



 **4**advisory

*Our MISSION is to provide comprehensive legal, tax, financial and outsourcing solutions to International groups of companies in a wide range of cross-border and domestic transactions in Europe and China. Support them to achieve their goals providing high quality, ethical counsel and strategic advice, tailored on their needs and able to anticipate and prevent future problems overcoming cultural and regulatory diversities.*



## WHO WE ARE

A4 is a project originated by the cooperation between Greatway Advisory Shanghai and Studio Righini.

We provide services for both Italian and Chinese companies that operates amongst the two countries.

- Legal services
- Tax services
- Financial services
- Outsourcing services

We have offices in the financial capitals of China and Italy: Shanghai and Milan, where our managers and our staff interact with our wide network of relationships at administrative and business level.



Greatway Advisory

Studio Righini

GWA is an International consulting firm operating in China since 2004. With its headquarters in Shanghai, GWA assists its Clients in a wide range of cross border and domestic transactions and offers a strong network of reliable alliances and partnerships around Asia and Europe.

Studio Righini has been operating in North of Italy for 50 years as a firm of accountants, auditors and lawyers; with its consulting services, guarantees quality and expertise to a wide range of clients, supports the Italian and foreign entrepreneur investor operating in Italy.

## WHAT WE DO

With our team of expert professionals with over 20 years of experience, and a deep knowledge of local regulations, we are able to create tailored services to ensure a correct transnational communication within overseas headquarters and subsidiaries.

We understand the cultural diversity of our clients and given the current global situation due to health crisis, we have redefined the way to create new business and to manage the difficulties to operate with overseas subsidiaries, by placing ourselves as facilitators in between the business processes.

Our services, are mainly focused on:

- M&A activities;
- Legal and Tax Due Diligence;
- Internal Audit and Compliance;
- Accounting Reclassification and DTA Application;
- Human Resources Management.





# FOR CHINESE COMPANIES

As for the current global situation, international movements are limited, therefore, a proper control and management of overseas branches it's more difficult.

A4 with its strong direct presence both in China and in Italy can help manage and coordinate all the different aspects related to the daily management of the overseas company and its ongoing business operations, no matter of which nature.

Thanks to its international nature, A4 is the perfect contact point between the Chinese Management Staff (CFO, CEO, Shareholders) and their overseas Staff, helping them communicate in the daily operations and business planning and execution.

- Identification of key management in Italy and HR management
- Accounting Reclassification and DTA Application
- Management Control and Compliance
- Risk Analysis and Insurance Brokerage
- Treasury and Bank Management
- Company Crisis Evaluation
- Mergers and Acquisition
- Due Diligence (Tax and Legal)



## **IDENTIFICATION OF KEY MANAGEMENT IN ITALY AND EUROPE, AND HR MANAGEMENT**

A4 can serve businesses of all sizes helping organizations address important HR outsourcing requirements by aligning the human resources and business strategies. A4 manages critical HR processes, bringing significant operational facilitation.

A4 human resource outsourcing services will include activities throughout the entire duration of the employee life-cycle.

The A4 team is dedicated to delivering flexible and practical employment support to the business needs offering a range of outsourced HR consultancy, business support functions and ad-hoc services.

### **HR Outsourcing Services**

A4 will manage the entire process of recruiting and hiring, or just the chosen processes and help with local staff management whether it is research of new qualified staff, termination of labour contracts or labour disputes.

A4 can help clients by taking care of all of the HR requirements that allows its clients to concentrate on growing company's profitability and productivity.

- Recruitment
- Set up of local Payroll with local partners
- Employee Handbooks
- Employment Contracts
- Improve business performance

### **Temporary and Permanent Staffing**

A4 can support its clients in the identification of temporary or permanent Key Management profiles directly in Italy and Europe matching the right people by understanding clients and candidates needs.

### **International Recruitment, Selection, Retention**

A4 offers Flexible Staffing Search and Selection Services with experience in sourcing, selecting and placing people.

- Identifying the requirements and need for the role
- Benchmarking salaries
- Candidate screening
- Candidate profiling
- Gathering references
- Design offer letter and contract of employment

### **Organizational Design & Strategy**

A4 can help in developing new organization designs for “start ups” as well as restructuring current designs for existing businesses and formulate strategy.

- Best-fit organization design options
- Company and HR strategy design

## **ACCOUNTING RECLASSIFICATION AND DTA APPLICATION**

With its long expertise in both Chinese and Italian accounting standards, A4 team is able to draft consolidated financial statement and account reconciliation from IAS - IFRS GAAP into the PRC accounting standards.

A4 can also support and draft group reporting packages in accordance with the needs of the clients.

A4 local experts have a deep understanding of double taxations agreements as well as their application and they support clients in meeting the relevant requirements.

A4 staff can also draft dividend resolutions, international agreement on royalties, know-how and services considering both domestic regulations and Double Tax Agreements between the countries.

## **MANAGEMENT CONTROL AND COMPLIANCE**

A4 can support the Chinese company to control the management of the Italian subsidiaries and evaluate the performances and the implementation of business strategies.

It can help guide the local management toward the company's strategic objectives and control its implementation.

Moreover, A4 can supervise and undertake compliance activities to cover both internal policies and procedures, as well as federal, state and international laws to help its clients prevent and detect violations of rules and protect the company from fines and lawsuits.

## **RISK ANALYSIS AND INSURANCE BROKERAGE**

A4 can full undertake risk analysis procedures examining how project outcomes and objectives might change due to the impact of the risk event.

Once the risks are identified, A4 can analyse them to acknowledge the impact of the risk on the project so that appropriate steps can be taken to mitigate them.

With the support of an insurance partner, A4 can review the ongoing insurance package and support in drawing up an effective insurance program and seek the ideal balance between the necessary guarantees to cover the risks and their costs.

## **TREASURY AND BANK MANAGEMENT**

A4 can support its clients granting a proper bank relationship as well as ensuring smooth treasury operations.

A4 can manage bank accounts in accordance with its client's instructions and procedure tailored on their control requirements. It can manage foreign exchange transactions as well as internal payments (e.g. reimbursements) and foreign loan application.

## **COMPANY CRISIS EVALUATION**

A4 is able to establish a series of early warning services with the aim of securing a company from the crisis before it becomes "incurable".

For this reason, a network of signals can be set up to intercept the difficulties in a timely manner and at the same time initiating procedures with the aim of solving the crisis and helping to effectively relaunch the company on the market.

## **MERGERS AND ACQUISITIONS**

With its multicultural team of Chinese, Italian and European lawyers, tax advisors and certified public accountants, A4 provides a 360° service to its clients in order to help them to achieve their goal in M&A operations.

The deep understanding of International, Chinese, Italian and European legal and tax landscapes allows A4 to provide one stop services and best solutions for international Mergers and Acquisitions within different systems.

In this area it can go through every stage of a Merge and Acquisition deal, from preliminary issues to post-merger:

- Due diligence report and structuring;
- Negotiation and preparation of deal documents;
- Post-transaction transition;
- Post-merger integration and services;
- Completion of PRC governmental approval;
- Assisting with relevant statutory procedures and formalities;
- IP Portfolio protection and consultancy.

A4 can also handle, in addition to tax issues, any regulatory and public authorization matters and the most complex inter-state compliance matters, including extra-territorial application of foreign laws.

A4 provides advice on the acquisition and sale of shares, companies or branches, as well as on the establishment of joint ventures.



## **DUE DILIGENCE**

### **Legal Due Diligence**

In this area A4 can fully undergo the process of collecting, understanding and assessing all the potential legal risks associated during a M&A process or share transaction by investigating the obligations and liabilities of the target company in order to provide a clear picture to potential investors to prevent any future legal problems.

Its multicultural staff can provide the service on both PRC and European target companies.

A4 team can cover several areas of investigation:

- Corporate documents;
- Commercial contracts;
- Employment agreements;
- Intellectual property compliance;
- Regulatory compliance;
- Pending or Potential Litigation and liabilities;
- Contracts related to other major assets owned (and leased);
- Use of PRC land rights.

A4 can provide a full and detailed legal due diligence report on the target company and ultimately provide advices during the pre and post-deal legal phase.

### **Tax Due Diligence**

A4 can support its clients undergo tax due diligence of the company to be acquired or to be sold identifying company historical tax risks of the target company as well understanding the impact of risks and opportunities of the transaction.

Its international experience and professional staff can ensure a smooth and efficient process and determine the market value, fair value and intrinsic value of a company's tangible and intangible assets, complying with International Valuation Standards.

Tax Due Diligence Key Services:

- Identify preliminary tax structure;
- Identify cash flow impact of tax issues;
- Define tax structure;
- Identify tax liabilities;
- Tax exposure;
- Tax compliance;
- Provide “real-time” feedback regarding any potential tax issues or “deal breaker”;
- Assist with post-close mitigation and/or resolution of tax issues identified during the tax due diligence process;
- Ensure the correct application of Chinese accounting standards (CAS) and principles;
- Assess whether the Company has kept proper accounting records and fulfilled obligations towards the relevant administrative and governmental authorities.

# FOR ITALIAN COMPANIES

As for the current global situation, the Asian market, in particular the Chinese one, is the only one that seems able to overcome the crisis and be stable for present and future growth. Having a presence, even a small one, in this market it is without any doubt an advantage. The recent trade pact signed between 15 Asia-Pacific countries (among them, China, Vietnam, Japan, Australia) will offer further opportunities to develop a business in the entire area. Moreover, the new funding program released by Italian institutions CDP and SIMEST in support of the internationalization of Italian SMEs in China, will represent a further encouragement and reason to do so. A proper control and management of overseas branches in China and a proper method of approach the market is necessary to ensure a correct and constant grow in operations.

- Mergers and Acquisitions
- Find Chinese Business Partner
- Identification of Key management in China and HR management
- Management Control and Compliance
- Legal Due Diligence
- Tax Due Diligence



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## FIND CHINESE BUSINESS PARTNER

Thanks to its International and Local Network, combined with its exclusive access to several database, A4 can assist its clients to identify, examine and contact the perfect target for their business needs.

The strong direct presence both in Italy and China allows A4 to put in place a very smooth and effective process of research and communication between the interested parties.

## IDENTIFICATION OF KEY MANAGEMENT IN CHINA AND HR MANAGEMENT

A4 can support its clients in the identification of temporary or permanent Key Management profiles directly in China.

Moreover, it can help with local staff management whether it is research of new staff, termination of labour contracts or labour disputes.

## MANAGEMENT CONTROL AND COMPLIANCE

A4 can gather and use information to evaluate the performance of its clients to implement its business strategies.

It can help guide the local management toward the company's strategic objectives and control its implementation.

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# CONTACTS



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