



## XU Yanna

Lawyer

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### Professional expertise

Private fund, corporation financing, transformation and listing, merger and restructuring, equity incentive, civil and commercial litigation and arbitration

### Personal Profile

As a master of law from Guizhou University, Ms. XU started her practicing career in 2019. She focused on private funds, corporate transformation and listing, merger and restructuring, equity incentives, corporate legal advisory, and relevant litigation, arbitration, and execution for the foregoing.

Ms. XU handled or participated in the transformation for IPO, listing on the New Third Board, merger, and restructuring projects of many enterprises, acted as a legal advisor to more than 10 funds. She provided all-round legal services covering “fund raising, investment, management, and exit” for the manager registration and fund filing, participated in fund raising for billions and investment in tens of projects, assisted managers in handling fund raising, filing, registration with the administration for industry and commerce, and supported the settlement of disputes with limited partners. Moreover, she also represented fund investors to safeguard their rights by holding the fund manager and custodian responsible for compensation from the perspective of the fund manager’s acts in violation of laws and agreements during the fund raising, investment, and management and the custodian’s fulfillment of good faith, diligence, and supervision obligations. This familiarized Ms. XU with experience both in operation of funds and in investment in funds.

Ms. XU acted as a legal advisor to universities, state-owned enterprises, and small- and medium-sized enterprises to provide enterprises with specialized services and permanent legal advisory services concerning financing, equity incentives, corporate governance, transformation and restructuring, etc.

By representing enterprises in litigation and arbitration cases concerning contract disputes, disputes over corporate governance, dispute over revoked or invalid corporate resolutions, dispute over return of licenses and certificates, etc., Ms. XU has built abundant experience in handling disputes over corporate governance, equity

interests, and corporate control right.

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## Representative performance

Ms. XU handled or participated in the IPO and listing on the New Third Board of Dongfang Precision (002611), Beijing U-precision (approved for listing on the Star Market), Paihua Culture Communication (838523), Winner Particle (430410), and Hylink (837892). Moreover, Ms. XU provided services for the shareholding transformation and listing of over 10 enterprises, including a film enterprise, a fertilizer enterprise, an electronic enterprise, a pump company, and a freezing equipment company.

Fund projects - Ms. XU participated in the establishment and fund raising of a merger fund in the amount of over RMB 500 million for backdoor listing of a metallurgy group, and solved many special problems in the method of capital contribution, registration with the administration for industry and commerce, etc. with reference to the needs of backdoor listing. She participated in the fund raising for billions for investment in tens of projects.

Exit by a fund in the form of admission and retirement - Considering that the shareholder of the fund's invested enterprise should remain unchanged, Ms. XU designed linked transactions consisting of "capital increase, admission, and retirement" and a special arrangement of dual general partners/dual executive partners to successfully achieve exit by the fund by means of admission to and retirement from the fund.

Project of corporate control - With respect to the "problematic project" invested by the fund, Ms. XU assisted investor shareholders in holding shareholders' meetings for reelection of the board of directors and board of supervisors, successfully revoked the resolution of the shareholders' meeting convened by the original board of directors through litigation, required the former de facto controller to return the licenses, certificates, and corporate properties to the new board of directors, and assisted the manager in striving for the control right to safeguard the rights and interests of the fund.

Project of corporate financing - Ms. XU assisted advised clients and many enterprises in their fund raising, represented the companies in negotiation with private funds, state-owned investors, and joint investors, provided solutions for disputes, and drafted, amended, and implemented investment agreements.

Project of safeguarding the rights of contractual fund investors through arbitration - Claimed compensation from the manager and custodian from perspectives of the procedure for matching qualified investors during the fund raising by the fund manager, procedural problems

during fund raising like return visit, the procedure and scope of investment during fund management, violation of agreements in the process of convening the holders' meeting, and mixing of assets. Merger, restructuring, and proxy shareholding of thousands of shareholders - Participated in multiple merger and restructuring projects including NVC Lighting (HK2222), acquisition of equity interests in a Chinese mainland enterprise by a Hong Kong company, backdoor listing of a metallurgy group, and acquisition of a real estate project; provided services of equity confirmation for internal employee shares and thousands of proxy shareholders of an agricultural husbandry and seed group, and designed and implemented restructuring and transformation plans.

Project of equity incentives - Provided plans for equity incentives and implemented legal services for many enterprises, including an energy company, a fund management company, and a technology company.

Other specialized and permanent advisory projects - Acted as a legal advisor to universities, state-owned enterprises, and small- and medium-sized enterprises to provide specialized services and permanent legal advisory services concerning financing, equity incentives, corporate governance, transformation and restructuring, etc.

Resumed execution in a project in which execution was suspended - In a case for which the execution had been suspended for nearly 15 years, Ms. XU identified evidence in the archives to prove the transfer of properties by the person subject to execution, and resumed the execution by private prosecution for the crime of refusing execution and detection of new clues of properties through investigation, so as to push the person subject to execution to fulfill its obligations.