# 上海市理合理律师事务所介绍

理合理律师事务所是一家以从事民商法律业务为核心,海事海商、银行金融、 外商投资为特色的综合性合伙制律师事务所。我们坚持为客户提供最满意的法律 服务的理念,以帮助客户实现最优化的商业追求。

理合理律师事务所由享受国务院津贴的资深专家、在美国和日本等海外著名 大学获得法学博士和硕士学位的法律专才、曾历任外资和中资银行的领导并长期 主管银行法律和合规、管理工作的金融法务专家、国内特大型航运机构的法律处 长等一批有丰富法律知识和实践经验的充满活力的律师组成。

理合理律师事务所与伦敦、东京、纽约、香港、新加坡及东南亚等地的国际 性律师事务所建立了长期合作关系,并为海外客户提供广泛的涉及中国业务的法 律服务。

#### **About Us**

Zhao & Co is a full-service partnership law firm focusing on civil and commercial legal services and specializing in banking, finance, maritime affairs and foreign investment. With dedication and commitment to our clients, we provide specialized legal service and systematic solution to maximize the profit of our clients.

In Beijing and in Shanghai, we have a team of about 20 lawyers. Our working languages are Chinese, English, French and Japanese. Lawyers and consultants of Zhao & Co have strong legal background and vigor. We have senior legal experts who regale on allowance from the State Department of PRC, lawyers who achieve legal doctor's and master's degree in some well-known universities in France, U.S. and Japan, used to be the leaders who manage banking and finance issues in foreign capital bank and domestic bank or direct maritime affairs in tremendous-scale shipping group.

## 专业服务简介

#### Services Overview

## ❖ 海商海事

我们的律师精通海上航运业及海上保险法律实务,他们或在国内大型航运公司处理过十几年航运和保险法律事务,或曾在国内外攻读过海商法及海上保险法。

我们的律师具备向国内外客户提供有关海商、海事及海上保险方面法律服务的丰富知识和经验,曾为诸多国内及国外著名的航运公司、造修船企业、租船公司、船东保赔协会、租船人互保协会、货主、保险人及货运代理公司提供专业法律服务。

#### Maritime Affairs

Our lawyers have profound theoretical knowledge of maritime law and are familiar with laws governing the maritime shipping industry and the marine insurance industry. Some of them have been in charge of legal matters concerning shipping and international trade for shipping companies or international trading companies. Some of them have education background of maritime law and marine insurance law both at home and abroad.

Our lawyers are experienced in providing legal services on maritime transport, marine insurance and other maritime related matters for domestic and international clients. We have represented dozens of well-known Chinese and foreign shipping companies, ship-building companies, charter companies, ship owners P & I clubs, charterers mutual P & I associations, cargo owners, insurers and forwarding agents in legal matters.

- △ 海商海事诉讼及仲裁
- △ Maritime Litigation & Arbitration

帮助客户处理各类海上运输、海上事故、海上污染、海上保险、海上工程、船舶建造等诉讼及仲裁。

To solve litigation and arbitration regarding maritime transportations, maritime accidents, marine pollution, marine insurance, marine engineering, ship construction and so on.

△ 提单

△ Bill of Lading

帮助客户处理各类涉及提单的货物运输及货运代理纠纷,如无单放货、运费纠纷、货运单证纠纷、欺诈性提单纠纷等。

To deal with various types of disputes regarding bill of lading, such as releasing goods without original bill of lading, freight dispute, shipping documents dispute and fraudulent bill of lading.

## △ 租船及船舶融资

## $\triangle$ Charters and Ship Finance

审查、起草各类租船合同,帮助客户与船舶代理谈判进行船舶租赁,审查船舶融资项目的法律风险,协助客户办理船舶抵押和保险。

To review and draft charter parties, to assist our clients to lease ships on the basis of negotiation with shipping agency, to review the legal risk in the ship finance project and assist our clients to deal with the ship mortgage and insurance.

## ❖ 银行和金融

我们的律师曾历任外资和中资银行的领导,长期主管银行法律和合规、管理工作,可提供的法律服务领域包括公司融资,资本市场,债务重组,项目融资,基础设施融资,贸易融资,国际银团贷款,金融服务业,融资租赁,各种担保安排,信托,投资基金,保险法,套期保值,期权和其他金融衍生品种。

## Banking and Finance

Our lawyers used to be the leaders who manage banking and finance issues in foreign capital bank and domestic bank. We are experienced in providing legal services on corporate finance, capital market, project finance, infrastructure finance, trade finance, debt reconstruction, syndicate credit facilities, leasing finance, security arrangement, trust, investment funds, insurance, financial service, swap, option and other derivatives.

## △ 银行

## △ Banking

我们的律师长期向国内外多家银行提供服务,主要服务包括但不限于:银行贷款追索与强制执行,商业银行内部控制制度的法律服务,为银行出具有关银行业务的法律意见书,银行客户背景与资信调查,信贷资金的跟踪管理,担保方案的设计等。

We are experienced in banking related legal services. Our services include but not limited to: represent banks in debt collection and enforcement, legal services in establishment of internal control system for commercial banks, issue legal opinion for banking-related business, invest bank clients' background and credit standing, follow credit funds and design guaranty proposal.

## △ 金融

#### △ Finance

我们的律师在融资方面的服务包括但不限于:为商业银行贷款、银团贷款、项目债券、杠杆租赁等融资方式提供全面法律服务,担保贷款及综合授信,衍生金融工具如掉期交易法律服务,项目融资,外商投资和 BOT 运营,项目转让和税务安排等。

Our services for financing include but not limited to: all-round legal services regarding commercial bank loans, syndicated loans, project bonds, leveraged lease and other forms of financing methods, secured loan and comprehensive credit, derivatives financial instruments such as swap transaction, project financing, foreign investment and BOT operation, project assignment and taxation arrangement.

## 🍁 公司业务

我们的律师为各类公司提供常年法律顾问、投资顾问等专业服务,主要包括:公司的设立、改制、重组,股权转让和股权结构安排,收购和合并,各类企业的股份制改造,公司管理,融资,风险投资,破产和清算等。同时,我们的公司法律师还能就相关的劳动、税务、环境保护等提供法律咨询意见和服务。

## Corporate

Zhao & Co acts as a regular adviser for various types of companies and provides legal and investment advices for them, including: company incorporations, restructuring, transformation of ownership, shares transfer and structure designs of shares, mergers and acquisition, stock-restructuring, corporate governance, financings, venture capital, bankruptcy and liquidation. Besides, we also render legal advices in labor, taxation, environmental protection and other business-related matters.

## △ 公司设立

#### △ Company Establishment

协助国内客户设立有限公司、股份公司、合伙企业、控股公司、子公司、分公司、 办事处及其他形式的经济组织;

To assist domestic clients to set up limited liability companies, joint-stock companies, partnerships, holding companies, subsidiaries, branches, representative offices and other economic entities;

协助外国客户设立外商驻华代表机构、合资企业、合作企业、外商独资企业或其他形式的实体,协助外国公司在中国设立控股公司或地区总部。

To assist foreign clients to set up foreign representative offices, equity joint ventures, contractual joint ventures, solely foreign-funded enterprises and other entities in China; to assist foreign companies to set up holding companies or regional head quarters in China.

### △ 公司治理

### △ Corporate Governance

起草和审查公司员工手册、薪酬方案、股东会、董事会、公司管理制度等公司治理文书;

To draft and review of the employee handbook, the salary package, the meeting of shareholders, the board of directors, the corporate management system and other corporate governance documents;

为公司股东大会、董事会、合同等重大活动进行律师见证,出具公司项目律师建议书、律师函、法律意见书。

To act as witness in the meetings of shareholders, the meetings of the board and other major activities of the company; to issue lawyer's proposals, attorney's letters, legal submissions for the company's projects.

## △ 兼并收购

### △ Merger & Acquisition

协助客户设计合并/兼并/收购方案,对目标企业进行尽职调查,对收购标的进行法律审计,股权转让,股权纠纷处理,破产清算等。

To design M & A proposal, conduct and handle M & A due diligence investigation, make legal audition on acquisition object, equity transfer, equity disputes, bankruptcy and liquidation, etc.

## ❖ 国际贸易

我们的律师为国内外客户处理了大量涉及国际贸易的纠纷,涉及领域包括:进出口实务,国际贸易结算和融资,国际保理,加工贸易,补偿贸易,保税贸易,代理和经销、寄售,原产地证明,信用证,提单,海关监管,知识产权海关保护,商检,许可证等。

我们与美国、英国、法国、澳大利亚、新加坡、日本、香港等国家和地区的律师同行建立并保持着良好的合作关系,可以为各国及港澳台投资者、外贸企业及走向海外市场的中国生产企业提供高质量的法律服务。

#### International Trade

Our lawyers are experienced in handling with disputes regarding international trade. Our fields of practice: import & export, international trade settlement and financing, factoring, export processing trade, compensation trade, bonded trade, agency and distribution, consignment, rules of origin, letter of credit, bill of lading, customs surveillance, customs' protection of intellectual property, commodities inspection, license and so on.

Zhao & Co keeps long-term friendly cooperation relationship with law firms from U.S.A., U.K., France, Australia, Singapore, Japan and Hong Kong to guarantee that the Firm's legal services are client-oriented and of the highest standard professionals have been specially assigned to listen to and take care of complaints and concerns of Clients from Europe, America, Japan and China.

## 💠 合同

起草、审查、修改各类协议、合同、章程、保密协议、竞业禁止协议等法律文件,合同违约索赔,出具涉及合同的律师函、法律意见书,办理律师见证,代理公司合同诉讼、仲裁及处理非诉讼合同法律事务。

### Contract

To draft, review and modify agreements, contracts, articles of association, confidentiality agreements, non-competition agreements and other legal documents, claims for liabilities for breach of contract, to issue lawyer's letter, legal opinion and lawyer's witness, to represent our clients in litigation and arbitration in connection with contracts and to handle non-litigation legal matters.

## ❖ 劳动/社会保障

我们的律师精通于最新的中国劳动法律及其执行,擅长解决雇主和雇员之间的劳资纠纷,包括:劳动合同、竞业禁止协议、保密协议的起草与修改,外籍雇员的登记及相关服务,关于人员调动、劳动关系终止的处理,劳动争议的纠纷解决(调解、仲裁以及诉讼)。

## Employment

Our lawyers have extensive experience in advising on and implementing the latest Chinese labor rules and resolving representing both employers and employees in employment disputes. Most work relates to drafting and modifying labor contracts, non-competition agreements and confidentiality agreements, registering foreign employees and related services, handling labor transfer and termination, dispute resolution (mediation, arbitration and litigation).

## ❖ 诉讼与仲裁

我们的律师同时还代理各类民商事诉讼、刑事诉讼、仲裁案件,其中经常性处理的案件包括普通民事诉讼、商事诉讼、刑事辩护、国内和国际商事仲裁、劳动仲裁与诉讼等。

## Litigation and Arbitration

We also represent our clients in various types of civil and commercial litigations, criminal litigations and arbitrations. Our regular portfolio covers general civil litigations, commercial litigations, criminal defense, domestic and international commercial arbitrations, labor arbitrations and litigations.

# 联系我们

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