

JOB TITLE: Associate, Attorney

JOB DUTIES:

Mandarin Fluent Securities Attorney to advise & assist both public and private companies in securities offerings, commercial transactions & compliance with US federal securities laws & regulations. Details of job duties as follows: Prepare & submit proxy statements in Form DEF 14A and annual shareholder meeting materials. Train legal assistant & new colleague on the drafting of proxy statements and annual shareholder materials; verbally communicate in Chinese & English with working group including transfer agent, broker/ dealer, investor relations, auditing firm, etc. Draft and submit SEC filings including but not limited to annual reports on Form 20-F and Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K & 6-K, statements of acquisition of beneficial ownership by individuals in Form SC 13G, ownership reports on Form 3/4/5 for partners to review; Communicate with clients, auditors and financial printers on SEC filings; Address relevant SEC and Nasdaq comments and FINRA investigations. Supervise legal assistant's work on summarizing and organizing due diligence materials by providing guidance to and training the legal assistant, and reviewing the assistant's work; Review and analyze due diligence documents. Participate in the conference calls with senior attorneys and/or partners, communicate verbally with clients in Chinese(Mandarin) & English and translate between senior partners and clients from Chinese (Mandarin) into English and vice versa about complex legal matters. Communicate in writing with clients in Mandarin Chinese and English about complex legal matters. Lead conference calls and participate in the discussions about legal matters with clients and other vendors; conference calls might be with clients' employees. Review and supervise legal assistant's work on the translation of legal & business documents between English and Chinese (Mandarin). Draft IPO registration statement on Form S-1; Serve as second chair in IPO projects. Set up the frame of IPO registration statement on Form F-1 and assign work to legal assistant and/or junior associate draft the complete IPO registration statement on Form F-1 & SEC & Nasdaq response letters. Train legal assistant on IPO-related matters, including but limited to Nasdaq application, Cusip application & Edgar filing codes application. Filing notification forms at Nasdaq listing center, including but not limited to Change in Company Name and Listing of Additional Shares. Conduct research for partners regarding clients' legal disclosure obligations and clients' day-to-day governance and securities functions, and with compliance with all applicable federal and state securities laws, corporate securities and stock exchange procedures, and related regulatory compliance activities; the research subject matters include but not limited to FPIs, EGCs, SRCs, SOEs. Draft and revise board and committee resolutions and send to clients. Draft IPO closing documents; supervise closing work of legal assistant and training assistant; Initiate closing call; Directly communicate with SEC & Nasdaq reviewers. Review and revise IPO documents such as underwriting agreement, indemnification agreement, form of warrant & lock-up agreement; negotiate respective terms. Draft shelf registration statement on Form S-3 and SEC response letter. Prepare stock issuance instructions; prepare legal opinion regarding Rule 144 and S-8. Review and revise memorandum and articles of association.

JOB REQUIREMENT: J. D. degree in Law and Admission to any State Bar in good standing. Must be able to speak and write fluently in Chinese (Mandarin) on technical, business and legal matters. At least two years' experience. Experience should include working in the area of federal securities laws, corporate securities and stock exchange procedures. The experience should include preparing IPO project documents including registration statement, reviewing due diligence documents, conducting IPO closing work, preparing & submitting proxy statements and other annual meeting materials, drafting and submitting SEC filings such as annual reports, quarterly reports and current reports, filing notification forms at Nasdaq listing center, conducting legal research regarding securities laws and Nasdaq exchange procedures with subject matters including but not limited to FPIs, EGCs, SRCs, SOEs.

HOURS: M-F, 9:00 a.m. – 5:00 p.m.

JOB LOCATION: Two James Center, 1021 East Cary Street, Suite 1400, Richmond City, VA 23219-4058; Must be able to travel for up to 4 weeks at a time spending up to 15% of total time traveling domestically and out of country (Mainland China primarily) to meet with clients.

CONTACT INFORMATION: Email resume referencing job code #KaufCan07102018AA to Kaufman & Canoles, P.C. at hr@kaufcan.com.