

WU Guohua(Annie)

Senior Partner

Name： WU Guohua(Annie)

Position： Senior Partner

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Practice Area： CROSS BORDER INVESTMENT、M&A AND RESTRUCTURING、PRIVATE EQUITY AND VENTURE CAPITAL INVESTMENT、FOREIGN DIRECT INVESTMENT

Professional Experience

Ms. Guohua (Annie) WU is a Senior Partner and a leader of JT&N's Outbound Investment practice. Broadly experienced in a variety of corporate legal matters, Ms. Wu is a recognized authority on cross-border mergers & acquisitions, corporate finance, joint ventures and private equity transactions, widely regarded for the extraordinary breadth of experience and commercial acumen which define her practice. Routinely filling a role historically dominated by major international law firms, Ms. Wu works directly with the client's leadership, providing critical insights and advice, enabling her clients to obtain substantially improved commercial terms and legal protections.

A recognized authority on cross-border mergers and acquisitions and private equity transactions, Ms. Wu's clients include some of the largest funds and industrial companies in China and the world. Ms. Wu works directly with the client's leadership on a regular basis, providing critical insights and advice, enabling her clients to obtain substantially improved commercial terms and legal protections. Representative examples include performance as Lead Counsel to a quasi-sovereign wealth fund in the proposed acquisition by a Chinese consortium of the controlling equity stake in Philips' LED business. The total value of this deal was projected to be USD3.3 billion. In another example, Ms. Wu served as lead counsel to Bombardier Inc. in its first aviation joint venture in China. During the process of the project, the PRC Company Law was substantially revised, whereby certain key incorporation requirements with respect to Sino-foreign joint ventures were replaced. Again, Ms. Wu worked directly with the headquarters legal team of the client, providing advice critical to successful navigation through myriad regulatory uncertainties.

In their most recent report, Legal 500 noted that Ms. Wu is a leader of the JT&N Corporate and M&A practice and highly recommended, as well as being recommended for her work in the firm's leading Energy and Projects practice, according Ms. Wu with special recognition as a "Leading Individual" in Corporate and M&A (the highest such ranking). Euromoney's Asialaw likewise commended Ms. Wu's performance in both Corporate and M&A, as well as in Energy and Natural Resources, and conferred recognition as a "Market Leading Lawyer" in Corporate and M&A (also the highest such ranking). Many of her clients commended Ms. Wu as "an experienced expert who can provide excellent legal services," "always responsive," "detail-focused," and "having wide business networks as well as international team members."

Ms. Wu also provides comprehensive services to multinational companies in connection with a complete range of investment activities and daily operational matters in China, including commercial transactions, corporate compliance, labor, and dispute resolution matters. Ms. Wu's industrial expertise encompasses automotive, new energy, entertainment, TMT, and mining and natural resources, to name a few. Ms. Wu has also extensive experience in capital markets and finance matters.

Ms. Wu practiced law for nearly a decade with two prestigious international law firms in the United States: Sullivan & Cromwell (New York) and Kirkland & Ellis (Chicago). Ms. Wu was a partner in the Beijing office of Paul Hastings & Janovsky prior to joining the firm. She is licensed to practice law in China and the states of New York and Illinois, and is a member of the United States Supreme Court Bar.

Complementary to her professional responsibilities, Ms. Wu is active in a variety of public service affairs. She is a long-term supporter of "Yes We Do," a charitable foundation with the mission of promoting well-rounded personal development among children in underdeveloped areas in China. Ms. Wu is also a loyal Cornellian, currently serving as "China Captain" for the Cornell International Lawyers Alumni Network (CILAN), and previously having served as President of the Cornell Law

School Alumni Association Executive Board.

Representative Performance

- Cross-Border M&A and Investment
  Lead Counsel to China Export & Credit Insurance Corporation in its proposed underwriting of acquisition by a Chinese port group of 47.5% equity interest in a Nigerian port. The total value of this deal is approximately USD154 million (ongoing)
  Lead Counsel to China Export & Credit Insurance Corporation in its proposed underwriting of investment by a Chinese fiber glass manufacturer in a fiberglass production line in the USA. The total value of this deal is approximately USD400 million (ongoing)
  Lead Counsel to China Export & Credit Insurance Corporation in a proposed offshore factoring project (ongoing)
  Lead Counsel to a Chinese consulting company with respect to a number of cross-border investment projects (ongoing)
  Lead Counsel to China Merchants Property Development (Beijing) Co., Ltd. in its proposed strategic cooperation with a tourism property development company. The total value of this deal is projected to be approximately RMB2 billion (2017)
  Lead Counsel to China Merchants Property Development (Beijing) Co., Ltd. in the negotiation of a lease agreement with an investment management company. The lease area is approximately 64,500 square meters. The total value of this deal is projected to exceed RMB1 billion (ongoing)
  Lead Counsel to Ying Kou Port Group Corp. with respect to transfer of certain state-owned assets (2017)
  Representation of Shenhua Group and its subsidiaries in a number of M&A and joint venture projects and handling daily corporate matters and contract disputes (ongoing)
  Lead Counsel to a Chinese iron and steel conglomerate in its proposed acquisition of assets from an Australian mining company. The total value of this deal is projected to be approximately USD2 to 3 billion (ongoing)
  Lead Counsel to a Chinese state-owned mining company with respect to its asset reorganization and public listing (ongoing)
  Lead Counsel to a well-known international automobile manufacturer for the negotiation and revision of a joint venture agreement entered into with a major domestic automobile manufacturing company (2015)
  Lead Counsel to a Chinese aluminum products trading company, an affiliate of a central state-owned enterprise, in its proposed acquisition of a Europe-based global logistics and port operating company. The total value of this deal was projected to be approximately USD100 million (2015)
  Lead Counsel to a leading O2O travel commerce platform in China in its establishment of a joint venture in the United Kingdom (2015)
  Lead Counsel to a major international imaging equipment manufacturer in its internal reorganization (2015)
  Lead Counsel to a China consortium, comprising Hebei Iron & Steel Group Co., Ltd., China-Africa Development Fund, General Nice Development Ltd., and Tewoo Group Co., Ltd., in the acquisition of Rio Tinto's 74.5% equity interest in Palabora Mining Company Ltd., and the following tender offer to acquire the outstanding 25.5% equity interest. The total value of this deal was approximately USD800 million. (2012 - 2014) News Links：
  http://www.jtnfa.com/en/news_content.aspx?lan=en&menuid=05002&keyid=00000000000000001098 ;
  http://finance.sina.com.cn/money/future/20130812/085416416227.shtml
  Lead Counsel to a Chinese stereoscopic producer in its proposed joint venture with Gener8 Media Corp. to operate a 2D-3D conversion business (2014)
  Lead Counsel to a large Chinese seamless pipe manufacturer in its proposed joint venture project in Texas, U.S. (2014)
  PRC Counsel to a multinational fastener manufacturer and service provider in its proposed global

acquisition of Dirak GmbH (2014)

PRC Counsel to a large Chinese central state-owned enterprise in its bid for Glencore's copper mine project in South America (2013)

Lead Counsel to the Aluminum Corporation of China Limited (the second largest aluminum producer in the world) (listed on NYSE, HKEx and SSE) in its proposed acquisition of a controlling equity interest in SouthGobi Resources. The total value of this deal was projected to be approximately C$ 924 million. (2012) News Link: http://www.cfi.net.cn/p20120405000213.html

PRC Counsel to the Aluminum Corporation of China Limited (listed on NYSE, HKEx and SSE) in its proposed acquisition of Winsway Resources (a Hong Kong-listed company). The total value of this deal was projected to be approximately HKD2.39 billion. (2012) News Link: http://www.yicai.com/news/2012/04/1658249.html

Lead Counsel to a well-known international electric motor and engine manufacturer in its acquisition of assets from a Chinese auto parts manufacturer (2012)

Lead Counsel to a Chinese automobile and equipment manufacturer in its proposed acquisition of a French yacht manufacturer (2011)

- FDI: Joint Venture and M&A

  Lead Counsel to a multinational wind energy equipment manufacturer in its proposed acquisition of a majority shareholding of a Chinese wind energy equipment manufacturer controlled by a Hong Kong-listed company and subsequent joint venture with the other shareholder, also a Hong Kong-listed company. The total value of this deal is projected to be approximately USD500 million (2017)

  PRC Counsel to a USA professional sports association in its negotiation with its Chinese partner on the proposed investment in a reality TV show program (ongoing)

  Lead Counsel to Genoil Inc. in the establishment of its joint venture with Hebei Zhongjie Petrochemical Group Co., Ltd. in Hebei Province. The total value of this deal was approximately USD700 million. (2015) News Link: http://finance.yahoo.com/news/genoil-inc-hebei-zhongjie-petrochemical-110000077.html

  Lead Counsel to Bombardier Inc. in its establishment of an aviation joint venture project in Tianjin. This project was a key foreign-invested project in the Tianjin Airport Economic Area. (2015) News Links: http://www.bombardier.com/en/media-centre/newsList/details.bombardier_aerospace_20131122_bombardierandthetianjinairportecon.bombardiercom.html ; http://money.163.com/13/1123/09/9EBT9BRS00253B0H.html

  Lead Counsel to a well-known international auto parts manufacturer in the asset reorganization of its joint venture in China (2014)

  Lead Counsel to a multinational food processing company in its establishment of a joint venture in China (2013)

  Lead Counsel to a US E-commerce platform for creative products in its establishment of a WFOE in China (2011)

  Lead Counsel to a multinational company

- Capital Markets

  Lead Counsel to a finance leasing company (a joint venture between State Grid and GE Capital) in a credit facility transaction. Lender was the New York Branch of the Agricultural Bank of China. (2014)

  PRC Counsel to Chinalco Mining Corporation International (HKEx: 3668), a subsidiary of the Aluminum Corporation of China, in its HKD3 billion IPO on the Main Board of the Hong Kong Stock Exchange (2013) News Link: http://news.cnal.com/enterprise/2013/02-01/1359711095317806.shtml

  PRC Counsel to Aluminum Corporation of China Limited ("Chalco," HKEx: 2600) and Chalco Hong Kong Investment Company Limited, a wholly-owned subsidiary of Chalco, in the issuance and offering of USD350 million senior perpetual bond in Hong Kong (2013) News Link: http://www.cfi.net.cn/p20131023001758.html?jdfwkey=zok3m2

  Lead Counsel to an aluminum product trading company in its bridge loan financing and long-term loan financing (including guarantee arrangements) from an international lender consortium. The

total value of this deal was approximately USD400 million. (2011)
Lead Counsel to China Aluminum International Trading Co., Ltd. in a long-term off-sale agreement in Mongolia. The total sales volume in the first 18 months amounted to approximately USD250 million. (2011) News Link: http://news.ifeng.com/gundong/detail_2012_03/17/13256801_0.shtml

- FDI: Operational Matters
  External general counsel to CHEP (China) Company Limited, a Chinese subsidiary of Brambles Group, an Australian-listed logistics company, with respect to its daily legal matters, including but not limited to drafting and negotiating commercial contracts and dispute resolution (ongoing)
  PRC Counsel to an Australian lithium exploitation company in its proposed offtake agreement with and sale of shares to a Chinese lithium-battery manufacturer (2016)
  External counsel to multinational companies with respect to business operations, commercial transactions and investment matters. Sectors include food, logistics, aviation, energy, manufacturing, finance and E-commerce.
- FDI: Labor Law
  Lead Counsel to a Canada-listed company in connection with registration of ESOP of its Chinese subsidiary and relevant compliance matters (ongoing)
  External PRC counsel to multinational companies with respect to labor law matters, including drafting and negotiating non-competition agreements, non-disclosure agreements, and employment contracts, as well as strategic planning for labor use and labor dispute resolution
- FDI: Corporate Compliance
  External PRC counsel to multinational companies with respect to compliance matters, including anti-competition, anti-monopoly, customs, tax, environmental protection, foreign exchange, anti-corruption, anti-bribery, among other matters.
- Dispute Resolution (Cross-Border and Domestic)
  Lead Counsel to China Export & Credit Insurance Corporation and its branches with respect to a number of export credit insurance disputes resolution matters
  Representation of Chalco Group and its subsidiaries in a number of M&A and joint venture projects and handling daily corporate matters and dispute resolution matters
  External PRC counsel to multinational corporations with respect to their disputes concerning joint ventures, business cooperation, transactions, and creditworthiness analysis on business partners.
- Intellectual Property
  Representation of Huawei Device (Dongguan) Co., Ltd. with respect to a series of legal matters, including but not limited to, drafting and negotiating commercial agreements and dispute resolution matters
  Representation of a Peruvian lock manufacturer at the Supreme Court level with respect to its dispute with a Chinese international trade company with respect to the ownership of trademarks (ongoing)
  External PRC counsel to multinational companies with respect to IP matters, including drafting and negotiating licensing agreements, dealing with domain name infringement and trade secrets protection.
- The Belt and Road Initiative
  Ms. Wu has been representing Chinese private companies, SOEs, sovereign funds, and multi-national companies in their investments in countries and regions along The Belt and Road Initiative regions. In these projects, her team has served as lead counsel to the client on a regular basis.

Social Status

- Council, the Center for China and Globalization
- President (2010-2012), Cornell Law School Alumni Association Executive Board
- China Captain, Cornell International Lawyers Alumni Network (CILAN)
- Deputy Director, “One Belt, One Road” Research Institute, Beijing Lawyers Association

- Adjunct Graduate Student Advisor, Tsinghua Law School
- Director of Committee 2005 (an alumni association for Chinese returnees from overseas)
- Board Member, All China Youth Federation, Beijing Chapter
- Adjunct Graduate Student Advisor, Tsinghua Law School
- Board Member, Harbin Municipality Overseas Exchange Association

Honorary Titles

- Chambers and Partners(Global and Asia Pacific) (Corporate/M&A)："Band 3" lawyer (2020), "Band 4" lawyer (2019), "Recognized Practitioner" (2016, 2017 and 2018)
- Legal 500 ：dual recognition as a highly recommended "Leading Individual" (Corporate and M&A, the highest ranking) and as a recommended key practitioner (Projects & Energy) (2017-2020)
- Euromoney's Asialaw Profiles: "Market-Leading Lawyer" in Corporate and M&A (2020, 2019), "Leading Lawyer" (2014 and 2015)
- China Business Law Journal：China's 100 "A List" lawyers (2018)；
- Asian Legal Business ："China Top 15 M&A Lawyer" (2019), "China Top 10 M&A Lawyer" (2017), "Client Choice Top 20" (2016, 2017, 2018)，"Top 15 Female Lawyers" (2016)；
- Asian Legal Business: Finalist for "Dealmaker of the Year" (China) (2013 and 2015)
- The Legal Daily：Top 10 Lawyer of The 1st "The Belt and Road" Award (2018).

Working Experience

- Paul, Hastings, Janofsky & Walker LLP (Beijing)，Partner
- Kirkland & Ellis LLP (Chicago), Of Counsel
- Sullivan & Cromwell LLP (New York), Associate

Education Background

- Cornell Law School, J.D.
- Law School of Jilin University, LL.B.

Publications

- The China Chapter of Lexology GTDT Private Equity 2019, Lexology GTDT and JT&N, December 23, 2019
- Questions for the International Comparative Legal Guide to: Mining Law 2020 (China), Global Legal Group and JT&N, 2019
- Questions for the International Comparative Legal Guide to: Mining Law 2019 (China), Global Legal Group and JT&N, September 26, 2018
- Mining in China: overview, Practical Law, Lexis China and JT&N, May 1, 2018
- Mining in China: overview, Practical Law, Lexis China and JT&N, October 26, 2017
- Influence of Recent Changes in Chinese, the United States' and European Union's Laws and Regulations on Outbound Direct Investment by Chinese Companies and Risk Mitigating Strategies, published in Report on Chinese Enterprises Globalization 2018, Centre for China and Globalization.
- "2017 Year in Review – Main Legal Developments in Foreign Investment in China" (bilingual), Lexis China and JT&N, February 26, 2018
- An Analysis of "New Regulations on Asset Management Business" (Influence on Financing and Investment of Private Equities), Lexis China and JT&N, February 7, 2018
- An Analysis of the Regulations on Outbound Investment and Business Activities of Private

Enterprises, JT&N, December 18, 2017

- An Analysis of the Administrative Measures for the Outbound Investment of Enterprises (Client News alert)
- Legal Environment Report of the "Belt and Road" Countries: Japan, The Republic of North Macedonia, The Republic of South Africa, the United Mexican States, Turkmenistan, The Federative Republic of Brazil, author, All China Lawyers Association, announced in October 2018 (to be published)
- Chinese Enterprises Overseas Investment Legal Environment Report Collection of Sixty-Five Countries along The Belt and Road: Cyprus, Latvia, Lithuania, Poland, Bulgaria, Czech, Bosnia and Herzegovina, Estonia, Slovenia, Hungary, Macedonia, Slovak, Greece, Romania, Albania, Serbia, Croatia, Montenegro, editor, Beijing Lawyers Association, announced in January 2018
- Chinese Enterprises Overseas Investment Legal Environment Report Collection of Sixty-Five Countries along The Belt and Road: The Republic of Montenegro, the Republic of Serbia, the Republic of Croatia, the Kingdom of Bahrain, the Syrian Arab Republic, author, Beijing Lawyers Association, announced in January 2018
- "2016 Year in Review – Main Legal Developments in Foreign Investment in China" (bilingual), Lexis China and JT&N, July 10, 2017
- "Forming an Outbound Investment Fund: Practical Considerations," Lexis China and JT&N, April 28, 2016
- Foreign Investment Legal System Reports: the Republic of Montenegro, the Republic of Serbia, the Republic of Croatia, the Kingdom of Bahrain, Beijing Lawyers Association (To be published)
- "An Introduction to Standard Regulations of China Auto Industry" (bilingual), Lexis China and JT&N, July 10, 2017
- "2016 Year in Review – Main Legal Developments in Foreign Investment in China" (bilingual), Lexis China and JT&N, July 10, 2017
- "Forming an Outbound Investment Fund: Practical Considerations," Lexis China and JT&N, April 28, 2016
- "China Chamber of Commerce of Metals Minerals & Chemicals Importers & Exporters Seeks Comments for Chinese Due Diligence Guidelines for Responsible Mineral Supply Chains," JT&N, November 17, 2015
- "The Return of VIE-Structured Enterprises to China's Domestic Capital Markets—Legal Analysis and Practical Considerations," Lexis China, JT&N, China Legal Perspective (reproduction), July 9, 2015; China
- Lawyers Magazine (reproduction), September, 2015; NetEase Politics (reproduction), TouTiao.com (reproduction), Baidu News (reproduction)
- "Introduction to the New Creditworthiness Information Platform," JT&N, April 30, 2015
- "Opportunities and Legal Risks in the 'Shanghai-Hong Kong Stock Connect,'" JT&N, April 27, 2015
- "2014 Key FDI Legal Highlights" (bilingual), JT&N, March 19, 2015
- "Revised Civil Procedure Law Broadens Applicability of Injunctive Relief" (bilingual), JT&N, May 1, 2013
- "Tax Policy Tightens for Equity Transfers Between Affiliates" (bilingual), JT&N, April 1, 2013
- "Regulatory Approvals and Disclosure Requirements in Acquiring U.S. Enterprises," JT&N, September 12, 2012
- "2015 Key FDI Legal Highlights" (bilingual), Lexis China and JT&N, March 9, 2016
- "JT&N PRC Labor Law Update: Service Outsourcing," JT&N, March 1, 2016
- "Statistics for Go-private China Concept Stocks," JT&N, December 28, 2015
- "Remarks on Stock Swap: a case study on Baidu-Ctrip Transaction," Lexis China and JT&N,

December 3, 2015

Media Reports

- Insights on Domestic Capital Markets: China Concept Stocks' Return Depends on Each Company's Own Development
- Guohua Wu Interviewed by CCTV on VIE Companies Go-private
- Annie Wu’01: Continuing the Pursuit of Excellence