



MA Xiaohu

Head of Hong Kong Office

Languages: Mandarin, English

Practices: Foreign Investment, M&A, Real Estate & Construction

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📍 Hong Kong

Profile

Mr. Ma's practice covers a broad range of legal areas, including commercial dispute resolution, litigation, international arbitration, investigation and other litigation related matters. He also advises on China-related securities offerings, venture capital, private equity, mergers and acquisitions, in-bound and out-bound China-related investments, real estate development, financing and other transactional issues. Mr. Ma has been ranked by China Business Law Journal (2017) as one of "China's top 100 lawyers". He has also been recommended by Legal 500 Asia Pacific in 2016 for his debt capital markets practice and in 2014 for his corporate and M&A practice. Chambers Asia Pacific has described Xiaohu Ma as "a 'lightning rod' for clients in his ability to help reconcile opposing viewpoints in order to get deals done and regulatory approvals passed." Mr. Ma qualified in 1988 in China, and was designated a Senior Lawyer by the Ministry of Justice in 1989. In June 1993, he was one of the first group of lawyers designated by the PRC Ministry of Justice and the China Securities Regulatory Commission as qualified to advise on PRC securities law.

Professional Qualifications

- 1988 PRC Bar

Educational Background

1987 Peking University School of Law LL.M.

1984 Peking University School of Law LL.B.

Professional Experience

2020-Present Hui Zhong (Shenzhen) Law Firm, Head of Hui Zhong Hong Kong Office and Partner

2019-2019 Hui Zhong Law Firm, Partner

1994-2019 Morrison & Foerster LLP, Partner since 1998

1992-1994 China Legal Service (H.K.) Limited, window company of the Ministry of Justice in Hong Kong

1987-1992 China Legal Affairs Center of the Ministry of Justice

Memberships & Affiliations

- China International Economic and Trade Arbitration Commission (CIETAC), Arbitrator

- Shenzhen Court of International Arbitration (SCIA), Arbitrator
- Shanghai Arbitrator Center (SHAC), Arbitrator

Representative Cases

- Represented China Resources Venture Joint Fund Phase I in handling its US\$ 100 million investment in Airbnb's Series F financing round and its subsequent exit.
- Represented China Huiyuan Group Co., Ltd. in completing its issuance of HKD 1 billion convertible bonds to SDF III Holding Limited.
- Represented Intel Corporation in handling its investment in approximately 20% minority equity stake in a holding company under Tsinghua Unigroup. The holding company owns Spreadtrum Communications and RDA Microelectronics. Intel's investment was valued at approximately US\$ 1.5 billion, expected to close in early 2015. Subsequently, also acted for Intel Corporation in handling a series of agreements aimed at jointly developing Intel® architecture and communications-based solutions for mobile phones to open markets in China and worldwide for Intel-based mobile devices. This was a major initiative by Intel to enter China's and other emerging markets dominated by low-cost devices, where the relevant companies would jointly develop Intel architecture-based chips for mobile phones. (September 2014, Maria Wang, Xiaohu Ma, M. Ellis)
- Represented China Huiyuan Group Co., Ltd. in acquiring its upstream concentrated fruit juice and pulp production business from its founder for US\$ 631 million.
- Represented China Huiyuan Group Co., Ltd. in acquiring the entire equity interest in Suntory Foods for RMB 118 million.
- Represented Hua Hong Semiconductor Limited in handling its merger with Shanghai Grace Semiconductor Manufacturing Corporation. This transaction was structured as a reverse triangular merger under Cayman Islands law and merged the businesses and operations of two leading semiconductor manufacturers in China.
- Represented Warburg Pincus, as the sponsor, in a US\$ 181 million debt financing acquisition of Shandong Zhongxuan Co., Ltd. (one of China's largest xanthan gum producers).
- Represented China International Marine Containers (Group) Co., Ltd. (CIMC) in its acquisition of the U.S. F&G Group, including conducting detailed due diligence on corporate, labor, and intellectual property issues, as well as drafting and negotiating U.S. domestic and overseas legal documents.
- Represented China International Marine Containers (Group) Co., Ltd. in completing its acquisition of approximately 42% controlling stake in Enric Energy Equipment Holdings Limited (Enric), listed in Hong Kong, for a total acquisition price of US\$ 145 million. This acquisition triggered Enric's reverse acquisition of CIMC's entire interests in certain storage tank and storage equipment businesses located in China and Europe, involving US\$ 54.5 million.
- Represented a Korean investment management company and its affiliates in acquiring Huapu Building in Beijing from China Central Properties Limited. China Central Properties Ltd. is an affiliate of Shui On Group, a leading real estate developer in Hong Kong and China. Beijing Huapu Building is a premier skyscraper commercial building located in Dongcheng District, Beijing. [New Baiyi Investment (Hong Kong) Limited, 2008]
- Represented Shanghai Century Acquisition Corporation (a special purpose acquisition company listed on the American Stock Exchange) in handling a US\$ 168 million cross-border business combination project with Sichuan Kelun Pharmaceutical Co., Ltd. (China's largest manufacturer of intravenous infusion products).
- Represented Goldman Sachs in handling its US\$ 33 million investment to acquire a 2.25% equity stake in ZTE Corporation, listed in Shenzhen and Hong Kong. ZTE is a leading telecommunications equipment provider in China.

Private Equity Transactions

- Represented China Huiyuan Group Co., Ltd. in completing an asset swap convertible option transaction (ASCOT), revising the terms of its privately held US\$ 85.6 million convertible bonds to enable trading through the Euroclear and Clearstream settlement systems.
- Represented China Huiyuan Group Co., Ltd. (a major Chinese producer of fruit juices and soft drinks) in handling a series of convertible bonds and stock issuance transactions totaling approximately US\$ 222 million. The investors included Danone Group, Warburg Pincus, and the Netherlands Development Bank. Danone acquired 22.18% equity in China Huiyuan.
- Represented Warburg Pincus in handling its US\$ 150 million investment to acquire a 9.7% equity stake in Gome Electrical Appliance Holding Ltd.,

listed in Hong Kong. Gome is a leading electrical appliance retailer in mainland China and Hong Kong.

- Represented Future Blossom Investment Limited, a special purpose vehicle owned by CICC Growth Capital Fund I L.P., in handling a US\$ 20 million Series A financing by Freotech Technology (Holdings) Limited. Freotech engages in highway maintenance services and the development, manufacturing, and sales of highway maintenance machinery and equipment in China.
- Represented NetEase.com, Inc. in handling: its initial seed financing and subsequent venture capital financings; its initial public offering of American Depositary Shares on the NASDAQ National Market; its private placement of US\$ 100 million convertible subordinated notes to institutional investors; and ongoing compliance with U.S. securities laws, strategic investment transactions, general corporate matters, and Chinese internet regulatory issues.
- Represented a global investment bank in handling its investment in a China-based company holding franchise rights for an international food chain.
- Represented a Sino-U.S. joint venture medical equipment company in handling its restructuring and Series A financing.
- Represented Baidu, Inc. (a company incorporated in the Cayman Islands with headquarters in Beijing, China) in handling its venture capital financing, as well as Google's recent equity acquisition in Baidu. Baidu is a renowned Chinese internet search engine.
- Represented Kodak China in handling its acquisition of state-owned shares in Lucky Film Co., Ltd. (a listed company in China) and negotiations for establishing related strategic cooperation alliances.
- Represented NetEase in handling its initial angel financing and subsequent venture capital financings; its initial public offering of American Depositary Shares on the NASDAQ National Market; its private placement of US\$ 100 million convertible subordinated notes to institutional investors; and ongoing U.S. securities law compliance, strategic investment transactions, general corporate matters, and Chinese network regulatory issues.
- Represented China Putian and Beijing Capital in handling the merger of Nokia's four existing joint ventures in China into one joint venture. The merged new company is one of the largest foreign-invested enterprises and the largest manufacturer and exporter in China's mobile communications sector.

Dispute Resolution

- While working at the China Legal Affairs Center, acted as counsel in handling 3 arbitration cases at the China International Economic and Trade Arbitration Commission (CIETAC) involving trade contract disputes between Hong Kong companies and Chinese mainland companies; acted as counsel in handling an arbitration case at CIETAC involving a Sino-foreign joint venture contract dispute between a Hong Kong company and a Chinese mainland company.
- While working at Morrison & Foerster, acted as counsel in handling an arbitration case at CIETAC involving a trademark license dispute between a British company and a Chinese company; acted as counsel in handling an arbitration case at CIETAC involving a Sino-foreign joint venture contract dispute between a U.S. company and a Chinese state-owned company; acted as counsel in handling an arbitration case at CIETAC involving a real estate dispute in China between companies; acted as counsel in handling an arbitration case at the Hong Kong International Arbitration Centre (HKIAC) involving a Sino-foreign joint venture contract performance dispute between a Hong Kong company and a Chinese state-owned company.
- While working at Huizhong Law Firm, acted as counsel in handling an arbitration case at HKIAC involving a contract performance dispute between a British Virgin Islands company and a Cayman Islands company; served as an arbitrator at CIETAC in handling an arbitration case involving a contract dispute between a Hong Kong law firm and a Chinese company and a British Virgin Islands company; served as an arbitrator at CIETAC in handling an arbitration case involving a trade contract dispute between a Chinese company and a UAE company.

Honors and Awards

- 2017 China Business Law Journal one of "China's top 100 lawyers"
- 2016 Legal 500 Asia Pacific debt capital markets practice
- 2014 Legal 500 Asia Pacific corporate and M&A practice

Testimonials

Chambers Asia Pacific has described Xiaohu Ma as “a ‘lightning rod’ for clients in his ability to help reconcile opposing viewpoints in order to get deals done and regulatory approvals passed.”