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HANKYUL LAW GROUP

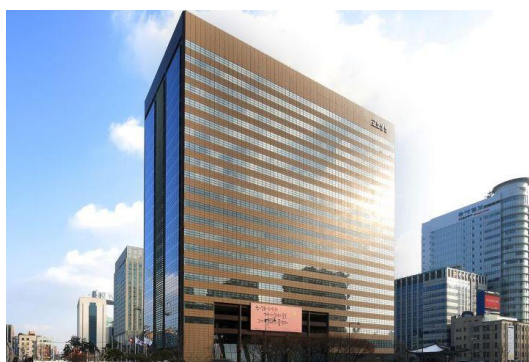
HANKYUL LAW GROUP

OVERVIEW

Hankyul Law Group is one of the largest and fastest-growing law firms in Korea. While we have grown considerably in the past thirteen years, one thing has remained consistent over time – our tireless commitment to the needs of the clients and our zealous representation of the clients’ interest. We are dedicated to excellence and competence and are proud of our ability to meet the clients’ expanding and ever-changing business requirements. We focus on developing and maintaining long-term partnerships with our clients. The fact most of our new businesses come through referrals from our existing clients is the powerful testimony to and endorsement of such enduring alliances.

Hankyul, through mergers with Naeil, Hanul, and Hanbit, has grown to include 69 Korean attorneys and 4 foreign legal consultants in 30-plus practice areas with a growing recognition by the business community. We believe that today’s business world needs people who are ready to listen, flexible to adapt, and willing to continue to challenge themselves, which are the standards we continue to measure ourselves against. Our seamless teamwork, innovative and creative thinking, and relentless efforts to meet the demands of the marketplace and become the best provider of legal services are some of the key factors to contribute to our success.

We appreciate your interest in Hankyul Law Group and look forward to serving you in the near future.



CONTACT INFORMATION

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HANKYUL **PRACTICE AREAS**
LAW GROUP

CORPORATE

- **General Corporate Matters** - assisting clients in implementing transnational business plans. Advising on establishing international distribution networks, drafting and negotiating contracts for the sale and distribution of goods and services, providing general corporate advice, resolving tax issues, and assisting in complying with export/import control and governmental reporting and licensing regulations and requirements.
- **M&A** - advising on various types of mergers and acquisitions; legal due diligence and valuation; advising underwriters.
- **Securities** - advising on IPO, third party issuance, and private placement.
- **Start-up Business Consultation** - advising on the establishment of business relationships with banks, commercial and residential real estate developers, suppliers, manufacturers, wholesalers, retailers, and other customers.
- **Unfair Competition and Antitrust** - advising on competition aspects of M&A transactions, joint ventures and strategic alliances; multi-jurisdictional filings; antitrust litigation and regulatory investigations.
- **Bankruptcy** - advising on corporate reorganization, liquidation and insolvency proceedings.
- **Cross-border Transactions** - advising on distributorship, consignment, agency, branches and subsidiaries, licensing, OEM, joint venture, direct and indirect foreign investment, procurement, intellectual property disputes, customs, sanctions, export controls, anti-corruption, and legislative affairs in various industries such as high technology, heavy industry, banking and financing, telecommunications, pharmaceuticals, agriculture, construction, computer equipment, and biotechnology.

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FINANCE

- **Corporate Finance** - advising on M&A, initial public offerings and other equity capital markets issues, shareholder disputes and contentious corporate action.
- **Securitization and Structured Finance** - advising on the deal structure, formation of a special purpose company for securitization, management of the underlying assets, and recovery of investment; registration of the securitization plan.
- **Renewable Energy Finance** - advising on the deal structure, necessary permits and approvals, project management, and recovery of investment.
- **Overseas Finance / Investment** - advising on the overseas investment projects in Asia, North America, Europe, and Africa, local laws in cooperation with local law firms, deal structure and applicable laws such as regulations on foreign exchange transactions and laws related to finance, tax issues involved in overseas investment, and search of overseas investment targets.
- **Capital Markets** - advising clients on equity and debt offerings, privatizations, securitizations, the design of new financial products and derivative instruments, and trading and market activities; developments relating to the regulation of domestic and international securities and derivatives markets; issuance and documentation of bonds with warrants, convertible bonds, performance bonds, and various types of Euro and domestic bonds.
- **Private Equity Fund** - advising on the formation, investment, and management of PEF, management of assets owned by PEF, dissolution and liquidation of PEF. Performing due diligence review on the investment target of PEF.
- **Non-Performing Loan** - advising on preliminary attachments, compulsory enforcements, and litigations related to matters arising in the course of NPL management and collection, corporate rehabilitation and bankruptcy procedures, asset-backed securitization with NPL as the underlying assets, formation of PEF for corporate financial condition improvement, and matters relating to normalization of insolvent PF companies.
- **Financial Institutions** - advising banks, insurers, brokers, asset managers, investment banks and securities exchanges on financial transactions, product development, regulation and structural issues, including all aspects of online services.

HANKYUL
LAW GROUP

- **Funds** - advising on the establishment and structuring of funds, marketing and online strategies, reorganizations and shareholder action.
- **Regulations** - advising government agencies and private entities on administrative regulations in banking and financing areas.

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CONSTRUCTION / REAL ESTATE

- **Development and Project Financing** - advising on SOC, securities and project financing, urban and industrial complex development, and residential development and reconstruction.
- **Real Estate Transactions** - advising on M&A, purchase and sale, construction, joint ventures, real estate investment trusts (REITs), commercial lease, and unfinished construction projects; representing clients in auction and deed recording.
- **Overseas Construction and Investment Projects** - advising on bidding, contract management, and construction management in relation to overseas construction projects; advising clients on international construction claims, overseas mineral exploitation projects, power plant projects, railroad construction projects, real estate development, and investment projects.
- **Bankruptcy** - representing landlords, lenders, developers and banks in complex real estate workout and bankruptcy proceedings.
- **Litigation and Arbitration**

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INTELLECTUAL PROPERTY

- **Patent and Trademark** - patent and trade mark infringement, filing and registration oppositions, invalidity and nullity actions in biotechnology, computer hardware and software, chemistry, engineering, electronics, business methods, consumer goods and financial products and services on behalf of domestic and foreign clients in court proceedings, administrative hearings, arbitrations and mediations.
- **Litigation** - representing clients in criminal courts, preparing and filing criminal complaints with prosecutors' offices and filing for temporary restraining orders (TROs), attachment and preliminary injunctions in civil courts.
- **Due diligence and Valuation** - preparing, negotiating and documenting intellectual property issues in mergers and acquisitions, divestitures, financing and joint ventures.
- **IP Consultation and Strategic Development** - advising on clients' intellectual property, internal processes and current R&D for potentially patentable subject matter; creating strategies for developing, managing, enforcing and defending clients' IP portfolios; securing IP rights from employees, independent contractors and business partners; and advising on adoption of new trade names and global branding issues.
- **Licensing and Other Business Transactions** - structuring, negotiating and documenting licenses, technology transfers, other IP transactions and all IP aspects of acquisitions, joint ventures and financial transactions; securitization of IP rights; IP legal review; documenting, implementing and recording assignments, licenses and security interests.
- **Telecommunications and Information Technology** - advising on M&A and commercial transactions and regulation in fixed and mobile telecoms, satellite, broadcasting and media, hardware and software, outsourcing and internet-related work with a focus on e-commerce and online services.

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HANKYUL
LAW GROUP

MEDIA & ENTERTAINMENT

- **Media** - advising and representing national and regional broadcasting and print media, including MBC and Hankyoreh, on M&A, corporate restructuring, intellectual property rights, invasion of privacy, defamation, and publicity.
- **Motion Picture** - advising and representing a vast majority of major filmmakers and distributors on M&A, licensing, sale and purchase, distribution and commercial litigation; advising government agencies and professional organizations including the Ministry of Culture, the Korean Film Commission (KOFIC), the Seoul Film Commission and the Korean Directors' Association; and advising and representing directors and actors/actresses on defamation and invasion of privacy litigation, taxation, and agency/employment contracts.
- **Music and Drama** - advising and representing recording studios and performers on management and performing contracts, taxation, and accounting regulations.
- **Literature and Fine Arts** - advising and representing publishers, museums, galleries, writers, painters, and sculptors on publishing contracts, licenses, rental and management contracts, and consignments.

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LABOR / EMPLOYMENT

- **Labor Relations** - structuring and advising on collective bargaining and employment agreements, mediating and facilitating resolutions of labor disputes, and consulting and collaborating with management, unions and various civic and community organizations. Structuring and advising on service agreements, and part-time employment agreements.
- **Work Environment** - advising on prevention of and prohibition on sexual harassment, disciplinary measures, disciplinary action procedures and related legal proceedings. Advising on equal employment and employment discrimination issues.
- **Wages and Benefits** - advising on management of various employee benefits system, intra-company labor welfare fund, changes in the severance pay system, stock option and stock-sharing plan for employees, changes in annual salary system, incentives and bonuses for officers and employees.

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HANKYUL TAX **LAW GROUP**

- Advising on complex tax issues involved in M&A, inheritance, real estate transactions and capital investment, and representing clients in court proceedings and administrative hearings

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CHINA PRACTICE

Hankyul has been counsel to Korean businesses entering or operating in the Chinese market for nearly a decade. In 2002, Hankyul co-authored with our Chinese partner Zhonglun one of the first Korean books on Chinese law entitled "Laws on Investing in China" published by Maeil Economic Daily Press. Together with Zhonglun, a leading Chinese law firm with 90-plus attorneys in the Beijing office, 50-plus in Shanghai, and 20-plus in Shimchon and other affiliated law firms of various sizes and locations throughout China, we bring to you the synergy and competent legal services covering all areas of China.

Hankyul is committed to being the best partner for Korean business entering or seeking to gain access to Chinese market with substantial experience for years in counsel on helping companies listed on KOSPI and KOSDAQ cross the border of Chinese market. Also, in close association with major accounting firms, consulting firms, and patent firms, we build up one-stop total service system and provide timely, comprehensive, and efficient legal services to our clients.

Areas of Concentration

- Formation of business entities and joint ventures
- Formation of holding companies and branch or liaison offices
- Merger & acquisition, property or equity acquisition and transfer
- Collecting and managing insolvent loans
- Patent and trademark filing and litigation
- IT and venture entrepreneurship consulting
- Legal due diligence and credit investigation
- Anti-dumping, liquidation and bankruptcy
- Development of and investment in real estate projects
- Securities and banking
- Civil and commercial litigation and arbitration
- Networking with respect to foreign direct investment

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HANKYUL LITIGATION / ADR
LAW GROUP

Hankyul has demonstrated its remarkable ability in resolving disputes, completely reflecting client's best interests, based on our expertise and extensive experience in litigation and ADR. Hankyul provides comprehensive legal services not only for the pertinent issues, but also for any and all legal issues including ancillary issues arising in connection therewith.

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REPRESENTATIVE MATTERS

- Representation of one of the top Korean cellular phone manufacturers in a trade secret action
- Advice on fair trade issues for a major retailer
- Advice on e-commerce and licensing for a sports marketing company
- Representation of a US pharmaceutical company in disputes with a local distributor and an OEM manufacturer
- Representation of a German manufacturer in disputes with local distributors and agents
- Advice to the local subsidiary of a European retailer
- Advice to a joint venture of a major European car manufacturer
- Advice on the disposition of non-performing loans for a major industrial engineering company
- Due diligence on various multi-billion won asset-backed securities transactions for a state-owned corporation
- Advice on financial advisory agreement between KAMCO and a Chinese state-owned corporation
- IPO of various venture businesses
- Advice on stock option and other executive compensation programs for various domestic and overseas companies
- Cross-border M&A of high-tech venture companies
- Issuance of several Euro and domestic bonds (minimum size 2.5 billion Korean Won) arranged by a major securities company
- Advice on composition and reorganization in various industries
- Investor relations work for various high-tech venture companies
- Set-up of foreign subsidiaries, corresponding offices, and joint ventures of Korean companies, and local subsidiaries, corresponding offices, and joint ventures of foreign companies
- OEM, global strategic alliance, and other commercial agreements for domestic and foreign companies
- Licensing and IP transfers in various industries
- Representation of major internet companies and motion picture studios in domain name, copyright, and trademark cases
- Commercial litigation on subscription of corporate bonds arranged and issued by a Korean securities company
- Advice on an investment, development and financing project involving an NPO office building and a hotel in China
- Representation of KAMCO on the disposition of corporate bonds
- Representation of S Capital in the acquisition of NPLs owned by a local commercial bank
- M&A of H Yanghaeng and restoration of ACTS Co., Ltd.
- M&A and due diligence for an Internet center Inc.
- Reorganization of S telecommunication company

HANKYUL BRANCH OFFICE **LAW GROUP**

- **Pangyo Office** - Hankyul Law Group is the first among the law firms to open its branch office at the Public Support Center in Pangyo Techno Valley. The Pangyo Office opened in July 2014 and we strive to give closer attention to the many companies in Pangyo Techno Valley and provide them professional and efficient legal services in the areas of corporate, M&A, investment, IT, intellectual property, etc.

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AFFILIATIONS

- **First Law International Network (FLI NET)** - FLI NET is a network of 75 local partner firms worldwide that is designed as the elite global integrated supplier for legal services to multinational companies wishing to outsource their legal requirements. Hankyul is a member of the Executive Management Committee.

