机构提供日常法律服务，同时，还不断以自身的研究和创新，为相关金融机构新业务的发展及新风险的防范提供更加全面、专业的法律服务。

Banking and insurance is one of the traditional and major practice areas of Dowway & Partners. In the recent 20 years, China's banking sector has experienced a rapid development with great changes, which can be seen not only from the rapid transformation and qualitative change of state-controlled banking sector, the new establishment of a great number of commercial banks and the access of foreign banking, but also from the constant emergence and quick development of a great deal of non-banking financial institutions and furthermore the introduction and creation of new financial instruments and products. Corresponding to that, new financial risks and new fields of legal services in relation to banking have arisen constantly.

Now, Dowway & Partners not only is the perennial legal adviser to a number of Chinese and foreign financial institutions and acting in a great number of litigation and arbitration cases, but also provides all-round legal services for the development of new business and prevention of new risks of relevant financial institutions on the strength of its research and creation. For instance, Dowway lawyers structured the reorganization of creditor rights and liabilities of financial institutions and provide legal services for two of the Four Major financial assets management companies in China. Dowway & Partner is a member of Interbank Bond Market of China.

Dowway & Partner is a member of Interbank Bond Market of China. Nowadays, Dowway & Partners not only provides day-to-day legal services to many domestic and foreign financial institutions, e.g. the banks, non-bank financial institutions and two financial asset management companies, at the same time, Dowway & Partners dedicate itself to provide more comprehensive and professional legal services to the new business development of related financial institutions through the constant research and innovation.

嘉润道和在金融保险法律服务领域，致力于提供的具体服务包括但不限于：

- 金融机构的设立与转让、并购
- 新创金融业务、金融工具的法律研究与建议
- 银团贷款与国际组织贷款
- 基础设施项目的融资
- 房地产及汽车消费信贷
- 金融风险防范与担保方案设计
- 金融机构的关闭、破产与清算
- 金融债权、债务重组
- 金融资产管理
- 金融业务领域的诉讼与仲裁

In respect of banking and insurance legal services, Dowway & Partners is dedicated to providing specific services as follows:

- Establishment, transfer, merger and acquisition of financial institutions
- Legal research and suggestion on new financial business and financial instruments
- Syndicated loans and international organizations' loans
- Financing for infrastructure projects
- Real estate and car consumption credit
- Financial risk prevention and design of surety plan
- Liquidation, and bankruptcy of financial institutions
- Reorganization of financial creditor rights and liabilities
- Financial asset management
- Litigation and arbitration in the field of financial business





## 诉讼仲裁业务

# Litigation and Arbitration

当事人一旦将其争议提交诉讼、仲裁，即意味着彼此之间矛盾已激化至无法通过友好、平和的协商得以解决的程度。诉讼仲裁方式往往是权利诉求方对其主张的权利所依赖的最终救济方式。因此，律师事务所在诉讼仲裁业务方面的法律服务水准，往往决定着客户的利益实现程度。

嘉润道和自设立至今，诉讼仲裁业务始终是其重要的业务构成。在此业务领域，嘉润道和积累了丰富的业务经验，创造了丰硕的业务成果。而该等成果的取得，与嘉润道和的如下业务管理模式密不可分，即：嘉润道和始终对与社会经济活动密切相关的前沿法律业务保持高度敏感并认真追踪、学习、研究，由此令嘉润道和在保持其对传统诉讼仲裁业务服务水准的同时，能够满足客户对于新的经济活动类型的诉讼仲裁服务需求；嘉润道和始终坚持“专业化分工，团队化协作”，由此令嘉润道和能够有效组织本所资源，针对客户的仲裁诉讼业务所涉及的具体经济活动类型，提供最优化的律师服务团队组合。

另一方面，针对中国法律服务市场的多样化需求，嘉润道和并不奢求在所有的诉讼仲裁业务领域，均可提供最佳水准的服务。基于嘉润道和设立时所定位的服务群体特点，嘉润道和在诉讼仲裁业务领域的具体服务范围，亦定位于向客户专注提供涉及一般经济合同、国际贸易、公司业务、金融保险、证券业务、基础设施建设、知识产权业务等方面的诉讼与仲裁服务。

Once a dispute is submitted to litigation or arbitration, it means that the conflict between the parties of dispute is too intensified to be solved through negotiation. Litigation and arbitration is usually the final remedy for the protection of legal rights and interests. Therefore, the expertise and the service level of the lawyers in litigation and arbitration are usually decisive to the extent to which the clients' interest could be secured.

Litigation and arbitration has been the major practice area of Dowway & Partner since its establishment. Over years of practice, Dowway & Partners has accumulated plentiful experience and achieved outstanding records. This achievement based on the specification of Dowway & Partners' management: We realize that the whole spectrum of this area of practice includes different interrelated specialty fields. This overlap means that it is vital that our professional legal services are both cogent and coordinated. Our attorneys in the team of litigation and arbitration have been trained from the onset to work in co-operation with members of other teams irrespective of their particular specializations so that at all times, the client has access to the fullest array of our legal services.

Based on the specification of our major clients, Dowway & Partners focuses on the litigation and arbitration on some special fields, e.g. the commercial contracts, international trade, corporation affairs, finance and insurance, security affairs, infrastructure construction, IPR. Since the establishment, Dowway & Partners has provided the litigation or arbitration service for the clients such as financial institutions including domestic and foreign banks and assets management companies, insurance companies, risk investment companies, large-size domestic enterprises and multinational companies in the fields of telecommunication, electronics, energy and infrastructure.



嘉润道和在诉讼仲裁法律服务领域，致力于提供的具体服务包括但不限于：

- 一般经济合同纠纷
- 国际贸易合同纠纷
- 公司并购重组事务纠纷
- 证券业务纠纷
- 信贷合同纠纷及不良金融资产回收
- 保险合同纠纷
- 建设合同纠纷
- 商标、著作权、专利权等知识产权纠纷

In respect of litigation and arbitration legal service, Dowway & Partners is dedicated to providing specific services to our clients who are involved in:

- Commercial contract dispute
- International trade contract dispute
- Corporate acquisition or reorganization dispute
- Securities business dispute
- Mineral rights dispute
- Credit contract dispute and recovery of non-performing financial assets
- Insurance contract dispute
- Construction contract dispute
- IPR dispute such as trademark, copyright and patent