



MICHAEL D. LEE
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**Personal
Practice
Summary**

Michael Lee is a Partner of the Pamir Law Group. His practice focuses on international corporate and commercial transactions for multinational and local companies throughout Greater China.

China transactions include aircraft leasing and financing, mergers and acquisitions, cross-border investments, tax-advantageous corporate structuring and technology transfer and licensing.

Taiwan transactions include inbound and outbound private equity investment transactions, joint ventures, mergers and acquisitions venture capital, telecommunications, new media, intellectual property and general corporate and commercial transactions.

Michael's U.S. legal experience encompasses federal and state securities laws, initial public offerings, NYSE and NASDAQ listings and compliance, public company periodic reports to the Securities and Exchange Commission, Delaware and California corporate law, Silicon Valley-styled venture capital financing and corporate and commercial transactions for venture-funded high technology companies.

**Significant
Recent
Transactions**

Mergers and Acquisitions

- Represent NASDAQ-listed wireless LAN chipset company in acquisition of the subsidiary of a Taiwan-listed computer hardware manufacturer for over US\$70 million
- Represent NASDAQ-listed wireless LAN chipset company in acquisition of privately held Taiwan-based fabless IC design company for US\$23 million
- Represent NASDAQ-listed wafer packaging company in a two-stage US\$47 million acquisition of a Taiwan company
- Represented global manufacturer and supplier of discrete and analog semi-conductors in acquisition of Taiwanese fabless analog IC company for US\$25 million
- Represent Taiwan publicly-listed company in acquisition of U.S. pizza franchise brand in Taiwan and China for approximately US\$15 million
- Represent a Taiwan publicly-listed company in its sale of an international premium brand ice-cream business for approximately US\$40 million
- Represent publicly listed Australian financial services corporation with the sale of its Taiwan operations
- Represent US-based semiconductor manufacturer in its acquisition of the assets

PAMIR Law Group

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- of a Taiwan-based semiconductor developer
- Represent NYSE-listed company in acquisition of Taiwanese-managed, China-based fire detection equipment company
- Represent publicly-listed Asian regional food service conglomerate in acquisition of a Taiwan restaurant chain
- Represent NASDAQ-listed company in its acquisition of 2 Taiwan internet services providers

Venture Capital/Private Equity Transactions

- Advise numerous China- and Taiwan-based venture capital companies in venture financings in high technology start up companies in China and Taiwan involving offshore (Cayman, BVI, Samoa) holding structures, Silicon Valley-style preferred stock capitalization, investor rights, management and employee stock and non-stock incentive programs and corporate governance issues.
- Advise Japanese-based global private equity company in acquisition of Taiwanese manufacturer of inverter transformers
- Represent global private equity group in its purchase of shares in Taiwan's largest cable TV company
- Represent U.S.-managed, Taiwanese-invested, China-based semiconductor packaging and testing company in numerous rounds of preferred stock venture financing and day-to-day corporate matters
- Represent Silicon Valley private semiconductor company in its US\$1.3 million Regulation S private placement of preferred stock and simultaneous merger with two private semiconductor companies
- Represent Silicon Valley private medical devices company in its U.S. \$11.5 million Regulation D private placement of preferred stock
- Represent a private U.S. fiber optic technology company reorganize and reincorporate in Delaware
- Represent NYSE company in its acquisition by a private equity group, including preparation of proxy materials and registration statement for the U.S. Securities and Exchange Commission.

Aircraft Finance

- Negotiate and draft numerous aircraft purchase and lease novations in China on behalf of NYSE-listed finance conglomerate in connection with reorganization of the Chinese national carrier
- Negotiate and close numerous sales of aircraft and novation of existing aircraft leases with Chinese domestic carriers for U.S. and Japanese aviation finance companies, often involving third party financiers

Cross-Border Corporate Transactions

- Structure management arrangements for multinational renal care company in acquisitions of kidney dialysis centers throughout Taiwan
- Negotiate and draft management agreement on behalf of a U.S. management team for a major U.S. health club chain in Taiwan
- Represent U.S. public company in the WLAN industry in connection with labor force restructuring issues in connection with the acquisition of a private high technology company
- Design trade secret protection program for numerous U.S.-based private automobile part manufacturing companies for their operations in China
- Advise NASDAQ-listed consumer electronics company on Taiwanese shareholder relations issues in connection with its going-private transaction and

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- merger into its majority shareholder
- Negotiate telecommunications cooperation agreement with TAIEX-listed computer company on behalf of a NYSE-listed telecommunications conglomerate
- Advise NASDAQ-listed wireless communications company in a technology license management with a Chinese wireless security chip company
- Structure and form an Asia regional application service provider among seven publicly listed Taiwan and multinational companies
- Negotiate license of Canadian special-effects theater technology to Taiwan group for use in the National Science Museum
- Represent century-old U.S. private educational products company to form its joint venture in China
- Advise multinational electronic components company on internal joint venture matters for a manufacturing facility in Dalian, China
- Advise private optical science company in seven acquisitions of manufacturing firms in the United States, Asia and the United Kingdom
- Advise Australian law firm on Taiwan legal, real estate and corporate issues in connection with a high profile cross-border divorce case

Selected Publications and Speeches

- *The Emergence of Asia's State Sovereign Funds and Multinational Corporations and their Impact Worldwide*, presentation at TerraLex Asian Regional Meeting, Kuala Lumpur (April 5, 2008)
- *Sense & Sensibilities: Pan Asian Cross-Cultural Issues*, presentation at TerraLex Asian Regional Meeting, Taipei (March 30, 2007)
- *International Transactions in Asia: Paper vs. Reality*, presentation at National Asian Pacific Bar Association Annual Convention, Philadelphia (November 1, 2006)
- *Practicing in China: Due Diligence and Lessons Learned*, presentation at TerraLex Annual General Meeting, Shanghai (October 7, 2005)
- *The Fundamentals of Fundraising*, presentation at the Enspyre Entrepreneurial Challenge, Taipei (June 25, 2005)
- *The Dialectics of Money*, presentation to the Entrepreneurs' Club of Taipei, Taipei (March 11, 2004)
- *Legal Issues for Venture Capitalists and Start-Ups*, presentation to I and I Asia, Taipei (February 7, 2001)
- *Taiwan: Asia's Venture Capital, Private Equity and Venture Capital 2001*, A Legal Guide, 2001. (with Nicholas V. Chen)
- *2000 in Review: Hopeful Glance to 2001 for E-Law Developments*, E-Law Asia (December 2000)
- *A Primer on Foreign High Tech Investment*, E-Law Asia (November 2000)
- *Taiwan Domain Names Now in Chinese and for Individuals*, E-Law Asia (October 2000)
- *Hyperlinking in Taiwan: Of Copyright, Trademark, Fair Trade Law and Untruthful Advertising Concerns*, E-Law Asia (September 2000), (with Delphine T.L. Chen)
- *Protecting Your Domain in Taiwan: Old Law vs. New Economy*, E-Law Asia (July/August 2000)
- *Review of Selected 1994 California Legislation*, 25 Pac. L.J. 367, 497, 518, 611, 731, 739 (1994)
- *The Protection of Children After Ornelas v. Randolph: A Proposed Amendment to California's Recreational Use Statute*, 25 Pac. L.J. 1131-1190 (1994)
- *SATCOM: Flying Phones and Faxes of the Future*, Cal. Engineer (October 20-23, 1992)

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Professional Associations and Activities

- California State Bar (1995)
- Chinese American Professionals in Taiwan, Chairman (2001-2005)
- American Chamber of Commerce, Taipei
- European Council of Commerce and Trade
- Taiwan Business Leader's Forum
- National Asian Pacific American Bar Association
- American Bar Association

Honors and Awards

- AsiaLaw Leading Lawyers Award (2003–2008) in
 - Venture Capital & Private Equity
 - Mergers & Acquisitions
 - Capital Markets & Corporate Finance
 - General Corporate Practice
 - Intellectual Property
- Editor-in-Chief, Pacific Law Journal (now McGeorge Law Review), (1994-1995) (First Asian Pacific American in the school's history)
- American Jurisprudence Award in Civil Procedure
- Traynor Honor Society
- Dean's Honor Roll

Professional Employment

- Pamir Law Group, Taipei, Taiwan, Partner (2004-present)
- Squire, Sanders & Dempsey LLP, Taipei, Taiwan, Associate (1999-2004)
- Pillsbury Madison & Sutro LLP (now Pillsbury Winthrop Shaw Pittman LLP), Palo Alto, California, Associate (1995-1999)

Education

- J.D. with Distinction, University of the Pacific, McGeorge School of Law (1995)
- B.S., Electrical Engineering, University of California at Irvine (1992)

Languages

- English
- Mandarin
- Cantonese
- Toi-san dialect
- Taiwanese

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