

HENG XIN LAWYER'S LAW REVIEW COLLECTION (II)



外商投资企业的并购 清算及破产法律实务

——恒信律师论丛(二)

Legal Practices on M & A, Liquidation and
Bankruptcy of Foreign Investment Enterprises

Heng Xin Lawyer's Law Review Collection (II)

主 编 王恩群

主 审 王 彤

辽宁大学出版社

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D922.291.92

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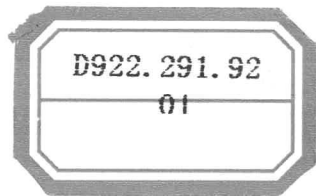
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CS418858



重庆师大图书馆

辽宁大学出版社

Handwritten initials or signature

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图书在版编目 (CIP) 数据

外商投资企业的并购、清算及破产法律实务/王恩群著. —沈阳:
辽宁大学出版社, 2004. 6

ISBN 7-5610-4657-X

I. 外... II. 王... III. ①外资公司—企业合并—法规—研究—中国②外资公司—破产法—研究—中国 IV. D922.291.914

中国版本图书馆 CIP 数据核字 (2004) 第 051371 号

责任编辑: 郭胜鳌

责任校对: 伊 人

封面设计: 邹本忠

辽 宁 大 学 出 版 社 出 版

地址: 沈阳市皇姑区崇山中路 66 号 邮编: 110036

联系电话: 024-86864613 http: //www.lnupress.com.cn

Email: mailer@lnupress.com.cn

辽宁大学印刷厂印刷 辽宁大学出版社发行

幅面尺寸: 148mm×210mm

印张: 8.875

字数: 235 千字

2004 年 5 月第 1 版

2004 年 5 月第 1 次印刷

印数: 1~1 500

定价: 20.00 元

序

本书是“恒信律师”继2001年《恒信律师论丛——海事海商文集》后，于成立10周年之际，又一次献给广大读者的一部新作。

10年来，“恒信律师”公司商事部为外商投资企业提供了大量的、内容丰富的法律服务，除代理了众多外资投资企业股东争议等诉讼或仲裁案件外，还开展了外商投资企业的设立、股权变更、合并分立、清算、破产等非诉讼法律业务，从而积累了丰富的实务经验，也走出了一条律师专业化发展之路。本书是“恒信律师”公司商事部律师在总结实际工作经验的基础上，对外商投资企业在中国境内并购、清算、破产等一系列法律及实务运作问题所进行的具体的阐释和探讨，是融实务性和理论性为一体的法学专著。

“恒信律师”公司商事部的律师，有的从国外留学和工作归来，有的执业多年，可谓学有素养，积淀丰富。更重要的是我们都有着挚爱律师事业，并为之辛勤拼搏的献身精神。辛勤的耕耘终得硕果，现公司商事部拥有着跨国公司、外商投资企业、国内大中型企业等诸多客户，在专业化的发展道路上迈出了坚实的步伐。

本书的出版无疑又一次体现了“恒信律师”的团队精神，它是公司商事部律师多年心血的结晶，其中王思群、

张贞东、李国宝、于立军、车燕华等律师为之付出了更多的艰辛和努力。尽管其难免有不足和遗憾，却永远值得我们珍爱。正如欧洲一位伟大的先人所说：“我们应当努力奋斗，有所作为。这样我们可以说，我们没有虚度年华，并有可能在时间的沙滩上留下我们的足迹。”是的，只要留下我们的足迹就足够了。

时间是最伟大的创新者，我们的祖国已经与时俱进地跨入世界经济发展最快国家的行列，中国的律师事业也迎来了前所未有的发展契机，“恒信律师”愿与中国律师同仁一道，用我们的智慧、知识、经验和汗水，共创中国律师的美好未来。

借本书出版之际，对10年来一直关心和支持“恒信律师”发展的各级领导、中外客户、各界朋友及律师界同仁表示衷心的感谢，同时，愿各位一如既往地继续关心和支持恒信律师的发展。在此，我代表恒信律师全体同仁再次深深表示谢意。

谨以此书献给恒信10岁的生日！

王恩群

2004年2月28日

PREFACE

On the auspicious occasion of Heng Xin Law Office' s tenth anniversary, this book on foreign investment affairs is being offered to the readers, following the publication of the " Heng Xin Lawyer's Law Review Collection of Maritime Law" by Heng Xin Law Office in 2001.

During the past ten years, the Corporate & Commercial Affairs Department of Heng Xin Law Office has undertaken numerous professional activities and accumulated rich experiences which eventually paved the way to the great achievement. The legal services we provided for foreign investment enterprises not only include those lawsuits or arbitrations regarding the disputes between the shareholders of foreign investment enterprises, but also involve non-litigious legal services for foreign investment enterprises covering its establishment, alteration of investors' equities, merger and division, liquidation and bankruptcy etc. On the basis of long-year experiences in our practicing fields, this book explains the laws, regulations as well as the government policies regarding the M&A, Merger and Division, Alteration of Investor's equities, Liquidation and Bankruptcy of foreign investment enterprises, analyze the legal issues and puts forward the practical solution for above critical matters. In a word, this is a book of both theoretic and pragmatic nature.

Some of the lawyers from Corporate & Commercial Affairs

Department of Heng Xin Law Office are talents either complete their study abroad or practising the Chinese Law for long years. We dare to say that those lawyers are sufficiently competent professionals with affluent experiences and skills. More importantly, we all share one dedicated spirit which guide us to devote our efforts and hard workings for our beloved profession. Hard working produced great fruits, up to now our Corporate & Commercial Affairs Department has many clients ranging from multi-national corporations, foreign investment enterprises, to intermediary and large companies at home.

The publication of this book once again reflects the team work spirit of Heng Xin Law Office, it is the result of devotion and dedication of all lawyers especially the extraordinary efforts of Wang Enqun, Zhang Zhendong, Li Guobao, Yu Lijun, and Che Yanhua. Despite some insufficiencies that might exist in the book, it will always be a work that deserves our loves and affections. Just as one great European Predecessor says, " We are supposed to exert ourselves and achieve some thing, consequently, we could assert that we did not spend our life in vain, and we even might leave our footsteps on the beach of time"; Indeed, it would be enough for us if we can leave our footsteps in our practicing fields.

Along with the great economic and social achievements of our country and liberalization of legal service market after the entry of WTO, china's lawyer industry has encountered an unprecedented opportunities and challenges, we Heng Xin Law Office would like to create a bright future with our wisdom, experience and efforts.

Taking advantage of this occasion of book publication, we shall express our sincere gratitude to all the Chinese and foreign clients, governmental officials, friends all over the world, and legal practitioners who have always cared about our Heng Xin Law Of-

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face; at the same time, we wish they shall continue to support us that should be so critical to our development. On behalf of all the lawyers of Heng Xin Law Office, I would like to express my sincere appreciations once again.

This book is dedicated to the tenth anniversary of Heng Xin Law Office.

Wang Enqun

2004/02/28

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第一编

外商投资企业并购