



JunHe LLP as a full-service firm fields an outstanding real estate and construction team. (It has) Notable strength in cross-border M&A and financing transactions.

—Chambers Greater China Region

## Real Estate Assets: M&As and Sales

“Real Estate Assets M&A” relates to areas such as the direct purchase of land usage rights, housing, and construction-in-progress. Compared to equity M&A, the purchaser under a real estate assets M&A will obtain the ownership of the real estate assets without assuming the seller’s historical liabilities, even if a real estate assets M&A incurs higher taxes and costs. If the purchaser intends to purchase only part of the assets of a company, or the company is significantly indebted or exposed to great risks, assets M&A can be a better choice for the purchaser.

JunHe’s team are experienced in real estate assets M&As. They possess not only great legal skills and superior professional competence, but also a good knowledge of the industry and sharp business sense, which enables them to provide strong support and professional services for the buyer or the seller. JunHe’s team is fluent in Chinese and English and can communicate with both domestic and foreign clients, helping clients to achieve their business goals.

**JunHe can provide the following legal services in respect to real estate assets M&A projects:**

- **Assessment and optimization of transaction schemes:** to assist the client in analyzing the pros and cons of different transaction schemes for clients’ optimization of transaction structures and steps;
- **Due Diligence:** to perform due diligence on the property and provide due diligence reports;
- **Preparation of transaction documents:** to draft, review and revise letters of intent, sales and purchase agreements, supplemental agreements and other transaction-related documents;
- **Participating in negotiation:** to represent the client in negotiations with counterparties;
- **Issuance of legal opinion:** at the request of the client, to offer legal opinions;
- **Provision of legal advice:** to provide legal advice and opinions on the legal issues involved in real estate assets M&A projects under Chinese law;
- **Assistance in closing:** to assist the client during the procedures in relation to property ownership transfer and property handover.

JunHe, founded in Beijing in 1989, is one of the first private partnership law firms in China. Since its establishment, JunHe has grown to be a large and recognized Chinese law firm. The firm has fifteen offices around the world and a team comprised of more than a thousand professionals.



(JunHe) Represents both SOEs and private firms. It leverages its solid corporate law expertise and collaboration across departments to provide a one-stop service.

—Chambers Greater China Region

### Selected Deals

#### Macquarie's Purchase of a Number of Commercial Properties from the Wanda Group

JunHe represented Macquarie Bank in the purchase of nine shopping malls from the Wanda Group, located in Dalian, Tianjin, Jinan, Nanjing, Shenyang, Harbin, Changsha and Nanning, and provided full legal services, including without limitation, due diligence, drafting of transaction documents, negotiation and assistance in completion of ownership transfer procedures.

#### Purchase of Office Buildings by New China Life Insurance

JunHe represented New China Life Insurance in their purchase of office buildings located in Qingdao, Jining, Nanning, Huzhou, Jiaxing, Xiangtan, Chengdu, Hangzhou and Nanjing, and provided full legal services, including without limitation, due diligence, drafting and negotiation of transaction documents and the issuance of legal opinion.

#### SOHO's Sale of the Sky SOHO to Ctrip

JunHe represented SOHO in the sale of 90,000-square-meters of properties belonging to Sky SOHO located in Hongqiao, Shanghai to Ctrip. JunHe provided SOHO with full legal services, including without limitation, the drafting, reviewing, and negotiating of framework documents, the sale and purchase contract, the management convention, the preliminary property service contract, the agreement for the use of the parking space, and assisted in the completion of the ownership transfer. The transaction amount was more than RMB 3 billion.

#### ABB's Purchase of a Large Industrial Plant in Beijing

JunHe represented ABB's subsidiary in China in its acquisition of a large industrial plant with an area of approximately 30,000 square meters, located in Chaoyang District, Beijing. JunHe's services included drafting and negotiating the letter of intent, due diligence investigation, the design and analysis of the transaction scheme, reviewing, amending, and negotiating the transaction documents, and closing.

#### Capital Land's Purchase of a Construction-in-Progress from Poly Real Estate

JunHe represented Capital Land in its purchase from Poly Real Estate of a construction-in-progress in a commercial real estate project in Beijing through a WFOE, and provided Capital Land with full legal services, including without limitation, analysis of the transaction scheme, due diligence, and the drafting, revising, and negotiating of the transaction documents.

#### Erdos Resources' Purchase of Shanghai Suhe Bay Centre Office Building

JunHe represented Inner Mongolia Erdos Resources Co., Ltd. and its affiliate, Inner Mongolia Erdos Electric Power and Metallurgy Group Co., Ltd., in the purchase of the Shanghai Suhe Bay Centre Office Building Project. The project has a building area of approximately 45,394.66 square meters and is located in Jing'an District, Shanghai. It is developed by a subsidiary of China Resources, at a price of more than RMB 2.672 billion. As the legal counsel of Erdos Resources, JunHe provided legal services including due diligence, the design of the transaction structure, the drafting/revision and negotiation of the transaction documents, and the information disclosure of the listed company.

#### Sale of Shouding Plaza by Shougang Group Subsidiary to The Open University of China

JunHe advised Beijing Jingxinda Real Estate Development Co., Ltd., a real estate subsidiary of Shougang Group, on its sale of Shouding Plaza, a property located in Shijingshan District, Beijing, to the Open University of China at a price of RMB 2.9 billion. The transaction is one of the largest real estate transactions by transaction value in Beijing in recent years. JunHe participated in the drafting, revision and negotiation of the transaction documents.

M&A Firm of the Year  
2023

*IFLR Asia-Pacific Awards*

Team of The Year - M&A  
2023

*IFLR1000 China Awards*

Law Firms of the Year -  
M&A (Outbound)

2025, 2024, 2023, 2022, 2021, 2020

Law Firms of the Year -  
M&A (Inbound & Domestic)

2025, 2024, 2023, 2021, 2020

Law Firms of the Year -  
Real Estate and REITs

2023

*China Business Law Journal:*

*China Business Law Awards*

Corporate and M&A Law Firm of the Year –  
China

2024

A Real Estate and Construction

Law Firm of the Year - China

2022

*In-House Community*

PRC Firm of the Year - Real Estate

2018, 2017

*China Law & Practice Awards*

JunHe's real estate and construction team is one of China's outstanding legal service providers in the sector. The real estate and construction team is committed to providing quality services to clients who intend to expand their businesses and invest in China's real estate market, and those clients with businesses in the area of construction, asset-backed securities, publicly offered infrastructure REITs, tendering and bidding, litigation and arbitration. In a commercial and regulatory environment that is complex, evolving and often local, we make every effort to deliver clear professional legal solutions. Our solutions are designed to be acceptable to the authorities, thereby meeting our clients' commercial needs and assisting them in accomplishing their business goals.