

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG,
Plaintiff,

v.

BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.

No. 3:14-CV-1790 (VLB)

July 7, 2015

MEMORANDUM OF LAW IN RESPONSE TO ORDER TO SHOW CAUSE

Pursuant to the Court's June 16, 2015 Order to Show Cause ("OTSC") [D.E. #82], defendants Beta Pharma, Inc. ("Beta Pharma") and Don Zhang ("Zhang") hereby file this Memorandum of Law in support of their assertion that this Court has subject matter jurisdiction pursuant to 28 U.S.C. § 1332(a)(2). As set forth in the OTSC, the Court has ordered Beta Pharma and Zhang to show cause why this case should not be remanded for lack of subject matter jurisdiction, and directed the parties "to address the issue of whether, under both federal and Connecticut law, [Zhejiang Beta Pharma Co., Ltd. ("ZJBP")] is a necessary or indispensable party." OTSC at 7.¹ Beta Pharma and Zhang maintained in their Notice of Removal, and in support of their Motion to Transfer Venue, that Plaintiff Zhaoyin Wang ("Plaintiff") fraudulently joined Defendant ZJBP, because the sole claim in

¹ Although ZJBP changed its name to Beta Pharmaceuticals Co., Ltd. on August 23, 2013, the entity will be referenced herein as "ZJBP." Declaration of Donald C. Clarke, dated July 6, 2015 ("Clarke Decl.") at ¶ 3, Exh. B.

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the Complaint against ZJBP could not successfully be asserted, so that its citizenship should be ignored for diversity purposes.² In the present Memorandum, Beta Pharma and Zhang explain that ZJBP is not a necessary and indispensable party because it is not a party to the Partnership Offering contract and because, as a matter of law of the People's Republic of China ("PRC"), ZJBP does not have any ownership, right or obligation with respect to transfers of stock. They further explain that ZJBP is fraudulently joined for three reasons: (1) ZJBP cannot afford Plaintiff the relief he seeks because as a matter of PRC law, the government has the discretion to reject a transfer of equity interests in Beta Pharma to a foreign citizen such as Wang, (2) this Court and the courts of the State of Connecticut lack personal jurisdiction over ZJBP, and (3) events have established that ZJBP was joined only to defeat diversity jurisdiction. For all these reasons, the Court should not consider ZJBP's citizenship when examining its subject matter jurisdiction.

I. STATEMENT OF FACTS AND PROCEDURAL HISTORY

A. The Parties

Plaintiff is a Canadian citizen. Declaration of Michael Caldwell, Esq., dated July 6, 2015 ("Caldwell Decl."), Exh. A at T.14:7-8 [Excerpt of Transcript of Deposition of Plaintiff, dated December 19, 2014]; Compl. at ¶ 9.

² The briefs and other supporting papers that Defendants Beta Pharma and Zhang submitted to the Court in support of their Motion to Transfer Venue are respectfully incorporated herein, by reference.

Defendant Don Zhang is a citizen of the United States and a resident of New Jersey. Notice of Removal, ¶ 3 [D.E. #1].

Defendant Beta Pharma is a Delaware corporation with its principal place of business in Princeton, New Jersey. Notice of Removal, ¶ 3 [D.E. #1]; Supplemental Declaration of Don Zhang (“Zhang Supp’l Decl.”), dated January 16, 2015, at ¶ 4 [D.E. #31-1].

ZJBP is a Joint Stock Company, formed pursuant to the Company Law in the PRC. See Declaration of Donald C. Clarke, dated July 6, 2015 (“Clarke Decl.”) at ¶ 3; Zhang Supp’l Decl., Exh. A at pp. 6-7 [D.E. # 31-1 at 17]. ZJBP has never conducted any business in Connecticut. Zhang Supp’l Decl. at ¶¶ 7, 8. ZJBP is not a subsidiary of Beta Pharma. Id. at ¶ 10.

B. The Alleged March 22, 2010 Partnership Offering

The heart of Plaintiff’s allegations is that he believes he is entitled to certain compensation and benefits, as provided by the document attached as Exhibit A to the Complaint entitled “Partnership Offering to Dr. Zhaoyin Wang by Betapharma, Inc.” due to work he allegedly performed for Beta Pharma. The signatories to the Partnership Offering are Plaintiff and Defendant Don Zhang, in his representative capacity on behalf of Defendant Beta Pharma. Compl., Exh. A at p. 3. ZJBP is not a party to the Partnership Offering.

In short, Plaintiff alleges that he entered into a written agreement with Beta Pharma, “pursuant to which [P]laintiff was to perform professional services for [Beta Pharma] in Connecticut and elsewhere, and go into business with [Beta Pharma], and in exchange plaintiff was to receive valuable consideration

including a salary of 850,000 Chinese RMB yuan per year (about U.S. \$140,000 per year), 2 million shares or about 2% of the stock in BP, and 3 million shares or 1% of the stock in ZBP.” Compl. at p. 3, ¶ 10; id., Exh. A. For each and every cause of action, Plaintiff seeks damages, or alternatively, “specific performance of the contract including payment of all unpaid salary and compensation, transfer to him of 2% of the stock of BP, and registration in his name as an official shareholder in China of shares equivalent to 1% of the total issued and outstanding stock of ZBP.” Compl. at p. 4, ¶¶ 13, 14 (Count One); id. at p. 6, ¶¶ 16, 17 (Count Two); id. at p. 10, ¶ 15 (Count Three); id. at p. 15, ¶ 15 (Count Four); id. at p. 18, ¶ 14 (Count Five); id. at p. 24, ¶ 17 (Count Six); id. at p. 29, ¶ 17 (Count Seven); id. at p. 32, ¶ 14 (Count Eight); and id. at p. 34, ¶ 5 (Count Nine). Thus, although Plaintiff sets forth various claims in the Complaint, the relief he seeks with respect to each count is largely identical.

The only cause of action against ZJBP is found in Count Nine, wherein Plaintiff seeks a declaratory judgment that he is the owner of stock in ZJBP. Plaintiff’s requested declaration mirrors the conclusion of law that he pursues in all his claims for relief. To the extent that he prevails and he is declared to be the “owner” of stock in ZJBP, Plaintiff also seeks “a permanent injunction requiring defendant [ZJBP] to cause [P]laintiff’s shares to be registered on the books of [ZJBP] in China, and to grant to [P]laintiff full rights to participate in the initial public offering and all other rights appurtenant to his status as a shareholder.” Pl.’s Claim for Relief at ¶ 6.

Count Nine is vague as to what exactly Plaintiff is alleging. Plaintiff may be alleging that Zhang, acting on behalf of Beta Pharma, transferred stock that previously belonged to Beta Pharma to Plaintiff, but he needs a declaratory judgment against ZJBP to force it to take steps to establish his ownership of the stock, such as registering the stock on its books in China as belonging to him. Alternatively, he may be alleging that Zhang, acting on behalf of ZJBP, transferred stock that previously belonged to ZJBP (“treasury stock”) to Plaintiff. However, Plaintiff cannot successfully state a cause of action against ZJBP under either of these claims.

C. Order To Show Cause

Although Plaintiff initially filed his complaint in Connecticut Superior Court, on December 1, 2014, Beta Pharma and Zhang removed the case to this District. In their Notice of Removal, Beta Pharma and Zhang assert that the Court has jurisdiction because: (1) ZJBP was fraudulently joined; and (2) ZJBP has not been properly served. Notice of Removal at ¶¶ 5, 6 [D.E. #1]. In addition, the parties have outlined their respective arguments concerning fraudulent joinder as part of the briefing related to the Motion to Transfer, which was filed by Beta Pharma and Zhang on December 5, 2014. [D.E. #17, 21, and 31]. Thereafter, on June 15, 2015, and prior to the Court’s adjudication of the Motion to Transfer, the Court issued the OTSC requiring the parties to provide additional information with respect to the Court’s subject matter jurisdiction. Specifically, the Court ordered Beta Pharma and Zhang to show cause why this case should not be remanded for lack

of subject matter jurisdiction, and ordered the parties to address whether ZJBP is a “necessary and indispensable” party to this lawsuit. OTSC at 2-3.

II. LEGAL ARGUMENT

A. Standard for Removal

“Where a defendant seeks to remove an action, it must support its jurisdictional facts with competent proof.” United Food & Comm’l Workers Union, Local 919, AFL-CIO v. CenterMark Properties Meriden Square, Inc., 30 F.3d 298, 305 (2d Cir. 1994) (citations and internal quotation marks omitted). See also Audi of Smithtown, Inc. v. Volkswagen of Am., Inc., 2009 WL 385541, at *3 (E.D.N.Y. Feb. 11, 2009) (holding that the removing party bears the burden to prove jurisdiction) (citations omitted). When subject matter jurisdiction is premised upon an argument of fraudulent joinder of a non-diverse party, “the court is permitted to look beyond the pleadings to resolve this jurisdictional question.” Ibid. (citations omitted). In addition, “a district court may consider the facts alleged in the complaint, documents attached to the complaint as exhibits, and documents incorporated by reference in the complaint.” DiFolco v. MSNBC Cable L.L.C., 622 F.3d 104, 111 (2d Cir. 2010). However, when “a conclusory allegation in the complaint is contradicted by a document attached to the complaint, the document controls and the allegation is not accepted as true.” Amidax Trading Group v. S.W.I.F.T. SCRL, 671 F.3d 140, 146-47 (2d Cir. 2011).

Although the Court may consider allegations of fact set forth in the Complaint, the Court should not consider conclusory statements of law. Omnipoint Commc’ns, Inc. v. Common Council of City of Peekskill, 202 F. Supp.

2d 210, 213 (S.D.N.Y. 2002) (addressing certain statements made in an affidavit filed in support of a motion for summary judgment and explaining that “to the extent that they contain conclusory statements of law or information not possibly based on personal information, [the statements] are stricken and will be disregarded”); Thai Lao Lignite (Thailand) Co. v. Gov't of the Lao People's Democratic Republic, 2011 WL 4111504, at *5 (S.D.N.Y. Sept. 13, 2011)). The Court – not the finder of fact – must determine issues of foreign law. Fed. R. Civ. P. 44.1; Advisory Committee Notes to Fed. R. Civ. P. 44.1 (1966 Adoption) (citations omitted). To this end, “[i]n determining foreign law, the court may consider any relevant material or source, including testimony, whether or not submitted by a party or admissible under the Federal Rules of Evidence.” Fed. R. Civ. P. 44.1. See also Id. (1972 Amendment) (noting that courts are not bound by the Rules of Evidence and may consider any relevant material).

B. Standard Governing Subject Matter Jurisdiction

The district courts have subject matter jurisdiction when the damages at issue exceed the sum or value of \$75,000, exclusive of interest and costs, and if the dispute is between a citizen or subject of a foreign state and citizens of a State or States. 28 U.S.C. § 1332(a)(2). To this end, “[i]t is axiomatic that federal courts only have diversity jurisdiction when there is complete diversity between the parties – that is, when all plaintiffs are citizens of different states from all defendants.” Audi of Smithtown, supra, 2009 WL 385541, at *3 (citing 28 U.S.C. § 1332).

However, when a defendant has been fraudulently joined, courts overlook its citizenship. See *Bounds v. Pine Belt Mental Health Resources*, 593 F.3d 209, 215 (2d Cir. 2010); *Briarpatch Limited, L.P. v. Phoenix Pictures, Inc.*, 373 F.3d 296, 302 (2d Cir. 2004) (holding that “[t]he doctrine of fraudulent joinder is meant to prevent plaintiffs from joining non-diverse parties in an effort to defeat federal jurisdiction” and courts should “overlook the presence of a non-diverse defendant if from the pleadings there is no possibility that the claims against the defendant could be asserted in state court”); *Kuperstein v. Hoffman-La Roche, Inc.*, 457 F. Supp. 2d 467, 470 (S.D.N.Y. 2006) (citation omitted) (holding that “[w]here joinder of a defendant is fraudulent, the court may dismiss the defendant from the action,” and assert jurisdiction over the remaining parties).

“In order to show that naming a non-diverse defendant is a ‘fraudulent joinder’ effected to defeat diversity, the defendant must demonstrate, by clear and convincing evidence, either that there has been outright fraud committed in the plaintiff’s pleadings, or that there is no possibility, based on the pleadings, that a plaintiff can state a cause of action against the non-diverse defendant in state court.” *Pampillonia v. RJR Nabisco, Inc.*, 138 F.3d 459, 461 (2d Cir. 1998). Here, ZJBP’s citizenship should be ignored in determining diversity both because there is no possibility, based on the pleadings, that Plaintiff can state a cause of action against it in Connecticut state court, and because it was joined solely in order to defeat diversity jurisdiction.

First, however, Beta Pharma and Zhang address the Court’s question about whether ZJBP is a necessary and indispensable party.

C. ZJBP Is Not a Necessary and Indispensable Party Because It Has No Authority Over The Possession Of And Rights Accompanying Its Shares

The Court directed the parties to address whether ZJBP is a necessary and indispensable party to the dispute. In this respect, the Court preliminarily noted that if ZJBP is a necessary and indispensable party, then it must consider ZJBP's citizenship. OTSC at 5-6. In its OTSC, the Court observed that Plaintiff alleges that ZJBP has sole "authority over the possession of and rights accompanying [its] shares," and therefore, it appears to be a necessary and indispensable party to this dispute. OTSC at 3. The Court also wrote that "if Plaintiff were to prevail, the relief Plaintiff seeks would directly affect ZJBP's rights and interests, in particular, its ability to own and disburse shares of its company." Id. For the reasons that follow, Beta Pharma and Zhang respectfully disagree.

ZJBP is not a necessary and indispensable party because under the allegations of the Complaint and federal law, it is a mere "stakeholder." Pursuant to Salem Trust Co. v. Manufacturers' Finance Co., 264 U.S. 182 (1924) and its progeny, a stakeholder is not a necessary and indispensable party, and its citizenship is not considered for diversity purposes.

1. Mere Stakeholders Are Not Necessary and Indispensable Parties and Their Citizenship Is Not Considered For Purposes Of Subject Matter Jurisdiction

In Connecticut, "[p]arties have been termed indispensable when their interest in the controversy is such that a final decree cannot be made without either affecting that interest or leaving the controversy in such condition that its final disposition may be inconsistent with equity and good conscience." Hilton

v. City of New Haven, 233 Conn. 701, 722 (1995). Indeed, “[j]oinder of indispensable parties is mandated because due process principles make it ‘essential that [such parties] be given notice and an opportunity to protect [their] interests by making [them] a party to the [action].’” Id. at 723 (citation omitted). In Audi of Smithtown, supra, 2009 WL 385541, at *4, the court explained that it is appropriate to consider the citizenship of the necessary and indispensable parties to the dispute, whether they have been named as parties or not. See also OTSC at 4. But see Lincoln Prop. Co. v. Roche, 546 U.S. 81, 93 (2005) (holding that the Circuit Court should not have inquired into “whether some other person might have been joined as an additional or substitute defendant” when considering its own subject matter jurisdiction) (citations omitted).

Conversely, “a federal court must disregard nominal or formal parties and rest jurisdiction only upon the citizenship of real parties to the controversy.” Audi of Smithtown, supra, 2009 WL 385541, at *4 (citing Navarro Sav. Ass’n v. Lee, 446 U.S. 458, 461 (1980)). See also Int’l Union, United Auto., Aerospace & Agric. Implement Workers of Am., U.A.W., Local 1500 v. Bristol Brass Co., 123 F.R.D. 431, 433 (D. Conn. 1989); Masterson v. Atherton, 223 F. Supp. 407, 409 (D. Conn. 1963), aff’d, 328 F.2d 106 (2d Cir. 1964) (citing Hann v. City of Clinton, 131 F.2d 978, 981 (10th Cir. 1942)); 3 Moore’s Federal Practice, P17.04, pp. 1312, 1315 (2d ed. 1948)). To this end, “a nominal defendant is a person who can be joined to aid the recovery of relief” but should be disregarded when considering diversity jurisdiction “[b]ecause a nominal defendant has no ownership interest in the funds at issue” and has been “joined solely as a means of facilitating

collection.” Fisher v. Dakota Cmty. Bank, 405 F. Supp. 2d 1089, 1095-96 (D.N.D. 2005) (citing 15 Moore’s Federal Practice-Civil at § 102.15)). See also In re SK Foods, L.P., 2013 WL 6488275, at *11 (9th Cir. Dec. 10, 2013) (citing Pesch v. First City Bank of Dallas, 637 F. Supp. 1530, 1536–37 (N.D. Tex. 1986)) (holding that “in [a] dispute between plaintiff and defendant over ownership of company’s stock, company was not a real party in interest”); DiBella v. Carpenter, 2010 WL 2605824, at *3 (S.D. Ohio June 25, 2010) (holding that because the prayer for relief was “to establish the respective interests of [the parties] and to order the distribution of the proceeds of the sale of [the company],” the company was a nominal party).

In the flagship case Salem Trust Company v. Manufacturers’ Finance Co., 264 U.S. 182 (1924), the Supreme Court established that a party such as ZJBP is a mere “stakeholder” and nominal party, such that its citizenship is disregarded for diversity purposes. First, the court noted that “[t]he right to removal depends upon the case disclosed by the pleadings . . . and is not affected by the fact that one of the defendants is a citizen of the same state as the plaintiff if that defendant is not an indispensable party to the controversy between plaintiff and defendant who are citizens of different states.” Id. at 189-90. In applying that standard, the Court addressed a dispute wherein the plaintiff, Salem Trust Company, sought to establish its right to funds on deposit at the International Trust Company, as against the rights asserted by Manufacturers’ Finance Company. Id. at 188. The Manufacturers’ Finance Company removed the case to federal court and argued that “the International Trust Company is not a necessary

party, being only a stakeholder and without any interest whatever in the result.”

Id. at 188. The Supreme Court held that the International Trust Company was not an indispensable party because:

[i]t has no interest in the controversy between the petitioner and the other respondent. Its only obligation is to pay over the amount deposited with it when it is ascertained which of the other parties is entitled to it. On the question of jurisdiction, an unnecessary and dispensable party, will not be considered. . . . Here no cause of action exists against the International Trust Company, because it has not been determined which of the other parties is entitled to payment.

Id. at 190 (emphasis added).

In the OTSC, the Court cites the Supreme Court’s decision in Crump v. Thurber, 115 U.S. 56 (1885), which it issued approximately forty years prior to Salem Trust. There, Crump filed a lawsuit against Wilson and asserted that he was entitled to 300 shares of stock in Southern Dairy Company pursuant to the terms of a contract. Crump requested the Court to order Southern Dairy Company to cancel Wilson’s ownership of the stock on its books, and to issue him certificates for the 300 shares. Id. at 57. Although the Court ultimately noted that the Southern Dairy Company was an indispensable party to the dispute, it did not explain why it reached that conclusion. Since 1885, several courts have construed Crump. The Sixth Circuit, for example, in Williamson v. Krohn, 66 F. 655, 661 (6th Cir. 1895), held that Crump v. Thurber “is not an authority for the general proposition that the corporation is a necessary party to a suit between parties contending for the ownership of its issued stock.”

More recently, in Kearney v. Dollar, 111 F. Supp. 738, 739 (D. Del. 1953), the District of Delaware addressed and distinguished Crump in its consideration of a motion to remand. There, the plaintiffs asserted that pursuant to a contingent fee arrangement, they performed legal services for the defendants with respect to a dispute concerning the ownership of shares of American President Lines, Inc., Ltd (“American President”). In support of the motion to remand, the plaintiffs asserted that American President was a party in interest, and due to its non-diversity of citizenship with plaintiffs, there was no federal jurisdiction. Noting that “the joinder of formal, nominal or unnecessary parties in the proceedings in the State Court has no effect upon the jurisdiction of the Federal Court in removal or remand proceedings where such jurisdiction otherwise attaches,” the Kearney Court held that American President was merely a stakeholder and therefore, it was not a necessary and indispensable party. In so holding, the Kearney Court distinguished Crump and concluded, as follows:

In Williamson v. Krohn . . . it was held that Crump v. Thurber was not an authority for the general proposition that a corporation is a necessary party to a suit between two other parties contending for ownership of its issued stock. In the Williamson case it was held that the true reasoning of Crump v. Thurber lay in the fact that the corporation was the only party personally served with process and that service on Wilson in New York was by publication only and that no personal decree could be entered except as to the corporation and hence it was an indispensable party. . . . The lack of any ability in the State Court to enter any personal judgment against Wilson in default of personal service and the lack of authority to enter and enforce any judgment quasi in rem on substituted service may have been the reason for holding the corporation on whom personal service had been had to be an indispensable party.

Id. at 743.

The Kearney Court also observed that the complaint was filed “to establish title to or lien upon certain shares of stock of a Delaware corporation” and thus, “[i]f the plaintiff in such a case . . . should prevail in the Delaware Court and establish his right to the stock in question, then the Delaware statutes, decisions and Rules of Court seem to furnish complete and adequate remedies for the fruition of the process so as to make the corporation itself neither a necessary nor an indispensable party.” Id. at 743-44. In sum, the court stated:

The corporation whose issued stock is being litigated and which has no corporate interest in the controversy may be a proper party to the suit. If the corporation had not been a party at all to the suit as filed, the ownership of its stock could have been litigated and full fruition given to any decree concerning that ownership. Having no corporate interest in the controversy, which controversy can be determined without contravening any rights of the corporation, then such corporation cannot be a necessary or indispensable party and cannot be such a “party in interest” whose presence or absence would affect a removal.

Id. at 745.

Thus, if ZJBP is a mere stakeholder, it is not a necessary and indispensable party to this action.

2. ZJBP Is A Mere Stakeholder And Not A Necessary And Indispensable Party Because As A Matter Of Law, It Does Not Have Any Legal Authority To Approve Or Reject The Transfer Of Its Stock

In the OTSC, the Court notes that Plaintiff alleges that “authority over the possession and rights accompanying ZJBP’s shares rests with ZJBP alone” and

that “if Plaintiff were to prevail, the relief Plaintiff seeks would directly affect ZJBP’s rights and interests, in particular, its ability to own and disburse shares of its own company.” OTSC at p. 3. However, Plaintiff’s allegations concern issues of law – not issues of fact. Therefore, the Court may not simply accept Plaintiff’s conclusory statements. See Omnipoint Commc'ns, Inc., supra, 202 F. Supp. 2d at 213; Thai Lao Lignite (Thailand) Co., supra, 2011 WL 4111504, at *5; Fed. R. Civ. P. 44.1.

Indeed, Plaintiff’s representations are wrong. ZJBP does not have such authority. In this respect, it is well accepted that the laws of the state or country where ZJBP is incorporated govern its internal corporate affairs. See Edgar v. MITE Corp., 457 U.S. 624, 645 (1982); Krys v. Aaron, 2015 WL 2412448, at *10 (D.N.J. May 20, 2015) (holding that because the entity at issue was incorporated in the Cayman Islands, the laws of the Cayman Islands govern internal corporate affairs); Kearney, supra, 111 F. Supp. at 743-44 (holding that the laws of Delaware govern the transfer of ownership of stock in a Delaware corporation).

Here, ZJBP is a company that is registered in the PRC and organized pursuant to its laws. See Compl. at p. 2, ¶ 6; Zhang Supp’l Decl., ¶¶ 5, 9; Clarke Decl., ¶ 3; Declaration of Rui Li, dated July 3, 2015 (“Li Decl.”), at ¶ 2 and Exh. A. Accordingly, the laws of the PRC control the Court’s instant inquiry and inform with respect to whether ZJBP is necessary and indispensable.

ZJBP is a mere stakeholder whether Plaintiff’s claim is based on the theory that the stock allegedly transferred to him was previously Beta Pharma’s or previously ZJBP’s. First, if it was Beta Pharma’s, ZJBP lacks the legal authority

to accept or reject the transfer from Beta Pharma to Plaintiff. At present, ZJBP is a Joint Stock Company (a company limited by shares) and was formed pursuant to the Company Law of the PRC. Clarke Decl. at ¶ 3; Li Decl. at ¶ 4. “Because ZJBP is a Joint Stock Company, pursuant to the laws of the PRC, if a shareholder in ZJBP transfers its stock to another individual, ZJBP itself does not have legal authority to approve or reject the transfer.” Clarke Decl. at ¶ 4 (citation omitted); Li Decl. at ¶ 4.

Second, the stock cannot previously have been ZJBP’s, because ZJBP has no such stock to transfer. Clarke Decl. at ¶ 6 and Exh. B. In addition, the public record reveals that ZJBP has not reserved any treasury stock, and thus, it does not have any ownership right to stock. Id. Nor could ZJBP issues shares to satisfy a foreign judgment. Li Decl. at ¶ 5.

At the core of the Complaint, Plaintiff asks the Court to determine, pursuant to the terms of the Partnership Offering, that he is the owner of 1% of the stock of ZJBP. However, the so-called authority, rights, interests and obligations that ZJBP that is alleged in the Complaint lack any legal basis. Therefore, under Salem Trust and its progeny, ZJBP is a nominal party, a mere stakeholder whose citizenship should not be considered by the Court. Because ZJBP is not a necessary and indispensable party, Defendants Beta Pharma and Zhang respectfully submit that the Court should find that the matter presents the requisite diversity to satisfy the statutory requirements of 28 U.S.C. § 1332(a)(2).

D. ZJBP Has Been Fraudulently Joined

In addition, ZJBP's citizenship should not be considered because it has been fraudulently joined. It has been fraudulently joined because Plaintiff can state no successful cause of action against it in state court, because this Court and the courts of Connecticut lack personal jurisdiction over it, and because it was intentionally joined to defeat diversity jurisdiction. Pampillonia v. RJR Nabisco, Inc., 138 F.3d 459, 461 (2d Cir. 1998).

1. Plaintiff Can State No Claim Against ZJBP Because It Cannot Provide the Relief He Seeks

Beta Pharma and Zhang respectfully submit that because neither Plaintiff, Beta Pharma, Zhang, nor this Court can compel the PRC to recognize the transfer of stock in ZJBP to Plaintiff, a Canadian citizen, Plaintiff is unable to state a claim against ZJBP, and therefore, Plaintiff has fraudulently joined ZJBP. See Int'l Union, United Auto., supra, 123 F.R.D. at 433; Clarke Decl. at ¶¶ 5, 7; Li Decl. at ¶ 4.

Courts regularly conclude that parties are nominal and disregard their citizenship for purposes of diversity if the removing party demonstrates that the non-diverse party "simply cannot afford the desired relief to the plaintiffs." Norman v. Cuomo, 796 F. Supp. 654, 658 (N.D.N.Y. 1992) (citing Saxe, Bacon & Bolan, P.C. v. Martindale-Hubbell, Inc., 521 F. Supp. 1046, 1048 (S.D.N.Y.1981), aff'd, 710 F.2d 87 (2d Cir. 1983)); Avon Prods. v. A/J Partnership, 1990 WL 422416, at *2-3 (S.D.N.Y. Mar. 1, 1990) (holding that a party who cannot provide the desired relief to the plaintiff is nominal because "no cause of action or claim for

relief is or could be stated against [it]"). See also Patrick v. Porter-Cable Corp., 2010 WL 2574121, at *4 (D. Conn. Apr. 1, 2010) (noting that courts hold that a party is nominal when it is "not in a position to provide the specific injunctive relief requested by the plaintiff") (citation omitted).

"Like the United States, foreign countries regulate their domestic securities exchanges and securities transactions occurring within their territorial jurisdiction. And the regulation of other countries often differs from ours" Morrison v. Nat'l Australia Bank Ltd., 561 U.S. 247, 269 (2010). In the PRC, for example, when a stockholder of a Joint Stock Company wants to transfer his stock to an individual who is not a citizen of the PRC, "the Ministry of Commerce at the central level or its local counterpart, in each case a government agency of the PRC, must approve the transaction for it to be valid." Clarke Decl. at ¶ 5. See also Fed. R. Civ. P. 44.1. In addition, "[j]udgments of the United States courts, whether federal or state, are not enforceable in China. The enforcement of foreign judgments in China requires the existence of a relevant treaty or reciprocity. No relevant treaty exists between the United States and China, and . . . no Chinese court has ever held that reciprocity exists or granted enforcement of a United States judgment where any side objected." Clarke Decl. at ¶ 7.

Here, ZJBP does not have the ability to provide the injunctive relief Plaintiff seeks. As a matter of the Company Law of the PRC, if Plaintiff prevails with respect to his claims as to ZJBP stock, ZJBP cannot ensure that Plaintiff's stock will be registered on the books and records of ZJBP because it cannot compel the Ministry of Commerce of the PRC to approve the transfer to Wang, a

Canadian citizen. See Permanent Mission of India to the United Nations v. City of New York, 551 U.S. 193, 197 (2007); Verlinden B.V. v. Central Bank of Nigeria, 461 U.S. 480, 495-96 (1983); The Schooner Exchange v. McFaddon, 11 U.S. 116 (1812); Clarke Decl. at ¶¶ 5, 7; Li Decl. at ¶ 5; Caldwell Decl., Exh. A at T.14:7-8. Similarly, ZJBP cannot ensure that Plaintiff is able to “participate” in the IPO. Id. See also Lingling Wei, China to Suspend New Stock Sales to Preserve Liquidity, Wall Street Journal, July 4, 2015 (reporting that on or about July 4, 2015, “Senior officials from the State Council, China’s cabinet, the central bank, its top securities regulatory agency and other financial agencies held a meeting” and subsequently announced that China is suspending “new public offerings in a bid to preserve liquidity in an increasingly volatile market,” and further noting that “[p]revious IPO bans have lasted as little as three months and as long as 14 months”). Thus, regardless of whether ZJBP is a necessary and indispensable party to this dispute, ZJBP cannot afford Plaintiff the relief that he seeks. As a result, Plaintiff cannot state a claim against ZJBP, which demonstrates that ZJBP has been fraudulently joined.

2. This Court Lacks Personal Jurisdiction Over ZJBP

Plaintiff also cannot state a cause of action against ZJBP because both this Court and the courts of the State of Connecticut lack personal jurisdiction over it. As noted above, ZJBP is a Joint Stock Company under the Company Law of the PRC. See Clarke Decl. at ¶ 4; Li Decl. at ¶ 4. It has never conducted any business in Connecticut, has never conducted scientific research, development, selling, or marketing of drugs in Connecticut or anywhere in the United States, and never

had any scientists or other employees who work or worked in Connecticut or anywhere in the United States. Zhang Supp'l Decl. at ¶ 7. It is not authorized to conduct business in the United States, nor are any of its drugs approved by the FDA for use in the United States. Id. at ¶¶ 8-9. It is not a subsidiary of Beta Pharma. Id. at ¶ 10. It has not appeared in this action or otherwise consented to be sued in Connecticut.

In accordance with the federal Due Process Clause, an out-of-state defendant is not subject to a state's personal jurisdiction unless it has consented to be sued there or has certain "minimum contacts" with the state. Int'l Shoe Co. v. State of Wash., Office of Unemployment Comp. & Placement, 326 U.S. 310, 316 (1945). Where personal jurisdiction is premised on a corporate entity's regular activities in the state, jurisdiction exists only when the entity's affiliations with the state are so "continuous or systematic" as to render the entity "essentially at home in the foreign State." Daimler AG v. Bauman, 134 S.Ct. 746, 754 (2014), quoting Goodyear Dunlop Tire Operations, S.A. v. Brown, 131 S.Ct. 2846, 2851 (2011). Where personal jurisdiction is premised on the party's activities at issue in the action, a defendant had "fair warning" that the activities subjected it to personal jurisdiction only if it "purposefully directed" the activities at residents of the state and the litigation arises out of alleged injuries that "arise out of or relate to" those activities. Burger King Corp. v. Rudzewicz, 471 U.S. 462, 472-73 (1985).

The only bases that Plaintiff has presented for personal jurisdiction over ZJBP have been rebutted by uncontradicted evidence. See Pl.'s Opp. to Defs' Motion to Transfer ("Transfer Opp.") [D.E. #21], at 9-10; Defs. Beta Pharma and

Zhang's Reply Brief in Further Support of Their Motion to Transfer This Action to the District Court for the District of New Jersey ("Transfer Reply") [D.E. #31], at 6-9. Plaintiff's assertions that ZJBP does business in Connecticut, and that it is a subsidiary of Beta Pharma, have been rebutted by Zhang's uncontradicted affidavit, as noted above. He also presented legally irrelevant assertions that Zhang formerly resided in Connecticut and that Yinxiang Wang, the CEO of ZJBP, resides in Connecticut. Transfer Opp. at 9-10. As Beta Pharma and Zhang have explained, the fact that a foreign entity has an officer who resides in a U.S. state does not create sufficient contacts with the state to establish personal jurisdiction. Transfer Reply at 7; Riverside & Dan River Cotton Mills v. Menafee, 237 U.S. 189, 195 (1915).

Thus, neither this Court nor the courts of the State of Connecticut have personal jurisdiction over ZJBP. This constitutes an additional reason why Plaintiff cannot successfully state a cause of action against ZJBP, establishing that it is fraudulently joined.

3. ZJBP Was Joined Solely to Defeat Diversity Jurisdiction

As noted above, joinder is also fraudulent when the party was joined solely to defeat diversity jurisdiction. Briarpatch Limited, L.P., supra, 373 F.3d at 302; Pampillonia, supra, 138 F.3d at 461. Here, events in this action show that Plaintiff joined ZJBP exclusively for this purpose. Plaintiff purports to have served the Complaint on ZJBP on October 28, 2014. Officer's Return, attached to Summons and Complaint [D.E. #1-1]. In the more than eight months that have passed since

then, ZJBP has never filed an Appearance or otherwise sought to defend this action. But in all that time, Plaintiff has never moved to default ZJBP.

If Plaintiff had really joined ZJBP in order to obtain relief against it, he would, over the last eight months, have made some effort to default ZJBP, whether to force it to appear in and defend this action, or to obtain relief against it. The fact that Plaintiff has made no effort to do so, and has in fact completely ignored ZJBP for the greater part of a year, establishes that Plaintiff has never really sought any relief against ZJBP. Thus, in addition to the other reasons for considering ZJBP to be fraudulently joined, ZJBP was also intentionally joined to defeat this Court's jurisdiction. Plaintiff's failure to pursue ZJBP further establishes that Plaintiff himself does not think that any action from ZJBP is necessary for him to obtain ownership of the ZJBP shares at issue, or any other relief that he seeks from Beta Pharma and Zhang.

III. CONCLUSION

For the foregoing reasons, Beta Pharma and Zhang respectfully request that the Court conclude that ZJBP is not necessary and indispensable party, that ZJBP has been fraudulently joined, and that this Court possesses subject matter jurisdiction over this action. On that basis, Beta Pharma and Zhang respectfully request that this Court issue an Order establishing that this action will not be remanded to state court for lack of subject matter jurisdiction.

**DEFENDANTS BETA PHARMA, INC. AND
DON ZHANG,**

By: /s/

Michael G. Caldwell (ct26561)
LeClairRyan, A Professional Corporation
545 Long Wharf Drive, Ninth Floor
New Haven, Connecticut 06511
Telephone: (203) 672-1636
Facsimile: (203) 672-1656
Email michael.caldwell@leclairryan.com

Jack L. Kolpen (NJ Bar No. 026411987)
Benjamin R. Kurtis (NJ Bar No. 029492010)
Fox Rothschild, LLP
Princeton Pike Corporate Center
997 Lenox Dr., Bldg. 3
Lawrenceville, New Jersey 08648-2311
Telephone: (609) 895-3304
Facsimile: (609) 896-1469
Email: JKolpen@foxrothschild.com
Email: bkurtis@foxrothschild.com
Admitted as Visiting Attorneys

Glenn A. Duhl (ct03644)
Siegel, O'Connor, O'Donnell & Beck, P.C.
150 Trumbull Street
Hartford, Connecticut 06103
Telephone: (860) 280-1215

Facsimile: (860) 527-5131
Email: gduhl@siegelconnor.com

CERTIFICATE OF SERVICE

I hereby certify that on July 7, 2015 a copy of the foregoing was filed electronically. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF System.

/s/

Michael G. Caldwell (ct 26561)

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG,
Plaintiff,

v.

BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.

No. 3:14CV1790 (VLB)

July 7, 2015

DECLARATION OF DONALD C. CLARKE
PURSUANT TO 28 U.S.C. § 1746

I, DONALD C. CLARKE, say:

1. I am an attorney admitted to the bar of New York. I hold a Bachelor of Arts degree from Princeton University, a Master of Science degree from the University of London, and a Juris Doctor degree from Harvard University. I am currently a full-time tenured faculty member at The George Washington University, Washington, D.C., where I am the David Weaver Research Professor of Law. I specialize in the law of the People's Republic of China (PRC) and am fluent in Mandarin Chinese. In particular, I specialize in Chinese corporate law and have published a number of articles in this area. Attached hereto as Exhibit A is a copy of my curriculum vitae.

2. I provide this Declaration to aid the Court in understanding the laws of the PRC regarding the transfer in stock in PRC companies.

3. Zhejiang Beta Pharma Co., Ltd. ("ZJBP") is a Joint Stock Company (*gufen youxian gongsi*, also known as "company limited by shares") formed under the Company Law of the PRC.¹ According to public records, August 29, 2013, ZJBP changed its name to Betta [sic] Pharmaceuticals Co., Ltd.² Attached hereto as Exhibit B is a copy of the public registration record of ZJBP with which I have been provided and on which the above information appears.

¹ See Company Registration for Beta Pharmaceuticals Co., Ltd., <http://bit.ly/1LGk96A> (web site of Zhejiang Province Administration of Industry and Commerce) (hereinafter "ZJBP Company Registration"). A printout of this document is attached as Exhibit B. I am proceeding on the assumption that the companies named therein in Chinese as "Beida Yaoye Gufen Youxian Gongsi" and "Zhejiang Beida Yaoye Youxian Gongsi" are the companies referred to in these proceedings respectively as "Betta Pharmaceuticals Co., Ltd." and "ZJBP". All references to "ZJBP" in this declaration are to the Chinese company known currently as "Beida Yaoye Gufen Youxian Gongsi" (in Chinese) or "Betta Pharmaceuticals Co, Ltd." (in English). Throughout this Declaration, for ease of understanding I use unofficial English names of Chinese companies, not the romanized spelling of their official Chinese names.

² See *id.*

4. Because ZJBP is a Joint Stock Company, pursuant to the laws of the PRC, if a shareholder in ZJBP transfers its stock to another individual, ZJBP itself does not have legal authority to approve or reject the transfer.³

5. When the issuance or transfer of an equity interest in a Joint Stock Company (as well as in several other kinds of corporate entities) involves a foreign citizen receiving the equity interest, the Ministry of Commerce at the central level or its local counterpart, in each case a government agency of the PRC, must approve the transaction for it to be valid.⁴

³ Chapter 5, Section 2 of the Company Law of the People's Republic of China deals with share transfers. Nowhere does it provide for the company itself to have any say in share transfers. In other words, the principle is the same as that found in a Delaware corporation.

⁴ See (1) Ministry of Foreign Trade and Economic Cooperation, Provisional Regulations on Certain Issues Concerning the Establishment of Companies Limited by Shares with Foreign Investment, Jan. 10, 1995, art. 15, available at http://www.law-lib.com/law/law_view.asp?id=11040 (Chinese and English); (2) Ministry of Foreign Trade and Economic Cooperation & State Administration of Industry and Commerce, Several Rules on Changes in Equity Among Investors in Foreign-Invested Companies Limited by Shares, May 28, 1997, arts. 2, 7, 21, available at http://www.law-lib.com/law/law_view.asp?id=133241 (Chinese); (3) State Administration of Industry and Commerce, Ministry of Commerce, Customs Administration & State Administration of Foreign Exchange, Implementation

6. As far as it appears from the public record, ZJBP does not own or currently hold any of its own shares. See Exhibit B. Joint stock companies in China are not allowed to hold their own shares unless specific exceptions (none of which are, to the best of my knowledge, applicable in this case) apply.⁶

7. Judgments of United States courts, whether federal or state, are not enforceable in China. The enforcement of foreign judgments in China requires the existence of a relevant treaty or reciprocity.⁶ No relevant treaty exists between the United States and China, and to the best of my knowledge no Chinese court has ever held that reciprocity exists or granted enforcement of a United States judgment where any side objected.⁷

Opinion Concerning Several Issues in the Application of Law in the Administration of Approval and Registration of Companies with Foreign Investment, para. 5, April 24, 2006, available at http://www.law-lib.com/law/law_view.asp?id=158931 (Chinese).

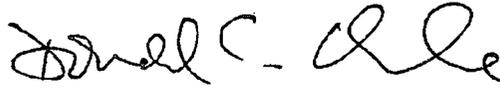
⁶ Company Law of the People's Republic of China, art. 142.

⁶ Civil Procedure Law of the People's Republic of China, arts. 181, 182.

⁷ When I last conducted detailed research into this topic, in 2004, I stated that "[m]y research has found no cases in which a U.S. court judgment has been enforced on any grounds." Donald Clarke, *The Enforcement of United States Court Judgments in China: A Research Note* (George Washington University

Under 28 U.S.C. § 1746, I hereby declare under penalty of perjury that the foregoing is true and correct.

Executed on July 7, 2015

A handwritten signature in black ink, appearing to read "Donald C. Clarke", written in a cursive style.

Donald C. Clarke

Legal Studies Research Paper No. 236, May 27, 2004),

<http://ssrn.com/abstract=943922>.

EXHIBIT A

DONALD C. CLARKE

David Weaver Research Professor of Law
George Washington University Law School
2000 H Street
Washington, DC 20052
Tel. (202) 994-2830
E-mail: dclarke@law.gwu.edu
World Wide Web: <http://donaldclarke.net>

CURRENT POSITION

- Professor, George Washington University Law School, Washington, DC (from Jan. 2005)

Courses taught:

- Chinese Law
- Chinese Business Law
- Business Organizations
- Law and Development

OTHER POSITIONS AND VISITORSHIPS

- Visiting Professor, Interdisciplinary Center, Herzliya, Israel (April-May 2013)
- Visiting Professor, Duke University Law School, Durham, NC (Spring 2012)
- Visiting Professor, University of California at Los Angeles School of Law, Los Angeles, CA (Fall 2008)
- Visiting Professor, New York University School of Law, New York, NY (2007-08)
- Professor, University of Washington School of Law, Seattle, Washington (1988-2004)
- Attorney, Paul Weiss Rifkind Wharton & Garrison, New York, New York (Sept. 1995-Aug. 1998) (on leave from University of Washington)
Areas of practice: Corporate, East Asia (focusing on China)
- Lecturer in Commercial Law of the Far East, Department of Law, School of Oriental and African Studies, University of London, UK (Sept. 1985-July 1988)

EDUCATION

- *Harvard Law School*, Cambridge, Mass., USA (1983-85, 1986-87) – JD cum laude 1987
Activities: Editorial Board, *Harvard Law Review*
Harvard International Law Journal
- *School of Oriental and African Studies*, University of London, UK (1981-83) – MSc 1983 in Government and Politics of China
Honors: Award of Distinction for thesis

- *Beijing University and Nanjing University, People's Republic of China (1977-79)*— Non-degree academic exchange program
Major area of study: Chinese history
- *Princeton University, Princeton, New Jersey, USA (1973-77)*— BA cum laude 1977
Major areas of study: International affairs (Woodrow Wilson School of Public and International Affairs); Certificate of Proficiency in East Asian Studies

SCHOLARSHIPS AND FELLOWSHIPS

- Rowdget Young Visiting Fellow, Faculty of Law, University of Hong Kong, June 2005
- Fulbright Research Fellowship, 2003 (Tsinghua University Faculty of Law, Beijing)
- Visiting Fellow, China Law Center, Yale Law School, Fall 2001
- Research Fellowship, National Program, Committee on Scholarly Communication with the People's Republic of China, 1991-92
- Foreign Language and Area Studies Fellowship, 1986-87 (Harvard Law School)
- Foreign Language and Area Studies Fellowship, 1984-85 (Harvard Law School)
- Commonwealth Scholarship, 1981-83 (University of London)
- Canada-China Exchange Scholarship, 1977-79 (Peking University, Nanking University)

PROFESSIONAL ASSOCIATIONS AND MEMBERSHIPS

- Member, Council on Foreign Relations
- Member, New York Bar
- Member, Executive Committee, East Asian Law & Society Section, Association of American Law Schools (2015-2017)
- Member, Executive Editorial Board, *American Journal of Comparative Law*
- Member, Editorial Board, *The China Quarterly*
- Member, Editorial Board, *Journal of Comparative Law*
- Member, Academic Advisory Group, US-China Working Group, United States Congress
- Affiliate Professor, University of Washington School of Law
- Director, U.S. China Law Society
- Director, Pacific Rim Law and Policy Association (publisher of *Pacific Rim Law and Policy Journal*)
- Member, Advisory Board, Center for Real Estate Law, Peking University Law School

CONSULTANCIES (SELECTED)

- Financial Sector Reform and Strengthening (FIRST) Initiative, *Amendments to the Securities Law of the People's Republic of China, 2004-2005*
- Asian Development Bank, *Economic Law in the People's Republic of China: Retrospect and Prospect, 2004-2005*
- Asian Development Bank, *Amendments to the Company Law of the People's Republic of China, 2001-2005*

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- "China" (with Nicholas Howson and Lester Ross), in *Insolvency & Restructuring 2003* (London: Law Business Research, 2003): Chapter 9
- Statement Before the Congressional-Executive Commission on China (June 6, 2002), in "WTO: Will China Keep Its Promises? Can It?", *Hearing Before the Congressional-Executive Commission on China*, 107th Congress, Second Session (Washington, D.C.: U.S. Government Printing Office, 2002): 66-78
- Statement Before the United States-China Security Review Commission (Jan. 18, 2002) [on China's accession to the World Trade Organization], in *Compilation of Hearings Held Before the U.S.-China Security Review Commission*, 107th Congress, First and Second Sessions (Washington, D.C.: U.S. Government Printing Office, 2002): 1171-1181
- "China" (with Lester Ross), in *Insolvency & Restructuring 2002* (London: Law Business Research, 2002): 57-63 (Chapter 9)
- "Dispute Resolution in China: The Arbitration Option" (with Angela H. Davis), in *Asia Law and Practice* (ed.), *China 2000: Emerging Investment, Funding and Advisory Opportunities for a New China* (Hong Kong: Euromoney Publications (Jersey) Limited, 1999): 151-162
- "State Council Notice Nullifies Statutory Rights of Creditors," *East Asian Executive Reports*, vol. 19, no. 4 (April 15, 1997): 9-15
- "China's New Partnership Law" (with Nicholas Howson and Gangliang Qiao), *The China Business Review*, July-August 1997: 30-33
- "Shanghai Measures on Land Use by FIEs: An Indication of Coming Changes in the National System?" (with Nicholas C. Howson), *East Asian Executive Reports*, vol. 18, no. 11 (November 15, 1996): 9-13
- "Bill Jones: An Appreciation," *Washington University Law Quarterly*, vol. 74 (Fall 1996): 545-546
- "Methodologies for Research in Chinese Law," *University of British Columbia Law Review*, vol. 30, no. 1 (1996): 201-209
- "One Step Back Permits Two Steps Forward," *China Rights Forum*, Fall 1996: 8-11
- "Developing P.R.C. Property and Real Estate Law: Revised Land Registration Rules" (with Nicholas C. Howson), *East Asian Executive Reports*, vol. 18, no. 4 (April 15, 1996): 9, 13-17
- "Implementation of Central Policy and the Law in China," *European Association for Chinese Law Information Bulletin* (1991)
- "Foreign Economic Laws and Bureaucracy in China," *European Association for Chinese Law Information Bulletin*, vol. 5, no. 4 (December 1989): 3-7
- Review of Frank K. Upham, *Law and Social Change in Postwar Japan* (1987), in *Bulletin of the School of Oriental and African Studies* (1989)

- Contribution on the People's Republic of China for "Crime and Punishment" section of the *Encyclopaedia Britannica* (1989)
- Review of Michael J. Moser (ed.), *Foreign Trade, Investment, and the Law in the People's Republic of China* (2nd ed. 1987), in *Lloyd's Maritime and Commercial Law Quarterly*, 1989, Part 1: 129-130 (February 1989)
- "Relief on the Way for Foreign Investors," *South* (June 1987): 32
- Review of J. Oldham (ed.), *China's Legal Development* (1986), in *China Quarterly*, no. 109 (March 1987): 122-123
- Review of D.T.C. Wang, *Les sources du droit de la République populaire de Chine* (1982), in *China Quarterly*, no. 108 (December 1986): 727-728
- Review of M.D. Pendleton, *Intellectual Property Law in the People's Republic of China* (1986), in *European Intellectual Property Review*, vol. 8, no. 10 (October 1986): 323-324
- Review of D. Solinger, *Chinese Business Under Socialism. The Politics of Domestic Commerce, 1949-1980* (1984), in *China Quarterly*, no. 106 (June 1986): 348-350
- Review of P. Gladwin & A. Hameed, *Guide to the Patent Law of the People's Republic of China* (1985), in *European Intellectual Property Review*, vol. 8, no. 5 (May 1986): 160
- "China's New Rule of Law," *Britain-China*, no. 31 (Spring 1986): 11-14
- "Proposed Consent Agreement Between General Motors Corporation and Toyota Motor Corporation," *Harvard International Law Journal*, vol. 25, no. 2 (Spring 1984): 421-427

LECTURES, INTERVIEWS, PRESENTATIONS, AND CONFERENCE APPEARANCES

- "Anti Anti-Orientalism, or Is Chinese Law Different?", invited lecture, University of Michigan Center for Chinese Studies Occasional Lecture Series, Ann Arbor, MI, March 25, 2015
- "Anti Anti-Orientalism, or Is Chinese Law Different?", keynote address, *Law and the Legal Profession in China Conference*, University of Pittsburgh School of Law, Pittsburgh, PA, Feb. 27, 2015
- "The Bonding Effect in Cross-Listed Chinese Companies: Is It Real?", conference paper presented at *Public and Private Enforcement of Company Law and Securities Regulation – China and the World*, sponsored by Chinese University of Hong Kong, University of Michigan Law School, and University of Michigan Center for Chinese Studies, Hong Kong, Dec. 13, 2014
- "China's Stealth Urban Land Revolution," invited lecture at Fall 2014 Speaker Series, Institute for the Study of International Development, McGill University, Montreal, Canada, Nov. 27, 2014
- "Fourth Plenum Legal Reforms and Their Implications for US-China Relations," talk presented at conference on *Corruption, Constitutionalism & Control: Implications of the 4th Plenum for China and U.S.-China Relations*, Woodrow Wilson International Center for Scholars, Washington, DC, Nov. 25, 2014

- "Local Government Financing Vehicles in China and their Debt: The Legal Picture," talk presented at Sigur Center for Asian Studies, George Washington University, Nov. 25, 2014
- "Legal Developments in China Since the Third Plenum," panel presentation at American Association for Chinese Studies Annual Meeting, Washington, DC, Oct. 11, 2014
- "The Significance of Recent Detentions for the Rule of Law in China," testimony before the Congressional-Executive Commission on China, Washington, DC, April 8, 2014
- Interviewed for the United States-China Policy Foundation's *China Forum*, available at <http://youtu.be/7hfwjStUcDs>, April 2, 2014
- Moderator for panel on "Wider Implications of Asian Maritime Tensions," Mansfield Foundation conference on *Maritime and Territorial Disputes in East Asian Waters*, Washington, DC, Feb. 12, 2014
- Speaker at Third Annual China Intellectual Property Conference, George Washington University Law School, Washington, DC, Dec. 11, 2013
- "Legal Aspects of Entrepreneurship in China," presentation at US-China Legal Exchange (co-organized by U.S. Department of Commerce and P.R.C. Ministry of Commerce), George Washington University Law School, Washington, DC, Dec. 3, 2013
- "China's Stealth Urban Land Revolution," seminar presentation, Yale Law School, April 4, 2013
- "China's Stealth Urban Land Revolution," seminar presentation, Columbia Law School, March 1, 2013
- Participant in *Fourth Sino-American Dialog on Rule of Law and Human Rights*, sponsored by the National Council on US-China Relations and the China Foundation for Human Rights Development, Haikou, China, Dec. 3-7, 2012
- Discussant at *Festschrift Conference in Honor of Professor John Haley: Law in Japan and Its Role in Asia – Between East and West*, University of Washington School of Law, Seattle, Oct. 19, 2012
- "China's Stealth Urban Land Revolution," invited lecture at University of Amsterdam, June 18, 2012
- "China's Informal Constitutional Order," presentation at *Social Change and the Constitution: A Conference on the Occasion of the 30th Anniversary of the 1982 Constitution of the People's Republic of China*, Free University of Berlin, June 15-17, 2012
- "Local Government Bonds in China: What's Behind Them?," presentation at *Shanghai Forum 2012*, sponsored by Fudan University and Korean Foundation for Advanced Studies, Shanghai, May 27, 2012 (in Chinese)
- "China's Stealth Urban Land Revolution," presentation at *Perspectives on Chinese Law* conference, George Washington University Law School, Washington, DC, April 13, 2012
- Panelist in "Who Makes Your iPhone? China Migration, Labor, and Human Rights," *Program in Public Law*, Duke Law School, Durham, NC, April 4, 2012

- Panelist in "China's Environmental Policy," Duke Law School, Durham, NC, March 29, 2012
- Interviewed by Radio Australia on recent developments in Chinese law, Mar. 21, 2012
- Roundtable participant in conference on *Democracy in China and Southeast Asia: Local and National Perspectives*, Princeton University, Princeton, NJ, March 15, 2012
- "China's Stealth Urban Land Revolution," Duke Law School, Durham, NC, Feb. 29, 2012
- Participated in panel on "The Rule of Law and Economic Background" at conference on *Patents, Trade, and Innovation in China*, George Washington University Law School, Washington, DC, Dec. 13, 2011
- Panelist at NYU Law School's *17th Annual Timothy A. Gelatt Dialogue on the Rule of Law in Asia, China's Quest for Justice: Law and Legal Institutions Since the Empire's Collapse*, Nov. 7, 2011
- "Zhongguo de yinxing chengshi tudi geming" (China's Stealth Urban Land Revolution), presentation to Hongfan Institute of Law and Economics, Beijing, June 25, 2011 (in Chinese)
- "Recent Developments in China's Legal System and Their Implications for Rule of Law," presentation sponsored by Economist Intelligence Unit, Shanghai, May 27, 2011
- "Derivative Actions in China," invited lecture at Hong Kong University Faculty of Law, Hong Kong, May 12, 2011
- Commentator, conference on *Criminal Justice in China: Comparative Perspectives*, sponsored by Chinese University of Hong Kong, Hong Kong, May 7-8, 2011
- "Derivative Actions in China," presentation to faculty at Fordham University Law School, New York, March 7, 2011
- "Derivative Actions in China," presentation to faculty at Duke University Law School, Durham, March 3, 2011
- Discussant, *Second Sino-American Dialogue on the Rule of Law and Human Rights*, sponsored by the National Council on US-China Relations and the China Foundation for Human Rights Development, Xiamen, Dec. 7-8, 2011
- "Transnational Litigation Involving China," presentation at conference on *Law and Business in China*, sponsored by the Faculty of Law and the Asian Studies Program of Pontificia Universidad Católica de Chile, Santiago, Nov. 25-26, 2010
- "Understanding the Chinese Legal System: Searching for the Right Paradigm," invited lecture at University of Buenos Aires Faculty of Law, Buenos Aires, Nov. 22, 2010
- "Is Chinese Law Different?," invited lecture at Universidad Torcuato Di Tella Faculty of Law, Buenos Aires, Nov. 22, 2010
- "Governance and China's Evolving Relationship with Its Citizens," panel presentation at *Economist conference China Summit: China and the New World Disorder*, Beijing, Nov. 3, 2010
- "Derivative Actions in the People's Republic of China," presentation at conference on *The Prospect of Structural Reform of the Corporate Legal System*, sponsored by Tsinghua University Faculty of Law, Beijing, Oct. 30-31, 2010

- "The Interface Between the Regulation of China's Internal Market and the Global Trading System," seminar presentation, Yale Law School, Oct. 5, 2010
- "The Interface Between the Regulation of China's Internal Market and the Global Trading System," seminar presentation, Columbia Law School, New York, Sept. 28, 2010
- Commentator at conference on *The Global Financial Crisis and China's Development*, sponsored by the University of Chicago Center in Beijing and Renmin University School of Economics, Beijing, July 30-31, 2010
- "Local Experimentation in the Chinese Legislative System," paper presented at *China-US Rule of Law Dialogue*, sponsored by the China-US Exchange Foundation, Beijing, July 29-30, 2010
- "Shareholder Derivative Suits in China," invited lecture, Hong Kong University Faculty of Law, Hong Kong, June 1, 2010
- Panelist on "Business Law" panel at George Washington University Law School-Georgetown University Law Center conference *Six Decades of Asian Law: A Celebration of Professor Jerome Cohen*, Washington, D.C., February 19, 2010
- "Lawyers and the State in China: Recent Developments," testimony at hearing on *Human Rights and Rule of Law in China*, Congressional-Executive Commission on China, Washington, D.C., October 7, 2009
- "Trends in Comparative Corporate Law Scholarship," panel presentation at Association of American Law Schools Mid-Year Conference, Long Beach, California, June 9, 2009
- "Who and What Matters in Chinese Stock Markets: Implications for Regulation," presentation at symposium *A New Era Dawns for Asian Capital Markets*, Asia Law Society, University of Michigan Law School, Ann Arbor, 21 March 2009
- "The Concept of the Extra-Legal in Chinese Law," presentation at Global Law Workshop, George Washington University Law School, Washington, D.C., 23 February 2009
- "Is Chinese Law Different?," lecture presented at United States Naval Academy, Annapolis, Maryland, 13 February 2009
- "Does Chinese Law Matter?," presentation to United States Treasury Department, Washington, D.C., 12 February 2009
- "The Concept of the Extra-Legal in Chinese Law and Its Significance," lecture presented at seminar *Are Politics Really in Command? China and the Rule of Law*, Norwegian Centre for Human Rights, China Programme, Oslo, 16 January 2009
- "Private Enforcement of the Public Interest in China: Potential and Pitfalls," lecture presented at UCLA Center for Chinese Studies, Los Angeles, 24 November 2008
- "The Ecology of Corporate Governance in China," presentation at UCLA School of Law Faculty Colloquium, Los Angeles, 14 November 2008
- "Selfishness in the Public Interest? The 'Private Attorney-General' in China," lecture presented at School of International Relations and Pacific Studies, University of California at San Diego, 30 October 2008
- "New Developments in Chinese Property Law," presentation at 2008 US-China Business Law Conference at UCLA, Los Angeles, 24 October 2008

- "The Ecology of Corporate Governance in China," presentation at University of Illinois Law School Faculty Workshop, Champaign, Ill., 20 October 2008
- "Delaware's Dysfunctional Derivative Suit Doctrine," lecture presented at Faculty of Law, Renmin University, Beijing, 11 June 2008 (in Chinese)
- "Three Concepts of the Independent Director," paper presented at Contemporary Corporate Law Scholarship Reading Group (seminar course conducted by Prof. Jeffrey Gordon, Columbia Law School), 23 April 2008
- "Chinese Corporate Governance in Global Context," lecture presented at Yale University, sponsored by Yale Working Group on Corporate Governance and Millstein Center for Corporate Governance and Performance, 22 April 2008
- "Corporate Governance Institutions in China," presentation at New York University School of Law Faculty Workshop, 14 April 2008
- Commentator at *Conference on Law, Commerce and Development*, New York University School of Law, New York, 12 April 2008
- Discussant at panel on *New Dimensions in China Watching: Internet Forums and the Study of Contemporary China*, Association for Asian Studies Annual Meeting, Atlanta, 3 April 2008
- "Chinese Corporate Governance: All Sizzle, No Steak?", roundtable presentation at Council on Foreign Relations, New York, 19 November 2007
- "The Institutional Environment of Chinese Corporate Governance," lecture presented at China House series on *The Legal Infrastructure of New China*, New York University, New York, 14 November 2007
- "Forum Non Conveniens Issues in China-Related Litigation," presentation at *Global Justice Forum*, Columbia Law School, New York, 2 November 2007
- "The Ecology of Chinese Corporate Governance," presentation at Chinese Law Workshop, Yale Law School, New Haven, 29 October 2007
- "Private Attorney-General Litigation in China," paper presented at conference on *Chinese Justice*, Fairbank Center for East Asian Research, Harvard University, 12 October 2007
- "The Ecology of Chinese Corporate Governance," lecture delivered at Max Planck Institute, Hamburg, Germany, 30 July 2007
- Discussant at panel on *Comparative Corporate Governance: Law in Context*, Law and Society Association Annual Meeting, Berlin, 26 July 2007
- "The Ecology of Chinese Corporate Governance," paper presented at panel on *Law and Development: The China Consensus?*, Law and Society Association Annual Meeting, Berlin, 26 July 2007
- "China: Creating a Legal System for a Market Economy," report delivered at symposium on *Development and Reform of China's Legal and Judicial System: Review and Prospect*, sponsored by the Asian Development Bank, Beijing, 14-15 May 2007

- Commentator, conference on *China's Financial System Reforms and Governance*, School of Advanced International Studies, Johns Hopkins University, Washington DC, 16 April 2007
- "Is Chinese Law Different?", public lecture sponsored by East Asian Studies Program, Princeton University, Princeton, New Jersey, 10 April 2007
- "The Role of Law in China's Economic Development," public lecture sponsored by Department of Economics, Middlebury College, Middlebury, Vermont, 5 April 2007
- Panelist, "The Academic Perspective and Recent Research," *OECD-China Policy Dialogue on Corporate Governance*, sponsored by the OECD, Shanghai Stock Exchange, State Assets Supervision and Administration Commission, Chinese Securities Regulatory Commission, Development Research Center, Government of Japan, Global Corporate Governance Forum, and Millstein Center for Corporate Governance and Performance at Yale School of Management, 29-30 March 2007
- Public lecture, "The Ecology of Chinese Corporate Governance," sponsored by Asian Institute of International Financial Law, Faculty of Law, University of Hong Kong, 2 March 2007
- "The Rule of Law in China," roundtable discussion (with Jerome A. Cohen), MITRE Corporation, Washington, DC, 2 February 2007
- Guest lecturer, National Taiwan University Faculty of Law, "The Institutional Environment of Corporate Governance in China" (in Chinese), 22 December 2006
- Guest lecturer, New York University Law School, "Chinese Constitutional Law", 14 November 2006
- "The Institutional Environment of Corporate Governance in China", lecture presented as part of Clarke Program Colloquium Series, Cornell Law School, 3 November 2006
- "The Role of Non-Legal Institutions in Chinese Corporate Governance", paper presented at authors' workshop on *A Decade After Crisis: The Transformation of Corporate Governance in East Asia* sponsored by the Center of Excellence Program in Soft Law at the University of Tokyo, the Center on Financial Law at Seoul National University, and the Center for Japanese Legal Studies at Columbia Law School, Tokyo, 1 October 2006
- "The Institutional Environment of Chinese Corporate Governance", paper presented at panel on *Legal Aspects of the Economic Transformation in China*, annual conference of the International Society for New Institutional Economics, Boulder, Colorado, 23 September 2006
- "Law and the Economy in China: The Past Decade", paper presented at authors' workshop on *Developments in Chinese Law: The Last Ten Years*, sponsored by *The China Quarterly* and All Souls College, Oxford University, Oxford, UK, 15 September 2006
- "The Institutional Environment of Corporate Governance in China and Its Policy Implications", paper presented at conference on *Corporate Governance in East Asia:*

Culture, Psychology, Economics and Law, Berkeley Center for Law, Business and the Economy, Boalt Hall School of Law, 5 May 2006

Guest lecturer, Yale Law School, "Recent Revisions to China's Securities Law", 4 April 2006

Commentator, Roundtable on "China's Emerging Financial Markets: Opportunities and Obstacles," Transactional Studies Program, Columbia Law School, New York, 19 January 2006

Speaker at Timothy A. Gelatt Memorial Dialog on Law and Development in Asia, New York University Law School, New York, 18 January 2006

Speaker and participant in workshop on administrative rule-making under China's new Securities Law, sponsored by the FIRST Initiative, the Finance and Economics Committee of the National People's Congress, and the World Bank, Beijing, 14-15 January 2006

Panelist, "The Globalization of American Law? Comparative Law and the New Legal Transplants", Section on Comparative Law, American Association of Law Schools annual meeting, Washington, DC, 5 January 2006

Panelist, "Improving the Fairness and Transparency of Judicial Decisions", conference on *Rule of Law Developments in China*, sponsored by the Bureau of Democracy, Human Rights, and Labor, Department of State, Washington, DC, 7 November 2005

Interviewed on BBC World Service on recent developments in death penalty procedures in China, 26 October 2005

"Lost in Translation: Legal Transplants in Chinese Corporate Law", Rowdget Young Visiting Fellow Lecture, University of Hong Kong Faculty of Law, Hong Kong, 4 June 2005

"The Independent Director in Chinese Corporate Governance", invited paper presented at 4th Asian Corporate Governance Conference, co-hosted by Asian Institute of Corporate Governance, Korea University and Center for Financial Law, Seoul National University, sponsored by World Bank Global Corporate Governance Forum, Seoul, 19-20 May 2005

"The Legacy of History in China's Legal System", paper presented at conference on *The Rule of Law: Chinese Law and Business*, Centre for Socio-Legal Studies, Oxford University, May 11-13, 2005

"The Emerging Private Sector and China's Legal System", paper presented at conference on *China's Economic and Sociopolitical Transformation: Measuring China's Emerging Private Sector and Its Impact*, Washington, DC, 22 April 2005

"How Do We Know When an Enterprise Exists? Unanswerable Questions and Legal Polycentricity in China", paper presented at conference on *New Scholarship in Chinese Law: A Celebration in Honor of Stanley Lubman*, Center for Chinese Legal Studies, Columbia Law School, New York, 15 April 2005

- "Lost in Translation? Corporate Law in China", paper presented at conference on *Asia in a Globalizing World*, Center for East Asian and Pacific Studies, University of Illinois at Urbana-Champaign, 9 April 2005
- Guest lecturer in course on "China and Globalization", Prof. Reuven Avi-Yonah, University of Michigan Law School, Ann Arbor, 1 April 2005
- "Law, Institutions, and Property Rights", paper presented at conference on *China's Economy: Retrospect and Prospect*, Woodrow Wilson International Center for Scholars, Washington, DC, 2 March 2005
- "Insider Trading Law in the United States and China", lecture presented in Chinese at East China University of Politics and Law, Shanghai, 25 November 2004
- "Law, Property Rights, and Institutions" (with Peter Murrell and Susan Whiting), paper presented at conference on *China's Economic Transition: Origins, Mechanisms, and Consequences* (Part II), University of Pittsburgh, 5-7 November 2004
- "The Independent Director in Chinese Corporate Governance", opening paper presented at conference on *Amendment of the Company Law* organized by the Legislative Affairs Office of the State Council, the China Securities Regulatory Commission, and the Shanghai Stock Exchange, 10 October 2004
- "Insider Trading Law in the United States and China", talk presented to Shanghai Institute of Law and Economics, Beijing, 28 September 2004
- "China's Proposed Bankruptcy Law", commentator at conference on *Legal and Financial Infrastructure Requirements for Residential Mortgage Securitization in China* organized by Beijing University School of Law, Center for Real Estate Law and Financial Law Institute, Beijing, 17 July 2004
- "Does Law Matter in China?", talk presented at Global Business Center, University of Washington School of Business, 15 January 2004
- "Why China Should Not Adopt United States Insider Trading Law", paper presented at conference on *Corporate Fraud and Governance: American and Chinese Perspectives* organized by Shanghai Jiaotong University and New York University School of Law, Shanghai, 16 December 2003
- "Human Rights and Culture", paper presented at conference on *Sino-U.S. Human Rights Conference* organized by Georgetown University Law Center, Beijing, 14 December 2003
- "The History of Corporate Governance in China", commentator at conference organized by Shanghai Institute of Law and Economics, Beijing, 15 November 2003
- "Professional Ethics of Defense Lawyers", commentator at conference on *The Defense Functions of Lawyers and Judicial Justice* organized by the All-China Lawyers Association, the American Bar Association, Renmin University of China, and New York University School of Law, Beijing, 21 September 2003
- "The Independent Director in Chinese Corporate Governance", lecture presented at Tsinghua University Faculty of Law, Beijing, 10 April 2003

- "The Independent Director in Chinese Corporate Governance", paper presented to the School of Business and Management, Hong Kong University of Science and Technology, 7 March 2003
- "Assessing the Value of Law in China's Economy" (with Peter Murrell and Susan Whiting), paper presented at conference on *China's Economic Transition: Origins, Mechanisms, and Consequences* (Part I), University of Toronto, 15-17 November 2002
- "China's Entry into the WTO: Prospects for Compliance", paper presented at conference on *China's Accession to the World Trade Organization*, Georgetown University Law Center, 10 Oct. 2002
- "How Do We Know When an Enterprise Exists? Unanswerable Questions and Legal Polycentricity in China", paper presented at conference on *The Reform of Corporate Law Under Global Competition*, Commercial Law Research Center of the Faculty of Law, Tsinghua University, Beijing, China, 15 Sept. 2002
- "Zhongguo youdai fazhan duoyuanhua de jiandu jizhi" (China Has Yet to Develop a Multidimensional Monitoring Mechanism), *21 Shiji Jingji Baodao* (21st Century Economic Report), 19 Aug. 2002, p. 39, col. 1 (interview)
- Testified before the Congressional-Executive Commission on China, Washington, D.C., on issues relating to China's compliance with its WTO commitments, 6 June 2002
- "Business Regulation in the Bureaucratic State: Enterprise Law in China", paper presented at panel on *The Rule of Law and Enterprise Reform in China*, Association for Asian Studies annual meeting, 5 April 2002
- "What WTO Accession Does Not Mean for China", paper presented at panel on *WTO and the International Rule of Law*, American Society of International Law annual meeting, 15 March 2002
- Testified before United States-China Security Review Commission, Washington, DC, on issues relating to China's WTO accession, 18 Jan. 2002
- "The Independent Director in Chinese Corporate Governance", paper presented at conference on "Protection of Investors' Interests: International Experience and Chinese Practice", Commercial Law Research Center of the Faculty of Law, Tsinghua University, Beijing, China, 18-19 November 2001
- "Economic Development and the Rights Hypothesis: The China Problem", paper presented at conference on *Law Reform in Developing and Transitional Economies*, Ulaanbaatar, Mongolia, 2-3 July 2001
- Interviewed for feature entitled "Detained in China", broadcast on PBS, *The News Hour with Jim Lehrer*, 18 May 2001 <http://www.pbs.org/newshour/bb/asia/jan-june01/detained_05-18.html>
- "Empirical Research in Chinese Law," paper presented to Rule of Law Workshop, Stanford Law School, 18 April 2001
- "Transparency in China's Regulation of International Trade," presentation made to audiences from Chinese government, business, and academia in Beijing and Shanghai as part of 5-member United States government mission, 13-25 March 2000

- "Courts and Markets in Post-Socialist Transition: China," paper presented at workshop on *Courts and Markets in Post-Socialist Transition*, University of Wisconsin School of Law, 3 March 2000
- "Incentives and the Top-Down Model of Regulation in Chinese Land Law," paper presented (in Chinese) at *International Conference on the Legal Framework for Rural Land Use Rights in China*, China Institute for Reform and Development, Haikou, Hainan Province, China, 12-14 January 2000
- "Corporate Governance in China," paper presented to members of Project on Corporate Governance in China, Stanford University, Stanford, California, 29 October 1999
- "Alternative Approaches to Chinese Law," lecture delivered at UCLA School of Law, Los Angeles, 28 October 1999
- Panelist on "Rule of Law in China - Recent Developments and Prospects," Inaugural Session of Global Business Briefing Series, Pacific Council on International Relations, Los Angeles, 28 October 1999
- "Misunderstanding Chinese Law: The Lure of the 'Rule of Law' Paradigm," lecture delivered at Faculty of Law, City University of Hong Kong, 27 September 1999
- Guest lecturer, Chinese administrative law class of Prof. Wang Xixin, Beijing University Faculty of Law, Beijing, China, 23 September 1999
- "Bankruptcy in Capitalist and Reforming Socialist Economies," brief course taught to delegation of North Korean legal officials and academics at Beijing University, Beijing, China, 20-23 September 1999
- "Misunderstanding Chinese Law: The Lure of the 'Rule of Law' Paradigm," lecture delivered at Faculty of Law, Waseda University, Tokyo, Japan, 23 June 1999
- "The Enforcement of Civil Judgments in China," lecture delivered at Faculty of Law, Waseda University, Tokyo, Japan, 19 June 1999
- "China's Revised Criminal Law," paper presented at conference on *Contemporary Chinese Legal Development*, sponsored by Chinese Law Society of America, Harvard Law School, Cambridge, Mass., 26-27 March 1999
- "Alternative Approaches to Chinese Law," lecture delivered at Yale Law School, 25 March 1999
- Commentator, conference on *Administrative Law Reform in China*, sponsored by UCLA Center for Chinese Studies, International Studies & Overseas Programs, UCLA School of Law and Southern California China Colloquium, Los Angeles, 6 March 1999
- Participant, *U.S.-China Symposium on the Legal Protection of Human Rights*, The Aspen Institute, 11-13 December 1998
- "Private Enforcement of Intellectual Property Rights," paper presented at *Sino-U.S. Conference on Intellectual Property Rights and Economic Development: 1998 Chongqing*, sponsored by the National Bureau of Asian Research, Chongqing, China, 16-18 September 1998

- Commentator, conference on *Law and Development in Asia*, co-sponsored by Asian Development Bank and Harvard University, Council on Foreign Relations, New York, 21 May 1998
- "Introduction to U.S. Capital Markets for Chinese Enterprises," speech (in Chinese) presented at Investment Promotion Forum sponsored by United Nations Industrial Development Organization, Beijing, 31 March 1998
- "Legal Order as a Prerequisite for Cooperation: The China Problem," paper presented at *Inaugural University of California at San Diego Social Sciences Research Conference on Cooperation Under Difficult Conditions*, Graduate School of International Relations and Pacific Studies, 18 October 1997
- "Recent Developments in Criminal and Administrative Punishments in China," paper presented at University of Washington School of Law Conference on Asian Law, Seattle, Washington, 3 August 1996
- "Enforcement of International Awards Involving China and Hong Kong," paper presented at EuroForum conference on *Dispute Resolution in China and Hong Kong*, London, 31 May 1996
- "China and the WTO," paper presented at American Conference Institute conference on *Doing Business in China and Hong Kong*, New York, 10 May 1996
- "Recent Developments in Chinese Foreign Investment Law," talk presented at conference on *Trade and Investment in Emerging Markets: China and India*, New York University School of Law, 17 November 1995
- Commentator on China at *Timothy A. Gelatt Dialogue on Law and Development in Asia*, New York University School of Law, 14 September 1995
- "Round Pegs and Square Holes: China and the GATT," paper presented at panel on *China in the World Economic Order* at the annual meeting of the Association for Asian Studies, Washington, DC, April 1995
- "Civil Rights in China," talk delivered to Civil Rights Committee of the Seattle-King County Bar Association, Seattle, March 1995
- "Foreign Business Law and China's Application to the GATT/WTO," paper presented at 1990 Institute Conference on Chinese Foreign Trade and Investment Law, San Francisco, March 1995
- "China and the GATT/WTO," talk delivered to the World Affairs Club, Juneau, Alaska, March 1995
- "The Chinese Court System," paper presented at *Winter Workshop on East Asian Law*, Center for Pacific Rim Studies, University of California at Los Angeles, January 1995
- "Enforcement of Civil Judgments in a Changing Society: A Chinese Example," paper presented at annual meeting of the Law and Society Association, Phoenix, Arizona, 17 June 1994
- "The Enforcement of Civil and Economic Judgments in China," paper presented at symposium on *The Chinese Legal System*, sponsored by the China Quarterly and the

School of Oriental and African Studies, University of London, London, U.K., 10-12 May 1994

"GATT Membership for China?," paper presented at symposium on *Pacific Rim Trade*, University of Puget Sound School of Law, Washington, 5 November 1993

"The Creation of a Legal Structure for Market Institutions in China," paper presented at conference on *The Evolution of Market Institutions in Transition Economies*, Graduate School of International Relations and Pacific Studies, University of California, San Diego, 14-15 May 1993

Chair/discussant at panel on "Theoretical Perspectives in China's Legal Reform," conference on *Chinese Law -- A Re-Examination of the Field: Theoretical and Methodological Approaches to the Study of Chinese Law*, Faculty of Law, University of British Columbia, Vancouver, 22 March 1993

"Research Methodologies in Chinese Law," paper presented at conference on *Chinese Law - A Re-Examination of the Field: Theoretical and Methodological Approaches to the Study of Chinese Law*, Faculty of Law, University of British Columbia, Vancouver, 22 March 1993

"Enforcement of Civil Judgments in China," talk delivered at *China Studies Seminar*, University of British Columbia, October 1992

Discussant at conference on *The Modernization of Chinese Law on Both Sides of the Taiwan Straits*, National Taiwan University College of Law, September 1992

"Enforcement of Civil Judgments in the People's Republic of China: Notes from the Field," talk delivered at Attorney-General's Chambers, Hong Kong, August 1992

"Dispute Resolution in China," talk delivered at Chinese University of Hong Kong, November 1991

Interviewed on modern Chinese law for program on East Asian legal systems broadcast by BBC World Service (London), September 1991

Discussant at panel on *New Perspectives on Chinese Economic Development*, Western Economic Association Annual Conference, Seattle, 30 June-3 July 1991

"The Trials of the June 4th Defendants," talk delivered at *East Asian Legal Studies Lunchtime Colloquium*, Harvard Law School, 22 March 1991

"What's Law Got to Do with It? Legal Institutions and Economic Reform in China," talk delivered at *East Asian Legal Studies Workshop*, Harvard Law School, 21 March 1991

Guest lecturer, Chinese law class of Prof. William C. Jones, Washington University School of Law, St. Louis, Missouri, 30 January 1991

"Legal Problems of Industrial Economic Reform in China," talk delivered to *Faculty Forum*, Washington University School of Law, St. Louis, Missouri, 30 January 1991

Speaker and panel chairman, "Chinese Business Law," at *China Trade Update: Doing Business with China in the 1990s*, conference sponsored by the Washington State China Relations Council, Seattle, Washington, 5 November 1990

- "The Future of Democracy in China," panel discussion sponsored by the Council of International Organizations, Citizens International Center, Seattle, Washington, 21 April 1990
- "Why Laws Fail: Central Legislation and the Structure of the Chinese Polity," paper delivered at *Winter Workshop on East Asian Law*, Center for Pacific Rim Studies, University of California at Los Angeles, 20 January 1990
- "The Legal Background to the Behavior of State-Owned Enterprises," paper delivered at conference on *Ownership Reforms and Efficiency of State-Owned Enterprises* sponsored by the Institute of Economics of the Chinese Academy of Social Sciences and the Ford Foundation, Shenzhen, China, 6 January 1990
- "Implications of Recent Events in China for Sino-U.S. Relations," panel discussion sponsored by U.S.-China People's Friendship Association and the East Asian Resource Centre, University of Washington, 11 July 1989
- "Law and Economic Reform in China," *London China Seminar*, School of Oriental and African Studies, University of London, 19 May 1988
- "Urban Enterprises and the Role of Law in China's Economic Reforms," Conference on *The Chinese Developmental State: Change and Continuum*, Institute of Development Studies, University of Sussex, 7-9 April 1988
- Interviewed for feature entitled "How is China Run?", broadcast on BBC World Service, *The World Today*, 25 March 1988
- "The 13th Congress of the Chinese Communist Party and China's Legal Reforms," Asian Studies Centre, St. Antony's College, Oxford University, 8 March 1988
- "Chinese Economic and Legal Reforms," John F. Kennedy School of Government, Harvard University, 24 March 1987
- Co-organizer and discussant, Conference on *China: Law and Trade 1986*, School of Oriental & African Studies, University of London, 30 June 1986
- "The Role of Law in Modern China," Great Britain China Centre, London, 17 April 1986
- "The Foreign Economic Contract Law," Law-China Society Seminar on China's Economic Laws, London, 17 April 1986

EXHIBIT B



全国企业信用信息公示系统 (浙江)



贝达药业股份有限公司 注册号：330100400024187

[备案信息](#)
[动产抵押登记信息](#)
[股权出质登记信息](#)
[行政处罚信息](#)
[经营异常信息](#)
[严重违法信息](#)
[抽查检查信息](#)

基本信息

注册号	330100400024187	名称	贝达药业股份有限公司
类型	股份有限公司(中外合资、未上市)	法定代表人	丁列明
注册资本	36000 万元人民币	成立日期	2003年01月07日
住所	杭州市余杭经济技术开发区红丰路589号		
经营期限自	2003年01月07日	经营期限至	长期
经营范围	抗癌、抗心血管等新药的研究、开发、技术转让和技术咨询(国家禁止和限制的除外)、软膏剂、片剂的研制和生产		
登记机关	杭州市市场监督管理局	核准日期	2014年09月26日
登记状态	存续		

股东信息

股东的出资信息截止2014年2月28日。2014年2月28日之后工商只公示股东姓名，其他出资信息由企业自行公示。

股东类型	股东	证照/证件类型	证照/证件号码	详情
企业法人	Sequoia Capital China GFII (HK) Limited		1573317	
企业法人	宁波梅山保税港区特瑞西创投资 合伙企业(有限合伙)		330206000180861	
企业法人	成都光控世纪医疗健康创业投资 有限公司		510109000345548	
企业法人	杭州金研睿成启汉投资管理合伙 企业(有限合伙)		330100000180610	
自然人	YINXIANG WANG			

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变更信息

变更事项	变更前内容	变更后内容	变更日期
注册资本(金)变更	注册资本：15000万人民币元； 更多	注册资本：36000万人民币元； 更多	2014年09月26日
投资人(股权)变更	股东：杭州金研睿成启汉投资管理合伙企 更多	股东：杭州金研睿成启汉投资管理合伙企 更多	2013年12月16日
名称变更	企业名称：浙江贝达药业有限公司； 更多	企业名称：贝达药业股份有限公司； 更多	2013年08月29日
投资人(股权)变更	股东：宁波美域股权投资合伙企业(有限 更多	股东：杭州金研睿成启汉投资管理合伙企 更多	2013年06月27日
投资人(股权)变更	股东：杭州贝昌投资管理合伙企业(有限 更多	股东：宁波美域股权投资合伙企业(有限 更多	2013年06月14日

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工商公示信息

企业公示信息

其他部门公示信息

司法协助公示信息

股东信息

股东的出资信息截止2014年2月28日。2014年2月28日之前工商只公示股东姓名。其他出资信息由企业自行公示。

股东类型	股东	证照/证件类型	证照/证件号码	详情
企业法人	宁波澳威股权投资合伙企业(有限合伙)		330206000167061	
企业法人	浙江奥威投资管理合伙企业(有限合伙)		330100000161750	
自然人	Penini Ten			
企业法人	LAW Epitry (Hong Kong) Co., Limited		036503	
自然人	HANJIEG ZHANG			

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股东信息

股东的出资信息截止2014年2月28日。2014年2月28日之前工商只公示股东姓名。其他出资信息由企业自行公示。

股东类型	股东	证照/证件类型	证照/证件号码	详情
企业法人	浙江济和创业投资有限公司		330500000008531	
企业法人	宁波凯德股权投资合伙企业(有限合伙)		330200100078495	
自然人	贾廷辉有限公司		826671666	
企业法人	温州昆昌股权投资合伙企业(有限合伙)		330100000167238	

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股东信息

股东的出资信息截止2014年2月28日。2014年2月28日之前工商只公示股东姓名。其他出资信息由企业自行公示。

股东类型	股东	证照/证件类型	证照/证件号码	详情
企业法人	Sensuie Capital China (PFI (HK) Limited)		1573317	
企业法人	宁波梅山保税港区特润西创投资合伙企业(有限合伙)		330206000180801	
企业法人	成都光信世纪医疗健康创业投资有限公司		510109000345646	
企业法人	杭州金研睿成股权投资管理合伙企业(有限合伙)		330100000180610	
自然人	YINJIANG WANG			

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变更信息

变更事项	变更前内容	变更后内容	变更日期
注册资本(金)变更	<p>注册资本: 15000万人民币元; 实收资本: 15000万人民币元; 股东: 杭州金研睿成启议投资管理合伙企业(有限合伙), 300万; 宁波美城股权投资合伙企业(有限合伙), 450万; 成都光控世纪医疗健康创业投资有限公司, 475.5万; Sequoia Capital China GP II (HK) Limited, 712.005万; 杭州贝昌投资管理合伙企业(有限合伙), 885万; LAV Equity (Hong Kong) CO., Limited, 900万; 浙江奥成投资管理合伙企业(有限合伙), 1125万; 贝达医药公司, 1193.535万; 宁波梅山保税港区特瑞西创业投资合伙企业(有限合伙), 1605万; 浙江济和创业投资有限公司, 2394万; 宁波凯诺投资管理合伙企业(有限合伙), 3336万; Fenlai Tan, 180万; HANCHENG ZHANG, 467.895万; YINXIANG WANG, 976.065万; <u>收起更多</u></p>	<p>注册资本: 36000万人民币元; 实收资本: 36000万人民币元; 股东: 杭州金研睿成启议投资管理合伙企业(有限合伙), 720万; 宁波美城股权投资合伙企业(有限合伙), 1080万; 成都光控世纪医疗健康创业投资有限公司, 1141.2万; Sequoia Capital China GP II (HK) Limited, 1708.812万; 杭州贝昌投资管理合伙企业(有限合伙), 2124万; LAV Equity (Hong Kong) CO., Limited, 2160万; 浙江奥成投资管理合伙企业(有限合伙), 2700万; 贝达医药公司, 2864.481万; 宁波梅山保税港区特瑞西创业投资合伙企业(有限合伙), 3852万; 浙江济和创业投资有限公司, 5745.6万; 宁波凯诺投资管理合伙企业(有限合伙), 8006.5万; Fenlai Tan, 432万; HANCHENG ZHANG, 1122.948万; YINXIANG WANG, 2342.556万; <u>收起更多</u></p>	2014年09月26日
投资人(股权)变更	<p>股东: 杭州金研睿成启议投资管理合伙企业(有限合伙), 300万; 宁波美城股权投资合伙企业(有限合伙), 450万; 成都光控世纪医疗健康创业投资有限公司, 475.5万; Sequoia Capital China GP II (HK) Limited, 712.005万; 杭州贝昌投资管理合伙企业(有限合伙), 885万; LAV Equity (Hong Kong) CO., Limited, 900万; 浙江奥成投资管理合伙企业(有限合伙), 1125万; 贝达医药公司, 1193.535万; 宁波梅山保税港区特瑞西创业投资合伙企业(有限合伙), 1605万; 浙江济和创业投资有限公司, 2394万; 宁波凯诺投资管理合伙企业(普通合伙), 3336万; Fenlai Tan, 180万; HANCHENG ZHANG, 467.895万; YINXIANG WANG, 976.065万; 组织结构: Fenlai Tan 职务: 董事; YI SHI 职务: 董事; YINXIANG WANG 职务: 董事; Ying Du 职务: 董事; 蔡万塔 职务: 监事会主席; 丁利华 职务: 董事; 丁列明 职务: 董事长兼总经理; 胡云雁 职务: 董事; 黄玲 职务: 董事; 李曙光 职务: 董事; 牛明旭 职务: 董事; 王学超 职务: 董事; <u>收起更多</u></p>	<p>股东: 杭州金研睿成启议投资管理合伙企业(有限合伙), 300万; 宁波美城股权投资合伙企业(有限合伙), 450万; 成都光控世纪医疗健康创业投资有限公司, 475.5万; Sequoia Capital China GP II (HK) Limited, 712.005万; 杭州贝昌投资管理合伙企业(有限合伙), 885万; LAV Equity (Hong Kong) CO., Limited, 900万; 浙江奥成投资管理合伙企业(有限合伙), 1125万; 贝达医药公司, 1193.535万; 宁波梅山保税港区特瑞西创业投资合伙企业(有限合伙), 1605万; 浙江济和创业投资有限公司, 2394万; 宁波凯诺投资管理合伙企业(有限合伙), 3336万; Fenlai Tan, 180万; HANCHENG ZHANG, 467.895万; YINXIANG WANG, 976.065万; 组织结构: Fenlai Tan 职务: 董事; YI SHI 职务: 董事; YINXIANG WANG 职务: 董事; Ying Du 职务: 董事; 蔡万塔 职务: 监事会主席; 丁利华 职务: 董事; 丁列明 职务: 董事长兼总经理; 胡云雁 职务: 董事; 黄玲 职务: 董事; 李曙光 职务: 董事; 牛明旭 职务: 董事; 孙志鸿 职务: 董事; <u>收起更多</u></p>	2013年12月16日
名称变更	企业名称: 浙江贝达药业有限公司; <u>更多</u>	企业名称: 贝达药业股份有限公司; <u>更多</u>	2013年08月29日
投资人(股权)变更	股东: 宁波美城股权投资合伙企业(有限); <u>更多</u>	股东: 杭州金研睿成启议投资管理合伙企业; <u>更多</u>	2013年06月27日
投资人(股权)变更	股东: 杭州贝昌投资管理合伙企业(有限); <u>更多</u>	股东: 宁波美城股权投资合伙企业(有限); <u>更多</u>	2013年06月14日

变更信息

变更事项	变更前内容	变更后内容	变更日期
注册资本(金)变更	注册资本: 15000万人民币元: 更多	注册资本: 38800万人民币元: 更多	2014年09月26日
投资人(股权)变更	股东: 杭州金研睿成启议投资管理合伙企业 更多	股东: 杭州金研睿成启议投资管理合伙企业 更多	2013年12月16日
名称变更	企业名称: 浙江贝达药业有限公司; 注册资本: 5664.0626万人民币元, 实收资本: 5664.0626万人民币元, 企业类型: 有限责任公司(中外合资), 营业期限: 2003-1-7 至 2053-1-6; 执照有效期限: 2003-1-6 至 2053-1-6; 股东: 杭州金研睿成启议投资管理合伙企业(有限合伙), 113.2813万; 宁波美城股权投资合伙企业(有限合伙), 169.9219万; 成都光控世纪医疗健康创业投资有限公司, 179.5509万; Sequoia Capital China GP II (HK) Limited, 268.8561万; 杭州奥昌投资管理合伙企业(有限合伙), 334.1795万; LAV Equitu (Hong Kong) CO., Limited, 339.8436万; 浙江奥成投资管理合伙企业(有限合伙), 424.8047万; 贝达医药公司, 450.6831万; 宁波梅山保税港区特瑞源创业投资合伙企业(有限合伙), 606.0546万; 浙江济和创业投资有限公司, 903.9819万; 宁波凯信投资管理合伙企业(普通合伙), 1259.697万; Fenlai Tan, 67.9688万; HANCHENG ZHANG, 176.6789万; YINXIANG WANG, 368.5672万; 组织结构: YI SHI 职务: 董事; YINXIANG WANG (王印祥) 职务: 董事兼总经理; Ying du 职务: 董事; 丁列明 职务: 董事长; 胡云雁 职务: 监事会主席; 费佳 职务: 监事; 王群芳 职务: 监事 更多	企业名称: 贝达药业股份有限公司; 注册资本: 15000万人民币元, 实收资本: 15000万人民币元, 企业类型: 股份有限公司(中外合资, 未上市), 营业期限: 2003-1-7 至 9999-9-9, 执照有效期限: 2003-1-6 至 9999-9-9, 股东: 杭州金研睿成启议投资管理合伙企业(有限合伙), 300万; 宁波美城股权投资合伙企业(有限合伙), 450万; 成都光控世纪医疗健康创业投资有限公司, 475.5万; Sequoia Capital China GP II (HK) Limited, 712.005万; 杭州奥昌投资管理合伙企业(有限合伙), 885万; LAV Equity (Hong Kong) CO., Limited, 900万; 浙江奥成投资管理合伙企业(有限合伙), 1125万; 贝达医药公司, 1193.535万; 宁波梅山保税港区特瑞源创业投资合伙企业(有限合伙), 1605万; 浙江济和创业投资有限公司, 2394万; 宁波凯信投资管理合伙企业(普通合伙), 3396万; Fenlai Tan, 180万; HANCHENG ZHANG, 467.895万; YINXIANG WANG, 976.065万; 组织结构: Fenlai Tan 职务: 董事; YI SHI 职务: 董事; YINXIANG WANG 职务: 董事; Ying Du 职务: 董事; 蔡万培 职务: 监事会主席; 丁利华 职务: 董事; 丁列明 职务: 董事长兼总经理; 胡云雁 职务: 监事; 费玲 职务: 监事; 李晴儿 监事 更多	2013年08月29日
投资人(股权)变更	股东: 宁波美城股权投资合伙企业(有限 更多	股东: 杭州金研睿成启议投资管理合伙企业 更多	2013年06月27日
投资人(股权)变更	股东: 杭州奥昌投资管理合伙企业(有限 更多	股东: 宁波美城股权投资合伙企业(有限 更多	2013年06月14日

投资人(股权)变更

股东: 宁波美城股权投资合伙企业(有限合伙), 169.9219万; 威源光控世纪医疗健康创业投资有限公司, 179.5508万; Sequoia Capital China GFII(HK)Limited, 268.8561万; 杭州贝昂投资管理合伙企业(有限合伙), 277.539万; LAV Equitu (Hong Kong) CO., Limited, 339.8438万; 浙江贝成投资管理合伙企业(有限合伙), 424.8047万; 贝达医药公司, 450.6831万; 宁波梅山保税港区特利西创投合伙企业(有限合伙), 736.3281万; 浙江济和创业投资有限公司, 903.9819万; 宁波凯诺投资管理合伙企业(普通合伙), 1259.69万; Fenlai Tan, 67.9688万; HANCHENG ZHANG, 188.0069万; YINXIANG WANG, 396.8875万. 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, 收起更多

股东: 杭州金明普成启辰投资管理合伙企业(有限合伙), 113.2813万; 宁波美城股权投资合伙企业(有限合伙), 169.9219万; 威源光控世纪医疗健康创业投资有限公司, 179.5508万; Sequoia Capital China GFII(HK)Limited, 268.8561万; 杭州贝昂投资管理合伙企业(有限合伙), 277.539万; LAV Equitu (Hong Kong) CO., Limited, 339.8438万; 浙江贝成投资管理合伙企业(有限合伙), 424.8047万; 贝达医药公司, 450.6831万; 宁波梅山保税港区特利西创投合伙企业(有限合伙), 606.0546万; 浙江济和创业投资有限公司, 903.9819万; 宁波凯诺投资管理合伙企业(普通合伙), 1259.69万; Fenlai Tan, 67.9688万; HANCHENG ZHANG, 176.6788万; YINXIANG WANG, 368.5672万. 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, 收起更多

2013年06月27日

投资人(股权)变更

股东: 杭州贝昂投资管理合伙企业(有限合伙), 135.9375万; 浙江贝成投资管理合伙企业(有限合伙), 424.8047万; LAV Equitu (Hong Kong) CO., Limited, 566.4069万; 贝达医药公司, 842.4494万; 浙江济和创业投资有限公司, 1040.317万; Fenlai Tan, 67.9688万; HANCHENG ZHANG, 244.6475万; YINXIANG WANG, 481.8487万; 丁列明, 1259.69万; 组织结构: Don Zhang 职务: 副董事长; YI SHI 职务: 董事; YINXIANG WANG (王印祥) 职务: 总经理; 丁列明 职务: 董事长; 胡云雁 职务: 监事会主席; 俞佳 职务: 监事; 王群方 职务: 监事; 王学超 职务: 董事; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, 收起更多

股东: 宁波美城股权投资合伙企业(有限合伙), 169.9219万; 威源光控世纪医疗健康创业投资有限公司, 179.5508万; Sequoia Capital China GFII(HK)Limited, 268.8561万; 杭州贝昂投资管理合伙企业(有限合伙), 277.539万; LAV Equitu (Hong Kong) CO., Limited, 339.8438万; 浙江贝成投资管理合伙企业(有限合伙), 424.8047万; 贝达医药公司, 450.6831万; 宁波梅山保税港区特利西创投合伙企业(有限合伙), 736.3281万; 浙江济和创业投资有限公司, 903.9819万; 宁波凯诺投资管理合伙企业(普通合伙), 1259.69万; Fenlai Tan, 67.9688万; HANCHENG ZHANG, 188.0069万; YINXIANG WANG, 396.8875万; 组织结构: YI SHI 职务: 董事; YINXIANG WANG (王印祥) 职务: 董事兼总经理; Ying du 职务: 董事; 丁列明 职务: 董事长; 胡云雁 职务: 监事会主席; 俞佳 职务: 监事; 王群方 职务: 监事; 王学超 职务: 董事; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, 收起更多

2013年06月11日

变更信息

变更事项	变更前内容	变更后内容	变更日期
投资人(股权)变更	<p>股东: 浙江奥成投资管理合伙企业(有限合伙), 424.8047万; LAV Equitu (Hong Kong) (D., Limited, 566.4063万; 贝达医药公司, 899.09万; 浙江济和创业投资有限公司, 1640.31万; Fenlai Tan, 56.6407万; HANCHENG ZHANG, 289.96万; YINXIANG WANG, 527.1609万; 丁列明, 1259.69万; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, <u>收起更多</u></p>	<p>股东: 杭州奥昌投资管理合伙企业(有限合伙), 135.9375万; 浙江奥成投资管理合伙企业(有限合伙), 424.8047万; LAV Equitu (Hong Kong) CO., Limited, 566.4063万; 贝达医药公司, 842.4494万; 浙江济和创业投资有限公司, 1640.31万; Fenlai Tan, 67.9689万; HANCHENG ZHANG, 244.6475万; YINXIANG WANG, 481.8483万; 丁列明, 1259.69万; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, <u>收起更多</u></p>	2013年01月25日
实收资本变更	<p>实收资本: 5253.8791万人民币元; <u>收起更多</u></p>	<p>实收资本: 5664.0626万人民币元; <u>收起更多</u></p>	2012年10月12日
投资人(股权)变更	<p>股东: 浙江奥成投资管理合伙企业(有限合伙) <u>更多</u></p>	<p>股东: 浙江奥成投资管理合伙企业(有限合伙), 424.8047万; LAV Equitu (Hong Kong) CO., Limited, 566.4063万; 贝达医药公司, 899.09万; 浙江济和创业投资有限公司, 1640.31万; Fenlai Tan, 56.6407万; HANCHENG ZHANG, 289.96万; YINXIANG WANG, 527.1609万; 丁列明, 1259.69万; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, <u>收起更多</u></p>	2012年07月19日
注册资本(金)变更	<p>注册资本: 5097.6563万人民币元; 实收资本: 5097.6563万人民币元; 股东: ELI LILLY AND COMPANY, 566.4063万; 贝达医药公司, 899.09万; 浙江济和创业投资有限公司, 1640.31万; HANCHENG ZHANG, 289.96万; YINXIANG WANG, 442.2万; 丁列明, 1259.69万; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, <u>收起更多</u></p>	<p>注册资本: 5664.0626万人民币元; 实收资本: 5253.8791万人民币元; 股东: 浙江奥成投资管理合伙企业(有限合伙), 424.8047万; ELI LILLY AND COMPANY, 566.4063万; 贝达医药公司, 899.09万; 浙江济和创业投资有限公司, 1640.31万; Fenlai Tan, 56.6407万; HANCHENG ZHANG, 289.96万; YINXIANG WANG, 527.1609万; 丁列明, 1259.69万; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, <u>收起更多</u></p>	2012年01月12日
投资人(股权)变更	<p>股东: ELI LILLY AND COMPANY, 566.4063万; 贝达医药公司, 899.09万; 济和集团有限公司, 1640.31万; HANCHENG ZHANG, 289.96万; YINXIANG WANG, 442.2万; 丁列明, 1259.69万; <u>收起更多</u></p>	<p>股东: ELI LILLY AND COMPANY, 566.4063万; 贝达医药公司, 899.09万; 浙江济和创业投资有限公司, 1640.31万; HANCHENG ZHANG, 289.96万; YINXIANG WANG, 442.2万; 丁列明, 1259.69万; <u>收起更多</u></p>	2011年11月26日

变更信息

变更事项	变更前内容	变更后内容	变更日期
投资人(股权)变更	股东: ELI LILLY AND COMPANY, 566.4063万; 贝达医药公司, 1450万; 济和集团有限公司, 1640.31万; YINXIANG WANG, 181.25万; 丁列明, 1259.69万。 收起更多	股东: ELI LILLY AND COMPANY, 566.4063万; 贝达医药公司, 899.09万; 济和集团有限公司, 1640.31万; RANCHUNG ZHANG, 289.96万; YINXIANG WANG, 432.2万; 丁列明, 1259.69万。 收起更多	2011年10月20日
行业代码变更	行业: 医药制造业; 注册资本: 4531.25万人民币元; 实收资本: 4531.25万人民币元; 股东: 贝达医药公司, 1450万; 济和集团有限公司, 1640.31万; YINXIANG WANG, 181.25万; 丁列明, 1259.69万; 组织结构: Don Zhang 职务: 副董事长; YINXIANG WANG (王印祥) 职务: 董事兼总经理; 陈斌 职务: 董事; 丁列明 职务: 董事长; 王学超 职务: 董事; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司。 收起更多	行业: 卫生材料及医药用品制造; 注册资本: 5097.6663万人民币元; 实收资本: 5097.6663万人民币元; 股东: ELI LILLY AND COMPANY, 566.4063万; 贝达医药公司, 1450万; 济和集团有限公司, 1640.31万; YINXIANG WANG, 181.25万; 丁列明, 1259.69万; 组织结构: Don Zhang 职务: 副董事长; YI SHI 职务: 董事; YINXIANG WANG (王印祥) 职务: 总经理; 丁列明 职务: 董事长; 胡云雁 职务: 监事会主席; 董佳 职务: 监事; 王群方 职务: 监事; 王学超 职务: 董事; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司。 收起更多	2010年05月11日
法定代表人(负责人, 董事长, 首席代表)变更	法定代表人(负责人): Don Zhang; 注册号: 企合浙皖总字第007683号; 股东: 贝达医药公司, 1631.25万; 济和集团有限公司, 1640.31万; 丁列明, 1259.69万; 组织结构: Don Zhang 职务: 董事长; 陈斌 职务: 董事; 丁列明 职务: 董事; 王学超 职务: 副董事长; 王印祥 职务: 董事; 王印祥 职务: 总经理。 收起更多	法定代表人(负责人): 丁列明; 注册号: -----; 股东: 贝达医药公司, 1450万; 济和集团有限公司, 1640.31万; YINXIANG WANG, 181.25万; 丁列明, 1259.69万; 组织结构: Don Zhang 职务: 副董事长; YINXIANG WANG (王印祥) 职务: 董事兼总经理; 陈斌 职务: 董事; 丁列明 职务: 董事长; 王学超 职务: 董事。 收起更多	2009年09月18日
经营范围(业务范围)变更	经营范围: 抗癌、抗心导管等新药的研究, 开发, 技术转让和技术咨询(涉及国家禁止和限制的除外) ***。 收起更多	经营范围: 抗癌、抗心导管等新药的研究, 开发, 技术转让和技术咨询(国家禁止和限制的除外), 软片剂、片剂的研制和生产。 收起更多	2007年04月06日
住所(营业场所, 地址)变更	住所: 杭州市西湖区教工路1号17号楼103室; 注册号: 企合浙皖总字第206036号。 收起更多	住所: 杭州市余杭经济开发区在工路589号; 注册号: 企合浙皖总字第007683号。 收起更多	2006年12月01日

变更信息

变更事项	变更前内容	变更后内容	变更日期
实收资本变更	实收资本: 1710万人民币;	实收资本: 4531.25万人民币; 收起更多	2006年11月14日
住所(营业场所、地址)变更	住所: 杭州西湖区文三路199号1号楼222室; 注册资本: 1000万人民币; 实收资本: 1000万人民币; 股东: 丁列明, 250万; 浙江济和实业发展有限公司, 250万; 贝达医药公司, 500万; 分支机构: 北京新药研究开发中心; 收起更多	住所: 杭州西湖区教工路1号17号幢103室; 注册资本: 4531.25万人民币; 实收资本: 1710万人民币; 股东: 贝达医药公司, 1631.25万; 济和集团有限公司, 1630.31万; 丁列明, 1259.69万; 分支机构: 北京新药研究开发中心; 收起更多	2006年07月07日
经营范围(业务范围)变更	主营: 抗癌, 扶心白管等新药的研究和开发 (涉及国家禁止和限制的除外) * * * 无分支机构 收起更多	主营: 抗癌, 扶心白管等新药的研究, 开发, 技术转让和技术咨询 (涉及国家禁止和限制的除外) * * * 分支机构: 北京新药研究开发中心; 收起更多	2003年07月01日
注册资本(金)变更	实收资本: 0	实收资本: 1000万元	2003年03月19日

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG,
Plaintiff,

v.

BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.

No. 3:14-CV-1790 (VLB)

July 6, 2015

DECLARATION OF MICHAEL CALDWELL
PURSUANT TO 28 U.S.C. § 1746

I, MICHAEL CALDWELL, say:

1. I am an attorney admitted to the bar of Connecticut. I provide this Declaration in support of the Memorandum of Law in Response to Order to Show Cause filed by defendants Beta Pharma, Inc. and Don Zhang.

2. Attached hereto as Exhibit A is a true and correct copy of an excerpt of the transcript of the deposition of Zhaoyin Wang in the matter captioned *Beta Pharma Inc., et al. v. Liu.*, now pending in the Superior Court of New Jersey, dated December 19, 2014.

Under 28 U.S.C. § 1746, I hereby declare under penalty of perjury that the foregoing is true and correct.

Executed on July 6, 2015

/s/
Michael Caldwell, Esq.

EXHIBIT A

No. 500-17-085655-143

BEFORE THE SUPERIOR COURT OF NEW JERSEY

IN THE MATTER OF:

BETA PHARMA INC.

-and-

BETA PHARMA SCIENTIFIC
INC.

-and-

DON ZHANG
Plaintiffs

-vs-

LANCE LIU
Defendant

EXAMINATION OF ZHAOYIN WANG

APPEARANCES:

Mr. JACK KOLPEN
for Plaintiffs

Me FRANÇOIS OLIVIER BOUCHARD (Montreal)
Attorney for Plaintiffs for the
purposes of the Motion to Request
Assistance of a Foreign Jurisdiction

Mr. MICHAEL CALDWELL
for Plaintiffs, Beta Pharma Inc.
and Beta Pharma Scientific Inc.

Mr. MATTHEW SCHWARTZ
for Defendant

Mr. JONATHAN KATZ
for Third Party Witness

DECEMBER 19, 2014

AZ141219.

ASTRIDA AUZA, o.c.r.

MAXIN

No. 500-17-085655-143
DECEMBER 19, 2014

ZHAOYIN WANG
EXAMINATION

<p>1 do you currently live? 2 A- I live near Montreal sometimes with my family, 3 and I have some ventures going on in China, and 4 also a part-time job at the Chinese Academy of 5 Science. So, I spend quite a bit of time in 6 China. 7 Q- Are you a citizen of Canada? 8 A- Yes. 9 Q- Are you also still a citizen of China? 10 A- No. 11 Q- Okay. And this address where we served you in 12 Connecticut... or, excuse me, in Canada, with 13 the subpoena, is that your... where you reside 14 in Canada? 15 A- Yes. 16 Q- And where do you reside when you're in China? 17 A- In Shanghai. 18 Q- Do you have an address? 19 A- Yes, I do. 20 Q- Would you provide it, please? 21 A- It's a Chinese street name, do you want to hear 22 that? 23 Q- Yes. 24 A- I don't have a translation for it. 25 Q- Okay, well, you can say it...</p>	<p>14</p>	<p>1 A- Okay... 2 Q- ... I guess the Court Reporter can take it down. 3 A- Okay, Shengxia Road [Mandarin]. 4 Q- I'll tell you what, rather than do that, if I 5 need it, I will ask Mr. Katz, and you can 6 provide it in Mandarin, since I don't think the 7 Court Reporter is going to be able to take down 8 your Mandarin. 9 A- Okay. 10 11 UNDERTAKING #U-1: Provide the address where 12 Mr. Wang resides in China. 13 14 Mr. JACK KOLPEN: 15 Q- Moving on, can you tell me the first time that 16 you met Lance Liu? 17 A- I never met him. 18 Q- You never met him? 19 A- Never. 20 Q- Well, when you say you never met him, you mean 21 you never met him in person, correct? 22 A- Correct. 23 Q- When is the first time you had contact with 24 Lance Liu? 25 A- Well, he called me in the summer of two thousand</p>	<p>15</p>
<p>1 and twelve (2012). 2 Q- In the summer of two thousand and twelve (2012)? 3 A- Yes. 4 Q- Do you remember approximately what month? 5 A- I believe it was in July or August. I think 6 it's... 7 Q- July? And why did he call you, if you recall? 8 A- Well, it was related to a tax filing matter for 9 Beta Pharma Canada, and I needed a signature 10 from Don to finish my tax filing, so... from Don 11 Zhang, to finish the tax filing. And I sent an 12 e-mail request to Don, and Don forwarded 13 everything to Lance, and Lance phoned me up, 14 discussed the matter. 15 Q- Okay. Did you know that Lance Liu was a lawyer 16 when he called you? 17 A- Oh, he didn't say specifically a lawyer, he said 18 he's working for Beta Pharma on the legal 19 issues. 20 Q- Well, did you understand that he was an employee 21 of Beta Pharma, or something else? 22 A- I'm not sure he's an employee, but I think he... 23 my impression was he was working for Beta Pharma 24 on a contract, or whatever. He didn't tell me 25 that.</p>	<p>16</p>	<p>1 Q- When, if ever, did you become aware that Lance 2 Liu was an attorney at law? 3 A- No. 4 Q- No, that's... the question was when, if ever, 5 did you become aware that Lance Liu was an 6 attorney at law? Are you saying you never knew? 7 A- No, I don't know exactly what he is. 8 Q- Okay. So, you do not know today that Lance Liu 9 is a lawyer? 10 A- Oh, I... I don't know exactly where he got his 11 degree, I know he... he's doing something with 12 the law, but I don't know exactly what's his 13 title. 14 Q- Okay. Okay, after the call that you had with 15 Mr. Liu in the summer of two thousand and twelve 16 (2012), what was the next contact you had with 17 him? 18 A- Well, he called me... either I called him, or he 19 called me after the first call he made, and 20 that's within a frame of one (1) month, I 21 believe. 22 Q- You spoke to him for a period of one (1) month, 23 on and off? 24 A- Only two (2) or three (3) times. 25 Q- Okay, about the tax issues?</p>	<p>17</p>

MAXIN

No. 500-17-085655-143
DECEMBER 19, 2014

ZHAOYIN WANG
EXAMINATION

70	71
1 A- Yes.	1
2 Q- Okay. I have no further questions.	2 I, ASTRIDA AUZA, Official Court Reporter in the
3 Me FRANÇOIS OLIVIER BOUCHARD:	3 Judicial District of Montreal, hereby certify that
4 So, are we done?	4 the foregoing pages are a true and accurate
5 Mr. JACK KOLPEN:	5 transcript of the proceeding taken to the best of my
6 I think so, unless Matt Schwartz has any other	6 skill, ability, and understanding,
7 questions. Matt?	7
8 Mr. MATTHEW SCHWARTZ:	8 And I have signed
9 No, I don't.	9
10 Mr. JACK KOLPEN:	10
11 Okay. I think we're finished.	11
12 Q- Thank you, Mr. Wang.	12 ASTRIDA AUZA,
13 A- You're welcome.	13 Official Court Reporter
14 Me FRANÇOIS OLIVIER BOUCHARD:	14
15 Thank you very much to you all on the... at	15
16 different locations. We're going to close...	16
17 we're going to go off record now.	17
18	18
19 AND FURTHER DEPONENT SAITH NOT	19
20	20
21	21
22	22
23	23
24	24
25	25

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG,
Plaintiff,

v.

BETA PHARMA, INC., DON ZHANG,
AND ZHEJIANG BETA PHARMA
CO., LTD.,
Defendants.

No. 3:14-CV-1790 (VLB)

July 3, 2015

DECLARATION OF RUI LI, Ph.D.
PURSUANT TO 28 U.S.C. § 1746

I, Rui Li, declare and say that:

1. I am an attorney and practice law with the LongAn Law Firm in its Shanghai Office. I hold a doctorate degree in China, and I am a faculty member of the Shanghai University of Finance and Economics, where I teach Introduction of Economy Law. In addition, I practice in the area of Company and foreign investment law in the People's Republic of China ("PRC").

2. I provide this Declaration to aid the Court in understanding the laws of the People's Republic of China (PRC) regarding the transfer in stock in PRC companies.

3. Zhejiang Beta Pharma Co., Ltd. ("ZJBP") was a Sino-foreign equity joint venture (a limited liability company) formed under the Law of the People's Republic of China on Chinese-Foreign Equity Joint Ventures. According to public record, on August 29, 2013, ZJBP changed its name to Betta Pharmaceuticals

Co., Ltd. ("Betta") and was reorganized to become a Joint Stock Company (a company limited by shares) under the Company Law of the PRC. Attached hereto as Exhibit A is a true and correct copy of the public registration record of ZJBP, from the National Enterprise Information Public Disclosure System of the Zhejiang Province.

4. Because ZJBP (now Betta) is a Foreign Investment Joint Stock Company, pursuant to the laws of the PRC, if a shareholder in ZJBP transfers its stock to another individual, the transfer is effective only after the relative authority in charge of Commerce approves the transfer.

5. No law of the PRC would permit ZJBP to issue shares to satisfy a foreign judgment. See Company Law, Article 142.

Under 28 U.S.C. § 1746, I hereby declare under penalty of perjury that the foregoing is true and correct.

Executed on July 3, 2015



Rui Li, Ph.D.

EXHIBIT A



全国企业信用信息公示系统 (浙江)



贝达药业股份有限公司 注册号：330100400024187

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[经营异常信息](#)
[严重违法信息](#)
[抽查检查信息](#)

工商公示信息

基本信息

注册号	330100400024187	名称	贝达药业股份有限公司
类型	股份有限公司(中外合资,未上市)	法定代表人	丁列明
注册资本	36000 万元人民币	成立日期	2003年01月07日
住所	杭州市余杭经济技术开发区红丰路589号		
经营期限自	2003年01月07日	经营期限至	长期
经营范围	抗癌、抗心血管等新药的研究、开发、技术转让和技术咨询(国家禁止和限制的除外),软奇剂、片剂的研制和生产		
登记机关	杭州市市场监督管理局	核准日期	2014年09月26日
登记状态	存续		

股东信息

股东的出资信息截止2014年2月28日,2014年2月28日之后工商只公示股东姓名,其他出资信息由企业自行公示。

股东类型	股东	证照/证件类型	证照/证件号码	详情
企业法人	Sequoia Capital China CFII (HK) Limited		1573317	
企业法人	宁波梅山保税港区特瑞西创投投资 合伙企业(有限合伙)		330206000180661	
企业法人	成都光拉世纪医疗健康创业投资 有限公司		510109000345548	
企业法人	杭州金研睿成启汉投资管理合伙 企业(有限合伙)		330100000180610	
自然人	YINXIANG WANG			

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变更信息

变更事项	变更前内容	变更后内容	变更日期
注册资本(金)变更	注册资本:15000万人民币元;更多	注册资本:36000万人民币元;更多	2014年09月26日
投资人(股权)变更	股东:杭州金研睿成启汉投资管理合伙企业 更多	股东:杭州金研睿成启汉投资管理合伙企业 更多	2013年12月16日
名称变更	企业名称:浙江贝达药业有限公司;更多	企业名称:贝达药业股份有限公司;更多	2013年08月29日
投资人(股权)变更	股东:宁波奕城股权投资合伙企业(有限 更多	股东:杭州金研睿成启汉投资管理合伙企业 更多	2013年06月27日
投资人(股权)变更	股东:杭州贝昌投资管理合伙企业(有限 更多	股东:宁波奕城股权投资合伙企业(有限 更多	2013年06月14日

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企业公示信息

其他部门公示信息

司法协助公示信息

股东信息

股东的出资信息截止2014年2月28日, 2014年2月28日之后工商只公示股东姓名, 其他出资信息由企业自行公示。

股东类型	股东	证照/证件类型	证照/证件号码	详情
企业法人	宁波奥威股权投资合伙企业(有限合伙)		33020000167061	
企业法人	浙江奥威投资管理合伙企业(有限合伙)		33010000161780	
自然人	Penlai Tan			
企业法人	LAU Louity (Hong Kong) CO., Limited		009630	
自然人	HANQILING ZHANG			

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股东信息

股东的出资信息截止2014年2月28日, 2014年2月28日之后工商只公示股东姓名, 其他出资信息由企业自行公示。

股东类型	股东	证照/证件类型	证照/证件号码	详情
企业法人	浙江经济和创业投资有限公司		33000000064834	
企业法人	宁波奥威投资管理合伙企业(有限合伙)		330200400076491	
企业法人	贝达医药公司		626571650	
企业法人	杭州奥昌投资管理合伙企业(有限合伙)		33010000167236	

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股东信息

股东的出资信息截止2014年2月28日, 2014年2月28日之后工商只公示股东姓名, 其他出资信息由企业自行公示。

股东类型	股东	证照/证件类型	证照/证件号码	详情
企业法人	Sequoia Capital China GF(II) Limited		1573317	
企业法人	宁波栎山保税港区特瑞西创投合伙企业(有限合伙)		33020000180801	
企业法人	成都兆光世纪医药健康产业投资有限公司		51010000345545	
企业法人	杭州金厚尊康股权投资管理合伙企业(有限合伙)		33010000180810	
自然人	YINXIANG WANG			

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变更信息

变更事项	变更前内容	变更后内容	变更日期
注册资本(金)变更	<p>注册资本: 15000万人民币元; 实收资本: 15000万人民币元; 股东: 杭州金研睿成股权投资管理合伙企业(有限合伙), 300万; 宁波美城股权投资合伙企业(有限合伙), 450万; 成都光控世冠医疗健康创业投资有限公司, 475.5万; Sequoia Capital China GP11(HK)Limited, 712.005万; 杭州贝昌投资管理合伙企业(有限合伙), 885万; LAV Equity (Hong Kong) CO., Limited, 900万; 浙江贝成投资管理合伙企业(有限合伙), 1125万; 贝达医药公司, 1193.535万; 宁波梅山保税港区特瑞西创投投资合伙企业(有限合伙), 1605万; 浙江济和创业投资有限公司, 2394万; 宁波瓊依投资管理合伙企业(有限合伙), 3336万; Fenlai Tan, 180万; HANCHENG ZHANG, 467.895万; YINXIANG WANG, 976.065万; 收起更多</p>	<p>注册资本: 36000万人民币元; 实收资本: 36000万人民币元; 股东: 杭州金研睿成股权投资管理合伙企业(有限合伙), 720万; 宁波美城股权投资合伙企业(有限合伙), 1080万; 成都光控世冠医疗健康创业投资有限公司, 1141.2万; Sequoia Capital China GP11(HK)Limited, 1708.812万; 杭州贝昌投资管理合伙企业(有限合伙), 2124万; LAV Equity (Hong Kong) CO., Limited, 2160万; 浙江贝成投资管理合伙企业(有限合伙), 2700万; 贝达医药公司, 2864.384万; 宁波梅山保税港区特瑞西创投投资合伙企业(有限合伙), 3852万; 浙江济和创业投资有限公司, 5745.6万; 宁波瓊依投资管理合伙企业(有限合伙), 8006.4万; Fenlai Tan, 432万; HANCHENG ZHANG, 1122.948万; YINXIANG WANG, 2342.566万; 收起更多</p>	2014年09月26日
投资人(股权)变更	<p>股东: 杭州金研睿成股权投资管理合伙企业(有限合伙), 300万; 宁波美城股权投资合伙企业(有限合伙), 450万; 成都光控世冠医疗健康创业投资有限公司, 475.5万; Sequoia Capital China GP11(HK)Limited, 712.005万; 杭州贝昌投资管理合伙企业(有限合伙), 885万; LAV Equity (Hong Kong) CO., Limited, 900万; 浙江贝成投资管理合伙企业(有限合伙), 1125万; 贝达医药公司, 1193.535万; 宁波梅山保税港区特瑞西创投投资合伙企业(有限合伙), 1605万; 浙江济和创业投资有限公司, 2394万; 宁波瓊依投资管理合伙企业(普通合伙), 3336万; Fenlai Tan, 180万; HANCHENG ZHANG, 467.895万; YINXIANG WANG, 976.065万; 组织结构: Fenlai Tan 职务: 董事; Yi Shi 职务: 董事; YINXIANG WANG 职务: 董事; Ying Du 职务: 董事; 蔡万峰 职务: 监事会主席; 丁利华 职务: 董事; 丁列明 职务: 董事长兼总经理; 胡云雁 职务: 监事; 黄玲 职务: 监事; 李曙光 职务: 董事; 任明坤 职务: 董事; 王学超 职务: 董事; 收起更多</p>	<p>股东: 杭州金研睿成股权投资管理合伙企业(有限合伙), 300万; 宁波美城股权投资合伙企业(有限合伙), 450万; 成都光控世冠医疗健康创业投资有限公司, 475.5万; Sequoia Capital China GP11(HK)Limited, 712.005万; 杭州贝昌投资管理合伙企业(有限合伙), 885万; LAV Equity (Hong Kong) CO., Limited, 900万; 浙江贝成投资管理合伙企业(有限合伙), 1125万; 贝达医药公司, 1193.535万; 宁波梅山保税港区特瑞西创投投资合伙企业(有限合伙), 1605万; 浙江济和创业投资有限公司, 2394万; 宁波瓊依投资管理合伙企业(有限合伙), 3336万; Fenlai Tan, 180万; HANCHENG ZHANG, 467.895万; YINXIANG WANG, 976.065万; 组织结构: Fenlai Tan 职务: 董事; Yi Shi 职务: 董事; YINXIANG WANG 职务: 董事; Ying Du 职务: 董事; 蔡万峰 职务: 监事会主席; 丁利华 职务: 董事; 丁列明 职务: 董事长兼总经理; 胡云雁 职务: 监事; 黄玲 职务: 监事; 李曙光 职务: 董事; 任明坤 职务: 董事; 孙志琦 职务: 董事; 收起更多</p>	2013年12月19日
名称变更	<p>企业名称: 浙江贝达药业有限公司; 更多</p>	<p>企业名称: 贝达药业股份有限公司; 更多</p>	2013年08月29日
投资人(股权)变更	<p>股东: 宁波美城股权投资合伙企业(有限 更多</p>	<p>股东: 杭州金研睿成股权投资管理合伙企业 更多</p>	2013年06月27日
投资人(股权)变更	<p>股东: 杭州贝昌投资管理合伙企业(有限 更多</p>	<p>股东: 宁波美城股权投资合伙企业(有限 更多</p>	2013年06月14日

变更信息

变更事项	变更前内容	变更后内容	变更日期
注册资本(金)变更	注册资本: 15000万人民币元: 变更	注册资本: 36000万人民币元: 变更	2014年09月26日
投资人(限权)变更	股东: 杭州金研睿成启汉投资管理合伙企业 变更	股东: 杭州金研睿成启汉投资管理合伙企业 变更	2013年12月16日
名称变更	企业名称: 浙江贝达药业有限公司; 注册资本: 5664.0626万人民币元; 实收资本: 5664.0626万人民币元; 企业类型: 有限责任公司(中外合资); 营业期限: 2003-1-7 至 2053-1-6; 执照有效期限: 2003-1-6 至 2053-1-6; 股东: 杭州金研睿成启汉投资管理合伙企业(有限合伙), 113.2813万; 宁波美域股权投资合伙企业(有限合伙), 169.9219万; 成都元控世经医疗健康创业投资有限公司, 179.5599万; Sequoia Capital China GFII(HK)Limited, 269.9561万; 杭州贝昌投资管理合伙企业(有限合伙), 334.3796万; LAV Equitu (Hong Kong) CO., Limited, 339.8438万; 浙江贝成投资管理合伙企业(有限合伙), 424.8047万; 贝达医药公司, 450.6831万; 宁波梅山保税港区特瑞源创投合伙企业(有限合伙), 606.0546万; 浙江济和创业投资有限公司, 903.9819万; 宁波凯铭投资管理合伙企业(普通合伙), 1259.09万; Fenlai Tan, 67.9698万; HANCHENG ZHANG, 176.6788万; YINXIANG WANG, 368.6672万; 组织结构: YI SHI 职务: 董事; YINXIANG WANG (王印祥) 职务: 董事兼总经理; Ying du 职务: 董事; 丁列明 职务: 董事长; 胡云嘤 职务: 监事会主席; 帮佳 职务: 监事; 毛研方 职务: 总裁 变更	企业名称: 贝达药业股份有限公司; 注册资本: 15000万人民币元; 实收资本: 15000万人民币元; 企业类型: 股份有限公司(中外合资、上市); 营业期限: 2003-1-7 至 9999-9-9; 执照有效期限: 2003-1-6 至 9999-9-9; 股东: 杭州金研睿成启汉投资管理合伙企业(有限合伙), 300万; 宁波美域股权投资合伙企业(有限合伙), 450万; 成都元控世经医疗健康创业投资有限公司, 475.5万; Sequoia Capital China GFII(HK)Limited, 712.005万; 杭州贝昌投资管理合伙企业(有限合伙), 885万; LAV Equity (Hong Kong) CO., Limited, 900万; 浙江贝成投资管理合伙企业(有限合伙), 1125万; 贝达医药公司, 1193.535万; 宁波梅山保税港区特瑞源创投合伙企业(有限合伙), 1605万; 浙江济和创业投资有限公司, 2394万; 宁波保诺投资管理合伙企业(普通合伙), 3336万; Fenlai Tan, 180万; HANCHENG ZHANG, 467.895万; YINXIANG WANG, 976.065万; 组织结构: Fenlai Tan 职务: 董事; YI SHI 职务: 董事; YINXIANG WANG 职务: 董事; Ying Du 职务: 董事; 蔡万峰 职务: 监事会主席; 丁利华 职务: 董事; 丁列明 职务: 董事长兼总经理; 胡云嘤 职务: 监事; 黄玲 职务: 监事; 李曙光 总裁 变更	2013年09月29日
投资人(限权)变更	股东: 宁波美域股权投资合伙企业(有限 变更	股东: 杭州金研睿成启汉投资管理合伙企业 变更	2013年06月27日
投资人(限权)变更	股东: 杭州贝昌投资管理合伙企业(有限 变更	股东: 宁波美域股权投资合伙企业(有限 变更	2013年06月14日

投资人(股权)变更

股东: 宁波美域股权投资合伙企业(有限合伙), 169.9219万; 成都光远世纪医疗健康创业投资有限公司, 179.5508万; Sequoia Capital China GP II (HK) Limited, 268.8561万; 杭州贝昌投资管理合伙企业(有限合伙), 277.539万; LAV Equitu (Hong Kong) CO., Limited, 339.8438万; 浙江贝成投资管理合伙企业(有限合伙), 424.8047万; 贝达医药公司, 450.6831万; 宁波梅山保税港区特瑞西创投投资合伙企业(有限合伙), 736.3281万; 浙江济和创业投资有限公司, 903.9819万; 宁波筑桥投资管理合伙企业(普通合伙), 1259.69万; Fenlai Tan, 67.9688万; HANCHENG ZHANG, 188.0069万; YINXIANG WANG, 396.8875万。分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, [收起更多](#)

股东: 杭州金明睿成有限合伙投资管理合伙企业(有限合伙), 113.2813万; 宁波美域股权投资合伙企业(有限合伙), 169.9219万; 成都光远世纪医疗健康创业投资有限公司, 179.5508万; Sequoia Capital China GP II (HK) Limited, 268.8561万; 杭州贝昌投资管理合伙企业(有限合伙), 339.1799万; LAV Equitu (Hong Kong) CO., Limited, 339.8438万; 浙江贝成投资管理合伙企业(有限合伙), 424.8047万; 贝达医药公司, 450.6831万; 宁波梅山保税港区特瑞西创投投资合伙企业(有限合伙), 606.0546万; 浙江济和创业投资有限公司, 903.9819万; 宁波筑桥投资管理合伙企业(普通合伙), 1259.69万; Fenlai Tan, 67.9688万; HANCHENG ZHANG, 176.6788万; YINXIANG WANG, 368.5672万。分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, [收起更多](#)

2013年06月27日

投资人(股权)变更

股东: 杭州贝昌投资管理合伙企业(有限合伙), 135.9375万; 浙江贝成投资管理合伙企业(有限合伙), 424.8047万; LAV Equitu (Hong Kong) CO., Limited, 566.4063万; 贝达医药公司, 642.4484万; 浙江济和创业投资有限公司, 1040.31万; Fenlai Tan, 67.9688万; HANCHENG ZHANG, 244.6475万; YINXIANG WANG, 481.8484万; 丁列明, 1259.69万。组织结构: Don Zhang 职务: 副董事长; YI SHI 职务: 董事; YINXIANG WANG (王印洋) 职务: 总经理; 丁列明 职务: 董事长; 胡云雁 职务: 监事会主席; 最佳 职务: 监事; 王群方 职务: 监事; 王学超 职务: 董事; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, [收起更多](#)

股东: 宁波美域股权投资合伙企业(有限合伙), 169.9219万; 成都光远世纪医疗健康创业投资有限公司, 179.5508万; Sequoia Capital China GP II (HK) Limited, 268.8561万; 杭州贝昌投资管理合伙企业(有限合伙), 277.539万; LAV Equitu (Hong Kong) CO., Limited, 339.8438万; 浙江贝成投资管理合伙企业(有限合伙), 424.8047万; 贝达医药公司, 450.6831万; 宁波梅山保税港区特瑞西创投投资合伙企业(有限合伙), 736.3281万; 浙江济和创业投资有限公司, 903.9819万; 宁波筑桥投资管理合伙企业(普通合伙), 1259.69万; Fenlai Tan, 67.9688万; HANCHENG ZHANG, 188.0069万; YINXIANG WANG, 396.8875万; 组织结构: YI SHI 职务: 董事; YINXIANG WANG (王印洋) 职务: 董事兼总经理; Ying du 职务: 董事; 丁列明 职务: 董事长; 胡云雁 职务: 监事会主席; 最佳 职务: 监事; 王群方 职务: 监事; 王学超 职务: 董事; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司, [收起更多](#)

2013年06月14日

变更信息

变更事项	变更前内容	变更后内容	变更日期
投资人(股权)变更	<p>股东：浙江贝成投资管理合伙企业(有限合伙)，424.8047万；LAV Equitu (Hong Kong) CO., Limited, 566.4063万；贝达医药公司，899.09万；浙江济和创业投资有限公司，1640.31万；Fenlai Tan, 56.6407万；HANCHENG ZHANG, 289.96万；YINXIANG WANG, 527.1609万；丁列明，1259.69万；分支机构：浙江贝达药业有限公司北京新药研究开发中心，浙江贝达药业有限公司新药研究开发分公司，收起更多</p>	<p>股东：杭州贝昌投资管理合伙企业(有限合伙)，136.9375万；浙江贝成投资管理合伙企业(有限合伙)，424.8047万；LAV Equitu (Hong Kong) CO., Limited, 566.4063万；贝达医药公司，842.4494万；浙江济和创业投资有限公司，1640.31万；Fenlai Tan, 67.9689万；HANCHENG ZHANG, 254.6476万；YINXIANG WANG, 481.8484万；丁列明，1259.69万。分支机构：浙江贝达药业有限公司北京新药研究开发中心，浙江贝达药业有限公司新药研究开发分公司，收起更多</p>	2013年01月26日
实收资本变更	实收资本：5263.8791万人民币元， 收起更多	实收资本：5664.0626万人民币元， 收起更多	2012年10月12日
投资人(股权)变更	<p>股东：浙江贝成投资管理合伙企业(有限合伙)更多</p>	<p>股东：浙江贝成投资管理合伙企业(有限合伙)，424.8047万；LAV Equitu (Hong Kong) CO., Limited, 566.4063万；贝达医药公司，899.09万；浙江济和创业投资有限公司，1640.31万；Fenlai Tan, 66.6407万；HANCHENG ZHANG, 289.96万；YINXIANG WANG, 527.1609万；丁列明，1259.69万；分支机构：浙江贝达药业有限公司北京新药研究开发中心，浙江贝达药业有限公司新药研究开发分公司，收起更多</p>	2012年07月13日
注册资本(金)变更	<p>注册资本：5097.6663万人民币元；实收资本：5097.6663万人民币元；股东：ELI LILLY AND COMPANY, 566.4063万；贝达医药公司，899.09万；浙江济和创业投资有限公司，1640.31万；HANCHENG ZHANG, 289.96万；YINXIANG WANG, 442.2万；丁列明，1259.69万；分支机构：浙江贝达药业有限公司北京新药研究开发中心，浙江贝达药业有限公司新药研究开发分公司，收起更多</p>	<p>注册资本：5664.0626万人民币元；实收资本：5263.8791万人民币元；股东：浙江贝成投资管理合伙企业(有限合伙)，424.8047万；ELI LILLY AND COMPANY, 566.4063万；贝达医药公司，899.09万；浙江济和创业投资有限公司，1640.31万；Fenlai Tan, 56.6407万；HANCHENG ZHANG, 289.96万；YINXIANG WANG, 527.1609万；丁列明，1259.69万；分支机构：浙江贝达药业有限公司北京新药研究开发中心，浙江贝达药业有限公司新药研究开发分公司，收起更多</p>	2012年01月12日
投资人(股权)变更	<p>股东：ELI LILLY AND COMPANY, 566.4063万；贝达医药公司，899.09万；济和集团有限公司，1640.31万；HANCHENG ZHANG, 289.96万；YINXIANG WANG, 442.2万；丁列明，1259.69万；收起更多</p>	<p>股东：ELI LILLY AND COMPANY, 566.4063万；贝达医药公司，899.09万；浙江济和创业投资有限公司，1640.31万；HANCHENG ZHANG, 289.96万；YINXIANG WANG, 442.2万；丁列明，1259.69万；收起更多</p>	2011年11月26日

变更信息

变更事项	变更前内容	变更后内容	变更日期
投资人(股权)变更	股东: ELI LILLY AND COMPANY, 566.4063万; 贝达医药公司, 1450万; 济和集团有限公司, 1640.31万; YINXIANG WANG, 181.25万; 丁列明, 1259.69万; <u>收起更多</u>	股东: ELI LILLY AND COMPANY, 566.4063万; 贝达医药公司, 899.09万; 济和集团有限公司, 1640.31万; HANCHENG ZHANG, 289.96万; YINXIANG WANG, 442.2万; 丁列明, 1259.69万; <u>收起更多</u>	2011年10月20日
行业代码变更	行业: 医药制造业; 注册资本: 4531.25万人民币元; 实收资本: 4531.25万人民币元; 股东: 贝达医药公司, 1450万; 济和集团有限公司, 1640.31万; YINXIANG WANG, 181.25万; 丁列明, 1259.69万; 组织机构: Don Zhang 职务: 副董事长; YINXIANG WANG (王印祥) 职务: 董事兼总经理; 陈斌 职务: 董事; 丁列明 职务: 董事长; 王学超 职务: 董事; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司; <u>收起更多</u>	行业: 卫生材料及医药用品制造; 注册资本: 5097.6563万人民币元; 实收资本: 5097.6563万人民币元; 股东: ELI LILLY AND COMPANY, 566.4063万; 贝达医药公司, 1450万; 济和集团有限公司, 1640.31万; YINXIANG WANG, 181.25万; 丁列明, 1259.69万; 组织机构: Don Zhang 职务: 副董事长; YI-SHI 职务: 董事; YINXIANG WANG (王印祥) 职务: 总经理; 丁列明 职务: 董事长; 胡云军 职务: 监事会主席; 董佳 职务: 监事; 王群方 职务: 监事; 王学超 职务: 董事; 分支机构: 浙江贝达药业有限公司北京新药研究开发中心, 浙江贝达药业有限公司新药研究开发分公司; <u>收起更多</u>	2010年05月11日
法定代表人(负责人、董事长、首席代表)变更	法定代表人(负责人): Don Zhang; 注册号: 企合浙杭总字第007683号; 股东: 贝达医药公司, 1631.25万; 济和集团有限公司, 1640.31万; 丁列明, 1259.69万; 组织机构: Don Zhang 职务: 董事长; 陈斌 职务: 董事; 丁列明 职务: 董事; 王学超 职务: 副董事长; 王印祥 职务: 董事; 王印祥 职务: 总经理; <u>收起更多</u>	法定代表人(负责人): 丁列明; 注册号: *****; 股东: 贝达医药公司, 1450万; 济和集团有限公司, 1640.31万; YINXIANG WANG, 181.25万; 丁列明, 1259.69万; 组织机构: Don Zhang 职务: 副董事长; YINXIANG WANG (王印祥) 职务: 董事兼总经理; 陈斌 职务: 董事; 丁列明 职务: 董事长; 王学超 职务: 董事; <u>收起更多</u>	2008年08月18日
经营范围(业务范围)变更	经营范围: 抗麻、抗心血管等新药的研究, 开发, 技术转让和技术咨询(涉及国家禁止和限制的除外) ***; <u>收起更多</u>	经营范围: 抗麻、抗心血管等新药的研究, 开发, 技术转让和技术咨询(国家禁止和限制的除外), 缓释剂、片剂的研制和生产; <u>收起更多</u>	2007年04月06日
住所(营业场所、地址)变更	住所: 杭州市西湖区教工路1号17号楼103室; 注册号: 企合浙杭总字第200038号; <u>收起更多</u>	住所: 杭州市余杭经济开发区红丰路389号; 注册号: 企合浙杭总字第007683号; <u>收起更多</u>	2006年12月01日

变更信息

变更事项	变更前内容	变更后内容	变更日期
实收资本变更	实收资本: 1710万人民币;	实收资本: 4531.25万人民币; 收起更多	2006年11月14日
住所(营业场所、地址)变更	住所: 杭州市西湖区文三路199号1号楼222室; 注册资本: 1000万人民币; 实收资本: 1000万人民币; 股东: 丁列明, 250万; 浙江济和实业发展有限公司, 250万; 贝达医药公司, 500万; 分支机构: 北京新药研究开发中心; 收起更多	住所: 杭州市西湖区教工路1号17号楼103室; 注册资本: 4531.25万人民币; 实收资本: 1710万人民币; 股东: 贝达医药公司, 1631.25万; 济和集团有限公司, 1640.31万; 丁列明, 1259.69万; 分支机构: 北京新药研究开发中心; 收起更多	2006年07月07日
经营范围(业务范围)变更	主营: 抗癌, 抗心血管等新药的研究和开发(涉及国家禁止和限制的除外)***; 无分支机构; 收起更多	主营: 抗癌, 抗心血管等新药的研究、开发、技术转让和技术咨询(涉及国家禁止和限制的除外)***; 分支机构: 北京新药研究开发中心; 收起更多	2003年07月01日
注册资本(金)变更	实收资本: 0	实收资本: 1500万元	2003年04月18日