



# SONG Jiayi

Consultant

Practices: Cross-Border Commercial Litigation, Investment & Finance

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📍 Shenzhen

## Profile

Song Jiayi focuses on major, complex and cutting-edge dispute resolution in the capital markets, and is committed to providing comprehensive dispute resolution legal services to various enterprises, investment institutions, financial institutions, entrepreneurs and corporate executives. Her core practice areas include investment and financing disputes, corporate governance and control contests, and cross-border commercial disputes. Since commencing her practice, Song Jiayi has handled numerous difficult and complex civil and commercial cases involving cutting-edge legal voids, huge amounts in dispute or matters of vital importance to the parties. Her clients include well-known domestic and overseas listed companies, large financial institutions, large unlisted joint stock companies, technology companies, pharmaceutical companies, and private entrepreneurs. She has achieved favourable results for clients and successfully helped them realise their commercial objectives before the Supreme People's Court, high people's courts and various other dispute resolution bodies. Song Jiayi is adept at flexibly applying her legal knowledge, deeply mining evidentiary materials, and turning cases around by meticulously sorting through detailed facts – earning her repeated praise from clients. At the same time, she has accumulated extensive specialised research results and successful hands-on experience in the fields of company law, contract law and cross-border dispute resolution, enabling her to provide clients with in-depth, coordinated and result-oriented winning dispute resolution solutions.

## Professional Qualifications

PRC Bar

## Educational Background

Peking University Yuanpei College LL.B.

Peking University School of Transnational Law J.D./Master of Laws

## Professional Experience

2023–present Hui Zhong Law Firm

2017–2023 Tian Tong Law Firm

## Representative Cases

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- Represented a listed company in a share transfer dispute before the Supreme People's Court. After the client lost in the second instance and faced imminent enforcement against its assets, the lawyer promptly collected a large volume of historical archives from before the company's restructuring, interviewed former employees to reconstruct the facts, and discovered highly favourable new evidence. The lawyer filed a retrial application and ultimately secured a full victory, with the Supreme People's Court accepting the retrial and reversing the lower court's decision.
  - Represented a district government in a Supreme People's Court second-instance entrusted contract dispute (amount in dispute: RMB 350 million). The lawyer quickly sorted through various archival materials spanning over 20 years, presented the case to the Supreme People's Court clearly through charts, and persuasively argued that the opposing party should bear the adverse burden of proof. The court upheld the original judgment, achieving a complete victory for the government and resolving the pressure of maintaining social stability caused by the opposing party's two decades of repeated petitions.
  - For a Chinese shareholder in a cross-border dispute concerning non-competition and damage to company interests, the lawyer designed comprehensive domestic and overseas litigation strategies and assisted the Chinese shareholder in filing a shareholder representative action in China. From competing for jurisdiction, utilising the evidence disclosure system in overseas proceedings, to ascertaining and applying foreign law, and finally structuring a cross-border negotiation framework, the lawyer adopted innovative approaches to resolve numerous difficult issues. The final settlement achieved a win win situation for all parties – not only protecting the lawful rights and interests of the Chinese shareholder but also combating cross-border non-competition and other conduct that undermines fair market order, serving as a successful example of establishing orderly and fair business environment in China.
  - In a cross-border M&A dispute between a Shenzhen asset management company and the de facto controller of a listed company, the lawyer provided litigation services before the Shenzhen Intermediate People's Court. The case involved complex transaction structures and legal issues; both parties were industry leaders in the lighting sector and both were listed companies. The client, as an asset management company, faced enormous pressure from investors. The team formulated a comprehensive litigation strategy, successfully assisted the client in replacing preserved assets, and forced the plaintiff to withdraw its claim, ultimately enabling the client to forfeit the acquirer's RMB 100 million deposit.
  - In a foreign-related contract dispute between a US-listed Chinese company and the domestic subsidiary of a real estate group, the lawyer designed a cross-border dispute resolution plan, engaged English barristers to join the legal team, and jointly initiated an ICC arbitration seated in London. This brought the real estate group back to the negotiating table, and the parties eventually reached a settlement, helping the client successfully take over key domestic assets.
  - For a joint stock company and its major shareholder, the lawyer provided comprehensive legal services, including litigation, in connection with a series of internal shareholder disputes. Faced with seven successive lawsuits filed by a minority shareholder over three years, the lawyer took an integrated approach and achieved complete victories at all stages – first instance, second instance, retrial and enforcement – ultimately forcing the minority shareholder to reach a settlement with the major shareholder and withdraw or discontinue all pending cases. The lawyer's work prevented the minority shareholder from realising its unreasonable demands and enabled the company to resume normal operations, avoiding substantial losses.
  - Represented a creditor in a dispute over shareholder damage to creditor's interests against a shareholder and a limited liability company. The shareholder had falsely contributed and withdrawn capital of over RMB 200 million more than ten years earlier, using sophisticated and concealed methods such as circular transfers and using the company's own funds as capital contributions. By applying to the court for investigation and evidence collection, the lawyer obtained key financial evidence proving the false capital contributions, and with rigorous legal reasoning and extensive case law research, ultimately persuaded the judge to find that the shareholder had not fully performed its capital contribution obligations. The lawyer obtained a complete victory, effectively protecting the creditor's interests.
  - In a loan dispute lasting five years, the lawyer assisted the creditor in securing sufficient assets through pre suit preservation, and throughout the various proceedings resolved multiple complex legal issues – including jurisdictional objections, conditions for exercising the creditor's right of set off, the distinction between nominee shareholding and security transfer, and the validity of a guarantee contract without the company's seal – while coordinating strategies across three different jurisdictions. The case went through four levels of judicial review (district court, intermediate court, high court and Supreme People's Court), and ultimately achieved a complete victory at both the Shenzhen Intermediate People's Court (first instance) and Guangdong High People's Court (second instance), with all debts and guarantee liabilities affirmed. The amount in dispute exceeded RMB 300 million.

- Represented a listed company and its parent company in handling a management deadlock arising from an investment in a domestic enterprise. Addressing the majority shareholder's abuse of rights, false capital contributions and other conduct harming company interests, the lawyer participated in litigation and arbitration proceedings concerning validity of corporate resolutions, change of business registration, liability for damage to company interests, and shareholder inspection rights. The lawyer comprehensively mapped out strategies encompassing breach of contract, corporate remedies, tort claims and enforcement, taking into account the latest PRC Company Law provisions, judicial practice and judicial policy trends, and provided practical and feasible implementation plans.
- In a dispute arising from the performance of contracts for the construction of a data centre between a large listed company and a state-owned enterprise, the lawyer represented the listed company in related litigation and arbitration proceedings. Based on the differences and interconnections in the performance of the agreements under different contracts, the lawyer coordinated and advanced different dispute resolution procedures and designed comprehensive defence strategies. Familiar with listed company compliance audit requirements and the commercial logic behind such transaction structures, the lawyer uncovered new key case information through in depth factual investigation. Moreover, by thoroughly researching cutting-edge issues in the complex and rarely litigated field of negotiable instruments, and accurately anticipating shifts in judicial trends in this new area, the lawyer repeatedly created new opportunities for the case. The total amount in dispute in this series of cases exceeded RMB 1 billion.
- Retained by a large commercial bank to provide litigation legal advisory services in connection with a novel financing risk disposal project led and implemented by the bank's asset preservation department. The services included legal research and analysis of specific disputes arising from the bank's novel financing risk projects, proposing litigation strategies, and providing legal training to the bank on matters relating to novel financing risk projects.