



天尚律师事务所
LAW VIEW PARTNERS

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Senior Housing and Healthcare

养老地产和健康医疗

养老地产和医疗健康在中国已成为一项朝阳产业。目前政策的基调是鼓励私人投资者参与到这个行业中，以满足日益增长的养老和医疗需求。然而，适应养老产业日新月异的法律监管环境对投资者而言并非易事。在开发和运营阶段所面临的不同问题，往往会对具体养老项目的可行性及实施效果产生深远的影响。因此，在企业的决策过程中，有必要聘请专业且经验丰富的律师就这些关键事项进行仔细分析及审核。

Senior housing and healthcare has emerged as a promising industry in China. The government has set the tone to invite private investors to participate in this industry to meet the soaring demand. However, navigating the regulatory environment has never been an easy job as legislations have been moving dynamically and significantly in recent years and such pattern will continue in the years to come. Issues arising at different stages of development and operation could have significant impact to the feasibility – and success or failure – of a senior living project. Careful review by skilled and experienced counsel of these make-or-break issues as part of the decision-making process becomes essential.

我们的客户
Our Clients

房地产开发商
Real estate developer

私募股权投资者
Private equity investor

项目运营方
Operator

政府机构
Government agencies

零售药店和批发经销商
Retail pharmacies and wholesale distributors

医疗器械制造商和供应商
Medical device manufacturer and supplier

银行和保险公司
Banker and insurer

建筑和设计公司
Architecture and design companies

我们服务养老和护理产业的各种业态，包括退休生活社区、辅助生活和专业护理机构、社区照护中心和护理站、居家护理及康复和专科医院。
We represent providers across the continuum of senior living and care, including retirement living communities, assisted living and skilled nursing facilities, community centers and nursing station, home health, rehabilitation and specialty hospital.

我们的优势
Our Strengths



最知名的全球团队。作为最早涉足该领域的专业化法律团队，我们较为熟悉养老地产和医疗健康行业的运作方式。我们具有丰富的行业经验，并且可为该领域各个方面的事务提供建议，是您值得信赖的顾问。
Most renowned global team. As early entrants as legal professionals in this industry, we understand the way the senior housing and healthcare industries works. We are trusted key advisors, with the experience and reach to advise at all stage of this business.

杰出的业绩。我们曾代表诸多国际性开发商、养老 / 医疗机构运营商和机构投资者，为他们进入中国市场提供服务。客户受益于我们丰富的行业知识和经验、以及富有创造性和以目标为导向的工作方式。
Outstanding track record. Having represented international companies, from developers and aged care/hospital operators to institutional investors, in their entry into the Chinese market, we benefit our clients with our deep industry knowledge and experience, and with our creative, solution-oriented and responsive approach.

行业网络平台。我们是中国养老地产和医疗健康期刊的主编。我们的合伙人作为主席、演讲人或与会人曾多次出席各类亚洲养老行业峰会，并发表过诸多文章和报告。客户基于我们的行业网络在诸多业务领域中受益。
Industrial networking platform. We are the chief editor of China Senior Housing and Health Care Newsletter. Our partners have participated in many senior care conferences in Asia, as chairperson, speaker and/or panelist, and have authored several articles and reports. Clients benefit from our industrial network in a wide variety of business.

服务覆盖养老项目各个阶段。我们的服务涉及养老或医疗机构项目的选址、收购、合资、可行性研究、施工、融资、开业准备、开业后运营和管理、及资产处置等各个阶段。
Service covering the full life cycle of senior care project. Providing sound service on the full spectrum of issues in project development which can arising during the site selecting, acquisition, feasibility studying, construction, financing, pre-opening preparation, post-opening operation and disposal of senior care or hospital facilities.



关于构建商业模式和法律环境方面的建议；
Advice on project regulatory feasibility and structuring of business models;

公司设立、证照以及合资、合作谈判；
Business incorporation and licensing, and negotiation with joint venture partners;

开发和运营管理合同；
Development and operation management contract;

起草和标准化运营文件：入住合同、入住政策和程序、供应商合同等；
Draft and standardize documents for operation: resident contract, policies and procedures for residency, vendor contract, etc.;

提供政府和社会资本合作（PPP）项目构架和法律文件方面的建议；
Advice on Public-Private-Partnership (PPP) structuring and documentation;

养老地产的开发、资产并购和处置；
Senior housing assets development, acquisitions and dispositions;

合规监管；
Regulatory Compliance;

网络安全法和个人信息保护；
Cybersecurity Law and Protection of Personal Information;

关于融资、税收的建议；
Advice on finance and tax;

处理知识产权、责任、劳动等运营管理类事务；
Deal with issues involving intellectual property, liabilities and employment;

诉讼和仲裁。
Litigation and arbitration.

针对养老服务企业，我们可以提供以下常年法律顾问服务：
We can provide perennial legal counsel for senior care business in the following aspects:

养老产业商业及法律架构的整体规划
Legal and strategic advice for investment in senior care industry

养老企业及民办非企业机构内部管理架构的合规建议；内部劳动人事管理制度的法律合规与风险防范；住户人身伤害事故处理
Internal governance and compliance for for-profit and not-for-profit entities; establishment and risk management for employment; advise on handing of resident personal injury

起草、审核、完善养老服务合同；收费模式的合规性建议；审核养老社区、机构及居家服务的规章制度等文件
Draft and review resident service contract; advise on legitimate fee models; review all kinds of internal regulations for community, institutional and home care service

养老企业及民办非企业机构的融资、股权转让、并购重组等尽职调查、谈判和法律文件起草
Due diligence, negotiation and documentation draft for financing, equity transfer, mergers and acquisitions and restructuring

协助不同类型养老服务企业和民办非企业的设立、登记及许可
Assist in business establishment, registration and licensing

政府购买养老服务项目的整体法律建议
Legal advice for government procurement projects

智慧养老平台与产品的法律建议；互联网+线上与线下平台法律关系的梳理与定位
Legal advice for Smart Care platform and products; advise on conducting senior and health care by means of IoTs

委托管理合同、咨询顾问合同、许可合同及各类合作协议的谈判、起草和建议
Negotiate, prepare and advise on Entrusted Management Contract, Consulting Agreement, Licensing Agreement, as well as other Cooperative Agreement

网络安全与个人信息保护制度的合规性辅导
Legal advice on cybersecurity and system on personal information protection

知识产权保护，及涉及知识产权的合作开发、许可、特许经营等
Protection of intellectual property and joint R&D, licensing and franchise etc. matters relating to IP



我们的合伙人作为主席、演讲人或与会人曾多次出席亚洲养老行业峰会，并发表过诸多文章和行业报告，包括：
Our partners have participated in several senior care conferences in Asia, as chairperson, speaker and/or panelist, and have authored several articles and industry report, including:

2011 年 9 月在香港举办的美国商会活动。
American Chamber of Commerce, Hong Kong, September 2011.

2011 年 10 月、2012 年 10 月在香港举办的世界亚洲退休社区峰会。
Retirement Communities World Asia, Hong Kong, October 2011 & 2012.

2012 年 5 月、2013 年 10 月在上海举办的国际养老产业领袖峰会。
Retirement Living World China, Shanghai, May 2012 & October 2013.

2013 年 8 月在上海举办的国际养老产业（上海）峰会。参加关于在中国经营养老事业的研讨会。
Care Show China, Shanghai, August 2013. A half-day workshop on doing senior care business in China.

2013 年 11 月在上海举办的 IAHSa 峰会。参加为期半天的关于在中国经营养老事业的研讨会。
International Association for Housing and Services for the Ageing (IAHSa), Shanghai, November 2013. A half-day workshop on doing business in China, with a focus on senior housing.

第四届国际养老产业领袖峰会暨 2014 年首届老年护理服务国际研讨会。
The 4th Summit Retirement Living World China and the first Aged Care Service International Seminar 2014.

2014 年城市土地学会（ULI）冬季会议，演讲主题为“医院与养老设施的开发与投资”。
ULI Mainland China Winter Meeting 2014, speech on the topic of “Hospital and Senior Care Facilities Development and Investment”.

2015 年中国养老和健康设计峰会，参加主题为“优化建筑设计，完善运营风险管理”的圆桌讨论。
China Senior Living & Healthcare Design Debate 2015. Panel discussion on the topic of “Optimizing Design for better operational risk management”.

2014 至 2016 年在上海举办的国际养老产业（上海）峰会。
Care Expo China, Shanghai, 2014 ~ 2016.

养老产业运营法律风险与防范，北京大学 2015 中国老龄产业创新发展与资本运营总裁研修班授课。
Legal Risk Management for Senior Care Industry, Peking University CEO training course.

2016 年 10 月在上海举行的哥伦比亚大学 - 复旦大学国际老龄人群健康峰会，参加主题为“养老行业的公私合营（PPP）”的圆桌讨论。
Columbia-Fudan Global Summit on Aging and Health, Shanghai, October 2016. Panel discussion on the topic of “Public-Private Partnerships in the Elderly Care Industry”.

与 Rubicon 合著中国养老护理报告，其中包括对养老和居家护理政策的深入分析。
Co-author with Rubicon a China Senior Care Report which includes in-depth analysis on new regulations specific to both senior housing and home healthcare.

2019 年 3 月养老行业陆家嘴峰会，为英国创新署作“中国养老市场进一步向外资开放”为主题发言。
Lujiazui Summit, workshop for Innovate UK on the topic of “China Senior Care Market Opens Wider for Foreign Capitals”, 2019

2019 年 3 月，“养老 9 问”，关于会员制养老模式的嘉宾发言。
Yanglao Nine Questions Seminar, keynote speech on Membership Fee Model, 2019

帮助客户管理运营风险

Help clients to manage the operational risks

养老服务在不同的运营阶段面临来自不同地方政府部门的监管，而且相关立法正在不断更新。与国外的成功经验一样，通过设计完善的养老入住合同来控制运营责任风险、优化定价和税收筹划以实现投资回报——这些都是确保商业成功的重要因素。Operational activities are under the supervision of various local government authorities, whose regulations are under dynamic development. Similar to the practice in foreign countries, managing the liability risks through a well-designed residency agreement, techniques to manage the pricing and taxation to ensure a profitable business, among others, are key factors for a successful business.

我们代表诸多国内外运营商处理养老社区运营管理的相关合同审查和法律顾问工作。由于我们的专业团队密切关注行业动态，我们可以帮助客户规避因法律制度不完善导致的各类风险。其中一些运营商在全国不同城市投资和管理项目，我们为它们提供公司构架、税收、房地产、设立许可和运营责任等各方面的法律服务。We have represented various operators, from home and abroad, in their China operational counseling issues and legal documents. With our dedicated team keeping track of industrial dynamics, we help our client mitigating the risks that might be arising from changes or uncertainty of regulations. Some of these operators are committed investors who expand multiple projects in different cities, legal services in respect to corporate structuring, taxation, real estate, licensing, operational liabilities, etc. are our routine scope of work.

合资企业谈判和合同起草

Joint Venture negotiation and contract drafting

和其他行业一样，国外投资者进入一个新兴市场时通常会选择设立合资企业。但若合作各方在视野和目标上存在不一致，或者合资企业在设立伊始未能建立合适的内部构架和决策机制，则会引发诸多问题。我们已经帮助来自美国、澳大利亚、英国、法国和台湾等国家和地区的诸多养老行业投资者与中国的合作方谈判并设立合资企业。As is played in every business, Joint Venture (JV) is a common approach to pursue when a foreign investor is entering into a nascent market. JV could be fragile if the parties are not aligned with each other in respect to views or goals, or, structure and mechanism within the JV is not set up right at the beginning. We have helped senior care investors from the US, Australia, UK, France, Taiwan, etc. to negotiate and accomplish JV deals with their Chinese partners.

在最近的一个案例中，我们代表一家欧洲企业和国内开发商达成了合资。此项合作是该医疗健康投资者首次进入中国，我们所提供的法律服务包括对合作者和各项目的进行尽职调查、参与多轮谈判、准备合资企业设立的各类文件、以及提供审批和许可的法律建议。In a recent case, we represented a European investor in its Joint Venture partnership with a developer. As this is the first time the healthcare investor comes to China, our legal services cover the whole process of doing due diligence on the partner and multiple project sites, participating in rounds of negotiating, preparing whole set of JV documentation, and advising on the incorporation and licensing issues.

为运营管理合同提供建议

Advise on operation management contract

和酒店行业相似，委托运营管理在养老行业中正逐渐成为业主和有经验的管理方之间最好的合作方式。对于不同的项目，运营管理合同在内容和形式上都会有差异。达成一份能使业主和管理方都满意的管理合同是一项需要付出耐心和努力的工作。Operational management has become a best solution for collaboration between property owner and experienced manager in the senior living sector, similar to what has played in the hospitality world. Operation management contract may vary in different context and forms due to particularity of different projects. Negotiating a management contract satisfactory to both the owner and manager is a work of art that requires patience and effort.

我们曾代表一家美国客户，为其接受委托管理养老社区提供法律帮助。在为客户建立了对中国市场的认知后，我们就如何在设计运营管理合同时实现双方共赢提供建议。在我们的帮助下，管理合同中常见的关于管理费收费构成、日常管理中管理方的自治权和业主合理的监督权、业绩考核和提前终止、以及运营风险的承担等问题，都达到了很好的平衡以确保交易成功。One of our clients who is from the U.S. identified an opportunity to manage a senior care facility in a major city. With limited economic and regulatory knowledge to the Chinese market, we advised the client on how operation management contracts in China should be structured to achieve mutual benefit for operator and owner. Common issues arise in the fee structure, manager's autonomy in daily operations and owner's appropriate supervision, performance test and early termination, and allocation of operational risks, were well balanced to ensure a successful deal.

代表养老地产开发

Represent on senior housing development

在我们近期的代表案例中，某开发商在经过市场调研和长期战略定位后，决定将一项酒店资产改建成老年公寓。我们协助该开发商分析复杂的土地使用权问题、设计产品类型和服务模式、解决相关审批和融资问题，并为项目的日常运营问题提供法律帮助。In our recent representation, a hotel-type asset was converted into a differentiated segment of senior living after the developer having done a thorough supply-demand study and determined its product positioning strategy in the long run. We helped the developer to analyze the complexity of land use right issues, design the product type and pricing and service model, address licensure and financing obstacles and advise on daily operation matters.

代表企业并购业务

Represent Merger and Acquisition deal

某私人投资者正积极地以并购方式扩张其养老护理事业的版图。我们代表该客户就其收购多个民办养老机构提供交易结构和并购合同方面的建议，并协助其处理各种并购后的整合问题。One private investor is actively developing a segment of its business in senior care through the M&A approach. We represented the client on deal structuring and acquisition contract in multiple private-owned senior care facilities, and helped to handle various post-deal integration matters.



瞿 沁
Michael Qu

高级合伙人
Senior Partner

电子邮箱: quqin@tsunlaw.com
eMail:quqin@tsunlaw.com

电话: +86 21 38722022 Ext.8011
Tel: +86 21 38722022 转 8011

瞿沁是中国执业律师，上海天尚律师事务所高级合伙人。他的主要执业领域在房地产、外商投资和收购兼并。他拥有超过 16 年的丰富执业经验。在执业期间，瞿律师曾经成功地代表房地产、养老运营、零售和酒店行业、资产管理的投资者处理商业交易和争议。

Michael Qu Qin is a senior partner of Law View Partners based in Shanghai, China, where his legal practices cover the areas of real estate, foreign investment and mergers and acquisitions. He has extensive experience as a lawyer for over 16 years. In his practice, Michael has successfully represented investors in the real estate, senior living, retail and hospitality sectors, asset management, in dealing with commercial transactions and disputes.

瞿律师拥有多年为养老和医疗健康行业客户的法律服务经验。他经常在房地产、养老和医疗健康行业论坛上演讲，并且经常发表专业文章。他还担任中国法律教育培训中心的讲师、ICAIA（国际中华老龄产业协会）和 IAHSa-China 等国际养老产业协会的专家委员会成员。

Michael has been practiced in the senior housing and healthcare industry for years. He has participated in many real estate, senior housing and medical healthcare conferences, and has authored several articles. He is also a lecturer of China's Legal Training Center, member of advisory board for a few international senior living associations, such as ICAIA and IAHSa-China, etc.

作为国内较早涉足养老行业的法律专业人士，瞿律师参与了诸多养老健康项目的投资、合资合作、委托管理、收购、运营等方面的事务，服务客户包括境内外知名运营商、机构投资者、保险公司和房地产开发商。凭借对行业的熟悉度和对客户需求的精准把握，瞿律师可以为该领域的不同投资者提供项目开发阶段所需的全方位服务，包括养老和医疗项目的选址、收购、可行性研究、建设、融资、开业前筹备、运营和资产处置等法律服务。

Being a legal professional that has involved in the development of senior living from early years, Michael has participated in many senior living and healthcare projects on legal matters such as project investment, joint venture, management contract, merger and acquisition and operational counseling, etc. Michael has worked with renowned operators, institutional investors, insurance companies and developers in this field from home and abroad. With his familiarity with and insights into the industry and precise master of client's needs, Michael can serve for varied investors in the field, providing sound service on the full spectrum of issues in project development which can arising during the site selecting, acquisition, feasibility studying, construction, financing, pre-opening preparation, post-opening operation and disposal of senior care or hospital facilities.



王 妮
Annie Wang

高级合伙人
Senior Partner

anniewang@tsunlaw.com
+86 21 38722022 Ext.8057



黄文征
Amber Huang

高级合伙人
Senior Partner

wz.huang@tsunlaw.com
+86 21 38722022 Ext.8005



金 祺
Vivian Jin

高级合伙人
Senior Partner

jinqi@tsunlaw.com
+86 21 38722022 Ext.8025



吴 敏
Claire Wu

高级顾问
Senior Counsel

wumin@tsunlaw.com
+86 21 38722022



杨 晨
Alan Yang

律师
Attorney-at-law

yangchen@tsunlaw.com
+86 21 38722022 Ext.8027



晋 辉
Leo Jin

律师
Attorney-at-law

jinhui@tsunlaw.com
+86 21 38722022 Ext.8023

天尚律师事务所是经中华人民共和国司法部批准设立，总部位于上海浦东陆家嘴金融贸易区的综合性律师事务所。天尚所秉承“天行循法，尚德载道”的理念，致力于为国内外客户提供专业、全面、优质、高效的法律服务。Law View Partners is duly approved by the Ministry of Justice with the headquarter located in Shanghai Pudong Lujiazui. We adhere to the principle of bringing professional, comprehensive, high-quality and efficient services to our clients at home and abroad.

天尚在娱乐法、私募基金与风险投资、银行与互联网金融、资产证券化、建设工程与房地产、公司法、兼并与重组、劳动人事争议、国际投资与贸易、民商事争议解决、知识产权、刑事风险防范与刑事辩护、海事海商、健康医疗、能源环境、家族财富管理等法律领域始终坚持投入耕耘保持领先地位。

We are dedicated in the areas of Entertainment Law, Private Equity and Venture Capital, Bank and Internet Finance, Assets Securitization, Construction and Real Estate, Corporate Law, Mergers and Acquisitions, Employment Dispute, International Investment and Trade, Dispute Resolution, Intellectual Property, Criminal Defense and Risk Management, Maritime, Healthcare, Resource and Environment Law, Family Wealth Management, etc., where we have earned market-leading places over the years.

律所发展 Law firm development

天尚在江苏、湖北、山西、福建、湖南、安徽等地设有多个办公室和联络处。2018年，天尚和上海恒为律师事务所合并。2018年11月，天尚与香港最大的华人国际律师事务所李伟斌律师行最终达成“瑞士联盟 (Swiss Verein)”方式的合并意向协议，双方共同致力于打造以华人为主的综合性国际法律服务平台，并以服务华人、华企和华夏为共同发展理念。

Law View Partners has established offices throughout China in Suzhou, Hubei, Shanxi, Fujian, Hunan, Anhui and other cities. In 2018, Tian Sun Law Firm concluded a merger with Law View Partner Law Office and start to adopt Law View Partners as English brand of the Firm. On November 2018, Law View Partners has reached an agreement with Li & Partners, the biggest International law firm in Hong Kong founded by Chinese, on working together to build a comprehensive international platform for legal service to the Chinese all around the world, which aims at a merger of the two Firms based on Swiss Verein Structure. The two Firms are dedicated to establishing an international and comprehensive platform adhering to the common goals of serving Chinese and Chinese companies.

律所愿景 Law firm vision

依托不断增加的法律服务网络，天尚律师逐渐构建了能够在全球范围内共享项目信息、专业知识、业务经验等各类资源的能力，满足客户便捷、高效及低成本的全球化法律服务需求。合并后的天尚所将与李伟斌律师行将共同加强在国际知识产权与娱乐法、跨境金融保险和信托、国际商事仲裁、香港及海外地区上市、跨境并购、白领犯罪、跨国经营合规等领域具备了的专业及行业优势，共同携手构建国际化的法律服务能力。目前，两所在包括上海、北京、香港、深圳、东京、伦敦在内的 15 处地域设立了办公室，成为总体服务人员达 300 名的跨境综合法律服务机构服务。

By virtue of the ever-increasing legal service network, Law View Partners has gradually built up the capability of sharing project information, expertise, business experience and other resources on a global scale to meet the needs of clients who are looking for convenient, efficient and low-cost global legal services. Law View Partners works closely with Li & Partners to strengthen professional and industrial advantage in the fields of International Intellectual Property, Entertainment Law, International Commercial Arbitration, cross-border finance, insurance and trust, IPO of Hong Kong and overseas companies, cross-border M&A, white collar crime, MNCs Compliance, among other fields in order to serve clients at global reaches. Now, the two Firms have established offices in 15 locations including Shanghai, Beijing, Hong Kong, Shenzhen, Tokyo and London, and have become an international full-service legal service provider with a total of 300 employees.



天尚始终秉持国际化的法律思维、本土化的法律经验和专业化的法律技能有机融合的理念，整合全所资源优势，统一质量控制体系，为全球客户提供专业、精准和系统的法律解决之道。

Law View Partners always adheres to the concept of integrating international perspectives with local practice and expertise, integrates the advantages of all resources, and unifies the quality control system to provide professional, accurate and systematic legal solutions to clients around the world.



