

XiaoLang ZHAO Partner

Banking and Finance | Dispute Resolution PE/VC, M&A



+86 021 52533469

xiaolang.zhao@meritsandtree.com

Shanghai

Xiaolang Zhao is a partner at Merits & Tree. His main practice areas include banking and finance, dispute resolution, investment and mergers & acquisitions.

Mr. Zhao has provided long-term legal advisory and specialized legal services such as structured finance, asset securitization, various trust schemes, and bond issuance to more than a dozen financial institutions including banks, securities companies, and trust companies, as well as to central state-owned enterprises in sectors such as chemicals, energy, and construction, and to foreign-invested enterprises in manufacturing and retail.

Mr. Zhao has extensive experience in dispute resolution and is particularly adept at handling major and complex commercial and financial disputes. He is highly familiar with the entire process of litigation, arbitration, and enforcement, and is able to develop optimal legal strategies tailored to client objectives and case specifics. He has represented clients in numerous high-stakes cases before arbitral institutions such as CIETAC, HKIAC, and SHIAC, as well as in significant lawsuits heard by the Supreme People's Court, its circuit courts, various high courts, financial courts, and maritime courts across China.

Prior to joining M&T, Mr. Zhao was an attorney at Dacheng Law Firm and Zhong Yin Law Firm.

Achievements

- Provided specialized litigation legal services for an 1.8 billion yuan financial loan contract dispute case between an A-share listed bank and a large enterprise at the Shanghai Financial Court.
- Provided specialized litigation legal services in a series of financial loan contract disputes between an A-share listed bank and a major enterprise, involving over 10 transactions with total claims exceeding 1 billion yuan and more than ten types of security measures. Creatively devised and implemented a consolidated litigation strategy across jurisdictions, achieving a swift and favorable resolution, fulfilling the client's demands.
- Provided specialized litigation legal services for a guarantee contract dispute between a chemical company and a bank, reducing the client's liability by over 10 million yuan. The case was selected as one of the 'Top 10 Model Cases of 2023' by the Shijiazhuang Financial Court.
- Provided specialized litigation legal services in seven creditor revocation disputes between a chemical company and multiple counterparties including China National Nuclear Corporation. The subject matter of the cases was the equity transfer behavior of a barite mine holding company, with a share transfer price of 130 million yuan.
- Provided legal services for a series of sales contract disputes between The Weir Group's subsidiary in China and a certain building materials group in Liaoning Province, and represented related cases in courts at three levels in Shanghai, Chaoyang and Huludao cities, involving an amount of 120 million yuan.
- Provided specialized legal services for litigation in a 200 million yuan financial loan contract dispute case between a large bank and an A-share listed company at the Shanghai Financial Court and the Shanghai Higher People's Court.
- Provided second-instance and subsequent legal services for a contract dispute case between a Malaysian client and an American citizen arising from virtual currency. In the first instance, the defendant was ordered to pay compensation equivalent to approximately 20 million yuan. Through representation in the second instance and remand for retrial, the client was relieved of 90% of their responsibility.
- Provided specialized legal services for 15 contract disputes between multiple investors and Xuesong Holdings Group (then a Fortune 500 company). The cases involved the differences between targeted financing plans and entrusted wealth management, the validity of difference make-up, and the liability of one-person limited liability companies. Eventually safeguarded the rights and interests of the clients through litigation in multiple locations, arbitration, communication and negotiation. The principal amount involved in the case has accumulated to over 99 million yuan.
- Provided specialized litigation legal services for a corporate bond trading dispute case between an A-share listed securities company and a ST listed company. The service contents included formulating litigation strategies, filing cases on behalf of clients, and writing relevant legal documents, etc.
- Provided specialized legal services for arbitration in a franchise contract dispute case between a South Korean company and a company in Shanghai at the Shanghai Sub-commission of the China International Economic and Trade Arbitration Commission, including assisting in the selection of arbitrators, writing defense statements, participating in court hearings, and drafting agency opinions, etc.

Banking and Finance

- Provided full-scale specialized legal services for a company under China Architecture to register 5 billion yuan of asset-backed commercial paper (ABCP) with the Trading Association of China, and to complete the first issuance of green products within the registered amount in the inter-bank market of China.
- Provided specialized legal services for a company under Sinochem to raise 200 million yuan through several rounds of receivables debt financing plans issued on the Beijing Financial Assets Exchange, including drafting legal opinions, preparing and reviewing transaction documents, etc.
- Provided specialized legal services for China Railway Fifth Bureau in its issuance of asset-backed notes (ABN) in the inter-bank market of China and the listing of the accounts receivable debt financing plan project on the Beijing Financial Assets Exchange, including amending the transaction documents and issuing due diligence reports, etc.
- Provided legal services for the credit asset property rights trust series projects of Thalong Bank, including conducting due diligence on the underlying assets, preparing due diligence reports, reviewing and amending trust legal documents, and issuing legal opinions.

- Provided specialized legal services for a one-year RMB 500 million syndicated loan project (with an option for additional allotment) for SinoPac Bank (lead bank), Bank of East Asia, and China Merchants Bank, including reviewing the syndicated loan agreement and issuing legal opinions.
- Provided specialized legal services for the significant changes (including substantive changes) of the three private equity fund management entities under Decheng Capital, namely Decheng Guangbao, Decheng Shanghai, and Decheng Fengjia. These services include preparing legal opinions and submitting them to the Asset Management Association of China, etc.
- Issued a special legal opinion for the manager of a certain abnormal operation fund and provided special legal services for the filing of the private equity fund products. As a result, the Fund Industry Association lifted the abnormal operation status of the fund.
- Provided legal services for the registration and filing of the private fund manager of a certain industrial fund under the local government of Shaanxi Province, including conducting due diligence on the fund manager, issuing legal opinions, etc., and provided specialized legal services for the acquisition of a certain Beijing-based new-share quotation company by this fund.
- Provided preliminary legal consultation services for the joint establishment of an asset management fund for non-performing assets by a subsidiary asset management company of a certain securities company and a local asset management company, including providing feasibility analysis opinions, designing transaction structures, and participating in the writing of feasibility reports.
- Providing full legal services for a trust company regarding matters such as asset verification and capital increase, debt resolution, and restriction of shareholders' voting rights.



Investment and mergers & acquisitions

- Provided specialized legal services for the capital increase project of Sinopharm Group (China) Financial Leasing Co., Ltd. jointly by China State-owned Capital Risk Investment Fund and Morgan Stanley. The service contents include due diligence, review of the capital increase agreement, and assistance in listing and trading on the Shanghai United Assets and Equity Exchange, etc.
- Provided specialized legal services for Shanneng Ecological Group to publicly dispose of its property rights projects of a certain new energy power plant and a certain gas pipeline company through the Shanghai United Assets and Equity Exchange, including assisting in listing and issuing legal opinions, etc. The project's assessed base price is 250 million yuan.
- Provided specialized legal services for a fund sales company to receive the A-round financing from Xi Yu Capital and carry out equity incentives, including participating in negotiations, modifying Term Sheets, Shareholder Agreements, Capital Increase Agreements, assisting in the closing process, and formulating equity incentive plans, etc.
- Provided specialized legal services for Zi Yun Internet of Things Technology Company to receive the subsequent A2-round follow-up capital increase (Warrant) from Bosch Investment, as well as to carry out equity incentives, including communicating with its existing shareholders (Jinjiangjiang, Hupan Shannan, Cloud Angel, etc.), drafting a complete set of transaction documents, etc.
- Provided specialized legal services for Ziyun Internet Technology Company in its acceptance of the B-round financing from Jube Capital (raising over 30 million yuan), and realized the exit of the Pre-A round investors through equity transfer during the capital increase process, coordinating the rights and obligations among all investors.
- Providing specialized legal services for Kunlun Gas in the implementation of natural gas projects in cities such as Ma'an Shan, Huainan, and Chizhou, including conducting due diligence on the joint venture partners, and issuing legal opinions on matters such as the gas concession operation situation and feasibility.
- Conducted a due diligence investigation for an asset company's acquisition of a certain debt (with an amount exceeding 200 million yuan) and mortgaged assets (located in an office building in Xuhui District, Shanghai) held by Changcheng Asset Company through the Shanghai Joint Equity Exchange. And issued a special report on the auction process, transaction structure, and legal risks

Honors

The guarantee dispute case between a bank and a chemical company represented by Mr. Zhao was selected as one of the "Top 10 Model Cases of 2023" by the Shijiazhuang Financial Court.

Education

LL.M., Shanghai University

LL.B., Northeast Forestry University

Admissions

PRC Bar

Private Fund Qualification (China)

Language

Chinese、English