



## 資深顧問

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周志雯

Grace C. W. Chou

## 專業資格

1997 年取得律師資格

周志雯律師有 20 年以上的執業經驗，執業領域專注於外國企業來台投資、企業併購、合資、股權投資、撤資以及相關政府核准。周律師有豐富的經驗提供跨國企業法律服務，客戶產業領域廣泛，包括私募股權基金、離岸風電廠商、視訊遊戲開發與發行商、電子零件與服務供應商、工業設備科技與相關零件服務供應商、活動策劃與統籌業者、提供關鍵資訊、分析與解決方案廠商、航空貨運服務業者、光學鏡片產業領導廠商等。

周律師並為全球科技產業領導廠商就台灣電力與再生能源專案提供法律諮詢服務。周律師經常為跨國企業提供電業與再生能源相關法令規範之法律意見，同時具有豐富的經驗提供合規與法令遵循以及環境相關法令規範之法律諮詢服務。

## 學歷

- 美國波士頓大學 銀行金融法 法學碩士
- 國立台北大學 法律系法學組 法學士

## 經歷

- 理慈國際科技法律事務所 資深顧問/合夥律師/資深律師/律師 (2000~迄今)

## 專門領域

- 併購/私募基金
- 公司/外人投資
- 資本市場/證券
- 能源
- 競爭法
- 政府監管/法令遵循

## 辦案經歷

- 為全球汽車製造領導廠商關於個人資料/隱私保護法令遵循與影響評估跨國計畫專案，就台灣相關法令規範提供法律意見
- 為全球半導體產業自動化測試設備供應領導廠商之股權買賣交易案，對標的公司集團所屬台灣分公司進行法律盡職查核(due diligence)、審閱股權買賣交易相關合約，以及就台灣相關法令規範提供法律意見
- 為關於新加坡證交所上市之 Asian Pay Television Trust 增資發行(Rights Issue)新信託單位案，就關於台灣相關法令規範提供法律意見
- 為提供關鍵資訊、分析與解決方案的全球領導廠商就其出售旗下科技、媒體&電信業務之併購交易案提供關於台灣法律之法律諮詢
- 為聲譽卓著的比利時離岸風電廠商就其與台灣最大造船廠商協商業務合作案提供關於台灣法律之法律諮詢，包括外國人投資許可、競爭法、公司法之法律諮詢，以及在台灣設立合資公司
- 為全球科技產業領導廠商提供關於台灣再生能源法令規範之法律諮詢
- 為法國企業就其收購荷蘭企業(在台灣有子公司)之併購交易案提供關於台灣法律之法律諮詢，包括法律盡職查核(due diligence)、提供外國人投資許可、公司法及勞工法之法律意見
- 為瑞典企業就其與台灣上市企業協商合資契約交易案提供法律諮詢，包括提供外國人投資許可、公司法及勞工法之法律意見，以及在台灣設立合資公司
- 提供 Macquarie Capital Group Limited 就 Asian Pay Television Trust 於新加坡交易所掛牌上市乙案關於台灣法律之法律諮詢
- 提供 Essilor International S.A. 併購交易案法律諮詢，包括法律盡職查核(due diligence)、提供公司法及勞工相關法令法律意見，及合約撰擬
- 提供 Publicis Groupe 併購交易案法律諮詢，包括法律盡職查核(due diligence)、提供公司法及勞工相關法令法律意見，及合約撰擬
- 提供 Milestone Partners 併購交易案法律諮詢，包括法律盡職查核(due diligence)、提供公司法及勞工相關法令法律意見
- 提供 Underwriters Laboratories Inc. 併購交易案法律諮詢，包括企業併購法、公司法及勞工相關法令法律意見，及合約審議
- 提供 Kelti Group 併購亞力山大健身中心案法律諮詢，包括企業併購法、公司法及勞工相關法令法律意見，及合約撰擬
- 提供 Lite-On Technology Corporation 併購交易案法律諮詢，包括法律盡職查核(due diligence)、提供公司法及勞工相關法令法律意見
- 提供 Macquarie Securities Ltd. 關於企業併購法、證券交易法、及公司法相關法令諮詢
- 提供 Oak Hill Platinum Partners, L.L.C. 關於臺灣資本市場相關法令規範
- 提供 Newbridge Capital Co., Ltd. 併購交易案法律諮詢，包括

法律盡職查核(due diligence)、企業併購法、公司法及勞工相關法令法律意見，及合約撰擬

- 提供 Agfa-Gevaert N. V 全球組織重組(臺灣部分)法律諮詢，包括企業併購法、公司法及勞工相關法令法律意見，及合約撰擬
- 提供 United Epitaxy Co., Ltd. 併購交易案法律諮詢，包括法律盡職查核(due diligence)、企業併購法、公司法及勞工相關法令法律意見，及合約撰擬
- 提供 Chipbond Technology Co. Ltd.併購交易案法律諮詢，包括法律盡職查核(due diligence)、企業併購法、公司法及勞工相關法令法律意見，及合約撰擬

## 著作

- Renewable Energy 2019~2021 (Taiwan), Getting The Deal Through.
- 2008.12.3 工商時報 稅務及法務專欄有價證券之私募與轉讓

## 語言

國語、英語、客語

## Grace C. W. Chou Senior Of Counsel

gracechou@leetsai.com

Admitted to the Taiwan Bar, 1997

Grace Chou has more than 20 years of experience with a focus on foreign investment, corporate and M&A transactions, joint ventures, equity investments and divestitures and required regulatory approvals in relation thereto. Ms. Chou has extensive experience rendering legal advice to multinational companies in a broad range of industries, including a private equity firm, an offshore wind power company, a video game developer and publisher, a leading global distributor of electronic components and services, a supplier of industrial equipment, technologies and related parts and services, an international event planning and organization company, a firm specializing in providing critical information, analysis and solutions, a cargo service provider, a world leader in ophthalmic optics and more.

Ms. Chou also advises world-leading technology companies on the legal and regulatory framework for power and renewable energy projects in Taiwan. She regularly advises multinational companies on new regulatory developments related to the power and renewable energy industry, and she frequently handles matters in relation to regulatory compliance and environmental issues.

### **EDUCATION**

- Boston University (LL.M. in Banking and Financial Law)
- National Taipei University (LL.B.)

### **EXPERIENCE**

- Lee, Tsai & Partners Attorneys-at-Law Senior Of Counsel/Partner/Associate Partner/Associate (2000~present)

### **FIELDS OF EXPERTISE**

- Mergers & Acquisitions/Private Equity
- Corporate/Foreign Investment
- Capital Markets & Securities
- Energy
- Competition
- Regulatory & Compliance

### **PREVIOUS PROJECTS AND CASES**

- Acted as the Taiwan law legal adviser for a world-leading automotive manufacturer in connection with its global personal data/privacy protection assessment project from the Taiwan law perspective
- Acted as the Taiwan law legal adviser for the subsidiary of a world-leading provider of automatic test equipment to the semiconductor industry in connection with its acquisition transaction, including performing legal due diligence, reviewing and providing legal advice on the securities purchase agreement from the Taiwan law perspective
- Acted as the Taiwan law legal advisers for APTT Management Pte. Limited as to Taiwan laws and regulations in connection with the rights issue of new units in Asian Pay Television Trust
- Acted as the Taiwan law legal adviser for a world leader in critical information, analytics and solutions in the sale of a majority of its Technology, Media & Telecoms business
- Represented a well reputed Belgian offshore wind contractor in its negotiation of business cooperation with the largest ship building company in Taiwan, including providing general legal advice relating to foreign investment approval, competition law, corporate law issues, and establishment of a joint venture company in Taiwan
- Advised a world-leading technology company on the regulatory framework for renewable energy in Taiwan
- Acted as the Taiwan law legal adviser to a French company in connection with its acquisition of a Dutch company (which has a subsidiary in Taiwan), including performing due diligence, providing general legal advice relating to foreign investment approval, corporate law and labor law issues
- Represented a Sweden corporation in its negotiation of an equity joint venture agreement with a publicly listed company in Taiwan, including providing general legal advice relating to foreign investment approval, corporate law issues, and establishment of a joint venture company in Taiwan
- Acted as the Taiwanese legal advisers to Macquarie Capital Group Limited as to Taiwan laws in respect of an offering and listing of all of the units of a business trust, Asian Pay Television Trust on the Singapore Exchange Securities Trading Limited.
- Advised Essilor International S.A. in a merger transaction, including performing due diligence, providing general legal advice relating to corporate law issues, and drafting contracts
- Advised Publicis Group in a merger transaction, including performing due diligence, providing general legal advice relating to corporate law and labor law issues, and drafting contracts
- Advised Milestone Partners in a merger transaction, including performing due diligence and providing general legal advice relating to corporate law and labor law issues
- Advised Underwriters Laboratories Inc. in a merger transaction, including providing general legal advice relating to M&A laws, corporate laws, and labor and employment law issues
- Advised Kelti Group in its acquisition of assets of Alexander Health Clubs, including providing corporate laws and M&A law issues and drafting contracts
- Advised Lite-On Technology Corporation in a merger transaction, including performing due diligence and providing general legal advice relating to corporate law and labor law issues

- Advised Macquarie Securities Ltd. on various transactions with respect to M&A laws, securities laws and corporate law issues
- Advised Oak Hill Platinum Partners, L.L.C. on the regulatory environment in Taiwan's capital market
- Represented Newbridge Capital Co., Ltd. in a proposed merger & acquisition transaction, including providing general legal advice relating to M&A laws, corporate laws, labor and employment law issues, performing due diligence, and drafting contracts
- Advised Agfa-Gevaert N. V on its global transformation program in the Asia-Pacific Region (Taiwan), including providing general legal advice relating to M&A laws, corporate laws, and labor and employment law issues
- Represented United Epitaxy Co., Ltd. in a stock-for-stock merger transaction, including performing due diligence, providing general legal advice relating to M&A laws, corporate laws, labor and employment law issues, and drafting contracts
- Represented Chipbond Technology Co. Ltd. in a merger and acquisition case, including general legal advice relating to M&A laws, performing due diligence, and drafting relevant contracts

#### ***WORKS AUTHORED***

- Renewable Energy 2019~2021 (Taiwan), Getting The Deal Through.
- 2008.12.3 Commercial Times Tax & Legal Page Special Column: Private Placement of Securities

#### ***LANGUAGES***

Mandarin, English and Hakka