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Practices International Projects

Profile

Rachel Xuan is a Joint Partner at Beijing DHH Law Firm ("DHH"), a full-service Chinese law firm. She is a qualified PRC lawyer with over 20 years of legal practice experience. Prior to joining DHH in 2022, she practiced at an international law firm, a foreign-invested consulting firm, and a Chinese law firm, gaining extensive experience across diverse legal and business environments. She holds an LL.B. and an LL.M. from universities in China and the UK, and is bilingual in Chinese and English. Rachel specializes in mergers and acquisitions (M&A), encompassing both asset deals and equity transactions, with further expertise in foreign direct investment (FDI), company liquidation and winding-up, and general corporate matters. In M&A transactions, her involvement spans virtually the entire deal cycle, encompassing due diligence, compliance advisory, drafting and negotiation of transaction documents, through to closing. She is particularly distinguished by her ability to identify critical issues and potential risks at an early stage, and to devise tailored, pragmatic solutions that align with the specific circumstances and commercial objectives of each client and project. In the FDI arena, she provides full-lifecycle legal services to foreign-invested enterprises in China, covering the establishment of joint ventures, ongoing general corporate counsel, and exit through various routes including equity transfer, capital reduction and liquidation.

Rachel advises a diverse range of clients, with a primary focus on European, US, Japanese and Korean multinationals, as well as Chinese listed companies and state-owned enterprises, across business sectors including manufacturing, automotive, technology, real estate, healthcare, education and retail.

Mergers & Acquisitions, and Restructuring

1. Advised a European listed company, a market leader in its industry sector, on its acquisition of a domestic manufacturing enterprise, covering due diligence and transaction document legal services.
2. Advised a Japanese multinational automotive company on its venture capital investment in a Chinese autonomous driving technology company, covering M&A route selection, legal feasibility analysis, valuation adjustment mechanism (VAM) arrangements, and drafting and review of a series of transaction documents.
3. Advised a multinational company on its asset deal in China.
4. Advised a Brazilian electric motor manufacturer on legal due diligence for an equity transaction in China.
5. Advised an Australian listed company on the legal feasibility and implementation in China of its global acquisition of a business line.
6. Advised a well-known European Football Club on its foreign investment in China for a football museum and football club joint venture project, including legal due diligence on the project site and facilities provided by the Chinese party, drafting of JV Contract, articles of association as well as negotiation and drafting of licensing and operation agreements.
7. Advised a foreign healthcare group in partnering with a Chinese private company to acquire a public funded hospital in China.
8. Advised a US private equity fund on the corporate division of its portfolio company to segregate an industrial plant entity for potential future sale.
9. Advised a Japanese company on a carve-out transaction in a specific industry sector.
10. Advised numerous Japanese multinational companies on their restructuring activities in China, including mergers, asset restructuring and equity restructuring.
11. Advised a Chinese listed company on its acquisition of a US start-up, covering legal due diligence, negotiation and preparation of transaction documents.

Foreign Direct Investment & General Corporate

1. Advised a European listed company on the comprehensive exit from its joint venture in China, covering negotiation and documentation for equity transfer, drafting of asset disposal transaction documents, arbitration for termination of the joint venture contract, and support in the ongoing liquidation of the joint venture.
2. Advised a European company on its foreign investment in China, covering market access feasibility, land use rights acquisition, and construction of manufacturing facilities.
3. Acted as legal advisor to a Korean electronics giant on the closure and liquidation of several of its joint ventures in China, including negotiation for early termination of joint venture contracts, dispute resolution, and drafting of legal agreements.
4. Acted as legal counsel to a US private equity company on its exit from an invested joint venture in Hebei Province, including

negotiation for termination of the joint venture contract and preparation of buy-out agreements.

5. Acted as legal counsel to a client on its exit from a joint venture arrangement, ultimately leading to the initiation of bankruptcy proceedings.

6. Provided ongoing general corporate counsel to many foreign-invested enterprises in China, covering compliance, foreign exchange, contract review, employment matters, as well as daily registration and change filings.

7. Advised and supported a number of foreign-invested enterprises on company liquidation and winding-up, including voluntary dissolution, creditor notification and claims settlement, asset disposal, tax clearance, and deregistration with relevant authorities.