Cooley

Michael Shen

Special Counsel



mshen@cooley.com

+86 21 6030 0682

Shanghai

Venture Capital
Mergers and Acquisitions
Asia

Michael Shen has advised innovative life sciences companies as well as venture capital, private equity and other firms that invest in those companies on China/US-related corporate and securities transactions, including company formations, spin-offs, venture capital financing, private equity investments, mergers and acquisitions, joint ventures and other strategic transactions, employee equity incentives, corporate governance matters and other general corporate matters.

Michael has also represented clients in connection with complex cross-border commercial transactions involving unique structures and contractual arrangements designed to comply with legal requirements in multiple jurisdictions, including licensing, collaboration, manufacturing and distribution arrangements in the life sciences, high-tech and other sectors.

Michael is a native Mandarin speaker and is fluent in English.
Representative Matters:

NewCo and Licensing

- Represented **Tiannuo Jiancheng Pharma** (joint venture between **KeyMed** and **InnoCare**) in its exclusive license agreement with Prolium Bioscience (NewCo) for the development and commercialization of ICP-B02 (CM355), a CD20xCD3 bispecific antibody.
- Represented **Sciwind Biosciences** in its licensing and collaboration agreement with Verdiva Bio (NewCo) for the global (ex-Greater China and South Korea) development and commercialization of a portfolio of metabolic diseases therapies.
- Represented **Windward Bio (NewCo)** in its license agreement with Harbour BioMed and Sichuan Kelun Biotech BioPharmaceutical for HBM9378/SKB378, an anti-thymic stromal lymphopoietin (TSLP) fully human monoclonal antibody.
- Represented **Belenos Biosciences (NewCo)** in an exclusive licensing deal with Conoa Biologics for the rights to develop, manufacture and commercialize the latter's bispecific antibodies, CM512 and CM536, globally except for China, Hong Kong, Macao and Taiwan.
- Represented **Jiangsu Hengrui Pharmaceuticals** in its licensing of exclusive rights to develop, manufacture and commercialize its proprietary GLP-1 product portfolio to Kailera Therapeutics (f/k/a Hercules, Inc.) (Newco) for a fee, with the exception of Greater China.
- Represented **Aclaris Therapeutics** in its exclusive license agreement with **Biosion** for worldwide

rights (excluding Greater China) to BSI-045B and BSI-502 and related equity arrangements.
- Represented **Jiangsu Hengrui Pharmaceuticals** in its licensing agreement with Merck to develop, manufacture, and commercialize HRS-1167 and SHR-A1904 worldwide (ex-mainland China) and co-promote HRS-1167 and SHR-A1904 in mainland China.
- Represented **Vivo Capital** in forming a joint venture, Visirna Therapeutics, with Arrowhead Pharmaceuticals (Nasdaq: ARWAR) and subsequent license agreement for exclusive rights to develop and commercialize four of Arrowhead's investigational RNA interference (RNAi) therapeutics for cardiometabolic diseases in Greater China.
- Represented **Vivo Capital** in a licensing agreement with Ascendis Pharma A/S to develop, manufacture and commercialize its rare endocrine disease therapies in Greater China in connection with the formation of a joint venture, VISEN Pharmaceuticals.
- Represented **C-Bridge Capital** and **AffaMed Therapeutics** in the licensing agreement with Samsung Bioepis to accelerate the commercialization of multiple next-generation biosimilars in mainland China, including SB3 referencing trastuzumab (Herceptin®), SB11 referencing ranibizumab (Lucentis®) and SB12 referencing eculizumab (Soliris®).
- Represented **Sinopharm A-Think** in the signing of a Master Collaboration Agreement with Aeterna Zentaris Inc. for the development of a cancer therapy product for China.

M&A and Joint Venture

- Represented **Nuvation Bio (NYSE: NUVB)**, a biopharmaceutical company tackling some of the greatest unmet needs in oncology by developing differentiated and novel therapeutic candidates, in its definitive agreement to acquire AnHeart Therapeutics, a global clinical-stage biopharmaceutical company headquartered in Hangzhou, China developing precision therapies for people with cancer.
- Represented **Curative Medical Technology, Inc.**, a leading China-based innovator, designer, and manufacturer of medical devices for sleep-disordered breathing and chronic obstructive pulmonary disease, in its sale of its respiratory business to ResMed, Inc.(NYSE:RMD).
- Represented **Venus Medtech (Hangzhou) Inc.** in the formation of a joint venture with Colibri Heart Valve LLC for the development and commercialization of heart valve products in China.
- Represented **Cerus Corporation (Nasdaq: CERS)** in the formation of a PRC joint venture with Shandong Zhongbaokang Medical Implements Co. Ltd. to develop, obtain regulatory approval for, manufacture and commercialize the INTERCEPT Blood System for platelets and red blood cells in China.
- Represented **Quark Pharmaceuticals, Inc.** in its acquisition of a Suzhou-based biotech company that focuses on the development of innovative nucleic acid therapeutic drugs and related products.
- Represented **F1 Oncology affiliate Exuma Biotechnology** in its acquisition of rights to novel chimeric antigen receptor T (CAR-T) cell therapy and manufacturing assets in China.
- Represented **Luqa Ventures**, a dermatology specialty company, in sale of all its issued and outstanding shares to a wholly-owned subsidiary of China Medical System Holdings Limited (CMS). Following the acquisition, Luqa became a wholly-owned subsidiary of the CMS, and its financial results, assets and liabilities will be consolidated into the accounts of CMS and its subsidiaries.
- Represented **Johnson Controls** in the divestiture of the YORK brand VRF business to Qingdao Hisense Hitachi Air-conditioning Systems Co., Ltd. (HAPQ), a joint venture between Johnson Controls-Hitachi and Hisense-Kelon Electrical Holdings Co., Ltd.
- Represented **Adient** in its agreement to sell 30% stake in Yanfeng Global Automotive Interior Systems Co., Ltd (YFAI) to Yanfeng Automotive Trim Systems Co., Ltd. at $379 million and certain mechanisms business patents and other intellectual property to Adient Yanfeng Seating Mechanisms Co., Ltd. (AYM).

Venture Capital and Private Equity Financing

- Represented **AusperBio Therapeutics** in its $73 million Series B financing to achieve a functional cure for chronic hepatitis B.

- Represented **Shanghai Healthcare Capital** in its investment in the Series A3 financing of Geneos Therapeutics.
- Represented **Wondercel Therapeutics** in its $14 million angel round financing.
- Represented **VISEN Pharmaceuticals** in its $150 million Series B financing.
- Represented **Shanton Pharma** in its $41 million Series A+ financing.
- Represented **RemeGen** in its over $100 million financing.
- Represented **Advantech Capital** in leading $100 million Series A investment in **Alphamab Oncology**.
- Represented **Advantech Capital** and Legend Capital in the $50 million Series A investment in **Harbour BioMed Holdings Limited** that acquired Harbour Antibodies to create a new, global oncology-focused biotech company.
- Represented **Affamed Therapeutics** in its over $100 million Series B financing.
- Represented **Affamed Therapeutics** in its investment in the $80 million Series C financing of Graybug Vision.
- Represented **Shanghai Kechow Pharma**, Inc. in its Series B financing.
- Represented **Advantech Capital** and other investors in the $76 million Series A investment in KBP Holdings Limited.
- Represented **Aucta Pharma Inc.** in its $15 million Series B financing.
- Represented **Advantech Capital** and other investors in the $30 million investment in Suzhou Symap.
- Represented **WaterStone Capital** and other investor in the investment in LumiThera Inc.
- Represented **WaterStone Capital** and **Beijing Naton Medical Group** in the investment in Product Creation Studio Ltd.

Education

The George Washington University Law School JD, Highest honors

The University of Hong Kong MCL, Master of Common Law

Minzu University of China LLB/BA, Law and English Literature

Admissions & Credentials

New York

Not practicing PRC law